



京西重工國際有限公司

BEIJINGWEST INDUSTRIES INTERNATIONAL LIMITED

Incorporated in the Cayman Islands with limited liability

於開曼群島註冊成立之有限公司

Stock Code 股份代號 : 2339

2023 ANNUAL REPORT
年報



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Dong Xiaojie (*Chairman*)
Chang Ket Leong (*Executive Director*)
Zheng Jianwei (*Executive Director*)
Tam King Ching, Kenny
(*Independent Non-executive Director*)
Chan Pat Lam
(*Independent Non-executive Director*)
Wong Foreky (*appointed on 18 March 2024*)
(*Independent Non-executive Director*)

EXECUTIVE COMMITTEE

Dong Xiaojie (*Chairman*)
Chang Ket Leong
Zheng Jianwei

AUDIT COMMITTEE

Tam King Ching, Kenny (*Chairman*)
Chan Pat Lam
Wong Foreky

NOMINATION COMMITTEE

Dong Xiaojie (*Chairman*)
Tam King Ching, Kenny
Chan Pat Lam
Wong Foreky

REMUNERATION COMMITTEE

Wong Foreky (*Chairman*)
Dong Xiaojie
Tam King Ching, Kenny
Chan Pat Lam

公司資料

董事會

東小杰(*主席*)
鄭潔亮(*執行董事*)
鄭建偉(*執行董事*)
譚競正
(*獨立非執行董事*)
陳柏林
(*獨立非執行董事*)
黃科傑(*於二零二四年三月十八日獲委任*)
(*獨立非執行董事*)

執行委員會

東小杰(*主席*)
鄭潔亮
鄭建偉

審核委員會

譚競正(*主席*)
陳柏林
黃科傑

提名委員會

東小杰(*主席*)
譚競正
陳柏林
黃科傑

薪酬委員會

黃科傑(*主席*)
東小杰
譚競正
陳柏林

CORPORATE INFORMATION (continued)

COMPANY SECRETARY

Leung Wai Hung

AUDITOR

PricewaterhouseCoopers

SHARE REGISTRAR

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Rooms 1005-06, 10th Floor
Harcourt House
39 Gloucester Road
Wanchai, Hong Kong

STOCK CODE

2339

WEBSITE

www.bwi-intl.com.hk

公司資料(續)

公司秘書

梁偉雄

核數師

羅兵咸永道會計師事務所

股份過戶登記處

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

註冊辦事處

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

香港主要營業地點

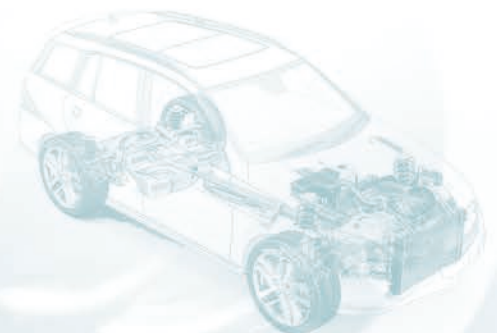
香港灣仔
告士打道39號
夏慤大廈
10樓1005-06室

股份代號

2339

網址

www.bwi-intl.com.hk



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員的個人資料

DIRECTOR

Mr. Dong Xiaojie, aged 61, graduated from the Hebei Normal University, majoring in mathematics in 1984. Mr. Dong was appointed as an Executive Director of the Company and the Chairman of the board of directors of the Company (the “**Board**”) in September 2022. He is also the chairman of each of the Executive Committee and the Nomination Committee of the Company, as well as a member of the Remuneration Committee of the Company. Mr. Dong was the chairman of Hebei Shengyuan Asset Management Consulting Co., Ltd.* (河北盛元資產管理諮詢有限公司) for the period from April 2005 to October 2010. Moreover, he was the chairman of Beijing Old Street Shengyuan Venture Capital Management Co., Ltd.* (北京老街盛元創業投資管理有限公司) for the period from April 2010 to September 2014. For the period from February 2015 to August 2016, Mr. Dong was a director of Robyn Hode Capital Limited. He is a director and the president of Zhangjiakou Financial Holding Group Co., Ltd.* (張家口金融控股集團有限公司) (“**Zhangjiakou Holding**”) since July 2016. He is also the chairman of BeijingWest Smart Mobility Zhangjiakou Automotive Electronics Co., Ltd.* (京西智行張家口汽車電子有限公司) (“**BWSM**”) since July 2022; and the chairman of BeijingWest Industries Co., Ltd.* (北京京西重工有限公司) (“**BWI**”) from September 2022 to September 2023. He is still a director of BWI at present. He is also a director of BWI Company Limited (“**BWI HK**”) (a wholly-owned subsidiary of BWI) since March 2023. Each of Zhangjiakou Holding, BWSM, BWI and BWI HK is a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the “**SFO**”). He has been appointed as an independent non-executive director and the chairman of the remuneration committee of Orient Victory Smart Urban Services Holding Limited, a Hong Kong listed company since September 2014.

A service agreement was entered into between Mr. Dong and the Company for a term of three years commencing on 1 January 2024. Under the service agreement, Mr. Dong is entitled to a salary and discretionary bonus as may be determined by the Board or its delegated committee(s) from time to time. Mr. Dong declined any salary from the Group voluntarily since the date of his appointment as a Director of the Company.

董事

東小杰先生，年六十一歲，於一九八四年畢業於河北師範學院數學系。東先生於二零二二年九月獲委任為本公司之執行董事及本公司董事會（「**董事會**」）主席。彼亦為本公司執行委員會及提名委員會主席，以及薪酬委員會成員。於二零零五年四月至二零一零年十月期間，東先生為河北盛元資產管理諮詢有限公司董事長。此外，於二零一零年四月至二零一四年九月期間，彼擔任北京老街盛元創業投資管理有限公司董事長。於二零一五年二月至二零一六年八月期間，東先生為漢德資本有限公司董事。自二零一六年七月起，彼一直為張家口金融控股集團有限公司（「**張家口金控**」）的董事及總裁。彼亦自二零二二年七月起為京西智行張家口汽車電子有限公司（「**京西智行**」）之董事長；及自二零二二年九月至二零二三年九月為北京京西重工有限公司（「**京西重工**」）之董事長，目前仍為京西重工之董事。彼亦自二零二三年三月起為京西重工之全資附屬公司京西重工（香港）有限公司（「**京西重工（香港）**」）之董事。張家口金控、京西智行、京西重工及京西重工（香港）均為本公司之主要股東（根據證券及期貨條例第XV部賦予之涵義）。自二零一四年九月起，東先生獲委任為香港上市公司東勝智慧城市服務控股有限公司的獨立非執行董事，並為該公司薪酬委員會主席。

東先生與本公司簽訂為期三年之服務協議，由二零二四年一月一日起生效。根據該服務協議，東先生可獲取由董事會或其授權之委員會不時釐定之薪金及酌情花紅。東先生自其獲委任為本公司董事之日期起自願不收取本集團任何董事薪金。

* For identification purpose only

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

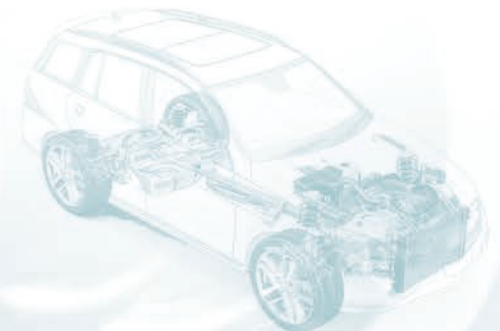
Mr. Chang Ket Leong, aged 60, graduated from the Faculty of Mechanical Engineering of Universiti Teknologi Malaysia with a Bachelor's degree in Mechanical Engineering (Aeronautics). He also holds a Master's degree in Business Administration from Heriot-Watt University. Mr. Chang was appointed as an Executive Director of the Company in July 2023 and is a member of the Executive Committee. From October 1997 to June 2016, he worked with Autoliv Inc., the largest supplier of automotive safety systems in the world. At Autoliv Inc., Mr. Chang first served as Asia-Pacific Regional Procurement Manager, and was later promoted to President of China Region, President of Asia Region, and Global President of its Passive Suspension System Division. He worked with BWI (Shanghai) Co. Ltd. as General Manager from February 2020 to June 2023. Mr. Chang has also served as the Chief Executive Officer of BWI since September 2022. Mr. Chang has extensive experience in the automotive parts industry and has professional knowledge on the Group's main product, namely the automotive suspension system. Mr. Chang has been as a director of BWSM and BWI since May 2023. He has also been as a director of BWI HK since July 2023. Each of BWSM, BWI and BWI HK is a substantial shareholder of the Company within the meaning of Part XV of the SFO.

A service agreement was entered into between Mr. Chang and the Company for a term commencing on 28 July 2023 and ending on 31 December 2024, subject to renewal. Under the service agreement, Mr. Chang is entitled to a salary and discretionary bonus as may be determined by the Board or its delegated committee(s) from time to time. Mr. Chang declined any salary from the Group voluntarily since the date of his appointment as a Director of the Company.

董事及高層管理人員的個人資料(續)

鄭潔亮先生，年六十歲，畢業於馬來西亞理工大學機械工程學院，擁有機械工程學士(航空學)學位，並持有赫瑞瓦特大學工商管理碩士學位。鄭先生於二零二三年七月獲委任為本公司之執行董事，並為本公司執行委員會之成員。彼於一九九七年十月至二零一六年六月期間在全球最大的汽車安全系統供應商奧托立夫(Autoliv Inc.)任職。鄭先生最先在奧托立夫擔任亞太區採購經理，期後分別晉升為中國區總裁、亞洲區總裁，及被動系統事業部全球總裁。彼於二零二零年二月至二零二三年六月期間加入京西制動(上海)有限公司擔任總經理。鄭先生於二零二二年九月起至今更擔任京西重工的首席執行官。鄭先生在汽車零部件行業擁有豐富經驗，並對本集團之主要產品汽車懸架系統有專業知識。鄭先生自二零二三年五月起為京西智行及京西重工之董事，及自二零二三年七月起為京西重工(香港)之董事，京西智行、京西重工及京西重工(香港)均為本公司之主要股東(根據證券及期貨條例第XV部賦予之涵義)。

鄭先生與本公司已簽訂服務協議，由二零二三年七月二十八日起至二零二四年十二月三十一日止屆滿，可予續約。根據該服務協議，鄭先生可獲取由董事會或其授權之委員會不時釐定之薪金及酌情花紅。鄭先生自其獲委任為本公司董事之日期起自願不收取本集團任何董事薪金。



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

董事及高層管理人員的個人資料(續)

Mr. Zheng Jianwei, aged 42, graduated from the School of Humanities and Laws of Hebei University of Technology with a Bachelor's degree in Laws and holds a legal professional and securities investment fund qualification in the People's Republic of China (the "PRC"). Mr. Zheng was appointed as an Executive Director of the Company in August 2023 and is a member of the Executive Committee. He worked as a lawyer in Hebei Lingxiang Law Firm* (河北凌翔律師事務所) for the period from May 2009 to October 2011. During the period from November 2011 to December 2018, Mr. Zheng worked with the People's Procuratorate of Langfang* (廊坊市人民檢察院) and his last position was Prosecutor. Moreover, Mr. Zheng was the Risk Consultancy Director of Beijing Shengyuan Hande Asset Management Co., Ltd.* (北京盛元漢德資產管理有限公司) for the period from January 2019 to October 2020. He was also the General Manager of Beijing Shengyuan Dezheng Private Fund Management Co., Ltd.* (北京盛元德鈺私募基金管理有限公司) for the period from November 2020 to March 2023. Mr. Zheng has extensive experience in law, asset and fund management as well as corporate management. He has been as a director of BWI HK since August 2023. BWI HK is a substantial shareholder of the Company within the meaning of Part XV of the SFO.

A service agreement was entered into between Mr. Zheng and the Company for a term commencing on 2 August 2023 and ending on 31 December 2024, subject to renewal. Under the service agreement, Mr. Zheng is entitled to a salary and discretionary bonus as may be determined by the Board or its delegated committee(s) from time to time. Mr. Zheng declined any salary from the Group voluntarily since the date of his appointment as a Director of the Company.

鄭建偉先生，年四十二歲，畢業於河北工業大學人文與法律學院，持有法學學士學位，並擁有於中華人民共和國(「中國」)之法律職業及中國證券投資基金從業資格。鄭先生於二零二三年八月獲委任為本公司之執行董事，並為本公司執行委員會成員。彼於二零零九年五月至二零一一年十月期間於河北凌翔律師事務所任職律師。於二零一一年十一月至二零一八年十二月期間，鄭先生於廊坊市人民檢察院工作，離職前擔任檢察官職務。此外，鄭先生於二零一九年一月至二零二零年十月期間於北京盛元漢德資產管理有限公司擔任風險諮詢總監。彼亦於二零二零年十一月至二零二三年三月期間擔任北京盛元德鈺私募基金管理有限公司之總經理。鄭先生在法務、資產及基金管理，及企業管理方面擁有豐富經驗。鄭先生自二零二三年八月起為京西重工(香港)之董事，京西重工(香港)為本公司之主要股東(根據證券及期貨條例第XV部賦予之涵義)。

鄭先生與本公司已簽訂服務協議，由二零二三年八月二日起至二零二四年十二月三十一日止屆滿，可予續約。根據該服務協議，鄭先生可獲取由董事會或其授權之委員會不時釐定之薪金及酌情花紅。鄭先生自其獲委任為本公司董事之日期起自願不收取本集團任何董事薪金。

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BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

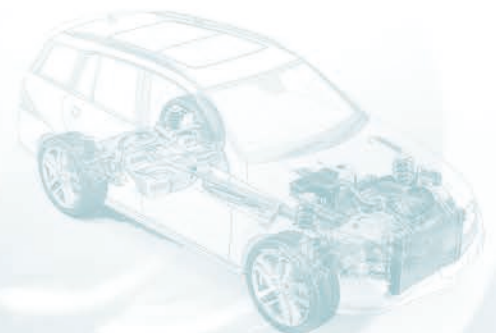
Mr. Tam King Ching, Kenny, aged 74, holds a bachelor's degree in commerce from Concordia University, Canada. Mr. Tam was appointed an Independent Non-executive Director of the Company in January 2014 and is the chairman of the Audit Committee as well as a member of each of the Nomination Committee and the Remuneration Committee of the Company. He is a practising Certified Public Accountant in Hong Kong. Mr. Tam is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the Chartered Professional Accountants of Ontario, Canada. He is a past President of The Society of Chinese Accountants and Auditors. Mr. Tam also serves as an independent non-executive director of certain companies listed on the main board of The Stock Exchange of Hong Kong Limited, namely, Capital Industrial Financial Services Group Limited (formerly known as Shougang Concord Grand (Group) Limited), Kingmaker Footwear Holdings Limited, Starlite Holdings Limited, West China Cement Limited and Wisdom Education International Holdings Company Limited. He was an independent non-executive director of each of three Hong Kong listed companies, namely, CCT Fortis Holdings Limited, GBA Holdings Limited and Hong Kong Shanghai Alliance Holdings Limited, in the past three years, but resigned or retired on 8 June 2022, 30 September 2022 and 18 August 2023 respectively.

An engagement letter was entered into between Mr. Tam and the Company for a term of three years commencing on 1 January 2023. Under the engagement letter, Mr. Tam is entitled to a director's fee as may be determined by the Board from time to time. For financial years 2023 and 2024, the director's fee of Mr. Tam is HK\$240,000 and HK\$150,000 per annum respectively. Such director's fee was determined with reference to Mr. Tam's experience and duties as well as the then prevailing market conditions.

董事及高層管理人員的個人資料(續)

譚競正先生，年七十四歲，持有加拿大康戈迪亞大學商學士學位。譚先生於二零一四年一月獲委任為本公司之獨立非執行董事，並為本公司審核委員會之主席，以及提名委員會及薪酬委員會之成員。彼為香港執業會計師。譚先生為香港會計師公會之資深會員及加拿大安大略省特許專業會計師公會會員。彼為香港華人會計師公會前任會長。譚先生亦出任若干於香港聯合交易所有限公司主板上市之公司，即首惠產業金融服務集團有限公司(前稱首長四方(集團)有限公司)、信星鞋業集團有限公司、星光集團有限公司、中國西部水泥有限公司及光正教育國際控股有限公司(前稱睿見教育國際控股有限公司)之獨立非執行董事。彼亦曾於過去三年擔任中建富通集團有限公司、GBA集團有限公司及滬港聯合控股有限公司三家香港上市公司之獨立非執行董事，但分別於二零二二年六月八日、二零二二年九月三十日及二零二三年八月十八日已辭任或退任。

譚先生與本公司簽訂為期三年之委聘書，由二零二三年一月一日起生效。根據該委聘書，譚先生可收取由董事會不時釐定之董事袍金。二零二三年及二零二四年財政年度，譚先生之董事袍金分別為每年240,000港元及150,000港元。該袍金經參考譚先生之經驗及職責，以及當時市況後釐定。



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

董事及高層管理人員的個人資料(續)

Mr. Chan Pat Lam, aged 75, Mr. Chan was appointed an Independent Non-executive Director of the Company in November 2018 and is a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company. He was an independent non-executive director of Shougang Fushan Resources Group Limited, a Hong Kong listed company, from December 2004 to May 2020. Mr. Chan is the consultant of a private company which is an international container shipping agency in the Western region of Pearl River Delta, as well as a partner of Chan Kai Wing & Brothers Limited, a private company which engages in trading and wholesaling of grocery items. Mr. Chan has extensive experience in the field of international banking industry in Hong Kong, Macau and California.

An engagement letter was entered into between Mr. Chan and the Company for a term of three years commencing on 1 January 2023. Under the engagement letter, Mr. Chan is entitled to a director's fee as may be determined by the Board from time to time. For financial years 2023 and 2024, the director's fee of Mr. Chan is HK\$240,000 and HK\$150,000 per annum respectively. Such director's fee was determined with reference to Mr. Chan's experience and duties as well as the then prevailing market conditions.

陳柏林先生，年七十五歲，陳先生於二零一八年十一月獲委任為本公司之獨立非執行董事，並為本公司審核委員會、提名委員會及薪酬委員會成員。彼於二零零四年十二月至二零二零年五月期間為香港上市公司首鋼福山資源集團有限公司之獨立非執行董事。陳先生現為一家於珠江三角洲西部從事國際貨櫃船務代理商之私人公司擔任顧問，亦為一間從事雜貨貿易和批發之私人公司陳啓榮昆仲有限公司的合夥人。陳先生於香港、澳門和美國加州國際銀行界有豐富經驗。

陳先生與本公司簽訂為期三年之委聘書，由二零二三年一月一日起生效。根據該委聘書，陳先生可收取由董事會不時釐定之董事袍金。二零二三年及二零二四年財政年度，陳先生之董事袍金分別為每年240,000港元及150,000港元。該袍金經參考陳先生之經驗及職責，以及當時市況後釐定。



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

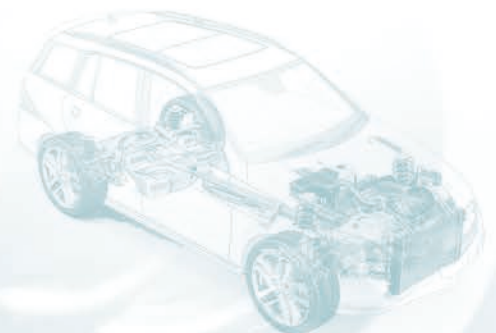
Mr. Wong Foreky, aged 40, graduated from Queensland University of Technology in Australia with a bachelor's degree of Business (Accountancy). Mr. Wong was appointed as an Independent Non-executive Director of the Company in March 2024 and is the chairman of the Remuneration Committee as well as a member of each of the Audit Committee and the Nomination Committee of the Company. Mr. Wong has over 15 years of experience in corporate finance, financial advisory, insolvency and restructuring, forensic accounting, investigation and litigation support. Before founding Fortune Ark Restructuring Limited in 2024, Mr. Wong served as Managing Director at corporate finance and restructuring department at FTI Consulting (Hong Kong) Limited, a Hong Kong member of a multinational consulting firm listed on the New York Stock Exchange. Mr. Wong currently serves as a director of Fortune Ark Restructuring Limited, a Fellow member of the Hong Kong Institute of Certified Public Accountants and specialist qualification in insolvency. He is also a CFA® Charterholder.

An engagement letter was entered into between Mr. Wong and the Company for a term commencing on 18 March 2024 and ending on 31 December 2025, subject to renewal. Under the engagement letter, Mr. Wong is entitled to a director's fee as may be determined by the Board from time to time. For the financial year 2024, the annual director's fee of Mr. Wong is HK\$150,000. For the period from 18 March 2024 to 31 December 2024, the director's fee will be paid in proportion to the actual length of services provided by Mr. Wong. Such director's fee was determined with reference to Mr. Wong's experience and duties as well as the then prevailing market conditions.

董事及高層管理人員的個人資料(續)

黃科傑先生，年四十歲，畢業於澳洲昆士蘭科技大學，擁有商業學士學位(會計)。黃先生於二零二四年三月獲委任為本公司之獨立非執行董事，並為本公司薪酬委員會主席，以及審核委員會及提名委員會成員。黃先生在企業融資、財務諮詢、破產重組、法證會計、調查及訴訟支援領域有超過十五年經驗。在二零二四年創辦宏富產業重組有限公司前，黃先生於一家在紐約證券交易所上市的跨國諮詢公司的香港公司FTI Consulting (Hong Kong) Limited出任其香港財務諮詢及企業重組部門的常務董事。黃先生目前為宏富產業重組有限公司之董事、香港會計師公會資深會員及擁有破產重組專業資格，及為一名特許財務分析師。

黃先生與本公司已簽訂委聘書，由二零二四年三月十八日起至二零二五年十二月三十一日止屆滿，可予續約。根據該委聘書，黃先生可收取由董事會不時釐定之董事袍金。二零二四財政年度，黃先生之年度董事袍金為150,000港元。於二零二四年三月十八日至二零二四年十二月三十一日止期間，該袍金將按黃先生之實際服務任期按比例支付黃先生。該董事袍金經參考黃先生之經驗及職責，以及當時市況後釐定。



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

董事及高層管理人員的個人資料(續)

GENERAL MANAGER

Mr. Xi Jianpeng, aged 32, graduated from Northwest A&F University with a bachelor's degree in animal husbandry. He also holds a master's degree in engineering specialising in software engineering from Nankai University. Mr. Xi was appointed as General Manager of the Group in October 2023. Mr. Xi holds a securities investment fund qualification in the People's Republic of China. He was the Senior Manager of the human resources department of Jilin Zhonghai Hongyang Property Development Co., Ltd.* (吉林市中海宏洋房地產開發有限公司) for the period from July 2012 to February 2016. For the period from March 2016 to October 2022, he was the Deputy General Manager of the industrial investment department of the asset management centre in the head office of Qian Hai Life Insurance Co., Ltd.* (前海人壽保險股份有限公司). Moreover, Mr. Xi has served as the Investment and Financing Vice President of BWI HK for the period from March 2023 to September 2023. BWI HK is a substantial shareholder of the Company within the meaning of Part XV of the SFO. Mr. Xi has extensive experience in business management and the investment field.

An employment contract was entered into between Mr. Xi and the Group. Under the employment contract, Mr. Xi is entitled to an annual salary of HK\$988,000 and the mandatory provident fund scheme provided by the Group. Mr. Xi's entitlement to the General Manager's emolument was determined with reference to Mr. Xi's duties and experience as well as the then prevailing market conditions.

* For identification purpose only

總經理

席建鵬先生，三十二歲，畢業於西北農林科技大學，持有動物科學專業學士學位，同時亦持有南開大學軟件工程領域工程碩士專業學位。席先生於二零二三年十月獲委任為本集團之總經理。席先生擁有於中華人民共和國證券投資基金業之從業資格。彼於二零一二年七月至二零一六年二月期間於吉林市中海宏洋房地產開發有限公司任職人力資源高級經理，其後於二零一六年三月至二零二二年十月期間，彼於前海人壽保險股份有限公司擔任總公司資產管理中心產業投資部副總經理。此外，席先生於二零二三年三月至二零二三年九月期間在京西重工(香港)擔任投融資副總裁。京西重工(香港)為本公司之主要股東(根據證券及期貨條例第XV部賦予之涵義)。席先生在企業管理及投資範疇方面擁有豐富經驗。

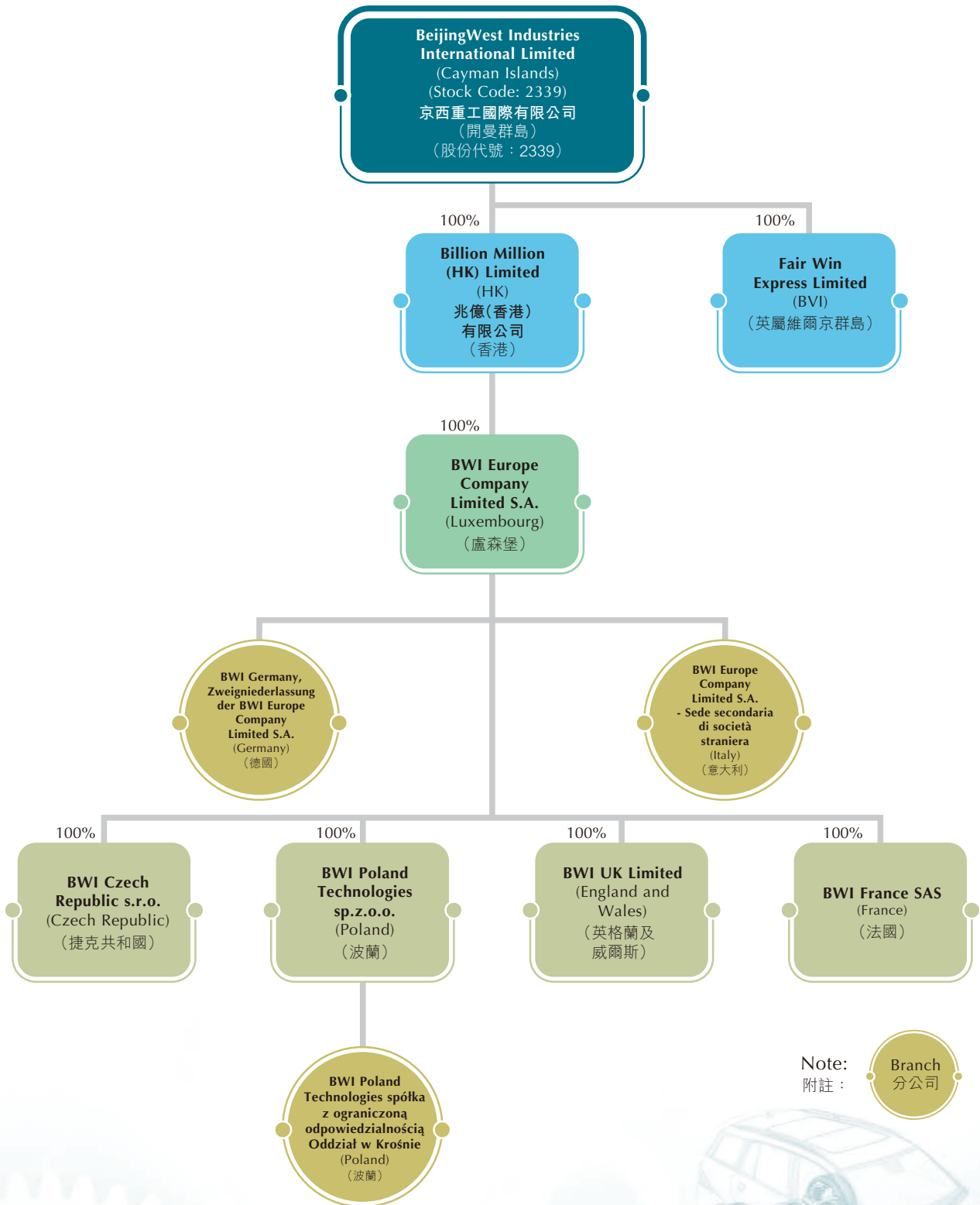
席先生與本集團已簽訂僱傭合同，根據該僱傭合同，席先生可獲取每年年薪988,000港元，及本集團提供的強制性公積金計劃。席先生之總經理酬金乃參考席先生之職責及經驗，以及當時市況後釐定。

GROUP STRUCTURE

As at 31 December 2023

集團架構

於二零二三年十二月三十一日



CHAIRMAN'S STATEMENT

主席報告書



Poland plant

波蘭廠房

On behalf of the board of directors of BeijingWest Industries International Limited (the “**Company**”), I am pleased to present the annual report and the financial statements of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2023 (the “**Current Year**”).

本人謹代表京西重工國際有限公司(「**本公司**」)董事會，欣然提呈本公司及其附屬公司(「**本集團**」)截至二零二三年十二月三十一日止年度(「**本年度**」)之年報及財務報告。

Global tension in 2023 has grown more severe than last year. Besides the Russian-Ukrainian war, the Israeli-Palestinian conflict also broke out during the Current Year, and geopolitical tensions have intensified, while economic uncertainties deepened. On the other hand, the high-inflation in the United States is gradually alleviated, and the interest rates is likely to have already peaked in the near term, which brings hope for a coming interest rate cut, which may benefit the enterprises located in the European region, which is the operating area of the Group. The COVID-19 pandemic which has been going on for more than three years has finally fading out. While the virus has yet to vanish completely, it has become generally regarded as an influenza around the world, and people have grown accustomed to living as normal while coexisting with the virus. With the easing of the pandemic, demand in the European automotive retail market also improved, which is beneficial to the business operation of the Group.

二零二三年的全球局勢較上年度更加嚴峻，繼俄烏戰事後，本年度又出現以巴衝突，地緣政治緊張加劇，經濟不確定性越益加深。另一方面，美國的高通脹環境於本年度漸見紓緩，息率在短期內可能已經見頂，有望為下一步進行減息帶來希望，也可能惠及本集團所在經營的歐洲地區企業。而持續三年多的新型冠狀病毒疫情終於慢慢過去，雖然病毒沒有完全消失，但世界各地已普遍視其為一種流行性病毒，人們早已適應與病毒共存下正常生活。在疫情緩解後，歐洲之汽車消費需求亦有所改善，有利本集團之業務經營。

CHAIRMAN'S STATEMENT (continued)

FINANCIAL PERFORMANCE

During the Current Year, the Group recorded revenue of HK\$2,709 million from manufacture and sales of suspension products and provision of technical services, which increased by 9.3% as compared to 2022. In terms of gross profit and gross profit margin, the Group recorded gross profit of HK\$399 million and gross profit margin of 14.7%, while the gross profit and the gross profit margin for 2022 were HK\$434 million and 17.5% respectively. The gross profit margin decreased from 17.5% last year by 2.8% to just 14.7% for the Current Year, and the decrease in gross profit margin constitutes material impact on the profit of the Group. During the Current Year, the loss of the Group was HK\$55.3 million. As inflation in the regions where the Group operates is high, the costs of raw materials and labor and energy prices have all risen significantly as a consequence. Additionally, the exchange rate of US dollar/Euro against Polish Zloty and Czech Koruna have dropped, and the sales of the Group being denominated mainly in US dollar/Euro also caused for the narrowing of the gross profit margin.

While the loss for the Current Year was relatively large, the Group continues to maintain a stable financial position. As at 31 December 2023, the Group has HK\$136 million of cash and cash equivalents, with no bank loans.

OUTLOOK

Looking ahead to the future, as the demand for automotives in European countries continues to rise in the post-pandemic stage, the European automotive industry is expected to show a stronger trend of rebound. However, the short-term development of the European automotive industry may still be stifled by high European inflation and interest rates. After the closure of the plants in Luton, United Kingdom, the Group has consolidated resources effectively, reduced its fixed administrative expenses such as leasing and staff costs, and increased its overall capacity utilization rate. The Group currently still has the two major plants located in Krosno in Poland and Cheb in the Czech Republic producing automotive suspension products, and the Group also plans to engage in the business of automotive braking products in the plant in Czech Republic, hoping that the new products could facilitate the sustainable development and growth of the Group.

主席報告書(續)

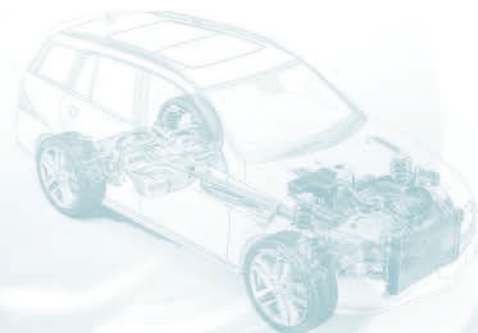
財務表現

於本年度，本集團自製造及銷售懸架產品及提供技術服務錄得收益2,709百萬港元，較二零二二年度增加9.3%。毛利及毛利率方面，本年度錄得毛利399百萬港元及毛利率14.7%，而二零二二年的毛利及毛利率分別為434百萬港元及17.5%。毛利率從去年的17.5%，下跌2.8%至本年度的只有14.7%，毛利率下跌對本集團的利潤構成嚴重影響。於本年度，本集團的虧損達到55.3百萬港元。由於本集團業務所在地區通脹嚴重，導致原材料，人工成本及能源價格均大幅上漲，加上美元／歐元兌波蘭茲羅提及捷克克朗的匯率下跌，本集團銷售主要以美元／歐元結算下亦令毛利率收窄。

雖然本年度的虧損較大，然而本集團仍繼續維持穩健的財務狀況，於二零二三年十二月三十一日，本集團之現金及現金等值項目有136百萬港元，而沒有任何銀行借款。

前景

展望未來，隨著歐洲各國在後疫情時期對汽車之需求持續攀升，歐洲汽車業可望出現較好之復蘇勢頭。不過，歐洲高通脹、高息率的環境仍可能會窒礙歐洲汽車行業短期的發展。本集團在關閉英國的盧頓廠房後，已有效地整合資源，減省租賃及員工成本等的固定行政支出，亦能提升本集團整體產能利用率。本集團目前仍有在波蘭的克羅斯諾及捷克的海布兩大廠房生產汽車懸架產品，本集團亦計劃在捷克廠房開展汽車制動產品業務，期望新的產品能為本集團之可持續發展及增長帶來效益。



CHAIRMAN'S STATEMENT (continued)

主席報告書(續)

The Group will actively respond to various possible challenges in the future. In order to maintain and increase sales revenue, the Group will commit to strengthening the cooperation with European automobile manufactures, providing them with high quality products and services, and ensuring the completion of order deliveries. Meanwhile, we will make effort to boost the capability of acquiring new orders and new market opportunities in the future so as to safeguard the steady development of the Group in long run. Moreover, we will cooperate closely with our raw materials suppliers and try our best to lower the relevant supply-chain risks and strengthen the management of cost control.

Overall, I am satisfied with the performance of the Group in the Current Year, and I am cautiously optimistic about our development in future. In the coming year, I will continue to lead all my staff to work closely together and create more value for the shareholders of the Group.

本集團將積極應對未來之各種可能挑戰。為保持及增加銷售收益，本集團將致力於加強與歐洲汽車製造廠之合作，為其提供高品質之產品及服務，保障訂單交付。同時，我們將努力提升獲取未來新訂單和新市場機會之能力，保障本集團長期穩定增長。我們也將與原材料供應商緊密合作，盡力降低有關供應鏈風險及加強成本控制管理。

總括而言，本人對未來之發展表示謹慎樂觀。未來一年，本人將繼續帶領全體員工，上下一心努力為本集團之股東創造更多價值。

Dong Xiaojie
Chairman

東小杰
主席

27 March 2024

二零二四年三月二十七日



MANAGEMENT DISCUSSION AND ANALYSIS

OPERATIONAL REVIEW

The Company together with its subsidiaries involves in manufacture, sales and trading of automotive parts and components and provision of technical services. The core products of the Group were suspension products.

The Group's automotive suspension products were mainly utilised on premium passenger vehicles, which were manufactured by our plants in Europe. After the closure of the plant in the United Kingdom (the "UK"), there are still two major plants in Poland and the Czech Republic, which manufacture and assemble suspension products for their customers.

The Group develops and maintains strong relationships with its customers, who are mainly well-known European automobile manufacturers, therefore the Group well understood the technical requirements of our customers and has the expertise on the manufacturing process for premium passenger vehicles.

The Group purchases its raw materials and components mainly from the suppliers in Europe, which are selected based on certain factors, including the history of relationship with the Group, quality and price of the products, delivery time, and after-sales services. The Group maintains stable relationships with its major suppliers and does not rely on any single supplier for any type of raw materials and components.

管理層論述與分析

營運回顧

本公司連同其附屬公司從事製造、銷售及買賣汽車零部件及元件以及提供技術服務。本集團核心產品為懸架產品。

本集團之汽車懸架產品主要應用於高檔乘用車，而該等乘用車主要由我們位於歐洲之廠房製造。在英國的廠房關閉後，本集團仍然在波蘭及捷克共和國設有兩大廠房，為客戶製造及組裝懸架產品。

本集團與其客戶（主要為知名歐洲汽車製造商）建立及維持深厚關係，因此瞭解客戶的技術要求，且具備對高檔乘用車的製造過程的專業知識。

本集團主要自根據若干因素選定的歐洲供應商採購原材料及配件，包括與本集團之過往關係、產品的質量及價格、交付時間及售後服務。本集團與主要供應商維持穩定關係，且就任何指定類型之原材料及配件並不依賴任何單一供應商。



Czech plant

捷克廠房

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

管理層論述與分析(續)

FINANCIAL REVIEW

Revenue

For the year ended 31 December 2023, the Group recorded revenue of HK\$2,509.0 million from manufacture and sales of suspension products. While for the year ended 31 December 2022, the Group recorded revenue of HK\$2,283.3 million from manufacture and sales of suspension products. The increase in revenue for the year ended 31 December 2023 is mainly due to increase in the number of orders in the plants in Poland and the Czech Republic. On the contrary, the plant in UK is affected by the closure, and has recorded a decrease in revenue.

For the year ended 31 December 2023, the Group also recorded revenue of HK\$199.8 million in provision of technical services (2022: HK\$195.1 million).

Gross Profit and Gross Profit Margin

For the year ended 31 December 2023, the gross profit and gross profit margin of the Group were HK\$398.7 million and 14.7% respectively. While for the year ended 31 December 2022, the gross profit and gross profit margin of the Group were HK\$434.1 million and 17.5% respectively. During the year, although the Group recorded an increase in revenue as compared with that of last year, the gross profit dropped. The increase in revenue of the Group during the year was mainly due to the two major plants in Poland and the Czech Republic, while the revenue from the plant in the UK decreased. Although there was an increase in revenue from the plant in Poland, its gross profit and gross profit margin decreased to a certain extent resulting from the high level of local inflation which led to a significant increase in the costs of raw materials, staff and energy price. The plant in the Czech Republic also recorded an increase in revenue, but its operation was still under the condition of gross loss. As a result, the increase in revenue from this plant failed to promote the growth of overall gross profit of the Group. In contrast, the decreased in revenue from the plant of the UK led to the decrease in the gross profit of the Group.

The Group's plant in the Czech Republic was unable to leverage its best efficiency as the utilisation rate fell short of expectation in addition to the over three-year COVID-19 pandemic. However, the condition of gross loss of its operation was improved during the year. It is believed that its performance will be significantly improved in the future with the benefits from the increase in orders transferred from the plant in the UK after its closure, average production cost decrease brought by economy of scale as well as increase in production efficiency.

財務回顧

收益

截至二零二三年十二月三十一日止年度，本集團自製造及銷售懸架產品錄得收益2,509.0百萬港元，而截至二零二二年十二月三十一日止年度，本集團自製造及銷售懸架產品錄得收益2,283.3百萬港元。截至二零二三年十二月三十一日止年度之收益上升主要是來自波蘭及捷克共和國的廠房訂單增加，相反地，英國廠房因廠房關閉計劃，收益則呈現下跌。

截至二零二三年十二月三十一日止年度，本集團亦自提供技術服務錄得收益199.8百萬港元(二零二二年：195.1百萬港元)。

毛利及毛利率

截至二零二三年十二月三十一日止年度，本集團毛利及毛利率分別為398.7百萬港元及14.7%，而截至二零二二年十二月三十一日止年度，本集團毛利及毛利率分別為434.1百萬港元及17.5%。在年內，本集團的收益雖然較去年同期上升，但毛利卻相反下跌。本集團在本年度收益上升，主要是來自波蘭及捷克共和國兩大廠房，而英國廠房收益則下跌。其中波蘭廠房的收益雖然增加，但因當地通脹高企，致使原材料、員工成本及能源價格均大幅增加，故導致其毛利及毛利率均錄得一定跌幅。在捷克共和國的廠房也是收益雖然上升，但因其營運仍然是處於毛虧狀態，因此來自該廠房的收益上升未能帶動本集團的整體毛利增長。相反地，英國廠房的收益下跌，卻令本集團的毛利減少。

本集團在捷克共和國的廠房，過去由於使用率未達預期，加上三年多的新冠疫情，致使其未能發揮最佳效益，但本年度其營運的毛虧狀況已有所改善，未來相信將受惠於英國關廠後轉過來的訂單增加，規模經濟帶動平均成本下降及生產效率提升，其表現將能大幅改善。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

FINANCIAL REVIEW (continued)

Selling and Distribution Expenses

Selling and distribution expenses of the Group for the year ended 31 December 2023 decreased by 22.7% to HK\$38.9 million (2022: HK\$50.4 million). The decrease is mainly due to reduced special freight expenses in the current year. These charges are due to delays in the supply of certain components by the suppliers, resulting in the delay in the completion of the product. Special arrangements must be made to ship the product by express air transport instead of the normal sea freight to customers in the United States in order to meet the customer's time requirements. Such issue has been steadily resolved during the year, as such, freight expenses in the current year has decreased. Selling and distribution expenses mainly consisted of delivery expenses, salary and welfare for sales personnel and warranty expenses.

Administrative Expenses

Administrative expenses of the Group for the year ended 31 December 2023 increased by 11.4% to HK\$172.2 million (2022: HK\$154.5 million). The increase in administrative expenses was mainly due to the fact that the Group began to hire additional staff during the period in order to prepare for future development, together with the annual salary increase resulted in an increase in expenses. Administrative expenses mainly consisted of salaries for administrative staff and management services fee paid to related companies.

Research and Development Expenses

Research and development expenses of the Group for the year ended 31 December 2023 increased by 16.1% to HK\$275.5 million (2022: HK\$237.4 million). Research and development expenses mainly consisted of salaries for technical staff and technical services fees paid to related companies. Among that, the salary of technical staffs is of a significant portion. Due to high local inflation, the salary of technical staffs was also adjusted upwards, which caused an increase in the research and development expenses. In addition, in order to complement the future business development, the Group has also started to engage in the research and development of automotive braking products in the current year, which caused the research and development expenses to increase.

管理層論述與分析(續)

財務回顧(續)

銷售及分銷費用

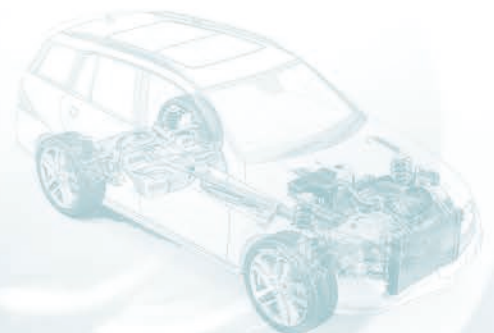
截至二零二三年十二月三十一日止年度，本集團的銷售及分銷費用減少22.7%至38.9百萬港元(二零二二年：50.4百萬港元)，減少主要是由於本年度的特別運費開支減少，該等費用是因為某些元件供應商在供應時間上的延誤，導致產品完成時間推遲，需特別安排把產品以特快空運代替正常的海運方式付運給在美國的客戶，以滿足客戶的時間要求，該問題在年內已逐步獲得解決，因此本年度的運費開支能夠減少。銷售及分銷費用主要包括運送開支、銷售人員的薪金及福利以及保修開支。

行政開支

截至二零二三年十二月三十一日止年度，本集團的行政開支增加11.4%至172.2百萬港元(二零二二年：154.5百萬港元)。行政開支增加主要因為本集團為配合未來發展，在期內開始增聘人手，加上年薪調增，導致開支增加。行政開支主要包括行政人員薪金及支付關聯公司的管理服務費用。

研發開支

截至二零二三年十二月三十一日止年度，本集團的研發開支增加16.1%至275.5百萬港元(二零二二年：237.4百萬港元)。研發開支主要包括技術人員薪金及向關聯公司支付的技術服務費。其中以技術人員薪金佔比較大，由於本集團營運所在地區通脹高企，技術人員薪酬也有調增，導致研發開支增加。此外，為配合未來業務發展，在本年度亦開始投入對汽車制動產品之研發，因此亦導致研發開支有所上升。



MANAGEMENT DISCUSSION AND ANALYSIS (continued)

FINANCIAL REVIEW (continued)

Other Income

Other income of the Group for the year ended 31 December 2023 increased by 28.3% to HK\$30.6 million (2022: HK\$23.9 million). The increase is mainly due to increase in profit from sales of scrap materials, prototypes and samples during the year.

Other (losses)/gains – net

The net other losses of the Group for the year ended 31 December 2023 was HK\$15.7 million, whereas, for the year ended 31 December 2022, it was net other gain of HK\$22.5 million. The difference between the two periods are mainly due to exchange loss for the current year whereas it was exchange gain for the last year.

The business dealings of the Group involves multiple currencies, including US dollar, Euro, Polish Zloty, Czech Koruna, Great British Pound Sterling and Hong Kong dollar, etc., and the sales of the Group are mainly transacted in US dollar and Euro. During the current year, the exchange rate of US dollar against Polish Zloty, Great British Pound Sterling and Czech Koruna have depreciated by approximately 10%, 5% and 1% respectively. And the exchange rate of Euro against Polish Zloty and Great British Pound Sterling have also depreciated by approximately 7% and 2% respectively. As the exchange rates of US dollar/Euro against the currencies in which the major plants of the Group are denominated have decreased, thus leading to an exchange loss for the current year.



Air Spring Module
空氣彈簧模塊



MagneRide Shock
磁流變減震器

管理層論述與分析(續)

財務回顧(續)

其他收入

截至二零二三年十二月三十一日止年度，本集團的其他收入增加28.3%至30.6百萬港元(二零二二年：23.9百萬港元)，增加主要是由於本年度來自銷售廢料、原型及樣件的溢利增加。

其他(虧損)/收益淨額

截至二零二三年十二月三十一日止年度，本集團的其他虧損淨額為15.7百萬港元，而截至二零二二年十二月三十一日止年度則為其他淨收益22.5百萬港元。兩期差異主要是因為本年度是匯兌虧損，而上年度則為匯兌收益。

本集團的業務往來涉及多種貨幣，包括美元、歐元、波蘭茲羅提、捷克克朗、英鎊及港幣等，而本集團的銷售主要以美元及歐元進行。本年度，美元兌波蘭茲羅提、英鎊和捷克克朗的匯率分別貶值約10%、5%和1%，歐元兌波蘭茲羅提和英鎊匯率亦分別貶值約7%和2%。由於美元/歐元兌本集團各廠房計價貨幣的匯率下跌，導致本年度出現匯兌虧損。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

FINANCIAL REVIEW (continued)

Finance Costs

Finance costs of the Group for the year ended 31 December 2023 decreased by 20.1% to HK\$12.0 million (2022: HK\$15.1 million) mainly because all bank loans have been repaid during the second half of last year, and hence there is no interest expense on bank loans for the current year. Finance costs mainly represented interest on bank loans, lease liabilities and defined benefit obligations.

Income Tax

For the year ended 31 December 2023, the net income tax benefit of the Group is HK\$32.2 million, and the net income tax expense for the year ended 31 December 2022 is HK\$15.1 million. The net income tax benefit for the year is mainly due to BWI Poland Technologies sp.z.o.o. (“**BWI Poland**”) has income tax refunds during the year and the effect brought by double tax deduction benefits for eligible research and development (“**R&D**”) expenses.

From 2018 to 2021, due to the cap of the tax regulations imposed by the Polish tax authorities, the selling and general administrative expenses paid by BWI Poland to related companies and fellow subsidiaries could only be deducted to a part, failing to treat all these expenses as tax deductible. Afterwards, BWI Poland applied to the Polish tax authorities for an “Advance Pricing Arrangement” and was accepted by the Polish tax authorities during the current year. With the “Advance Pricing Arrangement”, all of the above-mentioned expenses can be treated as tax deductible and BWI Poland got a refund of HK\$31.2 million, being refund of income tax paid in previous years.

管理層論述與分析(續)

財務回顧(續)

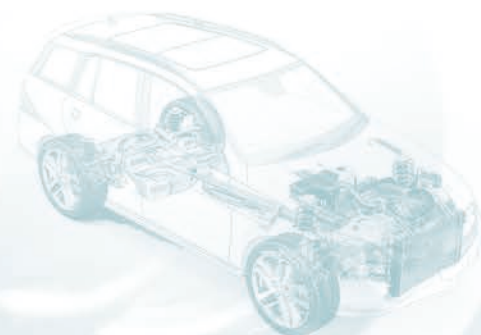
財務成本

截至二零二三年十二月三十一日止年度，本集團的財務成本減少20.1%至12.0百萬港元(二零二二年：15.1百萬港元)，財務成本減少主要因為本集團所有銀行借款已在去年下半年全部清償，因此本年度沒有任何銀行借款利息支出。財務成本主要指銀行借款利息、租賃負債利息及定額福利責任的利息成本。

所得稅

截至二零二三年十二月三十一日止年度，本集團的所得稅淨得益為32.2百萬港元，而截至二零二二年十二月三十一日止年度則為所得稅淨支出15.1百萬港元。在本年度有所得稅淨得益最主要是因為BWI Poland Technologies sp.z.o.o. (「**京西波蘭**」)在本年度有所得稅退還及其合資格研發開支可享有雙倍稅務扣減優惠的影響。

在二零一八至二零二一年度，京西波蘭支付給關聯及同系附屬公司之銷售及一般行政服務費用，因波蘭稅務當局方面的稅務條例限制設有上限，因此只能扣減到一部分，未能將該等費用全數列作可扣稅處理。及後京西波蘭向波蘭稅務當局申請「預先定價安排」，並在本年度獲得波蘭稅務當局接納。在有「預先定價安排」後，上述該等費用全數可作扣稅而獲得在過往年度已繳納的所得稅退還31.2百萬港元。



MANAGEMENT DISCUSSION AND ANALYSIS (continued)

管理層論述與分析(續)

FINANCIAL REVIEW (continued)

Income Tax (continued)

In addition, part of the eligible R&D expenses of BWI Poland can enjoy double tax deduction benefits. Since some aforesaid expenses paid to related companies and fellow subsidiaries were not recognised by the Polish tax authorities in the past years, after being recognised, the amount of recalculated taxable income in previous years has decreased significantly, and the double tax deduction benefits obtained in those years have not been fully utilised. The double tax deduction benefits that has not been utilised in previous years can be rolled over and utilised in future years, thus generating a large part of tax credits. During the year, income tax credits recognised as a result of the double tax deduction benefits for R&D expenses totalled HK\$21.6 million.

Loss for the Year Attributable to Owners of the Company

In summary of the above, for the year ended 31 December 2023, the loss attributable to owners of the Company is approximate to HK\$55.3 million (2022: HK\$4.9 million).

Liquidity and Financial Resources

Our business requires a significant amount of working capital, which is primarily used to finance the purchase of raw materials, remuneration of employees, capital spending, research and development and other expenses. The working capital and other capital requirements were satisfied principally by cash generated from internal operations, and moderate level of bank loans (if necessary) as well.

財務回顧(續)

所得稅(續)

此外，因京西波蘭部分合資格研發開支可享有雙倍扣稅優惠，由於上述在過往年度未被波蘭稅務當局認可的支付給關聯及同系附屬公司的部分費用，在獲認可後，令重新計算過往年度應納稅所得額得出的數額大幅減少，而未能足額使用該些年度所獲得的雙倍扣稅優惠。在過往年度尚未使用的雙倍扣稅優惠可滾存至往後年度使用，因而產生一大部分稅項抵免。在本年度，因研發開支享有雙倍扣稅優惠而確認的所得稅抵免共21.6百萬港元。

本公司擁有人應佔年內虧損

綜合以上所述，截至二零二三年十二月三十一日止年度，本公司擁有人應佔年內虧損約55.3百萬港元(二零二二年：4.9百萬港元)。

流動資金及財務資源

我們的業務需要龐大營運資金，主要用於撥付購買原材料、支付僱員薪酬、資本開支、研發及其他開支。我們主要以內部營運產生的現金連同適度的銀行借款(如有需要)滿足營運資金及其他資本需求。



Passive Twin tube
被動式雙筒減震器



Strut Module
支柱模塊

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

FINANCIAL REVIEW (continued)

Liquidity and Financial Resources (continued)

The Group was operating in a net cash inflow position for the year ended 31 December 2023 and there was net cash generated from operating activities amounted to HK\$70.7 million (2022: HK\$114.0 million). As at 31 December 2023, the Group maintained cash and cash equivalents of HK\$136.0 million (2022: HK\$122.8 million).

Indebtedness

The Group did not have any balance of bank borrowings as at 31 December 2023 and 2022.

The Group's gearing ratio (measured as total bank borrowings over total assets) as at 31 December 2023 was 0% (2022: 0%). The Company would keep monitoring the financial and liquidity position of the Group closely, and carry out appropriate financing strategy for the Group in accordance with the change of the financial market from time to time.

Pledge of Assets

As at 31 December 2023 and 2022, there were no assets of the Group being pledged.

Foreign Exchange Exposure

The Group's transactions are mainly denominated in US Dollar, Euro and the local currencies of our operations, which include Polish Zloty, Great British Pound Sterling and Czech Koruna. The Group will closely monitor the foreign exchange market and take appropriate and effective measures from time to time to reduce any negative impact from exchange rate risk to the furthest extent.

Capital and Other Commitments

Save as disclosed in note 31 in the notes to consolidated financial statements, the Group and the Company had no other commitments as at 31 December 2023 and 2022.

Contingent Liabilities

As at 31 December 2023, the Group and the Company did not have any significant contingent liabilities.

管理層論述與分析(續)

財務回顧(續)

流動資金及財務資源(續)

截至二零二三年十二月三十一日止年度，本集團的營運錄得淨現金流入，其中來自經營業務有淨現金流入70.7百萬港元(二零二二年：114.0百萬港元)。於二零二三年十二月三十一日，本集團維持有現金及現金等值136.0百萬港元(二零二二年：122.8百萬港元)。

債務

於二零二三年及二零二二年十二月三十一日，本集團沒有任何銀行借款結餘。

於二零二三年十二月三十一日，本集團的資產負債比率(以銀行借款總額除以資產總額計算)為0%(二零二二年：0%)。本公司將持續密切監察本集團的財務及流動資金狀況，並按金融市場的變化，不時為本集團制定出適當的財務策略。

資產抵押

於二零二三年及二零二二年十二月三十一日，本集團並無抵押任何資產。

外匯風險

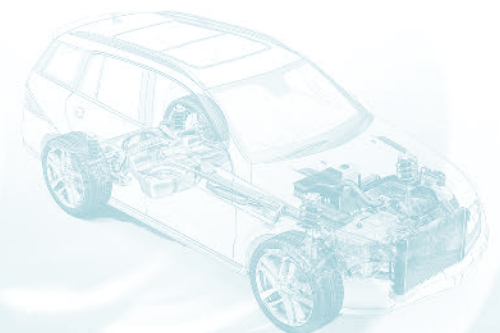
本集團的交易主要以美元、歐元及經營業務的當地貨幣列值，當中包括波蘭茲羅提、英鎊及捷克克朗。本集團將密切留意外匯市場，並不時採取適當有效措施，盡可能降低匯率風險造成的任何負面影響。

資本及其他承擔

除綜合財務報表附註31所披露者外，本集團及本公司於二零二三年及二零二二年十二月三十一日並無其他承擔。

或然負債

於二零二三年十二月三十一日，本集團及本公司並無任何重大或然負債。



MANAGEMENT DISCUSSION AND ANALYSIS (continued)

OTHER INFORMATION

Environmental, Health and Safety

The Group is dedicated to protecting the health of people, natural resources and the global environment, and has adopted the hazardous material control programs and chemical material assessment procedures. The Group has obtained all necessary permits under applicable environmental protection laws for its production facilities.

The Group strictly complies with the laws and regulations that exert great influence on the Group such as various environmental protection laws relating to emissions to land, air and water and waste production from its production facilities. Various hazardous material control programs and chemical material assessment procedures have also been adopted to meet the applicable legal requirements.

The Group also emphasizes the health and safety of its employees and is committed to providing a safe and healthy working environment for the benefits of its staff. In order to reduce the contact with occupational hazard factors of employees, the Group provides training of occupational health and safety and prevention and control of occupational disease for all relevant employees. The Group also adopted human resources policies, which provide the health and safety initiatives such as: (i) identifying and communicating health and safety initiatives; (ii) monitoring trends in statistics for occupational injuries or illnesses; (iii) complying with health and safety regulations; and (iv) promoting incident reduction through investigation, assessments, corrective actions and proactive intervention. The Group has also complied with applicable social, health and work safety laws and regulations in all material aspects.

The Group also emphasizes continuous learning and hopes employees can grow together with the Group. Diversified training and development opportunities are provided for all employees to help them reach their full potential.

管理層論述與分析(續)

其他資料

環保、健康及安全

本集團致力保障人們的健康、天然資源及全球環境，並已採納有害物質控制計劃及化學物質評估程序。本集團已就其生產設施依據適用環境保護法取得一切必要許可證。

本集團嚴格遵守對其具有重大影響之法律及規例，例如與其生產設施向土地、空氣及水排放及產生廢物有關的各項環保法律。本集團亦已採納各種有害物質控制計劃及化學物質評估程序以符合適用法律規定。

本集團亦重視其僱員的健康及安全，致力就其員工利益提供安全及健康的工作環境。為減少員工接觸職業危害因素，本集團向所有相關員工提供職業健康及安全培訓，預防及控制職業病。本集團亦已採納人力資源政策，實施健康及安全措施，例如：(i)識別及宣傳健康及安全措施；(ii)監控職業傷害或疾病統計數字的趨勢；(iii)遵守健康及安全規例；及(iv)透過調查、評估、糾正措施及主動干預減少事故發生。本集團亦已在所有重大方面遵守適用之社會、健康及工作安全法律及規例。

本集團亦重視持續學習，期望員工能與本集團同步成長。同時，亦向全體員工提供多元化培訓及發展機會，幫助彼等全面發揮潛能。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

OTHER INFORMATION (continued)

Prospects

The Group involved in the manufacture and sales of automotive parts and components and trading of automotive parts and components in Europe. The core products are suspension products.

During the year under review, geopolitical tension has become more severe. Besides the Russian-Ukrainian war which has been on-going for two years, the Middle East region also saw the outbreak of the Israeli-Palestinian conflict during the year, and such events have caused the global scene to become extremely unstable, reinforcing the complicated global confrontations, and introducing uncertainties to the future global economic environment. In terms of financial situation, the inflation situation in the United States seems to have improved, and it is the general expectation that the US interest rates have seen a temporary peak, and will turn around and start cutting the interest rate in the not too distant future, which is encouraging news for most industries.

The customers of the Group are mainly premium passenger vehicle manufacturers, as such, the business of the Group largely depends on the performance of the automotive industry, especially in Europe. Passenger vehicle production in Europe in 2023 was approximately 14,988,000, which is a 12.6% increase as compared to 2022, but still a 17.5% decrease as compared to the pre-pandemic level of 2019, indicating that there is still further room for improvement for the recovery of the automotive industry in Europe. Additionally, according to the latest forecast of the International Monetary Fund, the eurozone will see a GDP growth of 0.9% in 2024 and 1.7% in 2025, predicting a steady economic development in European regions, which also benefits the business stability of the Group for the coming year.

To consolidate resources more efficiently, the Group has closed the plant located in Luton in UK during the year under review, and most of the original orders and production lines of the plant has been transferred successfully to the plants located in Krosno in Poland and Cheb in the Czech Republic. After the closure of the UK Plant, BWI UK Limited, the principal wholly-owned subsidiary of the Group responsible for the operation of this plant, will also enter into voluntary liquidation process.

管理層論述與分析(續)

其他資料(續)

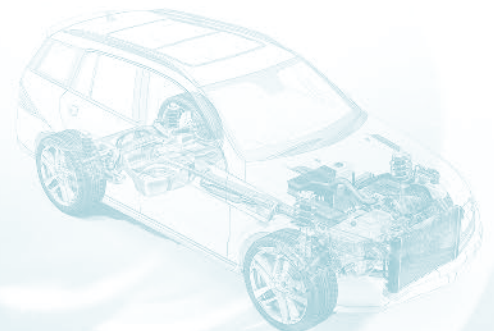
展望

本集團於歐洲從事製造及銷售汽車零部件及元件，以及買賣汽車零部件及元件，核心產品為懸架產品。

於本回顧年度，地緣政治緊張情況更趨熾熱，繼在歐洲已持續兩年的俄烏戰事後，本年在中東地區又爆發以巴衝突，這些事件在在都令環球局勢變得極為動盪，且加深全球各國錯綜複雜的對峙情況，對未來全球政經環境增添不確定性。財金情況方面，美國的通脹情況似乎有所改善，普遍預期美國息率短期已經見頂，而且可能在不久將來將掉頭開始減息，對大部分企業來說將是利好消息。

本集團客戶主要為高檔乘用車製造商，因此本集團的業務在很大程度上依賴汽車行業的表現，特別是在歐洲地區。二零二三年歐洲乘用車產量約有14,988,000輛，較二零二二年增加約12.6%，但仍較二零一九年疫情前之水平下跌約17.5%，顯示歐洲地區汽車行業復甦仍有進一步改善空間。另外，據國際貨幣基金組織最新預測，二零二四年及二零二五年歐元區之國內生產總值增長分別有0.9%及1.7%，預示歐洲地區經濟將平穩發展，亦有助本集團來年的業務穩定性。

為更有效地整合資源，本集團已如期在本回顧年度關閉位於英國盧頓的廠房，廠房的大部分原有訂單及生產線亦已順利轉移到本集團在波蘭的克羅斯諾及捷克共和國的海布廠房，在英國廠房關閉後，負責營運這廠房的本集團主要全資附屬公司BWI UK Limited亦將進入自願清盤程序。



MANAGEMENT DISCUSSION AND ANALYSIS (continued)

OTHER INFORMATION (continued)

Prospects (continued)

After the closure of the plant in UK, the Group will mainly rely on the two plants in Poland and the Czech Republic for production, and among them, the plant in the Czech Republic has not been able to reach its efficiency to its best and has been at a loss-making position due to the utilization rate below expectation and the pandemic which was over three years. However, during the year under review, its gross loss operation position has seen significant improvement, and it is believed that benefiting from the orders transferred from the UK plant, the decrease in average production cost and the increase in production efficiency due to economy of scale, its operation could make a turnaround from loss to profit. The management is also planning to engage in the production business of automotive braking products in the plant in the Czech Republic, with the wish to introduce new driving force to the plant in the future.

The Group has accumulated extensive technical knowledge and developed a high degree of technical expertise with a consistent focus on research and development for many years. We believe that our technical expertise, the long-term relationship with different vehicle manufacturers, as well as the well-understanding of the requirements of the vehicle manufacturers will enable us to capture more market opportunities and develop products that meet the technical requirements of the vehicle manufacturers. It would be a strong support for the Group's long-term development.

The Group believes that the continuing investment on research and development as well as engineering activities is vitally significant for the Group to maintain and improve its leadership position in the industry. It would contribute greatly to the improvement of the Group's competitiveness over other competitors. Meanwhile, the automotive industry keeps evolving. To keep pace with our customers, the Group will endeavor to collaborate closely with the vehicle manufacturers and develop innovative solutions to better serve our customers.

The Group will aim to maintain a solid and healthy growth and development. Despite the continued pricing pressure from customers and the increase in commodity prices, the Group is capable of maintaining its gross profit margin at a reasonable level. While the future prospects remain challenging, the Group is confident that it will be able to maintain a sustainable business development in the long run. With a view to improve long-term profitability and shareholders' value, the Company will seriously evaluate and review the business of the Group, and optimize the business structure of the Group.

管理層論述與分析(續)

其他資料(續)

展望(續)

在關閉英國的廠房後，本集團將重點依賴波蘭及捷克共和國的兩個廠房生產。其中在捷克共和國的廠房，過去由於使用率未達預期，加上三年多的新冠疫情，致使其未能發揮最佳效益，一直都處於虧損狀態，但在本回顧年度，其毛虧的營運狀況已見大有改善，未來相信將受惠於英國廠房轉過來的訂單、規模經濟帶動平均成本下降及生產效率提升等因素，使其營運能轉虧為盈。管理層亦正計劃在捷克共和國的廠房開展生產汽車制動產品業務，冀望未來能為此廠房注入新的動力。

本集團多年來已累積豐富的技術知識，並且憑藉一貫對專注在技術專長上的研發有深厚造詣。我們相信，我們的技術專長、與不同汽車製造商的長久關係以及對汽車製造商的要求之深入認識，將使我們得以把握更多市場機遇，並開發可符合汽車製造商的技術要求之產品，從而為本集團的長期發展提供強大支援。

本集團認為，持續投資於研發及工程活動對本集團維持及提高我們在行業的領先地位而言至關重要，而與其他競爭對手相比，其將能大幅提升本集團的競爭力。同時，汽車業將不斷演變，為了與我們的客戶步伐一致，本集團將致力與各汽車製造商緊密合作，並制定創新方案，為客戶提供更優質服務。

本集團將致力於維持實質而且健康的增長與發展。儘管來自客戶之定價壓力不曾間斷以及商品價格上漲，本集團仍能維持一定水平的毛利率。雖然展望未來仍然是充滿挑戰，但本集團深信能夠維持長遠的可持續業務發展。本公司將繼續認真評估及檢討本集團之業務，不斷優化本集團的業務架構，務求改善長遠盈利能力及提升股東價值。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

OTHER INFORMATION (continued)

Employees and Remuneration Policy

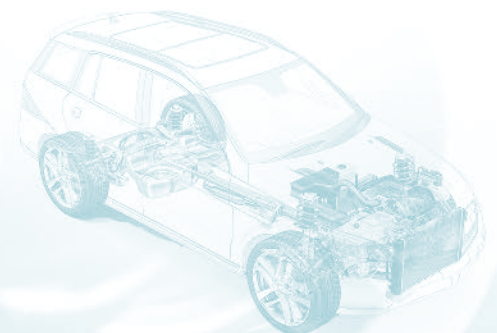
As at 31 December 2023, the Group had approximately 2,200 (2022: 2,070) employees. During the year ended 31 December 2023, the total employees' cost was HK\$520.8 million (2022: HK\$442.5 million). Remuneration packages of the employees are determined by reference to the qualifications and experience of the employee concerned and are reviewed annually by the management with reference to market conditions and individual performance. The Group offers a comprehensive and competitive remuneration, retirement scheme and benefit package to its employees. Discretionary bonus is offered to the Group's staff depending on their performance. The Group has defined benefit pension plans covering substantially all of its qualified employees in Poland, France and Germany. The Group has also adopted a mandatory provident fund scheme as required under the Mandatory Provident Fund Schemes Ordinance (Cap. 485 of the Laws of Hong Kong) for its employees in Hong Kong.

管理層論述與分析(續)

其他資料(續)

僱員及酬金政策

於二零二三年十二月三十一日，本集團約有2,200 (二零二二年：2,070)名員工。截至二零二三年十二月三十一日止年度，員工總成本為520.8百萬港元(二零二二年：442.5百萬港元)。員工之薪酬待遇乃參照有關僱員的資歷及經驗而釐定，管理層會每年參考市況及僱員表現進行檢討。本集團向其僱員提供全面而具吸引力的薪酬、退休計劃及福利待遇，亦會按員工的工作表現而發放酌情花紅。本集團已附設定額福利退休金計劃，涵蓋絕大部份位於波蘭、法國及德國之合資格僱員。本集團亦根據香港法例第485章強制性公積金計劃條例為香港僱員採納強積金計劃。



CORPORATE GOVERNANCE REPORT

企業管治報告

The Company is committed to maintaining good corporate governance standard and procedures to safeguard the interests of all shareholders and enhancing accountability and transparency.

本公司致力維持良好企業管治準則及程序，以維護全體股東利益，提高問責性及透明度。

CORPORATE OBJECTIVE, VALUE AND STRATEGY

The Board leads to establish, promote and continually reinforce the desired corporate culture of the Group which is underpinned by our corporate values of committing highest standard of business ethics and integrity. The Board oversight of culture encompasses a range of measures and tools over time, including workforce engagement, employee retention and training, stringent financial reporting, effective and accessible whistleblowing framework, legal and regulatory compliance, as well as staff safety, well-being and support.

企業目標、價值及策略

董事會擔當建立、促進並持續加強本集團理想企業文化的領導角色，這種文化以我們致力於最高標準的商業道德和誠信的企業價值觀為基礎。董事會對企業文化之監督多年來涵蓋一系列措施及方法，包括員工參與、僱員挽留及培訓、嚴謹的財務匯報、有效及便利之舉報框架、法律及法規合規，以及員工安全、福祉與支援。

For detailed information about the Group's objective, value and strategy, please refer to the section headed "Chairman's Statement", "Environmental, Social and Governance Report" and "Management Discussion and Analysis" in this annual report.

有關本集團目標、價值及策略的詳細資料，請參閱本年報「主席報告書」、「環境、社會及管治報告」以及「管理層論述與分析」部分。

CORPORATE GOVERNANCE PRACTICES

The Company has complied with the code provisions of the Corporate Governance Code (the "CG Code") as set out in the Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules") during the financial year ended 31 December 2023.

企業管治常規

本公司於截至二零二三年十二月三十一日止財政年度內已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C1所載的企業管治守則（「企業管治守則」）的守則條文。

BOARD OF DIRECTORS

(a) Composition

The Board currently comprises a total of six Directors, being three Executive Directors and three Independent Non-executive Directors. The list of Directors is set out in the section headed "Report of the Directors" in this annual report. An updated list of the Directors and their roles and functions is published on the websites of the Stock Exchange and the Company respectively.

董事會

(a) 組成

董事會現時共有六名董事，由三名執行董事及三名獨立非執行董事組成。董事名單載列於本年報「董事會報告書」一節。最新的董事名單及其角色與職能分別刊登於聯交所及本公司網站內。

CORPORATE GOVERNANCE REPORT

(continued)

BOARD OF DIRECTORS (continued)

(a) Composition (continued)

The Board is characterised by diversity and has a balance of skills and experience appropriate for the requirements of the business of the Company. The Directors' biographical information is set out in the section headed "Biographical Details of Directors and Senior Management" in this annual report.

The Directors give sufficient time and attention to the affairs of the Group. All Directors are required to disclose to the Company at the time of their appointments and annually the number and the nature of offices held in public companies or organizations and other significant commitments with an indication of the time involved.

Save for those as disclosed in the section headed "Biographical Details of Directors and Senior Management" as set out on page 4 to page 10 of this annual report, the Board members have no other financial, business, family or other material/relevant relationships with each other.

The Board includes a balanced composition of Executive and Non-executive Directors (including Independent Non-executive Directors) so that there is a sufficient independent element on the Board, which can effectively exercise independent judgement.

The Non-executive Directors are of sufficient number and calibre for their views to carry weight. The functions of Non-executive Directors include:

- bringing an independent judgement at Board meetings;
- taking the lead where potential conflicts of interests arise;
- serving on Board committees if invited; and
- scrutinising the Company's performance and monitoring performance reporting.

企業管治報告(續)

董事會(續)

(a) 組成(續)

董事會成員多元化，並具備本公司業務所需的適當技巧和經驗。董事的履歷載列於本年報「董事及高層管理人員的個人資料」一節。

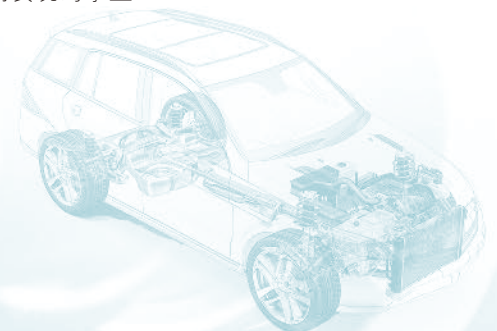
董事均付出足夠時間及精神來處理本集團的事務。所有董事須於接受委任時及每年向本公司披露其於公眾公司或組織擔任職位的數目及性質，以及其他重大承擔，並提供其擔任有關職務所涉及的時間。

除於本年報第4頁至第10頁之「董事及高層管理人員的個人資料」一節內所披露者外，董事會成員之間概無其他財務、業務、家族或其他重大／相關關係。

董事會中執行董事與非執行董事(包括獨立非執行董事)的組合均衡，使董事會具備足夠的獨立元素，能有效地作出獨立判斷。

非執行董事具有足夠人數和能力，其意見具有影響力。非執行董事的職能包括：

- 於董事會議上提供獨立的意見；
- 在出現潛在利益衝突時發揮牽頭引導作用；
- 應邀出任董事會轄下委員會成員；及
- 仔細檢查本公司的表現，並監察匯報公司表現的事宜。



CORPORATE GOVERNANCE REPORT

(continued)

BOARD OF DIRECTORS (continued)

(a) Composition (continued)

The Non-executive Directors (including Independent Non-executive Directors) have made a positive contribution to the development of the Company's strategy and policies through independent, constructive and informed comments. They give the Board and the committees on which they serve the benefit of their skills, expertise, varied backgrounds and qualifications through regular attendance and active participation.

Composition of the Board is disclosed, and the Independent Non-executive Directors are identified, in all corporate communications to shareholders.

(b) Role and function of the Board and the management

The Board is responsible for overall strategic formulation and performance monitoring of the Group. It delegates day-to-day operations of the Company to the Executive Committee and senior management within the control and authority framework set by the Board. The Board has reviewed those arrangements periodically to ensure that they remain appropriate to the Company's needs. In addition, the Board has also delegated various responsibilities to the Audit Committee, the Remuneration Committee and the Nomination Committee. Further details of these committees are set out in this report.

(c) Board meetings

The Board meets regularly and holds at least four Board meetings a year. Additional meetings will be arranged, if and when required. The Directors can attend meetings in person or through electronic means of communication in accordance with the articles of association of the Company (the "Articles").

The Company Secretary assists the Chairman in drawing up the agenda of each Board meeting. Draft agenda of each regular Board meeting will be sent to all Directors for review before the agenda is issued and all Directors may request for inclusion of other matters in the agenda. The Chairman will take into account the matters proposed by the Directors and where appropriate, approve the inclusion of such matters in the agenda of the Board meeting. Generally, at least 14-day notice of a regular Board meeting is given and the Company aims at giving reasonable notice for all other Board meetings. The Company also aims at sending the agenda and the accompanying board papers, which are prepared in a form and quality sufficient to enable the Board to make informed decisions on matters placed before it, to all Directors at least 3 days before the intended date of a Board meeting. Where queries are raised by Directors, prompt and full responses will be given if possible.

企業管治報告(續)

董事會(續)

(a) 組成(續)

非執行董事(包括獨立非執行董事)亦透過提供獨立、富建設性及有根據的意見，對制定本公司策略及政策作出正面貢獻。彼等透過定期出席董事會及董事會轄下委員會的會議，並積極參與會務，以其技能、專業知識、不同的背景及資格作出貢獻。

董事會的組成及獨立非執行董事的身份於所有致股東的公司通訊文件內披露。

(b) 董事會及管理層的角色及職能

董事會負責制訂本集團的整體策略性方向及監管其表現。董事會授權執行委員會及高層管理人員在董事會設定的監控及授權框架內處理日常營運事宜。董事會亦有定期作檢討以確保有關安排符合本公司的需要。另外，董事會亦授權審核委員會、薪酬委員會及提名委員會執行不同職責。該等委員會的進一步詳情載於本報告。

(c) 董事會議

董事會定期開會，並每年召開至少四次會議。於有需要時亦會另行安排會議。董事可親身出席或透過本公司的章程細則(「細則」)規定的電子通訊方法參與會議。

公司秘書協助主席訂定每次董事會議的議程，每次發出董事會定期會議的議程前，會先把初稿發給各董事審閱，各董事可要求於議程上加入其他事項。主席會考慮董事提議加入議程的事項，並在適當情況下批准把該等事項加入董事會議的議程。董事會的定期會議一般發出至少十四天通知，本公司亦致力就一切其他董事會議發出合理通知。本公司會盡力將議程及相關會議文件在擬定舉行的董事會議日期至少三天前送交全體董事，而其形式及素質亦足以讓董事會就供彼等商議的事項作出有根據的決定。若有董事提出問題，本公司必定盡力作出迅速及全面的回應。

CORPORATE GOVERNANCE REPORT (continued)

BOARD OF DIRECTORS (continued)

(c) Board meetings (continued)

The Company Secretary is responsible for taking minutes of Board meetings and Board committee meetings, draft and final versions of which would be sent to Directors for comments and records respectively, within a reasonable time after each meeting. Minutes are recorded in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views (if any) expressed. Minutes of Board meetings and Board committees meetings are kept by the Company Secretary and are open for inspection by any Director/committee member.

If a substantial shareholder or a Director has a conflict of interest in a matter (including material transaction with connected persons) which the Board has determined to be material, the matter will be dealt with by a physical Board meeting, rather than a written resolution. Independent Non-executive Directors who, and whose close associates, have no material interest in the transaction should be present at that Board meeting.

Except for those circumstances permitted by the Articles and all applicable laws, rules and regulations, a Director shall not vote on any Board resolution approving any contract or arrangement or any other proposal in which he/she or any of his/her close associates (or associates where the transaction or arrangement is a connected transaction under Chapter 14A of the Listing Rules) has a material interest nor shall he be counted in the quorum present at the meeting.

(d) Attendance records

During the financial year ended 31 December 2023, the Directors have made active contribution to the affairs of the Group and four physical Board meetings were held to consider various projects contemplated by the Group, as well as to review and approve the interim results and final results of the Group.

企業管治報告(續)

董事會(續)

(c) 董事會議(續)

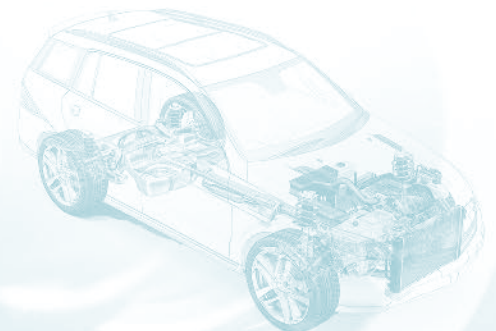
公司秘書負責撰寫董事會及其轄下委員會的會議紀錄。在每次會議結束後，會議紀錄的初稿及最終定稿於合理時間內先後送交董事，初稿供董事表達意見，最後定稿則作記錄之用。會議紀錄對會議上所考慮事項及達致的決定有足夠詳細的記錄，其中包括董事提出的任何疑慮或表達的反對意見(如有的話)。董事會及其轄下委員會的會議紀錄由公司秘書備存，並供任何董事／委員會成員查閱。

若有主要股東或董事在董事會將予考慮的事項中存有董事會認為重大的利益衝突(包括與關連人士進行的重大交易)，該事項將以舉行董事會議的方式處理，而不會以書面決議的方式處理。在交易中本身及其緊密聯繫人均沒有重大利益的獨立非執行董事須出席有關的董事會會議。

除在細則及所有適用法律、規則及規例允許之情況下以外，若董事或其任何緊密聯繫人(若下文所述有關交易或安排屬於上市規則第十四A章所指的關連交易，則指聯繫人)於任何合約、安排或任何其他建議中佔有重大利益，有關董事不得就通過該合約、安排或建議的董事會決議案進行表決，亦不會被計入該次會議出席的法定人數。

(d) 出席記錄

於截至二零二三年十二月三十一日止財政年度內，董事積極參與本集團的事務，並曾舉行四次會議，以考慮本集團擬進行的各種項目，以及審議和批准本集團的中期業績及全年業績。



CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

BOARD OF DIRECTORS (continued)

(d) Attendance records (continued)

Details of the Directors' attendances in 2023 are as follows:

		Number of meeting(s) attended/eligible to attend 出席會議次數/ 合資格出席 會議次數
<i>Executive Directors</i>		
Dong Xiaojie (Chairman)	執行董事 東小杰 (主席)	4/4
Chang Ket Leong ⁽¹⁾	鄭潔亮 ⁽¹⁾	1/1
Zheng Jianwei ⁽²⁾	鄭建偉 ⁽²⁾	1/1
Chen Zhouping ⁽³⁾	陳舟平 ⁽³⁾	3/3
<i>Non-executive Director</i>		
Li Zhi ⁽⁴⁾	非執行董事 李志 ⁽⁴⁾	3/3
<i>Independent Non-executive Directors</i>		
Tam King Ching, Kenny	獨立非執行董事 譚競正	4/4
Chan Pat Lam	陳柏林	4/4
Wong Foreky ⁽⁵⁾	黃科傑 ⁽⁵⁾	N/A不適用
Yip Kin Man, Raymond ⁽⁶⁾	葉健民 ⁽⁶⁾	4/4

⁽¹⁾ Appointed on 28 July 2023.

⁽²⁾ Appointed on 2 August 2023.

⁽³⁾ Resigned as Director with effect from 13 July 2023.

⁽⁴⁾ Resigned as Director with effect from 2 August 2023.

⁽⁵⁾ Appointed on 18 March 2024.

⁽⁶⁾ Resigned as Director with effect from 10 February 2024.

⁽¹⁾ 於二零二三年七月二十八日獲委任。

⁽²⁾ 於二零二三年八月二日獲委任。

⁽³⁾ 自二零二三年七月十三日起辭任董事。

⁽⁴⁾ 自二零二三年八月二日起辭任董事。

⁽⁵⁾ 於二零二四年三月十八日獲委任。

⁽⁶⁾ 自二零二四年二月十日起辭任董事。

(e) Access to information

The Board is supplied with sufficient explanation and information by the management to enable the Board to make an informed assessment of financial and other information put before it for approval. The management provides all Board members with monthly updates which give a balanced and understandable assessment of the Company's performance, position and prospects in sufficient details to enable the Directors to discharge their duties. Where any Director requires more information than is volunteered by the management, each Director has the right to separately and independently access to the Company's senior management to make further enquiries if necessary.

(e) 資料之使用

管理層應向董事會提供充分的解釋及資料，讓董事會可以就提交給彼等批准的財務及其他資料，作出有根據的評審。管理層每月向董事會全體成員提供更新的資料，讓董事獲得充足資料使彼等可對本公司的表現、狀況及前景有公正及易於理解的評估，以便履行職務。倘任何董事需要管理層主動提供的資料以外的額外資料，各董事均有權於有需要時自行接觸本公司高層管理人員作進一步查詢。

CORPORATE GOVERNANCE REPORT (continued)

BOARD OF DIRECTORS (continued)

(f) Procedures for Directors to seek independent professional advice

There has been procedure in place to enable Directors to seek independent professional advice in appropriate circumstances at the Company's expenses. The Board shall resolve to, upon reasonable request, provide separate independent professional advice to Directors to assist them in performing their duties to the Company.

Directors who intend to seek independent professional advice on any matters during the performance of his/her duties as a Director shall give prior written notice to the Company Secretary containing (i) a summary of issues on which advice is sought; (ii) the reasons for such request; and (iii) the proposed independent advisor, if any, from which the advice is to be obtained. The Company Secretary shall forward a copy of the notice to the Chairman and obtain the approval from the Chairman. The Chairman may prescribe a reasonable limit on the amount of the cost relating to the advice. If the Chairman does not consider the request for independent advice to be reasonable or the proposed independent advisor to be appropriate, the matter shall be fed back to the Director who seeks for independent professional advice. If the matter cannot be resolved between the Chairman and the Director concerned, it shall be referred to a committee comprising all the Independent Non-executive Directors other than the Director concerned, as the case may be (the "Independent Committee"). The matter shall be decided by the simple majority of the Independent Committee. The Company Secretary shall then make necessary arrangements for appointment of an independent advisor and inform the Board of the arrangements. Any advice obtained from the independent advisor shall be made available to the full Board by the Company Secretary. Any discussion of, or decision on, the relevant subject, as the case may be, shall be delayed until the Board has received the independent advices.

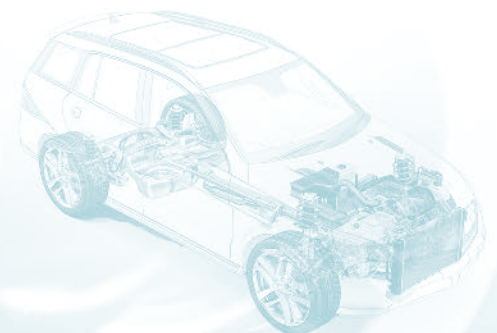
企業管治報告(續)

董事會(續)

(f) 董事尋求獨立專業意見程序

董事會已有既定的程序，讓董事可在適當的情況下尋求獨立專業意見，費用由本公司支付。董事會須應合理要求議決另外為董事提供獨立專業意見，以協助彼等履行其對本公司的責任。

董事如有意尋求意見，須事先以書面方式通知公司秘書，而該通知書必須包含：(i)須尋求意見的事宜摘要；(ii)提出要求的原因；及(iii)擬從其取得意見而建議的獨立顧問(如有的話)。公司秘書應轉發該通知書的副本予主席，並取得主席的批准。主席可就有關的事宜釐訂一個合理的費用額度。如主席認為尋求獨立意見的要求並不合理，或建議的獨立顧問並不合適，則需向提出要求的董事作出反饋。如主席與有關董事未能解決有關事件，該事件將提交專責委員會(「獨立委員會」)處理，該委員會的成員包括有關董事以外(視情況而定)的全體獨立非執行董事。該事件須經獨立委員會的過半數的成員裁決作實。及後，公司秘書應就委任獨立顧問作出所需安排，並向董事會匯報有關安排。公司秘書應把獨立顧問所作的任何意見發送予董事會全體成員。有關事宜的任何討論或決定(視情況而定)應推遲至董事會獲得獨立意見之後才進行。



CORPORATE GOVERNANCE REPORT

(continued)

BOARD OF DIRECTORS (continued)

(g) Board diversity

The Company adopted a board diversity policy (the “**Board Diversity Policy**”) on 27 January 2014 which sets out its approach to achieve diversity on the Board with a view to achieving a sustainable and balanced development of the Company. During the year, the Board Diversity Policy was reviewed to meet the requirement of such policy be reviewed at least annually to ensure its continued effectiveness.

The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Company will also take into account factors based on its own business model and specific needs from time to time. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

The Board Diversity Policy is posted on the website of the Company.

Pursuant to the new requirements under the Rule 13.92 under the Listing Rules which came into effect on 1 January 2022, the Company will have to appoint at least one female Director on the Board no later than 31 December 2024. The Board will strive to look for suitable candidate(s) in accordance with the director nomination policy (the “**Nomination Policy**”) and the Board Diversity Policy and appoint new director(s) to join the Board no later than 31 December 2024.

The Group has also taken, and continues to take steps to promote diversity at all levels of its workforce. The Group provides equal opportunity to all employees and does not discriminate on the grounds of gender, race, age, nationality, religion, sexual orientation, disability, and any other aspects of diversity. As of 31 December 2023, our total workforce comprised 69.6% male and 30.4% female.

Further details on the gender ratio of the Group can be found in the Environmental, Social and Governance Report on page 84 of this annual report.

企業管治報告(續)

董事會(續)

(g) 董事會成員多元化

本公司於二零一四年一月二十七日採納董事會成員多元化政策(「**董事會成員多元化政策**」)，當中列載本公司為達致董事會成員多元化而採取之方針，以達致本公司可持續及均衡發展。董事會成員多元化政策已於年內檢討，以符合該政策至少每年檢討一次的要求，以確保其持續行之有效。

本公司為尋求達致董事會成員多元化會考慮多種因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。本公司亦將根據本身的業務模式及不時的特定需要去考慮各種因素。最終將按候選者的長處及可為董事會作出的貢獻而作決定。

董事會成員多元化政策登載於本公司網站內。

根據於二零二二年一月一日生效的上市規則第13.92條的新規定，本公司須在不遲於二零二四年十二月三十一日前委任至少一名女性董事。董事會將根據董事提名政策(「**提名政策**」)及董事會多元化政策努力尋找合適的候選人，並在二零二四年十二月三十一日前委任新董事加入董事會。

本集團亦已採取並將繼續採取措施，推動員工隊伍各個層面的多元化。在本集團，人人機會均等，不會因性別、種族、年齡、國籍、宗教、性取向、殘障及多元化的任何其他方面受到歧視。截至二零二三年十二月三十一日，我們員工隊伍中男性員工與女性員工的佔比分別為69.6%及30.4%。

有關本集團性別比例的更多詳情以及相關資料，均刊載於本年報第84頁之環境、社會及管治報告內。

CORPORATE GOVERNANCE REPORT (continued)

BOARD OF DIRECTORS (continued)

(h) Nomination, appointment and re-election of Directors

Recommendation of candidates for directorship of the Company is a matter for consideration by the Nomination Committee. The Company adopted the Nomination Policy on 11 December 2018 and updated on 30 June 2022 which sets out the nomination procedures and the process and the criteria to select and recommend candidates for directorship.

In evaluating and selecting any candidate for directorship, the Nomination Committee and/or the Board should consider the certain criteria including but not limited to:

- character and integrity;
- qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy, as well as diversity aspects under the Board Diversity Policy of the Company;
- any potential contributions that the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity; and
- willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company.

As regards the nomination process, the Nomination Committee should review the biographical information of the candidate and evaluate such candidate based on the criteria as set out in the Nomination Policy to determine whether such candidate is qualified for directorship. If the process yields one or more desirable candidates, the Nomination Committee should rank them by order of preference based on the needs of the Company. After reviewing the suitable candidates, the Nomination Committee should make recommendation to the Board for appointment of the appropriate candidate for directorship.

For re-election of Directors at general meeting, the Nomination Committee will give adequate consideration to the Board Diversity Policy, the Nomination Policy and the relevant requirements of the Listing Rules before making recommendations to the Board.

企業管治報告(續)

董事會(續)

(h) 提名、委任及重選董事

推薦候選人出任董事的事宜由提名委員會審議。本公司於二零一八年十二月十一日採納並於二零二二年六月三十日更新提名政策，當中列載董事候選人的提名程序以及遴選及推薦準則。

在評估及挑選候選人擔任董事時，提名委員會及／或董事會應考慮若干準則，包括但不限於：

- 品格與誠實；
- 資格，包括專業資格、技能、知識及與本公司業務及策略相關的經驗，以及本公司的董事會成員多元化政策所提述的多元化因素；
- 候選人的專業資格、技能、經驗、獨立性及性別多元化方面可為董事會帶來的任何潛在貢獻；及
- 是否願意及是否能夠投放足夠時間履行身為董事會成員及／或擔任董事會轄下委員會委員的職責。

提名程序方面，提名委員會應在收到委任新董事的建議及候選人的個人資料後，依據提名政策的準則評估該候選人，以決定該候選人是否合資格擔任董事。如過程涉及一個或多個合意的候選人，提名委員會應根據本公司的需要排列他們的優先次序。經過審視適當候選人後，提名委員會應就委任合適人選擔任董事向董事會提出建議。

就於股東大會上重選董事，提名委員會在將向董事會提出建議前，會充分考慮董事會成員多元化政策、提名政策以及上市規則的相關規定。



CORPORATE GOVERNANCE REPORT

(continued)

BOARD OF DIRECTORS (continued)

(h) Nomination, appointment and re-election of Directors (continued)

According to the Articles, any Director so appointed by the Board shall hold office, in the case of filling a casual vacancy or as an addition to the existing Board, only until the first annual general meeting of the Company after his/her appointment, and shall then be eligible for re-election at such general meeting. Every Director is subject to retirement by rotation at least once every three years.

All Directors (including all Non-executive Directors) have entered into service agreements or letters of engagement with the Company for a term of not more than three years.

(i) Independent Non-executive Directors

As announced by the Company dated 14 February 2024, Mr. Yip Kin Man, Raymond resigned as the Independent Non-executive Director and ceased to be the chairman of the Remuneration Committee and the member of the Audit Committee and the Nomination Committee. Following the resignation of Mr. Yip Kin Man, Raymond, the Board has two Independent Non-executive Directors only and failed to meet the requirements of (a) at least three independent non-executive directors on the Board under Rule 3.10(1) of the Listing Rules; (b) Audit Committee comprising only Non-executive Directors with a minimum of three members under Rule 3.21 of the Listing Rules; and (c) Remuneration Committee chaired by an Independent Non-executive Director.

Following the appointment of Mr. Wong Foreky on 18 March 2024, the Board has three Independent Non-executive Directors. As a result, the number of Independent Non-executive Directors meets with the requirements under Rule 3.10(1) of the Listing Rules. Since Mr. Wong has been appointed as the member of the Audit Committee and the chairman of the Remuneration Committee of the Company, the Company is in compliance with Rules 3.21 and 3.25 of the Listing Rules. Mr. Wong Foreky obtained legal advice on 15 March 2024 from a firm of solicitors qualified to advise on Hong Kong law as regards the requirements under the Listing Rules that are applicable to him as a director of the Company and the possible consequences of making a false declaration or giving false information to the Stock Exchange. For details, please refer to the announcements of the Company dated 14 February 2024 and 18 March 2024 respectively.

企業管治報告(續)

董事會(續)

(h) 提名、委任及重選董事(續)

根據細則，任何為填補臨時空缺或為增加現有董事會成員數目而獲董事會委任的董事，其任期至彼獲委任後本公司首次股東週年大會終止，並有資格於該股東大會上膺選連任。每名董事須至少每三年輪值退任一次。

本公司與所有董事(包括所有非執行董事)均已簽訂任期不多於三年之服務協議或委聘書。

(i) 獨立非執行董事

誠如本公司於二零二四年二月十四日所公佈，葉健民先生辭任本公司獨立非執行董事，並不再擔任薪酬委員會主席，審核委員會及提名委員會成員。在葉健民先生辭任後，董事會只擁有兩名獨立非執行董事，未能符合下列規定：(a)根據上市規則第3.10(1)條，董事會須由至少三名獨立非執行董事組成；(b)根據上市規則第3.21條，審核委員會須僅由非執行董事組成及至少擁有三名成員；及(c)薪酬委員會需由獨立非執行董事出任主席。

於二零二四年三月十八日委任黃科傑先生後，董事會有三名獨立非執行董事。因此，獨立非執行董事人數達到上市規則第3.10(1)條的要求。由於黃先生獲委任為本公司審核委員會成員及薪酬委員會主席，本公司符合上市規則第3.21及3.25條的規定。黃科傑先生已於二零二四年三月十五日向有資格就香港法律提供意見的律師行取得法律意見，明白《上市規則》中所有適用於其作為本公司董事的規定，以及向聯交所作出虛假聲明或提供虛假信息所可能引致的後果。詳情請參閱本公司日期分別為二零二四年二月十四日及二零二四年三月十八日之公告。

CORPORATE GOVERNANCE REPORT (continued)

BOARD OF DIRECTORS (continued)

(i) Independent Non-executive Directors (continued)

Pursuant to Rule 3.10(2) of the Listing Rules, one of the Independent Non-executive Directors of the Company has appropriate professional qualifications or accounting or related financial management expertise.

Pursuant to Rule 3.10A of the Listing Rules, the number of Independent Non-executive Directors of the Company represents not less than one-third of the Board.

The Company has received from each of its Independent Non-executive Directors a confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Company considers that all of the Independent Non-executive Directors are independent.

Any re-election of an independent non-executive director who has served the board for more than nine years, his/her further appointment should be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution should state why the Board (or the nomination committee) believes that the Director is still independent and should be re-elected, including the factors considered, the process and the discussion of the Board (or the nomination committee) in arriving at such determination. Commencing on or after 1 January 2023, when all the Independent Non-executive Directors of the Company have served more than nine years on the Board, the Company should disclose the length of tenure of each existing Independent Non-executive Director on a named basis in the circular to shareholders and/or explanatory statement accompanying the notice of the annual general meeting and appoint a new Independent Non-executive Director on the Board at the forthcoming annual general meeting.

企業管治報告(續)

董事會(續)

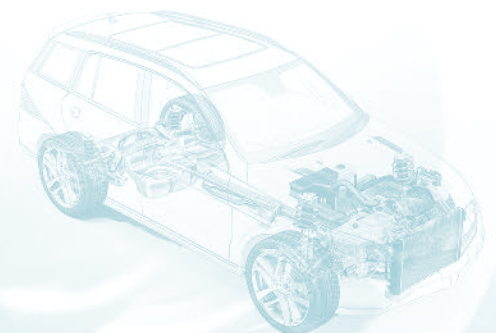
(i) 獨立非執行董事(續)

根據上市規則第3.10(2)條，本公司其中一名獨立非執行董事具備適當的專業資格或在會計或相關財務管理方面的專長。

根據上市規則第3.10A條，本公司獨立非執行董事的人數佔董事會人數至少三分之一。

本公司接獲各獨立非執行董事根據上市規則第3.13條的規定就獨立性提交的確認書，本公司認為全體獨立非執行董事均屬獨立人士。

凡服務董事會超過九年的獨立非執行董事，須獲股東以獨立決議案批准方可續任。隨附該決議案一同發給股東的文件中，應說明董事會(或提名委員會)為何認為該名董事仍屬獨立人士及應獲重選的原因，包括所考量的因素、董事會(或提名委員會)作此決定的過程及討論內容。自二零二三年一月一日起，若本公司的董事會內所有獨立非執行董事均在任超過九年，本公司應在股東週年大會通告所隨附的致股東通函及／或說明函件中披露每名在任獨立非執行董事的姓名及任期及在下次的股東週年大會上委任一名新的獨立非執行董事。



CORPORATE GOVERNANCE REPORT

(continued)

BOARD OF DIRECTORS (continued)

(j) Insurance for directors' and officers' liability

Appropriate insurance covering directors' and officers' liabilities has been in force to protect the Directors and officers of the Group from their risk exposure arising from the businesses of the Group.

(k) Directors' training and professional development

Newly appointed Directors will be given a director's induction kit containing general information on the Company's structure, key policies of the Company, role and responsibility of Directors and introduction of regulatory requirements. Directors are continually updated on the latest development of the Listing Rules, legal and other regulatory requirements to ensure compliance and upkeep of good corporate governance practice. Directors are also encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company Secretary facilitates induction and professional development of Directors and the Company is responsible for arranging and funding suitable training for the Directors.

企業管治報告(續)

董事會(續)

(j) 董事及高級職員之責任保險

本公司已為董事及高級職員購買合適的責任保險，就彼等因本集團業務承擔的風險提供保障。

(k) 董事培訓及專業發展

新委任的董事均獲提供一份董事入職資料冊，當中資料包括本公司架構、本公司主要政策、董事的角色和責任，以及相關法規要求的簡介。本公司亦會不斷向董事更新上市規則、法律及其他監管規定要求的最新發展，以確保彼等遵守及維持良好的企業管治常規。本公司亦鼓勵董事參與持續專業發展，發展並更新彼等的知識及技能。公司秘書協助安排董事的就任須知及專業發展，而本公司負責為董事安排合適的培訓並提供經費。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

BOARD OF DIRECTORS (continued)

董事會(續)

(k) Directors' training and professional development (continued)

(k) 董事培訓及專業發展(續)

All Directors have provided to the Company their records of training received during the financial year ended 31 December 2023, a summary of which is as follows:

所有董事已向本公司提供彼等於截至二零二三年十二月三十一日止財政年度內接受培訓的記錄，概要如下：

Directors	董事	Continuous professional development 持續專業發展	
		Type (Note I) 種類(註I)	Subject (Note II) 內容(註II)
Dong Xiaojie	東小杰	A	1, 4
		B	1, 4
Chang Ket Leong ⁽¹⁾	鄭潔亮 ⁽¹⁾	A	1, 4
		B	1, 4
Zheng Jianwei ⁽²⁾	鄭建偉 ⁽²⁾	A	1, 4
		B	1, 4
Tam King Ching, Kenny	譚競正	A	1, 2
		B	1, 4
Chan Pat Lam	陳柏林	A	1
		B	1, 4
Wong Foreky ⁽³⁾	黃科傑 ⁽³⁾	N/A不適用	N/A不適用
Chen Zhouping ⁽⁴⁾	陳舟平 ⁽⁴⁾	A	1
		B	1, 4
Li Zhi ⁽⁵⁾	李志 ⁽⁵⁾	A	1
		B	1, 4
Yip Kin Man, Raymond ⁽⁶⁾	葉健民 ⁽⁶⁾	A	1
		B	1, 3, 4

⁽¹⁾ Appointed on 28 July 2023.

⁽²⁾ Appointed on 2 August 2023.

⁽³⁾ Appointed on 18 March 2024.

⁽⁴⁾ Resigned as Director with effect from 13 July 2023.

⁽⁵⁾ Resigned as Director with effect from 2 August 2023.

⁽⁶⁾ Resigned as Director with effect from 10 February 2024.

Note I:

- A: Attending seminars, conferences, forums, in-house briefings or in-house training
B: Reading newspapers, journals and updates

Note II:

- 1: Laws, rules and regulations
2: Finance, accounting or taxation
3: Management
4: Businesses relating to the Company

⁽¹⁾ 於二零二三年七月二十八日獲委任。

⁽²⁾ 於二零二三年八月二日獲委任。

⁽³⁾ 於二零二四年三月十八日獲委任。

⁽⁴⁾ 自二零二三年七月十三日起辭任董事。

⁽⁵⁾ 自二零二三年八月二日起辭任董事。

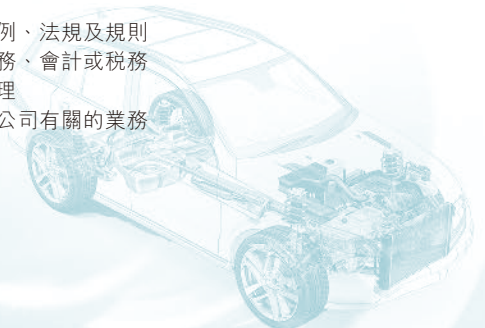
⁽⁶⁾ 自二零二四年二月十日起辭任董事。

註I:

- A: 出席研討會、會議、論壇、內部簡介會或內部培訓
B: 閱讀報章、刊物及更新資料

註II:

- 1: 法例、法規及規則
2: 財務、會計或稅務
3: 管理
4: 與公司有關的業務



CORPORATE GOVERNANCE REPORT

(continued)

CHAIRMAN AND GENERAL MANAGER

The roles of Chairman and General Manager are separate and exercised by different individuals to reinforce their independence and accountability. Mr. Dong Xiaojie is the Chairman and Mr. Xi Jianpeng serves as the General Manager of the Company to fill vacancy when Mr. Chen Zhouping, the former Managing Director of the Company has resigned. The Chairman provides leadership for the Board and ensures that the Board works effectively and performs its responsibilities. The General Manager has overall chief executive responsibility for the Group's business development and day-to-day management generally. The division of responsibilities between the Chairman and the General Manager is clearly established and set out in writing.

The responsibilities of the Chairman include, amongst other things:

- taking primary responsibility for ensuring that good corporate governance practices and procedures are established;
- ensuring that all Directors are properly briefed on issues arising at Board meetings, and ensuring that Directors receive, in a timely manner, adequate information which must be accurate, clear, complete and reliable;
- encouraging all Directors to make a full and active contribution to the Board's affairs and taking the lead to ensure that the Board acts in the best interest of the Company;
- encouraging Directors with different views to voice their concerns, allowing sufficient time for discussion of issues and ensuring that Board decisions fairly reflect Board consensus;
- ensuring that appropriate steps are taken to provide effective communications with shareholders and that their views are communicated to the Board as a whole; and
- promoting a culture of openness and debate by facilitating the effective contribution of Non-executive Directors in particular and ensuring constructive relations between Executive and Non-executive Directors.

During the year, the Chairman met with the Independent Non-executive Directors without the presence of other Directors.

企業管治報告(續)

主席及總經理

為加強主席與總經理的獨立性及問責性，彼等的角色已予區分，並由不同人士擔任。東小杰先生擔任主席，而席建鵬先生則為本公司的總經理以填補本公司原董事總經理陳舟平先生辭職後的空缺。主席負責領導董事會，確保董事會有效地運作，且履行其職責；總經理則肩負行政總裁全面的職務，負責本集團整體的業務發展及日常管理。主席與總經理之間職責的分工已予清楚界定並以書面列載。

主席的職責(其中包括)：

- 在確保公司制定良好的企業管治常規及程序方面負主要責任；
- 確保董事會議上所有董事均適當知悉當前的事項，以及確保董事適時收到充分的資訊，而有關資訊亦必須準確清晰及完備可靠；
- 鼓勵所有董事全力投入董事會事務，並以身作則，確保董事會行事符合本公司最佳利益；
- 鼓勵持不同意見的董事表達本身關注的事宜、給予這些事宜充足時間討論，以及確保董事會的決定能公正反映董事會的共識；
- 確保採取適當步驟保持與股東有效聯繫，以及確保股東意見可傳達到整個董事會；及
- 提倡公開、積極討論的文化，促進董事(特別是非執行董事)對董事會作出有效貢獻，並確保執行董事與非執行董事之間維持建設性的關係。

年內，主席曾在沒有其他董事在場的情況下與獨立非執行董事會面。

CORPORATE GOVERNANCE REPORT (continued)

BOARD COMMITTEES

The Board has established the following committees to oversee particular aspects of the Company's affairs and to assist in the execution of the Board's responsibilities. All committees have their own terms of reference. All resolutions passed by the committees will be reported to the Board at the next Board meeting.

(a) Executive Committee

An Executive Committee of the Board was established in January 2014 with specific written terms of reference which deal clearly with its authorities and duties. The terms of reference of the Executive Committee are posted on the website of the Company.

The Executive Committee has been conferred with the general powers of the Board (except those matters specifically reserved for the Board) to manage and oversee the operations of the Group and has been assigned with the responsibilities to perform the corporate governance duties as follows:

- to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to the Group's employees and Directors;
- to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report; and
- to conform to any requirement, direction, regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

The Executive Committee comprises all Executive Directors of the Company.

企業管治報告(續)

董事會轄下委員會

董事會已成立下列委員會，以監察本公司特定範疇的事務及協助董事會執行其職務。全部委員會均有其職權範圍。委員會通過的所有決議案均須於下次董事會議上向董事會匯報。

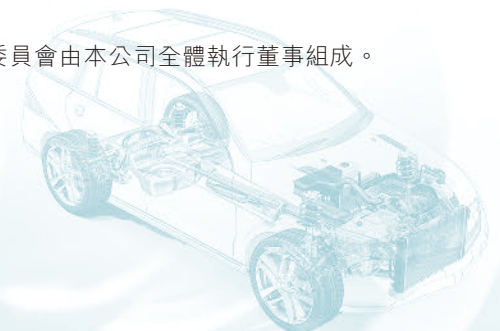
(a) 執行委員會

董事會轄下的執行委員會於二零一四年一月成立，委員會具書面訂明的職權範圍，清楚說明其職權及責任。執行委員會的職權範圍已登載於本公司網站內。

執行委員會獲授董事會的一般權力(惟特別保留予董事會的事項除外)以管理及監督本集團的營運，以及負責履行下列企業管治職責：

- 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- 檢討及監察董事及高層管理人員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常規；
- 制定、檢討及監察適用於本集團僱員及董事的操守準則及合規手冊(如有)；
- 檢討本公司遵守企業管治守則的情況及《企業管治報告》內的披露；及
- 遵守董事會不時規定或本公司組織章程所載或法例規定的任何規定、指引或規則。

執行委員會由本公司全體執行董事組成。



CORPORATE GOVERNANCE REPORT

(continued)

企業管治報告(續)

BOARD COMMITTEES (continued)

(a) Executive Committee (continued)

During the year, four physical meetings of the Executive Committee were held. Amongst those meetings, one meeting was held for the purpose of performing the corporate governance duties and the attendances of the members of the Executive Committee at that meeting are as follows:

Committee members	委員會成員	Number of meeting(s) attended/eligible to attend 出席會議次數／合資格出席會議次數
Dong Xiaojie (<i>chairman of the committee</i>)	東小杰 (<i>委員會主席</i>)	4/4
Chang Ket Leong ⁽¹⁾	鄭潔亮 ⁽¹⁾	3/3
Zheng Jianwei ⁽²⁾	鄭建偉 ⁽²⁾	3/3
Chen Zhouping ⁽³⁾	陳舟平 ⁽³⁾	1/1

⁽¹⁾ Appointed on 28 July 2023.

⁽²⁾ Appointed on 2 August 2023.

⁽³⁾ Ceased to be a committee member with effect from 13 July 2023.

⁽¹⁾ 於二零二三年七月二十八日委任。

⁽²⁾ 於二零二三年八月二日獲委任。

⁽³⁾ 自二零二三年七月十三日起不再為委員會成員。

The major work in relation to the corporate governance of the Group performed by the Executive Committee during the year included, amongst other things, the following:

- reviewing the Company's compliance with the CG Code and disclosure in the corporate governance report of the Company for the year ended 31 December 2022.

執行委員會於年內履行有關本集團企業管治的主要工作(其中包括)如下:

- 檢討本公司截至二零二二年十二月三十一日止年度遵守企業管治守則的情況及審閱《企業管治報告》內的披露。

(b) Audit Committee

An Audit Committee of the Board was established in January 2014 with specific written terms of reference which deal clearly with its authorities and duties. The terms of reference of the Audit Committee are posted on the websites of the Stock Exchange and the Company respectively.

The principal duties of the Audit Committee include, amongst other things:

- overseeing the relationship with the Company's auditor;

董事會轄下委員會(續)

(a) 執行委員會(續)

年內，執行委員會曾舉行四次會議，當中有一次會議為履行企業管治職責而召開，執行委員會各成員於該會議的出席記錄如下：

(b) 審核委員會

董事會轄下的審核委員會於二零一四年一月成立，委員會具書面訂明的職權範圍，清楚說明其職權及責任。審核委員會的職權範圍分別登載於聯交所及本公司網站內。

審核委員會的主要職責(其中包括)：

- 監察與本公司核數師之間的關係；

CORPORATE GOVERNANCE REPORT (continued)

BOARD COMMITTEES (continued)

(b) Audit Committee (continued)

- making recommendations to the Board on the appointment, reappointment and removal of the external auditor;
- reviewing the interim and annual financial statements;
- reviewing the Company's financial reporting system, risk management and internal control systems; and
- reviewing the arrangements that employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters.

The Audit Committee has explicit authority to investigate any activity within its terms of reference and the authority to obtain outside legal or other independent professional advice, at the Company's expense, to perform its responsibilities if it considers necessary. It is given access to and assistance from the employees and reasonable resources to perform its duties properly.

The chairman of the Audit Committee is an Independent Non-executive Director and the Audit Committee comprises all Independent Non-executive Directors of the Company. None of the members of the Audit Committee are former partners of the auditor of the Company.

During the year, three physical meetings of the Audit Committee were held and the attendances of the members of the Audit Committee are as follows:

Committee members	Number of meeting(s) attended/eligible to attend 出席會議次數/ 合資格出席會議次數
Tam King Ching, Kenny (<i>chairman of the committee</i>)	3/3
Chan Pat Lam	3/3
Wong Foreky ⁽¹⁾	N/A 不適用
Yip Kin Man, Raymond ⁽²⁾	3/3

⁽¹⁾ Appointed as committee member on 18 March 2024.

⁽²⁾ Resigned as a committee member with effect from 10 February 2024.

企業管治報告(續)

董事會轄下委員會(續)

(b) 審核委員會(續)

- 就外聘核數師的委任、重新委任及罷免向董事會提供建議；
- 審閱中期及全年財務報表；
- 審查本公司的財務申報程序、風險管理及內部監控系統；及
- 檢討本公司僱員可在保密的情況下就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注之有關安排。

審核委員會具有明確權力，可按其職權範圍調查任何事宜，並有權在有需要時獲取外來法律或其他獨立專業意見，以履行其職責，費用由本公司支付。審核委員會亦可獲僱員提供支援及協助，取得合理的資源以妥善履行其職務。

審核委員會的主席由一名獨立非執行董事擔任，審核委員會由本公司全體獨立非執行董事組成。概無審核委員會成員為本公司核數師的前任合夥人。

年內，審核委員會曾舉行三次會議，審核委員會各成員的出席記錄如下：

委員會成員	Number of meeting(s) attended/eligible to attend 出席會議次數/ 合資格出席會議次數
譚競正(委員會主席)	3/3
陳柏林	3/3
黃科傑 ⁽¹⁾	N/A 不適用
葉健民 ⁽²⁾	3/3

⁽¹⁾ 於二零二四年三月十八日獲委任為委員會成員。

⁽²⁾ 自二零二四年二月十日起辭任委員會成員。

CORPORATE GOVERNANCE REPORT (continued)

BOARD COMMITTEES (continued)

(b) Audit Committee (continued)

The major work performed by the Audit Committee during the year included, amongst other things, the following:

- reviewing the final results of the Group for the year ended 31 December 2022;
- reviewing the interim results of the Group for the six months ended 30 June 2023;
- reviewing the reports on the risk management and internal control systems of the Group prepared by an independent advisory firm; and
- making recommendation to the Board on the appointment of the external auditor.

During the year, the Board had no disagreement with the Audit Committee's view on the selection, appointment, resignation or dismissal of the external auditor.

(c) Nomination Committee

A Nomination Committee of the Board was established in January 2014 with specific written terms of reference which deal clearly with its authorities and duties. The terms of reference of the Nomination Committee are posted on the websites of the Stock Exchange and the Company respectively.

The principal duties of the Nomination Committee include:

- reviewing the structure, size and composition of the Board and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board;
- making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors;

企業管治報告(續)

董事會轄下委員會(續)

(b) 審核委員會(續)

審核委員會於年內履行的主要工作(其中包括)如下:

- 審閱本集團截至二零二二年十二月三十一日止財政年度的全年業績;
- 審閱本集團截至二零二三年六月三十日止六個月的中期業績;
- 審閱獨立顧問公司就本集團的風險管理及內部監控系統編製的報告;及
- 就外聘核數師的委任向董事會提供建議。

董事會於年內概無不同意審核委員會對甄選、委任、辭任或罷免外聘核數師事宜的意見。

(c) 提名委員會

董事會轄下的提名委員會於二零一四年一月成立, 委員會具書面訂明的職權範圍, 清楚說明其職權及責任。提名委員會的職權範圍分別登載於聯交所及本公司網站內。

提名委員會的主要職責包括:

- 檢討董事會的架構、人數及組成, 並就任何為配合本公司策略而擬對董事會作出的變動提出建議;
- 物色具備合適資格可擔任董事的人士, 並挑選提名有關人士出任董事或就此向董事會提供建議;
- 就董事委任或重新委任以及董事繼任計劃向董事會提出建議;

CORPORATE GOVERNANCE REPORT (continued)

BOARD COMMITTEES (continued)

(c) Nomination Committee (continued)

- assessing the independence of Independent Non-executive Directors;
- reviewing the Board Diversity Policy, as appropriate; and reviewing the measurable objectives that have been set for implementing the Board Diversity Policy, and reviewing the progress on achieving the objectives; and
- reviewing the Nomination Policy, including to review the nomination procedures and the process and criteria to select and recommend candidates for directorship, as appropriate.

Where vacancies exist at the Board, candidates are proposed and put forward to the Nomination Committee for consideration. The recommendations of the Nomination Committee will then be tendered to the Board for approval. In considering the nomination of a new Director, the Nomination Committee will give adequate consideration to the Board Diversity Policy and the Nomination Policy, and take into account the qualification, ability, working experience, leadership and professional ethics of the candidates. In determining the independence of Directors, the Board follows the requirements set out in the Listing Rules.

The Board Diversity Policy is posted on the website of the Company. For further details of the Nomination Policy, please refer to the sub-section headed “Nomination, appointment and re-election of Directors” under “Board of Directors” section in this report.

The Nomination Committee has explicit authority to seek any necessary information from the employees within its scope of duties and the authority to obtain outside independent professional advice, at the Company’s expense, to perform its responsibilities if it considers necessary.

企業管治報告(續)

董事會轄下委員會(續)

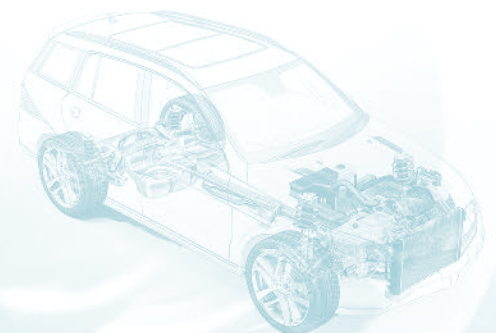
(c) 提名委員會(續)

- 評核獨立非執行董事的獨立性；
- 在適當情況下檢討董事會成員多元化政策；以及檢討董事會為執行董事會成員多元化政策而制定的可計量目標和檢討達標進度；及
- 在適當情況下檢討提名政策，當中包括檢討董事候選人提名程序以及遴選及推薦準則。

董事會出現空缺時，獲提名的候選人交予提名委員會審議。提名委員會的建議其後會提交董事會審批。提名委員會於考慮提名新董事時，會充分考慮董事會成員多元化政策以及提名政策，並考慮該候選人的資格、能力、工作經驗、領導才能及專業操守。董事會在決定董事的獨立性時會遵循上市規則所載規定。

董事會成員多元化政策登載於本公司網站內。有關提名政策的進一步詳情，請參閱本報告「董事會」項下「提名、委任及重選董事」分項。

提名委員會具有明確權力，可按其職權範圍向僱員徵求任何所需資料，並有權在有需要時獲取外來獨立專業意見，以履行其職責，費用由本公司支付。



CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

BOARD COMMITTEES (continued)

(c) Nomination Committee (continued)

The chairman of the Nomination Committee is the Chairman of the Board and the Independent Non-executive Directors of the Company constitute the majority of the Nomination Committee.

During the year, one physical meeting of the Nomination Committee were held and the attendances of the members of the Nomination Committee are as follows:

董事會轄下委員會(續)

(c) 提名委員會(續)

提名委員會的主席由董事會主席擔任。本公司的獨立非執行董事佔提名委員會的大多數。

年內，提名委員會曾舉行一次會議，提名委員會各成員的出席記錄如下：

Committee members	委員會成員	Number of meeting(s) attended/eligible to attend 出席會議次數／合資格出席會議次數
Dong Xiaojie (<i>chairman of the committee</i>)	東小杰 (<i>委員會主席</i>)	1/1
Tam King Ching, Kenny	譚競正	1/1
Chan Pat Lam	陳柏林	1/1
Wong Foreky ⁽¹⁾	黃科傑 ⁽¹⁾	N/A不適用
Li Zhi ⁽²⁾	李志 ⁽²⁾	1/1
Yip Kin Man, Raymond ⁽³⁾	葉健民 ⁽³⁾	1/1

⁽¹⁾ Appointed as committee member on 18 March 2024.

⁽²⁾ Ceased to be a committee member with effect from 2 August 2023.

⁽³⁾ Resigned as a committee member with effect from 10 February 2024.

⁽¹⁾ 於二零二四年三月十八日獲委任為委員會成員。

⁽²⁾ 自二零二三年八月二日起不再為委員會成員。

⁽³⁾ 自二零二四年二月十日起辭任委員會成員。

CORPORATE GOVERNANCE REPORT (continued)

BOARD COMMITTEES (continued)

(c) Nomination Committee (continued)

The major work performed by the Nomination Committee during the year included, amongst other things, the following:

- assessing the independence of the Independent Non-executive Directors;
- considering and making recommendations to the Board on the re-election of Directors at the annual general meeting and extraordinary general meeting;
- reviewing the structure and composition of the Board with due regard for the benefits of diversity on the Board; and
- considering and making recommendations to the Board on the appointment of Mr. Chang Ket Leong and Mr. Zheng Jianwei as Executive Directors of the Company.

(d) Remuneration Committee

A Remuneration Committee of the Board was established in January 2014 with specific written terms of reference which deal clearly with its authorities and duties. The terms of reference of the Remuneration Committee are posted on the websites of the Stock Exchange and the Company respectively.

The principal duties of the Remuneration Committee include:

- making recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management of the Group;
- reviewing and approving the management's remuneration proposals with reference to the Company's goals and objectives;
- determining, with delegated responsibility, the remuneration packages of individual Executive Directors and senior management and making recommendations to the Board on the remuneration of Non-executive Directors;

企業管治報告(續)

董事會轄下委員會(續)

(c) 提名委員會(續)

提名委員會於年內履行的主要職責(其中包括)如下:

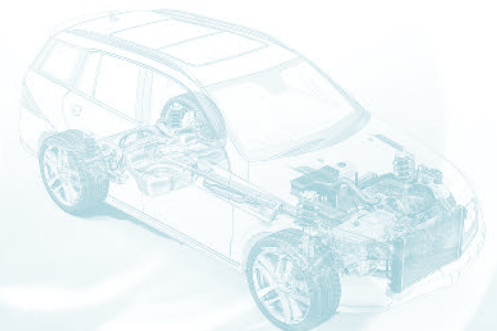
- 評核獨立非執行董事的獨立性;
- 考慮及就於股東週年大會及股東特別大會上重選董事向董事會提出建議;
- 檢討董事會的架構及組成, 同時充分顧及董事會成員多元化的裨益; 及
- 考慮及就委任鄭潔亮先生及鄭建偉先生為執行董事向董事會提出建議。

(d) 薪酬委員會

董事會轄下的薪酬委員會於二零一四年一月成立, 委員會具書面訂明的職權範圍, 清楚說明其職權及責任。薪酬委員會的職權範圍分別登載於聯交所及本公司網站內。

薪酬委員會的主要職責包括:

- 就本公司對本集團董事及高層管理人員的全體薪酬政策及架構, 向董事會提出建議;
- 因應本公司方針及目標而檢討及審批管理層的薪酬建議;
- 獲董事會轉授責任, 釐定個別執行董事及高層管理人員的薪酬待遇, 並就非執行董事的酬金向董事會提出建議;



CORPORATE GOVERNANCE REPORT

(continued)

BOARD COMMITTEES (continued)

(d) Remuneration Committee (continued)

- reviewing and approving compensation payable to Executive Directors and senior management and compensation arrangements relating to dismissal or removal of Directors for misconduct;
- ensuring that no Director or any of his/her associates is involved in deciding his/her own remuneration;
- reviewing the Director Remuneration Policy, including to review the general principle on determining remuneration of the Directors, as appropriate; and
- reviewing and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.

The Remuneration Committee may consult the Chairman of the Board and/or the General Manager of the Group about their remuneration proposals for other Executive Directors. It has explicit authority to seek any necessary information from the employees within its scope of duties and the authority to obtain outside independent professional advice, at the Company's expense, to perform its responsibilities if it considers necessary.

The Company adopted a director remuneration policy (the "**Remuneration Policy**") on 30 June 2022 which sets out the general principle on determining remuneration of the Directors.

According to the Remuneration Policy, remuneration for all Directors shall be reviewed annually with reference to other companies of comparable business or scale. In reviewing the salary of Executive Directors, the Remuneration Committee should make decisions with reference to the then prevailing market conditions, the performance of the Company and the performance of individual Directors. In reviewing the director's fee of Non-executive Directors and Independent Non-executive Directors, the Remuneration Committee should take into consideration of the experience and duties of such Director as well as the then prevailing market conditions.

The chairman of the Remuneration Committee is an Independent Non-executive Director and the Independent Non-executive Directors of the Company constitute the majority of the Remuneration Committee.

企業管治報告(續)

董事會轄下委員會(續)

(d) 薪酬委員會(續)

- 檢討及審批應付予執行董事及高層管理人員的賠償，以及董事因行為不當而被辭退或免職時的賠償安排；
- 確保任何董事或其任何聯繫人不得自行釐訂薪酬；
- 在適當情況下檢討董事薪酬政策，當中包括檢討釐定董事薪酬的一般原則；及
- 審閱及／或批准上市規則第十七章所述有關股份計劃的事宜。

薪酬委員會可就其他執行董事的薪酬建議諮詢董事會主席及／或本集團總經理的意見。薪酬委員會具有明確權力，可按其職權範圍向僱員徵求任何所需資料，並有權在有需要時獲取外來獨立專業意見，以履行其職責，費用由本公司支付。

本公司於二零二二年六月三十日採納董事薪酬政策(「**薪酬政策**」)，當中列載釐定董事薪酬的一般原則。

根據薪酬政策，所有董事的薪酬應參考市場上業務或規模相若的公司每年作出檢討。在檢討執行董事的薪酬時，薪酬委員會應參考當時的市況、本公司的表現及個別董事的表現作出決定。在檢討非執行董事及獨立非執行董事的董事袍金時，薪酬委員會應考慮該董事的經驗和職責以及當時的市場情況。

薪酬委員會的主席由一名獨立非執行董事擔任。本公司的獨立非執行董事佔薪酬委員會的大多數。

CORPORATE GOVERNANCE REPORT

(continued)

企業管治報告(續)

BOARD COMMITTEES (continued)

(d) Remuneration Committee (continued)

During the year, one physical meeting of the Remuneration Committee were held and the attendances of the members of the Remuneration Committee are as follows:

董事會轄下委員會(續)

(d) 薪酬委員會(續)

年內，薪酬委員會曾舉行一次會議，薪酬委員會各成員的出席記錄如下：

Committee members	委員會成員	Number of meeting(s) attended/eligible to attend 出席會議次數/ 合資格出席 會議次數
Wong Foreky ⁽¹⁾ (<i>chairman of the committee</i>)	黃科傑 ⁽¹⁾ (委員會主席)	N/A不適用
Dong Xiaojie	東小杰	1/1
Tam King Ching, Kenny	譚競正	1/1
Chan Pat Lam	陳柏林	1/1
Yip Kin Man, Raymond ⁽²⁾	葉健民 ⁽²⁾	1/1

⁽¹⁾ Appointed as chairman of the committee on 18 March 2024.

⁽²⁾ Resigned as a committee member with effect from 10 February 2024.

⁽¹⁾ 於二零二四年三月十八日獲委任為委員會主席。

⁽²⁾ 自二零二四年二月十日起辭任委員會成員。

The major work performed by the Remuneration Committee during the year included, amongst other things, the following:

- considering, reviewing and determining the remuneration of the Executive Directors of the Company for the year 2024;
- considering the bonuses of the Executive Directors of the Company for the year 2023;
- considering, reviewing and approving the terms of Executive Directors' service contracts;
- making recommendations to the Board on the director's fee of the Non-executive Directors of the Company for the year 2024;
- considering and determining the director fee of each of Mr. Chang Ket Leong and Mr. Zheng Jianwei, the Executive Directors appointed during the year;
- considering, reviewing and approving the terms of General Manager's service contract;
- considering and determining the salary of Mr. Xi Jianpeng, the General Manager of the Company appointed during the year; and
- considering and determining the ex-gratia payment to Mr. Chen Zhouping, the Executive Director resigned during the year.

Details of remuneration paid to Directors and senior management for the year are set out in Note 9 to the financial statements.

薪酬委員會於年內履行的主要工作(其中包括)如下：

- 考慮、檢討及釐定本公司執行董事二零二四年度的酬金；
- 考慮本公司執行董事二零二三年度的花紅；
- 考慮、檢討及批准執行董事服務合約條款；
- 就本公司非執行董事二零二四年度的董事袍金向董事會提出建議；
- 考慮及釐定鄭潔亮先生及鄭建偉先生(於年內獲委任為執行董事)各自的董事袍金；
- 考慮、檢討及批准總經理服務合同條款；
- 考慮及釐定席建鵬先生(彼於年內獲委任為本公司總經理)的薪金；及
- 考慮及釐定陳舟平先生(彼於年內辭任執行董事)的特惠金。

年內向董事及高層管理人員支付的薪酬之詳情載列於財務報表附註9。



CORPORATE GOVERNANCE REPORT

(continued)

COMPANY SECRETARY

The Company Secretary supports the Board by ensuring good information flow within the Board and that Board policy and procedures are followed. The Company Secretary is also responsible for advising the Board through the Chairman and/or the General Manager of the Company on corporate governance and the implementation of the CG Code. The Company Secretary is an employee of the Company and has day-to-day knowledge of the Group's affairs.

The Company Secretary reports to the Chairman and the General Manager. All Directors also have access to the advice and services of the Company Secretary to ensure that Board procedures, and all applicable laws, rules and regulations, are followed. The selection, appointment and dismissal of the Company Secretary is subject to the Board approval.

Mr. Leung Wai Hung has been appointed as the Company Secretary of the Company since 11 April 2022. He has confirmed that he has taken no less than 15 hours of relevant professional training during the year.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledged that it is the Board's responsibility to ensure that the Company establishes and maintains appropriate and effective risk management and internal control systems.

During the year, the Group has complied with Principle D.2 of the CG Code by maintaining appropriate and effective risk management and internal control systems. The management is responsible for the design, implementation and monitoring of such systems, while the Board, with the assistance of the Audit Committee, oversees the management in performing its duties on an ongoing basis. Main features of the risk management and internal control systems are described in the sections below.

Risk Management System

The Group adopts a risk management system which manages the risks associated with its businesses and operations. The system comprises the following phases:

- *Identification:* Identify ownership of risks, business objectives and risks that may affect the achievement of objectives.
- *Evaluation:* Analyze the likelihood and impact of risks and evaluate the risk portfolio accordingly.
- *Management:* Consider the risk responses, ensure effective communication to the Board and on-going monitor the residual risks.

企業管治報告(續)

公司秘書

公司秘書支援董事會，確保董事會成員之間資訊交流良好，以及董事會政策及程序得以遵循。公司秘書亦負責透過主席及／或本公司總經理向董事會就企業管治情況及企業管治守則之施行事宜提供意見。公司秘書為本公司的僱員，對本集團的日常事務甚有認識。

公司秘書向主席及總經理匯報。所有董事亦可取得公司秘書的意見及服務，以確保董事會程序及所有適用法律、規則及規例得以遵守。公司秘書的遴選、委任與撤職須經董事會批准。

梁偉雄先生自二零二二年四月十一日起獲委任為本公司之公司秘書。彼確認其於年內接受不少於十五小時的相關專業培訓。

風險管理及內部監控

董事會確切明白，確保本公司設立及維持合適及有效之風險管理及內部監控系統為董事會之責任。

於年內，本集團已透過維持合適及有效之風險管理及內部監控系統，符合企業管治守則第D.2項原則。管理層負責設計、實施及監控有關系統，而董事會則在審核委員會的協助下，負責持續監督管理層履行其職責。風險管理及內部監控系統之主要特點於下文各分節闡述。

風險管理系統

本集團採納一套風險管理系統，以管理與其業務經營有關之風險。該系統包括以下階段：

- *辨識：*辨識風險承擔方、業務目標及有可能影響目標達成之風險。
- *評估：*分析出現風險之可能性及影響，並就此評估風險組合。
- *管理：*考慮風險應對方案、確保與董事會進行有效溝通，以及持續監控其餘風險。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

RISK MANAGEMENT AND INTERNAL CONTROL (continued)

風險管理及內部監控(續)

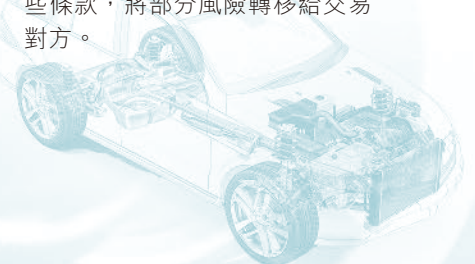
Risk Management System (continued)

風險管理系統(續)

Based on the risk assessments conducted in 2023, the details of significant risks and the relevant risk responses are highlighted as follow:

依據二零二三年進行之風險評估，有關重大風險及相關風險應對方案之詳情概述如下：

Risk Category 風險類別	Risk Title 風險名稱	Risk Description 風險描述	Risk Response 風險應對方案
Operational risk	Inflation risk and currency risk	<p>While each subsidiary maintained their book in their local currency, due to the business nature of the Company, most of the time subsidiaries receive their revenue denominated in the principal place of business of the customers, often abroad in Europe or the United States.</p> <p>The annual inflation rate by the end of 2023 for European Union was 3.4%. For the annual inflation rate for US, it was 3.4% by the end of 2023. Though pressure of inflation is not as immense comparatively, in return it may affect the purchasing power of customers. The inflation will also drives rising market price of materials and other expenses, including energy bill.</p>	<p>In order to minimize the impact of foreign exchange on the subsidiaries' profitability, the Company has adopted the general practice to all foreign subsidiaries of trying to match their purchases with their sales, and buy direct materials in the same receiving currency to the payment from customers.</p> <p>In response to the inflation situation, the subsidiaries have paid particular attention when entering into commercial negotiations, on both the purchase side and the sales side, inserting certain clauses in the contract and transferring part of the risks to the counterparty.</p>
營運風險	通脹風險及貨幣風險	<p>雖然每個附屬公司都以當地貨幣記賬，但由於公司的業務性質，大多數時候附屬公司收到的收入是以客戶的主要營業地(通常是歐洲或美國)計價的。</p> <p>二零二三年底，歐盟的年通脹率為3.4%，而美國的年脹通率到2023年底為3.4%。雖然通脹壓力相對來說沒有那麼大，但也可能會影響客戶的購買力。通脹也將推動原材料和其他費用(包括能源費用)的市場價格上漲。</p>	<p>為盡量減少匯兌對附屬公司盈利能力的影響，本公司對所有境外附屬公司採取了採購與銷售相匹配的普遍做法，以與收取客戶付款相同的幣種購買直接原材料。</p> <p>針對通脹的情況，各附屬在進行商務談判時，無論是買方或賣方，都特別注重在合約中加入某些條款，將部分風險轉移給交易對方。</p>



CORPORATE GOVERNANCE REPORT

企業管治報告(續)

(continued)

RISK MANAGEMENT AND INTERNAL CONTROL

風險管理及內部監控(續)

(continued)

Risk Management System (continued)

風險管理系統(續)

Risk Category 風險類別	Risk Title 風險名稱	Risk Description 風險描述	Risk Response 風險應對方案
Operational risk	Dependence on suppliers over production schedule	<p>Among the current suppliers profile of European subsidiaries in general, certain suppliers adds up to take up as most as around 90% of the current market share. Therefore the subsidiaries are highly dependent over the relevant suppliers in completing the purchase order. In case the relevant suppliers are unable to deliver orders within the designated timetable, it may result in the subsidiaries needing to delay the production schedule.</p> <p>Due to the exclusiveness of certain suppliers, the subsidiaries may fail to obtain competitive quotations from various suppliers before deciding on purchases, which may lead to lack of commercial bargaining power of the subsidiaries and may result in decrease in profitability.</p>	<p>There has been weekly meeting in each manufacturing plant to keep track of all production schedules and cost situation. Throughout the year, no major distortion to production schedule has been observed.</p> <p>In regards to the over-reliance of certain suppliers, the subsidiaries have strived to maintain a clear and transparent communication with the customer side when entering into sales contracts involving direct materials from exclusive suppliers.</p> <p>Good relationship has also been maintained with all suppliers to help with matching production schedule.</p> <p>In case of contingency situations, e.g. shortage of certain materials in the market, the R&D team can also suggest substitute for relevant materials to the production team.</p>

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

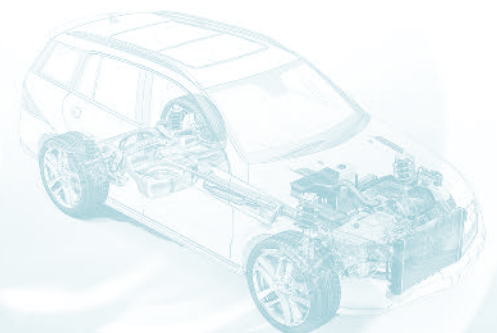
RISK MANAGEMENT AND INTERNAL CONTROL (continued)

風險管理及內部監控(續)

Risk Management System (continued)

風險管理系統(續)

Risk Category 風險類別	Risk Title 風險名稱	Risk Description 風險描述	Risk Response 風險應對方案
營運風險	生產計劃對供應商的倚賴	<p>目前歐洲附屬公司的供應商概況中，部分供應商加起來佔了目前市場份額約90%。因此，附屬公司在完成採購訂單時高度依賴相關供應商。若相關供應商無法在指定時間內交付訂單，可能會導致附屬公司需要延遲生產進度。</p> <p>由於某些供應商的排他性，附屬公司在決定採購前可能無法獲得各供應商的有競爭力報價，這可能導致附屬公司缺乏商業議價能力，導致盈利能力下降。</p>	<p>每個製造廠房每週舉行一次會議，以追蹤所有生產計劃和成本狀況。縱觀全年，未有發現生產計劃出現重大扭曲。</p> <p>針對過度依賴部分供應商的情況，各附屬公司在簽訂涉及獨家供應商直接原材料的銷售合約時，盡力與客戶保持清晰、透明的溝通。</p> <p>與所有供應商保持良好的關係，以有利於匹配生產計劃。</p> <p>若是遇到緊急情況，例如市場上某些原材料短缺，研發團隊也可以向生產團隊建議可替代相關原材料。</p>



CORPORATE GOVERNANCE REPORT

(continued)

RISK MANAGEMENT AND INTERNAL CONTROL

(continued)

Risk Management System (continued)

The management has established risk management framework to identify risks, setting risk aptitudes and develop risk responses plans. The management will review the framework regularly to ascertain the effectiveness of the risk management process. The management will also actively identify, report and discuss the risk responses based on the dynamic economic environment and uncertainties. In addition, the management will also establish mechanisms to identify environmental changes and analyze the related risks and opportunities.

Internal Control Systems

The Board is responsible for overall ensuring, maintaining and overseeing the internal control systems of the Group. The Executive Committee assists the Board to discharge its responsibilities of ensuring and maintaining appropriate and effective internal control functions by continuously reviewing and monitoring the internal control systems and processes so as to ensure that they can manage the risk of failure to achieve business objectives and provide reasonable assurance against material misstatement or loss of the Group.

The internal control systems of the Group are embedded within the business processes so that they function as an integral part of the overall operations of the Group. The systems comprise a comprehensive organization structure with assignment of definite accountabilities and delegation of the corresponding authorities to each post. Based on the organization structure, a reporting system has been developed which includes a reporting system from division head of each principal business unit to the Executive Committee.

企業管治報告(續)

風險管理及內部監控(續)

風險管理系統(續)

管理層已制定風險管理框架，以辨識風險、釐定風險定性及制定風險應對計劃。管理層將定期檢討框架，以確定風險管理程序之效率。管理層亦將因應多變的經濟環境及不確定因素，積極辨識、報告及討論風險應對方案。此外，管理層亦將建立機制，以識別環境變化，並分析相關風險及機遇。

內部監控系統

董事會負責整體上確保、維持及監管本集團內部監控系統。執行委員會透過持續檢討及監察內部監控系統及程序，協助董事會履行其確保及維持合適及有效之內部監控功能的職責，以確定該等系統及程序能夠管理未能實現業務目標之風險，並能合理地確保本集團不會出現重大失實陳述或損失。

本集團之內部監控系統已納入業務程序中，成為本集團整體營運中不可分割之一部份。該系統包括一個全面的組織架構，當中每個崗位均委以明確責任，並授予相應權力。本集團根據組織架構制定匯報制度，當中涵蓋由各主要業務單位之主管向執行委員會匯報之制度。

CORPORATE GOVERNANCE REPORT (continued)

RISK MANAGEMENT AND INTERNAL CONTROL (continued)

Internal Control Systems (continued)

The Company has in place internal control systems which are compatible with the Committee of Sponsoring Organizations of the Treadway Commission (“**COSO**”) 2013 framework. The framework enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The main components of the framework are shown as follows:

- *Control Environment:* A set of standards, processes and structures that provide the basis for carrying out internal control across the Group.
- *Risk Assessment:* A dynamic and iterative process for identifying and analyzing risks to achieve the Group’s objectives, forming a basis for determining how risks should be managed.
- *Control Activities:* Policies and procedures to help ensure that the management directives to mitigate risks to the achievement of objectives are carried out.
- *Information and Communication:* Internal and external communication to provide the Group with the information needed to carry out day-to-day controls.
- *Monitoring:* Ongoing and separate evaluations to ascertain whether each component of the internal control systems is present and functioning.

The Board considers that it is an ongoing and continuous process for the Group to review and improve its internal control systems in order to ensure that they can meet with the dynamic and ever-changing business environment. During the year under review, the Board has reviewed, with the assistance of the Audit Committee, the Group’s risk management and internal control systems and is not aware of any significant issues that would have an adverse impact on the effectiveness and adequacy of the risk management and internal control systems of the Group. Also, based on the internal control reviews conducted in 2023, no significant control deficiency was identified.

企業管治報告(續)

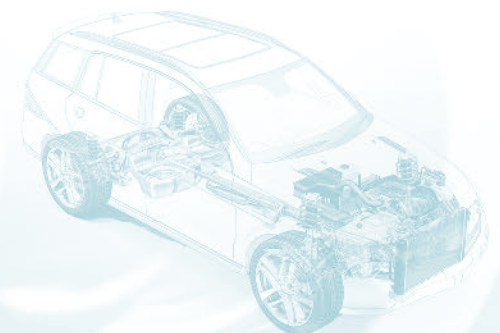
風險管理及內部監控(續)

內部監控系統(續)

本公司設有內部監控系統，其與反舞弊性財務報告委員會發起組織(「**COSO**」)於二零一三年發表之框架一致。該框架使本集團於營運效率及效益、財務報告之可靠性以及遵守適用法例及規例等方面能達致目標。該框架之主要組成部份載列如下：

- *監控環境：*為一套標準、程序及架構，就本集團進行內部監控提供基準。
- *風險評估：*為一套靈活及重覆的流程，可辨識及分析各種風險，從而達致本集團的目標，同時制定基準以決定如何管理風險。
- *監控活動：*以政策及程序協助確保管理層就減低風險以達成目標的方針得以實施。
- *資訊及溝通：*進行對內及對外溝通，為本集團提供所需資料以進行日常監控工作。
- *監管：*進行持續及個別評估，以確保內部監控系統的各個組成部份到位且運作正常。

董事會認為，本集團檢討及改善內部監控系統是一個持續不斷的過程，以確保本集團之內部監控系統能應付瞬息萬變的營商環境。於本回顧年度內，在審核委員會的協助下，董事會已檢討本集團之風險管理及內部監控系統，且並不知悉任何對本集團風險管理及內部監控系統之成效及足夠程度造成不利影響之重大事宜。此外，依據於二零二三年進行之內部監控檢討工作，概無發現監控的任何重大不足之處。



CORPORATE GOVERNANCE REPORT

(continued)

RISK MANAGEMENT AND INTERNAL CONTROL

(continued)

Internal Audit

The Group has outsourced the internal audit work to SHINEWING Risk Services Limited (“SHINEWING”), which is one of the professional internal audit services provider in Hong Kong. SHINEWING is independent of the Group’s daily operations and carry out appraisal of the risk management and internal control systems by conducting interviews, walkthroughs and tests of operating effectiveness.

According to the established plan, review of the risk management and internal control systems is conducted annually and the results are reported to the Audit Committee and the Board.

Effectiveness of the Risk Management and Internal Control Systems

The Board is responsible for the risk management and internal control systems of the Group and ensuring review of the effectiveness of these systems has been conducted annually. Several areas have been considered during the Board’s review, which include but not limited to (i) the changes in the nature and extent of significant risks since the last annual review, and the Group’s ability to respond to changes in its business and the external environment; and (ii) the scope and quality of management’s ongoing monitoring of risks and of the internal control systems.

The Board, through its review, together with the review made by the Audit Committee and the work done by SHINEWING, concluded that the risk management and internal control systems of the Group were effective and adequate. Such systems, however, 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. In respect of accounting, internal audit and financial reporting functions of the Company, the Board also considered that the resources, staff qualifications and experience of relevant staff and SHINEWING were adequate and the training programs and budget provided were sufficient.

企業管治報告(續)

風險管理及內部監控(續)

內部審核

本集團已將內部審核工作外判予信永方略風險管理有限公司(「信永方略」)進行，信永方略為香港專業內部審核服務提供者之一。信永方略獨立於本集團之日常營運，並透過進行訪談、視察及營運效率測試，評核風險管理及內部監控系統。

根據既定計劃，須每年檢討風險管理及內部監控系統，並向審核委員會及董事會匯報結果。

風險管理及內部監控系統之有效性

董事會負責本集團之風險管理及內部監控系統，並確保每年檢討該等系統是否有效。董事會於檢討期間已考慮若干範疇，包括但不限於(i)自去年年度檢討後，重大風險在性質及程度上之轉變，以及本集團應對其業務及外在環境變動之能力；及(ii)管理層持續監察風險及內部監控系統之範疇及質素。

經董事會及審核委員會之審閱以及由信永方略進行之工作後，董事會總結本集團之風險管理及內部監控系統屬有效及足夠。然而，該等系統旨在管理，而非消除未能達成業務目標之風險，並僅能就本集團不會有重大失實陳述或損失提供合理但非絕對之保證。就本公司之會計、內部審核及財務職能而言，董事會亦認為對相關員工及信永方略之資源、員工資歷及經驗均為足夠，所提供的培訓課程及預算亦為充足。

CORPORATE GOVERNANCE REPORT (continued)

INSIDE INFORMATION DISCLOSURE POLICY

The Company adopted an inside information disclosure policy (the “**Inside Information Disclosure Policy**”) on 21 December 2015 which sets out the procedures for the handling and dissemination of inside information with a view to preventing uneven, inadvertent or selective dissemination of inside information and ensuring shareholders and the public are provided with full, accurate and timely information about the activities and the financial condition of the Group. The Inside Information Disclosure Policy covers the following:

- setting out the processes for identifying, assessing and escalating potential inside information to the Board;
- setting out the responsibilities of officers in preserving the confidentiality of inside information, escalating upwards any such potential information and cascading down the message and responsibilities to relevant staff; and
- identifying who are the Company’s authorized spokespersons and their responsibilities for communications with stakeholders of the Company.

In addition, the Company has communicated to all relevant staff regarding the implementation of the Inside Information Disclosure Policy.

The Board considers that the Company’s existing measures are effective and appropriate compliance mechanisms to safeguard the Company and its officers in discharging their disclosure obligations in respect of inside information.

The Inside Information Disclosure Policy is posted on the website of the Company.

企業管治報告(續)

內幕消息披露政策

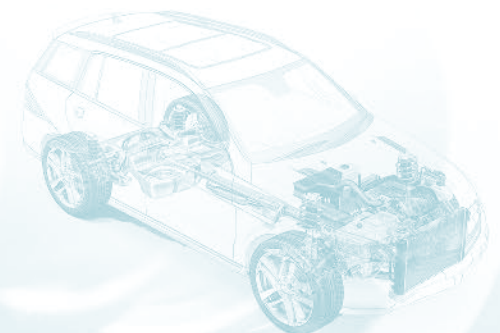
本公司於二零一五年十二月二十一日採納內幕消息披露政策(「**內幕消息披露政策**」)，當中列載處理及發佈內幕消息的程序，旨在避免不公平、不慎或選擇性發佈內幕消息及確保股東及公眾獲得有關本集團的業務及財務狀況的全面、準確及適時消息或資料。內幕消息披露政策涵蓋以下內容：

- 說明識別、評估及向董事會提交潛在的內幕消息之程序；
- 說明高級職員的責任，要對內幕消息保密，向上級提交潛在的內幕消息及向相關員工傳達訊息及其責任；及
- 識別本公司授權的發言人及列明其與本公司利益相關者溝通的責任。

此外，本公司已向所有相關員工傳達有關實施內幕消息披露政策。

董事會認為本公司現有措施屬有效及合適的合規機制，足以保障本公司及其高級職員履行內幕消息的披露責任。

內幕消息披露政策登載於本公司網站內。



CORPORATE GOVERNANCE REPORT

(continued)

WHISTLEBLOWING POLICY

In line with the commitment to achieve and maintain high standards of openness, probity and accountability, the Company expects and encourages employees of the Group and those who deal with the Group (e.g. customers, suppliers, consultants and agents) to report to the Company any suspected impropriety, misconduct or malpractice concerning the Group. In this regard, the Company has adopted the whistleblowing policy (the “**Whistleblowing Policy**”) on 24 January 2014 and further updated on 30 June 2022. The procedures aim to provide reporting channels and guidance on reporting possible improprieties. The Board delegated the authority to the Audit Committee, which is responsible for ensuring that proper arrangements are in place for fair and independent investigation of any matters raised and appropriate follow-up actions are taken.

The Whistleblowing Policy and the whistleblowing report form are posted on the website of the Company.

ANTI-FRAUD & ANTI-BRIBERY POLICY

In its business dealings, the Group does not tolerate any form of bribery, whether direct or indirect, by, or of, its Directors, officers, employees, agents or consultants or any persons or companies acting for it or on its behalf. The Company adopted an anti-fraud & anti-bribery policy (the “**Anti-Fraud Policy**”) on 30 June 2022, which outlines the Group’s zero-tolerance stance against bribery and corruption, assists employees in recognising circumstance which may lead to or give the appearance of being involved in corruption or unethical business conduct, so as to avoid such conduct which is clearly prohibited, and to promptly seek guidance where necessary.

The Anti-Fraud Policy is posted on the website of the Company.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“**Model Code**”) of the Listing Rules as a code of conduct of the Company for Directors’ securities transactions.

Having made specific enquiry of all Directors, the Directors have complied with the required standard set out in the Model Code and the Company’s code of conduct regarding Directors’ securities transactions throughout the year ended 31 December 2023.

Employees who are likely to possess inside information in relation to the Company or its shares are required to prohibit from dealing in shares of the Company during the black-out period.

企業管治報告(續)

舉報政策

為達致與維持開放、廉潔及問責度之高標準，本公司預期並鼓勵本集團僱員以及與本集團進行交易之人士(如客戶、供應商、顧問及代理人)，向本公司匯報任何有關本集團之可疑違規事項、不當或失當行為。就此，本公司已於二零一四年一月二十四日採納舉報政策(「**舉報政策**」)，並於二零二二年六月三十日進一步更新。有關程序旨在就匯報可能屬不當行為提供匯報渠道與指引。董事會授權予審核委員會，而審核委員會負責確保就提出之任何事項進行公平獨立之調查作出適當安排，並採取適當之後續行動。

舉報政策及舉報報告表格登載於本公司網站內。

反欺詐及反賄賂政策

本集團在其所有業務交易中絕不容忍其董事、行政人員、僱員、代理或顧問或為其行事或為其代表之任何人士或公司，直接或間接地作出任何形式之賄賂。本公司已於二零二二年六月三十日採納反欺詐及反賄賂政策(「**反欺詐政策**」)，概述本集團對賄賂及貪污行為採取絕不容忍之態度，此有助僱員識別可能導致或可能被牽涉入賄賂及不道德商業行為之情況，從而避免作出該等屬明確禁止之行為，並於有需要時迅速尋求指引。

反欺詐政策登載於本公司網站內。

進行證券交易的標準守則

本公司已就董事進行證券交易而採納上市規則中上市發行人董事進行證券交易的標準守則(「**標準守則**」)作為其本身的行為守則。

在向所有董事作出特定查詢後，所有董事於截至二零二三年十二月三十一日止年度內已遵守標準守則及本公司有關董事進行證券交易的行為守則所規定的標準。

任何可能管有關於本公司或其股份的內幕消息的僱員，均不得於禁售期內買賣本公司股份。

CORPORATE GOVERNANCE REPORT

(continued)

企業管治報告(續)

AUDITORS' REMUNERATION

During the year, the remuneration paid/payable to the Company's auditors, Ernst & Young ("EY")⁽¹⁾ and PricewaterhouseCoopers ("PwC")⁽²⁾, is set out as follows:

核數師酬金

年內已支付／應付予本公司核數師安永會計師事務所(「安永」)⁽¹⁾及羅兵咸永道會計師事務所(「羅兵咸永道」)⁽²⁾的酬金載列如下：

Services rendered	所提供服務	HK\$/000 千港元
Audit services (PwC)	審計服務(羅兵咸永道)	1,933
Non-statutory audit services: – Interim review (EY)	非法定審計服務： – 中期審閱(安永)	1,385

⁽¹⁾ Resigned as the auditor of the Company with effect from 10 November 2023.

⁽²⁾ Appointed as the auditor of the Company with effect from 10 November 2023.

⁽¹⁾ 自二零二三年十一月十日起辭任本公司之核數師。

⁽²⁾ 自二零二三年十一月十日起獲委任為本公司之核數師。

The remuneration paid/payable to the other external auditors for the annual audit services for two of the Group's subsidiaries during the year was HK\$178,000.

於年內，為本集團其中兩家附屬公司進行年度審計服務而已支付／應付其他外部核數師的酬金為178,000港元。

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

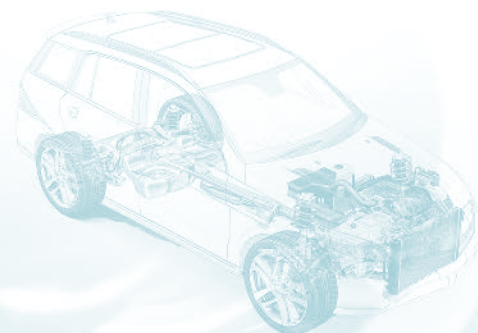
The Directors acknowledge their responsibility for preparing financial statements of the Group which give a true and fair view of the state of affairs of the Group on a going concern basis and in presenting the annual and interim reports and other financial disclosures required under the Listing Rules, the Directors aim to present a balanced, clear and understandable assessment of the Group's position and prospects.

董事於財務報表的責任

董事承認他們有責任編製本集團財務報表，以持續經營基準真實及公平地呈列本集團的事務。另於呈列年度報告及中期報告及上市規則所要求的其他財務披露時，董事須致力平衡、清晰及明白地評估本集團的狀況及前景。

The statement of the auditor of the Company, PwC, about its reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report on pages 119 to 128 of this annual report.

本公司的核數師羅兵咸永道已在本年報第119頁至第128頁的獨立核數師報告書中就彼於本集團綜合財務報表的申報責任作出聲明。



CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

COMMUNICATION WITH SHAREHOLDERS

To foster effective communications with the shareholders, the Company provides extensive information in its annual and interim reports and announcements. All shareholders' communications are also available on the Company's website at www.bwi-intl.com.hk.

與股東的溝通

為促進與股東之間的有效溝通，本公司於年報、中期報告及公告上提供全面資料。所有股東通訊資料均可於本公司網站索閱，網址為 www.bwi-intl.com.hk。

(a) Shareholders' Communication Policy

On 27 January 2014, the Board adopted a shareholders' communication policy (the "**Shareholders' Communication Policy**") reflecting the current practices of the Company for communication with its shareholders. It will be reviewed on an annual basis. Such policy aims at ensuring the shareholders of the Company are provided with ready, equal and timely access to balanced and understandable information about the Company, in order to enable shareholders to exercise their rights in an informed manner, and to allow shareholders to engage actively with the Company. During the year, the Board has reviewed the Shareholders' Communication Policy and continued its effectiveness.

(a) 股東通訊政策

於二零一四年一月二十七日，董事會採納一項反映本公司現時與股東通訊之常規的股東通訊政策(「**股東通訊政策**」)。該政策將每年進行檢討。該政策旨在確保本公司股東均可適時取得全面、相同及容易理解的本公司資料，一方面使股東可在知情情況下行使其權力，另一方面也讓股東可與本公司積極交流。年內，董事會已審閱股東通訊政策及確認其有效性。

(b) General meeting

The annual general meeting of the Company provides a useful forum for shareholders to exchange views with the Board. All Directors will make an effort to attend. External auditor is also available at the annual general meeting to address shareholders' queries. In case of any general meeting to approve a connected transaction or any other transaction that is subject to independent shareholders' approval, members of the independent Board committee will also make an effort to attend to address shareholders' queries.

(b) 股東大會

本公司的股東週年大會為股東提供與董事會交流意見的有用平台。全體董事均會盡可能抽空出席，外聘核數師亦出席股東週年大會回答股東的提問。在任何批准關連交易或任何其他須經獨立股東批准之交易的股東大會上，獨立董事委員會成員亦會盡可能抽空出席回答股東的提問。

During the year, the annual general meeting was held on 25 May 2023 (the "**2023 AGM**").

年內，本公司之股東週年大會於二零二三年五月二十五日舉行(「**二零二三年股東週年大會**」)。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

COMMUNICATION WITH SHAREHOLDERS (continued)

與股東的溝通(續)

(b) General meeting (continued)

The auditor of the Company, EY⁽¹⁾, attended the 2023 AGM. Details of the Directors' attendances at the general meetings held during the year are as follows:

(b) 股東大會(續)

本公司的核數師安永⁽¹⁾出席了二零二三年股東週年大會。董事於本公司年內舉行的股東大會的出席記錄如下：

Directors	董事	2023 AGM 二零二三年 股東週年大會
<i>Executive Directors</i>	<i>執行董事</i>	
Dong Xiaojie (Chairman)	東小杰(主席)	✓
Chang Ket Leong ⁽²⁾	鄭潔亮 ⁽²⁾	N/A 不適用
Zheng Jianwei ⁽³⁾	鄭建偉 ⁽³⁾	N/A 不適用
Chen Zhouping ⁽⁴⁾	陳舟平 ⁽⁴⁾	✓
<i>Non-executive Director</i>	<i>非執行董事</i>	
Li Zhi ⁽⁵⁾	李志 ⁽⁵⁾	✓
<i>Independent Non-executive Directors</i>	<i>獨立非執行董事</i>	
Tam King Ching, Kenny	譚競正	✓
Chan Pat Lam	陳柏林	✓
Wong Foreky ⁽⁶⁾	黃科傑 ⁽⁶⁾	N/A 不適用
Yip Kin Man, Raymond ⁽⁷⁾	葉健民 ⁽⁷⁾	✓

- (1) Resigned as the auditor of the Company with effect from 10 November 2023.
 (2) Appointed on 28 July 2023.
 (3) Appointed on 2 August 2023.
 (4) Resigned as Director with effect from 13 July 2023.
 (5) Resigned as Director with effect from 2 August 2023.
 (6) Appointed on 18 March 2024.
 (7) Resigned as Director with effect from 10 February 2024.

- (1) 自二零二三年十一月十日起辭任本公司之核數師。
 (2) 於二零二三年七月二十八日獲委任。
 (3) 於二零二三年八月二日獲委任。
 (4) 自二零二三年七月十三日起辭任董事。
 (5) 自二零二三年八月二日起辭任董事。
 (6) 於二零二四年三月十八日獲委任。
 (7) 自二零二四年二月十日起辭任董事。

During the year, all notice(s) of general meeting(s) despatched by the Company to its shareholders for meeting(s) held were sent for annual general meeting at least 21 clear days before the meeting and for all extraordinary general meeting(s) at least 14 clear days before the meeting(s). Separate resolutions were proposed at general meetings on each substantially separate issue, including the election of individual Directors, and all resolutions put to the vote of a general meeting were taken by way of a poll. At the general meeting, the chairman of the meeting explained the procedures for conducting a poll and answered questions from shareholders on voting by poll, if any. The results of the poll were published on the websites of the Stock Exchange and the Company respectively.

年內，本公司就召開的股東大會，如屬股東週年大會，已於大會舉行前至少足二十一整天向股東發送通知，而就所有股東特別大會而言，則已在大會舉行前至少足十四整天發送通知。本公司就股東大會上每項實際獨立的事宜提出個別的決議案，包括個別董事的提名，而股東特別大會上提呈的所有議案均以投票方式表決。於股東大會上，大會主席已解釋以投票方式進行表決的程序，並回答股東有關以投票方式表決的提問(如有的話)。投票結果分別刊登於聯交所及本公司網站內。



CORPORATE GOVERNANCE REPORT

(continued)

COMMUNICATION WITH SHAREHOLDERS

(continued)

(c) Dividend Policy

The Company adopted a dividend policy (the “**Dividend Policy**”) on 11 December 2018 which set out the principles and guidelines in relation to the declaration, payment or distribution of its net profits as dividends to the shareholders of the Company.

The Company does not have any pre-determined dividend payout ratio. In respect of recommendation or declaration of any dividend, the Board should ensure that the Company can maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its shareholder value on an ongoing basis.

The Board shall also take into account the following factors of the Company and its subsidiaries when considering the declaration and payment of dividends:

- financial results;
- cash flow situation;
- business conditions and strategies;
- future operations and earnings;
- capital requirements and expenditure plans;
- interests of shareholders;
- any restrictions on payment of dividends; and
- any other factors that the Board may consider relevant.

Save for the factors as set out in the Dividend Policy, the Board must also comply with the Articles and all applicable laws and regulations before declaration and distribution of any dividends to the shareholders of the Company at its discretion.

企業管治報告(續)

與股東的溝通(續)

(c) 股息政策

本公司於二零一八年十二月十一日採納股息政策(「**股息政策**」)，當中列載本公司就宣派、派付或分發其純利予本公司股東作為股息時擬應用的原則及指引。

本公司沒有預設的派息比率。在建議或宣派任何股息時，董事會需確保本公司維持足夠現金儲備，以應付其資金需求、未來可持續增長以及其股東價值。

董事會在考慮宣派股息時，應同時考慮有關本公司及其附屬公司的下列因素：

- 財務業績；
- 現金流狀況；
- 業務狀況及策略；
- 未來營運及收入；
- 資金需求及支出計劃；
- 股東的利益；
- 任何派付股息的限制；及
- 董事會可能視為相關的任何其他因素。

除股息政策載列的各個因素，董事會亦須根據細則及所有適用法律及規則，才可酌情宣派及分發任何股息予本公司股東。

CORPORATE GOVERNANCE REPORT

(continued)

SHAREHOLDERS' RIGHTS

(a) Convene an extraordinary general meeting and put forward proposals at shareholders' meetings

There are no provisions under the Companies Act (as revised) of the Cayman Islands allowing shareholders to propose new resolutions at general meetings.

However, pursuant to the Articles, any one or more member(s) holding at the date of deposit of the requisition not less than one-tenth of the voting rights, on a one vote per share basis, of the Company at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may convene a physical meeting, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

(b) Shareholders' enquiries

Specific enquiries or suggestions by shareholders can be sent in writing to the Board or the Company Secretary at our principal office in Hong Kong or by email to our Company. In addition, shareholders can contact Tricor Investor Services Limited, the share registrar of the Company, if they have any enquiries about their shareholdings and entitlement to dividend. Relevant contact details are set out on page 3 of this annual report.

CONSTITUTIONAL DOCUMENTS

There is no change in the Company's constitutional documents during the year.

企業管治報告(續)

股東權利

(a) 召開股東特別大會及在股東大會提出建議

開曼群島公司法(經修訂)並無條文批准股東於股東大會上提呈新決議案。

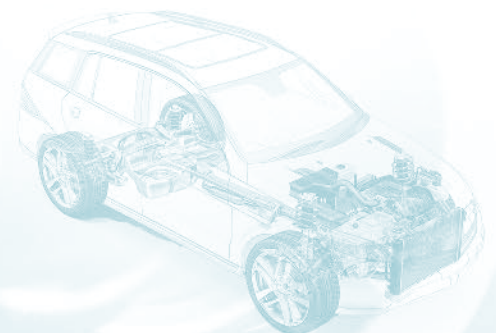
然而，根據細則，於提請之日持有不低於十分之一的有權在本公司股東大會上按每股一票的基準表決的投票權，任何一或多名股東在任何時候均有權藉向董事會或本公司秘書提交書面請求，提請董事會就該請求所載明的任何事務的處理召開特別股東大會。該會議應於該請求提交之後兩(2)個月之內召開。如果董事會未能在有關請求提交之後二十一(21)天之內召開會議，則提請人本人可以召集一個現場會議，及提請人由於董事會未召集會議而引致的所有合理開支應由本公司償付予提請人。

(b) 股東查詢

倘股東有特別查詢或建議，可致函本公司之香港主要辦事處予董事會或公司秘書或電郵至本公司。此外，股東如有任何有關其股份及股息之查詢，可以聯絡本公司的股份過戶登記處卓佳證券登記有限公司，有關聯絡詳情載於本年報第3頁。

組織章程文件

本公司的組織章程文件於年內並無變動。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THE REPORT

BeijingWest Industries International Limited and its subsidiaries (collectively the “Group” or “We”) are pleased to present our environmental, social and governance report (the “ESG Report”). The ESG Report summarises the efforts and achievements made by the Group in corporate social responsibility and sustainable development. As for the information on corporate governance, please refer to the corporate governance report on pages 62 to 97 of this annual report.

Scope of the Report

The ESG Report covers the business segment of the Group, namely, manufacturing and sales of auto parts, focusing on the operation of the production facilities in the Czech Republic, Poland, and the United Kingdom as well as the technical centre in Poland. The reporting boundary is set with the considerations of the scale of operations of production facilities and technical centre and the significance of their environmental and social impacts. Our sustainability approach and performance in the environmental and social aspects of our business for the reporting period from 1 January 2023 to 31 December 2023 (the “Year”) are presented in the ESG Report. The Group continues to strengthen information collection in order to enhance the performance in environmental domains and to disclose relative information on sustainable development.

Reporting Standard

The ESG Report has been prepared in accordance with the “Environmental, Social and Governance Reporting Guide” set out in Appendix C2 of the Listing Rules. The ESG Report has complied with all mandatory disclosure requirements and “comply or explain” provisions.

Reporting Principles

Materiality

Material issues are identified and prioritised according to a materiality assessment conducted through stakeholder engagement. The key issues shall be utilised as reference for determining goals, developing various strategies and compiling the ESG Report. Relevant methodologies shall be disclosed in “About the Group” section below.

關於本報告

京西重工國際有限公司及其附屬公司(統稱「本集團」或「我們」)欣然發表我們的環境、社會及管治報告。本環境、社會及管治報告概述本集團於企業社會責任及可持續發展方面所作出之努力及所取得之成就。有關企業管治之資料，請參閱本年報第62頁至97頁之企業管治報告。

報告範圍

本環境、社會及管治報告涵蓋本集團之業務分部，即製造及銷售汽車零部件，重點關注位於捷克共和國、波蘭和英國之生產設施及波蘭技術中心之營運。報告範圍乃經考慮生產設施及技術中心之營運規模及其對環境及社會之重要影響而訂立。本環境、社會及管治報告呈列由二零二三年一月一日至二零二三年十二月三十一日報告期間(「本年度」)有關我們的業務在環境及社會方面之可持續發展方針及績效。本集團繼續加強收集資料之力度，以提升於環境領域之績效表現及披露有關可持續發展之資料。

報告準則

本環境、社會及管治報告乃根據上市規則附錄C2所載列之《環境、社會及管治報告指引》編製。本報告已遵守所有強制披露規定及「不遵守就解釋」條文。

報告原則

重要性

識別重要議題和其優先次序是依照通過持份者參與進行的重要性評估所得出。關鍵議題將作為確定目標、制定各種策略及編寫環境、社會及管治報告的參考。有關方法將於下文「關於本集團」一節中披露。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

ABOUT THE REPORT (continued)

Reporting Principles (continued)

Quantitative

The Group's ESG performance shall be reflected by the disclosure of environmental and social key performance indicators ("KPIs"). Particular standards, methodologies, assumptions and references adopted shall be presented in respective sections in the ESG Report.

Consistency

The methodologies of KPI calculations shall be kept consistent as far as practicable. Any changes made would be presented and explained in detail in respective sections in the ESG Report.

Feedback

We welcome your feedback and your opinions will be highly valued. Should you have any advice or suggestions on the ESG report, please contact us at info@bwi-intl.com.hk.

ABOUT THE GROUP

The Group principally engages in the manufacture and sale of automotive parts and components, trading of automotive parts and components and the provision of technical services. The Group's automotive suspension products are mainly for premium passenger vehicles, which are manufactured by our plants in Europe. Through developing and maintaining a strong relationship with the major customers, the Group well understands the technical requirements of the customers and has expertise in the manufacturing process for premium passenger vehicles.

Being a responsible enterprise with businesses in different countries, the Group and its employees are subject to the laws and regulations of the countries where it operates, as well as the requirements and standards of the industry.

環境、社會及管治報告(續)

關於本報告(續)

報告原則(續)

量化

本集團的環境、社會及管治表現將透過披露環境及社會關鍵績效指標來反映。採用的具體標準、方法、假設及參考將於環境、社會及管治報告的相關章節中呈列。

一致性

關鍵績效指標之計算方法在切實可行之情況下須保持一致。任何變動均會於環境、社會及管治報告的相關章節中呈列及詳細說明。

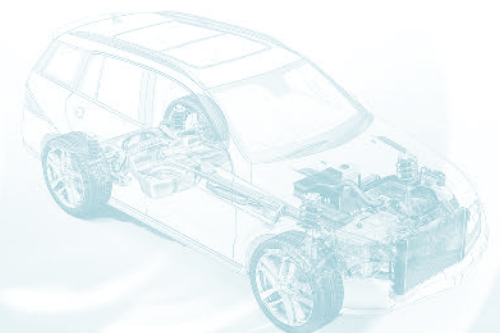
回饋

我們非常重視閣下的回饋及閣下的意見。如閣下對本環境、社會及管治報告有任何意見或建議，請以info@bwi-intl.com.hk聯絡我們。

關於本集團

本集團主要從事生產及銷售汽車零部件及元件、買賣汽車零部件及元件，以及提供技術服務之業務。本集團之汽車懸架產品主要應用於高檔乘用車，而該等乘用車由我們位於歐洲之廠房製造。本集團透過與主要客戶建立及維持深厚關係，透徹了解客戶之技術要求，亦精於高檔乘用車之製造過程。

作為一家業務遍及不同國家的負責任企業，本集團及其僱員須遵守業務所在國家之法律及法規，以及行業之規定及標準。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

ABOUT THE GROUP (continued)

Board Statement

The Group considers that excellent ESG governance strategies or initiatives are inextricably linked with the stable enhancement of investment values, facilitating the sustainability of long-term returns to shareholders. The Board acknowledges the responsibility of sustaining the ESG governance structure and it is responsible for overseeing the Group's execution of ESG-related matters, including evaluating ESG risks. The Board reviews, assesses and monitors how ESG strategies cooperate among business divisions. The Board shall continue to review, discuss and seek improvements for better compilation of the ESG Report.

The Board is responsible for concerning and executing the stakeholder engagement to assemble views from various perspectives through questionnaires for a comprehensive materiality assessment. To facilitate independence, we have invited third-party ESG professionals to help analyse, evaluate and prioritise the significant ESG issues of the Group's business. The Board also provides several stakeholder engagement channels for better communication. The Board keeps track of emerging market trends and closely follows the latest international trends relating to ESG-related issues which may potentially impact the business operations of the Group. Accordingly, the Board shall make timely adjustments to business operations, and monitor and review the compliance status of ESG-related laws and regulations enacted by external governing/regulatory parties.

The ESG achievements are presented to our stakeholders annually through the ESG Report. The Board shall consider all opinions received and keep seeking improvement in ESG strategies to achieve our ultimate sustainable goals.

環境、社會及管治報告(續)

關於本集團(續)

董事會聲明

本集團認為，優秀的環境、社會及管治策略或措施與穩步提升投資價值密不可分，有利為股東帶來可持續的長期回報。董事會知悉維持環境、社會及管治架構的責任，並負責監督本集團執行環境、社會及管治的相關事宜，包括評估環境、社會及管治風險。董事會已審查、評估及監控環境、社會及管治策略在各業務部門之間的協作情況。董事會將繼續審查、討論及尋求改進，以便更好地編製環境、社會及管治報告。

董事會有責任關注及執行持份者的參與，透過問卷從不同角度收集意見，以進行全面的重要性評估。為了促進獨立性，我們已邀請第三方環境、社會及管治專業人員協助分析、評估及確定本集團業務的重大環境、社會及管治議題的優先順序。董事會亦提供多個持份者參與渠道，以便更好地溝通。董事會追蹤新興市場趨勢，並密切留意與可能影響本集團業務營運的環境、社會及管治相關議題的最新國際趨勢。董事會將按市場趨勢及時調整業務營運，並監督及審查外部治理／監管方制定的環境、社會及管治相關法律及法規的合規情況。

環境、社會及管治成就每年透過環境、社會及管治報告向我們的持份者呈列。董事會將考慮所有收集到的意見，並不斷尋求改進環境、社會及管治策略，以實現我們最終的可持續目標。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

ABOUT THE GROUP (continued)

Stakeholder Engagement

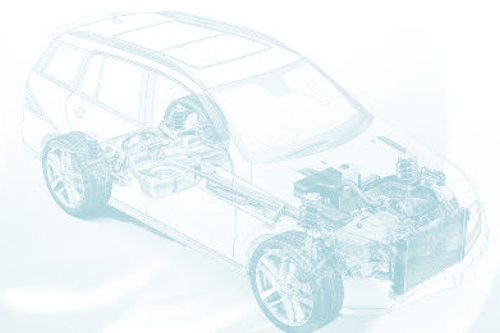
During the preparation of the ESG report for the Year, the Group engaged an independent third-party consultant to assist in gathering opinions from its internal key stakeholders on ESG issues. The opinions received enabled us to improve our internal management while enhancing the quality of the ESG Report. Therefore, the Group attaches great importance to stakeholders' opinions and takes their opinions as the basis for its formulation and implementation of short-term and long-term sustainability strategies. Through a wide range of channels, we strive to communicate with stakeholders and understand their requirements and expectations so as to further improve our ESG performance.

關於本集團(續)

持份者參與

於編製本年度環境、社會及管治報告期間，本集團聘用獨立第三方顧問協助我們收集其內部主要持份者對環境、社會及管治議題的意見。收集到的意見讓我們提升內部管理並同時加強環境、社會及管治報告的質素。因此，本集團非常重視持份者的意見及以彼等的意見作為制定及落實短期及長期可持續策略的基礎。透過廣泛的渠道，我們致力與持份者溝通並了解彼等的要求及期望，以及進一步提升我們的環境、社會及管治表現。

Stakeholders 持份者	Requirements and Expectations 要求及期望	Means of Communication and Response 溝通及回應途徑
Governments and Regulators 政府及監管機構	<ul style="list-style-type: none"> Compliance with national policies, laws and regulations 遵守國家政策、法律及法規 Drive local employment 推動當地就業 Tax payment in full and on time 全數及準時繳稅 Ensure production safety 確保生產安全 	<ul style="list-style-type: none"> Regular information reporting 定期報告資訊 Dedicated reports 專責報告 Examinations and inspections 檢查及視察 Safety Metrics 安全指標
Shareholders 股東	<ul style="list-style-type: none"> Returns 回報 Compliant operations 遵守營運規定 Company value enhancement 提高公司價值 Transparency and effective communication 資訊透明度及有效溝通 	<ul style="list-style-type: none"> Stakeholder conferences 持份者會議 Announcements 公告 Email, telephone communication and company website 電郵、電話溝通及公司網站 Dedicated reports 專責報告



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

ABOUT THE GROUP (continued)

關於本集團(續)

Stakeholder Engagement (continued)

持份者參與(續)

Stakeholders 持份者	Requirements and Expectations 要求及期望	Means of Communication and Response 溝通及回應途徑
Partners 合作夥伴	<ul style="list-style-type: none"> Operation with integrity 誠信經營 Equal Rivalry 公平競爭 Performance of contracts 履行合約 Mutual benefits and win-win result 互惠互利及雙贏結果 	<ul style="list-style-type: none"> Discussion and exchange of opinions 討論及交流意見 Review and appraisal meetings 檢討及評核會議 Engagement and cooperation 投入及合作
Customers 客戶	<ul style="list-style-type: none"> Outstanding products and services 優秀產品及服務 Health and safety 健康及安全 Performance of contracts 履行合約 Operation with integrity 誠信經營 	<ul style="list-style-type: none"> Customer communication meetings 與客戶溝通會面 Customer service center and hotlines 客戶服務中心及熱線 Customer satisfaction survey 客戶滿意度調查 Social media 社交媒體 Collection of feedback 收集回饋
Environment 環境	<ul style="list-style-type: none"> Energy saving and emission reduction 節能及減排 Compliance with emission regulations 遵守排放規定 Ecosystem protection 保護生態系統 	<ul style="list-style-type: none"> Communication with local environmental departments 與當地環保部門溝通 Reporting (e.g. ESG Reporting) 報告(如環境、社會及管治報告) Investigations and inspections 調查及視察

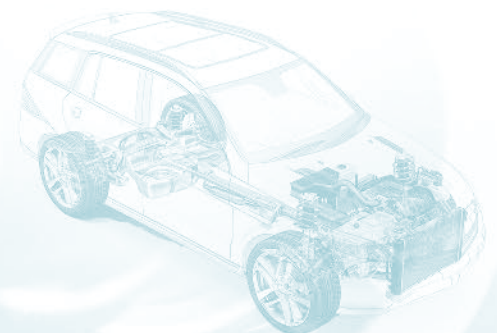
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

ABOUT THE GROUP (continued) Stakeholder Engagement (continued)

關於本集團(續) 持份者參與(續)

Stakeholders 持份者	Requirements and Expectations 要求及期望	Means of Communication and Response 溝通及回應途徑
Industry 行業	<ul style="list-style-type: none"> Establishment of industry standards 建立行業標準 Drive industry development 推動行業發展 Enhancement of industry development 改良行業發展 	<ul style="list-style-type: none"> Participation in industry forums 參與行業論壇
Employees 僱員	<ul style="list-style-type: none"> Protection of rights 保障權利 Occupational health and safety 職業健康及安全 Remunerations and benefits 薪酬及福利 Career development 事業發展 Humanity cares 人文關懷 	<ul style="list-style-type: none"> House journal and intranet 內部日誌及內聯網 Meetings with employees 與僱員會面 Employee mailbox 僱員郵箱 Training and workshops 培訓及工作坊
Community and the Public 社區及公眾	<ul style="list-style-type: none"> Enhancement of community environment 改善社區環境 Participation in charity 參與慈善活動 Transparency 透明度 	<ul style="list-style-type: none"> Company website 公司網站 Announcements 公告 Social media 社交媒體



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

ABOUT THE GROUP (continued)

Materiality Assessment

The materiality assessment was conducted by scoring the material issues based on internal stakeholder surveys. With the aid of third party professionals, we also gathered the material issues for the industry addressed by two well-known external authorities¹. We further merged those material issues and finalised the representative material issues as shown below:

關於本集團(續)

重要性評估

重要性評估是透過根據內部持份者調查對重大議題評分來進行。在第三方專業人士的協助下，我們亦收集了兩個知名外部權威機構¹提出的行業重大議題¹。我們進一步合併該等重大議題，並最終確定下列具代表性的重大議題：

Aspects 層面	Material Issues 重大議題	Corresponding Sections 相應章節
Environmental 環境	<ul style="list-style-type: none"> Energy Management 能源管理 Waste Management 廢棄物管理 	<ul style="list-style-type: none"> Excellence in Environment 於環保方面的卓越表現 <ul style="list-style-type: none"> ➢ Reducing energy consumption 降低能源消耗 Excellence in Environment 於環保方面的卓越表現 <ul style="list-style-type: none"> ➢ Sorting of waste 廢棄物分類 ➢ Utilizing packaging materials 使用包裝材料
Employment and Labour Practices 僱傭及勞工常規	<ul style="list-style-type: none"> Occupational Health and Safety 職業健康與安全 Labour Management 勞工管理 	<ul style="list-style-type: none"> Excellence in Our Workplace 於工作環境方面的卓越表現 <ul style="list-style-type: none"> ➢ Health and Safety 健康與安全 Excellence in Our Workplace 於工作環境方面的卓越表現 <ul style="list-style-type: none"> ➢ Employment and Welfare 僱傭及福利 ➢ Development and training 發展及培訓

¹ The materiality assessment refers to the ESG industry materiality map provided by Morgan Stanley Capital International (MSCI) and the materiality map provided by the Sustainability Accounting Standards Board (SASB).

¹ 重要性評估分別參考由摩根士丹利資本國際公司(MSCI)提供的ESG行業重要性圖譜及永續會計準則委員會(SASB)提供的重要性圖譜。

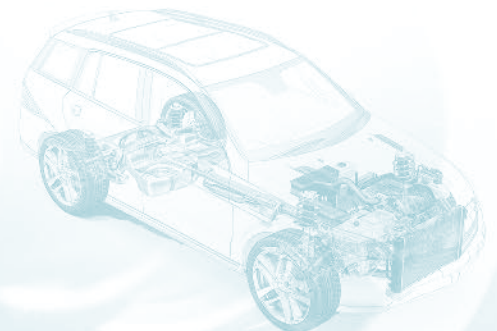
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

ABOUT THE GROUP (continued) Materiality Assessment (continued)

關於本集團(續) 重要性評估(續)

Aspects 層面	Material Issues 重大議題	Corresponding Sections 相應章節
Operating Practices 營運常規	<ul style="list-style-type: none"> • Product Quality & Safety 產品質量與安全 • Materials and development 材料及發展 • Research and Development 研究與開發 • Anti-corruption 反貪污 	<ul style="list-style-type: none"> • Excellence in The Marketplace 於市場方面的卓越表現 <ul style="list-style-type: none"> ➢ Product Quality 產品質量 • Excellence in The Marketplace 於市場方面的卓越表現 <ul style="list-style-type: none"> ➢ Fair Treatment of Suppliers 公平對待供應商 ➢ Product Quality 產品質量 • Excellence in The Marketplace 於市場方面的卓越表現 <ul style="list-style-type: none"> ➢ Product Quality 產品質量 • Excellence in Our Business 於業務方面的卓越表現 <ul style="list-style-type: none"> ➢ Promoting Integrity 倡尊誠信



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

EXCELLENCE IN ENVIRONMENT

Environmental Principles

The role of a responsible corporate citizen is largely defined by the Group's commitment to protecting natural resources and the global environment. The Group strictly abides by the local laws and regulations where it operates regarding environmental protection, including the Act on Integrated Pollution Prevention and Control of the Czech Republic, the Environmental Protection Law of Poland and the Environmental Protection Act 1990 of the UK. The daily operation of the Group is governed by environmental principles. To ensure the Group's sustainable growth and prosperity while protecting the environment, it keeps on reducing solid waste and air pollution, conserving resources and recycling materials by harnessing technologies.

Our commitment goes beyond compliance with laws and encompasses the integration of sound environmental practices in our business decisions. Necessary permits were obtained under applicable environmental protection laws for the operation of production facilities in the Czech Republic, Poland and the UK, such as environmental permits in the areas of air emissions, water discharge and waste disposal.

To further urge the Group forward for environmental sustainability, the Group has declared several environment-related targets and goals in its Sustainability Policy, governing the direction of the Group's development towards a more environmentally sustainable future. The targets revolve around four main aspects, including greenhouse gas emissions, energy and water resource consumption, as well as waste production, mainly focusing on and aiming to use sustainable energy and materials, generating less waste, operating more efficiently and preserving the environment. The Group constantly looks for alternative materials, processes, and disposal techniques to reduce the strain on the environment during the development, manufacturing and disposal of products.

於環保方面的卓越表現

環保原則

本集團致力保護天然資源及地球環境，體現其負責任的企業公民角色。本集團嚴格遵守業務所在地有關環境保護的當地法律及法規，包括捷克共和國的《綜合污染防治法》、波蘭的《環境保護法》及英國的《一九九零年環境保護法》。本集團的日常營運受到環保原則規範。為確保本集團持續蓬勃發展並同時保護環境，其繼續運用科技以減少固體廢棄物及空氣污染、節約資源及回收原材料。

我們不僅承諾遵守法律，更在我們的業務決策中融入健全的環保常規。就位於捷克共和國、波蘭及英國之生產設施的營運而言，我們已取得適用環保法律規定的必要許可證，例如於空氣排放物、廢水排放及廢棄物處理等範疇之環境許可證。

為進一步推動本集團實現環境可持續性，本集團在其可持續發展政策中宣佈了若干與環境相關的目標及目的，指導本集團朝着更具環境可持續性的未來發展。該等目標圍繞四個主要方面，包括溫室氣體排放量、能源及水資源消耗以及廢棄物產生，主要集中並旨在使用可持續能源及材料、減少廢棄物產生、更有效地營運及保育環境。本集團不斷尋找替代材料、程序及處置方法，在產品開發、製造及處置過程中減少對環境產生的壓力。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

EXCELLENCE IN ENVIRONMENT (continued)

Environmental Principles (continued)

For example, the production facility in the Czech Republic aimed to keep updating any environmental impacts, risks and opportunities during the production of automotive shock absorbers and chassis modules produced and is committed to actively protecting the environment primarily against the discharge of pollutants into the surrounding environment.

The environmental management system was put into practice to identify risk elements in corporate operations. Environmental specialists on-site should perform the identification and evaluation of the environmental factors in order to manage environmental risks and reduce environmental impact. Environmental management system procedure has been developed with clear responsibilities of managerial staff from various departments. Our dedication to implementing the environmental management system can be reflected by the certifications of ISO 14001:2015 Environmental Management System Standard obtained by the production facilities in the Czech Republic, Poland and the UK.

The Group endeavours to make contributions to the sustainability of our businesses and believes that sustainability should be firstly reinforced by employees, as employees are essential to the Group's overall success. To raise employees' awareness of environmental protection, the Group educates, trains and motivates them to carry out tasks in an environmentally responsible manner. During the Year, numerous environmental training sessions were held in the production facilities in the Czech Republic, Poland, and the UK, as well as the technical centre in Poland to raise the employees' awareness for prevention of environmental pollution and segregation of waste. Such environmental training courses covered environmental policy, dangerous goods handling, waste segregation and environmental targets of the year. Looking forward, we will conduct an ongoing assessment of the impact of our production facilities and products on the environment and the communities, in an effort to achieve the goal of continual improvement.

環境、社會及管治報告(續)

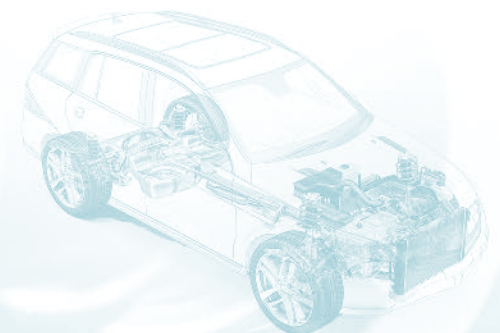
於環保方面的卓越表現(續)

環保原則(續)

例如，位於捷克共和國之生產設施旨在於生產汽車減震器及車底盤模塊時，持續更新任何對環境影響、風險及機遇之事宜，並主要著力於控制污染物排放至週邊環境的情況，積極保護環境。

本集團已執行環境管理系統，旨在識別業務營運中各種風險因素。根據此系統，現場環境專家負責識別及確定各環境因素，以監控環境風險及減輕環境影響。本集團已制定環境管理系統程序，各部門的管理人員有明確職責。我們落實環境管理系統之決心可反映在位於捷克共和國、波蘭及英國之生產設施所取得的ISO 14001:2015環境管理體系認證。

本集團致力為我們業務的可持續性作出貢獻，並相信應首先由僱員鞏固可持續性，因僱員對本集團的整體成功不可或缺。為提升僱員的環保意識，本集團教育、培訓及推動彼等以對環境負責的態度工作。於本年度，位於捷克共和國、波蘭及英國之生產設施以及波蘭技術中心曾舉辦多次環保培訓課程，旨在提高僱員對預防環境污染及廢棄物分類的意識。該等環保培訓課程包括環保政策、危險物品處理、廢棄物分類及本年度的環境目標。展望將來，我們將繼續評估生產設施及產品對環境及社區產生之影響，努力實現持續改進之目標。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

EXCELLENCE IN ENVIRONMENT (continued)

Minimizing Emissions and Reducing Resource Consumptions

We highly value the importance of sustainability and recognise the importance of the environment to our businesses, therefore it is our mission to strive to protect the environment and uphold the principles of sustainability through a multitude of different actions. By enforcing different measures in aspects like pollution and emission reduction and resource conservation, we try our best in reducing our footprint on the environment and operating sustainably.

(a) *Minimizing air and water pollutants*

Air and water pollution in our business operations are mainly generated from the manufacturing processes of the production facilities in the Czech Republic and Poland. Neither air pollutants nor water pollutants are emitted from the production facility in the UK. Our air emissions and wastewater discharges are monitored on a regular basis to ensure compliance with the relevant emission standards.

環境、社會及管治報告(續)

於環保方面的卓越表現(續)

減少排放物及降低資源消耗

我們極為重視可持續性的重要性，並明白環境對我們業務的重要性。因此，我們的使命為透過眾多不同行動，致力保護環境及維持可持續發展原則。通過在減少污染及排放以及節約資源等方面採取不同措施，我們盡力減少我們的環境足跡並可持續地營運。

(a) *減少空氣及水污染物*

我們的業務營運所產生的空氣及水污染主要來自捷克共和國及波蘭之生產設施的製造過程，而英國之生產設施並無排出空氣污染物或水污染物。我們的空氣排放物及廢水排放受到定期監測，以確保遵守相關排放標準。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

EXCELLENCE IN ENVIRONMENT (continued) Minimizing Emissions and Reducing Resource Consumptions (continued)

於環保方面的卓越表現(續) 減少排放物及降低資源消耗(續)

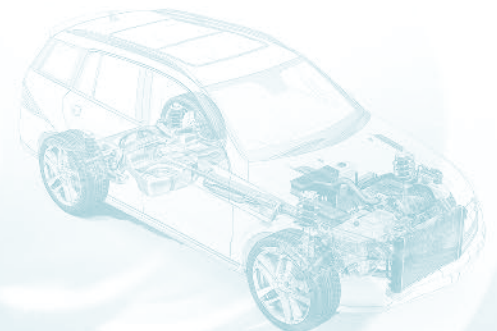
(a) Minimizing air and water pollutants (continued)

The following table shows the Group's performance in relation to air emissions and wastewater discharges in the Year.

(a) 減少空氣及水污染(續)

下表載列本集團於本年度之空氣排放物及廢水排放之表現。

Production Facility	Pollutant	Unit	Emission Amount	Emission Limit of the Standard
生產設施	污染物	單位	排放量	標準規定的排放限值
Czech Republic 捷克共和國	Air Pollutants: (Relevant Standard: Requirements of Integrated Pollution Prevention and Control) 空氣污染物：(相關標準：綜合污染防止及控制規定)			
	Carbon monoxide 一氧化碳	mg/m ³ 毫克/立方米	6.30	50
	Nitrogen dioxide 二氧化氮	mg/m ³ 毫克/立方米	2.35	100
	Total Organic Carbon 有機碳總量	mg/m ³ 毫克/立方米	16.50	20
	Water Pollutants: (Relevant Standard: Requirements of Integrated Pollution Prevention and Control) 水污染物：(相關標準：綜合污染防止及控制規定)			
	Aluminium 鋁	mg/L 毫克/升	0.97 - 3.79	10
	Iron 鐵	mg/L 毫克/升	0.46 - 6.01	20
	Nickel 鎳	mg/L 毫克/升	< 0.02 - 0.08	0.2
	Sulphates 硫酸鹽	mg/L 毫克/升	572 - 1,390	1,600



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

EXCELLENCE IN ENVIRONMENT (continued) Minimizing Emissions and Reducing Resource Consumptions (continued)

於環保方面的卓越表現(續) 減少排放物及降低資源消耗(續)

(a) Minimizing air and water pollutants (continued)

(a) 減少空氣及水污染物(續)

Production Facility	Pollutant	Unit	Emission Amount	Emission Limit of the Standard
生產設施	污染物	單位	排放量	標準規定的排放限值
Poland 波蘭	Air Pollutants: (Relevant Standard: Requirements of Integrated Pollution Prevention and Control) 空氣污染物：(相關標準：綜合污染防止及控制規定)			
	Aliphatic hydrocarbons 脂肪烴	kg/h 千克/小時	0.003005 - 0.00347	0.08000
	Aromatic hydrocarbons 芳香烴	kg/h 千克/小時	0.005679 - 0.00617	0.01013
	Chromium 鉻	kg/h 千克/小時	0.001083 - 0.00264	0.00264
	Nitrogen Oxides 氮氧化合物	kg/h 千克/小時	0.019351 - 0.02786	0.07800
	Particulates 顆粒物	kg/h 千克/小時	0.001083 - 0.00264	0.00264
	Water Pollutants: (Relevant Standard: Integrated Wastewater Discharge Standard) 水污染物：(相關標準：綜合廢水排放標準)			
	Chromium 鉻	mg/L 毫克/升	0.0060 - 0.0690	0.25
	Copper 銅	mg/L 毫克/升	0.0060 - 0.0071	0.25
	Nickel 鎳	mg/L 毫克/升	0.0020 - 0.0091	0.25
	Zinc 鋅	mg/L 毫克/升	0.0480 - 0.0920	1.00

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

EXCELLENCE IN ENVIRONMENT (continued) Minimizing Emissions and Reducing Resource Consumptions (continued)

(a) Minimizing air and water pollutants (continued)

In addition to the emissions from manufacturing processes, air pollutants are also produced from the use of vehicles and stationary combustion equipment. The air pollutants of vehicles and stationary combustion from production facilities in the Czech Republic, Poland and the UK, as well as the technical centre in Poland are as follows:

Air Emissions (Note 1)	空氣排放物(附註1)	2023 二零二三年	2022 二零二二年
Nitrogen oxides (kg)	氮氧化物(千克)	4,442	4,312
Sulphur oxides (kg)	硫氧化物(千克)	46	44
Particulate matter (kg)	懸浮微粒(千克)	41	39

Note:

- Based on the emission factors according to the operating locations of the business, including EMEP/EEA Air Pollutant Emission Inventory Guidebook 2023 issued by the European Environment Agency, 2006 IPCC Guidelines for National Greenhouse Gas Inventories and Greenhouse gas reporting: conversion factors 2023 issued by the Department for Business, Energy and Industrial Strategy of the UK.

The Group has set a reduction target for air emissions, specifically on the vehicles involved in operation processes, such as fork trucks. To achieve the target, the purchasing team shall take into consideration new fuel types which emit fewer pollutants. The Group has also set a reduction target for water pollutant emissions by enhancing the technology of sewage treatment plants. To improve sewage treatment, the production facility has been dedicated to improving the ventilation system and automating the control system of the plants.

環境、社會及管治報告(續)

於環保方面的卓越表現(續) 減少排放物及降低資源消耗(續)

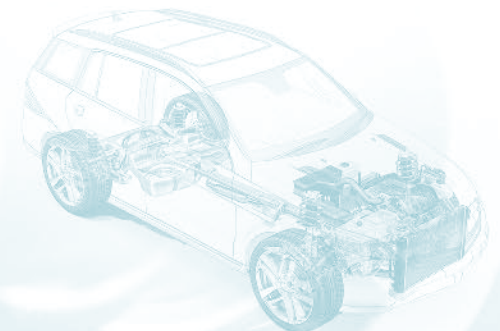
(a) 減少空氣及水污染物(續)

除了來自製造過程的排放物外，使用汽車及固定燃燒設備亦產生空氣污染物。來自捷克共和國、波蘭及英國之生產設施以及波蘭技術中心之汽車及固定燃燒設備的空氣污染物如下：

附註：

- 根據業務經營地點的排放因子計算，包括歐洲環境署發佈之《二零二三年歐洲監測和評估計劃/歐洲經濟區(EMEP/EEA)空氣污染物排放清單指南》、《二零零六年政府間氣候變化專門委員會(IPCC)國家溫室氣體清單》及英國商業、能源及產業策略部發佈之《二零二三年溫室氣體報告指南：轉換因子》。

本集團已設定減少空氣排放物的目標，尤其是涉及操作過程的車輛，例如鏟車。為實現該目標，採購團隊將考慮排放較少污染物的新燃料類型。本集團亦透過提升污水處理廠的技術，設定減少水污染物排放的目標。為改善污水處理，生產設施致力改進通風系統，並實現工廠控制系統的自動化。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

EXCELLENCE IN ENVIRONMENT (continued)

Minimizing Emissions and Reducing Resource Consumptions (continued)

(b) Minimizing greenhouse gas emissions

As a responsible enterprise, the Group understands the importance of contributing to greenhouse gas emissions reduction. The greenhouse gas emissions from the production facilities in the Czech Republic, Poland and the UK, as well as technical centre in Poland are set out in the table below:

於環保方面的卓越表現(續)

減少排放物及降低資源消耗(續)

(b) 減少溫室氣體排放

作為一家負責任的企業，本集團理解為溫室氣體減排作出努力至為重要。位於捷克共和國、波蘭及英國之生產設施以及波蘭技術中心產生的溫室氣體排放量於下表載列：

Greenhouse Gases	溫室氣體	2023 二零二三年	2022 二零二二年
Total greenhouse gas emissions (tonnes CO ₂ e)	溫室氣體排放量總計 (噸二氧化碳當量)	22,060	23,822
Greenhouse gas emissions per production machine (tonnes CO ₂ e/production machine)	每台生產設備之溫室氣體排放量(噸二氧化碳當量/生產設備)	18.54	20.21
Scope 1 – Direct emissions (Note 1) (tonnes CO ₂ e)	範疇一 – 直接排放(附註1) (噸二氧化碳當量)	3,546	3,433
Scope 2 – Energy indirect emissions (Note 2) (tonnes CO ₂ e)	範疇二 – 能源間接排放(附註2)(噸二氧化碳當量)	17,870	20,086
Scope 3 – Other indirect emissions (Note 3) (tonnes CO ₂ e)	範疇三 – 其他間接排放(附註3)(噸二氧化碳當量)	644	303

Notes:

- Based on the emission factors according to the operating locations of the business, including EMEP/EEA Air Pollutant Emission Inventory Guidebook 2023 issued by the European Environment Agency, 2006 IPCC Guidelines for National Greenhouse Gas Inventories and Greenhouse gas reporting: conversion factors 2020 issued by the Department for Business, Energy and Industrial Strategy of the UK.
- Based on the emission factors according to the operating locations of the business, including a) Czech Republic Energy Efficiency Report, b) Electricity Emission Factor of Poland by the National Centre for Emissions Management, c) Intensification of the Biomethanisation Process in Wastewater Treatment Plant by the University of Warmia and Mazury and Water and Sewage Corporation, d) 2021 Water, Wastewater Benchmark – Learning from International Best Practices by European Benchmarking Co-operation, and e) Greenhouse gas reporting: conversion factors 2023 issued by the Department for Business, Energy and Industrial Strategy of the UK.
- Calculated based on the International Civil Aviation Organization Carbon Emissions Calculator.

The Group is dedicated to reducing greenhouse gas emissions at every stage of the cradle-to-gate life cycle of our products. By collaborating with our suppliers and implementing sustainable practices in our operation process, we are making a significant impact in reducing our carbon footprint. We believe that through collective effort and innovative solutions, we can create a more sustainable future. Besides, we have regularly monitored and measured our progress towards our targets, and we continue to disclose our emissions data transparently.

附註：

- 根據業務經營地點的排放因子計算，包括歐洲環境署發佈之《二零二三年歐洲監測和評估計劃/歐洲經濟區空氣污染物排放清單指南》、《二零零六年政府間氣候變化專門委員會國家溫室氣體清單》及英國商業、能源及產業策略部發佈之《二零二零年溫室氣體報告指南：轉換因子》。
- 根據業務經營地點的排放因子計算，包括 a)《捷克共和國能源效率報告》、b)波蘭國家排放管理中心之《波蘭電力排放因子》、c)瓦爾米亞馬祖里大學及供水與污水公司(Water and Sewage Corporation)之《強化污水處理廠生物甲烷化過程》、d)歐洲基準合作組織(European Benchmarking Co-operation)之《二零二一年水及污水基準 – 學習國際最佳常規》及e)英國商業、能源及產業策略部發佈之《二零二三年溫室氣體報告指南：轉換因子》。
- 根據國際民航組織碳排放計算器計算。

本集團致力於在產品從搖籃到閘門的生命週期的每個階段減少溫室氣體排放。透過與供應商合作及在營運過程中實施可持續常規，我們在減少碳足跡方面作出重大影響。我們相信，通過共同努力及創新的解決方案，我們可以創造一個更具可持續性的未來。此外，我們定期監測及計量我們實現目標的進展，並繼續透明地披露我們的排放數據。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

EXCELLENCE IN ENVIRONMENT (continued) Minimizing Emissions and Reducing Resource Consumptions (continued)

於環保方面的卓越表現(續) 減少排放物及降低資源消耗(續)

(c) Reducing energy consumption

The Group recognises that natural resources are scarce and must be well managed and conserved so that they will not be depleted in a near future. Therefore, the Group has put in place various energy-saving initiatives, carried out regular monitoring of energy consumption and annual surveys to look for irregularities and areas of improvement in energy utilisation, and set goals for further reduction of energy consumption. During the Year, energy-saving programmes such as modernization of the central heating system have been introduced in the production facilities in both Poland and the UK, as well as training sessions conducive to boosting employees' energy saving awareness were provided. Besides, the employees also reduce energy consumption through manual control of air-conditioning through heat saving and switch off air-condition and lights when leaving meeting rooms. The energy consumption from the production facilities in the Czech Republic, Poland and the UK, as well as the technical centre in Poland is as follows:

(c) 降低能源消耗

本集團知悉天然資源稀缺，因此必須妥善管理及節約資源，方不會在不久的將來出現資源枯竭。因此，本集團已制定多項節能措施、定期監察能源消耗及進行年度調查，以查察能源利用方面的違規之處及有待改進的範疇，並就進一步降低能源消耗設定目標。於本年度，位於波蘭及英國之生產設施已推出節能計劃(如中央暖氣系統的現代化)，並提供了有助提升僱員節能意識的培訓課程。此外，僱員亦通過手動控制空調保溫及關閉空調以及於離開會議室時關燈以減少能源消耗。捷克共和國、波蘭及英國之生產設施以及波蘭技術中心之能源消耗如下：

Energy Consumption	能源消耗	2023 二零二三年	2022 二零二二年
Total energy consumption (MWh)	能源總耗量(兆瓦時)	50,729	51,140
Energy consumption per production machine (MWh/production machine)	每台生產設備之能源消耗(兆瓦時/生產設備)	42.63	43.38
Non-renewable fuel consumption (Note 1) (MWh)	不可再生燃料消耗(附註1)(兆瓦時)	16,877	16,023
Purchased electricity and heating (Note 2) (MWh)	購買電力及暖氣(附註2)(兆瓦時)	33,852	35,117

Notes:

- Based on the actual fuel consumption for mobile vehicles and stationary combustion sources of the Group. The unit conversions for the consumption from mobile vehicles (litre) were calculated with reference to EMEP/EEA air pollutant emission inventory guidebook 2023 issued by European Environment Agency and Greenhouse gas reporting: conversion factors 2023 issued by the Department for Business, Energy and Industrial Strategy of the UK.
- Based on the actual energy consumption record of the Group.

附註：

- 根據本集團移動車輛及固定燃燒源之實際燃料消耗量計算。移動車輛消耗量之單位換算(升)參考歐洲環境署發佈之《二零二三年歐洲監測和評估計劃/歐洲經濟區空氣污染物排放清單指南》及英國商業、能源及產業策略部發佈之《二零二三年溫室氣體報告指南：轉換因子》計算。
- 根據本集團實際能源消耗記錄計算。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

EXCELLENCE IN ENVIRONMENT (continued)

Minimizing Emissions and Reducing Resource Consumptions (continued)

(c) Reducing energy consumption (continued)

At the beginning of the Year, the production facilities in the Czech Republic, Poland and the UK decided on their energy reduction objectives, focusing on optimizing energy consumption. Several actions have been taken to achieve the goals within the Year. For instance, by utilizing the waste heat from the machine to reduce the temperature of the hall air conditioner by 2°C during the winter which also can meet the CSN EN 12831-1 requirements for thermal comfort in the workplace. Additionally, reduce energy consumption per unit of product through lean production processes and reduce use of the same type of machine. The progress of those objectives is closely monitored with the application of the Plan-Do-Check-Act cycle and energy consumption versus production in units also monitored once a month.

(d) Reducing water consumption

We are dedicated to reducing water consumption in the manufacturing processes of our business operations and have taken various measures to achieve the target. Analysis of water consumption is conducted from time to time for better control of water usage.

Details of water consumption from the production facilities in the Czech Republic, Poland and the UK, as well as the technical centre in Poland are as follows:

於環保方面的卓越表現(續)

減少排放物及降低資源消耗(續)

(c) 降低能源消耗(續)

本年度初，捷克共和國、波蘭及英國的生產設施確定了節能目標，專注優化能源消耗。該等生產設施已採取多項行動，以在本年度實現有關目標。例如，利用機器的廢棄熱量，在冬季將大廳空調溫度降低2°C，其亦能滿足ČSN EN 12831-1對工作場所溫度舒適的要求。此外，通過精益生產過程降低單位產品能源消耗，並減少同類型機器的使用。該等目標的進展透過應用「計劃－執行－檢查－行動」循環得到密切監測，而單位生產能源消耗亦每月監測一次。

(d) 節約用水

我們決心減少於業務營運中製造過程之用水量，並已採取多項措施以實現該目標。我們不時對用水量進行分析，以便更有效控制用水。

位於捷克共和國、波蘭及英國之生產設施以及波蘭技術中心之用水量詳情如下：

Water Consumption (Note 1)	用水量(附註1)	2023 二零二三年	2022 二零二二年
Total water consumption (m ³)	總用水量(立方米)	87,570	73,802
Water consumption per production machine (m ³ /production machine)	每台生產設備之用水量(立方米/生產設備)	73.59	62.60

Note:

- Based on the actual water consumption record of the Group.
- The increase in water consumption was mainly due to: (1) the growth in the employees number of the Group and the increase in water demand. (2) the aging and leakage of water pipes in some production facilities as a result of the deep burial of pipes underground, which has been inspected and repaired to prevent potential problems, and regular inspections have been carried out in order to save water resources.

附註：

- 根據本集團實際用水記錄計算。
- 水資源消耗增加主要因為：(1)集團員工人數的增長和用水需求的增加。(2)管道深埋地下，部分生產設施水管老化漏水，目前已排查檢修隱患，並做好定期檢查以節約水資源。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

EXCELLENCE IN ENVIRONMENT (continued) Minimizing Emissions and Reducing Resource Consumptions (continued)

(d) Reducing water consumption (continued)

Likewise, the production facilities also decided the yearly water consumption objectives to optimise water consumption. Water consumption is aimed to be reduced gradually through different means, including disconnecting the same type of machine and optimizing the condition of the machine such as checking one of the dishwasher's technical condition and ensuring that it is in good condition and then shut down the other dishwasher. The data comparison of water consumption against production is monitored once a month.

(e) Sorting of waste

The Group has established several waste management procedures on sites, complying with corporate standards and local legal requirements. We have a clear process for handling the waste, from the generation of waste to the transfer of waste to the contractor.

A waste sorting system that is applicable to waste like paper, glass, plastic and metal is implemented in the production areas. Waste is collected and stored in clearly labelled segregation containers. Mixed storage of hazardous waste and non-hazardous waste or hazardous waste of different types is strictly forbidden. Thus, hazardous waste and non-hazardous waste are collected and stored separately in distinctly different containers. After the waste sorting, we cooperate with authorised waste contractors to collect the waste. The waste is recycled to its greatest extent before disposal. Non-recyclable waste, such as municipal waste, is disposed of by an external service provider via landfill or incineration.

環境、社會及管治報告(續)

於環保方面的卓越表現(續) 減少排放物及降低資源消耗(續)

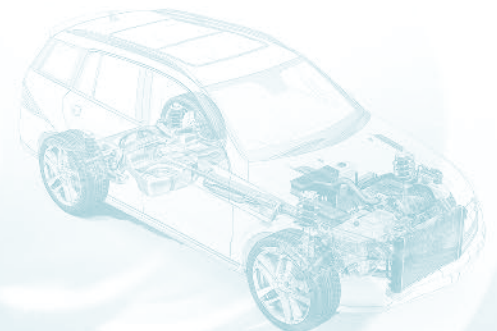
(d) 節約用水(續)

同樣，生產設施亦確定了年度用水量目標，以優化用水量。旨在透過不同方法逐步減少用水量，包括斷開同類型機器的連接及優化機器的狀況，例如檢查其中一台洗碗機的技術狀況並確保其狀況良好，然後關閉另一台洗碗機。生產設施每月對用水量與產量的數據對比進行一次監測。

(e) 廢棄物分類

本集團已制定多項符合企業標準及當地法律規定的廢棄物現場管理程序。從廢棄物產生到轉移廢棄物至承包商，我們均設有明確廢棄物處理流程。

我們在生產區域落實廢棄物分類系統，將紙張、玻璃、塑料及金屬等廢棄物分類。廢棄物收集後存放在有清晰標記之隔離容器內。我們嚴格禁止混合存放有害廢棄物及無害廢棄物或混合存放不同類別之有害廢棄物。因此，有害廢棄物及無害廢棄物會分別收集及儲存於截然不同的容器。完成廢棄物分類後，我們與認可之廢棄物承包商合作收集廢棄物。我們於處理廢棄物前盡可能將其回收。不可回收的廢棄物(如都市廢棄物)，則由外聘服務供應商以堆填或焚化方式處理。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

EXCELLENCE IN ENVIRONMENT (continued)

Minimizing Emissions and Reducing Resource Consumptions (continued)

(e) *Sorting of waste (continued)*

The hazardous waste and non-hazardous waste produced by the production facilities in the Czech Republic, Poland and the UK, as well as the technical centre in Poland are listed in the table below:

Wastes (Note 1)	廢棄物(附註1)	2023 二零二三年	2022 二零二二年
Hazardous waste generated (tonnes)	產生之有害廢棄物(噸)	213	195
Hazardous waste generated per production machine (tonnes/production machine)	每台生產設備產生之有害廢棄物(噸/生產設備)	0.18	0.17
Total non-hazardous waste generated (tonnes)	產生之無害廢棄物總計(噸)	4,715	4,128
Non-hazardous waste generated per production machine (tonnes/production machine)	每台生產設備產生之無害廢棄物(噸/生產設備)	3.96	3.50

Note:

- Based on the actual waste record of the Group.

During the Year, the Group has set several reduction targets for specific operating locations and categories of waste, such as contaminated cloth and cups. For hazardous waste. For example, the production facility in the Czech Republic aimed to reduce hazardous waste generation and optimise chemical consumption by adopting a series of measures. The related measures included utilising oil from waste mufflers to refill the shock absorbers, reducing the amount of scrap produced from under-pressurizing mufflers, and reducing the amount of metal waste by using offcuts from pipe bundles. For non-hazardous waste, the Group aims at increasing the proportion of secondary raw materials in post-production and municipal waste. To achieve our goal, we continued to recycle over 98% of non-hazardous waste, including paper or cartons, plastic, wood and metal, in the production facilities in the Czech Republic, Poland and the UK, as well as the technical centre in Poland during the Year. By recycling reusable waste, we have minimised the disposal of waste at landfills. In future, we shall keep updating the waste management system in connection with the changes in production or new projects that generate new types of waste to achieve the long-term goal set previously.

於環保方面的卓越表現(續)

減少排放物及降低資源消耗(續)

(e) *廢棄物分類(續)*

位於捷克共和國、波蘭及英國之生產設施以及波蘭技術中心產生之有害廢棄物和無害廢棄物表列如下：

附註：

- 根據本集團實際廢棄物記錄計算。

於本年度，本集團為特定的運作地點及廢物類別(如受污染的布料和杯子)設定多個減廢目標。對於有害廢棄物，例如，位於捷克共和國之生產設施旨在通過一系列的措施減少生產有害廢棄物及改善化學品消耗。相關措施包括將廢棄消音器的油注入減震器內使用、減少生產減壓減震器時的廢料數量及使用管道捆束邊料以減少金屬廢棄物數量。對於無害廢棄物，本集團的目標是提高二次原料在後期生產及都市廢棄物中的比例。為實現我們之目標，我們本年度於捷克共和國、波蘭及英國之生產設施以及波蘭技術中心回收超過98%的無害廢棄物，包括紙張或紙箱、塑料、木材及金屬。通過回收可再用的廢棄物，我們已盡量減少棄置於堆填區的廢棄物。將來，我們將繼續更新廢棄物管理系統，以配合生產的變動或產生新類型廢棄物的新項目，從而實現以前設定的長期目標。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

EXCELLENCE IN ENVIRONMENT (continued) Minimizing Emissions and Reducing Resource Consumptions (continued)

(e) *Sorting of waste (continued)*

The Group is also aware of the impacts on the environment from paper consumption. The Group encourages the use of electronic systems for information dissemination, especially for office operations. By replacing paper documents with electronic means such as emails, paper consumption and subsequent disposal from the Group are greatly reduced.

(f) *Utilizing packaging materials*

The Group acknowledges that the greater packaging material it uses, the greater waste it produces, therefore the Group strives to reduce the amount of packaging material used through different measures, such as adopting collective packaging instead of individual packaging for bulk products, as well as making use of returnable packaging with suppliers.

Packaging materials used by the production facilities in the Czech Republic, Poland and the UK, as well as the technical centre in Poland are as follows:

Packaging Materials (Note 1)	包裝材料(附註1)	2023 二零二三年	2022 二零二二年
Total packaging materials used (tonnes)	所用之包裝材料總計(噸)	975	1,157
Packaging materials used per production machine (tonnes/ production machine)	每台生產設備所用之包裝材料(噸/生產設備)	0.82	0.98
Paper or carton (tonnes)	紙張或紙箱(噸)	509	635
Plastic (tonnes)	塑料(噸)	35	37
Wood (tonnes)	木材(噸)	429	484
Metal (tonnes)	金屬(噸)	2	2

Note:

1. Based on the actual packaging material record of the Group.

環境、社會及管治報告(續)

於環保方面的卓越表現(續) 減少排放物及降低資源消耗(續)

(e) *廢棄物分類(續)*

本集團亦注意到用紙所帶來的影響。本集團鼓勵使用電子系統作資訊發放，特別是辦公室運作。通過以電子方式(如電郵)取代紙張文件，本集團用紙及其後的處置情況已大幅減少。

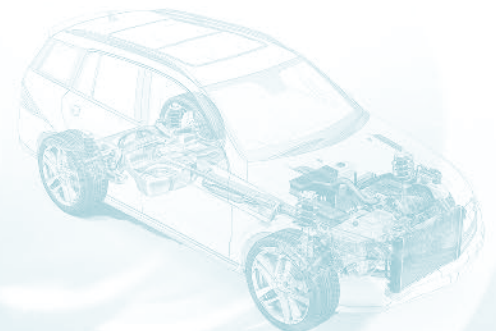
(f) *使用包裝材料*

本集團明白使用越多包裝材料，所產生的廢料便會越多。因此，本集團以不同措施致力減少所使用的包裝材料，例如就大批量產品以集體包裝取代獨立包裝，以及與供應商使用可退回包裝。

位於捷克共和國、波蘭及英國之生產設施以及波蘭技術中心使用之包裝材料如下：

附註：

1. 根據本集團實際包裝材料記錄計算。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

EXCELLENCE IN ENVIRONMENT (continued)

Response to Climate Change

The Group recognises that climate change poses risks and opportunities to the Group and society as a whole, and understands that it is infeasible to ignore. Due to climate-related issues, customer preferences could shift towards the demand for more sustainable products, which may induce increases in both the input prices of resources and output costs of production; while capital investments and operational costs may potentially rise due to increasingly stringent regulations requiring more environmental-friendly technology and posing more costly fines from cases of non-compliance. Regarding extreme weather events caused by climate change that could lead to a stoppage of production due to technical failures of equipment or the building envelope, the Group has compiled contingency plans specifying the procedures for the evacuation of workers for critical situations. Recognising the more severe impact of ignoring climate change on water resources, agriculture, natural ecosystems and human health, the Group is willing to take action to alleviate the deterioration of climate.

The Group understands that carbon emissions contribute to climate change to a great extent, therefore the Group has developed the Carbon Reduction and Carbon Footprinting Policy as well as the Sustainability Policy for monitoring and managing its carbon footprint. As aforementioned, the Group has set its own targets for the enhancement of energy efficiency and reduction of harmful gas emissions. Apart from minimising energy consumption, the Group considers steps for the concept of carbon offsetting, including planting trees within company premises and setting up car-sharing schemes for employees. In the meantime, the Group has carried out regular environmental audits, reviewed global and local government policies and enhanced the resilience towards climate change through the design, maintenance and execution of recovery plans.

環境、社會及管治報告(續)

於環保方面的卓越表現(續)

應對氣候變化

本集團知悉氣候變化給本集團及整個社會帶來風險及機遇，並明白有關情況不容忽視。由於與氣候相關的議題，客戶偏好可能轉向要求更具可持續性的產品，這可能會導致資源的投入價格及生產的產出成本上升；而由於越趨嚴格的法規要求使用更環保的技術，加上對不遵守規定的個案處以更高罰款，因此資本投資及營運成本可能會上升。有關氣候變化而引致的極端天氣事件，可導致設備技術未能運作及建築圍護結構失去功效，並因而停產。本集團已編製緊急方案，訂明於危急情況下疏散工人的程序。本集團知悉忽視氣候變化對水資源、農業、自然生態系統及人類健康造成的更嚴重影響，因而願意採取行動緩解氣候惡化。

本集團明白，碳排放是造成氣候變化的一大主因，因此本集團已制定碳減排及碳足跡政策以及可持續發展政策，以監測及管理其碳足跡。如上所述，本集團已為提高能源效能及減少有害氣體排放制定目標。除了盡量減少能源消耗外，本集團亦考慮採取措施實現碳抵消概念，包括在公司範圍內植樹及為僱員設立汽車共用計劃。同時，本集團已定期進行環境審核，評估全球及當地政府的政策，並透過設計、維護及執行復原計劃來增強應對氣候變化的能力。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

EXCELLENCE IN WORKPLACE

Employment and Welfare

Our employees are the most valuable asset to the Group and are the foundation of our development. We continue to comply with national and local labour laws and regulations relating to employment, as well as the rights and welfare of employees, including the Labour Code of the Czech Republic, the Labour Code of Poland and the Employment Rights Act 1996 of the UK. The Group has developed the Sustainability Policy which is adopted by all divisions to strictly prohibit child labour, modern slavery including servitude, forced or compulsory labour, human trafficking and any forms of harassment and discrimination.

We believe that the key to success lies in talent attraction and retention. We have commenced the internal and external hiring process for relevant vacancies under the principle of fairness. The Group, including the divisions covered in the ESG Report, has developed human resources management policy to govern the selection process. To ensure no child labour is recruited, the dates of birth of all employees are checked during the recruitment process. Whenever such practice is discovered, the Group would investigate the case thoroughly and dismiss relevant employees immediately. Furthermore, our employees enjoy equal treatment in the establishment and termination of employment, conditions of employment, promotion and access to professional development trainings, regardless of sex, age, disability, race, religion, nationality and mode of employment, etc. We treasure all opinions raised by our employees and we have developed channels to enhance communication with our employees, such as employee forums. For departing employees, exit interviews are conducted to understand the reasons for departure, and for our further improvement in business operations.

The working hours are set in accordance with the relevant labour laws and our internal regulations to ensure sufficient rest is provided to employees. Employees required to work outside normal hours are offered overtime pay. Otherwise, employees shall work only within the agreed time frame stated in their employment contracts in order to avoid forced labour. Apart from public holidays, employees are also entitled to annual leaves subject to their length of service. To attract, motivate and retain our talented employees, the Group offers comprehensive and competitive remuneration, retirement scheme and benefit packages to employees. The remuneration packages of the employees are reviewed annually by the management with reference to market conditions and individual performance.

環境、社會及管治報告(續)

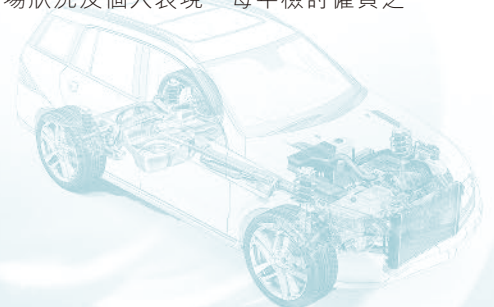
於工作環境方面的卓越表現

僱傭及福利

本集團的僱員為我們最寶貴之資產及發展之根基。我們繼續遵守國家及當地有關僱傭以及僱員權利和福利之勞工法律及法規，包括捷克共和國的《勞工法》、波蘭的《勞工法》及英國的《一九九六年僱傭權利法》。本集團已制定可持續發展政策，所有部門均採用該政策，嚴格禁止童工、奴役等現代奴隸制、強迫或強制勞動、人口販運以及任何形式的騷擾及歧視。

我們認為成功的關鍵在於吸引及挽留人才。我們遵循公平原則就有關空缺職位開展內部及外部招聘流程。本集團(包括本環境、社會及管治報告中涉及的部門)已制定人力資源管理政策，規範選拔過程。為確保沒有聘用任何童工，我們於招聘過程中查核所有僱員之出生日期。不論何時，只要發現有關行為，本集團會全面調查事件，並即時解僱相關僱員。此外，僱員於受僱及解僱、僱用條件、晉升及接受專業發展培訓方面均享有公平待遇，而不受性別、年齡、殘疾、種族、宗教、國籍或受僱類型等因素影響。我們重視所有僱員之意見，並且已制定渠道增強與僱員之溝通，如僱員論壇。就離職僱員而言，我們會進行離職面談以了解離職理由，從而進一步改善我們的業務經營。

我們根據相關勞工法例及內部規例制定工作時數，確保為僱員提供充足休息時間。需要於正常辦公時間以外工作的僱員將獲得超時工資。否則，僱員僅需按照經僱傭合約協定的工作時間表工作，以避免出現強制勞工的情況。除公眾假期外，僱員可按其服務年資享有年假。為吸引、激勵及挽留有才華之僱員，本集團向僱員提供全面及具競爭力之薪酬、退休計劃及福利待遇。管理層會參考市場狀況及個人表現，每年檢討僱員之薪酬待遇。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

EXCELLENCE IN WORKPLACE (continued)

Employment and Welfare (continued)

To appreciate the efforts of our employees, the Group has provided different bonuses and awards during the Year. For example, the production facility in the UK has provided excellent employees with Passion for Excellence Awards and offered attendance bonuses, quality bonuses and vacation bonuses to employees. Meanwhile, the production facility in the UK has also organized an event “Donut Day” for celebrating the absence of occurrence of accidents in 14 months. Moreover, the Group emphasizes the importance of employees’ work-life balance and encourages employees to join our leisure events.

The diversified experiences, backgrounds, ethnicity, lifestyles, cultural orientation and beliefs inject vitality into the Group. Reasonable accommodations are offered to disabled employees. The Group upholds values such as anti-discrimination, fairness and organizational justice. To maintain a positive working environment, the Group has developed an employee code of conduct guide to prohibit any sexual, racial or other harassment of or unlawful discrimination against any person. All employees are obligated to act in a manner that supports the policy and creates a comfortable working environment. If any employee encounters a discriminatory situation or bullying in the workplace, he/she can submit an anonymous complaint to the Group via an external telephone line. We will not tolerate behaviour that is inconsistent with the mechanism and will take appropriate actions to prevent any behaviour that violates the said values.

The employment data of the Group are as follows:

於工作環境方面的卓越表現(續)

僱傭及福利(續)

為表揚僱員之努力，本集團於本年度提供不同獎金及獎勵。例如，於英國之生產設施為卓越表現之僱員提供追求卓越獎，並為僱員提供勤工獎金、表現獎金及度假獎金。同時，英國之生產設施亦舉辦「甜甜圈活動日」以慶祝十四個月沒有事故發生。此外，本集團亦重視僱員的工作與生活平衡，並鼓勵僱員參與我們的工餘活動。

多元化的經驗、背景、種族、生活模式、文化取向及信仰，為本集團注入活力。我們為殘障僱員作出合理的調節。本集團堅持反歧視、公平及組織公正等價值。為保持正向的工作環境，本集團已建立一套僱員行為守則，禁止對任何人士作任何性別、種族或其他方面的騷擾或不法歧視。所有僱員均有義務以支持政策並創造舒適工作環境的方式行事。倘有任何僱員於工作場所內遭受歧視或欺凌，可透過對外電話熱線以匿名方式向本集團作出投訴。我們絕不縱容任何違反此機制之行為，並將採取合適的行動防止任何違背上述價值的行為。

本集團的僱傭數據如下：

Employment ²	僱傭 ²	2023 二零二三年	2022 二零二二年
Total Number of Staff	員工總人數	2,194	2,068
By Gender	按性別劃分		
Male	男性	1,526	1,452
Female	女性	668	616
By Age Group	按年齡組別劃分		
Below 31 years old	31歲以下	305	217
31–50 years old	31–50歲	1,184	1,220
Above 50 years old	50歲以上	705	631
By Type of Employment	按僱傭類型劃分		
Full-time	全職	2,173	2,059
Part-time and flexible shift	兼職及彈性輪班	21	9
By Geographical Location	按地區劃分		
Poland	波蘭	1,858	1,694
United Kingdom	英國	7	90
Czech Republic	捷克共和國	185	211
Others	其他	144	73

² The table discloses the employee data of all operations of the Group, including the operations in Hong Kong, France, Germany, Italy, and Luxembourg in the year.

² 本表披露本年度本集團所有營運的僱員數據，包括於香港、法國、德國、意大利及盧森堡的營運。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

EXCELLENCE IN WORKPLACE (continued) Employment and Welfare (continued)

於工作環境方面的卓越表現(續) 僱傭及福利(續)

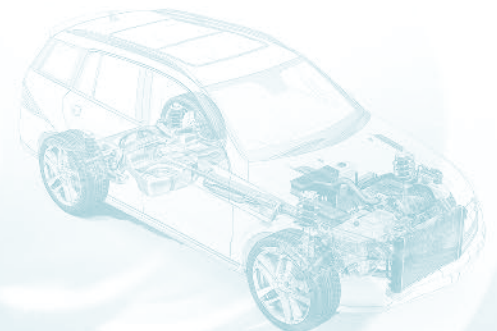
Employment ²	僱傭	2023 二零二三年	2022 二零二二年
Total Staff Turnover Rate	總員工流失率	7%	17%
By Gender	按性別劃分		
Male	男性	8%	19%
Female	女性	6%	10%
By Age Group	按年齡組別劃分		
Below 31 years old	31歲以下	25%	39%
31–50 years old	31–50歲	6%	15%
Above 50 years old	50歲以上	2%	12%
By Geographical Location	按地區劃分		
Poland	波蘭	8%	19%
United Kingdom	英國	0%	13%
Czech Republic	捷克共和國	0%	2%
Others	其他	7%	11%

Health and Safety

The Group is dedicated to protecting the health and safety of each employee, and closely observes the local health and safety laws and regulations, including the Act on Other Occupational Health and Safety Conditions of the Czech Republic, the Labour Code of Poland and Health and Safety at Work Act 1974 of the UK. Employees should comply with all safety rules and policies at each location of the Group. By implementing a management system for health and safety, relevant risks are identified so that our employees can be protected from foreseeable work hazards. We promote safety awareness to our employees as they go about their jobs, and managers are delegated to support safe work practices. Our production facility in the Czech Republic has been certificated to the ISO 45001:2018 Occupational Health and Safety Management System Standard.

健康與安全

本集團致力保障每名僱員的健康與安全，並嚴格遵守當地的健康和法律及法規，包括捷克共和國的《其他職業健康及安全狀況法》、波蘭的《勞工法》及英國的《一九七四年工作健康及安全法》。僱員必須遵從本集團在各地點之所有安全規則及政策。通過落實健康和安全管理機制，相關風險得到識別，使本集團僱員免受可預見的工作風險影響。在僱員入職時，我們會提升他們的安全意識，而管理人員獲委派為安全工作常規提供支援。我們在捷克共和國之生產設施已獲 ISO 45001:2018 職業健康及安全管理體系標準認證。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

EXCELLENCE IN WORKPLACE (continued)

Health and Safety (continued)

To ensure safety at work, our employees are allowed to work after undergoing and passing the initial check-up and periodic medical examination. We believe that occupational injuries and illnesses are preventable. For staff working at production lines, we provide them with protective clothing and work clothing, as well as personal protective equipment and measures for maintaining personal hygiene. As regards the prevention of occupational diseases, we arrange prophylactic or sanatorium treatment for employees working in workplaces with potential harm. To pursue the ultimate goal of creating an injury and illness-free workplace, the Group conducts regular safety training for employees in terms of regulations, rules and principles of occupational health and safety, such as general instructions of basic health and safety regulations, safe operations inside workshops, and information about potential risks regarding health and safety.

Furthermore, hazardous material control programmes and chemical material assessment procedures were adopted for safeguarding employees' health and safety. For example, hazardous and chemical substances must be properly marked, placed in original containers and stored at designated places, so as to prevent leakage of hazardous and chemical substances. At the same time, equipment and tools are kept in order, while materials, products and wastes are placed in specific areas and containers, for the sake of maintaining a clean and safe workplace. Clear guidelines for handling emergencies were established to ensure prompt and effective control in case of any accidental situation. The production facility in the UK, the Czech Republic and Poland have set up a disaster recovery plan illustrating the responsibilities of managerial staff, including plant manager, operations manager, human resources manager, engineering manager, quality manager and finance manager, etc. The crisis management team and business recovery team are formed to help implement the plan. During the Year, routine inspection of fire safety was carried out to minimise the potential hazards aroused by misuse or malfunction of equipment or improper material storage. Fire-fighting equipment and fire alarms were regularly checked. Emergency evacuation and fire drill were successfully held.

環境、社會及管治報告(續)

於工作環境方面的卓越表現(續)

健康與安全(續)

為確保於工作場所的安全，僱員必須接受並且通過初步及定期的身體檢查，方獲准工作。我們相信職業上的受傷及疾病是可以預防的。對於在生產線工作的員工，我們為他們提供保護衣物、工作服及個人保護設備，以及維持個人衛生之措施。在有關預防職業病方面，我們安排在可能有有害工作場所工作之僱員接受預防性或療養性的治療。為實現建立無受傷及無疾病的工作場所的最終目標，本集團定期為僱員進行安全培訓，範圍涉及職業健康和安全的規例、規則及原則，例如基本健康及安全規例之一般說明、車間安全操作，以及有關健康和安全的潛在風險的資料。

此外，本集團已制定有害物料管制計劃及化學物料評估程序，以保障僱員的健康和安全。例如，有害及化學物質必須妥善標示，放置於原有容器，並存放在指定地點，以防止有害及化學物質洩漏。與此同時，設備及工具須整齊存放，而物料、產品及廢棄物須放置在特定區域及容器內，以維持清潔和安全的工作場所。我們已建立應付緊急情況的清晰指引，以確保若遇到任何意外狀況時能作出迅速和有效控制。英國、波蘭及捷克的生產設施已制定災難復原計劃，說明管理人員的職責，包括工廠經理、運營經理、人力資源經理、工程經理、質量經理及財務經理等。危機管理小組及業務恢復小組已經成立，以協助實施該計劃。於本年度，本集團已對消防安全進行例行檢查，以盡量減少因誤用設備或設備故障或材料儲存不當而引起的潛在危險。本集團已定期檢查消防設備及火警警報，並已成功舉行緊急疏散及消防演習。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

EXCELLENCE IN WORKPLACE (continued)

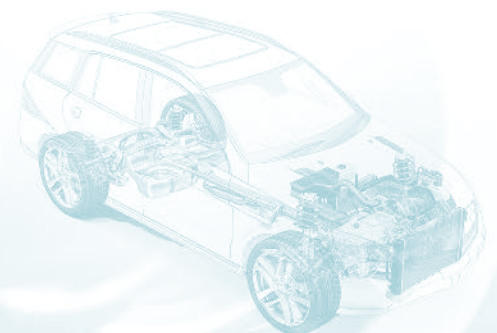
The health and safety data of the production facilities in the Czech Republic, Poland, and the UK, as well as the technical centre in Poland during the Year are as follows:

於工作環境方面的卓越表現(續)

於年內，於捷克共和國、波蘭及英國的生產設施以及波蘭的技術中心之健康及安全數據如下：

Health & Safety	健康與安全	2023 二零二三年	2022 二零二二年	2021 二零二一年
Number of work related fatalities	因工身亡人數	0	0	0

Health & Safety	健康與安全	2023 二零二三年	2022 二零二二年
Number of work injuries	工傷數目	3	1
Lost days due to work injury	因工傷損失的工作日數	63	1



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

EXCELLENCE IN WORKPLACE (continued)

Development and Training

The Group aims at creating an intellectually stimulating environment which encourages employees to harness their talents and skills in the pursuit of high-quality work. A clear career path is provided for every employee. Our merit-based promotion aims to promote outstanding employees to a higher level with regard to our evaluation of employees' performance and level description. To maintain the fairness of promotion opportunities for all employees, the Group has adopted several strategies applied to the production facilities in the Czech Republic, Poland and the UK, as well as the technical centre in Poland. For instance, the personal "Business Plan process" is adopted to provide consistent criteria for the evaluations of the past performance and training experiences.

The Group provides various training to employees to enrich their professional technical skills and job-related knowledge, as well as to make continual improvements. New employees are required to participate in orientation training, which is essential for understanding their duties, the practice of a given position and their fundamental rights. Professional training courses are also tailored to the needs of different positions. Examinations may be required for verifying the knowledge and skills acquired during the training, subject to the types of courses. Upon the completion of training courses, course evaluation, including lagging indicators and questionnaires, will be taken place in order to ensure the effectiveness of training. To recognise the skill levels of employees, the Group has developed a skill matrix illustrating employees and their current and desired levels of multifarious skills respectively. The Group could be assured that the employees are well-educated and experienced and provide additional skills enhancement training courses to employees who have yet to reach their desired skill level according to the skill matrix.

During the Year, employees in the production facilities in the Czech Republic, Poland and the UK, as well as the technical centre in Poland have participated in various training courses with order to broaden their knowledge in the Group and help them in personal development. A wide range of training courses in terms of different aspects of development was provided, such as personal skill development, cross-functional training and training related to technical knowledge, in order to keep employees up-to-date with the latest working techniques and knowledge.

環境、社會及管治報告(續)

於工作環境方面的卓越表現(續)

發展及培訓

本集團致力營造一個啟發思維的環境，鼓勵僱員運用其才能及技能，以追求優質的工作表現。我們為每位僱員提供清晰的事業發展路徑。我們以優良表現為本的擢升計劃旨在參考僱員表現及級別描述後擢升優秀僱員至更高職位。為保持所有僱員晉升機會的公平性，本集團在捷克共和國、波蘭及英國之生產設施以及波蘭技術中心採取若干策略。例如，採用個人「業務計劃流程」，為過往表現及培訓經驗的評估提供一致的標準。

此外，本集團為僱員提供多項培訓，以豐富其專業技能及職位相關知識，以及作出持續改善。新加入的僱員需參加入職培訓，對其理解本身職責、指定崗位的常規及他們的基本權利至關重要。本集團亦根據不同崗位之需要量身定制專業培訓。視乎課程類型，可能需要以考試方式考核於培訓過程中獲取的知識和技能。於完成培訓後，將進行課程評估(如滯後指標及課程問卷)，以確保培訓之成效。為確認僱員之技能級別，本集團制定了技能矩陣圖分別展示僱員以及其目前及期望達到的各種技能級別。本集團能確保僱員具備良好教育水平及經驗豐富，並根據技能矩陣圖，為尚未達到期望技能級別的僱員提供額外的技能增值培訓課程。

於本年度，捷克共和國、波蘭和英國之生產設施以及波蘭技術中心的僱員參加多項培訓課程，以擴闊他們對本集團的認識，協助他們個人發展。培訓課程範圍廣泛，提供不同發展範疇，例如個人技能發展、跨職能培訓及技術知識相關培訓，以便讓僱員獲得最新的工作技能及知識。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

EXCELLENCE IN WORKPLACE (continued)

Development and Training (continued)

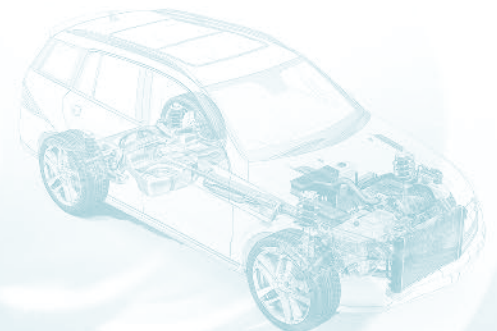
The training data of the production facilities in the Czech Republic, Poland and the UK, as well as the technical centre in Poland during the Year are as follows:

於工作環境方面的卓越表現(續)

發展及培訓(續)

於本年度，位於捷克共和國、波蘭及英國之生產設施及波蘭技術中心的培訓數據如下：

Development and Training	發展及培訓	2023 二零二三年		2022 二零二二年	
		Percentage of Staff Trained (%) 員工培訓覆蓋率(%)	Average Training Hours (hour) 人均培訓時長(小時)	Percentage of Staff Trained (%) 員工培訓覆蓋率(%)	Average Training Hours (hour) 人均培訓時長(小時)
Total	總計	86%	8	67%	4
By Gender	按性別劃分				
Male	男性	86%	9	65%	5
Female	女性	87%	6	70%	3
By Employment Department	按就業部門劃分				
Production, Control & Logistics	生產、管制及物流	92%	7	57%	2
Quality	品質	100%	16	82%	5
Operations	營運	93%	6	81%	6
Finance	財務	63%	7	64%	3
Human Resources	人力資源	87%	15	65%	2
Purchasing	採購	41%	5	78%	5
Engineering	工程	73%	11	46%	4
Continuous Improvement	持續改進	0%	0	72%	8
Sales Support and New Projects	銷售支援與新項目	14%	1	0%	0
Information Technology	資訊科技	43%	6	30%	2
Program Management	方案管理	20%	2	62%	3
Administration	行政	67%	5	0%	0



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

EXCELLENCE IN OUR BUSINESS

Promoting Integrity

The Group complies with local laws and regulations in regard to anti-corruption, including the Criminal Code of the Czech Republic, the Polish Penal Code of Poland and the Bribery Act 2010 of the UK. The Group and its business partners are not allowed to engage in, endorse or tolerate any form of bribery or corruption, directly or indirectly. They shall not offer nor accept any form of improper benefit to or from a third party, private or public, with the purpose of obtaining or retaining business or any form of preferential treatment. Employees are required to sign the online declaration of acknowledgement regarding the non-disclosure of information. Through our consistent effort in promoting open communication, employees are strongly encouraged to immediately disclose any possible conflict of interest, suspected misconduct and misbehaviour committed by individuals on behalf of the Group. If our employees have a concern about any unethical, illegal or irresponsible activity, they may seek assistance from their supervisors. They may also report any breach of the code of conduct through the online reporting system or by telephone through the confidential reporting line anonymously. We shall handle and investigate all whistleblowing matters promptly and effectively. We are always dedicated to promoting integrity through our business practices.

To maintain our reputation of operation integrity, concrete efforts have been made to educate our employees to avoid acts and relationships that violate or conflict with their duties or the interest of the Group, for example, the production facility in the UK issues an "Anti-corruption reminder" annually as a refreshment of knowledge for employees regarding anti-corruption practices. In order to inculcate anti-corruption norms into our employees and directors, we are dedicated to providing regular anti-corruption training, such as training on the code of business conduct, bribery, and gifts and hospitality. During the Year, we have provided anti-corruption training for around 0.5 hour per session to all levels of employees in the production facility in Poland. Meanwhile, all employees in the production facilities in the Czech Republic and the UK are requested to read and sign the code of conduct and complete a conflict of interest survey.

During the Year, the Group was not aware of any incidents regarding non-compliance with laws and regulations related to anti-corruption.

於業務方面的卓越表現

倡導誠信

本集團遵守當地有關反貪污的法律及法規，包括捷克共和國的《刑事法》、波蘭的《波蘭刑事法》及英國的《二零一零年賄賂法》。本集團及其業務夥伴不得直接或間接參與、支持或容忍任何形式的賄賂或貪污事件。彼等不得以獲取或保留業務或任何形式的優惠待遇為目的，向第三方、私人或公眾提供或接受任何形式的不當利益。僱員亦須就不披露資料簽署網上確認聲明。通過持續促進公開溝通的努力，我們極力鼓勵僱員及時披露任何潛在利益衝突、可疑的不當行為及代表本集團行事者所作出的不正當行為。倘僱員對任何不道德、非法或不負責任活動有任何疑慮，可尋求其主管的協助。僱員亦可透過線上舉報系統或透過保密舉報熱線匿名舉報任何違反操守準則的行為。我們將即時有效地處理及調查所有舉報事宜。我們一向致力藉業務常規倡導誠信。

為維護我們誠信經營的聲譽，我們盡力教導僱員避免作出違反或與其職責或本集團利益有衝突的行為和關係，例如，英國生產設施按年發出「反貪污提醒告示」，向僱員提供有關反貪污常規的最新知識。為向僱員及董事灌輸反貪污規範，我們致力提供定期反貪污培訓，例如關於商業行為準則、賄賂以及禮品及款待的培訓。於本年度，我們為波蘭生產設施的各級僱員提供每節約0.5小時的反貪污培訓。同時，我們要求捷克共和國及英國生產設施的所有僱員閱讀及簽署操守準則，並完成利益衝突調查。

於本年度，本集團並沒有發現任何有關不遵守反貪污相關法例法規的事件。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

EXCELLENCE IN OUR BUSINESS (continued)

Respecting Intellectual Property

The Group continually strives to maintain its competitive edge in the manufacturing industry and abides by the relevant local laws and regulations, including the Copyright Act of the Czech Republic, the Act on Copyright and Related Rights of Poland and the Patents Act 2004 of the UK. We respect and protect intellectual property, such as company patents, trademarks, copyrights, and trade secrets. We will take measures to protect new works of authorship, technological advances or unique solutions to business problems, if there is any suspicion of infringement of company patent, trademark, copyright or trade secret. It is our ongoing effort to safeguard our confidential information, as well as respect the proprietary and confidential information of others.

EXCELLENCE IN MARKETPLACE

Fair Treatment of Suppliers

Suppliers of the Group are the valued partners in the success of our business. As a responsible corporate citizen, the Group is committed to protecting human health, natural resources, and the environment. We encourage and promote responsible environmental and social management to the suppliers and encourage them to achieve environmental and social certification, so as to mitigate the ESG risk of our supply chain.

Suppliers are selected on the basis of price, timeliness, quality, references, safety and environmental requirements, etc. We place quality and after-sales services with respect to the raw materials and components as the primary criteria, that ensure the quality of the raw materials will not affect the quality of our products. We also take priority to choose suppliers in the regions and countries where we operate to lower the greenhouse gas emissions from transportation. Suppliers' performance is monitored through their delivered product quality, delivery schedule performance and the special status of customer notifications related to quality or delivery issues. We will maintain stable and fair relationships with our major suppliers and avoid relying on any single supplier for any given type of raw materials and components.

環境、社會及管治報告(續)

於業務方面的卓越表現(續)

尊重知識產權

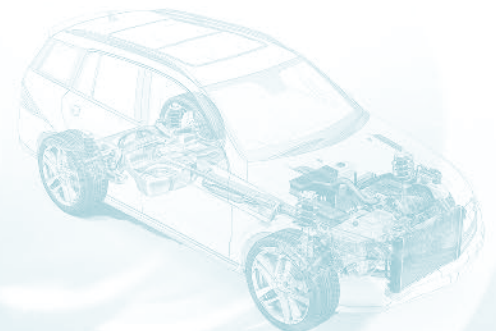
本集團持續致力在製造行業維持競爭優勢，並遵守相關當地法律及法規，包括捷克共和國的《版權法》、波蘭的《版權及有關權利法》及英國的《二零零四年專利法》。我們尊重及保護知識產權，例如公司專利、商標、版權及商業機密。倘懷疑任何有可能侵害公司專利、商標、版權或商業機密之行為，我們將採取措施保障新項目的著作權、先進技術或商業問題的獨有解決方案。我們一直致力於保護本身的機密資料，同時亦尊重他人的專有及機密資料。

於市場方面的卓越表現

公平對待供應商

本集團視供應商為其業務賴以成功之重要夥伴。作為負責任的企業公民，本集團矢志保護人類健康、天然資源和環境。我們鼓勵並向供應商提倡負責任的環境及社會管理，鼓勵他們獲取環保及社會認證，從而減輕我們的供應鏈上的環境、社會及管治風險。

我們於選擇供應商時會根據價格、時效性、品質、推介、安全及環境要求進行篩選。我們以原材料及零部件之質量及售後服務作為首要準則，確保原材料質量將不會影響產品質量。我們優先選擇於業務所在地區和國家的供應商，從而減少運輸過程中的溫室氣體排放。我們根據供應商所交付產品的質量、交付安排表現及就質量或交付問題的特殊情況通知客戶的方式，對供應商表現進行監察。我們將與主要供應商維持穩定及公平的關係，避免就任何類型的原材料及零部件依賴任何單一供應商。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

EXCELLENCE IN MARKETPLACE (continued)

Fair Treatment of Suppliers (continued)

The ESG performance of our business partners or suppliers is governed by the Group's supplier sustainability policy, in order to ensure that the ESG and sustainability direction of business partners and suppliers are aligned with the Group. Furthermore, the purchasing department of the production facility in Poland has appointed a crisis team to determine the risk within its supply chain and the potential emergencies that may emerge, and develop a plan to secure the continuation of production.

Our business partners and suppliers are required to comply with all applicable environmental laws and regulations in all countries in which they operate. Suppliers and business partners are expected to minimise the consumption of resources and manage the environmental impact of emissions, pollutants, and waste. They shall develop environmental strategies that meet the Group's environmental objectives. Supply chain due diligence at the Group is observed based on the Organisation for Economic Co-operation and Development (OECD) Due Diligence Guidance for Responsible Business Conduct. Suppliers shall implement a due diligence process themselves to comply with all rules set out by the Group. They shall also map their supply chain to identify, analyse and prioritise ESG risks and take appropriate measures for mitigation. Collaboration between suppliers and sub-suppliers is required to obtain maximum transparency in relevant high-risk supply chains down to the source of origin.

環境、社會及管治報告(續)

於市場方面的卓越表現(續)

公平對待供應商(續)

我們的業務夥伴或供應商的環境、社會及管治表現受本集團供應商的可持續發展政策規範，以確保業務夥伴及供應商的環境、社會及管治及可持續發展方向與本集團保持一致。此外，波蘭生產設施的採購部已委任一個危機小組，以判斷其供應鏈內的風險及可能出現的潛在緊急情況，並制定計劃以確保能繼續生產。

我們的業務夥伴及供應商必須遵守其經營所在的所有國家之所有適用環境法律法規。供應商及業務夥伴應盡量減少資源消耗，並管理排放、污染物及廢棄物對環境的影響。彼等應制定符合本集團環境目標的環境策略。本集團供應鏈的盡職調查乃根據經濟合作及發展組織(OECD)負責任商業行為盡職調查指南進行。供應商應自行實施盡職調查程序，以遵守本集團制定的所有規則。彼等亦應繪製供應鏈圖，以識別、分析及確定環境、社會及管治風險的優先順序，並採取適當的緩解措施。供應商及分供應商之間的合作必須在相關高風險供應鏈(直至原產地)獲得最大程度的透明度。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

EXCELLENCE IN MARKETPLACE (continued)

Fair Treatment of Suppliers (continued)

Our business partners or suppliers shall have excellent capability to handle social risks. We have signed a statement of undertaking with certain suppliers for the management of the social risk in the supply chain. All suppliers are expected to follow the Code of Conduct Guide developed by the Group, especially for the prohibition of child labour and modern slavery. We strongly encourage our suppliers to promote free competition and adhere to anti-corruption principles while trading. We also request our suppliers make every effort to prevent counterfeit parts and materials from entering our supply chain. Our business partners shall comply with all applicable fair trade, competition and anti-trust laws and regulations and shall not have any competitive discussions or enter into any anti-competitive agreements, including illegal price-fixing, market sharing, customer allocation or other illegal restrictive practices, at any level of the production or distribution chain.

The number of suppliers of the production facilities in the Czech Republic, Poland and the UK, as well as the technical centre in Poland during the Year are as follows:

環境、社會及管治報告(續)

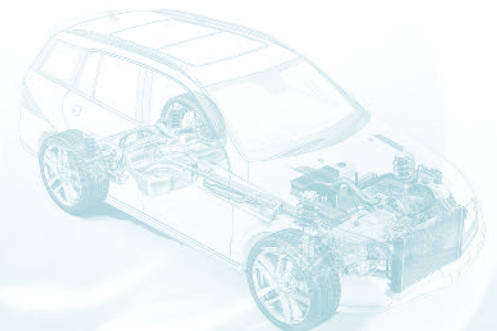
於市場方面的卓越表現(續)

公平對待供應商(續)

我們的業務夥伴或供應商應具備處理社會風險的卓越能力。我們已與若干供應商簽署承諾書，以管理供應鏈上的社會風險。所有供應商均應遵守本集團制定的行為準則指南，尤其是有關禁止童工及現代奴役的規定。我們強烈鼓勵供應商在交易中促進自由競爭，並堅持反貪污原則。我們亦要求供應商盡力防止假冒零部件及材料進入我們的供應鏈。我們的業務夥伴應遵守所有適用的公平貿易、競爭及反壟斷法律及法規，不得在生產或分銷鏈的任何層面進行任何競爭性討論或訂立任何反競爭協議，包括非法定價、瓜分市場、客戶分配或其他非法限制性做法。

於本年度，位於捷克共和國、波蘭及英國之生產設施及波蘭技術中心的供應商數目如下：

Suppliers	供應商	2023 二零二三年	2022 二零二二年
Total Number of Suppliers	供應商總數	275	251
By Geographical region	按地區位置劃分		
Western Europe	西歐	46	35
Central Europe	中歐	135	131
Southern Europe	南歐	51	46
Southeast Europe	東南歐	10	7
Northern Europe	北歐	1	2
North America	北美	23	20
South Africa	南非	1	0
Asia	亞洲	8	10



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

EXCELLENCE IN MARKETPLACE (continued)

Product Quality

In the manufacture of products, the Group adheres to the local laws and regulations in regard to product quality, including the Act on General Product Safety of the Czech Republic, the General Product Safety Act of Poland and the Consumer Protection Act 1987 of the UK. On top of regulatory compliance, we strive to communicate with our customers on any potential issues at every step of the product launch, from product design to the provision of service. Moreover, with our customer-oriented operation and enthusiastic attitude, we aim at enhancing customer satisfaction through advanced method and achieving perfection at each step.

To provide high-quality products to our customers, the Group has also set up a comprehensive quality management system with rigorous production control plans, for the purpose of implementing and supervising the operating procedures to assure the quality of products. The manual of the quality management system clearly states the roles and responsibilities of different management levels and employees in safeguarding product quality, as well as the specific procedures to execute quality management. The production facility in Poland has performed random inspections in order to verify the correctness of the production process on an ongoing basis. The quality management systems of the production facilities in the Czech Republic, Poland and the UK are certified to the IATF16949:2016 Quality Management System Standard.

Various quality checks are carried out before, during and after the production process. For example, to assure the quality of our products, the Group handles raw materials properly with the following actions:

- i. Upon the arrival of the deliveries, the initial verification is performed. If the raw materials fail to meet the verification requirements, they will be rejected and returned to the carrier.
- ii. After passing the preliminary approval, the materials are labelled with a unique tracking number for traceability and stored in a closed area in the warehouse with restricted access.
- iii. The materials are stored according to manufacturers' instructions on storage condition and shelf life.
- iv. The condition of the materials stored is assessed periodically to ensure no damaged or deteriorated materials are used.

環境、社會及管治報告(續)

於市場方面的卓越表現(續)

產品質量

於生產產品時，本集團遵守有關產品質量的當地法律及法規，包括捷克共和國的《一般產品安全法》、波蘭的《一般產品安全法》及英國的《一九八七年消費者保障法》。除遵守監管規定外，從產品設計到提供服務，我們致力在推出產品的每個步驟中就任何潛在問題與客戶溝通。此外，我們以客為尊及熱心經營，旨在通過卓越的方法及完善每一個細節，以提升客戶滿意度。

就向客戶提供優質產品而言，本集團亦已設立完善的質量管理系統，配備嚴謹的生產監控計劃，以實行及監督營運程序，從而確保產品質量。品質管理系統手冊清楚表明不同管理級別及僱員在保障產品質量方面的職責及職務，以及實行品質管理的具體程序。波蘭的生產設施已進行隨機檢查，以持續驗證生產過程的正確性。於捷克共和國、波蘭和英國之生產設施之質量管理系統獲 IATF16949:2016 質量管理體系標準認證。

我們於生產流程之前、期間及之後開展多項質量監測。例如，為確保產品質量，本集團採取下列措施妥善處理原材料：

- i. 當貨品送達時，我們會進行初步核對。倘原材料未達核對要求，將拒收並退回運輸公司。
- ii. 通過初步審核後，我們為材料貼上帶獨特追蹤號碼的標籤以供追查，並儲存於倉庫內受限制進入的禁區區域。
- iii. 我們按照生產商對儲存條件及保質期的指示儲存材料。
- iv. 我們定期評估儲存中材料之狀況，確保不會使用已損壞或變質之材料。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

EXCELLENCE IN MARKETPLACE (continued)

Product Quality (continued)

Procedures for handling unsatisfactory goods have been implemented as well. To ensure product quality, all unsatisfactory raw materials, finished goods and products are stored separately and are not allowed to proceed to the next production step without permission. For consistent improvement of service quality, designated procedures for complaint handling are also implemented to timely address and prevent potential issues. In case of receiving any complaints from customers, we will first identify the issue regarding the complaint and implement containment procedures as necessary. Internal communication regarding the complaint will be carried out with a problem-solving process for further implementing corrective action and dealing with the identified issue.

During the Year, the Group was not subjected to any product recalls due to safety and health reasons, and has received a total of 108 complaints (2022: 65 complaints) with regard to the Group's products. All complaints were resolved via various methods, including increase the frequency of product inspections, provide operational training to staff and update operational practices.

Data Protection and Security

For securing the privacies of both our clients and the Group, we have developed data protection policies and strictly obey the laws and regulations of data protection, including the Act on the Protection of Personal Data of the Czech Republic, the Personal Data Protection Act of Poland and the Data Protection Act 2018 of the UK.

環境、社會及管治報告(續)

於市場方面的卓越表現(續)

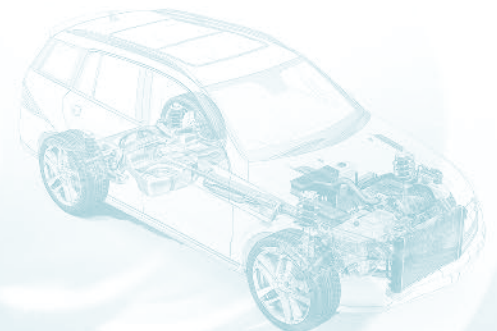
產品質量(續)

我們亦已落實不達標產品的處理程序。為保證產品質量，所有不達標的原材料、製成品和產品均單獨儲存，且未經許可不得進入下一步生產階段。我們亦實施指定程序處理投訴，及時解決和防範潛在問題，持續改進服務質素。倘收到任何客戶投訴，我們將首先識別有關投訴的問題及採取必要控制程序。我們將就有關投訴進行內部溝通(連同問題解決流程)，以進一步實行糾正措施及處理所識別問題。

於本年度，本集團並無因安全與健康原因召回任何產品，共接獲108宗(2022: 65宗)有關本集團產品的投訴。所有投訴均透過各種方法得到解決，包括增加產品檢查的頻率，為員工提供營運培訓及更新營運常規。

數據保護及安全

為保障客戶及本集團的私隱，我們制定了數據保護政策，嚴格遵守有關數據保護的法律及法規，包括捷克共和國的《保護個人數據法》、波蘭的《個人數據保護法》及英國的《二零一八年數據保護法》。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

EXCELLENCE IN MARKETPLACE (continued)

Data Protection and Security (continued)

Suppliers are prohibited to manufacture goods for their own use or selling to third parties by using our information, without prior and explicit written consent from our authorised personnel. As for employees, stringent procedures are put in place for handling and managing internal documentation. Employees should save, store and communicate personal data only via internally authorised information and communications systems. Furthermore, the disclosure of any confidential information to a third party and the use of our computers to browse, download or transmit illegal materials are not allowed. The removal of any materials or items from the working premises without proper prior authorisation is also prohibited. At the end of a workday, documents of confidential nature are not allowed to be left on desks or in other generally accessible places. Such documents shall be placed in drawers or special locked file cabinets. To ensure the understanding of employees on the Group's firm practice in terms of confidentiality, training on handling confidential information was provided to employees in the production facility in Poland during the Year. For all resigned staff, they shall be reminded not to disclose any confidential information beyond termination through the exit interview.

EXCELLENCE IN SOCIETY AND COMMUNITIES

The Group adheres to its commitment to implementing a global philanthropy scheme that benefits the society and community in the pursuit of business growth. As a corporate citizen, our effort in community relations seeks to ensure the presence of the brand image in our local communities in such a way that the Group is viewed as a "neighbour of choice". Contributions are tailored to local needs and priorities as well. During the Year, the Group has participated in the following charitable activities and other community events.

環境、社會及管治報告(續)

於市場方面的卓越表現(續)

數據保護及安全(續)

未得我們經授權人員的事先及明確書面同意前，供應商嚴禁使用我們的資料生產商品供其自用或出售予第三方。對僱員而言，我們已制定嚴格的處理及管理內部文件程序。僱員僅可透過經內部批准的數據及傳訊系統儲存、存放及傳送個人數據。此外，僱員不得向第三方披露任何機密資料及使用我們的電腦瀏覽、下載或傳播非法材料。在未得到正式批准前，僱員亦嚴禁從辦公場所帶走任何材料或物品。於工作日結束時，具有機密性質的文件不得遺留在桌面或在其他可自由進出的地方。該等文件應放置於抽屜或特別上鎖的文件櫃內。為確保僱員了解本集團在保密方面的嚴謹常規，波蘭的生產設施於本年度向僱員提供處理機密資料的培訓。本集團將透過離職面談提醒所有辭職員工不得於離職後披露任何機密資料。

於社會及社區方面的卓越表現

本集團在追求業務發展的同時，奉行實施全球慈善計劃的承諾，造福社會和社區。身為企業公民，我們在社區關係上付諸努力，務求在當地社區將本集團打造成為「首選友鄰」之品牌形象。我們亦特別考慮當地的需求及緩急輕重而作出相應安排。於本年度，本集團已參與以下慈善及其他社區活動。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

EXCELLENCE IN SOCIETY AND COMMUNITIES (continued)

Support on Education

We have set a goal aimed at helping the youth to unearth the greatest possible potential through creating education opportunities and supporting mechanisms, with an emphasis on technology education. Furthermore, our primary focus resides on programmes which are in alignment with our business vision and orientation, including the ability to measure effectiveness, innovative approach, customer-driven, and global programmes that encourage international reach and involvement.

Participation in Charity and Activity

To create a positive corporate culture, we are eager to join charitable events and make contributions to the local society. Various charitable events participated during the Year are as follows:

Production Facility in the UK

- Made clothes and food donations to a charity organization to help the homeless in the local community.

Technical Centre in Poland

- Participated in the Krakow Business Run by Poland Business Run Foundation to provide support to handicapped people who experience limb amputations. The amount of donations by employees was around PLN2,900.
- Actively participate in the football tournament organized by Cracow City Council, which is available to those who have signed the City Climate Pact, interacting with and learning from other companies, and raising community awareness of environmental protection through the tournament.
- Participated in “Nobel Gift” which is one of the largest social programmes in Poland to donate money for buying and providing all the goods requested by the family in need. The amount of donations by employees was around PLN10,000.

環境、社會及管治報告(續)

於社會及社區方面的卓越表現(續)

教育支援

我們訂立目標，透過創造教育機會及支援機制，並專注於技術教育項目，幫助年輕人發揮最大潛能。此外，我們優先考慮與我們的業務願景和方向保持一致的計劃，包括提升衡量效率的能力、創新方式、以客為本及推動國際影響及參與之全球項目。

參與慈善及活動

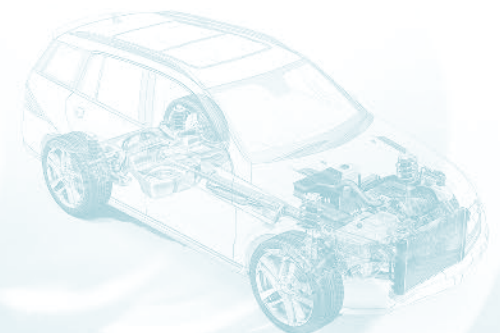
為創建正面的企業文化，我們積極參與慈善活動及向當地社會捐款。於本年度參加的多項慈善活動如下：

英國之生產設施

- 向慈善團體捐贈衣物及食品，幫助當地社區的露宿者。

波蘭之技術中心

- 參與Poland Business Run Foundation所主辦的Krakow Business Run慈善競跑活動，支持截肢後的殘障人士，員工捐款金額約2,900波蘭茲羅提。
- 積極參與由克拉科夫市議會舉辦的足球賽事，該賽事供已簽署《城市氣候公約》的公司參與，可與其他公司互動及學習，並通過賽事提高社區的環保意識。
- 參與Nobel Gift (為波蘭最大規模的社會計劃之一)以捐款購買及提供有需要家庭所需的所有物品，員工捐款金額約10,000波蘭茲羅提。



REPORT OF THE DIRECTORS

The Board herein present their report and the audited consolidated financial statements of the Group for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its principal subsidiaries are set out in Note 1 to the financial statements.

RESULTS

The results of the Group for the year ended 31 December 2023 and the state of affairs of the Group at that date are set out in the financial statements on pages 129 to 239 of this annual report.

The Board does not recommend the payment of any final dividend in respect of the year (2022: Nil).

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2023 is set out in the sections headed “Chairman’s Statement” and “Management Discussion and Analysis” on pages 12 to 14 and pages 15 to 25 of this annual report respectively.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Group for the last five financial years is set out on page 240 of this annual report.

BANK LOANS AND OTHER BORROWINGS

The Group has no outstanding bank loan and other borrowing as at 31 December 2023.

SHARE CAPITAL

Details of movements in the Company’s share capital during the year are set out in Note 27 to the financial statements.

董事會報告書

董事會謹此提呈董事會報告書及本集團截至二零二三年十二月三十一日止年度之經審核綜合財務報表，以供省覽。

主要業務

本公司之主要業務為投資控股。各主要附屬公司之主要業務載列於財務報表附註1。

業績

本集團截至二零二三年十二月三十一日止年度之業績及本集團於該日之財務狀況載列於本年報第129頁至第239頁之財務報表。

董事會不建議本年度派付任何末期股息(二零二二年：無)。

業務回顧

本集團截至二零二三年十二月三十一日止年度之業務回顧分別載於本年報第12頁至第14頁之「主席報告書」及第15頁至第25頁之「管理層論述與分析」。

五年財務摘要

本集團過去五個財政年度之公佈業績及資產與負債摘要載列於本年報第240頁。

銀行借款及其他借款

本集團於二零二三年十二月三十一日沒有任何銀行借款及其他借款。

股本

本年度內，本公司股本變動之詳情載列於財務報表附註27。

REPORT OF THE DIRECTORS (continued)

DONATION

No charitable donation was made by the Group during the year (2022: Nil).

DIRECTORS

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

Dong Xiaojie	
Chang Ket Leong	<i>(appointed on 28 July 2023)</i>
Zheng Jianwei	<i>(appointed on 2 August 2023)</i>
Tam King Ching, Kenny*	
Chan Pat Lam*	
Wong Foreky*	<i>(appointed on 18 March 2024)</i>
Chen Zhouping	<i>(resigned on 13 July 2023)</i>
Li Zhi	<i>(resigned on 2 August 2023)</i>
Yip Kin Man, Raymond*	<i>(resigned on 10 February 2024)</i>

* Independent Non-executive Directors

In accordance with clause 85(3) of the Articles of association of the Company, Messrs. Chang Ket Leong, Zheng Jianwei and Wong Foreky, will hold office until the first annual general meeting of the Company after their appointment on 28 July 2023, 2 August 2023 and 18 March 2024 respectively, and shall then be eligible and will offer themselves for re-election at the forthcoming annual general meeting.

In accordance with clause 86 of the Articles of association of the Company, Mr. Dong Xiaojie will retire by rotation. Mr. Dong Xiaojie will be eligible and offer himself for re-election at the forthcoming annual general meeting.

DIRECTORS' INDEMNITIES AND INSURANCE

As permitted by the articles of association of the Company, every Director or other officer of the Company shall be entitled to be indemnified out of the assets and profit of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto.

董事會報告書(續)

捐款

本年度內，本集團並無作出慈善捐款(二零二二年：無)。

董事

於本年度內及截至本報告日期的本公司董事如下：

東小杰	
鄭潔亮	<i>(於二零二三年七月二十八日獲委任)</i>
鄭建偉	<i>(於二零二三年八月二日獲委任)</i>
譚競正*	
陳柏林*	
黃科傑*	<i>(於二零二四年三月十八日獲委任)</i>
陳舟平	<i>(於二零二三年七月十三日辭任)</i>
李志	<i>(於二零二三年八月二日辭任)</i>
葉健民*	<i>(於二零二四年二月十日辭任)</i>

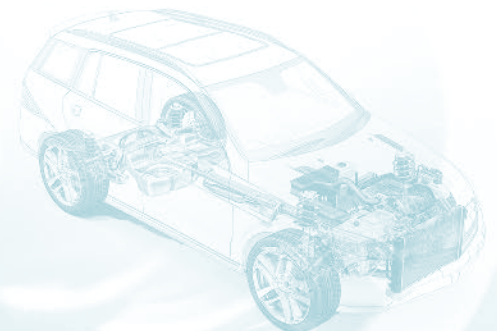
* 獨立非執行董事

根據本公司的章程細則第85(3)條，鄭潔亮先生、鄭建偉先生及黃科傑先生將持續任職至其分別於二零二三年七月二十八日、二零二三年八月二日及二零二四年三月十八日任命之後的本公司首次股東週年大會為止，彼等符合資格並願意於上述大會上膺選連任。

根據本公司章程細則第86條，東小杰先生將於股東週年大會上輪席告退。東小杰先生符合資格並願意於上述大會上膺選連任。

董事的彌償及保險

本公司章程細則允許本公司各董事或其他高級職員有權就履行其職責或其他與此有關方面蒙受或產生的所有虧損或債務自本公司的資產及溢利中獲得賠償。



REPORT OF THE DIRECTORS (continued)

DIRECTORS' INDEMNITIES AND INSURANCE (continued)

The Company has arranged appropriate directors' and officer's liability coverage for the directors and officers of the Company.

DIRECTORS' SERVICE CONTRACTS

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

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

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

As at 31 December 2023, none of the Directors or chief executives of the Company, or their respective associates had any personal, family, corporate and other interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code of the Listing Rules.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year was the Company or any of its subsidiaries, its parent company or any subsidiary of its parent company a party to any arrangement to enable the Company's Directors or their respective spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

董事會報告書(續)

董事的彌償及保險(續)

本公司已為本公司董事及高級職員購買適當的董事及高級職員責任保險作為保障。

董事之服務合約

擬於即將舉行之股東週年大會上膺選連任之董事，概無與本公司訂立在一內本公司不可在不予賠償(法定賠償除外)的情況下終止之服務合約。

管理合約

本年度內，本公司並無簽訂或存在有關管理或經營本公司全部或任何主要部份業務之合約。

董事及最高行政人員於股份、相關股份及債權證之權益及淡倉

於二零二三年十二月三十一日，本公司之董事或最高行政人員，或彼等各自之聯繫人士概無在本公司或其任何相聯法團(按證券及期貨條例第XV部賦予之涵義)之股份、相關股份或債權證擁有須記入根據證券及期貨條例第352條須予設存之登記冊或根據聯交所上市規則的標準守則須通知本公司及聯交所之任何個人、家族、公司及其他權益或淡倉。

董事購買股份或債權證之權利

於本年度內任何時間，本公司或其任何附屬公司、其母公司或其母公司的任何附屬公司概無參與訂立任何安排，使本公司董事或彼等各自之配偶或未滿十八歲的子女可藉購買本公司或任何其他法人團體之股份或債權證而獲得利益。

REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transactions, arrangements or contracts that is significant in relation to the Group's business to which the Company or any of its subsidiaries, its parent company or any subsidiary of its parent company was a party and in which a Director of the Company or his/her connected entities had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事於交易、安排或合約之權益

本公司或其任何附屬公司、其母公司或其母公司的任何附屬公司在本年度結束時或本年度任何時間內，概無簽訂任何與本集團業務有關之任何重要交易、安排或合約，導致本公司董事或其關連實體直接或間接獲得重大利益。

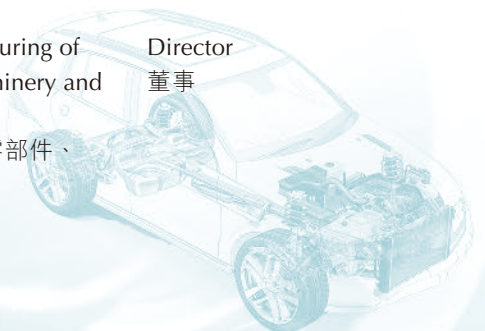
DIRECTORS' INTERESTS IN COMPETING BUSINESSES

Pursuant to Rule 8.10 of the Listing Rules, the following Directors have declared interests in the following businesses (other than those businesses where the Directors of the Company were appointed as directors to represent the interests of the Company and/or any member of the Group) which are considered to compete or are likely to compete, either directly or indirectly, with the businesses of the Group during the year:

董事於競爭業務之權益

根據上市規則第8.10條，以下董事已聲明彼等於以下業務持有權益(並不包括本公司董事獲委任為有關公司之董事以代表本公司及/或本集團任何成員公司權益之業務)，而該等業務被視為於本年度內與本集團業務構成直接或間接競爭或可能構成競爭：

Name of Director 董事姓名	Name of entity whose businesses are considered to compete or likely to compete with the businesses of the Group 業務被視為與本集團業務構成競爭或可能構成競爭之實體之名稱	Description of businesses of the entity which are considered to compete or likely to compete with the businesses of the Group 業務被視為與本集團業務構成競爭或可能構成競爭之實體之資料	Nature of interest of the Director in the entity 董事於實體持有之權益之性質
Dong Xiaojie 東小杰	BWSM, BWI and BWI HK 京西智行，京西重工及 京西重工(香港)	Sale and manufacturing of auto parts, machinery and equipment 銷售及製造汽車零部件、 機器及設備	Director 董事
Chang Ket Leong ⁽¹⁾ 鄭潔亮 ⁽¹⁾	BWSM, BWI and BWI HK 京西智行，京西重工及 京西重工(香港)	Sale and manufacturing of auto parts, machinery and equipment 銷售及製造汽車零部件、 機器及設備	Director 董事
Zheng Jianwei ⁽²⁾ 鄭建偉 ⁽²⁾	BWI HK 京西重工(香港)	Sale and manufacturing of auto parts, machinery and equipment 銷售及製造汽車零部件、 機器及設備	Director 董事



REPORT OF THE DIRECTORS (continued) 董事會報告書(續)

DIRECTORS' INTERESTS IN COMPETING BUSINESSES (continued)

董事於競爭業務之權益(續)

Name of Director 董事姓名	Name of entity whose businesses are considered to compete or likely to compete with the businesses of the Group 業務被視為與本集團業務構成競爭或可能構成競爭之實體之名稱	Description of businesses of the entity which are considered to compete or likely to compete with the businesses of the Group 業務被視為與本集團業務構成競爭或可能構成競爭之實體之資料	Nature of interest of the Director in the entity 董事於實體持有之權益之性質
Chen Zhouping ⁽³⁾ 陳舟平 ⁽³⁾	BWI and BWI HK 京西重工及 京西重工(香港)	Sale and manufacturing of auto parts, machinery and equipment 銷售及製造汽車零部件、機器及設備	Director 董事
Li Zhi ⁽⁴⁾ 李志 ⁽⁴⁾	BWI and BWI HK 京西重工及 京西重工(香港)	Sale and manufacturing of auto parts, machinery and equipment 銷售及製造汽車零部件、機器及設備	Director 董事

⁽¹⁾ Appointed on 28 July 2023.

⁽²⁾ Appointed on 2 August 2023.

⁽³⁾ Resigned as Director with effect from 13 July 2023.

⁽⁴⁾ Resigned as Director with effect from 2 August 2023.

⁽¹⁾ 於二零二三年七月二十八日獲委任。

⁽²⁾ 於二零二三年八月二日獲委任。

⁽³⁾ 自二零二三年七月十三日起辭任董事。

⁽⁴⁾ 自二零二三年八月二日起辭任董事。

Notes:

BWI HK is a wholly-owned subsidiary of BWI.

The relevant information is disclosed on a group basis. The businesses of such entity may be carried out through the subsidiaries or associates of the entity concerned or by way of other forms of investments.

The Board is independent from the board of the above-mentioned entities and is accountable to the Company's shareholders. Coupled with the diligence of its Independent Non-executive Directors whose views carry significant weight in the Board's decisions, the Group is capable of carrying on its businesses independently of, and at arm's length from, the businesses of that entity.

附註：

京西重工(香港)為京西重工之全資附屬公司。

有關資料之披露是以一個集團為基準。該實體之業務可能是透過其附屬公司或聯營公司或其他投資方式進行。

董事會獨立於上述實體之董事會，並須向本公司股東負責。本集團之獨立非執行董事克盡己職，對董事會之決策提供舉足輕重之意見，因此本集團能夠按公平原則與該等實體各自經營本身之業務。

REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SFO

As at 31 December 2023, according to the register kept by the Company under Section 336 of the SFO, the following companies had interests in the shares and/or underlying shares of the Company which fell to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO:

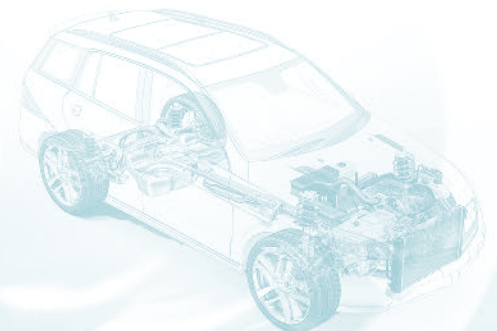
Long positions in the shares/underlying shares of the Company

根據證券及期貨條例須予披露之股東權益及淡倉

於二零二三年十二月三十一日，根據本公司按證券及期貨條例第336條設存之登記冊所載，下列公司於本公司股份及／或相關股份持有權益，而須根據證券及期貨條例第XV部第2及第3分部向本公司披露：

於本公司股份／相關股份之好倉

Name of shareholder	Capacity in which interests were held	Number of shares/ underlying shares	Interests as to % of the issued share capital of the Company as at 31.12.2023	Notes
股東名稱	持有權益之身份	股份／相關股份數目	權益佔本公司於二零二三年十二月三十一日已發行股本之百分比	附註
BWI HK 京西重工(香港)	Beneficial owner 實益擁有人	301,842,572	52.55%	1,4,5
BWI 京西重工	Interests of controlled corporation 受控法團之權益	301,842,572	52.55%	1,4,6
BWSM 京西智行	Interests of controlled corporation 受控法團之權益	301,842,572	52.55%	1,4,6
Zhangjiakou Holding 張家口金控	Interests of controlled corporation/Person having a security interest in shares 受控法團之權益／於股份擁有抵押權益的人	301,842,572	52.55%	2,4,5



REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

INTERESTS AND SHORT POSITIONS OF
SHAREHOLDERS DISCLOSEABLE UNDER THE SFO
(continued)根據證券及期貨條例須予披露之股東
權益及淡倉(續)Long positions in the shares/underlying shares of the
Company (continued)

於本公司股份／相關股份之好倉(續)

Name of shareholder	Capacity in which interests were held	Number of shares/ underlying shares	Interests as to% of the issued share capital of the Company as at 31.12.2023 權益佔本公司 於二零二三年 十二月三十一日 已發行股本 之百分比	Notes
股東名稱	持有權益之身份	股份／相關 股份數目		附註
Zhangjiakou Guokong Asset Management Group Co., Ltd.* ("Zhangjiakou Guokong") 張家口國控資產管理集團有限公司 (「張家口國控」)	Interests of controlled corporation 受控法團之權益	301,842,572	52.55%	3,4
ZJKF Holdings International Limited ("ZJKF") 張金國際控股有限公司(「張金國際」)	Person having a security interest in shares 於股份擁有抵押權益的人	301,842,572	52.55%	5

* For identification purpose only

REPORT OF THE DIRECTORS (continued)

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SFO (continued)

Long positions in the shares/underlying shares of the Company (continued)

Notes:

1. BWI HK was a wholly-owned subsidiary of BWI. More than one-third of the issued voting shares of BWI was held by BWSM, thus BWSM is deemed to be interested in the 301,842,572 shares of the Company held by BWI HK.
2. Zhangjiakou Holding is deemed to be interested in the 301,842,572 shares of the Company held by BWI HK as mentioned above as it holds more than one-third of the issued voting shares of BWSM.
3. Zhangjiakou Guokong is deemed to be interested in the 301,842,572 shares of the Company held by BWI HK as mentioned above as it holds more than one-third of the issued voting shares of Zhangjiakou Holding.
4. The interests held by BWI HK, BWI, BWSM, Zhangjiakou Holding and Zhangjiakou Guokong were the same block of shares of the Company.
5. On 31 October 2022, BWI HK has pledged the 301,842,572 shares of the Company held by it, representing approximately 52.55% of the issued share capital of the Company, in favour of ZJKF as security for a loan lent by ZJKF to BWI HK. ZJKF is a wholly-owned subsidiary of Zhangjiakou Holding, which is also a controlling shareholder of the Company.
6. On 26 April 2023, BWI has pledged 100% interest of BWI HK, in favour of BWSM as security for a loan provided by BWSM to BWI.

Save as disclosed above, as at 31 December 2023, the Company has not been notified of any other person (other than the Directors and chief executives of the Company) who had an interest or short position in the shares and/or underlying shares of the Company which fell to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

董事會報告書(續)

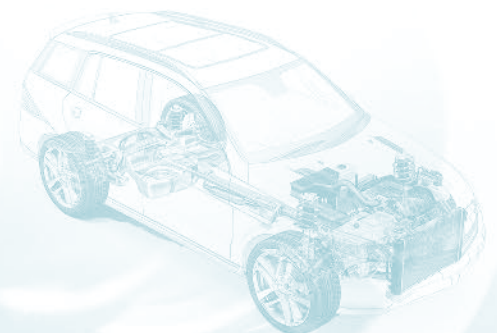
根據證券及期貨條例須予披露之股東權益及淡倉(續)

於本公司股份／相關股份之好倉(續)

附註：

1. 京西重工(香港)為京西重工之全資附屬公司。三分之一以上京西重工已發行有投票權股份由京西智行持有，因此京西智行被視為持有京西重工(香港)持有之301,842,572股本公司股份。
2. 由於張家口金控持有京西智行三分之一以上已發行有投票權股份，因此張家口金控被視為持有上述京西重工(香港)持有之301,842,572股本公司股份。
3. 由於張家口國控持有張家口金控三分之一以上已發行有投票權股份，因此張家口國控被視為持有上述京西重工(香港)持有之301,842,572股本公司股份。
4. 京西重工(香港)、京西重工、京西智行、張家口金控及張家口國控持有的權益乃屬同一批本公司股份。
5. 於二零二二年十月三十一日，京西重工(香港)把其持有的301,842,572股本公司股票，代表約52.55%本公司股權，抵押予張金國際作為張金國際借予京西重工(香港)一項貸款之抵押物。張金國際乃張家口金控之全資附屬公司，而張家口金控亦為本公司之控股股東。
6. 於二零二三年四月二十六日，京西重工把其持有京西重工(香港)的100%權益抵押予京西智行，作為京西智行提供予京西重工的貸款抵押物。

除上文所披露者外，於二零二三年十二月三十一日，本公司並無接獲任何其他人士(本公司董事及最高行政人員除外)通知，表示其於本公司股份及／或相關股份中持有權益或淡倉，而須根據證券及期貨條例第XV部第2及第3分部條文向本公司披露。



REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

CONTROLLING SHAREHOLDERS' INTEREST IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Continuing Connected Transactions" below, at no time during the year had the Company or any of its subsidiaries, and the controlling shareholder (as defined under the Listing Rules) or any of its subsidiaries entered into any contract of significance or any contract of significance for the provision of services to the Company or any of its subsidiaries by the controlling shareholder or any of its subsidiaries.

控股股東於重要交易之權益

除下文「持續關連交易」一節所披露者外，本公司或其任何附屬公司在本年度任何時間內，概無與控股股東(按上市規則給予的涵義)或其附屬公司之間訂立任何重要合約或有關控股股東或其附屬公司向本公司或其附屬公司提供服務的重要合約。

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company, there is a sufficiency of public float of the Company's securities as required under the Listing Rules as at the date of this annual report.

公眾持股量

根據本公司所獲得之公開資料及就本公司董事所知，於本年報刊發日期，本公司之證券符合上市規則所規定之足夠公眾持股量規定。

SHARE OPTION SCHEME

On 6 June 2014, the shareholders of the Company adopted a share option scheme (the "Scheme").

購股權計劃

於二零一四年六月六日，本公司股東批准採納一個新購股權計劃(「該計劃」)。

The purpose of the Scheme is to enable the Company to grant options to selected participants as incentives or rewards for their contribution or potential contribution to the Company and/or any of its subsidiaries and/or any of the entities in which any member of the Group holds any equity interest (the "Invested Entities"). The Scheme shall be valid and effective from 18 June 2014, being the date on which the Listing Committee of the Stock Exchange granting its approval to the listing of, and permission to deal in, the shares of the Company which may fall to be issued upon exercise of the options to be granted under the Scheme, and ending on 6 June 2024, being the tenth anniversary of the date on which the Scheme was adopted by the shareholders of the Company (both dates inclusive).

該計劃旨在讓本公司向選定參與者授出購股權，作為鼓勵或獎賞彼等對本公司及／或任何其附屬公司及／或任何本集團成員公司持有任何股本權益的任何實體(「投資實體」)作出的貢獻或潛在貢獻。該計劃自二零一四年六月十八日(即於聯交所上市委員會授出批准因行使根據該計劃授出之購股權而可能發行之本公司股份上市及買賣當日)起至二零二四年六月六日(即該計劃獲本公司股東批准採納當日之十週年)止有效及生效(包括首尾兩日)。

Under the Scheme, the Board may, at its discretion, offer full-time or part-time employees, executives, officers or directors (including executive and non-executive directors) of the Company or any of its subsidiaries or any of the Invested Entities, and any advisors, consultants, agents, suppliers, customers and distributors, who, in the sole opinion of the Board, will contribute or have contributed to the Company and/or any of its subsidiaries and/or any of the Invested Entities, share options to subscribe for shares of the Company.

根據該計劃，董事會可酌情向本公司或任何其附屬公司或任何投資實體的任何全職或兼職僱員、行政人員、職員或董事(包括執行及非執行董事)，以及董事會全權認為將對或曾對本公司及／或其任何附屬公司及／或任何投資實體作出貢獻的任何諮詢人、顧問、代理人、供應商、客戶和分銷商授出購股權以認購本公司股份。

REPORT OF THE DIRECTORS (continued)

SHARE OPTION SCHEME (continued)

No share option has been granted under the Scheme. The maximum number of shares of the Company available for issue upon exercise of all share options which may be granted under the Scheme is 25,189,232, representing approximately 4.39% of the shares of the Company in issue as at the date of this annual report. The total number of shares of the Company issued and which may fall to be issued upon the exercise of share options to be granted under the Scheme and any other share option scheme(s) of the Company (including exercised, cancelled and outstanding share options) to each grantee in any 12-month period up to the date of grant shall not exceed 1% of the number of shares of the Company in issue as at the date of grant. Any further grant of share options in excess of this 1% limit shall be subject to the issue of a circular by the Company and shareholders' approval in a general meeting.

The period during which a share option may be exercised will be determined by the Board at its absolute discretion, save that no share option may be exercised more than ten years after it has been granted under the Scheme. There is no requirement that a share option must be held for any minimum period before it can be exercised but the Board is empowered to impose at its discretion any such minimum period at the time of offer of any share options.

The exercise price in relation to each share option will be determined by the Board at its absolute discretion and shall not be less than the highest of (i) the closing price of the shares of the Company as stated in the daily quotations sheet of the Stock Exchange on the date of offer of share options; (ii) the average closing price of the shares of the Company as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date of offer of share options; and (iii) the nominal value of a share of the Company on the date of offer of share options. Each of the grantees is required to pay HK\$1.00 as a consideration for his acceptance of the grant of share options in accordance with the Scheme. The offer of share options must be accepted within 30 days from the date of the offer.

Share options to be granted under the Scheme do not confer rights on the holders to dividends or to vote at general meetings.

No share option has been granted under the Scheme since its adoption. Accordingly, as at 31 December 2023, there was no share option outstanding under the Scheme.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro-rata basis to its existing shareholders.

董事會報告書(續)

購股權計劃(續)

概無根據該計劃授出購股權。因悉數行使根據該計劃可能授出之購股權而可發行之最高本公司股份數目為25,189,232股，佔本公司於本年報刊發日期已發行股份約4.39%。各承授人於授出日期前任何十二個月期間因行使該計劃及本公司任何其他購股權計劃，將予獲授之購股權(包括已行使、註銷及尚未行使之購股權)而經已發行及將予發行之本公司股份總數不得超過於授出日期本公司已發行股份數目之1%。倘進一步授出超過此1%限額之購股權，本公司須發出通函及經股東在股東大會上批准。

董事會可全權釐定購股權之行使期限，惟不得於根據該計劃授出購股權之日期起計十年後行使。並無規定購股權可予行使前必須持有之最短期限，惟董事會有權於授出任何購股權時酌情釐定該最短期限。

各購股權之行使價將由董事會全權釐定，惟該價格不得少於以下之最高者：(i)於授出購股權日期本公司股份載於聯交所日報表之收市價；(ii)緊接授出購股權日期前五個營業日本公司股份載於聯交所日報表之平均收市價；及(iii)於授出購股權日期本公司股份之面值。根據該計劃，各承授人須支付1.00港元作為接納獲授購股權之代價。授出購股權須於授出日期起計三十日內獲接納。

根據該計劃將予授出之購股權並不授予持有人獲派股息或於股東大會上投票之權利。

自採納該計劃起，概無根據此計劃授出購股權。因此，於二零二三年十二月三十一日，概無根據該計劃授出之尚未行使購股權。

優先購買權

本公司之章程細則或開曼群島(即本公司成立地之司法權區)法律均無致使本公司須向現有股東按比例發行新股份之優先購買權規定。



REPORT OF THE DIRECTORS (continued)

EQUITY-LINKED AGREEMENT

Other than the Scheme as disclosed above, no equity-linked agreement that will or may result in the Company issuing shares or that require the Company to enter into any agreement that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities (whether on the Stock Exchange or otherwise) during the year.

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company's reserves available for distribution, as calculated in accordance with the applicable provisions of the Companies Law of the Cayman Islands (the "Cayman Companies Act"), amounted to approximately HK\$975 million. Under the Cayman Companies Act, the amount in the share premium account of the Company as at 31 December 2023 was distributable to the Shareholders (subject to the provisions of the articles of association of the Company), provided that the Company will be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the dividend, if any, is proposed to be paid.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2023, revenue from sales of goods and rendering of services to the Group's five largest customers accounted for approximately 57.9% of the total revenue from sales of goods and rendering of services for the year and revenue from sales of goods and rendering of services to the largest customer included therein amounted to approximately 17.7%. BWI (a substantial shareholder of the Company), together with its subsidiaries (exclude the Group), was one of the five largest customers and account for approximately 11.0% of the total revenue from sale of goods and rendering of services during the year. Purchases from the Group's five largest suppliers accounted for approximately 36.7% of the total purchases for the year ended 31 December 2023 and purchases from the largest supplier included therein amounted to approximately 13.5%. BWI, together with its subsidiaries (exclude the Group), was one of the five largest suppliers and account for approximately 4.9% of the purchases during the year. Other than disclosed above, none of the Directors of the Company or any of their close associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the number of issued shares of the Company) had any interest in the Group's five largest customers and suppliers.

董事會報告書(續)

股票掛鈎協議

除上述所披露之該計劃外，於年內或年度結束時，本公司概無訂立或存在任何股票掛鈎協議將會或可導致本公司發行股份，或規定本公司訂立任何協議將會或可導致本公司發行股份。

購買、出售或贖回本公司之上市證券

於本年度內，本公司或其任何附屬公司概無在聯交所或任何其他證券交易所購買、出售或贖回本公司之任何上市證券。

可供分派儲備

於二零二三年十二月三十一日，本公司按開曼群島公司法(「開曼公司法」)適用條款計算的可供分派儲備約為975百萬港元。根據開曼公司法，本公司於二零二三年十二月三十一日的股份溢價賬內之金額可分派予股東(受本公司章程細則所規限)，前提是於緊隨擬派股息(如有)日期後，本公司能償付於一般業務過程中到期的債務。

主要客戶及供應商

截至二零二三年十二月三十一日止年度，本集團向五位最大客戶銷售貨品及提供服務的收入佔本年度銷售貨品及提供服務的總收入約57.9%，而向當中最大客戶銷售貨品及提供服務的收入佔本年度銷售貨品及提供服務的總收入約17.7%。京西重工(為本公司之主要股東)及其附屬公司(本集團除外)是五位最大客戶之其中一位，佔本年度銷售貨品及提供服務的總收入約11.0%。本集團向五位最大供應商採購的總額佔截至二零二三年十二月三十一日止本年度總採購額約36.7%，而向當中最大供應商採購的總額佔本年度總採購額約13.5%。京西重工及其附屬公司(本集團除外)是五位最大供應商之其中一位，佔本年度總採購額約4.9%。除了上述披露外，本公司董事或其任何緊密聯繫人或就董事所知悉擁有本公司已發行股份數目5%以上權益之任何股東，概無於本集團五大客戶及供應商中擁有任何權益。

REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

CONTINUING CONNECTED TRANSACTIONS

The following continuing connected transactions were recorded during the year and up to the date of this annual report:

BWI is a controlling shareholder of the Company. Accordingly, the transactions under the agreements as set out in (a) to (d) below would constitute continuing connected transactions for the Company.

(a) Mutual Technical Services Agreement

A mutual technical services agreement (the “**Mutual Technical Services Agreement**”) was entered into between the Company and BWI on 19 October 2022 for a term of three financial years ending on 31 December 2025.

Pursuant to the Mutual Technical Services Agreement, BWI and/or its associates would provide technical services to the Group (the “**BWI Services**”) and the Group would provide technical services to BWI and/or its associates (the “**Company Services**”). Such technical services comprise engineering services and manufacturing services.

The basis of determining the technical services fees for the transactions contemplated under the Mutual Technical Services Agreement would be: (1) cost plus 5% for engineering services; and (2) cost plus 1.5% for manufacturing services.

The cap amounts of the transactions under the Mutual Technical Services Agreement for each of the three financial years ending 31 December 2025 are as follows:

持續關連交易

以下為於本年度內及截至本年報刊發日期所記錄之持續關連交易：

京西重工為本公司之控股股東。因此，以下(a)項至(d)項所載之協議項下之交易將構成本公司之持續關連交易。

(a) 相互技術服務協議

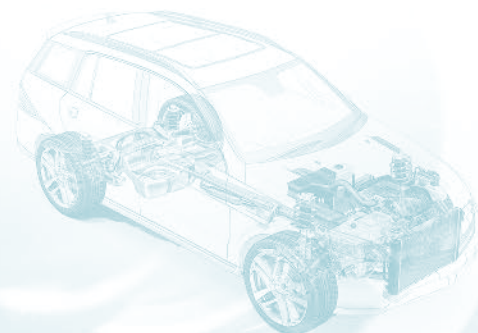
本公司與京西重工於二零二二年十月十九日簽訂一份相互技術服務協議(「**相互技術服務協議**」)，年期為截至二零二五年十二月三十一日止三個財政年度。

根據相互技術服務協議，京西重工及／或其聯繫人將向本集團提供技術服務(「**京西重工服務**」)，而本集團亦將向京西重工及／或其聯繫人提供技術服務(「**本公司服務**」)。該等技術服務包括工程服務及製造服務。

相互技術服務協議項下進行之交易之技術服務費按：(1)成本加5%(就工程服務而言)；及(2)成本加1.5%(就製造服務而言)之基準計算。

根據相互技術服務協議進行之交易於截至二零二五年十二月三十一日止三個財政年度各年之上限金額如下：

	For the financial year ended 31 December 2023 截至二零二三年十二月三十一日止財政年度 HK\$ million 港幣百萬	For the financial year ending 31 December 2024 截至二零二四年十二月三十一日止財政年度 HK\$ million 港幣百萬	For the financial year ending 31 December 2025 截至二零二五年十二月三十一日止財政年度 HK\$ million 港幣百萬
Cap amounts for the BWI Services 京西重工服務之上限金額	137.9	165.5	198.6
Cap amounts for the Company Services 本公司服務之上限金額	165.1	198.1	237.7



REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

CONTINUING CONNECTED TRANSACTIONS
(continued)

持續關連交易(續)

(a) Mutual Technical Services Agreement (continued)

The Mutual Technical Services Agreement was entered into to facilitate the continued provision of technical services between BWI and/or its associates and the Group. The arrangement for the mutual provision of technical services would allow both parties to save and pool their resources in providing a total solution to their customers. Details of the Mutual Technical Services Agreement were disclosed in the announcement of the Company dated 19 October 2022 and in the circular of the Company dated 17 November 2022. The Mutual Technical Services Agreement was approved, confirmed and ratified by the independent shareholders of the Company on 13 December 2022.

(a) 相互技術服務協議(續)

訂立相互技術服務協議有助於京西重工及／或其聯繫人與本集團之間繼續提供技術服務。相互提供技術服務的安排有助雙方節省及共用資源為客戶提供全面解決方案。相互技術服務協議之詳情已披露於本公司日期為二零二二年十月十九日之公告及日期為二零二二年十一月十七日之通函內。相互技術服務協議已於二零二二年十二月十三日獲本公司的獨立股東批准、確認及追認。

(b) Parts and Components Supply Agreement

A parts and components supply agreement (the “**Parts and Components Supply Agreement**”) was entered into between the Company and BWI on 19 October 2022 for a term of three financial years ending on 31 December 2025.

(b) 零部件及元件供應協議

本公司與京西重工於二零二二年十月十九日簽訂零部件及元件供應協議(「**零部件及元件供應協議**」)，年期為截至二零二五年十二月三十一日止三個財政年度。

Pursuant to the Parts and Components Supply Agreement, the Group would supply auto parts and components to BWI and/or its associates (the “**Sales**”).

根據零部件及元件供應協議，本集團將向京西重工及／或其聯繫人供應汽車零部件及元件(「**銷售事項**」)。

The prices for the transactions under the Parts and Components Supply Agreement would base on the cost plus approach at margins within the range or no less favourable to the margins of the other products of the Group supplied to independent third party customers for the prior financial year, and the pricing policies for continuing connected transactions of the Group.

部件及元件供應協議項下進行之交易價格按照介乎本集團於上一個財政年度向獨立第三方客戶供應其他產品之利潤範圍或不遜於有關利潤之成本加成法，以及本集團就持續關連交易之定價政策訂立。

REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

CONTINUING CONNECTED TRANSACTIONS
(continued)

持續關連交易(續)

(b) Parts and Components Supply Agreement (continued)

The cap amounts of the transactions under the Parts and Components Supply Agreement for each of the three financial years ending 31 December 2025 are as follows:

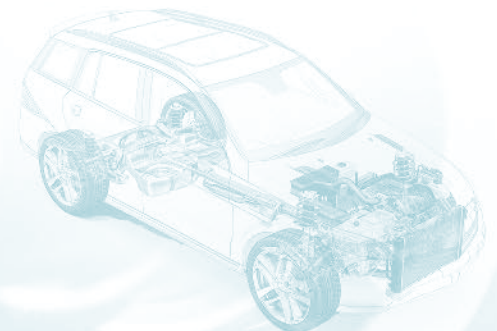
(b) 零部件及元件供應協議(續)

根據零部件及元件供應協議進行之交易於截至二零二五年十二月三十一日止三個財政年度各年之上限金額如下：

For the financial year ended 31 December 2023 截至二零二三年 十二月三十一日 財政年度 HK\$ million 港幣百萬	For the financial year ending 31 December 2024 截至二零二四年 十二月三十一日 財政年度 HK\$ million 港幣百萬	For the financial year ending 31 December 2025 截至二零二五年 十二月三十一日 財政年度 HK\$ million 港幣百萬
246.2	272.4	319.6

The transactions under the Parts and Components Supply Agreement are a continuation of the already established purchasing and supplying business between BWI and/or its associates and the Group. The Parts and Components Supply Agreement was entered into to facilitate the continued supply of auto parts and components from the Group to BWI and/or its associates. Details of the Parts and Components Supply Agreement were disclosed in the announcement of the Company dated 19 October 2022 and in the circular of the Company dated 17 November 2022. The Parts and Components Supply Agreement was approved, confirmed and ratified by the independent shareholders of the Company on 13 December 2022.

零部件及元件供應協議項下進行的交易為京西重工及／或其聯繫人與本集團之間已開展良久之採購及供應業務的延續。訂立零部件及元件供應協議有助本集團繼續向京西重工及／或其聯繫人供應汽車零部件及元件。零件及元件供應協議之詳情已披露於本公司日期為二零二二年十月十九日之公告及日期為二零二二年十一月十七日之通函內。零部件及元件供應協議已於二零二二年十二月十三日獲本公司的獨立股東批准、確認及追認。



REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

CONTINUING CONNECTED TRANSACTIONS
(continued)

持續關連交易(續)

(c) Parts and Components Purchase Agreement

A parts and components purchase agreement (the “**Parts and Components Purchase Agreement**”) was entered into between the Company and BWI on 19 October 2022 for a term of three financial years ending on 31 December 2025.

Pursuant to the Parts and Components Purchase Agreement, the Group would purchase auto parts and components from BWI and/or its associates.

The basis of determining the prices for the transactions under the Parts and Components Purchase Agreement would be in accordance with the following principles:

- (i) by reference to the prevailing market prices of the same or substantially similar products, taking into account of the prices of the same or substantially similar products with comparable order quantities and quality offered by other suppliers; and on terms which are no less favourable to the Group than prevailing market practices; or
- (ii) if (i) above is not applicable, by reference to the average price of similar products previously supplied or provided by a party, and on no less favourable terms comparable to those offered by the relevant party to independent third parties; and on normal commercial terms comparable to those received from independent third parties in respect of the same or substantially similar products with comparable quantities.

(c) 零部件及元件採購協議

本公司與京西重工於二零二二年十月十九日簽訂一份零部件及元件採購協議(「**零部件及元件採購協議**」)，年期為截至二零二五年十二月三十一日止三個財政年度。

根據零部件及元件採購協議，本集團將向京西重工及／或其聯繫人士採購汽車零部件及元件。

零部件及元件採購協議項下之交易的定價基準將根據以下原則釐定：

- (i) 參考相同或大致類似產品的現行市價，並計及由其他供應商所提供可資比較訂單數量及質量的相同或大致類似產品的價格；及按對本集團而言不遜於現行市場慣例的條款釐定；或
- (ii) 倘上文第(i)項不適用，則參考一訂約方先前供應或提供類似產品的平均價格，並按不遜於有關訂約方向獨立第三方所提供的可資比較條款釐定；及就可資比較數量的相同或大致類似產品，按由獨立第三方所提供的可資比較一般商業條款釐定。

REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

CONTINUING CONNECTED TRANSACTIONS
(continued)

持續關連交易(續)

(c) Parts and Components Purchase Agreement
(continued)

(c) 零部件及元件採購協議(續)

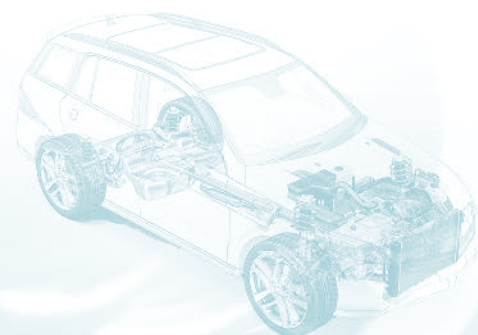
The cap amounts of the transactions under the Parts and Components Purchase Agreement for each of the three financial years ending 31 December 2025 are as follows:

根據部件及元件採購協議進行之交易於截至二零二五年十二月三十一日止三個財政年度各年之上限金額如下：

For the financial year ended 31 December 2023 截至二零二三年 十二月三十一日 財政年度 HK\$ million 港幣百萬	For the financial year ending 31 December 2024 截至二零二四年 十二月三十一日 財政年度 HK\$ million 港幣百萬	For the financial year ending 31 December 2025 截至二零二五年 十二月三十一日 財政年度 HK\$ million 港幣百萬
10.0	10.0	10.0

The transactions under the Parts and Components Purchase Agreement are a continuation of the already established purchasing and supplying business between the Group and BWI and/or its associates. The Parts and Components Purchase Agreement was entered into to facilitate the continued purchase of auto parts and components by the Group from BWI and/or its associates. Details of the Parts and Components Purchase Agreement were disclosed in the announcement of the Company dated 19 October 2022.

零部件及元件採購協議項下進行的交易為本集團與京西重工及／或其聯繫人之間已開展良久之採購及供應業務的延續。訂立零部件及元件採購協議有助本集團繼續向京西重工及／或其聯繫人採購汽車零部件及元件。零部件及元件採購協議之詳情已披露於本公司日期為二零二二年十月十九日之公告內。



REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

CONTINUING CONNECTED TRANSACTIONS
(continued)

持續關連交易(續)

(d) Patent License Agreement

A patent license agreement (the “**Patent License Agreement**”) was entered into between BWI as licensor and the Company as licensee on 19 October 2022 for a term of three financial years ending on 31 December 2025.

Pursuant to the Patent License Agreement, BWI would procure its wholly owned subsidiaries which are the registered holders of certain patents (the “**Patents**”) related to automobile controlled and passive suspension products to grant to the Group a non-exclusive and non-transferrable license to use the Patents in the Group’s manufacturing operations.

The Company would pay an annual license fee representing 0.5% of the net sales of the licensed products of the Group, which would be the products manufactured by the Group using the Patents. The net sales would be the total invoiced amount of licensed products less any sales allowances, customer discounts, and refunds for licensed products that were damaged or returned.

The cap amounts of the license fees for the Patents under the Patent License Agreement for each of the three financial years ending 31 December 2025 are as follows:

**For the financial
year ended
31 December 2023**
截至二零二三年
十二月三十一日
止
財政年度
HK\$ million
港幣百萬

**For the financial
year ending
31 December 2024**
截至二零二四年
十二月三十一日
止
財政年度
HK\$ million
港幣百萬

**For the financial
year ending
31 December 2025**
截至二零二五年
十二月三十一日
止
財政年度
HK\$ million
港幣百萬

13.5

13.5

13.5

The transactions under the Patent License are a continuation of the already established arrangement for the use of Patents between BWI and the Group. The entering into of the Patent License Agreement would enable the Group to continue to use the Patents which maintain and strengthen the competitive position of the Company in the automotive market. Details of the Patent License Agreement were disclosed in the announcement of the Company dated 19 October 2022.

(d) 專利特許協議

京西重工(作為特許權授予方)與本公司(作為特許權承授方)於二零二二年十月十九日簽訂一份專利特許協議(「**專利特許協議**」)，年期為截至二零二五年十二月三十一日止三個財政年度。

根據專利特許協議，京西重工將促使其全資附屬公司(為汽車主動及被動懸架產品若干專利(「**專利**」)的註冊持有人)向本集團授予一項非獨家及不可轉讓的特許權，以讓本集團的製造業務中使用專利。

本公司將就本集團使用專利所製造的產品支付年度特許權費，相當於本集團特許產品銷售淨額的0.5%。銷售淨額將為特許產品的發票總額減任何銷售折讓、客戶折扣及因損壞或退回特許產品而作出的退款。

根據專利特許協議，於截至二零二五年十二月三十一日止三個財政年度各年專利特許權費的上限金額如下：

專利特許協議項下進行的交易為京西重工與本集團之間已開展良久之專利使用安排的延續。訂立專利特許協議有助本集團繼續使用專利，以維持及加強本公司於汽車市場的競爭地位。專利特許協議之詳情已披露於本公司日期為二零二二年十月十九日之公告內。

REPORT OF THE DIRECTORS (continued)

CONTINUING CONNECTED TRANSACTIONS (continued)

The continuing connected transactions as set out in (a) to (d) above which took place during the year ended 31 December 2023 have been reviewed by the Independent Non-executive Directors of the Company who have confirmed that the transactions have been entered into:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms or better; and
- (3) according to the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditor of the Company has provided a letter to the Board confirming the matters stated in Rule 14A.56 of the Listing Rules in respect of the continuing connected transactions as set out in (a) to (d) above which took place during the year ended 31 December 2023.

As far as the transactions took place during the year as set out in Note 32 to the financial statements under the heading of “Related Party Disclosures” are concerned, the transactions were continuing connected transactions which had been approved by the independent shareholders of the Company.

As regards the transactions took place during the year as set out in Note 32 to the financial statements under the heading of “Related Party Disclosures”, the provision of loan to the Group by a holding company was connected transaction which was exempt from any disclosure and shareholders’ approval requirements under the Listing Rules. The remaining transactions were incidental to the continuing connected transactions which had been approved by the independent shareholders of the Company.

As far as the transactions took place during the year as set out in Note 32 to the financial statements under the heading of “Related Party Disclosures” are concerned, the remuneration of the Directors as determined pursuant to the service contracts entered into between the Directors and the Company was connected transaction which was exempt from any disclosure and shareholders’ approval requirements under the Listing Rules.

董事會報告書(續)

持續關連交易(續)

本公司之獨立非執行董事已審閱於截至二零二三年十二月三十一日止年度進行之上述(a)至(d)項之持續關連交易，並確認該等交易：

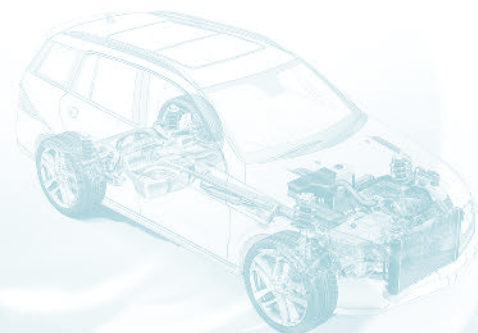
- (1) 於本集團之日常業務中訂立；
- (2) 按照一般商業條款或更佳條款進行；及
- (3) 根據規管該等交易之相關協議進行，條款公平合理，並且符合本公司股東之整體利益。

本公司核數師已就截至二零二三年十二月三十一日止年度進行之上述(a)至(d)項之持續關連交易向董事會致函確認上市規則第14A.56條所述事項。

就載列於財務報表附註32「關聯方披露事項」一節項下於年內進行之交易而言，該等交易乃已獲本公司獨立股東批准之持續關連交易。

有關載列於財務報表附註32「關聯方披露事項」一節項下於年內進行之交易，一間控股公司向本集團提供貸款乃獲豁免根據上市規則予以披露及獲股東批准之關連交易。其餘交易乃因持續關連交易而產生，該等持續關連交易已獲本公司獨立股東批准。

就載列於財務報表附註32「關聯方披露事項」一節項下於年內進行之交易而言，根據董事與本公司訂立的服務合約而釐訂的董事酬金乃豁免根據上市規則予以披露及獲股東批准之關連交易。



REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

NON-COMPETITION UNDERTAKING WITH CONTROLLING SHAREHOLDERS

On 5 August 2014, Billion Million (HK) Limited (“**Billion Million**”), a wholly-owned subsidiary of the Company, the Company, BWI HK and BWI entered into an agreement (the “**Agreement**”) pursuant to which BWI HK conditionally agreed to sell and Billion Million conditionally agreed to purchase the entire issued share capital of BWI Europe Company Limited S.A. (“**BWI Europe**”) (the “**Acquisition**”). BWI Europe and its subsidiaries are principally engaged in the design, research and development and manufacturing of suspension products for premium passenger vehicle manufacturers and the provision of engineering services for suspension products. Details of the Acquisition were disclosed in the announcement of the Company dated 5 August 2014 and in the circular of the Company dated 27 November 2014. The Agreement was approved, confirmed and ratified by the independent shareholders of the Company on 19 December 2014. The Acquisition was completed on 23 December 2014.

As a condition precedent to the Acquisition, a deed of non-competition was entered into between the Company and Shougang Group (formerly known as Shougang Corporation), Beijing Fangshan State-owned Assets Management Co. Ltd., BWI, BWI HK and Success Arrive Limited (collectively, the “**Controlling Shareholders**”), on 11 December 2014 (the “**Deed**”), which became effective on the completion date of the Acquisition. Pursuant to the Deed, each of the Controlling Shareholders will not, and will procure any of their respective associates not to, directly or indirectly participate in, or hold any right or interest, or otherwise be involved in any business which may be in competition with the businesses of the Group; and if any future business opportunities that may arise from their existing customers and insofar that they are unable to supply the necessary products to such customers, they will consent to the Group in supplying such products. Details of the Deed are set out in the circular of the Company dated 27 November 2014.

與控股股東訂立的不競爭承諾

於二零一四年八月五日，兆億(香港)有限公司(「兆億」，本公司之全資附屬公司)、本公司、京西重工(香港)及京西重工訂立協議(「該協議」)，據此，京西重工(香港)有條件地同意出售而兆億有條件地同意購買BWI Europe Company Limited S.A.(「BWI Europe」)的全部已發行股本(「收購事項」)。BWI Europe及其附屬公司之主要業務是為高檔乘用車製造商設計、研發及製造懸架產品以及提供懸架產品之工程服務。收購事項之詳情已於本公司日期為二零一四年八月五日之公告及日期為二零一四年十一月二十七日之通函中披露。該協議已於二零一四年十二月十九日獲本公司的獨立股東批准、確認及追認。收購事項已於二零一四年十二月二十三日完成。

作為收購事項的先決條件，本公司與首鋼集團(前稱首鋼總公司)、北京房山國有資產經營有限責任公司、京西重工、京西重工(香港)及成達有限公司(統稱「該等控股股東」)於二零一四年十二月十一日訂立一份不競爭契約(「該契約」)，該契約自收購完成日起生效。根據該契約，該等控股股東各自不會(且促使彼等各自的任何聯繫人不會)直接或間接參與、或持有任何權利或權益、或以其他方式參與與本集團的業務可能構成競爭的任何業務；倘有來自彼等現有客戶的任何未來業務機遇，惟彼等未能就此向該等客戶供應所需產品，則彼等同意由本集團供應該等產品。該契約的資料載於本公司日期為二零一四年十一月二十七日的通函。

REPORT OF THE DIRECTORS (continued)

NON-COMPETITION UNDERTAKING WITH CONTROLLING SHAREHOLDERS (continued)

The Company has received annual written declaration from the Controlling Shareholders (except for Success Arrive Limited, Shougang Group due to Success Arrive Limited was dissolved in 2020 and Shougang Group ceased to be the Controlling Shareholder since 20 September 2022; thus each of them was no longer a party to the Deed on their compliance with the undertakings under the Deed). Based on the declaration, the Independent Non-executive Directors of the Company considered that the Controlling Shareholders had complied with the terms set out in the Deed during the year ended 31 December 2023.

CORPORATE GOVERNANCE

The Company's corporate governance practices are set out in the Corporate Governance Report on pages 26 to 61 of this annual report.

ENVIRONMENTAL AND SOCIAL MATTERS

The Company's compliance with the relevant provisions set out in the Environmental, Social and Governance Reporting Guide in Appendix C2 of the Listing Rules for the financial year ended 31 December 2023 are set out in the Environmental, Social and Governance Report on pages 62 to 97 of this annual report.

EVENTS AFTER THE REPORTING PERIOD

There is no material subsequent event undertaken by the Group after 31 December 2023 and up to the date of this annual report.

董事會報告書(續)

與控股股東訂立的不競爭承諾(續)

本公司已收到該等控股股東(成達有限公司及首鋼集團除外，茲因成達有限公司於二零二零年解散及首鋼集團已於二零二二年九月二十日起不再作為控股股東，故該兩間公司不再為該契約的訂約方)就彼等遵守該契約下的承諾情況發出的年度書面聲明。根據該聲明，本公司的獨立非執行董事認為該等控股股東於截至二零二三年十二月三十一日止年度內已遵從該契約所載之條款。

企業管治

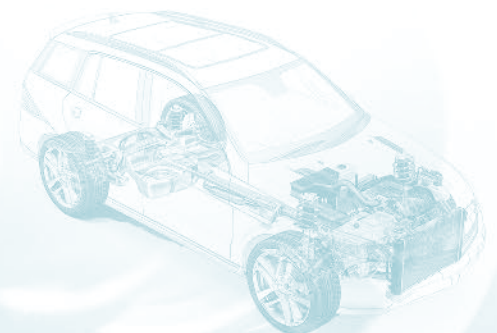
本公司之企業管治常規載於本年報第26頁至第61頁之企業管治報告。

環境及社會事宜

本公司於截至二零二三年十二月三十一日止財政年度遵守上市規則附錄C2所載《環境、社會及管治報告指引》的相關條文載於本年報第62頁至第97頁之環境、社會及管治報告內。

報告期後事項

本集團於二零二三年十二月三十一日後及直至本年報日期概無進行任何重大報告期後事項。



REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

AUDITOR

EY acted as auditor of the Company and audited the Group's consolidated financial statements for each of the financial years ended 31 December 2022 and 2021. EY resigned as the auditor of the Company on 10 November 2023 and PwC was being appointed to fill the casual vacancy on the same date as disclosed in the announcement dated 10 November 2023.

The accompanying consolidated financial statements have been audited by PwC, who will retire at the forthcoming annual general meeting. A resolution will be submitted to the forthcoming annual general meeting to re-appoint PwC as auditor of the Company.

核數師

安永擔任本公司核數師，負責審核本集團截至二零二二年及二零二一年十二月三十一日止各財政年度的綜合財務報表。誠如日期為二零二三年十一月十日的公告所披露，安永於二零二三年十一月十日辭任本公司核數師及羅兵咸永道於同日獲委任以填補臨時空缺。

隨附的綜合財務報表經羅兵咸永道審核，羅兵咸永道將於應屆股東週年大會上退任。本公司將於即將舉行之股東週年大會上提呈決議案，續聘羅兵咸永道為本公司之核數師。

By Order of the Board
Dong Xiaojie
Executive Director

承董事會命
執行董事
東小杰

27 March 2024

二零二四年三月二十七日

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF BEIJINGWEST INDUSTRIES INTERNATIONAL LIMITED

(Incorporated in the Cayman Islands with limited liability)

OPINION

What we have audited

The consolidated financial statements of BeijingWest Industries International Limited (the “**Company**”) and its subsidiaries (the “**Group**”), which are set out on pages 129 to 239, comprise:

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

Our opinion

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

獨立核數師報告

致京西重工國際有限公司股東

(於開曼群島註冊成立的有限公司)

意見

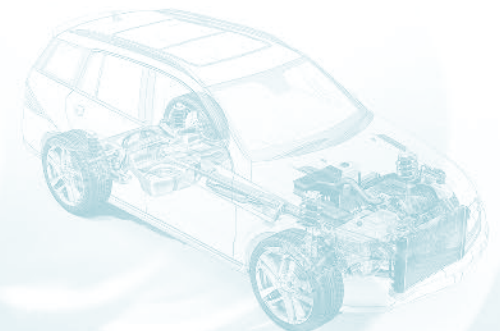
我們已審計的內容

京西重工國際有限公司(以下簡稱「**貴公司**」)及其附屬公司(以下統稱「**貴集團**」)列載於第129至239頁的綜合財務報表，包括：

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

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映 貴集團於二零二三年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。



INDEPENDENT AUDITOR'S REPORT (continued)

獨立核數師報告(續)

BASIS FOR OPINION

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

INDEPENDENCE

We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (“**the Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

KEY AUDIT MATTERS

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

Key audit matters identified in our audit are summarised as follows:

- Impairment of trade receivables
- Impairment provision for inventories

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

根據香港會計師公會頒布的《專業會計師道德守則》(以下簡稱「**守則**」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

我們在審計中識別的關鍵審計事項概述如下：

- 貿易應收款項減值
- 存貨減值撥備

INDEPENDENT AUDITOR'S REPORT (continued) 獨立核數師報告(續)

KEY AUDIT MATTERS (continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項

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

Impairment of trade receivables 貿易應收款項減值

Refer to Notes 2.3.1(o), 3(e) and 19 to the consolidated financial statements.
參閱綜合財務報表附註2.3.1(o)、3(e)及19。

As at 31 December 2023, the Group's gross amount of trade receivables was approximately HK\$626 million, against which an expected credit loss allowance of approximately HK\$6.6 million was recognised.
於二零二三年十二月三十一日，貴集團的貿易應收款項總額約為626百萬港元，並就此確認預期信貸虧損撥備約6.6百萬港元。

Management recognised a loss allowance based on lifetime expected credit losses.
管理層已基於整個存續期預期信貸虧損確認虧損撥備。

For trade receivables with significant credit risk, they were identified and individually assessed by comparing the present value of estimated future cash flows with the carrying amount.
就重大信貸風險的貿易應收款項而言，通過將估計未來現金流量現值與賬面值比較而進行識別及個別評估。

For other trade receivables, they were grouped based on shared credit risk characteristics and collectively assessed for the likelihood of recovery and applying expected credit loss rates to the respective gross amounts of the receivables. The expected credit loss rates are determined based on the historical credit losses experience and are adjusted to reflect current and forward-looking information on economic indicators, scenarios and the underlying probability weightings.
就其他貿易應收款項而言，乃基於共同信貸風險特徵分組，並就各項應收款項總額應用預期信貸虧損率而共同評估其可收回性。預期信貸虧損率乃按過往信貸虧損經驗釐定，並作出調整以反映有關經濟指標、情況及相關概率比重的當前及前瞻資料。

In response to this key audit matter, we performed the following procedures:

為應對此關鍵審計事項，我們已進行以下程序：

- Assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors.
通過考慮估計的不確定性程度及其他固有風險因素水平，評估重大錯誤陳述的固有風險。
- Obtained an understanding of management's internal controls and assessment process of impairment of trade receivables.
了解管理層對貿易應收款項減值的內部控制及評估程序。
- Evaluated the outcome of prior period assessment of expected credit losses of trade receivables to assess the effectiveness of management's estimation process.
評估貿易應收款項預期信貸虧損的前期評估結果，以評估管理層估計過程是否有效。
- Involved the valuation specialist to assess the appropriateness of the provision matrix used by management in the assessment of expected credit loss for trade receivables, including the grouping of customers with similar credit risk characteristics, the analysis of historical payment pattern of customers and historical loss rate.
利用估值專家評估管理層於貿易應收款項預期信貸虧損(包括將具有類似信貸風險特徵的客戶分組、分析客戶過往的付款模式及過往虧損率)中所採用的撥備矩陣是否合適。
- Involved the valuation specialist to assess management's forward-looking information and factors in adjusting the rates of credit loss by reference to external market data or industry information.
利用估值專家經參考外部市場數據或行業資料而對管理層的前瞻資料及調整信貸虧損率因素進行評估。



INDEPENDENT AUDITOR'S REPORT (continued) 獨立核數師報告(續)

KEY AUDIT MATTERS (continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

We focus on this area because of the magnitude of the trade receivables balance to the consolidated statement of financial position and the significant management's judgement and estimates were involved in assessing the expected credit losses.

我們注重該領域乃由於貿易應收款項餘額對綜合財務狀況表、管理層重大判斷及於評估預期信貸虧損涉及的估算為之重要。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

- Discussed with management to understand the reasons and justifications for trade receivables assessed individually. Corroborated management's justification through inspecting relevant underlying supporting documents, such as historical payment record, financial information of the customers, etc. and compared the present value of future cash flows estimated by management with the carrying amount of respective balance of trade receivables.

與管理層討論以了解個別評估貿易應收款項的理由及理據。通過檢查相關支持文件(例如過往付款記錄及客戶財務資料等)，並將管理層所估計的未來現金流量現值與各項貿易應收款項的賬面值比較，以證明管理層的理據。

- Tested, on a sample basis, the accuracy and completeness of the data being used in management's assessment, such as balance of trade receivable and ageing of trade receivables; tested the mathematical accuracy of management's calculations of the expected credit losses.

按抽樣基準測試管理層於評估時所用數據的是否準確及完整，例如貿易應收款項的餘額及貿易應收款項的賬齡；測試管理層就預期信貸虧損的計算是否準確。

- Assessed the adequacy of the disclosures related to expected credit losses of trade receivables.

評估與貿易應收款項預期信貸虧損有關的披露是否足夠。

Based on the procedures performed above, we found that management's judgement and estimates applied in the assessment of impairment provision on trade receivables were supported by the evidence obtained.

基於以上進行的程序，我們認為管理層的判斷及於評估貿易應收款項減值撥備時應用的估計已獲得證據支持。

INDEPENDENT AUDITOR'S REPORT (continued) 獨立核數師報告(續)

KEY AUDIT MATTERS (continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項

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

Impairment provision for inventories 存貨減值撥備

Refer to Notes 2.3.1(h), 3(f) and 18 to the consolidated financial statements.
參閱綜合財務報表附註2.3.1(h)、3(f)及18。

As at 31 December 2023, the Group's balance of gross inventories was HK\$198 million, against which a provision of approximately HK\$18 million was recognised.
於二零二三年十二月三十一日，貴集團的總存貨餘額為198百萬港元，並就此確認撥備約18百萬港元。

Inventories are stated at the lower of cost and net realisable value. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and the estimated costs necessary to make the sale.
存貨按成本與可變現淨值的較低者列賬。可變現淨值基於估計售價減任何估計完成前將要發生的成本及進行銷售時所需的成本計算。

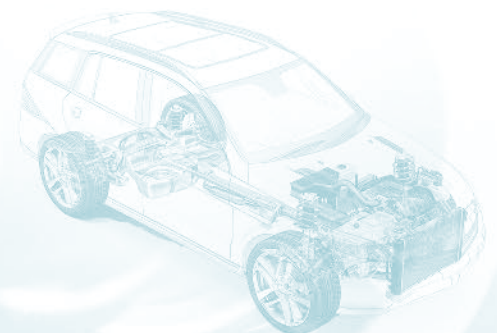
The estimation of impairment provision for inventories involves significant management's judgment and estimates based on the consideration of key factors such as future sales projection, estimated future selling prices, estimated costs of completion and selling expenses of the respective inventories.

存貨減值撥備估計涉及管理層重大判斷及估計，有關判斷及估計乃基於考慮各項存貨的未來銷售預計、估計未來售價、估計完成成本及銷售開支等關鍵因素。

In response to this key audit matter, we performed the following procedures:

為應對此關鍵審計事項，我們已執行以下程序：

- Assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors.
通過考慮估計的不確定性程度及其他固有風險因素水平，評估重大錯誤陳述的固有風險。
- Obtained an understanding of the management's internal controls and assessment process of impairment provision for inventories.
了解管理層對存貨減值撥備的內部控制及評估程序。
- Evaluated the outcome of prior period assessment of impairment provision for inventories to assess the effectiveness of management's estimation process;
評估存貨減值撥備的前期評估結果，以評估管理層估計過程是否有效。
- Tested the accuracy of provision calculation by examining inventory ageing schedule, testing inventory movements on a sample basis and performing mathematic recalculation.
通過審查存貨賬齡表、按抽樣基準測試存貨變動及重新進行計算，以測試撥備計算是否準確。



INDEPENDENT AUDITOR'S REPORT (continued) 獨立核數師報告(續)

KEY AUDIT MATTERS (continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

We focused on this area given the magnitude of the related balances of inventories to the consolidated statement of financial position and significant management's judgment and estimates were involved in the inventory impairment assessment.

我們注重該領域乃由於相關存貨餘額對綜合財務狀況表、管理層重大判斷及於評估存貨減值涉及的估算為之重要。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

- Compared the estimated selling price and selling expense used in the determination of net realisable value of inventories to actual selling price subsequent to year end.
將用於釐定存貨可變現淨值的估計售價及銷售開支與年度末後的實際售價比較。
- Observed the physical condition of inventories during stocktake to identify if any inventories were damaged, or obsolete and assessed if appropriate inventories provision has been recognised.
於存貨盤點時查看存貨的物理狀況，以確定存貨是否出現損壞或報廢，並評估是否已適當確認存貨減值。
- Assessed the adequacy of the disclosures related to impairment provision for inventories.
評估與存貨減值撥備有關的披露是否足夠。

Based on the procedures performed above, we found that management's judgement and estimates involved in the inventory impairment assessment were supported by the evidence we obtained.

基於以上進行的程序，我們認為管理層的判斷及於評估存貨減值時涉及的估計已獲得證據支持。

INDEPENDENT AUDITOR'S REPORT (continued)

OTHER INFORMATION

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

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

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

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

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

獨立核數師報告(續)

其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

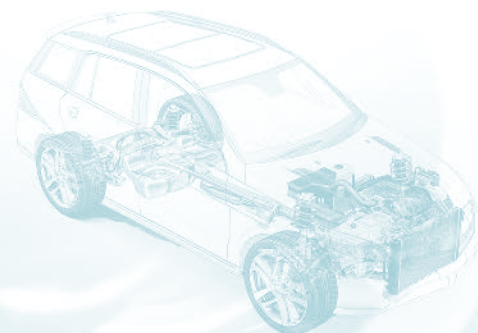
基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審核委員會須負責監督 貴集團的財務報告過程。



INDEPENDENT AUDITOR'S REPORT (continued)

獨立核數師報告(續)

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

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

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

INDEPENDENT AUDITOR'S REPORT (continued)

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

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

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

We also provide the Audit Committee of the Company 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.

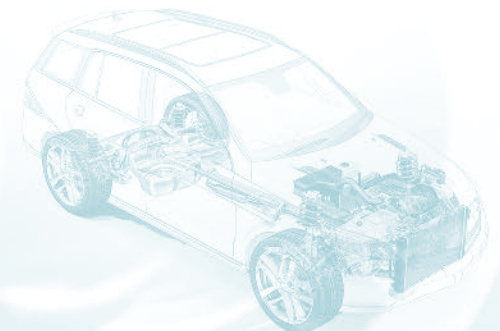
獨立核數師報告(續)

核數師就審計綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向 貴公司審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，用以消除對獨立性產生威脅的行動或採取的防範措施。



INDEPENDENT AUDITOR'S REPORT (continued)**獨立核數師報告(續)****AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)****核數師就審計綜合財務報表承擔的責任(續)**

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

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

The engagement partner on the audit resulting in this independent auditor's report is Wong Cheuk Kay.

出具本獨立核數師報告的審計項目合夥人為黃焯棋。

PricewaterhouseCoopers
Certified Public Accountants
 Hong Kong

羅兵咸永道會計師事務所
 執業會計師
 香港

27 March 2024

二零二四年三月二十七日



CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 31 December 2023

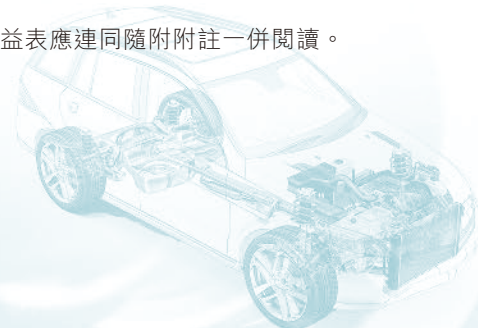
綜合損益表

截至二零二三年十二月三十一日止年度

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
REVENUE	收益	5	2,708,861	2,478,380
Cost of sales	銷售成本		(2,310,143)	(2,044,288)
Gross profit	毛利		398,718	434,092
Selling and distribution expenses	銷售及分銷費用		(38,945)	(50,376)
Administrative expenses	行政開支		(172,173)	(154,510)
Research and development expenses	研發開支		(275,546)	(237,437)
(Provision for)/reversal of impairment losses on financial assets	金融資產減值虧損 (撥備)/撥回	6	(2,070)	132
Other income	其他收入	7(a)	30,627	23,863
Other (losses)/gains - net	其他(虧損)/收益淨額	7(b)	(15,673)	22,483
Other expenses	其他開支		(445)	(13,022)
OPERATING (LOSS)/PROFIT	經營(虧損)/溢利		(75,507)	25,225
Finance costs	財務成本	8	(12,032)	(15,054)
(LOSS)/PROFIT BEFORE TAX	除稅前(虧損)/溢利	6	(87,539)	10,171
Income tax benefit/(expense)	所得稅得益/(開支)	11	32,219	(15,056)
LOSS FOR THE YEAR	年內虧損		(55,320)	(4,885)
Attributable to:	以下人士應佔：			
Owners of the Company	本公司擁有人		(55,320)	(4,885)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY SHAREHOLDERS OF THE COMPANY	本公司普通股股東應佔每股虧損			
Basic and diluted (HK cents per share)	基本及攤薄(每股港仙)	13	(9.63)	(0.85)

The above consolidated statement of profit or loss should be read in conjunction with the accompanying notes.

以上綜合損益表應連同隨附附註一併閱讀。



CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2023

綜合全面收益表

截至二零二三年十二月三十一日止年度

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
LOSS FOR THE YEAR	年內虧損	(55,320)	(4,885)
OTHER COMPREHENSIVE INCOME/(LOSS)	其他全面收入／(虧損)		
<i>Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:</i>	<i>其他全面收入／(虧損)將於往後期間重新分類至損益：</i>		
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	71,794	(55,159)
<i>Other comprehensive (loss)/income that will not be reclassified to profit or loss in subsequent periods:</i>	<i>其他全面(虧損)／收入將不會於往後期間重新分類至損益：</i>		
Remeasurement (loss)/gain on defined benefit plans - net of tax	定額福利計劃之重新計量(虧損)／收益，扣除所得稅	(10,488)	11,054
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR, NET OF INCOME TAX	年內其他全面收入／(虧損)，扣除所得稅	61,306	(44,105)
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR	年內全面收入／(虧損)總額	5,986	(48,990)
Attributable to:	以下人士應佔：		
Owners of the Company	本公司擁有人	5,986	(48,990)

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes. 以上綜合全面收益表應連同隨附附註一併閱讀。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2023

綜合財務狀況表

二零二三年十二月三十一日

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		Notes 附註		
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	430,865	403,853
Right-of-use assets	使用權資產	15(a)	283,198	299,268
Goodwill	商譽	16	668	896
Deferred tax assets	遞延稅項資產	26	2,616	66,833
Other non-current assets	其他非流動資產	17	187,619	193,746
Total non-current assets	非流動資產總額		904,966	964,596
CURRENT ASSETS	流動資產			
Inventories	存貨	18	180,359	177,083
Trade receivables from third parties	貿易應收款項 – 第三方	19(a)	344,038	339,823
Trade receivables from related parties	貿易應收款項 – 關聯方	19(b)	275,125	242,137
Income tax recoverable	可收回所得稅		17,041	10,167
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	20	94,826	80,002
Cash and cash equivalents	現金及現金等值項目	21	135,964	122,780
Total current assets	流動資產總額		1,047,353	971,992
CURRENT LIABILITIES	流動負債			
Trade payables to third parties	貿易應付款項 – 第三方	22(a)	362,667	322,777
Trade payables to related parties	貿易應付款項 – 關聯方	22(b)	133,833	97,549
Contract liabilities, other payables and accruals	合約負債、其他應付款項及應計費用	23	93,096	117,848
Income tax payables	應付所得稅		20,859	20,635
Defined benefit obligations	定額福利責任	24	4,191	3,406
Lease liabilities	租賃負債	15(b)	38,278	33,610
Provision	撥備	25	35,301	27,798
Total current liabilities	流動負債總額		688,225	623,623
NET CURRENT ASSETS	流動資產淨值		359,128	348,369
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總額減流動負債		1,264,094	1,312,965

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

31 December 2023

綜合財務狀況表(續)

二零二三年十二月三十一日

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		Notes 附註		
NON-CURRENT LIABILITIES	非流動負債			
Contract liabilities, other payables and accruals	合約負債、其他應付款項及應計費用	23	34,813	24,971
Defined benefit obligations	定額福利責任	24	99,193	77,829
Lease liabilities	租賃負債	15(b)	261,655	272,589
Deferred tax liabilities	遞延稅項負債	26	14,068	89,213
Loan from a holding company	來自一間控股公司的借款	32(b)	431	415
Total non-current liabilities	非流動負債總額		410,160	465,017
NET ASSETS	資產淨值		853,934	847,948
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Issued capital	已發行股本	27	57,434	57,434
Reserves	儲備	28	796,500	790,514
TOTAL EQUITY	權益總額		853,934	847,948

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

以上綜合財務狀況表應連同隨附附註一併閱讀。

The consolidated financial statements on pages 129 to 239 were approved by the Board of Directors of the Company on 27 March 2024 and were signed on its behalf by:

第129至239頁之綜合財務報表已於二零二四年三月二十七日經本公司董事會批准，並由以下人士代表簽署：

Dong Xiaojie
東小杰
Director
董事

Chang Ket Leong
鄭潔亮
Director
董事

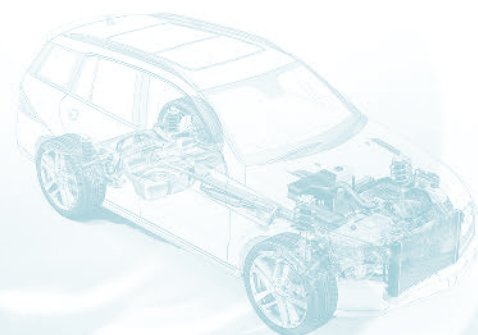
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2023

綜合權益變動表

截至二零二三年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔							
		Issued capital	Share premium account	Merger reserve	Defined benefit plan reserve	Exchange reserve	Capital reserve	Retained profits	Total equity
		已發行股本	股份溢價賬	合併儲備	定額福利計劃儲備	匯兌儲備	股本儲備	保留溢利	權益總額
		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
		(Note 27)	(Note 28(ii))						
		(附註27)	(附註28(ii))						
At 1 January 2023	於二零二三年一月一日	57,434	1,037,745	(772,332)	(14,825)	(211,060)	44,132	706,854	847,948
Loss for the year	年內虧損	-	-	-	-	-	-	(55,320)	(55,320)
Other comprehensive income/(loss) for the year:	年內其他全面收益/(虧損):								
Exchange differences related to foreign operations	換算海外業務之匯兌差額	-	-	-	-	71,794	-	-	71,794
Remeasurement loss on defined benefit plans	定額福利計劃之重新計量虧損	-	-	-	(10,488)	-	-	-	(10,488)
Total comprehensive income/(loss) for the year	年內全面收益/(虧損)總額	-	-	-	(10,488)	71,794	-	(55,320)	5,986
At 31 December 2023	於二零二三年十二月三十一日	57,434	1,037,745	(772,332)	(25,313)	(139,266)	44,132	651,534	853,934



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (continued)

Year ended 31 December 2022

綜合權益變動表(續)

截至二零二三年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔							
		Issued capital	Share premium account	Merger reserve	Defined benefit plan reserve	Exchange reserve	Capital reserve	Retained profits	Total equity
		已發行股本	股份溢價賬	合併儲備	定額福利計劃儲備	匯兌儲備	股本儲備	保留溢利	權益總額
		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
		(Note 27) (附註27)	(Note 28(ii)) (附註28(ii))						
At 1 January 2022	於二零二二年一月一日	57,434	1,037,745	(772,332)	(25,879)	(155,901)	44,132	711,739	896,938
Loss for the year	年內虧損	-	-	-	-	-	-	(4,885)	(4,885)
Other comprehensive income/(loss) for the year:	年內其他全面收益/(虧損):								
Exchange differences related to foreign operations	換算海外業務之匯兌差額	-	-	-	-	(55,159)	-	-	(55,159)
Remeasurement gain on defined benefit plans	定額福利計劃之重新計量收益	-	-	-	11,054	-	-	-	11,054
Total comprehensive income/(loss) for the year	年內全面收益/(虧損)總額	-	-	-	11,054	(55,159)	-	(4,885)	(48,990)
At 31 December 2022	於二零二三年十二月三十一日	57,434	1,037,745	(772,332)	(14,825)	(211,060)	44,132	706,854	847,948

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes. 以上綜合權益變動表應連同隨附附註一併閱讀。

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2023

綜合現金流量表

截至二零二三年十二月三十一日止年度

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES			
(Loss)/profit before tax		(87,539)	10,171
Adjustments for:			
Finance costs	8	12,032	15,054
Interest income	7	–	(322)
Defined benefit obligations expense	6	2,016	3,915
Gain on disposal of items of property, plant and equipment	6, 7	(10,738)	(5,475)
Impairment of goodwill		–	3,742
Depreciation of property, plant and equipment	6	68,235	67,265
Depreciation of right-of-use-assets	6	37,359	33,323
Impairment of property, plant and equipment		–	3,212
Written off contract fulfilment costs		–	5,051
Impairment loss/(reversal) of financial assets	6	2,070	(132)
Provision for obsolete inventories	6	11,310	2,738
Warranty provision	6	14,039	19,368
		48,784	157,910
(Increase)/decrease in inventories		(10,801)	16,514
Increase in trade receivables from third parties		(4,502)	(10,812)
Increase in prepayments, other receivables and other assets		(5,420)	(783)
Increase in amounts due from fellow subsidiaries		(14,499)	(82,682)
(Increase)/decrease in amounts due from holding companies		(13,922)	20,396
Increase/(decrease) in trade payables to third parties		45,972	(13,193)
(Decrease)/increase in contract liabilities, other payables and accruals		(22,175)	11,055
Increase in amounts due to fellow subsidiaries		16,123	49,140
Increase/(decrease) in amounts due to holding companies		25,693	(5,512)
Decrease in defined benefit obligations		(3,731)	(3,621)
Decrease in warranty provision		(8,683)	(20,455)
Cash generated from operations		52,839	117,957
Income tax refunded		32,722	–
Income tax paid		(14,820)	(3,939)
Net cash flows from operating activities		70,741	114,018

CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

Year ended 31 December 2023

綜合現金流量表(續)

截至二零二三年十二月三十一日止年度

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動的現金流量		
Interest received	已收利息	–	322
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(48,806)	(55,101)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所 得款項	17,282	7,463
Net cash flows used in investing activities	投資活動的淨現金流出	(31,524)	(47,316)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動的現金流量		
Repayment of bank and other loans	償還銀行及其他借款	–	(65,215)
Payment of lease liabilities (including interest paid)	租賃負債付款(包括已付利息)	(32,679)	(32,524)
Interest on bank loans	銀行借款利息	–	(5,920)
Net cash flows used in financing activities	融資活動的淨現金流出	(32,679)	(103,659)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值項目增加/ (減少)淨額	6,538	(36,957)
Cash and cash equivalents at beginning of year	年初之現金及現金等值項目	122,780	184,565
Effect of foreign exchange rate changes, net	匯率變動影響淨額	6,646	(24,828)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末之現金及現金等值項目	135,964	122,780

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes. 以上綜合現金流量表應連同隨附附註一併閱讀。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2023

1. CORPORATE AND GROUP INFORMATION

BeijingWest Industries International Limited (the “**Company**”) is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Act of the Cayman Islands. Its registered office address is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

During the year, the Company and its subsidiaries (collectively the “**Group**”) were principally involved in the manufacturing, sale and trading of automotive parts and components, and the provision of technical services.

BWI Company Limited (“**BWI HK**”) and BeijingWest Industries Co., Ltd. (北京京西重工有限公司) (“**BWI**”) are immediate and intermediate holding companies of the Group, which are incorporated in Hong Kong and Mainland China with limited liability, respectively.

On 5 September 2022, Shougang Group Co., Ltd. (首鋼集團有限公司) and BeijingWest Smart Mobility Zhangjiakou Automotive Electronics Co., Ltd. (京西智行張家口汽車電子有限公司) (“**BWSM**”) signed an equity transfer agreement for the transfer of 55.45% equity interest in BWI. Upon completion of this transaction on 19 September 2022, BWSM indirectly held 52.55% shareholding interest in the Company through BWI.

In the year of 2023, Zhangjiakou Financial Holding Group Co., Ltd. (張家口金融控股集團有限公司) (“**Zhangjiakou Holding**”), the controlling shareholder of BWSM, made a series of direct and indirect capital injection into BWSM, which then made capital injection into BWI. After these capital injections, Zhangjiakou Holding directly and indirectly held a total of approximately 62.89% shareholding interest in BWSM and BWSM directly held 84.34% shareholding interest in BWI.

In the opinion of the Directors of the Company, the ultimate holding company of the Company is Zhangjiakou Holding, which is a state-owned enterprise established in the People’s Republic of China

綜合財務報表附註

二零二三年十二月三十一日

1. 公司及集團資料

京西重工國際有限公司(「**本公司**」)為根據開曼群島公司法於開曼群島註冊成立之獲豁免有限公司。其註冊辦事處地址為 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands，而本公司股份於香港聯合交易所有限公司(「**聯交所**」)主板上市。

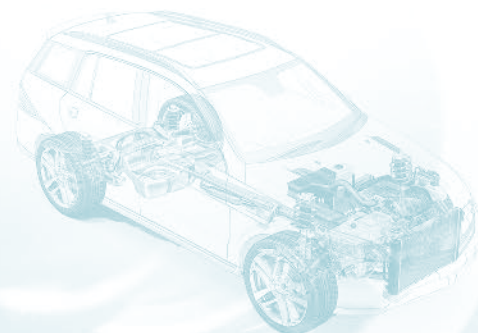
於年內，本公司及其附屬公司(統稱「**本集團**」)主要從事製造、銷售及買賣汽車零部件及元件以及提供技術服務。

京西重工(香港)有限公司(「**京西重工(香港)**」)及北京京西重工有限公司(「**京西重工**」)為本集團直接及中層控股公司，分別為在香港及中國內地註冊成立的有限公司。

於二零二二年九月五日，首鋼集團有限公司與京西智行張家口汽車電子有限公司(「**京西智行**」)簽署股權轉讓協議，以轉讓京西重工55.45%股份權益。在這次交易於二零二二年九月十九日完成後，京西智行通過京西重工間接持有本公司52.55%股份權益。

於二零二三年，張家口金融控股集團有限公司(「**張家口金控**」)(京西智行之控股股東)向京西智行作出一系列直接及間接注資，而京西智行其後向京西重工作出注資。在該等注資後，張家口金控直接及間接持有京西智行合共約62.89%股權，而京西智行則直接持有京西重工84.34%股權。

本公司董事認為，本公司的最終控股公司為張家口金控，其為一家於中華人民共和國成立的國有企業。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

1. CORPORATE AND GROUP INFORMATION (continued)

1.1 Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name	Date and place of incorporation/ registration and place of business 註冊成立/ 登記日期及地點 以及營運地點	Kind of legal entity	Issued ordinary/ registered share capital 已發行普通股/ 註冊股本	Percentage of equity attributable to the Company		Principal activities
				Direct 直接	Indirect 間接	
BWI France S.A.S.	France 法國 13 August 2009 二零零九年八月十三日	Limited liability company 有限公司	EUR2,002,500 2,002,500歐元	-	100	Provision of research and technical services 提供研究及技術服務
BWI UK Limited	United Kingdom 英國 16 June 2009 二零零九年六月十六日	Limited liability company 有限公司	GBP5,938,975 5,938,975英鎊	-	100	Manufacture and sale of automotive parts and components 製造及銷售汽車零部件及元件
BWI Poland Technologies sp.z.o.o. ("BWI Poland")	Poland 波蘭 12 March 2009 二零零九年三月十二日	Limited liability company 有限公司	PLN55,538,150 55,538,150 波蘭茲羅提	-	100	Manufacture and sale of automotive parts and components 製造及銷售汽車零部件及元件
BWI Czech Republic s.r.o. ("BWI Czech")	Czech 捷克 20 May 2015 二零一五年五月二十日	Limited liability company 有限公司	CZK140,000,000 140,000,000 捷克克朗	-	100	Manufacture and sale of automotive parts and components 製造及銷售汽車零部件及元件

綜合財務報表附註(續)

二零二三年十二月三十一日

1. 公司及集團資料(續)

1.1 有關附屬公司的資料

本公司主要附屬公司之詳情如下：

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY

2.1 BASIS OF PREPARATION

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRS**”) as issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622.

HKFRS comprise the following authoritative literature:

- Hong Kong Financial Reporting Standards
- Hong Kong Accounting Standards (“**HKAS**”)
- Interpretations developed by the Hong Kong Institute of Certified Public Accountants (the “**Interpretations**”).

These consolidated financial statements are prepared under the historical cost convention and are presented in Hong Kong dollars. All values are rounded to the nearest thousand except when otherwise indicated.

The preparation of consolidated financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 3.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要

2.1 編製基準

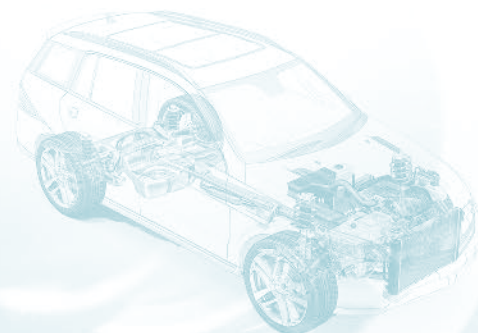
本集團的綜合財務報表根據香港會計師公會頒布的香港財務報告準則(「**香港財務報告準則**」)和香港公司條例(第622章)中的有關披露的規定而編製。

香港財務報告準則包括以下官方文獻：

- 香港財務報告準則
- 香港會計準則(「**香港會計準則**」)
- 香港會計師公會頒布的詮釋(「**詮釋**」)。

該等綜合財務報表乃按歷史成本慣例編製，並以港元呈列。除另有說明外，所有金額均調整至最接近之千元。

編製符合香港財務報告準則的財務報表需要使用若干關鍵會計估算。這亦需要管理層在應用本集團會計政策過程中行使其判斷。涉及高度判斷或高度複雜性之範疇，或涉及對綜合財務報表屬重大假設和估算之範疇，於附註3中披露。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.2 CHANGES IN ACCOUNTING POLICIES

(a) New and amended standards adopted by the Group

The Group has adopted the following new and amended standards for the first time for the current year's financial statements.

Amendments to HKFRS 17	<i>Insurance Contracts</i>
Amendments to HKAS 1 and HKFRS Practical Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i>
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to HKAS 12	<i>International Tax Reform – Pillar Two Model Rules</i>

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

Amendments to HKAS 12 “International Tax Reform – Pillar Two Model Rules” have been issued on 23 May 2023 and are effective for annual reporting periods beginning on or after 1 January 2023. The Group has adopted the amendments and applied the temporary exception to recognising and disclosing information about deferred tax assets and liabilities arising from tax law enacted or substantively enacted to implement the Pillar Two Model Rules published by the Organisation for Economic Co-operation and Development. The Group has engaged tax expert to evaluate and would continually evaluate the impact of the Pillar Two income tax exposure on the consolidated financial statements.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.2 會計政策之變動及披露

(a) 本集團採納之新訂及經修訂準則

本集團已於本年度之財務報表首次採納下列新訂及經修訂之準則。

香港財務報告準則第17號(修訂本)	<i>保險合同</i>
香港會計準則第1號及香港財務報告準則實務說明第2號(修訂本)	<i>會計政策的披露</i>
香港會計準則第8號(修訂本)	<i>會計估計的定義</i>
香港會計準則第12號(修訂本)	<i>與單一交易產生的資產及負債相關的遞延稅項</i>
香港會計準則第12號(修訂本)	<i>國際稅務改革 – 第二支柱範本規則</i>

以上所列之新訂及經修訂準則對過往期間確認之金額並無任何影響，預期不會對當前或未來期間產生重大影響。

香港會計準則第12號(修訂本)「國際稅務改革 – 第二支柱範本規則」已於二零二三年五月二十三日頒布，並於二零二三年一月一日或之後開始的年度報告期間生效。本集團已採納該等修訂並應用暫時豁免，以確認及披露因實施經濟合作暨發展組織頒布的支柱二規則範本而頒布或實質頒布的稅法所產生的遞延所得稅資產及負債的資料。本集團已委聘稅務專家評估，並將持續評估支柱二所得稅對綜合財務報表的稅務風險。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.2 CHANGES IN ACCOUNTING POLICIES (continued)

(b) New and amended standards and interpretations not yet adopted

The Group has not applied the following new and revised standards, that have been issued but are not yet effective, in these consolidated financial statements. These amendments and interpretations are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

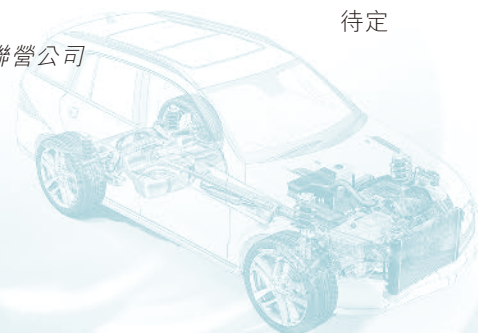
2.2 會計政策之變動及披露(續)

(b) 尚未採納的新訂及經修訂準則及 詮釋

本集團尚未於該等綜合財務報表應用以下已頒佈但尚未生效的新訂及經修訂準則。預期該等修訂本及詮釋於當前或未來報告期內不會對本集團或可預見之未來交易產生重大影響。

**Effective for accounting
periods beginning on
or after**
於以下日期起或其
後開始的會計期間
生效

Amendments to HKAS 1 – <i>Classification of Liabilities as Current or Non-current</i> 香港會計準則第1號(修訂本)– 對負債分類為流動或非流動部分	1 January 2024 二零二四年一月一日
Amendments to HKAS 1 – <i>Non-current Liabilities with Covenants</i> 香港會計準則第1號(修訂本)– 附帶契諾的非流動負債	1 January 2024 二零二四年一月一日
Amendments to HKFRS 16 – <i>Lease Liability in a Sale and Leaseback</i> 香港財務報告準則第16號(修訂本) – 售後租回的租賃負債	1 January 2024 二零二四年一月一日
Amendments to HKAS 7 and HKFRS 7 – <i>Supplier Finance Arrangements</i> 香港會計準則第7號及香港財務報告準則第7號(修訂本)– 供應商融資安排	1 January 2024 二零二四年一月一日
Hong Kong Interpretation 5 (Revised) – <i>Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause</i> 香港詮釋第5號(修訂本)– 借款人對附帶按要求償還條款之定期貸款之分類	1 January 2024 二零二四年一月一日
Amendments to HKAS 21 – <i>Lack of Exchangeability</i> 香港會計準則第21號(修訂本)– 缺乏可兌換性	1 January 2025 二零二五年一月一日
Amendments to HKFRS 10 and HKAS 28 – <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> 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 或合營企業之間的資產出售或注入	To be determined 待定



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES

2.3.1 Material accounting policy information

(a) Basis of consolidation

The consolidated financial statements are for the Group consisting the Company and its subsidiaries. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers relevant facts and circumstances in assessing whether it has power over an investee, including:

- i. the contractual arrangement with the other vote holders of the investee;
- ii. rights arising from other contractual arrangements; and
- iii. the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are 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. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要

2.3.1 重要會計政策資料

(a) 綜合基準

綜合財務報表為本集團(包括本公司及其附屬公司)編製。附屬公司指本公司對其直接或間接有控制權的實體(包括結構性實體)。當本集團能透過其參與承擔或享有投資對象可變回報的風險或權利，並能夠向投資對象使用其權力影響回報(即現有權利可使本集團能於現時指示投資對象的相關活動)，即代表達致控制權。

當本公司直接或間接擁有投資對象少於大多數的投票權或類似權利，本集團於評估其對投資對象是否擁有權力時會考慮相關事實及情況，包括：

- i. 與投資對象的其他投票權持有人訂立的合約安排；
- ii. 其他合約安排所產生的權利；及
- iii. 本集團的投票權及潛在投票權。

附屬公司之財務報表乃按與本公司相同的報告期間，採用一致的會計政策編製。附屬公司之業績乃自本集團獲得控制權當日起作綜合入賬，並繼續綜合入賬，直至有關控制權終止當日為止。

損益及其他全面收益的各組成部分乃歸屬於本公司擁有人及非控股權益，即使此舉引致非控股權益得虧蝕結餘。關於本集團成員公司間交易之所有集團內部各公司之間的資產及負債、權益、收入、開支及現金流量均於綜合入賬時悉數抵銷。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(a) 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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

(b) Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

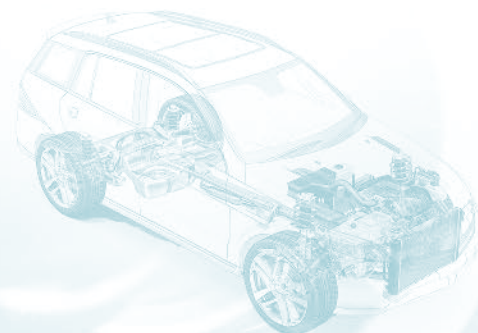
(a) 綜合基準(續)

倘有事實及情況顯示上文所述三項控制元素中一項或多項元素出現變動，本集團會重新評估其是否對投資對象擁有控制權。附屬公司之所有權權益出現變動(並無失去控制權)作為一項權益交易入賬。

倘本集團失去附屬公司之控制權，則會終止確認(i)該附屬公司之資產(包括商譽)及負債；(ii)任何非控股權益之賬面值；及(iii)計入權益之累計匯兌差額；並確認(i)已收對價之公平值；(ii)任何保留投資之公平值；及(iii)因而於損益產生之盈餘或虧損。先前已於其他全面收益確認之本集團應佔部分，按假設本集團已直接處置相關資產或負債的情況下須採用之相同基準，在適當之情況下重新分類至損益或保留溢利。

(b) 物業、廠房及設備以及折舊

物業、廠房及設備(在建工程除外)乃按成本減累計折舊及任何減值虧損入賬。當一項物業、廠房及設備項目分類為持作出售或當其為分類為持作出售或出售組別的一部分時，其毋須折舊並根據香港財務報告準則第5號入賬。物業、廠房及設備項目的成本包括購入價以及將該項資產達致其運作狀態及地點作其擬定用途的任何直接相關成本。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(b) Property, plant and equipment and depreciation (continued)

Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

(b) 物業、廠房及設備以及折舊(續)

成本亦可能包括從權益轉移以外幣購買物業、廠房及設備的合資格現金流對沖之任何收益或虧損。

物業、廠房及設備項目投入運作後所產生的例如維修及保養等開支，通常於產生期間自損益表中扣除。倘符合確認標準，則有關重大檢查的開支會按該資產的賬面值資本化為重置資產。倘物業、廠房及設備的主要部分須分段重置，則本集團將該等部分確認為具有特定可使用年期的獨立資產，並進行相應折舊。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(b) Property, plant and equipment and depreciation (continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Building	3.33% – 5%
Machinery and equipment	9% – 20%
Motor vehicles	9% – 20%
Special tools	20%
Computer equipment and others	18% – 33.33%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

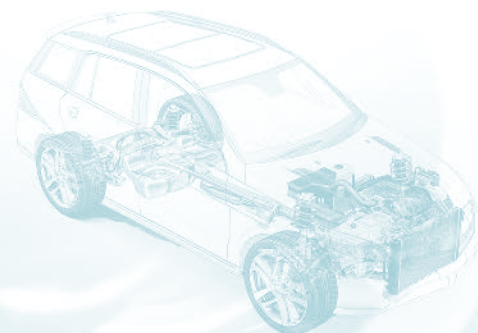
(b) 物業、廠房及設備以及折舊(續)

各物業、廠房及設備項目之折舊乃按其估計可使用年期以直線法撇銷其成本值至剩餘價值計算。就此所採用之主要折舊年率如下：

樓宇	3.33%至5%
機器及設備	9%至20%
汽車	9%至20%
特別工具	20%
電腦設備及其他	18%至33.33%

倘一項物業、廠房及設備各部分之可使用年期並不相同，該項目之成本將按合理基礎於各部分之間分配，而每部分將作個別折舊。剩餘價值、可使用年期及折舊方法至少於各財政年度期末時檢討，在適當時作出調整。

一項物業、廠房及設備(包括任何已初步確認的重大部分)於出售或預計其使用或出售時不再產生經濟利益時，將終止確認。於資產被終止確認的年度在損益表確認的任何出售或報廢之收益或虧損，即有關資產之出售所得款項淨額與賬面值間之差額。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(b) Property, plant and equipment and depreciation (continued)

Construction in progress represents building, machinery and equipment, special tools, computer equipment and others under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

(c) Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

(b) 物業、廠房及設備以及折舊(續)

在建工程指興建中的建築物、機器及設備、特別工具、電腦設備及其他，按成本減任何減值虧損列賬，且不予折舊。成本包括興建期間的直接建築成本及有關借貸資金的資本化借款成本。在建工程於落成及可供使用時重新分類至物業、廠房及設備的適當類別。

(c) 無形資產(商譽除外)

個別收購的無形資產於初始確認時按成本估量。於業務合併中收購的無形資產的成本為收購日期的公平值。無形資產的可使用年期評估為有限或無限。具有限可使用年期的無形資產隨後於可使用經濟年期內攤銷，每當出現無形資產可能減值的跡象時進行減值評估。具有限可使用年期的無形資產的攤銷期間及攤銷方法至少於各財政年度末進行檢討。

具無限可使用年期的無形資產個別或在現金產生單位層面每年進行減值測試。有關無形資產不會進行攤銷。每年對具無限可使用年期的無形資產的可使用年期進行檢討以釐定是否仍可支持無限年期的評估。倘不可支持，則按預期基準將可使用年期評估從無限改為有限後入賬。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(d) Research and development costs

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses, and transferred to intangible assets when completed and ready for use.

(e) Leases

The Group assesses at contract inception whether a contract is, or contains, 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.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

(d) 研發成本

所有研究成本會於產生時於損益表扣除。

開發新產品項目所產生的開支只會在本集團能夠展示其在技術上能夠把無形資產完成以供使用或出售、其完成資產的意向並能夠加以使用或將之出售、資產如何產生可能的未來經濟利益、有足夠資源以完成項目，並且有能力可靠地計算出開發期間的開支情況下，開支方會資本化及作遞延處理。未能符合以上準則的產品開發開支於產生時支銷。

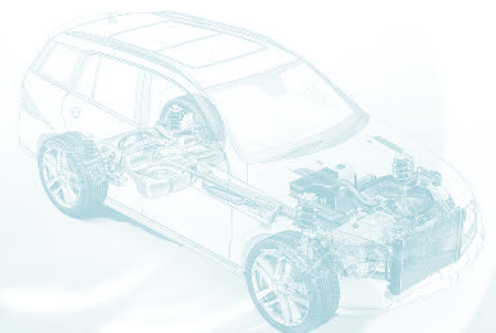
遞延開發成本按成本減任何減值虧損列賬，當完成及可供使用時轉入無形資產。

(e) 租賃

本集團在訂立合約時評估該合約是否屬於或包含租賃。倘合約轉讓權利以於一段期間內可控制使用已識別資產以換取代價，則合約屬於或包含租賃。

本集團作為承租人

本集團應用單一的确認及計量方法為所有租賃入賬，惟短期租賃或低價值資產租賃則除外。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(e) Leases (continued)

Group as a lessee (continued)

- i. Right-of-use assets
- Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Land	99 years
Building	10 to 20 years
Machinery	3 to 5 years
Motor vehicles	2 to 5 years

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

(e) 租賃(續)

本集團作為承租人(續)

- i. 使用權資產
- 使用權資產於租賃開始日期(即可供使用相關資產的日期)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量, 並就租賃負債的任何重新計量作出調整。使用權資產的成本包括已確認的租賃負債金額、已產生的初步直接成本及於開始日期或之前作出的租賃付款, 減任何已收取的租賃獎勵。使用權資產按資產之租期及估計可使用年期(以較短者為準)以直線法折舊如下:

土地	99年
樓宇	10至20年
機器	3至5年
汽車	2至5年

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(e) Leases (continued)

Group as a lessee (continued)

ii. Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

(e) 租賃(續)

本集團作為承租人(續)

ii. 租賃負債

租賃負債於租賃開始日期按租期內將作出的租賃付款現值確認。租賃付款包括固定付款(包括實質固定付款)減任何應收租賃獎勵、視乎指數或比率而定的可變租賃付款及根據剩餘價值保證而預期將支付的金額。倘租期反映本集團行使選擇權以終止租賃，則租賃付款亦包括合理確定將由本集團行使的購買選擇權的行使價及終止租賃的罰則。不取決於指數或比率的可變租賃付款於觸發付款的事件或條件發生期間確認為開支。

在計算租賃付款的現值時，倘租賃內含的利率無法即時釐定，則本集團會使用其於租賃開始日期的增量借款利率。於開始日期後，租賃負債的金額將會增加，以反映利息的增加及就作出租賃付款而減少。此外，倘出現修訂、租期變動、租賃付款變動(例如指數或比率變動導致未來租賃款項變動)或購買相關資產的選擇權的評估變動，則重新計量租賃負債的賬面值。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(e) Leases (continued)

Group as a lessee (continued)

- iii. Short-term leases and leases of low-value assets
The Group applies the short-term lease recognition exemption to its short-term leases of office equipment that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

(e) 租賃(續)

本集團作為承租人(續)

- iii. 短期租賃及低價值資產租賃
本集團對其辦公室設備的短期租賃應用短期租賃確認豁免，有關租賃即於開始日期起計的租期為十二個月或以下及不包括購買選擇權的該等租賃。本集團亦對被視為低價值的辦公室設備及手提電腦的租賃應用低價值租賃的確認豁免。

短期租賃及低價值資產之租賃款於租賃期內按直線法確認為開支。

本集團作為出租人

當本集團作為出租人，其於租賃開始時將其租賃分類為經營租賃或融資租賃。

本集團並無轉移與資產擁有權有關的絕大部分風險及回報的租賃均分類為經營租賃。當合約包括租賃及非租賃組成部分，本集團按相對單獨售價基準將合約的代價分配至每個組成部分。租金收入乃按租期以直線法入賬及因其為經營性質而於損益表中列作收益。於磋商及安排經營租賃時產生的初始直接成本乃加入所租租賃資產的賬面值及按租期以相同基準確認為租金收入。或然租金乃於賺取的期間確認為收益。

將相關資產的所有權附帶之絕大部分風險及回報轉移予承租人之租賃均列為融資租賃。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(f) Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required other than inventories, deferred tax assets, financial assets, the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

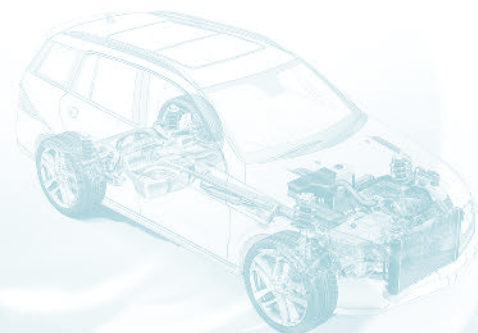
2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

(f) 非金融資產減值

倘出現減值跡象或須對一項資產(存貨、遞延稅項資產及金融資產除外)進行年度減值測試時，則須估計該資產的可收回金額。一項資產的可收回金額為資產或現金產生單位的使用價值及其公平值減出售成本，兩者之中的較高者，並就個別資產釐定，惟該項資產並無產生很大程度上獨立於其他資產或資產組別之現金流入則除外，在此情況下，須確定該資產所屬現金產生單位的可收回金額。於對現金產生單位進行減值測試時，如公司資產(如總部大樓)的一部分賬面值可以以合理及一致的基準分配，即分配予個別現金產生單位，否則應分配予現金產生單位之最小組別。

減值虧損僅在資產的賬面值超過其可收回金額時確認。於評估使用價值時，會使用可反映目前市場對貨幣之時間價值的評估及該資產之特定風險評估的稅前貼現率，將估計日後現金流量貼現至現值。減值虧損在其於符合減值資產功能的開支類別中產生的期間於損益表內扣除。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(f) Impairment of non-financial assets (continued)

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

(g) Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

The Group provides for warranties in relation to the sale of certain industrial products for general repairs of defects occurring during the warranty period. Provisions for these assurance-type warranties granted by the Group are recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

(f) 非金融資產減值(續)

於各報告期末均會評估是否有跡象顯示先前確認的減值虧損可能不再存在或已減少。如有任何此等跡象，則估計可收回金額。就資產(商譽除外)先前已確認的減值虧損僅在用以釐定該項資產的可收回金額的估計有變動時撥回，但撥回金額不得高於倘過往年度並無就該資產確認減值虧損而應確定的賬面值(已扣除任何折舊／攤銷)。撥回的減值虧損於其產生期間計入損益表。

(g) 撥備

倘因過去事件導致目前存在責任(法律或推斷責任)，且日後很可能須付出資源以解除有關責任，則確認撥備，前題為對有關責任涉及的金額可以作出可靠的估計。

倘折現的影響重大，確認為撥備的金額乃為預期日後解除有關責任所須的開支於報告期末的現值。隨著時間過去而產生的經折現現值增加數額，計入損益表中的財務成本。

本集團就銷售若干工業產品及就一般缺陷維修而於保修期內提供保修。本集團就提供此等保障類型保修作出的撥備乃根據銷售量、維修及退回水平的過往經驗而確認，並按適當方式貼現至其現值。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(h) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and the estimated costs necessary to make the sale.

(i) Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not arise equal taxable and deductible temporary differences in a single transaction; and

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

(h) 存貨

存貨按成本及可變現淨值兩者中之較低者列賬。成本按先進先出基準釐定，若為在製品及製成品，則包括直接材料、直接勞工及適當部分的經常開支。可變現淨值則按預計售價減於完成時所招致之任何估計成本及須作出銷售時的預計成本釐定。

(i) 所得稅

所得稅包括即期及遞延稅項。有關損益外確認項目的所得稅於損益外確認，不論是否於其他全面收益或直接在權益中確認。

即期稅項資產及負債乃根據已頒佈或於報告期末已實質頒佈的稅率(及稅法)，並考慮本集團業務所在國家的現行詮釋及慣例，按預期自稅務機關退回或付予稅務機關的金額計算。

遞延稅項乃就於報告期末資產及負債的稅基與其就財務報告的賬面值之間的所有暫時性差額，使用負債法撥備。

就所有應課稅暫時性差額確認遞延稅項負債，惟以下情況除外：

- 產生自初始確認之商譽或不屬業務合併交易中的資產或負債，且於進行交易時不影響會計溢利或應課稅溢利或虧損的遞延稅項負債除外；且於單一交易中不會產生等額應課稅及可扣稅暫時性差額；及

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(i) Income tax (continued)

- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not arise equal taxable and deductible temporary differences in a single transaction; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

(i) 所得稅(續)

- 有關於附屬公司的投資的應課稅暫時性差額，如撥回該等暫時性差額的時間可以控制及暫時性差額於可預見將來將不會撥回。

本集團就可扣稅暫時性差額、結轉下期未動用稅項抵免及任何未動用稅項虧損確認遞延稅項資產，惟只限於將可能以應課稅溢利抵扣之可扣稅暫時性差額，及可動用結轉的未動用稅項抵免及未動用稅項虧損的情況，惟以下情況除外：

- 因有關可扣減暫時性差額的遞延稅項資產源自初始確認一項交易中的資產或負債，而有關交易非為業務合併，其進行時不會影響會計溢利或應課稅溢利或虧損，且於單一交易中不會產生等額應課稅及可扣稅暫時性差額；及
- 就有關於附屬公司的投資所產生的可扣減暫時性差額而言，遞延稅項資產僅於暫時性差額於可預見的將來可能撥回，而且具有應課稅溢利用以抵銷暫時性差額時，方會予以確認。

於各報告期末會審閱遞延稅項資產的賬面值，並在不再可能有足夠應課稅溢利以動用全部或部分遞延稅項資產時，相應扣減該賬面值。未被確認的遞延稅項資產會於各報告期末重新評估，並在可能有足夠應課稅溢利以收回全部或部分遞延稅項資產時予以確認。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(i) Income tax (continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

(j) Employee benefits

i. Defined contribution plans

The employees of subsidiaries of the Group which operate in the United Kingdom and Czech are entitled to defined contribution pension benefits. Contributions are made by such subsidiaries based on certain percentages of the participating employees' salaries and are charged to profit or loss as they become payable in accordance with the rules of the relevant pension schemes. The employer contributions vest fully once made.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

(i) 所得稅(續)

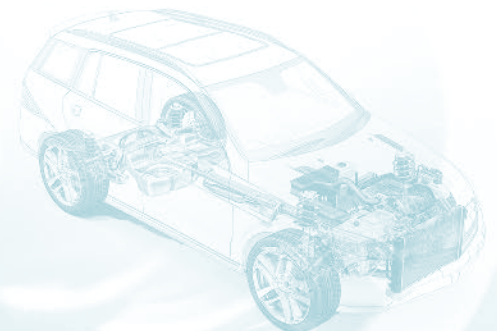
遞延稅項資產及負債乃根據已頒佈或於報告期末已實質頒佈的稅率(及稅法)，按預期於資產獲變現或負債償還期間之適用稅率計算。

當且僅當本集團有可合法執行權利可將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產與遞延稅項負債與同一稅務機關對同一應課稅實體或於各未來期間預期有大額遞延稅項負債或資產結算或收回時，擬按淨額基準結算即期稅項負債及資產或同時變現資產及結算負債之不同稅務實體徵收的所得稅相關，則遞延稅項資產與遞延稅項負債可予抵銷。

(j) 僱員福利

i. 定額供款計劃

本集團於英國及捷克營運的附屬公司的僱員可享定額供款退休金福利。該等附屬公司之供款乃根據有關退休金計劃之規則按參與僱員薪金之若干百分比作出，並於應付時從損益中扣除。僱主之供款於其作出供款時即全面歸屬。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(j) Employee benefits (continued)

- i. *Defined contribution plans (continued)*
The Group also operates a defined contribution Mandatory Provident Fund retirement benefit scheme in Hong Kong (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.
- ii. *Defined benefit plans*
The Group operates defined benefit pension plans which require contributions to be made to a separately administered fund for employees of the Group’s certain subsidiaries which operate in Europe. The benefits are unfunded. The cost of providing benefits under the defined benefit plans are determined using the projected unit credit actuarial valuation method.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

(j) 僱員福利(續)

- i. *定額供款計劃(續)*
本集團亦遵照香港強制性公積金計劃條例為合資格參與定額供款強積金退休福利計劃(「強積金計劃」)之僱員在香港設立強積金計劃。供款按僱員基本薪金之某一百分比作出，並於根據強積金計劃規則應付時自損益中扣除。強積金計劃之資產與本集團資產分開，並以獨立管理基金持有。本集團按強積金計劃作出之僱主供款於作出供款時全數歸屬於僱員。
- ii. *定額福利計劃*
本集團為於歐洲經營的本集團若干附屬公司之僱員作出定額福利退休金計劃，該等計劃要求向獨立管理的基金作出供款。該等計劃乃未注入資金，定額福利計劃下提供福利的成本採用預計單位信貸精算估值法釐定。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(j) Employee benefits (continued)

ii. Defined benefit plans (continued)

Remeasurements arising from defined benefit pension plans, comprising actuarial gains and losses, are recognised immediately in the consolidated statement of financial position with a corresponding debit or credit to the remeasurement gains and losses on defined benefit plans through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Service costs comprising current service costs, past service costs, gains and losses on curtailments and non-routine settlements are recorded in the consolidated statement of profit or loss by function.

Interest expense or income are recorded under finance costs in the consolidated statement of profit or loss.

Past service costs are recognised in profit or loss at the earlier of:

- the date of the plan amendment or curtailment; and
- the date that the Group recognises restructuring-related costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

iii. Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

(j) 僱員福利(續)

ii. 定額福利計劃(續)

定額福利退休金計劃引起的重新計量，包括精算收益及虧損，均即時於綜合財務狀況表確認，並於定額福利計劃的重新計量收益及虧損發生期間扣除自或計入其他全面收益。重新計量於往後期間不會重新分類至損益。

服務成本，包括當期服務成本、過去服務成本以及縮減及非例行之清償的收益及虧損按職能劃分錄入綜合損益表。

利息開支或收入錄入綜合損益表的財務成本。

過去服務成本在以下日期之較早者於損益中確認：

- 計劃修訂或縮減的日期；及
- 本集團確認重組相關成本的日期。

利息淨額透過對定額福利負債或資產淨額採用貼現率計算。

iii. 終止受僱福利

終止受僱福利於本集團不再可撤回該等福利要約時或本集團確認涉及支付終止受僱福利之重組成本時，以其中較早的時間確認。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(k) Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

- i. Sale of automotive parts and components
Revenue from the sale of automotive parts and components is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the automotive parts and components.
- ii. Provision of technical services
The Group recognises technical services revenue when it transfers control of the services to the customers, which can occur over time or at a point in time.

If the technical service is distinct, the Group accounts for the technical service separately from the production of automobile parts and recognises revenue when service is delivered to the customer. Revenue shall be recognised over the production period if the service is not distinct and considered to be combined with the production.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

(k) 收益確認

來自客戶合約的收益

來自客戶合約的收益於向客戶轉讓承諾貨品或服務的控制權，並反映本集團預期交換該等貨品或服務而應得之代價金額時確認。

倘合約代價包含可變金額，以本集團向客戶轉讓貨品或提供服務而有權收取的代價金額作預估。可變代價於合約開始時估計並受到約束，直至消除可變代價相關不確定因素後已確認累計之收益金額不會有很大可能產生重大收益逆轉為止。

- i. 銷售汽車零部件及元件
來自銷售汽車零部件及元件的收益乃於資產的控制權轉移至客戶的時間點確認，一般為交付汽車零部件及元件時。
- ii. 提供技術服務
本集團在將技術服務的控制權轉移至客戶時即確認技術服務收入，而有關確認可隨時間或於某一時間點發生。

倘有關技術服務為獨立存在，本集團會將技術服務以獨立於生產汽車零部件方式獨立入賬，並於服務提供予客戶時確認收益。倘服務並非獨立存在及視為與生產過程一併出現，則隨著生產期間確認收益。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(l) Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

(m) Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- i. The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- ii. The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- iii. The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates.

Non-refundable performance deposits paid to customers are amortized on a systemic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates over the expected duration of the contract and are recorded as deduction of revenue.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

(l) 合約負債

當本集團轉移相關貨品或服務前自客戶收取付款或付款到期(以較早者為準)，則確認合約負債。當本集團履行合約，即轉移相關貨品或服務的控制權予客戶時，合約負債當確認為收益。

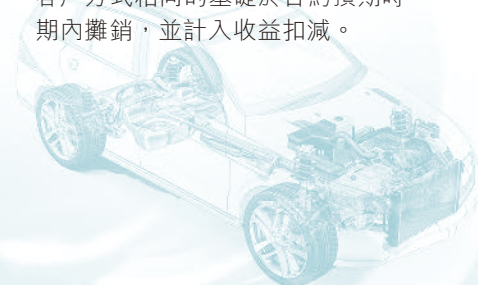
(m) 合約成本

除資本化至存貨、物業、廠房及設備以及無形資產中的成本外，為履行與客戶合約而發生的成本，當滿足下述全部條件時，應將該類成本予以資本化：

- i. 該成本能與該實體明確識別之某項合同或某項預期合同直接關聯。
- ii. 該成本產生或增加該實體的資源，且該等資源將被用於履行(或繼續履行)未來履約義務。
- iii. 預期該成本能夠收回。

資本化的合約成本將被攤銷，並按與向客戶轉讓的資產相關的貨品或服務一致的系統基礎計入損益表。

支付給客戶不會退還的履約按金按照與資產相關的產品或服務轉讓予客戶方式相同的基礎於合約預期時期內攤銷，並計入收益扣減。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(n) Foreign currencies

These consolidated financial statements are presented in Hong Kong dollars, which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time the cumulative amount is reclassified to the statement of profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

(n) 外幣

該等綜合財務報表乃以港元呈報，港元亦為本公司之功能貨幣。本集團各實體決定其各自的功能貨幣，而各實體於財務報表中呈列的項目以該功能貨幣列值。本集團實體錄得的外幣交易初始按其各自於交易日期適用的功能貨幣匯率入賬。以外幣計值的貨幣性資產及負債按各報告期末的功能貨幣匯率換算。因結算或換算貨幣性項目而產生的差額於損益表中確認。

因結算或換算貨幣性項目而產生的差額於損益表確認，惟就指定作為對沖本集團的海外業務投資淨額一部分的貨幣性項目則除外。這些於其他全面收益中確認，直至投資淨額已出售，此時累計金額乃重新分類至損益表。該等貨幣性項目匯兌差額應佔的稅項支出及抵免亦計入其他全面收益內。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(n) Foreign currencies (continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of the Group's subsidiaries are mainly currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss and statements of comprehensive income are translated into Hong Kong dollars at the exchange rates that approximate to those prevailing at the dates of the transactions.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

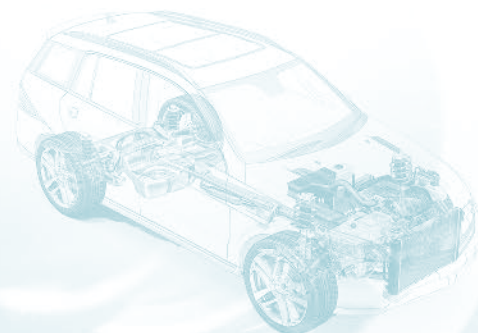
2.3.1 重要會計政策資料(續)

(n) 外幣(續)

以外幣為單位而按歷史成本計量的非貨幣性項目按初始交易日的匯率換算。以外幣為單位而按公平值計量的非貨幣性項目，按計量公平值當日的匯率換算。換算非貨幣性項目而產生的收益或虧損乃與確認該項目的公平值變動而確認的收益或虧損的處理方法一致(即於其他全面收益或損益中確認公平值收益或虧損的項目的匯兌差額，亦分別於其他全面收益或損益中確認)。

於釐定終止確認有關預付代價之非貨幣性資產或非貨幣性負債之初始確認相關資產、開支或收入之匯率時，初始交易日期為本集團初始確認因預付代價產生之非貨幣性資產或非貨幣性負債之日期。倘有多筆預付款項或預收款項，本集團就每筆付款或收取的預付代價釐定交易日期。

本集團之附屬公司之功能貨幣為港元以外的貨幣。於報告期末，該等實體的資產及負債按報告期末的通行匯率換算為港元，而其損益表及全面收益表則按與交易日期通行匯率相若的匯率換算為港元。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(n) Foreign currencies (continued)

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of the foreign operations are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of the foreign operations which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

(n) 外幣(續)

因此而產生的匯兌差額於其他全面收益中確認並於匯兌儲備累計。當出售海外業務時，與該項海外業務有關之其他全面收益的組成部分會於損益表中確認。

任何因收購海外業務產生的商譽及任何於收購時產生的資產及負債的賬面值的任何公平值調整均視為海外業務的資產及負債，並以收市匯率換算。

就綜合現金流量表而言，海外營運之現金流量乃以現金流量當日之適用匯率換算為港元。該等海外營運於年內產生之經常性現金流量乃以年內之加權平均匯率換算為港元。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(o) Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

i. General approach

ECLs are measured at either 12-months expected credit losses, or lifetime expected credit losses, depending on whether there has been a significant increases of credit risk. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, 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 and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

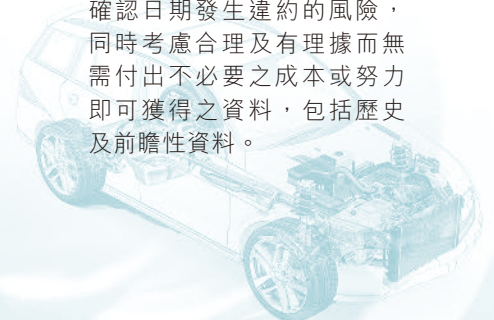
(o) 金融資產減值

本集團確認對並非按公平值計入損益的所有債務工具預期信貸虧損的撥備。預期信貸虧損乃基於根據合約到期的現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押品或構成合約條款一部分的其他信貸增強所得的現金流量。

i. 一般方法

預期信貸虧損按十二個月預期信貸虧損或整個存續期預期信貸虧損計量，視乎信貸風險有否大幅增加。就自初始確認起未有顯著增加的信貸風險而言，預期信貸虧損乃就未來十二個月內因可能發生的違約事件而導致的信貸損失計提撥備(十二個月預期信貸虧損)。就自初始確認起經已顯著增加的信貸風險而言，不論何時發生違約，於餘下的風險年期內的預期信貸虧損均須計提虧損撥備(整個存續期預期信貸虧損)。

於各報告日期，本集團評估金融工具之信貸風險自初始確認以來是否有顯著增加。於作評估時，本集團比較金融工具於報告日期發生違約的風險以及金融工具於初始確認日期發生違約的風險，同時考慮合理及有理據而無需付出不必要之成本或努力即可獲得之資料，包括歷史及前瞻性資料。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(o) Impairment of financial assets (continued)

i. General approach (continued)

The Group considers a financial asset in default when contractual payments are past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.1 重要會計政策資料(續)

(o) 金融資產減值(續)

i. 一般方法(續)

本集團會在合約付款逾期時考慮金融資產違約。然而，在若干情況下，當內部或外部資料反映，在沒有計及本集團持有的任何現有信貸提升措施前，本集團不大可能悉數收到未償還之合約款項，則本集團亦可認為金融資產違約。倘無法合理預期能收回合約之現金流量，則會核銷金融資產。

除貿易應收款項應用下文所詳述之簡化方式外，按攤餘成本計量之金融資產須按一般方法進行減值，並於下列計量預期信貸虧損之階段進行分類。

階段1 – 信貸風險自初始確認起未有顯著增加且虧損撥備乃按十二個月預期信貸虧損金額計量之金融工具

階段2 – 信貸風險自初始確認起已有顯著增加但並非信貸減值金融資產，且虧損撥備乃按整個存續期預期信貸虧損金額計量之金融工具

階段3 – 於報告日期已發生之信貸減值(但並非購入或源生之信貸減值)，且虧損撥備乃按整個存續期預期信貸虧損金額計量之金融資產

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.1 Material accounting policy information (continued)

(o) Impairment of financial assets (continued)

ii. Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

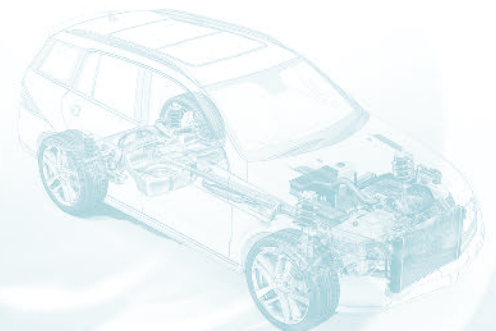
2.3.1 重要會計政策資料(續)

(o) 金融資產減值(續)

ii. 簡化方法

就不含重大融資組成部分之貿易應收款項或當本集團應用不會調整重大融資組成部分影響的實際權益方法時，本集團計算預期信貸虧損時會應用簡化方法。根據簡化方法，本集團並無追蹤信貸風險的變化，而是於各報告日期根據整個存續期預期信貸虧損確認減值撥備。本集團已根據其以往信貸損失經驗，建立撥備矩陣，並就債務人及經濟環境的特定前瞻性因素作出調整。

就包括有重大融資組成部分及應收租賃款項的貿易應收款項而言，本集團按上述政策選擇其會計政策以採納簡化方法計算預期信貸虧損。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.2 Summary of other accounting policies

(a) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.2 其他會計政策概要

(a) 業務合併及商譽

業務合併乃採用收購法入賬。轉讓之代價按收購日期之公平值計量，為本集團轉讓之資產、本集團為收購對象前擁有人承擔之負債及本集團於交換收購對象控制權所發行之股權於收購日期之公平值之總和。對於每項業務合併，本集團可選擇於清盤情況下，按公平值計量收購對象之非控股權益，彼為屬於現時擁有權權益持有人，及讓持有人有權按比例分佔資產淨值之非控股權益；或分佔收購對象之可識別資產淨值。非控股權益的所有其他組成部分以公平值計量。收購相關費用於產生時列作開支。

當所收購的一組活動及資產包括一項投入及一項實質過程，而兩者對創造產出的能力具有重大貢獻，則本集團認為其已收購一項業務。

當本集團在收購一項業務時，會依據約定條款、收購日期的經濟狀況及其他有關條件來評估所承擔的金融資產及負債，以進行適當的分類或指定，包括將嵌入式衍生工具從收購對象的主合約分開。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.2 Summary of other accounting policies (continued)

(a) Business combinations and goodwill (continued)

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

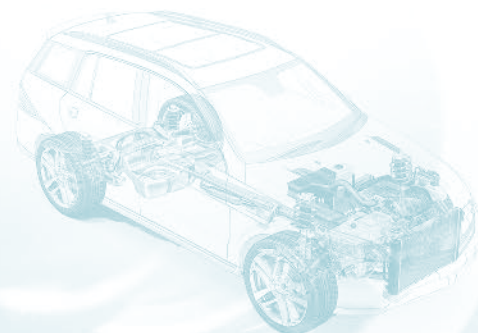
2.3.2 其他會計政策概要(續)

(a) 業務合併及商譽(續)

當業務合併分階段實現，過往持有之股權權益須按於收購日期之公平值重新計量，而由此產生之收益或虧損須於損益中確認。

收購方將予轉讓的任何或然代價按收購日期的公平值確認。分類為資產或負債之或然代價按公平值計量，公平值的變動於損益中確認。倘將或然代價分類為權益，則毋須重新計量，後續結算於權益中入賬。

商譽初步按成本計量，即已轉讓之代價、非控股權益確認的金額及本集團先前於收購對象所持有股本權益公平值的總和超出所收購之可識別資產及所承擔負債的差額。倘此代價及其他項目的總和低於所收購資產淨值的公平值，則於重新評估後的差額會於損益中確認為議價購買收益。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.2 Summary of other accounting policies (continued)

(a) Business combinations and goodwill (continued)

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.2 其他會計政策概要(續)

(a) 業務合併及商譽(續)

在初步確認後，商譽按成本減任何累計減值虧損計量。商譽每年就減值進行測試，倘有事件或情況變化顯示賬面值可能出現減值，則要更頻密地進行測試。本集團會對十二月三十一日的商譽進行年度減值測試。就減值測試而言，業務合併中購入的商譽由收購日期起，被分配到預期將從合併的協同效益中受惠的本集團各現金產生單位或現金產生單位組別，不論本集團的其他資產或負債是否被分配至該等單位或單位組別。

減值透過評估與商譽有關的現金產生單位(現金產生單位組別)可收回金額釐定。倘現金產生單位(現金產生單位組別)的可收回金額少於其賬面值，則確認減值虧損。就商譽確認的減值虧損不會於往後期間撥回。

當商譽被分配到現金產生單位(或現金產生單位組別)，而該單位的某部分業務被出售，則於釐定出售收益或虧損時，與所出售業務相關的商譽將計入該業務的賬面值內。在此情況下，出售的商譽將以所出售之業務和保留之現金產生單位部分的相對價值為基準計量。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.2 Summary of other accounting policies (continued)

(b) Fair value measurement

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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.

The Group's corporate finance team is responsible for determining the policies and procedures for the fair value measurement of financial instruments.

The Group's all assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.2 其他會計政策概要(續)

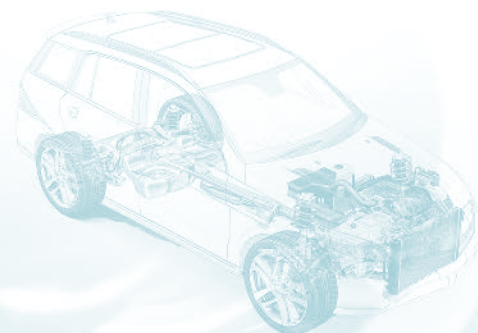
(b) 公平值計量

公平值為在市場參與者於計量日期進行的有序交易中出售資產所收取或轉移負債所支付的價格。公平值計量乃基於假設是於主要市場出售資產或轉移負債的交易，或於未有主要市場的情況下，則於資產或負債的最有利市場進行。主要或最有利市場須是本集團可參與的市場。資產或負債的公平值乃基於市場參與者為資產或負債定價所用的假設計量(假設市場參與者依照彼等的最佳經濟利益行事)。

非金融資產的公平值計量乃經計及一名市場參與者透過使用其資產的最高及最佳用途或透過將資產出售予將使用其最高及最佳用途的另一名市場參與者而能夠產生經濟利益的能力。

本集團企業融資團隊負責釐定金融工具公平值計量的政策及程序。

於財務報表中計量或披露公平值的所有本集團資產及負債，乃按對整體公平值計量而言屬重大的最低層輸入數據分類至下述的公平值層級：



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.2 Summary of other accounting policies (continued)

(b) Fair value measurement (continued)

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

(c) Financial assets

i. Initial recognition and measurement

With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for “Revenue recognition” below.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.2 其他會計政策概要(續)

(b) 公平值計量(續)

- 第一層 – 根據相同資產或負債於活躍市場的報價(未經調整)
- 第二層 – 根據採用對公平值計量構成重大影響的直接或間接可觀察到之最低層輸入數據的估值方法
- 第三層 – 根據採用對公平值計量構成重大影響的不可觀察到之最低層輸入數據的估值方法

就按經常性基準於綜合財務報表確認的資產及負債而言，本集團於各報告期末透過重新評估分類釐定於各層級之間是否有任何轉撥(基於對整體公平值計量構成重大影響之最低層輸入數據)。

(c) 金融資產

i. 初步確認及計量

除並無重大融資組成部分或本集團已應用不對重大融資組成部分的影響作出調整的可行權宜方法的貿易應收款項外，本集團初步按公平值加上(倘金融資產並非按公平值計入損益)交易成本計量金融資產。並無重大融資組成部分或本集團已應用可行權宜方法的貿易應收款項乃根據下文「收益確認」所載的政策按香港財務報告準則第15號釐定的交易價格計量。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.2 Summary of other accounting policies (continued)

(c) Financial assets (continued)

i. Initial recognition and measurement (continued)

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.2 其他會計政策概要(續)

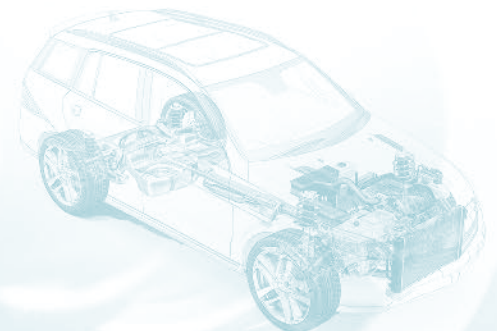
(c) 金融資產(續)

i. 初步確認及計量(續)

於初步確認時，金融資產分類取決於金融資產的合約現金流量特徵及本集團管理該等金融資產的業務模式。

為使金融資產可按攤銷成本或按公平值計入其他全面收益進行分類及計量，需產生純粹為支付未償本金款項之本金及利息的現金流量。所具備現金流量並非純粹為支付本金及利息的金融資產乃計入損益分類及計量，而不論其業務模式如何。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收取合約之現金流量、出售金融資產或兩者兼有。按攤銷成本分類及計量的金融資產乃以旨在持有金融資產以收取合約之現金流量的業務模式持有，而按公平值計入其他全面收益分類及計量的金融資產乃以旨在持有以收取合約之現金流量及作出售(兩者兼有)的業務模式持有。並非以上述業務模式持有的金融資產乃按公平值計入損益分類及計量。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.2 Summary of other accounting policies (continued)

(c) Financial assets (continued)

i. Initial recognition and measurement (continued)

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

ii. Subsequent measurement

The subsequent measurement of financial assets depends on their classification, the Group's financial assets are debt investments that classified and measured at amortised costs.

The Group only held financial assets measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

iii. Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.2 其他會計政策概要(續)

(c) 金融資產(續)

i. 初步確認及計量(續)

所有在正常方式下的金融資產買賣應於交易日(即本集團承諾購買或出售資產的日期)確認。正常方式的買賣指按市場所在地的規例或一般慣例要求設定的期間內交付資產的金融資產買賣。

ii. 期後計量

金融資產的期後計量取決於其分類，本集團的金融資產為按攤銷成本分類及計量的債務投資。

本集團僅持有按攤銷成本計量的金融資產。按攤銷成本計量的金融資產期後當使用實際利率法計量，並可能受減值影響。當資產被終止確認、修改或減值時，收益及虧損於損益表中確認。

iii. 終止確認金融資產

金融資產(或倘適用，一項金融資產的一部分或一組同類金融資產的一部分)主要在下列情況下被終止確認(即自本集團的綜合財務狀況表內剔除)：

- 自資產收取現金流量的權利已屆滿；或

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.2 Summary of other accounting policies (continued)

(c) Financial assets (continued)

iii. Derecognition of financial assets (continued)

- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group’s continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset, under which the continuing involvement asset at the date of the transfer is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.2 其他會計政策概要(續)

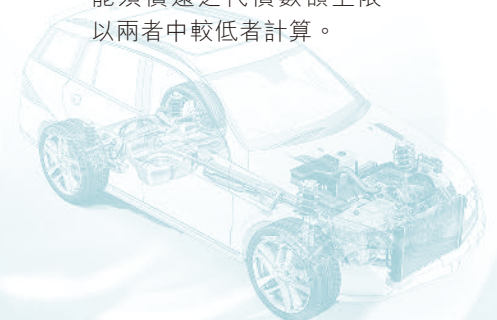
(c) 金融資產(續)

iii. 終止確認金融資產(續)

- 本集團已轉讓其自資產收取現金流量的權利，或已根據「轉遞」安排承擔義務，以並無重大延誤向下向第三方全數支付所收取現金流量；而(a)本集團已轉讓資產的絕大部分風險及回報，或(b)本集團並無轉讓或保留資產的絕大部分風險及回報，惟已轉讓資產的控制權。

倘本集團已轉讓其收取資產所得現金流量的權利或已訂立轉遞安排，則本集團會評估其是否保留該項資產擁有權的風險及回報以及保留程度。但倘無轉讓或保留該項資產的絕大部分風險及回報，且並無轉讓該項資產的控制權，本集團以其持續參與之程度為限繼續確認已轉讓之資產。於該情況下，本集團亦確認相關負債。已轉讓之資產及相關負債乃按反映本集團所保留權利及義務的基準計量。

持續參與之形式乃就已轉讓之資產作出保證，當中持續參與資產於轉讓日期以該項資產之原賬面值及本集團可能須償還之代價數額上限，以兩者中較低者計算。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.2 Summary of other accounting policies (continued)

(d) Financial liabilities

i. Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, and interest-bearing bank and other borrowings.

ii. Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

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

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.2 其他會計政策概要(續)

(d) 金融負債

i. 初步確認及計量

金融負債於初步確認時分類為按公平值計入損益的金融負債、貸款及借款以及應付款項，或指定於有效對沖中作對沖工具的衍生工具(如適用)。

所有金融負債初步按公平值確認，如屬貸款或借款及應付款項，則減去直接應佔交易成本。

本集團的金融負債包括貿易及其他應付款項以及計息銀行及其他借款。

ii. 期後計量

金融負債按不同類別作出之期後計量如下：

按公平值計入損益的金融負債

按公平值計入損益的金融負債包括持作買賣的金融負債及於初始確認時指定按公平值計入損益的金融負債。

倘金融負債為旨在於短期內購回而產生，則分類為持作買賣。此類別亦包括本集團所訂立之衍生金融工具，但並非指定作香港財務報告準則第9號所界定之對沖關係的對沖工具。除非指定作實際對沖工具，否則獨立的內嵌式衍生工具亦會分類為持作買賣。持作買賣負債的收益或虧損乃於損益表內確認。於損益表內確認的淨公平值收益或虧損不包括就該等金融負債收取的任何利息。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.2 Summary of other accounting policies (continued)

(d) Financial liabilities (continued)

ii. Subsequent measurement (continued)

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

iii. Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.2 其他會計政策概要(續)

(d) 金融負債(續)

ii. 期後計量(續)

按攤銷成本計量的金融負債
(貸款及借款)

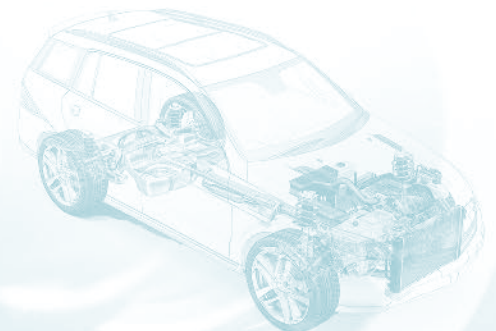
於初始確認後，計息貸款及借款隨後以實際利率法按攤銷成本計量，除非折現影響為輕微，在該情況下則按成本列賬。當負債被終止確認及按實際利率進行攤銷過程時，其收益及虧損在損益表內確認。

攤銷成本於計及收購的任何折讓或溢價及屬實際利率必要部分的費用或成本後計算。實際利率攤銷計入損益表中的財務成本內。

iii. 終止確認金融負債

當負債項下的責任已被解除、取消或屆滿，則會終止確認金融負債。

如一項現有金融負債被來自同一貸款方但條款有重大差異的另一項金融負債所取代，或現有負債的條款被大幅修改，此種置換或修改視作原有負債終止確認，並確認新負債處理，而兩者的賬面值差額於損益表中確認。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.2 Summary of other accounting policies (continued)

(d) Financial liabilities (continued)

iii. Derecognition of financial liabilities (continued)

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.2 其他會計政策概要(續)

(d) 金融負債(續)

iii. 終止確認金融負債(續)

財務擔保合約

本集團發行之財務擔保合約指要求作出特定付款以償付持有人因特定債務人未能根據債務工具條款償還到期款項而招致的損失之合約。財務擔保合約初始按其公平值確認為一項負債，並就發行擔保之直接應佔交易成本作出調整。

於初始確認後，本集團以下列較高者計量財務擔保合約：(i)根據「金融資產減值」載列的政策釐定的預期信貸虧損撥備；及(ii)初始確認之金額減已確認收入的累計金額(如適用)。

抵銷金融工具

當現有可執行的合法權利能抵銷已確認的金額，且有意願以淨額基準結算，或同時變現資產及結算負債，則金融資產可與金融負債抵銷，淨額於財務狀況表內呈報。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.2 Summary of other accounting policies (continued)

(e) *Cash and cash equivalents*

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits with initial term less than 3 months, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired.

(f) *Government grants*

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments.

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.2 其他會計政策概要(續)

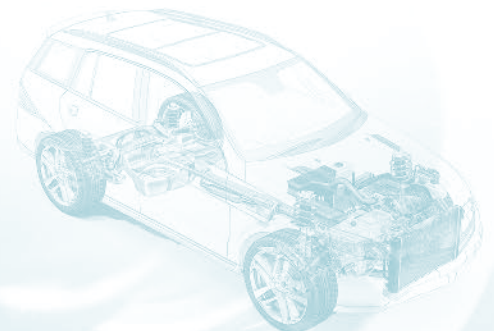
(e) *現金及現金等值項目*

就綜合財務狀況表而言，現金及現金等值項目包括手頭現金及銀行存款包括起初存款期少於三個月之定期存款，以及可隨時轉換為已知數額之現金、價值變動風險極低及一般自購入後三個月內到期之短期高流通性投資。

(f) *政府補助*

政府補助在合理保證可收取有關補助及符合一切附帶條件的情況下按其公平值予以確認。倘有關補助乃與一項開支項目有關，則補助於擬用作補償的成本支銷期間按有系統基準確認為收入。

倘補助與一項資產有關，則公平值會計入遞延收入賬目，並按有關資產的預計可使用年期以每年等額分期款項撥入損益表。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.2 Summary of other accounting policies (continued)

(g) Related parties

A party is considered to be related to the Group if:

- a. the party is a person or a close member of that person's family and that person
 - i. has control or joint control over the Group;
 - ii. has significant influence over the Group; or
 - iii. is a member of the key management personnel of the Group or of a parent of the Group;

or

- b. the party is an entity where any of the following conditions applies:
 - i. the entity and the Group are members of the same group;
 - ii. one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - iii. the entity and the Group are joint ventures of the same third party;
 - iv. one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

綜合財務報表附註(續)

二零二三年十二月三十一日

2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.2 其他會計政策概要(續)

(g) 關聯方

任何一方會被視為本集團的關聯方，假若：

- a. 該方為某人士家庭之成員或密切成員，且該人士
 - i. 對本集團具有控制權或共同控制權；
 - ii. 對本集團具有重大影響力；或
 - iii. 為本集團或其母公司的其中一名主要管理人員；

或

- b. 該方乃以下任何條件適用的實體：
 - i. 該實體及本集團為同一集團的成員；
 - ii. 該實體為其他實體(或其他實體的母公司、附屬公司或同系附屬公司)的聯營公司或合資企業；
 - iii. 該實體及本集團為同一第三方的合資企業；
 - iv. 該實體乃第三方的合資企業，而另一實體為該第三方實體的聯營公司；

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

2. BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICY (continued)

2.3 SUMMARY OF ACCOUNTING POLICIES (continued)

2.3.2 Summary of other accounting policies (continued)

(g) Related parties (continued)

- b. (continued)
- v. the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group; and the sponsoring employers of the post-employment benefit plan;
 - vi. the entity is controlled or jointly controlled by a person identified in a.;
 - vii. a person identified in a. i. has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - viii. the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

綜合財務報表附註(續)

二零二三年十二月三十一日

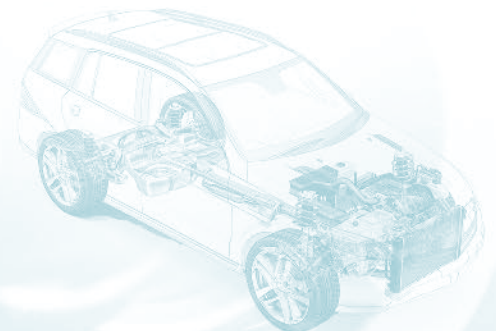
2. 編製基準及會計政策撮要(續)

2.3 會計政策概要(續)

2.3.2 其他會計政策概要(續)

(g) 關聯方(續)

- b. (續)
- v. 該實體為本集團或與本集團有關實體及向退休福利計劃供款的僱主為僱員福利設立的退休福利計劃；
 - vi. 該實體受在a.項所指人士控制或共同控制；
 - vii. 在a. i.項下所述的人士對該實體具有重大影響力或為該實體(或該實體的母公司)的其中一名主要管理人員；及
 - viii. 實體或其所屬任何集團之成員公司向本集團或本集團之母公司提供主要管理人員服務。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

(a) *Useful lives and residual values of items of property, plant and equipment*

The Group's management determines the estimated useful lives and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Management will increase the depreciation charges where useful lives are less than previously estimated lives, or will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore depreciation charge in the future periods. Further details are set out in notes 2.3.1(b) and 14 to the consolidated financial statements.

綜合財務報表附註(續)

二零二三年十二月三十一日

3. 重大會計判斷及估計

編製財務報表需要使用會計估計，而按定義而言，會計估計極少與實際結果相等。管理層在應用本集團的會計政策時亦需作出判斷。

本集團會對估計及判斷持續進行評估。有關估計及判斷乃根據過往經驗及其他因素(包括對實體可能具有財務影響且根據有關情況認為屬合理之未來事件之預期)而釐定。

(a) *物業、廠房及設備項目之可使用年期及剩餘價值*

本集團管理層釐定本集團物業、廠房及設備的估計使用年期及相關折舊開支。有關估計乃基於性質及功能相若之物業、廠房及設備實際使用年期的過往經驗而作出。倘使用年期短於先前估計年期，管理層會上調折舊開支，或者撇銷或撇減已棄用或已售出的技術過時資產或非策略性資產。實際經濟年期或會有別於估計使用年期。定期檢討可能令可折舊年期出現變動，以致須於未來期間改變折舊開支。進一步詳情載於財務報表附註2.3.1(b)及14。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(b) Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Management reassesses the estimation at the end of the reporting period. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(c) Capitalisation of contract fulfilment costs

The Group capitalises costs that are not within the scope of HKAS 2, HKAS 16 and HKAS 38 as contract fulfilment costs when those costs are related to the contracts with customers, generated or enhanced the resources used to satisfy performance obligation and are expected to be recovered.

The Group's management needs to judge and estimate whether such capitalised costs can be recovered, based on experience, historical data and estimation of the profitability of the contract.

綜合財務報表附註(續)

二零二三年十二月三十一日

3. 重大會計判斷及估計(續)

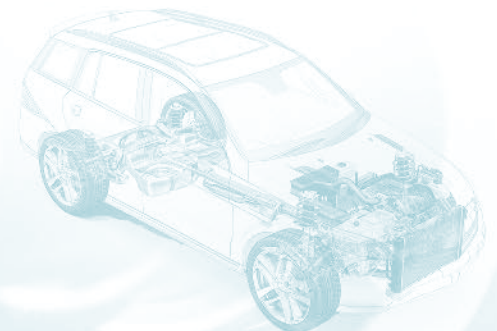
(b) 非金融資產減值(商譽除外)

本集團於各呈報期結算日評估所有非金融資產(包括使用權資產)有否減值跡象。減值虧損按資產的賬面值超過其可收回金額的數額確認。可收回金額乃扣除出售成本後的資產公平值與使用價值的較高者。於評估減值時，資產按可獨立識別現金流入的最低層次分組，有關現金流入大致上獨立於其他資產或資產組別(現金產生單位)的現金流入。管理層於報告期末重新評估該等估計。出現減值的非財務資產(商譽除外)將於各報告期末進行檢討以確定其減值能否撥回。

(c) 履約合同成本資本化

當並非於香港會計準則第2號、香港會計準則第16號及香港會計準則第38號範圍內作為履約合同成本的成本涉及與客戶的合約、產生或加強所用資源以達成履約責任及預期將可收回，則本集團會資本化有關成本。

本集團管理層須根據經驗、過往數據及對合約盈利能力的估計，判斷及估計該資本化成本是否可以收回。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(d) Recoverability of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are set out in note 26 to the consolidated financial statements.

(e) Provision for expected credit losses on trade receivables

For trade receivables from third parties with significant credit risk, they were identified and individually assessed by comparing the present value of estimated future cash flows with the carrying amount.

For other trade receivables are grouped uses a provision matrix to calculate ECLs. The provision rates are based on days past due for groupings that have shared credit characteristics. The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (e.g., the fluctuation of the unit price of steel and restriction policy in motor industries) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

綜合財務報表附註(續)

二零二三年十二月三十一日

3. 重大會計判斷及估計(續)

(d) 遞延稅項資產的可收回性

遞延稅項資產就可扣減暫時性差額及未動用稅項虧損予以確認，惟以可能出現應課稅溢利可用以抵銷有關可扣減暫時性差額及未動用稅項虧損為限。管理層在釐定可予以確認的遞延稅項資產金額時，須根據日後應課稅溢利可能出現的時間及水平以及未來稅項規劃策略作出重大判斷。進一步詳情載於綜合財務報表附註26。

(e) 貿易應收款項的預期信貸虧損撥備

對於存在重大信貸風險的應收第三方貿易款項，通過比較估計未來現金流的現值及賬面值，對其進行識別及單獨評估。

就其他貿易應收款項而言，本集團使用撥備矩陣計算預期信貸虧損。撥備率乃基於具有共同信貸特點的群組以逾期日數計算。撥備矩陣初步基於本集團過往觀察所得違約率而計算。本集團將調整矩陣，藉以按前瞻性資料調整過往信貸虧損經驗。舉例而言，倘預測經濟環境（例如鋼材單位價格波動及汽車行業的限制政策）預期將於未來一年惡化，導致製造行業違約事件增加，則會調整過往違約率。於各報告日期，過往觀察所得違約率將予更新，並會分析前瞻性估計之變動。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(e) Provision for expected credit losses on trade receivables (continued)

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 19 to the consolidated financial statements.

(f) Net realisable value of and provision against inventories

Management reviews the condition of inventories of the Group at the end of the reporting period and makes provision against inventories. Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expense. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of technical innovations, and competitor actions in response to severe industry cycle. Management reassesses the estimation at the end of the reporting period. Further details are set out in note 18 to the consolidated financial statements.

綜合財務報表附註(續)

二零二三年十二月三十一日

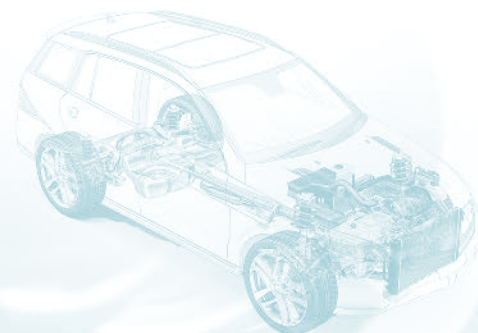
3. 重大會計判斷及估計(續)

(e) 貿易應收款項的預期信貸虧損撥備(續)

對過往觀察所得的違約率、預測經濟情況及預期信貸虧損之間的關連性進行的評估屬重大估計。預期信貸虧損金額對狀況變化及預測經濟情況相當敏感。本集團過往信貸虧損經驗及預測經濟情況亦未必能代表客戶日後的實際違約情況。有關本集團貿易應收款項預期信貸虧損的資料已於綜合財務報表附註19披露。

(f) 存貨的可變現淨值及撥備

管理層於報告期末評估本集團的存貨情況，並對存貨作出撥備。管理層於報告期末重新評估所作出的估計。存貨的可變現淨值乃日常業務過程中的估計售價減估計完成成本及銷售開支。該等估計乃基於現時市況以及製造及銷售類似性質產品的過往經驗。可能因技術創新及競爭對手因應嚴峻行業週期而採取的行動而出現重大變動。管理層於報告期末重新評估該等估計。進一步詳情載於綜合財務報表附註18。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

4. OPERATING SEGMENT INFORMATION

An operating segment is a component of an entity that engages in business activities from which revenues are earned and expenses are incurred, and is identified on the basis of the internal financial reports that are regularly reviewed by the chief operating decision maker (the “CODM”) in order to allocate resources and assess performance of the segment. The CODM has been identified as the Executive Directors of the Company.

For the years presented, as the Group’s business activities are mainly in the manufacturing, sale and trading of automotive parts and components, and the provision of technical services. The performance of the Group is reviewed by the CODM as a whole thus it is concluded that the Group has only one single reportable segment. Therefore, no analysis by operating segment is presented.

(a) Products and services

Revenue from external customers

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Sale of industrial products	銷售工業產品	2,509,036	2,283,267
Technical service income	技術服務收入	199,825	195,113
		2,708,861	2,478,380

(b) Geographical information

i. Revenue from external customers

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Germany	德國	723,242	597,648
United Kingdom	英國	669,654	685,727
United States	美國	591,966	631,500
Mainland China	中國內地	29,673	62,783
Other countries	其他國家	694,326	500,722
		2,708,861	2,478,380

The revenue information above is based on the locations of the customers.

綜合財務報表附註(續)

二零二三年十二月三十一日

4. 經營分部資料

經營分部是一家企業的組成部份，該部份從事的經營活動能產生收入及發生費用，並以主要經營決策者定期審閱用以分配資源及評估分部表現的內部財務數據為基礎進行辨別。本公司之執行董事被認為主要經營決策者。

在所列示年度內，本集團僅提供製造、銷售及買賣汽車零部件及元件以及提供技術服務。主要經營決策者對本集團的業績評價將本集團視作一個整體，因此本集團只有一個經營分部。因此，並無呈列經營分部的分析。

(a) 產品及服務

來自外部客戶之收益

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Sale of industrial products	銷售工業產品	2,509,036	2,283,267
Technical service income	技術服務收入	199,825	195,113
		2,708,861	2,478,380

(b) 地區資料

i. 來自外部客戶之收益

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Germany	德國	723,242	597,648
United Kingdom	英國	669,654	685,727
United States	美國	591,966	631,500
Mainland China	中國內地	29,673	62,783
Other countries	其他國家	694,326	500,722
		2,708,861	2,478,380

以上收益資料按客戶所在地劃分。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

4. OPERATING SEGMENT INFORMATION (continued)

(b) Geographical information (continued)

ii. Non-current assets

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Poland	波蘭	723,631	664,664
Czech	捷克	137,781	155,383
United Kingdom	英國	-	52,748
Other countries	其他國家	40,938	24,968
		902,350	897,763

The non-current assets' information above is based on the locations of the assets and excludes deferred tax assets.

以上非流動資產資料按資產所在地劃分且不包括遞延稅項資產。

(c) Information about major customers

During the reporting period, the revenues which were generated from three (2022: four) of the Group's customers and were individually accounted for more than 10% of the Group's total revenue are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Customer A	客戶A	480,532	439,346
Customer B	客戶B	340,987	327,655
Customer C	客戶C	298,601	261,895
Customer D*	客戶D*	255,840*	291,844
		1,375,960	1,320,740

* The relevant revenue generated from that customer during the year ended 31 December 2023 did not exceed 10% of the Group's revenue.

(c) 主要客戶資料

於報告期間，佔本集團總收益逾10%的本集團客戶有三名(二零二二年：四名)，列示如下：

* 截至二零二三年十二月三十一日止年度，由該客戶產生的有關收益不超過本集團收益的10%。

綜合財務報表附註(續)

二零二三年十二月三十一日

4. 經營分部資料(續)

(b) 地區資料(續)

ii. 非流動資產

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Poland	波蘭	723,631	664,664
Czech	捷克	137,781	155,383
United Kingdom	英國	-	52,748
Other countries	其他國家	40,938	24,968
		902,350	897,763

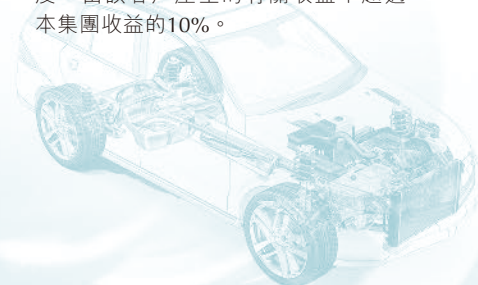
以上非流動資產資料按資產所在地劃分且不包括遞延稅項資產。

(c) 主要客戶資料

於報告期間，佔本集團總收益逾10%的本集團客戶有三名(二零二二年：四名)，列示如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Customer A	客戶A	480,532	439,346
Customer B	客戶B	340,987	327,655
Customer C	客戶C	298,601	261,895
Customer D*	客戶D*	255,840*	291,844
		1,375,960	1,320,740

* 截至二零二三年十二月三十一日止年度，由該客戶產生的有關收益不超過本集團收益的10%。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

5. REVENUE

Revenue represents: (1) the net invoiced value of goods sold, net of value-added tax and government surcharges and excludes sale taxes, and after allowance for returns and trade discounts; and (2) an appropriate proportion of contract revenue of technical and consultancy service contracts.

An analysis of the Group's revenue is as follows:

綜合財務報表附註(續)

二零二三年十二月三十一日

5. 收益

收益指：(1)所售貨品發票淨值，扣除增值稅及政府收費及銷售稅以及減去退貨撥備及貿易折扣後的收益；及(2)技術及顧問服務合約適當比例之合約收益。

本集團之收益分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Revenue from contracts with customers	來自客戶合約的收益		
Sale of industrial products	銷售工業產品	2,509,036	2,283,267
Technical service income	技術服務收入	199,825	195,113
		2,708,861	2,478,380

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Timing of revenue recognition	收益確認時間		
Industrial products and services transferred at a point of time	銷售商品或於某一時點轉移服務	2,703,741	2,473,435
Services transferred over time	隨著時間轉移之服務	5,120	4,945
		2,708,861	2,478,380

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

6. (LOSS)/PROFIT BEFORE TAX

The Group's (loss)/profit before tax from operations is arrived at after charging/(crediting):

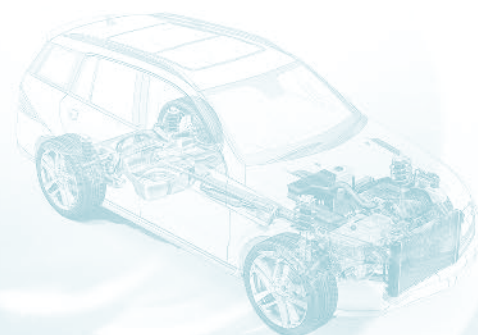
綜合財務報表附註(續)

二零二三年十二月三十一日

6. 除稅前(虧損)/溢利

本集團經營所得除稅前(虧損)/溢利乃扣除/(計入)下列各項後得出：

		2023 二零二三年	2022 二零二二年
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Cost of inventories sold and services provided	已售存貨及已提供服務成本	2,310,143	2,044,288
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14 68,235	67,265
Impairment of property, plant and equipment	物業、廠房及設備減值	14 -	3,212
Depreciation of right-of-use assets	使用權資產折舊	15(a) 37,359	33,323
Impairment of goodwill	商譽減值	16 -	3,742
Lease payments not included in the measurement of lease liabilities	並無計入計量租賃負債的租賃款	15(c) 193	227
Auditors' remuneration	核數師酬金	2,170	3,778
Employee benefit expense (including directors' and chief executive's remuneration):	僱員福利開支(包括董事及最高行政人員薪酬)：		
Wages, salaries, severances and benefits*	工資、薪金、遣散費及福利*	518,741	438,630
Defined benefit obligation expenses	定額福利責任開支	24(c) 2,016	3,915
		520,757	442,545



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

綜合財務報表附註(續)

二零二三年十二月三十一日

6. (LOSS)/PROFIT BEFORE TAX (continued)

6. 除稅前(虧損)/收益(續)

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		Notes 附註		
Research and development costs	研發成本		275,546	237,437
Less: staff costs included in research and development costs	減：計入研發成本之員工成本		(136,713)	(111,414)
Research and development costs, net of staff costs	研發成本，扣除員工成本		138,833	126,023
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的收益	7	(10,738)	(5,475)
Written off contract fulfilment costs	履約合同成本撇銷		-	5,051
Impairment losses on financial assets, net: Impairments loss/(reversal) on trade receivables from third parties, net	金融資產減值虧損淨額：應收第三方貿易款項減值／(減值撥回)淨額	19(a)	1,525	(421)
Impairment loss on trade receivables from related parties, net	應收關聯方貿易款項的減值虧損淨額	19(b)	545	289
			2,070	(132)
Provision for obsolete inventories**	陳舊存貨撥備**	18	11,310	2,738
Recognise provision for warranties, net	保修撥備確認淨額	25	14,039	19,368
Foreign exchange differences, net	匯兌差額淨額	7	26,411	(17,008)

* As at December 31, 2023, defined contribution plans payables were HK\$674,000 (2022: HK\$63,000). During the year ended 31 December 2023, no forfeited contributions were utilised by the Group to reduce its contributions for the current year (2022: nil)

** The provision for obsolete inventories is included in "Cost of sales" in the consolidated statement of profit or loss.

* 於二零二三年十二月三十一日，定額供款計劃應付款項為674,000港元(二零二二年：63,000港元)。截至二零二三年十二月三十一日止年度，本集團並無已沒收供款可用作減少其於本年度的供款(二零二二年：無)

** 陳舊存貨撥備計入綜合損益表「銷售成本」內。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

綜合財務報表附註(續)

二零二三年十二月三十一日

7. OTHER INCOME AND OTHER (LOSSES)/GAINS – NET

An analysis of the Group's other income and (losses)/gains is as follows:

7. 其他收入及其他(虧損)/收益淨額

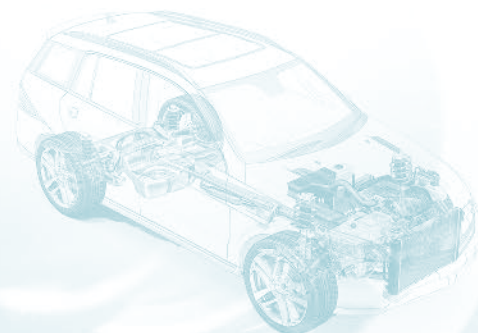
本集團之其他收入及(虧損)/收益分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
(a) Other income	(a) 其他收入		
Bank interest income	銀行利息收入	140	322
Profit from sales of scrap materials, prototypes and samples	來自銷售廢料、原型及樣件 的溢利	26,560	19,735
Government grants	政府補助	1,140	42
Others	其他	2,787	3,764
		30,627	23,863
(b) Other (losses)/gains - net	(b) 其他(虧損)/收益淨額		
Foreign exchange differences, net	匯兌差額淨額	(26,411)	17,008
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目 的收益	10,738	5,475
		(15,673)	22,483

8. FINANCE COSTS

8. 財務成本

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest on defined benefit plans	定額福利責任利息	3,771	1,780
Interest on lease liabilities	租賃負債的利息	8,261	9,372
Interest on bank loans	銀行借款利息	–	3,902
		12,032	15,054



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

綜合財務報表附註(續)

二零二三年十二月三十一日

9. 董事及最高行政人員薪酬

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司規例第2部(披露董事利益資料)披露之董事及最高行政人員之年內薪酬如下：

		Salaries, allowances and benefits in kind	Pension scheme contributions	Total remuneration
	Fees	薪金、津貼及 袍金 實物利益	退休金 計劃供款	總酬金
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
2023				
Executive directors:				
Mr. Dong Xiaojie		-	-	-
Mr. Chang Ket Leong (appointed with effect from 28 July 2023)		-	-	-
Mr. Zheng Jianwei (appointed with effect from 2 August 2023)		-	-	-
Mr. Chen Zhouping (chief executive resigned with effect from 13 July 2023)		-	-	-
		-	2,205	2,315
Non-executive director:				
Mr. Li Zhi (resigned with effect from 2 August 2023)		-	-	-
Independent non-executive directors:				
Mr. Tam King Ching, Kenny	240	-	-	240
Mr. Yip Kin Man, Raymond (resigned with effect from 10 February 2024)	240	-	-	240
Mr. Chan Pat Lam	240	-	-	240
Chief executive:				
Mr. Xi Jianpeng (appointed with effect from 1 October 2023)		-	247	259
	720	2,452	122	3,294

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

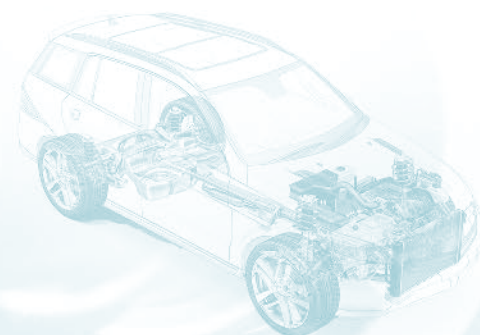
9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

綜合財務報表附註(續)

二零二三年十二月三十一日

9. 董事及最高行政人員薪酬(續)

		Salaries, allowances and benefits Fees 袍金 HK\$'000 千港元	in kind 薪金、津貼及 實物利益 HK\$'000 千港元	Pension scheme contributions 退休金 計劃供款 HK\$'000 千港元	Total remuneration 總酬金 HK\$'000 千港元
2022	二零二二年				
Executive directors:	執行董事：				
Mr. Dong Xiaojie (appointed with effect from 21 September 2022)	東小杰先生(自二零二二年九月二十一日起獲委任)	-	-	-	-
Mr. Zhao Jiuliang (resigned with effect from 21 September 2022)	趙久梁先生(於二零二二年九月二十一日辭任)	-	-	-	-
Mr. Chen Zhouping (chief executive)	陳舟平先生(最高行政人員)	-	2,136	107	2,243
Non-executive director:	非執行董事：				
Mr. Li Zhi	李志先生	-	-	-	-
Independent non-executive directors:	獨立非執行董事：				
Mr. Tam King Ching, Kenny	譚競正先生	240	-	-	240
Mr. Yip Kin Man, Raymond	葉健民先生	240	-	-	240
Mr. Chan Pat Lam	陳柏林先生	240	-	-	240
		720	2,136	107	2,963



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

(a) Director's retirement and termination benefits

The termination benefits paid to the Company's director Mr. Chen Zhouping during 2023 is HK\$1,068,000 (2022: Nil). Other than this, no retirement benefits or no other termination benefits have been paid to the Company's directors during the year ended 31 December 2023 (2022: Nil).

(b) Consideration provided to third parties for making available directors' services

No consideration provided to third parties for making available directors' services subsisted at the end of the year or at any time during 2023 and 2022.

(c) Information about loans, quasi-loans and other dealings in favor of directors, controlled bodies corporate by and connected entities with such directors

No loans, quasi-loans or other dealings are entered into by the Company in favor of directors, controlled bodies corporate by and connected entities with any directors during 2023 and 2022.

(d) Directors' material interests in transactions, arrangements or contract

No significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted during 2023 and 2022.

綜合財務報表附註(續)

二零二三年十二月三十一日

9. 董事及最高行政人員薪酬(續)

(a) 董事退休及離職福利

於二零二三年間，向本公司董事陳舟平先生支付的退休福利為1,068,000港元(二零二二年：無)。除此之外，截至二零二三年十二月三十一日止年度，概無支付退休福利或其他離職福利予本公司董事(二零二二年：無)。

(b) 就所獲董事服務向第三方支付代價

於二零二三年及二零二二年年末或期間任何時間概無就所獲董事服務向第三方支付代價。

(c) 有關以董事、董事控制的法團及其關連實體為受益人的借款、準借款及其他交易的資料

於二零二三年及二零二二年間，本公司概無訂立以董事、董事控制的法團及其關連實體為受益人的借款、準借款及其他交易。

(d) 董事於交易、安排或合約的重大權益

於二零二三年及二零二二年間，本公司概無訂立與本公司業務有關且本公司董事於其中直接或間接享有重大權益的重大交易、安排及合約。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included one director (2022: one), details of the remuneration for the year of the remaining four (2022: four) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	6,304	4,900
Performance related bonuses	與表現掛鈎之花紅	52	11
		6,356	4,911

The remuneration of these non-director and non-chief executive highest paid employees fell within the following bands:

綜合財務報表附註(續)

二零二三年十二月三十一日

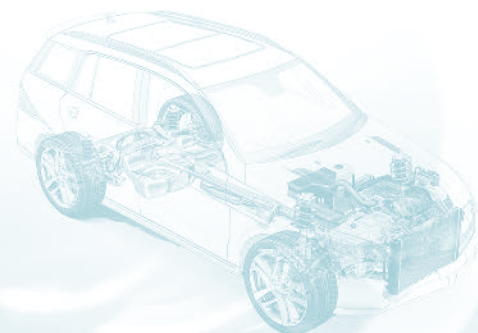
10. 五名最高薪僱員

年內的五名最高薪僱員包括一名董事(二零二二年：一名)，其餘四名(二零二二年：四名)非本公司董事或最高行政人員的最高薪僱員的薪酬詳情如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	6,304	4,900
Performance related bonuses	與表現掛鈎之花紅	52	11
		6,356	4,911

該等最高薪僱員(既非董事亦非最高行政人員)之薪酬介乎以下範圍：

		Number of employees 僱員人數	
		2023 二零二三年	2022 二零二二年
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	3	4
HK\$2,000,001 to HK\$3,000,000	2,000,001港元至3,000,000港元	1	-
		4	4



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

11. INCOME TAX

No provision for Hong Kong profits tax has been made for the year ended 31 December 2023 as the Group did not generate any assessable profits arising in Hong Kong during the year (2022: Nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates. The rates of tax prevailing in the countries in which the Group operates include:

		2023 二零二三年 (%)	2022 二零二二年 (%)
Luxembourg	盧森堡	24.94	24.94
Poland	波蘭	19.00	19.00
United Kingdom	英國	23.52	19.00
France	法國	25.00	25.00
Germany	德國	29.83	29.83
Italy	意大利	27.90	27.90
Czech	捷克	19.00	19.00

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current income tax (credit)/expense	即期所得稅(抵免)/支出	(24,552)	14,712
Deferred tax (Note 26)	遞延稅項(附註26)	(7,667)	344
Total tax (benefit)/charge for the year	年內稅項(得益)/開支總額	(32,219)	15,056

綜合財務報表附註(續)

二零二三年十二月三十一日

11. 所得稅

截至二零二三年十二月三十一日止年度，由於本集團於年內並無在香港產生任何應課稅溢利，故並無對香港利得稅作出撥備(二零二二年：零)。其他地區的應課稅溢利稅項已按本集團經營所在國家的現行稅率計算。本集團經營所在國家的現行稅率包括：



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

綜合財務報表附註(續)

二零二三年十二月三十一日

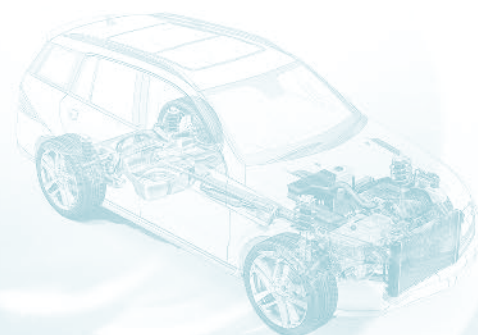
11. INCOME TAX (continued)

A reconciliation of (loss)/profit before tax at the applicable prevailing tax rate of each group entities to the tax (benefit)/expense at the effective tax rates as follows:

11. 所得稅(續)

除稅前(虧損)/溢利按各個本集團實體當時適用稅率與按實際稅率計算之稅項(得益)/支出之對賬如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
(Loss)/Profit before tax	除稅前(虧損)/溢利	(87,539)	10,171
Income tax (benefit)/charge at the applicable tax rate of each Group entities	按各個本集團實體適用稅率計算的所得稅(得益)/開支	(13,415)	4,158
Income not subject to tax	毋須課稅收入	(2,379)	(1,427)
Expenses not deductible for tax purposes	不可扣稅開支	38,695	20,369
R&D tax relief (Note a)	研發開支優惠(附註a)	(21,636)	(5,160)
Withholding tax refund	預扣稅退稅	-	(3,274)
Unused tax losses for which no deferred tax asset has been recognised	未有確認遞延稅項資產的未使用稅項虧損	-	1,479
Tax refund (Note b)	退稅(附註b)	(32,722)	-
Impact of change in the applicable income tax rate on deferred tax	適用所得稅率變動對遞延稅項的影響	-	(33)
Others	其他	(762)	(1,056)
Tax (benefit)/charge at the effective rate	按實際稅率計算的稅項(得益)/開支	(32,219)	15,056



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

11. INCOME TAX (continued)

Notes:

- (a) According to Polish tax regulations, BWI Poland enjoyed double tax deduction benefits for part of the eligible research and development (“R&D”) expenses. In the past few years, some expenses paid to related companies and fellow subsidiaries were not recognised by the Polish tax authorities to enjoy the double tax deduction benefits. In 2023, after the Group’s continuous application and clarification, some of these expenses were recognised and deducted from the 2023 taxable income, which resulted in the material increase of R&D tax relief in the tax reconciliation.
- (b) From 2018 to 2021, due to the cap of the tax regulations imposed by the Polish tax authorities, part of the selling and general administrative (“SG&A”) expenses paid by BWI Poland to related companies and fellow subsidiaries could be deducted, failing to treat all of these expenses as tax deductible. Afterwards, BWI Poland applied to the Polish tax authorities for an “Advance Pricing Arrangement”, which was accepted by the Polish tax authorities during the current period. After the acceptance of the “Advance Pricing Arrangement”, all of the above-mentioned expenses can be treated as tax deductible and BWI Poland got a refund of income tax paid in previous years with total amount of approximately HK\$31,200,000.

12. DIVIDEND

On 27 March 2024, the board of directors of the Company has resolved not to propose for any final dividend in respect of the year ended 31 December 2023 (2022: Nil).

13. LOSS PER SHARE

The calculation of the basic loss per share amount is based on the loss for the year attributable to ordinary shareholders of the Company, and the weighted average number of ordinary shares of 574,339,068 (2022: 574,339,068) in issue during the year.

The diluted loss per share were the same as basic loss per share for the years ended 31 December 2023 and 2022 as the Group did not have any potential ordinary shares in issue during the years ended 31 December 2023 and 2022.

綜合財務報表附註(續)

二零二三年十二月三十一日

11. 所得稅(續)

附註：

- (a) 根據波蘭稅收法規，京西波蘭部分符合資格的研發開支享有雙倍扣稅優惠。於過往幾年，支付予關聯及同系附屬公司的部分費用未被波蘭稅務當局認可，以享有雙倍扣稅優惠。於二零二三年，經過本集團不斷申請及闡明後，若干該等開支予以確認，並從二零二三年納稅收入中扣除，導致稅收對賬中研發開支優惠大幅增加。
- (b) 從二零一八年到二零二一年，由於波蘭稅務當局規定的稅收上限，京西波蘭支付予關聯及同系附屬公司的銷售及一般行政服務費用能予以扣除部分，而無法將這些費用全數作稅務扣減。其後，京西波蘭向波蘭稅務當局申請「預先定價安排」，其於本期內被波蘭稅務當局接納。在「預先定價安排」獲接納後，上述所有費用均可作為稅務扣減費用，京西波蘭因而可獲得以前年度已繳納所得稅的退稅，退稅總額約為31,200,000港元。

12. 股息

於二零二四年三月二十七日，本公司董事會決定不建議派發截至二零二三年十二月三十一日止年度的任何末期股息(二零二二年：無)。

13. 每股虧損

每股基本虧損乃根據本公司普通股股東應佔年內虧損，以及年內已發行普通股之加權平均數574,339,068股(二零二二年：574,339,068股)計算。

由於本集團於截至二零二三年及二零二二年十二月三十一日止年度並無發行任何潛在普通股，因此截至二零二三年及二零二二年十二月三十一日止年度，每股攤薄虧損與每股基本虧損一致。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

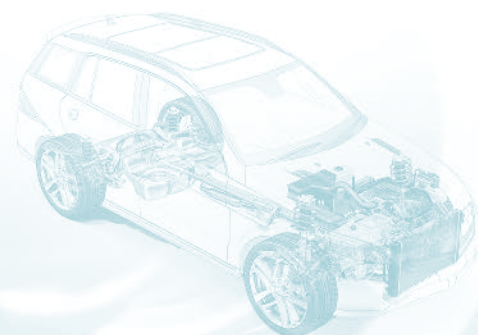
綜合財務報表附註(續)

二零二三年十二月三十一日

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Buildings	Machinery and equipment	Motor vehicles	Special tools	Computer equipment and others 電腦設備	Construction in progress	Total
		建築物	機器及設備	汽車	特別工具	及其他	在建工程	總計
		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
Year ended 31 December 2023	截至二零二三年十二月三十一日 止年度							
At 1 January 2023:	於二零二三年一月一日：							
Cost	成本	68,178	627,613	6,740	55,871	93,882	45,392	897,676
Accumulated depreciation and impairment	累計折舊及減值	(19,578)	(358,040)	(5,331)	(36,844)	(74,030)	-	(493,823)
Net carrying amount	賬面淨值	48,600	269,573	1,409	19,027	19,852	45,392	403,853
Opening net carrying amount	期初賬面淨值	48,600	269,573	1,409	19,027	19,852	45,392	403,853
Additions	添置	-	585	1,774	2,487	1,755	55,536	62,137
Depreciation provided during the year (Note 6)	年內折舊撥備(附註6)	(2,966)	(47,747)	(711)	(9,069)	(7,742)	-	(68,235)
Disposals	出售	-	(6,049)	-	(495)	-	-	(6,544)
Transfers	轉移	1,801	78,906	1,409	11,273	1,441	(94,830)	-
Exchange realignment	匯兌調整	5,651	23,721	106	2,704	396	7,076	39,654
Closing net carrying amount	期末賬面淨值	53,086	318,989	3,987	25,927	15,702	13,174	430,865
At 31 December 2023:	於二零二三年十二月三十一日：							
Cost	成本	77,541	751,545	9,868	77,608	99,752	13,174	1,029,488
Accumulated depreciation and impairment	累計折舊及減值	(24,455)	(432,556)	(5,881)	(51,681)	(84,050)	-	(598,623)
Net carrying amount	賬面淨值	53,086	318,989	3,987	25,927	15,702	13,174	430,865



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

綜合財務報表附註(續)

二零二三年十二月三十一日

14. PROPERTY, PLANT AND EQUIPMENT (continued)

14. 物業、廠房及設備(續)

		Buildings	Machinery and equipment	Motor vehicles	Special tools	Computer equipment and others 電腦設備及其他	Construction in progress	Total
		建築物	機器及設備	汽車	特別工具	及其他	在建工程	總計
		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
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度							
At 1 January 2022:	於二零二二年一月一日:							
Cost	成本	67,580	659,108	7,197	46,054	99,512	45,586	925,037
Accumulated depreciation and impairment	累計折舊及減值	(18,280)	(347,129)	(5,659)	(30,759)	(70,325)	-	(472,152)
Net carrying amount	賬面淨值	49,300	311,979	1,538	15,295	29,187	45,586	452,885
Opening net carrying amount	期初賬面淨值	49,300	311,979	1,538	15,295	29,187	45,586	452,885
Additions	添置	-	483	520	2,226	855	51,017	55,101
Depreciation provided during the year (Note 6)	年內折舊撥備(附註6)	(2,598)	(46,861)	(498)	(8,770)	(8,538)	-	(67,265)
Disposals	出售	-	(1,665)	-	-	-	(323)	(1,988)
Impairment (Note 6)	減值(附註6)	-	(2,257)	-	(955)	-	-	(3,212)
Transfers	轉移	5,565	28,442	38	12,096	1,157	(47,298)	-
Exchange realignment	匯兌調整	(3,667)	(20,548)	(189)	(865)	(2,809)	(3,590)	(31,668)
Closing net carrying amount	期末賬面淨值	48,600	269,573	1,409	19,027	19,852	45,392	403,853
At 31 December 2022:	於二零二二年十二月三十一日:							
Cost	成本	68,178	627,613	6,740	55,871	93,882	45,392	897,676
Accumulated depreciation and impairment	累計折舊及減值	(19,578)	(358,040)	(5,331)	(36,844)	(74,030)	-	(493,823)
Net carrying amount	賬面淨值	48,600	269,573	1,409	19,027	19,852	45,392	403,853

No property, plant and equipment of the Group were held under finance leases as lessor at 31 December 2023 (2022: Nil).

於二零二三年十二月三十一日，本集團概無根據融資租賃作為出租人持有之物業、廠房及設備(二零二二年：無)。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

15. LEASES

The Group as a lessee

The Group has lease contracts for various items of land, buildings, machinery and motor vehicles used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 99 years, and no ongoing payments will be made under the terms of these land leases. Leases of buildings and machinery generally have lease terms between 5 and 20 years, while motor vehicles generally have lease terms between 2 and 5 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		Leasehold land 租賃土地 HK\$'000 千港元	Buildings 樓宇 HK\$'000 千港元	Machinery 機器 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2022	於二零二二年一月一日	7,784	313,132	1,486	2,379	324,781
Additions	添置	-	16,036	5,014	2,882	23,932
Depreciation charge (Note 6)	折舊支出(附註6)	(261)	(30,233)	(1,066)	(1,763)	(33,323)
Exchange realignment	匯兌調整	(589)	(15,304)	(89)	(140)	(16,122)
As at 31 December 2022	於二零二二年十二月三十一日	6,934	283,631	5,345	3,358	299,268
As at 1 January 2023	於二零二三年一月一日	6,934	283,631	5,345	3,358	299,268
Additions	添置	-	1,170	1,765	4,008	6,943
Depreciation charge (Note 6)	折舊支出(附註6)	(294)	(32,262)	(2,110)	(2,693)	(37,359)
Exchange realignment	匯兌調整	965	12,908	202	271	14,346
As at 31 December 2023	於二零二三年十二月三十一日	7,605	265,447	5,202	4,944	283,198

綜合財務報表附註(續)

二零二三年十二月三十一日

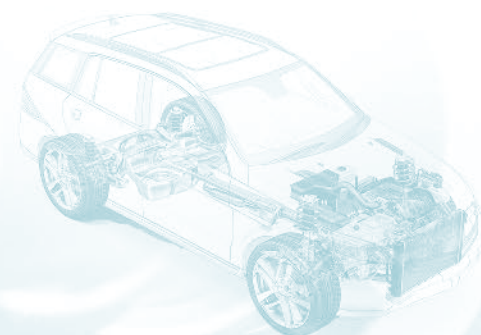
15. 租賃

本集團作為承租人

本集團有用於其營運的土地、樓宇、機器及汽車多個項目的租賃合約。本集團已預早支付一次性款項以向擁有人收購所租賃土地，租期為99年，而根據該等土地租賃的條款，將不會需要繼續支付任何款項。樓宇及機器的租賃通常介乎5至20年，而汽車的租期通常介乎2至5年。一般而言，本集團不可向本集團以外人士轉讓及分租所租賃資產。

(a) 使用權資產

本集團使用權資產之賬面值及年內變動如下：



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

15. LEASES (continued)

The Group as a lessee (continued)

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Carrying amount at 1 January	於一月一日的賬面值	306,199	335,395
New leases	新租賃	6,943	23,932
Accretion of interest recognised during the year	年內已確認的利息增幅	8,261	9,372
Repayment of lease liabilities (including interest paid)	償還租賃負債(包括已付利息)	(32,679)	(32,524)
Exchange realignment	匯兌調整	11,209	(29,976)
Carrying amount at 31 December	於十二月三十一日的賬面值	299,933	306,199
Analysed into:	分析為：		
Current portion	流動部分	38,278	33,610
Non-current portion	非流動部分	261,655	272,589
Carrying amount at 31 December	於十二月三十一日的賬面值	299,933	306,199

(c) The amounts recognised in profit or loss in relation to leases are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest on lease liabilities	租賃負債利息	8,261	9,372
Depreciation charge of right-of-use assets	使用權資產折舊支出	37,359	33,361
Expense relating to short-term leases	與短期租賃有關的開支	193	227
Total amount recognised in profit or loss	於損益中確認款項總額	45,813	42,960

(d) The total cash outflow for leases is disclosed in note 29(c) to the consolidated financial statements.

綜合財務報表附註(續)

二零二三年十二月三十一日

15. 租賃(續)

本集團作為承租人(續)

(b) 租賃負債

年內租賃負債的賬面值及其變動如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Carrying amount at 1 January	於一月一日的賬面值	306,199	335,395
New leases	新租賃	6,943	23,932
Accretion of interest recognised during the year	年內已確認的利息增幅	8,261	9,372
Repayment of lease liabilities (including interest paid)	償還租賃負債(包括已付利息)	(32,679)	(32,524)
Exchange realignment	匯兌調整	11,209	(29,976)
Carrying amount at 31 December	於十二月三十一日的賬面值	299,933	306,199
Analysed into:	分析為：		
Current portion	流動部分	38,278	33,610
Non-current portion	非流動部分	261,655	272,589
Carrying amount at 31 December	於十二月三十一日的賬面值	299,933	306,199

(c) 於損益中確認的租賃相關款項如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest on lease liabilities	租賃負債利息	8,261	9,372
Depreciation charge of right-of-use assets	使用權資產折舊支出	37,359	33,361
Expense relating to short-term leases	與短期租賃有關的開支	193	227
Total amount recognised in profit or loss	於損益中確認款項總額	45,813	42,960

(d) 租賃現金流出總額於綜合財務報表附註29(c)披露。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

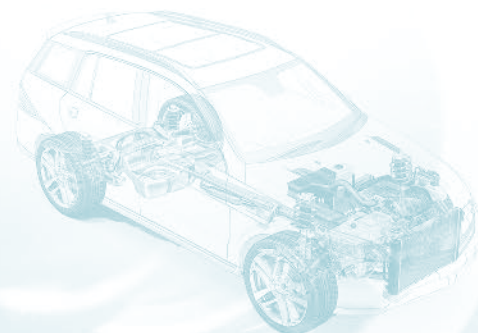
綜合財務報表附註(續)

二零二三年十二月三十一日

16. GOODWILL

16. 商譽

		HK\$'000 千港元
At 1 January 2022:	於二零二二年一月一日：	
Cost	成本	4,956
Accumulated impairment	累計減值	—
Net carrying amount	賬面淨值	4,956
Opening net carrying amount at 1 January 2022	於二零二二年一月一日的 期初賬面淨值	4,956
Impairment during the year	年內減值	(3,742)
Exchange realignment	匯兌調整	(318)
Closing net carrying amount at 31 December 2022	於二零二二年十二月三十一日 期末賬面淨值	896
At 31 December 2022:	於二零二二年十二月三十一日：	
Cost	成本	4,526
Accumulated impairment	累計減值	(3,630)
Net carrying amount	賬面淨值	896
Opening net carrying amount at 1 January 2023	於二零二三年一月一日的 期初賬面淨值	896
Exchange realignment	匯兌調整	(228)
Closing net carrying amount at 31 December 2023	於二零二三年十二月三十一日的 期末賬面淨值	668
At 31 December 2023:	於二零二三年十二月三十一日：	
Cost	成本	4,510
Accumulated impairment	累計減值	(3,842)
Net carrying amount	賬面淨值	668



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

16. GOODWILL (continued)

Management has performed impairment testing for goodwill and any further changes of the key assumption, i.e. the discount rate and the gross profit margin, will impact the Group's performance and financial position but the impact of which is insignificant.

17. OTHER NON-CURRENT ASSETS

綜合財務報表附註(續)

二零二三年十二月三十一日

16. 商譽(續)

管理層已對商譽進行減值測試，而主要假設的任何進一步變動(即貼現率及毛利率)將影響本集團的表現及財務狀況，惟有關影響並不重大。

17. 其他非流動資產

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Non-refundable performance deposits paid to customers	支付給客戶不會退還的履約按金	48,512	56,215
Contract fulfilment cost (Note)	履約合同成本(附註)	176,767	171,069
		225,279	227,284
Less: Current portion of contract fulfilment cost (Note 20)	減：履約合同成本的流動部分(附註20)	(37,660)	(33,538)
		187,619	193,746

Note:

Contract fulfilment cost represents the pre-production costs directly attributable to customer contracts or to anticipated customer contracts that the Group has specifically identified. The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates.

附註：

履約合同成本指直接歸屬於客戶合同或本集團已明確識別的預期客戶合同的生產前成本。資本化的合同成本將被攤銷，並按與向客戶轉讓的資產相關的貨品或服務一致的系統基礎計入損益表。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

18. INVENTORIES

綜合財務報表附註(續)

二零二三年十二月三十一日

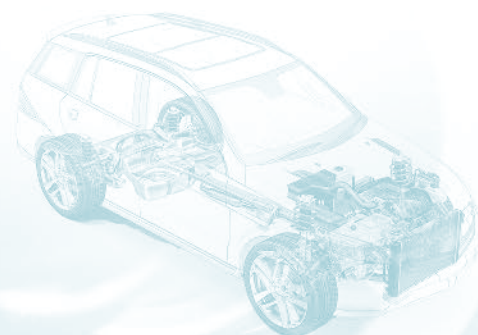
18. 存貨

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Raw materials	原材料	135,921	118,232
Work in progress	在製品	28,830	27,712
Finished goods	製成品	33,730	38,489
		198,481	184,433
Provision for impairment	減值撥備	(18,122)	(7,350)
		180,359	177,083

The movements in the provision for impairment of inventories are as follows:

存貨減值撥備的變動如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At beginning of the year	於年初	(7,350)	(5,012)
Write-off of inventories	撇銷存貨	1,786	231
Impairment losses recognised, net (Note 6)	已確認減值虧損淨額(附註6)	(11,310)	(2,969)
Exchange realignment	匯兌調整	(1,248)	400
At end of the year	於年末	(18,122)	(7,350)



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

綜合財務報表附註(續)

二零二三年十二月三十一日

19(a). TRADE RECEIVABLES FROM THIRD PARTIES 19(a). 貿易應收款項 – 第三方

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Trade receivables	貿易應收款項	348,872	342,705
Impairment	減值	(4,834)	(2,882)
Total	總計	344,038	339,823

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally one to three months for the customers. Each third party customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has control to minimise the credit risk. Overdue balances are reviewed regularly by senior management. Concentrations of credit risk are managed by analysis by customer. The Group does not hold any collateral or other credit enhancements over its trade receivable balances.

An ageing analysis of the trade receivables from third parties as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

本集團與其客戶之間的貿易條款以賒銷為主，惟新客戶一般需要預先付款。客戶的信貸期一般為一至三個月。每名第三方客戶均設有信貸上限。本集團尋求嚴格控制其未償還應收款項以降低信貸風險。逾期結餘由高級管理人員定期審視。高度集中的信貸風險按照客戶之分析來管理。本集團並無就其貿易應收款項結餘持有任何抵押品或作出其他信貸增級安排。

於報告期末按發票日期呈列扣除虧損撥備的應收第三方貿易款項的賬齡分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within 3 months	三個月內	342,214	338,992
3 months to 1 year	三個月至一年	1,824	831
		344,038	339,823

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

綜合財務報表附註(續)

二零二三年十二月三十一日

19(a). TRADE RECEIVABLES FROM THIRD PARTIES (continued)

The movements in the loss allowance for impairment of trade receivables from third parties are as follows:

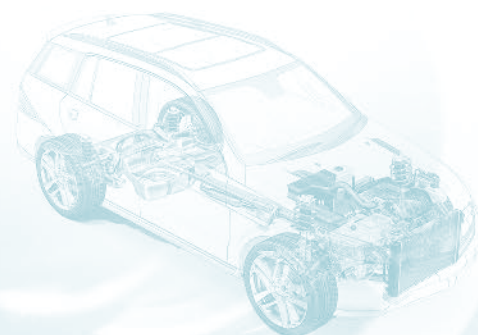
19(a). 貿易應收款項 – 第三方(續)

應收第三方貿易款項之減值虧損撥備變動如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At beginning of the year	於年初	(2,882)	(3,789)
Impairment (losses)/reversal recognised (Note 6)	已確認之減值(虧損)/撥回(附註6)	(1,525)	421
Amount written off as uncollectible	因不可收回而撇銷之款項	-	114
Exchange realignment	匯兌調整	(427)	372
At end of the year	於年末	(4,834)	(2,882)

For trade receivables with significant credit risk, they were identified and individually assessed by comparing the present value of estimated future cash flows with the carrying amount. Others were grouped based on shared credit risk to assess the expected credit losses.

就重大信貸風險的貿易應收款項而言，通過將估計未來現金流量現值與賬面值比較而進行識別及個別評估。其他乃基於共同信貸風險分組以評估預期信貸虧損。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

綜合財務報表附註(續)

二零二三年十二月三十一日

19(a). TRADE RECEIVABLES FROM THIRD PARTIES (continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables from third parties using a provision matrix:

19(a). 貿易應收款項 – 第三方(續)

以下為本集團採用撥備矩陣計量的應收
第三方貿易款項之信貸風險敞口資料：

As at 31 December 2023	於二零二三年十二月三十一日	Not yet due 尚未到期	Overdue 逾期	Total 總計
Expected credit loss rate	預期信貸虧損率	0.71%	86.45%	1.39%
Carrying amount (HK\$'000)	賬面值(千港元)	346,105	2,767	348,872
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	2,442	2,392	4,834

As at 31 December 2022	於二零二二年十二月三十一日	Not yet due 尚未到期	Overdue 逾期	Total 總計
Expected credit loss rate	預期信貸虧損率	0.50%	82.04%	0.84%
Carrying amount (HK\$'000)	賬面值(千港元)	341,272	1,433	342,705
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	1,706	1,176	2,882

19(b) TRADE RECEIVABLES FROM RELATED PARTIES

19(b) 貿易應收款項 – 關聯方

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Amounts due from fellow subsidiaries (Note 32(b)(i))	應收同系附屬公司款項 (附註32(b)(i))	250,833	233,726
Amounts due from intermediate and immediate holding company (Note 32(b)(i))	應收中層及直接控股公司 款項(附註32(b)(i))	26,045	9,619
		276,878	243,345
Impairment	減值	(1,753)	(1,208)
		275,125	242,137

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

19(b) TRADE RECEIVABLES FROM RELATED PARTIES (continued)

An ageing analysis of the trade receivables from related parties as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within 3 months	三個月內	153,014	102,152
3 months to 1 year	三個月至一年	82,152	90,233
Over 1 year	超過一年	39,959	49,752
		275,125	242,137

The Group's trading terms with its related parties are mainly on credit. The Group does not hold any collateral or other credit enhancements over its trade receivable from related parties.

The movements in the loss allowance for impairment of trade receivables from related parties are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At beginning of the year	於年初	(1,208)	(919)
Impairment losses recognised, net (Note 6)	已確認之減值虧損淨值(附註6)	(545)	(289)
At end of the year	於年末	(1,753)	(1,208)

The trade receivables from related parties were grouped to assess the expected credit losses, based on the credit rating of the related parties and adjusted for forward-looking factors.

綜合財務報表附註(續)

二零二三年十二月三十一日

19(b) 貿易應收款項 – 關聯方(續)

於報告期末按發票日期呈列扣除虧損撥備的應收關聯方貿易款項的賬齡分析如下：

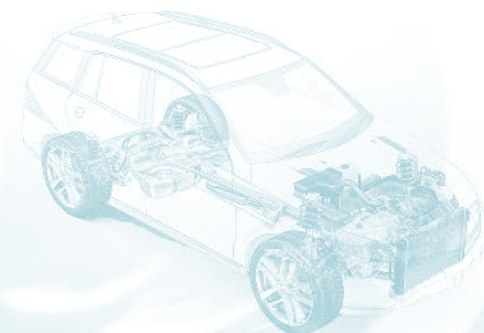
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within 3 months	三個月內	153,014	102,152
3 months to 1 year	三個月至一年	82,152	90,233
Over 1 year	超過一年	39,959	49,752
		275,125	242,137

本集團與關聯方的交易條件主要為除銷。本集團並無就其應收關聯方貿易款項結餘持有任何抵押品或其他信貸增級措施。

應收關聯方貿易款項之減值虧損撥備變動如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At beginning of the year	於年初	(1,208)	(919)
Impairment losses recognised, net (Note 6)	已確認之減值虧損淨值(附註6)	(545)	(289)
At end of the year	於年末	(1,753)	(1,208)

應收關聯方貿易款項乃基於關聯方的信貸評級分組，以評估預期信貸虧損，並就前瞻性因素作出調整。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

19(b) TRADE RECEIVABLES FROM RELATED PARTIES (continued)

Set out below is the information about the credit risk exposure on the Group's due from related parties using a provision matrix:

As at 31 December 2023	於二零二三年十二月三十一日	Not yet due 尚未到期	Overdue 逾期	Total 總計
Expected credit loss rate	預期信貸虧損率	0.63%	–	0.63%
Carrying amount (HK\$'000)	賬面值(千港元)	276,878	–	276,878
Expected credit losses (HK\$'000)	預期信貸虧損 (千港元)	1,753	–	1,753
As at 31 December 2022	於二零二二年十二月三十一日	Not yet due 尚未到期	Overdue 逾期	Total 總計
Expected credit loss rate	預期信貸虧損率	0.50%	–	0.50%
Carrying amount (HK\$'000)	賬面值(千港元)	243,345	–	243,345
Expected credit losses (HK\$'000)	預期信貸虧損 (千港元)	1,208	–	1,208

綜合財務報表附註(續)

二零二三年十二月三十一日

19(b) 貿易應收款項 – 關聯方(續)

以下為本集團採用撥備矩陣計量的應收關聯方款項之信貸風險敞口資料：

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

20. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Input value-added tax	增值稅進項稅	41,833	33,063
Prepayments	預付款項	11,529	10,002
Deposits, other receivables and others	按金、其他應收款項及其他	3,804	3,399
Contract fulfilment costs – current (Note 17)	履約合同成本 – 即期(附註17)	37,660	33,538
		94,826	80,002

21. CASH AND CASH EQUIVALENTS

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	135,964	122,780

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default. There was no restricted cash as at 31 December 2023 and 2022. The carrying amount of the cash and cash equivalents approximated to their fair value.

綜合財務報表附註(續)

二零二三年十二月三十一日

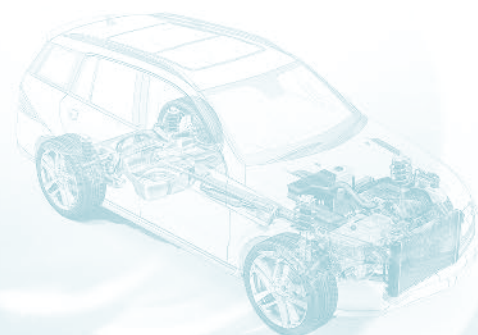
20. 預付款項、其他應收款項及其他資產

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Input value-added tax	增值稅進項稅	41,833	33,063
Prepayments	預付款項	11,529	10,002
Deposits, other receivables and others	按金、其他應收款項及其他	3,804	3,399
Contract fulfilment costs – current (Note 17)	履約合同成本 – 即期(附註17)	37,660	33,538
		94,826	80,002

21. 現金及現金等值項目

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	135,964	122,780

銀行現金按每日銀行存款利率的浮動利率賺取利息。銀行結餘乃存入近期並無違約記錄的信譽度高的銀行。於二零二三年及二零二二年十二月三十一日，概無受限制現金。現金及現金等值項目的賬面值與其公平值相若。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

22(a). TRADE PAYABLES TO THIRD PARTIES

An ageing analysis of the trade payables to third parties at the end of the reporting period, based on the invoice date, is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within 3 months	三個月內	362,222	322,582
3 months to 1 year	三個月至一年	401	68
Over 1 year	超過一年	44	127
		362,667	322,777

The trade payables are non interest-bearing and are normally settled on 30 to 90 days' terms.

貿易應付款項為免息並通常於三十日至九十日的期限內結清。

22(b) TRADE PAYABLES TO RELATED PARTIES

An ageing analysis of the trade payables to related parties at the end of the reporting period, based on the invoice date, is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within 3 months (Note 32(b)(ii))	三個月內 (附註32(b)(ii))	133,833	97,549

綜合財務報表附註(續)

二零二三年十二月三十一日

22(a). 貿易應付款項 – 第三方

於報告期末按發票日期呈列的應付第三方貿易款項的賬齡分析如下：

22(b) 貿易應付款項 – 關聯方

於報告期末按發票日期呈列的應付關聯方貿易款項的賬齡分析如下：

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

23. CONTRACT LIABILITIES, OTHER PAYABLES AND ACCRUALS

綜合財務報表附註(續)

二零二三年十二月三十一日

23. 合約負債、其他應付款項及應計費用

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Contract liabilities (Note (a))	合約負債(附註(a))	40,187	29,868
Other creditors and accruals (Note (c))	其他應付賬項及應計費用 (附註(c))	34,763	39,588
Other tax payables	其他應付稅項	10,034	11,588
Accrued salaries, wages, severances and benefits	應計薪金、工資、遣散費及福利	42,925	61,775
		127,909	142,819
Non-current portion of contract liabilities	合約負債的非流動部分	(34,813)	(24,971)
Current portion of contract liabilities, other payables and accruals	合約負債、其他應付款項及應計費用的流動部分	93,096	117,848

Note:

(a) Liabilities related to contracts with customers:

附註：

(a) 與客戶合同有關的負債：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Contract liabilities in respect of engineering technical service to be delivered	有關將履行之工程技術服務的合約負債	40,187	29,868

(b) Revenue recognised in relation to contract liabilities

(b) 就合約負債確認的收入

Contract liabilities include short-term and long-term advances received before delivering of technical services.

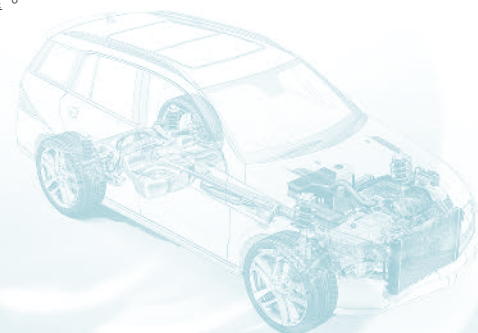
合約負債包括就提供技術服務的短期及長期預收款。

Revenue recognised during the year ended 31 December 2023 that was included in the contract liability balance at the beginning of the period amounted to HK\$5,120,000 (2022: HK\$4,945,000).

包含在期初合約負債餘額而於截至二零二三年十二月三十一日止年度的已確認收入為5,120,000港元(二零二二年：4,945,000港元)。

(c) Other creditors are unsecured, non interest-bearing and repayable on demand.

(c) 其他應付賬項為無抵押、免息及須按要價償還。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

24. DEFINED BENEFIT OBLIGATIONS

The Group has defined benefit pension plans, covering substantially all of its qualified employees in Poland, France and Germany. The amounts of employee benefit obligations recognised in the statement of financial position represented the present values of the unfunded obligations.

The defined benefit obligations were determined based on actuarial valuations performed by Wills Towers Watson Consulting Company Limited, FACTUM S.C. and Sbp, independent actuaries located in Germany, Poland and France, respectively, using the projected unit credit method.

The components of net benefit expenses in profit or loss and the amounts recognised in the statement of financial position are summarised as follows:

- (a) The provisions for defined benefit obligations recognised in the consolidated statement of financial position are as follows:

綜合財務報表附註(續)

二零二三年十二月三十一日

24. 定額福利責任

本集團有定額福利退休金計劃，涵蓋於波蘭、法國及德國的絕大部分合資格僱員。於財務狀況表確認的僱員福利責任金額指未供款責任的現值。

定額福利責任乃根據分別位於德國、波蘭及法國的獨立精算師韋萊韜悅諮詢有限公司、FACTUM S.C.及Sbp採用預計單位信貸法進行的精算估值釐定。

於損益項下的淨福利開支組成部分以及財務狀況表中確認的金額概述如下：

- (a) 於綜合財務狀況表確認的定額福利責任的撥備如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Present value of unfunded obligations	未供款責任的現值	103,384	81,235
Portion classified as current liabilities	分類為流動負債的部分	(4,191)	(3,406)
Non-current portion	非即期部分	99,193	77,829

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

24. DEFINED BENEFIT OBLIGATIONS (continued)

(b) The movements of the defined benefit obligations are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At beginning of the year	於年初	81,235	101,353
Current service costs	即期服務成本	2,016	2,135
Interest cost on defined benefit obligations	定額福利責任的利息成本	3,771	1,780
Benefits paid during the year	年內支付的福利	(3,731)	(3,622)
Remeasurement loss/(gains) recognised in other comprehensive income*	於其他全面收益確認的重新計量虧損/(收益)*	12,977	(13,526)
Exchange realignment	匯兌調整	7,116	(6,885)
At end of the year	於年末	103,384	81,235

* During the year ended 31 December 2023, deferred tax credit of HK\$2,489,000 were recognized (2022: deferred tax charge of HK\$2,472,000) for the remeasurement loss/(gains) (note 26). The remeasurement losses after deferred tax amounted to HK\$10,488,000 (2022: remeasurement gains amounted to HK\$11,054,000), which were recognised in other comprehensive income.

* 於截至二零二三年十二月三十一日止年度，已就重新計量虧損/(收益)確認遞延稅項計入2,489,000港元(二零二二年：遞延稅項扣除2,472,000港元)(附註26)。計入遞延稅項後的重新計量虧損為10,488,000港元(二零二二年：重新計量收益11,054,000港元)，已於其他全面收益內確認。

(c) The net expenses recognised in the consolidated statement of profit or loss are analysed as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current service costs	即期服務成本	2,016	2,135
Interest cost on defined benefit obligations	定額福利責任的利息成本	3,771	1,780
Net benefit expenses	淨福利開支	5,787	3,915

綜合財務報表附註(續)

二零二三年十二月三十一日

24. 定額福利責任(續)

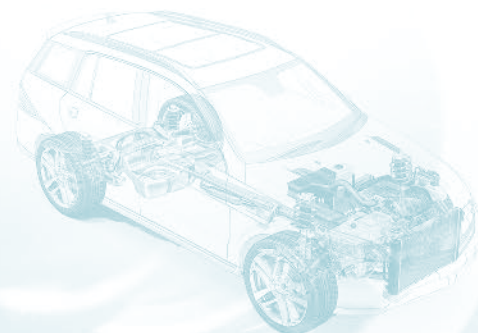
(b) 定額福利責任的變動如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At beginning of the year	於年初	81,235	101,353
Current service costs	即期服務成本	2,016	2,135
Interest cost on defined benefit obligations	定額福利責任的利息成本	3,771	1,780
Benefits paid during the year	年內支付的福利	(3,731)	(3,622)
Remeasurement loss/(gains) recognised in other comprehensive income*	於其他全面收益確認的重新計量虧損/(收益)*	12,977	(13,526)
Exchange realignment	匯兌調整	7,116	(6,885)
At end of the year	於年末	103,384	81,235

* 於截至二零二三年十二月三十一日止年度，已就重新計量虧損/(收益)確認遞延稅項計入2,489,000港元(二零二二年：遞延稅項扣除2,472,000港元)(附註26)。計入遞延稅項後的重新計量虧損為10,488,000港元(二零二二年：重新計量收益11,054,000港元)，已於其他全面收益內確認。

(c) 於綜合損益表確認的淨開支分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current service costs	即期服務成本	2,016	2,135
Interest cost on defined benefit obligations	定額福利責任的利息成本	3,771	1,780
Net benefit expenses	淨福利開支	5,787	3,915



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

24. DEFINED BENEFIT OBLIGATIONS (continued)

- (d) The principal actuarial assumptions used in valuing the provisions for defined benefit obligations at the end of the reporting period are as follows:

綜合財務報表附註(續)

二零二三年十二月三十一日

24. 定額福利責任(續)

- (d) 估算於報告期末的定額福利責任撥備所用的主要精算假設如下：

		2023 二零二三年		
		Germany 德國 %	Poland 波蘭 %	France 法國 %
Discount rate	貼現率	3.18	5.42	3.73
Rate of salary increases	薪金增長率	3.25	5.00	2.50
Rate of price inflation	價格通脹率	2.25	N/A不適用	N/A不適用
Pension increase rate	退休金增長率	2.25	0.40	N/A不適用

		2022 二零二二年		
		Germany 德國 %	Poland 波蘭 %	France 法國 %
Discount rate	貼現率	3.30	6.45	3.26
Rate of salary increases	薪金增長率	3.25	5.00	2.50
Rate of price inflation	價格通脹率	2.25	N/A不適用	N/A不適用
Pension increase rate	退休金增長率	2.25	0.40	N/A不適用

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

24. DEFINED BENEFIT OBLIGATIONS (continued)

(d) (continued)

The average duration of the provision for defined benefits at the end of the reporting period is as follows:

		2023 二零二三年		
		Germany 德國 Years 年	Poland 波蘭 Years 年	France 法國 Years 年
Average life expectancy	平均預期壽命			
Plan 1	計劃1	12.60	13.76	17.38
Plan 2	計劃2	9.20	14.97	N/A不適用

		2022 二零二二年		
		Germany 德國 Years 年	Poland 波蘭 Years 年	France 法國 Years 年
Average life expectancy	平均預期壽命			
Plan 1	計劃1	12.60	10.00	19.61
Plan 2	計劃2	2.70	18.00	N/A不適用

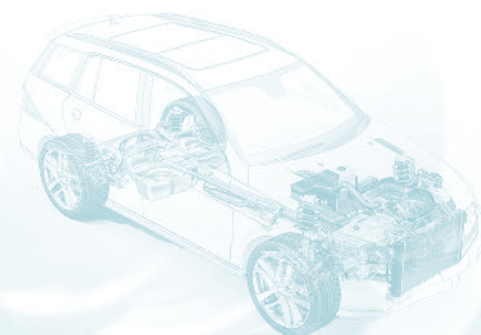
綜合財務報表附註(續)

二零二三年十二月三十一日

24. 定額福利責任(續)

(d) (續)

於報告期末的定額福利撥備的平均年期如下：



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

24. DEFINED BENEFIT OBLIGATIONS (continued)

- (e) The quantitative sensitivity analysis of the provisions for defined benefits obligations as at the end of the reporting period is as follows:

綜合財務報表附註(續)

二零二三年十二月三十一日

24. 定額福利責任(續)

- (e) 於報告期末的定額福利責任撥備的量化敏感度分析如下：

		2023 二零二三年			
		Increase in rate 比率增加 %	Decrease in provisions for defined benefits obligations 定額福利 責任 撥備減少 HK\$'000 千港元	Decrease in rate 比率減少 %	Increase in provisions for defined benefits obligations 定額福利 責任 撥備增加 HK\$'000 千港元
Discount rate	貼現率	1	(4,530)	1	7,874

		2022 二零二二年			
		Increase in rate 比率增加 %	Decrease in provisions for defined benefits obligations 定額福利 責任 撥備減少 HK\$'000 千港元	Decrease in rate 比率減少 %	Increase in provisions for defined benefits obligations 定額福利 責任 撥備增加 HK\$'000 千港元
Discount rate	貼現率	1	(5,298)	1	6,196

The sensitivity analysis above has been determined based on a method that extrapolates the impact on the provisions for defined benefits obligations as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

上述敏感度分析乃根據主要假設於報告期末發生合理變動時對定額福利責任撥備的影響推斷而釐定。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

25. PROVISION

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Product warranties:	產品保修：		
At beginning of the year	於年初	27,798	28,885
Recognition of provision (Note 6)	撥備確認(附註6)	14,039	19,368
Amounts utilised during the year	於年內已使用的金額	(8,683)	(14,116)
Exchange realignment	匯兌調整	2,147	(6,339)
At end of the year	於年末	35,301	27,798

The Group provides warranties covering periods ranging from one to five years to its customers on certain products for general repairs of defects. The amount of the warranty provision is estimated based on sales volumes and past experience of the level of repairs and returns. The estimation is reviewed on an ongoing basis and revised where appropriate.

本集團就若干產品為其客戶提供為期介乎一至五年的保修期，涵蓋缺損的一般維修。保修撥備的金額按銷量及過往維修及退回水平的經驗作出估計。該估計會按持續基準審閱及在適當時修訂。

26. DEFERRED TAX

The components of deferred tax liabilities and assets and their movements during the year are as follows:

2023

Deferred tax liabilities

		Contract assets 合約資產 HK\$'000 千港元	Depreciation allowance in excess of related depreciation 超出相關折 舊的折舊扣 稅額 HK\$'000 千港元	Right-of- use assets 使用權資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2023	於二零二三年一月一日	(31,616)	(12,046)	(45,551)	(89,213)
Deferred tax (charged)/credited to profit or loss during the year	年內(扣除自)/計入損益的遞延稅項	3,653	(8,520)	6,772	1,905
Exchange realignment	匯兌調整	(3,328)	(313)	(4,578)	(8,219)
At 31 December 2023	於二零二三年十二月三十一日	(31,291)	(20,879)	(43,357)	(95,527)

綜合財務報表附註(續)

二零二三年十二月三十一日

25. 撥備

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Product warranties:	產品保修：		
At beginning of the year	於年初	27,798	28,885
Recognition of provision (Note 6)	撥備確認(附註6)	14,039	19,368
Amounts utilised during the year	於年內已使用的金額	(8,683)	(14,116)
Exchange realignment	匯兌調整	2,147	(6,339)
At end of the year	於年末	35,301	27,798

The Group provides warranties covering periods ranging from one to five years to its customers on certain products for general repairs of defects. The amount of the warranty provision is estimated based on sales volumes and past experience of the level of repairs and returns. The estimation is reviewed on an ongoing basis and revised where appropriate.

本集團就若干產品為其客戶提供為期介乎一至五年的保修期，涵蓋缺損的一般維修。保修撥備的金額按銷量及過往維修及退回水平的經驗作出估計。該估計會按持續基準審閱及在適當時修訂。

26. 遞延稅項

年內遞延稅項負債及資產的組成部分及其變動如下：

二零二三年

遞延稅項負債

		Contract assets 合約資產 HK\$'000 千港元	Depreciation allowance in excess of related depreciation 超出相關折 舊的折舊扣 稅額 HK\$'000 千港元	Right-of- use assets 使用權資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2023	於二零二三年一月一日	(31,616)	(12,046)	(45,551)	(89,213)
Deferred tax (charged)/credited to profit or loss during the year	年內(扣除自)/計入損益的遞延稅項	3,653	(8,520)	6,772	1,905
Exchange realignment	匯兌調整	(3,328)	(313)	(4,578)	(8,219)
At 31 December 2023	於二零二三年十二月三十一日	(31,291)	(20,879)	(43,357)	(95,527)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

26. DEFERRED TAX (continued)

The components of deferred tax liabilities and assets and their movements during the year are as follows:

2023

Deferred tax assets

		Contract liabilities	Lease liabilities	Warranty provision	Defined benefit pension plans	Accruals	Total
		合約負債	租賃負債	保修撥備	定額福利 退休金計劃	應計費用	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2023	於二零二三年一月一日	3,486	45,185	1,894	6,513	9,755	66,833
Deferred tax (charged)/credited to profit or loss during the year	年內(扣除自)/計入損益的遞延稅項	(505)	(5,610)	2,565	-	9,312	5,762
Deferred tax charged to other comprehensive income during the year	年內扣除自其他全面收益的遞延稅項	-	-	-	2,489	-	2,489
Exchange realignment	匯兌調整	448	4,646	369	1,428	2,100	8,991
At 31 December 2023	於二零二三年十二月三十一日	3,429	44,221	4,828	10,430	21,167	84,075

As at 31 December 2023, the offsetting amount of deferred tax assets and deferred tax liabilities was HK\$81,459,000. As at 31 December 2023, net deferred tax assets and deferred tax liabilities after offsetting were HK\$2,616,000 and HK\$14,068,000.

綜合財務報表附註(續)

二零二三年十二月三十一日

26. 遞延稅項(續)

年內遞延稅項負債及資產的組成部分及其變動如下：

二零二三年

遞延稅項資產

		Contract liabilities	Lease liabilities	Warranty provision	Defined benefit pension plans	Accruals	Total
		合約負債	租賃負債	保修撥備	定額福利 退休金計劃	應計費用	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2023	於二零二三年一月一日	3,486	45,185	1,894	6,513	9,755	66,833
Deferred tax (charged)/credited to profit or loss during the year	年內(扣除自)/計入損益的遞延稅項	(505)	(5,610)	2,565	-	9,312	5,762
Deferred tax charged to other comprehensive income during the year	年內扣除自其他全面收益的遞延稅項	-	-	-	2,489	-	2,489
Exchange realignment	匯兌調整	448	4,646	369	1,428	2,100	8,991
At 31 December 2023	於二零二三年十二月三十一日	3,429	44,221	4,828	10,430	21,167	84,075

於二零二三年十二月三十一日，遞延稅項資產及遞延稅項負債的抵銷金額為81,459,000港元。於二零二三年十二月三十一日，遞延稅項資產及遞延稅項負債抵銷後淨額分別為2,616,000港元及14,068,000港元。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

26. DEFERRED TAX (continued)

The components of deferred tax liabilities and assets and their movements during the year are as follows:

2022

Deferred tax liabilities

		Contract assets	Depreciation allowance in excess of related depreciation	Fair value adjustments arising from business combination	Right-of-use assets	Total
		超出相關折舊的折舊扣稅額	業務合併所產生的公平值調整	使用權資產	總計	
		合約資產	稅額	值調整	使用權資產	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 1 January 2022	於二零二二年一月一日	(33,741)	(11,570)	(1,602)	(49,392)	(96,305)
Deferred tax (charged)/credited to profit or loss during the year	年內(扣除自)/計入損益的遞延稅項	(646)	(59)	25	(322)	(1,002)
Exchange realignment	匯兌調整	2,771	1,039	121	4,163	8,094
At 31 December 2022	於二零二二年十二月三十一日	(31,616)	(10,590)	(1,456)	(45,551)	(89,213)

綜合財務報表附註(續)

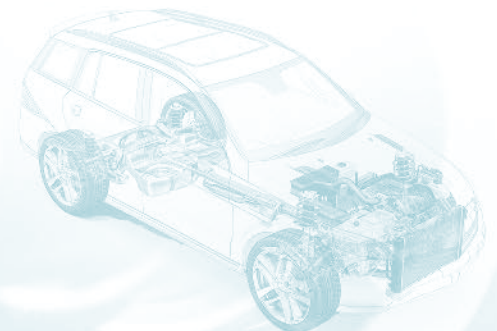
二零二三年十二月三十一日

26. 遞延稅項(續)

年內遞延稅項負債及資產的組成部分及其變動如下：

二零二二年

遞延稅項負債



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

26. DEFERRED TAX (continued)

The components of deferred tax liabilities and assets and their movements during the year are as follows:

2022

Deferred tax assets

		Contract liabilities	Lease liabilities	Warranty provision	Defined benefit pension plans	Accruals	Total
		合約負債	租賃負債	保修撥備	定額福利退休金計劃	應計費用	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2022	於二零二二年一月一日	5,124	49,842	1,890	9,437	8,224	74,517
Deferred tax (charged)/credited to profit or loss during the year	年內(扣除自)/計入損益的遞延稅項	(1,162)	(465)	145	-	2,140	658
Deferred tax charged to other comprehensive income during the year	年內計入其他全面收益的遞延稅項	-	-	-	(2,472)	-	(2,472)
Exchange realignment	匯兌調整	(476)	(4,192)	(141)	(452)	(609)	(5,870)
At 31 December 2022	於二零二二年十二月三十一日	3,486	45,185	1,894	6,513	9,755	66,833

As at 31 December 2023, tax losses of the Group which had not been recognised as deferred tax assets were HK\$32,570,000 (31 December 2022: HK\$167,162,000), as it is not considered probable that taxable profits will be available against which the tax losses can be utilised. The tax losses originated from Hong Kong and Germany are with no expiry date.

綜合財務報表附註(續)

二零二三年十二月三十一日

26. 遞延稅項(續)

年內遞延稅項負債及資產的組成部分及其變動如下：

二零二二年

遞延稅項資產

		Contract liabilities	Lease liabilities	Warranty provision	Defined benefit pension plans	Accruals	Total
		合約負債	租賃負債	保修撥備	定額福利退休金計劃	應計費用	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2022	於二零二二年一月一日	5,124	49,842	1,890	9,437	8,224	74,517
Deferred tax (charged)/credited to profit or loss during the year	年內(扣除自)/計入損益的遞延稅項	(1,162)	(465)	145	-	2,140	658
Deferred tax charged to other comprehensive income during the year	年內計入其他全面收益的遞延稅項	-	-	-	(2,472)	-	(2,472)
Exchange realignment	匯兌調整	(476)	(4,192)	(141)	(452)	(609)	(5,870)
At 31 December 2022	於二零二二年十二月三十一日	3,486	45,185	1,894	6,513	9,755	66,833

於二零二三年十二月三十一日，本集團尚未確認為遞延稅項資產之稅項虧損為32,570,000港元(二零二二年十二月三十一日：167,162,000港元)，原因為其被認為不大可能有足夠之應課稅溢利用於抵銷可用稅項虧損。來自香港及德國的稅項虧損並無到期日。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

27. ISSUED CAPITAL

綜合財務報表附註(續)

二零二三年十二月三十一日

27. 已發行股本

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Authorised:	法定：		
2,000,000,000 ordinary shares of HK\$0.10 each (2022: 2,000,000,000 ordinary shares of HK\$0.10 each)	2,000,000,000股每股面值0.10港元的普通股(二零二二年：2,000,000,000股每股面值0.10港元的普通股)	200,000	200,000
Issued and fully paid:	已發行及繳足：		
574,339,068 ordinary shares of HK\$0.10 each (2022: 574,339,068 ordinary shares of HK\$0.10 each)	574,339,068股每股面值0.10港元的普通股(二零二二年：574,339,068股每股面值0.10港元的普通股)	57,434	57,434

There are no movement in the Company's issued share capital during the years ended 31 December 2023 and 2022.

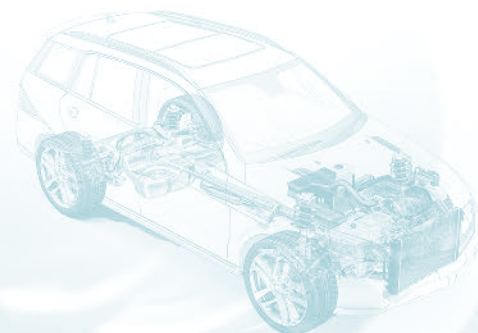
截至二零二三年及二零二二年十二月三十一日止年度，本公司已發行股本並無變動。

28. RESERVES

- (i) The amounts of the Group's reserves and the movements therein for the years ended 31 December 2023 and 2022 are presented in the consolidated statement of changes in equity.
- (ii) Under the Companies Law (Revised) of the Cayman Islands, the funds in the share premium account are distributable to the owners of the Company.

28. 儲備

- (i) 本集團截至二零二三年及二零二二年十二月三十一日止年度的儲備金額及其變動載列於綜合權益變動表。
- (ii) 根據開曼群島公司法(經修訂)，股份溢價賬的資金可供分派予本公司擁有人。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

綜合財務報表附註(續)

二零二三年十二月三十一日

29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash addition of right-of-use assets and lease liabilities of HK\$6,943,000 (2022: HK\$23,932,000), in respect of lease arrangements for buildings, machinery and motor vehicles.

(b) Changes in liabilities arising from financing activities

29. 綜合現金流量表附註

(a) 主要非現金交易

於年內，本集團就樓宇、機器及汽車的租賃安排的使用權資產及租賃負債的非現金增加金額為6,943,000港元(二零二二年：23,932,000港元)。

(b) 融資活動所產生的負債變動

		Lease liabilities 租賃負債 HK\$'000 千港元	Loan from a holding company 來自一間控股公司的借款 HK\$'000 千港元
At 1 January 2023	於二零二三年一月一日	306,199	415
Changes from financing cash flows	融資現金流變動	(32,679)	-
New leases	新租賃	6,943	-
Interest expense	利息開支	8,261	-
Exchange realignment	匯兌調整	11,209	16
At 31 December 2023	於二零二三年十二月三十一日	299,933	431

		Bank borrowings 銀行借款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Loan from a holding company 來自一間控股公司的借款 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	65,215	335,395	442
Changes from financing cash flows	融資現金流變動	(65,215)	(32,524)	-
New leases	新租賃	-	23,932	-
Interest expense	利息開支	-	9,372	-
Exchange realignment	匯兌調整	-	(29,976)	(27)
At 31 December 2022	於二零二二年十二月三十一日	-	306,199	415

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within financing activities	融資活動內	32,679	32,524
Within operating activities	經營活動內	193	227
		32,872	32,751

30. CONTINGENT LIABILITIES

As at 31 December 2023 and 2022, the Group did not have any significant contingent liabilities.

31. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Contracted, but not provided for:	已訂約但未作出撥備：		
Plant and machinery	廠房及機器	64,821	65,294

綜合財務報表附註(續)

二零二三年十二月三十一日

29. 綜合現金流量表附註(續)

(c) 租賃的現金流出總額

計入現金流量表的租賃現金流出總額如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within financing activities	融資活動內	32,679	32,524
Within operating activities	經營活動內	193	227
		32,872	32,751

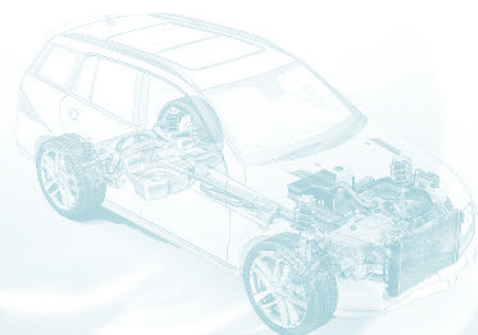
30. 或然負債

於二零二三年及二零二二年十二月三十一日，本集團並無任何重大或然負債。

31. 承擔

於報告期末，本集團有以下資本承擔：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Contracted, but not provided for:	已訂約但未作出撥備：		
Plant and machinery	廠房及機器	64,821	65,294



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

綜合財務報表附註(續)

二零二三年十二月三十一日

32. RELATED PARTY DISCLOSURES

The related companies with which the Group had transactions and/or balances were as follows:

32. 關聯方披露事項

與本集團有交易及／或結餘的關聯公司如下：

Name of the related companies 關聯公司名稱	Relationship with the Group 與本集團的關係
BWI 京西重工	an intermediate holding company 中層控股公司
BWI HK 京西重工(香港)	an immediate holding company 直接控股公司
BWI North America Inc.	a fellow subsidiary 同系附屬公司
BWI Indiana Inc.	a fellow subsidiary 同系附屬公司
BWI Company Limited S.A.	a fellow subsidiary 同系附屬公司
BWI Vehicle Dynamics Sales and Service, S.DE R.L.DE C.V.	a fellow subsidiary 同系附屬公司
BWI (Shanghai) Co., Ltd. 京西重工(上海)有限公司	an associate of BWI 京西重工之聯營公司
Vehicle Stability Technology, S.A. de C.V.	a fellow subsidiary 同系附屬公司
BWI Chassis Dynamics (NA), Inc.	an associate of BWI 京西重工之聯營公司

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

32. RELATED PARTY DISCLOSURES (continued)

(a) Transactions with related parties

In addition to the transactions disclosed elsewhere in the consolidated financial statements, the Group had the following material transactions with the related parties during the year:

綜合財務報表附註(續)

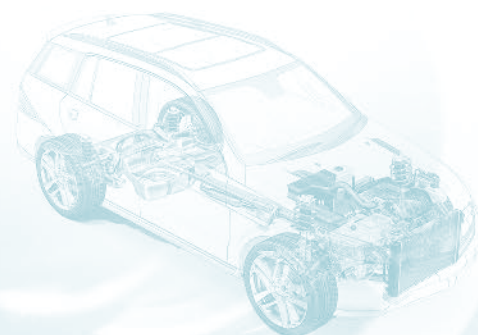
二零二三年十二月三十一日

32. 關聯方披露事項(續)

(a) 與關聯方的交易

除綜合財務報表其他章節披露的交易外，本集團於年內與關聯方曾進行以下重大交易：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Sales of goods to:	貨品銷售予：		
BWI North America Inc.	BWI North America Inc.	19,063	15,832
BWI	京西重工	12,512	5,133
BWI Indiana Inc.	BWI Indiana Inc.	141,336	134,056
BWI Vehicle Dynamics Sales and Service, S.DE R.L.DE C.V.	BWI Vehicle Dynamics Sales and Service, S.DE R.L.DE C.V	-	485
BWI Chassis Dynamics (NA), Inc.	BWI Chassis Dynamics (NA), Inc.	1	-
		172,912	155,506
Technical services provided to:	提供技術服務予：		
BWI North America Inc.	BWI North America Inc.	80,473	60,661
BWI Indiana Inc.	BWI Indiana Inc.	10,614	19,449
BWI	京西重工	34,058	29,558
BWI Chassis Dynamics (NA), Inc.	BWI Chassis Dynamics (NA), Inc.	77	-
BWI (Shanghai) Co., Ltd.	京西重工(上海)有限公司	216	-
		125,438	109,668
Administrative services provided to:	提供行政服務予：		
BWI HK	京西重工(香港)	250	-



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

32. RELATED PARTY DISCLOSURES (continued)

(a) Transactions with related parties (continued)

綜合財務報表附註(續)

二零二三年十二月三十一日

32. 關聯方披露事項(續)

(a) 與關聯方的交易(續)

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Purchases of products from:	貨品購買自：		
BWI	京西重工	597	2,433
BWI North America Inc.	BWI North America Inc.	3,538	75
BWI Indiana Inc.	BWI Indiana Inc.	36	70
		4,171	2,578
Management and technical services provided by:	管理及技術服務提供自：		
BWI North America Inc.	BWI North America Inc.	77,486	88,958
BWI	京西重工	21,386	19,730
BWI Indiana Inc.	BWI Indiana Inc.	333	57
BWI HK	京西重工(香港)	1,645	918
		100,850	109,663
Royalty provided by:	特許權提供自：		
BWI	京西重工	7,980	6,218

In the opinion of the Directors, the above transactions arose from the ordinary course of the Group's business and were conducted in accordance with mutually agreed terms.

董事認為，上述交易乃於本集團日常業務過程中按相互協定的條款進行。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

32. RELATED PARTY DISCLOSURES (continued)

(b) Balances with related parties

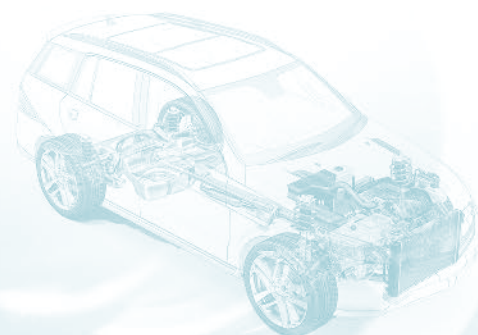
綜合財務報表附註(續)

二零二三年十二月三十一日

32. 關聯方披露事項(續)

(b) 與關聯方的結餘

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Amounts due from fellow subsidiaries: 應收同系附屬公司款項：	(i)		
BWI Indiana Inc. BWI Indiana Inc.		190,565	165,569
BWI North America Inc. BWI North America Inc.		57,998	68,099
BWI Company Limited S.A. BWI Company Limited S.A.		1,908	–
BWI (Shanghai) Co., Ltd. 京西重工(上海)有限公司		220	58
BWI Chassis Dynamics (NA), Inc. BWI Chassis Dynamics (NA), Inc.		142	–
		250,833	233,726
Amount due from an intermediate holding company: 應收一間中層控股公司款項：	(i)		
BWI 京西重工		25,984	7,779
Amount due from the immediate holding Company: 應收直接控股公司款項：	(i)		
BWI HK 京西重工(香港)		61	1,840



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

綜合財務報表附註(續)

二零二三年十二月三十一日

32. RELATED PARTY DISCLOSURES (continued)

(b) Balances with related parties (continued)

32. 關聯方披露事項(續)

(b) 與關聯方的結餘(續)

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Amounts due to fellow subsidiaries:	應付同系附屬公司款項：	(ii)		
BWI North America Inc.	BWI North America Inc.		82,005	67,451
BWI Indiana Inc.	BWI Indiana Inc.		192	188
BWI Company Limited S.A.	BWI Company Limited S.A.		-	115
			82,197	67,754
Amount due to an intermediate holding company:	應付一間中層控股公司款項：	(ii)		
BWI	京西重工		45,465	26,369
Amount due to the immediate holding company:	應付直接控股公司款項：	(ii)		
BWI HK	京西重工(香港)		6,171	3,426
Long term loan due to the immediate holding company:	應付直接控股公司長期借款：	(iii)		
BWI HK	京西重工(香港)		431	415

Notes:

- (i) The amounts due from fellow subsidiaries, intermediate and immediate holding company included in the Group's current assets are unsecured, interest-free and repayable within one year.
- (ii) The amounts due to fellow subsidiaries, intermediate and immediate holding company included in the Group's current liabilities are unsecured, interest-free. The fair value of long term loan approximate its carrying amount, as the impact of discounting is not significant.

The related party transactions disclosed in note (a) above also constitute connected transactions as defined in Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

附註：

- (i) 計入本集團流動資產的應收同系附屬公司、中層及直接控股公司款項乃無抵押、免息及須於一年內償還。
- (ii) 計入本集團流動負債的應付同系附屬公司、中層及直接控股公司款項乃無抵押、免息。由於貼現的影響並不重大，長期借款的公平值與其賬面值相若。

上文附註(a)所披露之關聯方交易亦構成香港聯合交易所有限公司證券上市規則第十四A章定義之關連交易。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

32. RELATED PARTY DISCLOSURES (continued)

(c) Compensation of non-director and non-chief executive key management personnel of the Group

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	6,304	4,900
Performance related bonuses	與表現掛鈎之花紅	52	11
		6,356	4,911

Further details of directors' and chief executive's emoluments are included in Note 9 to the consolidated financial statements.

有關董事及最高行政人員薪酬的進一步詳情載於綜合財務報表附註9。

33. FINANCIAL INSTRUMENTS BY CATEGORY

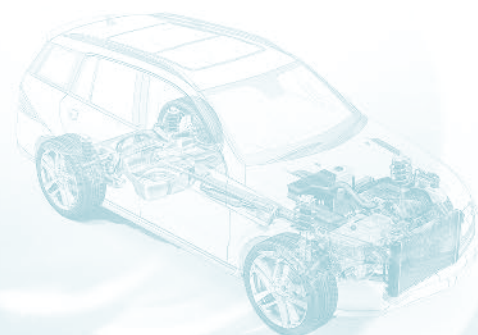
2023

All financial assets and liabilities of the Group as at 31 December 2023 and 2022 were loans and receivables stated at amortised cost, and payables stated at amortised cost, respectively.

33. 按類別劃分的金融工具

二零二三年

於二零二三年及二零二二年十二月三十一日，本集團所有金融資產及負債分別為按攤銷成本列賬之借款及應收款項，以及按攤銷成本列賬之應付款項。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

綜合財務報表附註(續)

二零二三年十二月三十一日

34. FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments are as follows:

34. 金融工具公平值

本集團金融工具的賬面值及公平值如下：

		Carrying amounts 賬面值	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Financial assets	金融資產		
Trade receivables from third parties	貿易應收款項 – 第三方	344,038	339,823
Trade receivables from related parties	貿易應收款項 – 關聯方	275,125	242,137
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及 其他資產的金融資產	3,804	3,399
Cash and cash equivalents	現金及現金等值項目	135,964	122,780
		758,931	708,139
		Carrying amounts 賬面值	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Financial liabilities	金融負債		
Lease liabilities	租賃負債	(299,933)	(306,199)
Trade payables to third parties	貿易應付款項 – 第三方	(362,667)	(322,777)
Trade payables to related parties	貿易應付款項 – 關聯方	(133,833)	(97,549)
Financial liabilities included in contract liabilities, other payables and accruals	計入合約負債、其他應付款項及 應計費用的金融負債	(34,763)	(39,588)
Long term loan from a holding company	來自一間控股公司的長期借款	(431)	(415)
		(831,627)	(766,528)
		(72,696)	(58,389)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

34. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

The Group's corporate finance team is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At each reporting date, the corporate finance team analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Management has assessed that the fair values of the above short term financial instruments approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the long term financial instruments have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities, if the discounting effect is material. The Group's own non-performance risk as at 31 December 2023 and 2022 was assessed to be insignificant.

綜合財務報表附註(續)

二零二三年十二月三十一日

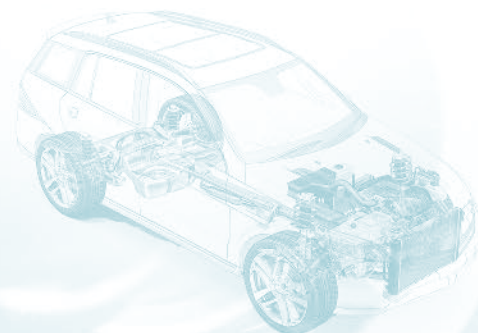
34. 金融工具公平值(續)

本集團企業融資團隊負責釐定金融工具公平值計量的政策及程序。於各報告日期，企業融資團隊分析金融工具的價值變動並釐定估值中適用的主要輸入數據。

金融資產及負債之公平值均按於自願各方間之現時交易(強迫性或清盤之交易除外)中該工具可交換之金額計入。

管理層評估認為，上述短期金融工具之公平值主要因為此等工具於短期內到期而與彼等之賬面值相若。

倘貼現影響為重大，長期金融工具會利用現有相類似工具(包括條款、信貸風險及剩餘期限)的利率貼現預期未來現金流量計算公平值。本集團評估其自身於二零二三年及二零二二年十二月三十一日的不履行風險為輕微。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group has various financial assets and liabilities such as cash and cash equivalents, trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. Generally, the senior management of the Company meets regularly to analyse and formulate measures to manage the Group's exposure to these risks. In addition, the board of directors of the Company holds meetings regularly to analyse and approve the proposals made by the senior management of the Company. The Group introduces conservative strategies on its risk management. As the Group's exposure to these risks is kept to a minimum, the Group has not used any derivatives and other instruments for hedging purposes. The Group also does not hold or issue material derivative financial instruments for trading purposes.

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from transactions in currencies other than the Group entities functional currency. The Group does not enter into any hedging transactions in order to reduce the Group's exposure to foreign currency risk.

The Group's foreign currency risk mainly from the monetary assets or liabilities denominated in EUR and USD and held by BWI Poland and BWI Czech.

If the currency of PLN strengthens/weakens against EUR by 10%, the losses before income tax for the year ended 31 December 2023 would have been approximately HK\$5,753,000 higher/lower; if the currency of PLN strengthens/weakens against USD by 10%, the losses before income tax for the year ended 31 December 2023 would have been approximately HK\$12,930,000 higher/lower.

If the currency of CZK strengthens/weakens against EUR by 10%, the losses before income tax for the year ended 31 December 2023 would have been approximately HK\$6,108,000 lower/higher; if the currency of CZK strengthens/weakens against USD by 10%, the losses before income tax for the year ended 31 December 2023 would have been approximately HK\$4,890,000 lower/higher.

綜合財務報表附註(續)

二零二三年十二月三十一日

35. 金融風險管理目標及政策

本集團擁有多項金融資產及負債，例如直接從其業務營運產生的現金及現金等值項目、貿易應收款項以及貿易應付款項。

本集團的金融工具所涉及的主要風險為外幣風險、信貸風險及流動性風險。一般而言，本公司高層管理人員會定期會面，以分析及制定措施以管理本集團所承受的相關風險。此外，本公司董事會定期開會分析及批准本公司高層管理人員所提出的建議。本集團就其風險管理實施保守策略。由於本集團所承受的相關風險保持於最低水平，本集團並無使用任何衍生及其他工具以對沖該等風險。本集團亦無持有或發行重大衍生金融工具作交易用途。

外幣風險

本集團面對交易性貨幣風險。該等風險源自以各集團實體功能貨幣以外的貨幣進行的交易。本集團並無進行任何對沖交易以減低本集團所承受的外幣風險。

本集團的外匯風險主要來自BWI Poland及BWI Czech持有的以歐元及美元計值的貨幣資產或負債。

倘波蘭茲羅提貨幣兌歐元升值／貶值10%，則截至二零二三年十二月三十一日止年度的除所得稅前虧損將增加／減少約5,753,000港元；倘波蘭茲羅提貨幣兌美元升值／貶值10%，則截至二零二三年十二月三十一日止年度的除所得稅前虧損將增加／減少約12,930,000港元。

倘捷克克朗貨幣兌歐元升值／貶值10%，則截至二零二三年十二月三十一日止年度的除所得稅前虧損將減少／增加約6,108,000港元；倘捷克克朗貨幣兌美元升值／貶值10%，則截至二零二三年十二月三十一日止年度的除所得稅前虧損將減少／增加約4,890,000港元。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, trade receivables, other receivables, and contract performance deposits, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group only trades with third parties recognised to be creditworthy, no pledge of assets is required from customers. Concentrations of credit risk are managed by analysis by customer.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 19 to the consolidated financial statements.

Liquidity risk

The Group aims to maintain sufficient cash and credit lines to meet its liquidity requirements. The Group finances its working capital requirements through a combination of funds generated from operations, lease liabilities, and bank and other borrowings.

The table below summarises the maturity profile of the Group's financial liabilities at the end of the reporting period based on contractual undiscounted payments including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period.

綜合財務報表附註(續)

二零二三年十二月三十一日

35. 金融風險管理目標及政策(續)

信貸風險

本集團僅與認可的兼信譽可靠的第三方進行交易。本集團的政策為有意以信貸期進行交易的客戶均須辦理信貸核證手續。此外，本集團持續監控應收款項結餘，故壞賬的風險並不重大。

本集團的其他金融資產(包括現金及現金等值項目、貿易應收款項、其他應收款項及履約按金)的信貸風險乃源自交易對方違約，而最大信貸風險等於該等工具的賬面值。

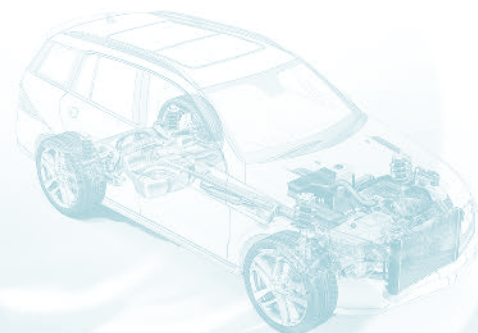
由於本集團僅與認可的兼信譽可靠的第三方進行交易，故並無規定客戶抵押資產。高度集中的信貸風險按客戶之分析進行管理。

有關本集團因貿易應收款項所產生的信貸風險的進一步量化資料於綜合財務報表附註19披露。

流動性風險

本集團致力於維持充足的現金及信貸額度以滿足其流動性需求。本集團透過結合營運產生的資金、租賃負債以及銀行及其他借款撥付營運資金需求。

下表概述本集團的金融負債於報告期末根據合約未貼現付款(包括按合約利率，或如屬浮息，則按報告期末當時利率計算的利息付款)計算的到期情況。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

綜合財務報表附註(續)

二零二三年十二月三十一日

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

35. 金融風險管理目標及政策(續)

流動性風險(續)

		Less than 1 year 一年以內 HK\$'000 千港元	1 to 5 years 一至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 December 2023	二零二三年 十二月三十一日				
Lease liabilities	租賃負債	40,045	116,689	181,884	338,618
Trade payables to third parties	貿易應付款項 - 第三方	362,667	-	-	362,667
Trade payables to related parties	貿易應付款項 - 關聯方	133,833	-	-	133,833
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	34,763	-	-	34,763
Long term loan from a holding company	來自一間控股公司的長期借款	-	431	-	431
		571,308	117,120	181,884	870,312
31 December 2022	二零二二年 十二月三十一日				
Lease liabilities	租賃負債	36,328	115,106	213,952	365,386
Trade payables to third parties	貿易應付款項 - 第三方	322,777	-	-	322,777
Trade payables to related parties	貿易應付款項 - 關聯方	97,549	-	-	97,549
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	39,588	-	-	39,588
Long term loan from a holding company	來自一間控股公司的長期借款	-	415	-	415
		496,242	115,521	213,952	825,715

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

The Group's objectives for managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, issue new ordinary shares or sell assets to reduce debt. No changes in the objectives, policies or processes for managing capital were made during the year ended 31 December 2023.

The Group monitors capital using a gearing ratio, which is net debt divided by equity plus net debt. Net debt is calculated as the total of lease liabilities, trade payables, other creditors and accruals, accrued salaries, wages, severances and benefits, amounts due to fellow subsidiaries, an amount due to a holding company and a long term loan from a holding company, less cash and cash equivalents. Capital includes equity attributable to owners of the Company.

綜合財務報表附註(續)

二零二三年十二月三十一日

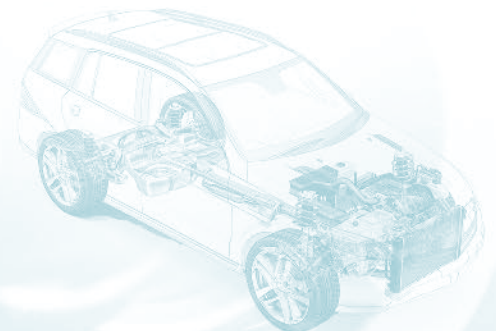
35. 金融風險管理目標及政策(續)

資本管理

本集團管理其資本的目標為確保本集團能夠持續經營，以為股東提供回報及維持最佳資本結構以降低資金成本。

本集團因應經濟狀況的轉變管理其資本結構及作出調整。為維持或調整資本結構，本集團可調整派付予股東的股息、向股東退還資本、發行新普通股或出售資產以減低債務。截至二零二三年十二月三十一日止年度，管理資本的目的、政策或過程並無出現任何變動。

本集團按資產負債比率監察資本，資產負債比率為淨債務除以權益加上淨債務。淨債務按租賃負債、貿易應付款項、其他應付賬項及應計費用、應計薪金、工資、遣散費及福利、應付同系附屬公司款項、應付一間控股公司款項及來自一間控股公司的長期借款減去現金及現金等值項目計算。資本包括本公司擁有人應佔權益。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

綜合財務報表附註(續)

二零二三年十二月三十一日

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued) Capital management (continued)

35. 金融風險管理目標及政策(續) 資本管理(續)

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Lease liabilities	租賃負債	299,933	306,199
Trade payables to third parties	貿易應付款項 – 第三方	362,667	322,777
Trade payables to related parties	貿易應付款項 – 關聯方	133,833	97,549
Other creditors and accruals	其他應付賬項及應計費用	34,763	39,588
Accrued salaries, wages, severances and benefits	應計薪金、工資、遣散費及福利	42,925	61,775
Long term loan from a holding company	來自一間控股公司的長期借款	431	415
Less: Cash and cash equivalents	減：現金及現金等值項目	(135,964)	(122,780)
Net debt	債務淨額	738,588	705,523
Equity	權益	853,934	847,948
Net debt and equity	債務淨額及權益	1,592,522	1,553,471
Gearing ratio	資本負債比率	46.38%	45.42%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

綜合財務報表附註(續)

二零二三年十二月三十一日

36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

36. 本公司財務狀況表

於報告期末，有關本公司財務狀況表的資料如下：

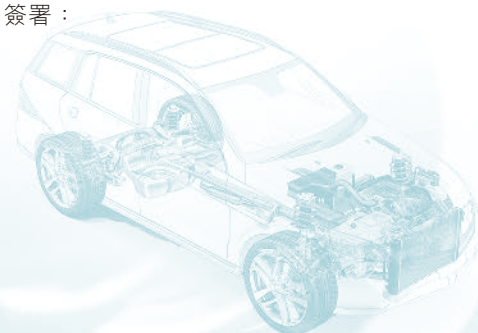
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Non-current assets:	非流動資產：		
Interests in subsidiaries	於附屬公司之權益	586,154	586,154
Amounts due from subsidiaries	應收附屬公司款項	491,662	-
Total non-current assets	非流動資產總額	1,077,816	586,154
Current assets:	流動資產：		
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	58	207
Amounts due from subsidiaries	應收附屬公司款項	-	495,300
Cash and cash equivalents	現金及現金等值項目	411	417
Total current assets	流動資產總額	469	495,924
TOTAL ASSETS	資產總額	1,078,285	1,082,078
Current liabilities:	流動負債：		
Other payables and accruals	其他應付款項及應計費用	1,257	1,481
Total current liabilities	流動負債總額	1,257	1,481
Net current (liabilities)/assets	流動(負債)/資產淨值	(788)	494,443
NET ASSETS	資產淨值	1,077,028	1,080,597
EQUITY	權益		
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Share capital	股本	57,434	57,434
Reserves	儲備	1,019,594	1,023,163
Total equity	權益總額	1,077,028	1,080,597

The statement of financial position of the Company were approved by the Board of Directors of the Company on 27 March 2024 and were signed on its behalf by:

本公司財務狀況表由本公司董事會於二零二四年三月二十七日批准，並由以下人士代表本公司簽署：

Dong Xiaojie
東小杰
Director
董事

Chang Ket Leong
鄭潔亮
Director
董事



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

綜合財務報表附註(續)

二零二三年十二月三十一日

36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

36. 本公司財務狀況表(續)

附註：

本公司儲備之概要如下：

		Share premium 股份溢價 HK\$'000 千港元	Capital reserve 股本儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2023	於二零二三年一月一日	1,037,745	44,132	(58,714)	1,023,163
Loss and total comprehensive loss for the year	年內虧損及全面 虧損總額	—	—	(3,569)	(3,569)
At 31 December 2023	於二零二三年十二月 三十一日	1,037,745	44,132	(62,283)	1,019,594
At 1 January 2022	二零二二年一月一日	1,037,745	44,132	(54,495)	1,027,382
Loss and total comprehensive loss for the year	年內虧損及全面 虧損總額	—	—	(4,219)	(4,219)
At 31 December 2022	於二零二二年十二月 三十一日	1,037,745	44,132	(58,714)	1,023,163

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 December 2023

37. APPROVAL OF THE FINANCIAL STATEMENTS

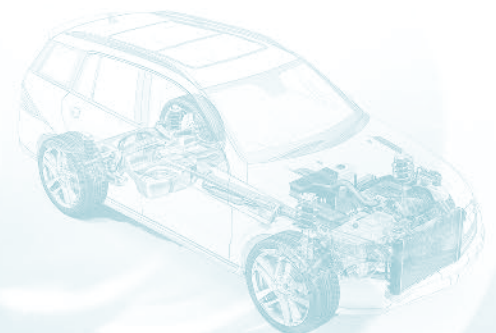
The consolidated financial statements were approved and authorised for issue by the Board of Directors of the Company on 27 March 2024.

綜合財務報表附註(續)

二零二三年十二月三十一日

37. 批准財務報表

綜合財務報表乃於二零二四年三月二十七日獲本公司董事會批准及授權刊發。



FIVE-YEAR FINANCIAL SUMMARY

五年財務摘要

		For the year ended 31 December 截至十二月三十一日止年度				
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
RESULTS	業績					
Revenue	收益	2,708,861	2,478,380	2,601,955	2,311,984	2,654,586
(Loss)/Profit before tax	除稅前(虧損)/溢利	(87,539)	10,171	13,057	(41,707)	51,628
Income tax benefit/(expense)	所得稅得益/(開支)	32,219	(15,056)	(22,362)	(9,837)	(46,739)
(Loss)/Profit for the year	年內(虧損)/溢利	(55,320)	(4,885)	(9,305)	(51,544)	4,889
(Loss)/Profit for the year attributable to owners of the Company	本公司擁有人應佔年度(虧損)/溢利	(55,320)	(4,885)	(9,305)	(51,544)	4,889
		As at 31 December 於十二月三十一日				
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債					
Total assets	總資產	1,952,319	1,936,588	2,045,725	2,247,287	1,943,936
Total liabilities	總負債	(1,098,385)	(1,088,640)	(1,148,787)	(1,313,586)	(980,537)
Net assets	資產淨值	853,934	847,948	896,938	933,701	963,399
Equity attributable to owners of the Company	本公司擁有人應佔權益	853,934	847,948	896,938	933,701	963,399



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