



環球戰略集團有限公司

GLOBAL STRATEGIC GROUP LIMITED 環球戰略集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號: 8007)

Annual Report
年報
2023



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五年財務概要

Five-Year Financial Summary

The following is a summary of the consolidated results and the assets, liabilities and non-controlling interests of the Group for the last five financial years.

以下為本集團於過去五個財政年度之綜合業績及資產、負債及非控股權益概要。

RESULTS

業績

		As at 30 September 2023 於二零二三年 九月三十日 HK\$'000 千港元 (Audited) (經審核)	As at 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (Audited) (經審核)	As at 30 September 2021 於二零二一年 九月三十日 HK\$'000 千港元 (Audited) (經審核)	As at 30 September 2020 於二零二零年 九月三十日 HK\$'000 千港元 (Audited) (經審核)	As at 30 September 2019 於二零一九年 九月三十日 HK\$'000 千港元 (Audited) (經審核)
Results	業績					
- Revenue	- 收益	166,077	136,241	71,486	42,734	35,925
- Profit/(Loss)	- 溢利/(虧損)	13,686	10,681	(22,767)	(274,163)	(63,662)
- Loss per share	- 每股虧損					
Basic (in HK cents)	基本 (港仙)	(2.68)	(3.40)	(15.20)	(110.89)	(40.71)
Diluted (in HK cents)	攤薄 (港仙)	(2.68)	(3.40)	(15.20)	(110.89)	(42.65)
					(restated) (經重列)	(restated) (經重列)
Financial Position	財務狀況					
- Non-current assets	- 非流動資產	259,854	214,968	188,914	184,615	436,512
- Current assets	- 流動資產	39,484	24,889	56,329	41,053	58,809
- Current liabilities	- 流動負債	132,228	75,911	99,598	118,415	110,412
- Non-current liabilities	- 非流動負債	75,320	81,609	73,013	73,506	107,126
- Equity	- 權益	91,790	82,337	72,632	33,747	277,783
Financial Ratios	財務比率					
- Current assets/Current liabilities	- 流動資產/流動負債	0.3	0.3	0.6	0.3	0.5
- Assets/Equity	- 資產/權益	3.3	2.9	3.4	6.7	1.8

企業資訊

Corporate Information

於二零二三年十二月二十九日 As at 29 December 2023

EXECUTIVE DIRECTORS

Wang Wenzhou (*Chief Executive Officer*)

Wu Guoming

Wu Chunyao

NON-EXECUTIVE DIRECTOR

Chen Long

INDEPENDENT NON-EXECUTIVE DIRECTORS

Leung Oh Man, Martin

Chung Ling Cheong Dicky

Cheng Chak Ho

COMPANY SECRETARY

Ngai Tsz Hin Michael

COMPLIANCE OFFICER

Wang Wenzhou

AUTHORISED REPRESENTATIVES

Wang Wenzhou

Ngai Tsz Hin Michael

AUDIT COMMITTEE

Leung Oh Man, Martin (*Chairman*)

Chung Ling Cheong Dicky

Cheng Chak Ho

HUMAN RESOURCES AND REMUNERATION COMMITTEE

Chung Ling Cheong Dicky (*Chairman*)

Leung Oh Man, Martin

Cheng Chak Ho

NOMINATION COMMITTEE

Chung Ling Cheong Dicky (*Chairman*)

Leung Oh Man, Martin

Cheng Chak Ho

執行董事

王文周 (*行政總裁*)

吳國明

武春耀

非執行董事

陳龍

獨立非執行董事

梁傲文

鍾翎昌

鄭澤豪

公司秘書

倪子軒

規章主任

王文周

授權代表

王文周

倪子軒

審核委員會

梁傲文 (*主席*)

鍾翎昌

鄭澤豪

人力資源及薪酬委員會

鍾翎昌 (*主席*)

梁傲文

鄭澤豪

提名委員會

鍾翎昌 (*主席*)

梁傲文

鄭澤豪

企業資訊

Corporate Information

於二零二三年十二月二十九日 As at 29 December 2023

REGISTERED OFFICE

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

PRINCIPAL OFFICE IN HONG KONG

Room 803, 8/F, Wanchai Central Building
89 Lockhart Road
Wan Chai
Hong Kong

PRINCIPAL BANKERS

DBS Bank Ltd.
Agricultural Bank of China
Hubei Zhijiang Rural Commercial Bank

LEGAL ADVISER

Khoo & Co.

AUDITOR

RSM Hong Kong
Registered Public Interest Entity Auditor
29/F, Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

The R&H Trust Co. Ltd.
Windward 1
Regatta Office Park PO Box 897
Grand Cayman KY1-1103
Cayman Islands

註冊辦事處

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港主要辦事處

香港
灣仔
駱克道89號
灣仔中匯大廈8樓803室

主要往來銀行

星展銀行有限公司
中國農業銀行
湖北枝江農村商業銀行

法律顧問

丘煥法律師事務所

核數師

羅申美會計師事務所
註冊公眾利益實體核數師
香港
銅鑼灣
恩平道28號
利園二期29樓

主要股份過戶登記處

The R&H Trust Co. Ltd.
Windward 1
Regatta Office Park PO Box 897
Grand Cayman KY1-1103
Cayman Islands

企業資訊

Corporate Information

於二零二三年十二月二十九日 As at 29 December 2023

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

COMPANY WEBSITE

www.globalstrategicgroup.com.hk

STOCK CODE ON GEM

8007

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香港股份過戶登記分處

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公司網站

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GEM股份代號

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行政總裁報告

CEO's Statement

Dear Shareholders,

On behalf of the board (the “Board”) of directors (the “Directors”) of Global Strategic Group Limited (the “Company”), I am hereby pleased to present the audited results of the Company and its subsidiaries (collectively referred as, the “Group”) for the year ended 30 September 2023 for your review.

OVERVIEW

The Group's revenue was approximately HK\$166 million during the year, of which the natural gas business recorded a segment revenue of approximately HK\$155 million, accounting for approximately 93% of the Group's revenue. The Group recorded a profit of approximately HK\$13.7 million for the year (2022: HK\$10.7 million). The increase in profit was mainly attributed to (i) the increase in revenue of approximately HK\$29.8 million, representing an increase of approximately 21.9%, which was primarily attributable to the increase in sales of natural gas of approximately HK\$29.5 million; and (ii) the increase in gross profit of approximately HKD7.0 million, representing an increase of approximately 34.4%.

REVIEW AND OUTLOOK

In the previous year, all the COVID-19 restrictions were lifted in the middle of the financial year, where upon industrial activities gradually recovered. During the year, no COVID-19 restrictions were imposed and industrial activities were normal. This resulted in the volume of sales on natural gas increased by approximately 17%.

Even though the external economic environment continues to be weak, since the target customers for the Group's key business of natural gas supply are mainly domestic business, we remain optimistic about the prospects of the natural gas business. In the natural gas business, the Group holds the thirty-year exclusive right to supply natural gas in Yichang, Hubei which will be expired up to 2041 to 2044. With this advantage, the number of potential customers has increased correspondingly with the continuous expansion of the industrial parks.

Looking forward, the management believes that the economy will recover in an orderly manner in the coming year, which is expected to have a positive impact on the Group's two core businesses.

致各位股東：

本人謹代表環球戰略集團有限公司（「本公司」）董事（「董事」）會（「董事會」）欣然呈報本公司及其附屬公司（統稱「本集團」）截至二零二三年九月三十日止年度之經審核業績，敬請各位閱覽。

概覽

於本年度，本集團的收益約為16,600萬港元，其中天然氣業務錄得其分部收益約為15,500萬港元，佔本集團收益約93%。本集團本年度錄得溢利約為1,370萬港元（二零二二年：1,070萬港元）。溢利增加乃主要由於(i)收益增加約2,980萬港元，增幅約為21.9%，乃主要歸因於天然氣銷售增加約2,950萬港元；及(ii)毛利增加約700萬港元，增幅約為34.4%。

回顧及展望

上一年度，所有針對COVID-19的限制在本財政年度取消，工業活動隨後逐漸恢復。年內，沒有實施COVID-19限制，工業活動正常。上述帶動天然氣銷量增加約17%。

縱使外部經濟環境持續疲弱，由於本集團對重點業務天然氣供應之目標客戶群主要屬於國內業務，所以我們對天然氣業務的前景仍保持樂觀。於天然氣業務上，本集團持有湖北宜昌地區長達三十年之天然氣獨家供應權，將於二零四一年至二零四四年屆滿，在此優勢下，配合工業園區不斷的擴充，潛在客戶的數量相應遞增。

展望未來，管理層相信來年經濟將有序復甦，預期將對本集團的兩大核心業務產生積極影響。

行政總裁報告

CEO's Statement

REVIEW AND OUTLOOK *(Continued)*

Natural gas operations

Industrial customers welcome the supply and demand brought about by the domestic economic recovery, which will lead to an increase in natural gas consumption, and the revenue of this segment will continue to grow.

Sales and leasing business

During the year, the Group acquired certain new equipment to launch new leasing projects. It is believed that the country's booming economy will drive an increase in infrastructure construction and renovation projects, which will lead to increase in leasing business income.

Management will be more cautious and conservative in seeking new potential merger and acquisition, business integration and expansion in order to sustain the growth and profitability of the Group.

ACKNOWLEDGEMENT

Lastly, on behalf of the Board of the Company, I hereby wish to express my gratitude for the hard work contributed by all staff and the Directors, as well as the support for the Company from all our customers, creditors, business partners and the shareholders of the Company. We will adhere to a proven management strategy, grasp market trends and opportunities, and endeavor to bring greater value to our shareholders and make new contributions to the community.

Wang Wenzhou
Chief Executive Officer

Hong Kong, 29 December 2023

回顧及展望 *(續)*

天然氣業務

工業客戶喜迎國內經濟復甦帶來的供應需求，這將令天然氣消費的增加，該分部的收益將繼續增長。

銷售及租賃業務

年內，本集團收購若干新設備以開展新租賃項目，相信在國家之經濟蓬勃發展下，帶動基礎建設及改造項目增加，從而將帶來租賃業務收入的增加。

管理層將更加謹慎及保守地尋求新的潛在併購、業務合併及擴張，以維持本集團之增長及盈利能力。

致謝

最後，本人謹藉此機會，代表本公司董事會向全體員工及董事致以衷心謝意，感謝他們的辛勞付出，同時向我們的所有客戶、債權人、商業合作夥伴及本公司股東致謝，感謝他們對本公司的支持。我們將秉承有效的管理策略，捕捉市場趨勢和機遇，矢志為股東創造更高價值，為社區作出新貢獻。

王文周
行政總裁

香港，二零二三年十二月二十九日

管理層討論及分析

Management Discussion and Analysis

FINANCIAL AND BUSINESS REVIEW

The Group recorded revenue of approximately HK\$166,077,000 for the year ended 30 September 2023 (“YE2023”) as compared with approximately HK\$136,241,000 for the year ended 30 September 2022 (“YE2022”), gross profit of approximately HK\$27,261,000 for YE2023 against approximately HK\$20,287,000 for YE2022 and net profit of approximately HK\$13,686,000 for YE2023 as compared to net profit of approximately HK\$10,681,000 for YE2022. The increase in profit was mainly attributed to (i) the increase in revenue of approximately HK\$29.8 million, representing an increase of approximately 21.9%, which was primarily attributable to the increase in sales of natural gas of approximately HK\$29.5 million; and (ii) the increase in gross profit of approximately HKD7.0 million, representing an increase of approximately 34.4%.

An analysis of the performance of the Group including the revenue and results of natural gas operations, sales and leasing business and independent advisory before allocation of the corporate overheads is set out in note 10 “Segment Information” to the consolidated financial statements.

For YE2023 the Group generated revenue from sales of natural gas, pipeline installation services, sales of materials and leasing of materials of approximately HK\$149,692,000, HK\$4,332,000, HK\$929,000 and HK\$99,000 respectively, compared to approximately HK\$120,162,000, HK\$4,437,000, nil and nil for YE2022. The revenue generated from sales and leasing business and independent financial advisory business was in aggregate of HK\$11,025,000 and nil for YE2023 respectively as compared to YE2022, it recorded HK\$11,622,000 and HK\$20,000, in aggregate, respectively.

The total operating expenses, including selling and distribution costs, general and administrative expenses, for YE2023 was approximately HK\$42,923,000 as compared to approximately HK\$41,691,000 for the YE2022, representing an increase of 3% which was causing to increase in safety cost provision made for natural gas operations in accordance to PRC Laws as well as the increase in depreciation charged upon reversal of impairment on non-current assets.

財務及業務回顧

於截至二零二三年九月三十日止年度（「二零二三年度」），本集團錄得收益約166,077,000港元，而截至二零二二年九月三十日止年度（「二零二二年度」）約為136,241,000港元，二零二三年度毛利約為27,261,000港元，而二零二二年度約為20,287,000港元，以及二零二三年度純利約為13,686,000港元，而二零二二年度純利約為10,681,000港元。溢利增加乃主要由於(i)收益增加約2,980萬港元，增幅約為21.9%，乃主要歸因於天然氣銷售增加約2,950萬港元；及(ii)毛利增加約700萬港元，增幅約為34.4%。

本集團的表現分析包括天然氣業務、銷售及租賃業務以及獨立顧問的收益及業績（分配作公司開支前），載於綜合財務報表附註10「分部資料」。

於二零二三年度，本集團之天然氣銷售、管道安裝服務、材料銷售及材料租賃所得收益分別約為149,692,000港元、4,332,000港元、929,000港元及99,000港元，而二零二二年度則分別約為120,162,000港元、4,437,000、零及零。於二零二三年度，銷售及租賃業務及獨立財務顧問業務所得收益合計分別為11,025,000港元及零，而二零二二年度所得收益合計分別為11,622,000港元及20,000港元。

二零二三年度的總營運開支（包括銷售及分銷成本、一般及行政支出）約為42,923,000港元，較二零二二年度的總營運開支約41,691,000港元增加3%，導致根據中國法律就天然氣經營業務作出的安全成本撥備增加以及非流動資產減值撥回時計提的折舊增加。

管理層討論及分析

Management Discussion and Analysis

FINANCIAL AND BUSINESS REVIEW *(Continued)*

Finance costs of the Group were approximately HK\$4,921,000 for YE2023 (YE2022: approximately HK\$2,603,000), which mainly consisted of interest on bank and other borrowings and non-convertible bonds. The increase was mainly came from an increase in interest on bank and other borrowings and non-convertible bonds due to additional bans and non-convertible bonds raised during YE2023.

UPDATE ON NATURAL GAS BUSINESS

The Group acquired Yichang Biaodian, which is engaged in natural gas supply operation, in 2016. The performance of Yichang Biaodian significantly improved from the following reasons:

- (i) With the planning under the guiding ideology of the “14th Five-Year Plan” in 2021, the central government vigorously promotes the utilization of clean resources, and pipeline natural gas has become the best choice for new enterprises to use as heating energy; since 2017, Yaojiagang Chemical Industry Park has been successively rated as key supporting parks of circular transformation by the National Development and Reform Commission and the Ministry of Finance; has been rated as pilot parks for third-party governance of environmental pollution by the National Development and Reform Commission and the Ministry of Ecology and Environment; the Ministry of Industry and Information Technology’s green industrial parks and China’s smart chemical park pilot demonstration units. Yaojiagang Chemical Industry Park has been promoting the advantages of green industrial parks for many years, and the effect of attracting investment is remarkable, driving the demand for industrial pipeline natural gas in the region; and

財務及業務回顧 *(續)*

本集團於二零二三年度之財務成本約為4,921,000港元(二零二二年度：約2,603,000港元)，其主要包括銀行及其他借貸及不可換股債券之利息。增加乃主要由於二零二三年度籌集更多貸款及不可換股債券，導致銀行及其他借貸以及不可換股債券之利息增加。

天然氣業務的最新資料

本集團於二零一六年收購宜昌標典，該公司從事天然氣供應業務。由於下列原因，宜昌標典業績明顯好轉：

- (i) 憑藉於二零二一年「十四五」規劃指導思想下的規劃，中央政府大力推進潔淨能源之利用，而管道天然氣成為新企業供熱能源的最佳選擇；自二零一七年以來，姚家港化工園先後被國家發展和改革委員會及財政部評定為循環化改造重點支持園區；被國家發展和改革委員會及生態環境部評定為環境污染第三方治理示範園區；被工業和信息化部評定為綠色工業園區及中國智慧化工園區試點示範單位。姚家港化工園多年來一直在推廣綠色工業園區優勢，招商引資效果顯著，推動該區域對工業管道天然氣的需求；及

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天然氣業務的最新資料 (續)

(ii) In recent years, many large chemical companies have settled in the park to establish production bases. As the companies have formulated and adapted to the operating model under the new crown epidemic, the overall production capacity of new and old customers has been efficiently recovered and achieved ideal growth.

(ii) 近年來，多家大型化工企業已入駐園區，建立生產基地。由於該等公司已制定及適應新冠疫情下的營運模式，新老客戶的整體產能得到高效恢復，並實現理想的增長。

By considering the reasons as aforesaid, the management of the Group performed impairment testing in accordance with Hong Kong Accounting Standard 36 “Impairment of Assets” (“HKAS 36”) on the assets that belong to Yichang Biaodian.

經考慮所述原因，本集團管理層根據香港會計準則第36號「資產減值」（「香港會計準則第36號」）對歸屬於宜昌標典的資產進行減值測試。

The key assumptions used in the value in use (“VIU”) calculation for impairment assessment based on a valuation prepared by an independent valuer are those regarding the expected average revenue growth rate, expected average net profit margin and discount rate for the next five years:

基於獨立估值師編製的估值的減值評估的使用價值（「使用價值」）計算所用主要假設為與未來五年的預期平均收益增長率、預期平均純利率及貼現率有關：

- Expected average revenue growth rate and expected average profit margin for the next five years were based on past practices and management’s expectations on market development; and
- Discount rate was estimated using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the cash generating unit (“CGU”), i.e. Yichang Biaodian.

- 未來五年的預期平均收益增長率及預期平均利潤率乃基於過往慣例及管理層對市場發展的預期；及
- 貼現率乃採用反映當前市場對貨幣時間值的評估及現金產生單位（「現金產生單位」）（即宜昌標典）具體的風險的稅前利率估計。

The key assumptions used in the impairment assessment in 2023 changed from that of 2022:

於二零二三年減值評估所用的主要假設乃自二零二二年變動而來：

- In 2023, the expected revenue growth rate estimated for the next five years was 3%. In 2022, the expected revenue growth rate estimated for the next five years was 8%; and
- In 2023, the expected average positive net profit margin estimated for the next five years was 9%. In 2022, the expected average positive net profit margin estimated for the next five years was 7%.

- 於二零二三年，未來五年的預期收益增長率估計為3%。於二零二二年，未來五年的預期收益增長率估計為8%；及
- 於二零二三年，未來五年的預期平均正純利率估計為9%。於二零二二年，未來五年的預期平均正純利率估計為7%。

UPDATE ON NATURAL GAS BUSINESS *(Continued)*

The valuation method of discounted cash flow was adopted for the calculation of the VIU of the CGU. In accordance with HKAS 36, the recoverable amount should be the higher of (i) the fair value less costs of disposal; or (ii) the VIU. After assessing both the VIU and the fair value, the valuation opted for the VIU because it was the higher between the two figures. VIU is based on the estimated future cash flows expected to be derived from the CGU discounted to their present value using a pre-tax discount rate of 12.6% (2022: 13.1%) that reflects current market assessments of the time value of money and the risks specific to the CGU. There is no change to the valuation method adopted in 2022 and 2023.

Based on the assessment, the recoverable amount of Yichang Biaodian was approximately HK\$203,362,000 and reversal of impairment losses on property, plant and equipment, intangible assets and right-of-use assets of approximately HK\$22,471,000, HK\$17,172,000 and the HK\$158,000 respectively in 2023.

天然氣業務的最新資料 *(續)*

貼現現金流量的估值方法乃就計算現金產生單位的使用價值而採納。根據香港會計準則第36號，可收回金額應為以下兩者的較高者：(i)公平值減出售成本；或(ii)使用價值。於評估使用價值及公平值後，估值選擇使用價值，乃由於其為兩個數字中的較高者。使用價值乃基於預期將自現金產生單位所得的估計未來現金流量，乃採用反映市場當前對貨幣時間值及現金產生單位特定的風險的評估的稅前貼現率12.6%（二零二二年：13.1%）貼現至其現值。於二零二二年及二零二三年所採納的估值方法概無變動。

基於評估，於二零二三年，宜昌標典的可收回金額約為203,362,000港元，而物業、廠房及設備、無形資產及使用權資產之減值虧損撥回分別約為22,471,000港元、17,172,000港元及158,000港元。

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LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group's operations are being financed by internally generated cashflow, bank and other borrowings and external financing. The Group follows a policy of prudence in managing its working capital. The management will continue to closely monitor the financial position of the Group to maintain its financial capacity.

Bank and other borrowings

The bank and other borrowings assigned RMB56,871,000 (equivalent to HK\$62,160,000) carry an interest at a fixed rate, with an effective interest rate of 5% to 10.5% per annum. The bank borrowings are pledged with natural gas supply exclusive rights of Yichang Biaodian and a property owned by Mr. Xiong Songgan ("Mr. Xiong") and his spouse. The bank borrowings are also jointly guaranteed by Mr. Xiong and the non-controlling shareholders of Yichang Biaodian. Mr. Xiong is the controlling shareholder of Hubei Biaodian, which owns 20.92% of Yichang Biaodian.

Other borrowings are secured by the pledge of property, plant and equipment of Yichang Biaodian and Shanghai Senchou and guaranteed by the certain non-controlling shareholders of Yichang Biaodian.

流動資金、財務資源及資本架構

本集團透過內部產生之現金流量、銀行及其他借貸及外部融資撥付營運所需資金。本集團管理營運資金時採納審慎政策。管理層將持續密切監察本集團之財務狀況，以維持其財務實力。

銀行及其他借貸

所分配銀行及其他借貸人民幣56,871,000元（相當於62,160,000港元）按固定利率計息，實際年利率為5%至10.5%。銀行借貸由宜昌標典之天然氣獨家供應權及熊崧淦先生（「熊先生」）及其配偶所擁有的一項物業作抵押。銀行借貸亦由熊先生及宜昌標典之非控股股東共同擔保。熊先生為湖北標典的控股股東，而湖北標典擁有宜昌標典20.92%股權。

其他借貸以宜昌標典及上海森籌的物業、廠房及設備作抵押及由宜昌標典的若干非控股股東作擔保。

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LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE (Continued)

Bank and other borrowings (Continued)

As at 30 September 2023,

- (a) the Group's aggregate amount of bank and cash balances was approximately HK\$9,385,000 (as at 30 September 2022: approximately HK\$4,998,000).
- (b) the Group's total borrowings comprised (i) bank and other borrowings; (ii) due to directors; (iii) non-convertible bonds; (iv) lease liabilities; and (v) due to related parties totalling approximately HK\$106,870,000 (as at 30 September 2022: HK\$81,496,000).
- (c) the Group's total gearing ratio was approximately 106% (as at 30 September 2022: 93%). The gearing ratio was calculated as the Group's borrowings net of cash available divided by total equity of the Group.
- (d) the current ratio of the Group was approximately 0.3 (as at 30 September 2022: 0.33). The management will continue to closely monitor the financial position of the Group to maintain its financial capacity.

SIGNIFICANT INVESTMENTS/MATERIAL ACQUISITIONS AND DISPOSALS

Acquisition of Machinery

On 25 November 2022, 森籌環境科技(上海)有限公司 (Senchou Environmental Technology (Shanghai) Co., Ltd.*) ("Shanghai Senchou") has completed the acquisition of certain machinery with price of RMB24,270,000 from an independent third party vendor included in the contracts signed with the vendor on 29 March 2022 and 3 August 2022 as announced on respective dates. Deposits for acquisition of property, plant and equipment of RMB7,289,000 (equivalent to HK\$8,239,000) as at 30 September 2022 are utilized on that date. Details of the acquisition of machinery are disclosed in the Company's announcements dated 29 March 2022 and 3 August 2022.

流動資金、財務資源及資本架構 (續)

銀行及其他借貸 (續)

於二零二三年九月三十日，

- (a) 本集團之銀行及現金結餘總額約為9,385,000港元(於二零二二年九月三十日：約4,998,000港元)。
- (b) 本集團之借貸總額包括(i)銀行及其他借貸；(ii)應付董事款項；(iii)不可換股債券；(iv)租賃負債；及(v)應付關聯方款項，合共約106,870,000港元(於二零二二年九月三十日：81,496,000港元)。
- (c) 本集團之總資產負債比率約為106%(於二零二二年九月三十日：93%)。資產負債比率按本集團之借貸(扣除可得現金)除以本集團權益總額計算。
- (d) 本集團之流動比率約為0.3(於二零二二年九月三十日：0.33)。管理層將持續密切監察本集團之財務狀況，以維持其財務實力。

重大投資／重大收購事項及出售事項

收購機器

於二零二二年十一月二十五日，森籌環境科技(上海)有限公司(「上海森籌」)完成自獨立第三方供應商以採購價人民幣24,270,000元收購若干機器，該採購載於與供應商於二零二二年三月二十九日及二零二二年八月三日簽立並於相關日期公佈的合約。於二零二二年九月三十日，採購物業、廠房及設備之按金人民幣7,289,000元(相當於8,239,000港元)於當日獲動用。採購機器的詳情於本公司日期為二零二二年三月二十九日及二零二二年八月三日的公告披露。

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LITIGATION

Yichang Biaodian Natural Gas Utilisation Co., Ltd

During the year ended 31 December 2018, Yichang Biaodian had disputes with one of its suppliers regarding the quality of work performed by such supplier. Legal proceedings were initiated by the supplier (the “Yichang Plaintiff”).

On 13 March 2019, the Court issued civil mediation agreement which set out that the Yichang Plaintiff and Yichang Biaodian agreed with the repayment terms in relation to the amount of RMB8,787,000 (equivalent to HK\$10,413,000). However, Yichang Biaodian did not repay all the outstanding amount as scheduled in civil mediation agreement. Thus, the Yichang Plaintiff exercised its rights to apply for a court order to enforce Yichang Biaodian for settlement of amount overdue. On 19 May 2022, the Yichang Plaintiff and Yichang Biaodian signed another mediation agreement which set out that the outstanding balance would be repaid in 25 monthly installments of RMB300,000 from June 2022 to July 2024, and it would be guaranteed by Mr. Xiong Songgan, a key management personnel of Yichang Biaodian. If Yichang Biaodian fail to repay as scheduled, default interest would be charged at 12% per annum on the outstanding balance owed to the Yichang Plaintiff since 1 May 2019. The directors of the Company considered that as the full amount of the remaining debts of RMB2,787,000 (equivalent to HK\$3,046,000) claimed by Yichang Plaintiff are fully provided as liability of the Group as at 30 September 2023 and Yichang Biaodian repaid the amount owed to Yichang Plaintiff as scheduled, no further liability will be incurred.

PLEDGE OF ASSETS

The Group pledged (i) natural gas supply exclusive rights amounted to approximately HK\$90,771,000 and property, plant and equipment of approximately HK\$40,303,000 for bank and other borrowings of approximately HK\$62,160,000 (as at 30 September 2022: natural gas supply exclusive rights amounted to approximately HK\$80,976,000 for bank borrowings of HK\$21,873,000); (ii) a property amounted to approximately HK\$1,707,000 (as at 30 September 2022: HK\$1,949,000) to an independent third party for obtaining an advance of RMB100,000 as at 30 September 2023.

訴訟

宜昌市標典天然氣利用有限公司

截至二零一八年十二月三十一日止年度，宜昌標典與其其中一名供應商發生爭議，內容有關該供應商所進行之工作質素。該供應商（「宜昌原告」）已提出法律程序。

於二零一九年三月十三日，法院發出民事調解協議，當中載列宜昌原告及宜昌標典協定有關金額人民幣8,787,000元（相當於10,413,000港元）之償還條款。然而，宜昌標典並未按民事調解協議所規定的時間表償還全部未償還金額。因此，宜昌原告行使其權利申請法院頒令強制宜昌標典結算逾期款項。於二零二二年五月十九日，宜昌原告與宜昌標典另行簽訂調解協議，當中載列未償還結餘將於二零二二年六月至二零二四年七月分25個月每期人民幣300,000元償還，且其將由宜昌標典的主要管理人員熊崧淦先生擔保。倘宜昌標典未能按計劃還款，則就自二零一九年五月一日起欠付宜昌原告的未償還結餘按每年12%收取違約利息。本公司董事認為，於二零二三年九月三十日，宜昌原告申索的餘下債務全部款項人民幣2,787,000元（相當於3,046,000港元）已全數撥備為本集團之負債，且宜昌標典已按計劃償還結欠宜昌原告的款項，故將不會產生其他負債。

抵押資產

於二零二三年九月三十日，本集團(i)就銀行及其他借貸約62,160,000港元抵押天然氣獨家供應權金額約90,771,000港元以及物業、廠房及設備約40,303,000港元（於二零二二年九月三十日：就銀行借貸21,873,000港元抵押天然氣獨家供應權約80,976,000港元）；及(ii)就獲得一筆墊款人民幣100,000元向一名獨立第三方抵押一項約為1,707,000港元（於二零二二年九月三十日：1,949,000港元）的物業。

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FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 30 September 2023 (2022: Nil).

PROSPECT

Looking forward, the management believes that the economy will recover in an orderly manner in the coming year, which is expected to have a positive impact on the Group's two core businesses.

Natural gas operations

Industrial customers welcome the supply and demand brought about by the domestic economic recovery, which will lead to an increase in natural gas consumption, and the revenue of this segment will continue to grow.

Sales and leasing business

During the year, the Group acquired certain new equipment to launch new leasing projects. It is believed that the country's booming economy will drive an increase in infrastructure construction and renovation projects, which will lead to increase in leasing business income.

末期股息

董事會不建議就截至二零二三年九月三十日止年度派付末期股息(二零二二年：無)。

前景

展望未來，管理層相信來年經濟將有序復甦，預期將對本集團的兩大核心業務產生積極影響。

天然氣業務

工業客戶喜迎國內經濟復甦帶來的供應及需求，這將令天然氣消費的增加，該分部的收益將繼續增長。

銷售及租賃業務

年內，本集團收購若干新設備以開展新租賃項目，相信在國家之經濟蓬勃發展下，帶動基礎建設及改造項目增加，從而將帶來租賃業務收入的增加。

管理層討論及分析

Management Discussion and Analysis

PROSPECT *(Continued)*

Management will be more cautious and conservative in seeking new potential merger and acquisition, business integration and expansion in order to sustain the growth and profitability of the Group.

EVENTS AFTER REPORTING PERIOD

- (a) On 30 November 2023, the Group entered into a sales and purchase agreement with an independent third party to dispose its leased motor vehicle at consideration of HK\$1,200,000.
- (b) On 19 December 2023, the Company and Leeds Securities Investment Limited (“Placing Agent”) entered into a placing agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, up to 91,172,000 new ordinary shares of par value of HK\$0.01 each (“Placing Shares”) to not less than six (6) placees at the placing price of HK\$0.69 per Placing Share who and whose ultimate beneficial owners shall be independent third parties. The Placing Shares will be allotted and issued pursuant to the general mandate granted to the directors of the Company at the annual general meeting held on 14 April 2023. None of the placees will become a substantial shareholder of the Company immediately upon completion of the placing. Details of the placing are disclosed in the Company’s announcements dated 19 December 2023.
- (c) On 26 December 2023, the Company announced that it has come to the attention of the board of directors of the Company that the Group’s 25% equity interest in Yichang Biaodian, amounting to RMB14.70 million (the “Frozen Equity”), is currently frozen by 山西省長治市監察委員會 (Shanxi Province Changzhi Municipal Supervision Commission)* (the “Freeze Action”). The Group has engaged a PRC legal counsel (the “PRC Legal Counsel”) to provide relevant legal advice to the Group in relation to the Freeze Action and the Frozen Equity.

前景 *(續)*

管理層將更加謹慎及保守地尋求新的潛在併購、業務合併及擴張，以維持本集團之增長及盈利能力。

報告期後事項

- (a) 於二零二三年十一月三十日，本集團與一名獨立第三方訂立買賣協議，以出售其租賃汽車，代價為1,200,000港元。
- (b) 於二零二三年十二月十九日，本公司與競富證券金融有限公司（「配售代理」）訂立配售協議，據此，本公司有條件同意透過配售代理按盡力基準向不少於六(6)名身為或其最終實益擁有人身為獨立第三方的承配人配售最多91,172,000股每股面值0.01港元的新普通股（「配售股份」），配售價為每股配售股份0.69港元。配售股份將根據本公司董事在二零二三年四月十四日召開的股東週年大會上獲授之一般授權進行配發及發行。概無承配人將於緊隨配售完成後成為本公司的主要股東。有關配售的詳情於本公司日期為二零二三年十二月十九日的公告披露。
- (c) 於二零二三年十二月二十六日，本公司宣佈，經本公司董事會知悉，本集團於宜昌標典25%的股權人民幣1,470萬元（「被凍結股權」）現正被山西省長治市監察委員會凍結（「凍結行動」）。本集團已聘請中國法律顧問（「中國法律顧問」）就凍結行動及被凍結股權向本集團提供相關法律意見。

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EVENTS AFTER REPORTING PERIOD (Continued)

(c) (Continued)

As advised by the PRC Legal Counsel, the ordinary course of business of Yichang Biaodian will not be restricted or adversely affected by the Freeze Action. During the period of the Freeze Action, however, the Group is unable to undertake any filing related to changes in ownership of the Frozen Equity or the registration of any pledge of the Frozen Equity. The Group is advised by the PRC Legal Counsel that the risk of impacting the Group's entitlement to dividends of Yichang Biaodian is relatively low, given that Yichang Biaodian has not received any notice or notification or other legal documents explicitly freezing the dividends, bonuses and other proceeds to which the Group is entitled. The Board has instructed the PRC Legal Counsel to obtain further information and relevant documents, enquire the reasons for the Freeze Action and to advise on the potential legal consequences for the Group in relation to the Freeze Action.

As the Freeze Action is at the preliminary stage, the directors cannot estimate the financial effect on the Group.

(d) On 27 December 2023, the Company entered into a non-legally binding memorandum of understanding with 華領能源有限公司 (Hualing Energy Co., Ltd.)*, in relation to potential cooperation for the development of electric vehicle charging station business. Details are disclosed in the Company's announcements dated 27 December 2023.

FUND RAISING ACTIVITIES

Placing of new shares

On 19 December 2023, the Company entered into a placing agreement with Leeds Securities Investment Limited. Pursuant to the placing agreement, the Company appointed the Placing Agent to procure not less than six placees who are independent third parties to subscribe for up to 91,172,000 placing shares at a price of HK\$0.69 per placing share.

報告期後事項 (續)

(c) (續)

據中國法律顧問告知，宜昌標典的日常業務不會因凍結行動而受到限制或不利影響。然而，於凍結行動期間，本集團無法進行任何與被凍結股權所有權變更相關的備案，也無法對被凍結股權辦理質押登記手續。中國法律顧問告知本集團，鑑於宜昌標典並未收到明確凍結本集團有權享有的股息、紅利及其他收益的任何通告或通知或其他法律文件，影響本集團有權享有宜昌標典股息的風險相對較低。董事會已指示中國法律顧問索取進一步資訊及相關文件，並查詢凍結行動背後原因，以及就凍結行動對本集團造成的潛在法律後果提供意見。

由於凍結行動處於初期階段，故董事無法估計對本集團的財務影響。

(d) 於二零二三年十二月二十七日，本公司與華領能源有限公司訂立不具法律約束力的諒解備忘錄，內容有關發展電動汽車充電樁業務的潛在合作事宜。詳情於本公司日期為二零二三年十二月二十七日之公告披露。

集資活動

配售新股份

於二零二三年十二月十九日，本公司與競富證券金融有限公司訂立配售協議。根據配售協議，本公司委任配售代理促使不少於六名承配人（均為獨立第三方）按每股配售股份0.69港元的價格認購最多91,172,000股配售股份。

管理層討論及分析

Management Discussion and Analysis

EXPOSURE TO EXCHANGE RATE FLUCTUATIONS

The Group's foreign currency exposure is limited as most of its transactions, assets and liabilities are denominated in Hong Kong dollars and Renminbi.

HUMAN RESOURCES AND REMUNERATION POLICY

As at 30 September 2023, the Group employed 61 staff members (at 30 September 2022: 58 staff). Remuneration is determined with reference to market terms and the performance, qualifications and experience of the individual employee. Remuneration includes monthly salaries, performance-linked bonuses, retirement benefits schemes and other benefits such as medical scheme and share option scheme. The Group's remuneration policies and packages are reviewed by management on regular basis. The Company has established a Human Resources and Remuneration Committee. The Directors' emoluments are determined with reference to Directors' duties, responsibilities and the operating performance of the Group.

* For reference purposes only, the Chinese names of the PRC entities and terms have been translated into English in this report. In the event of any discrepancies between the Chinese names of the PRC entities and terms and their English translation, the Chinese version shall prevail.

匯率波動風險

由於本集團大部分交易、資產及負債均以港元及人民幣計值，因此本集團的外幣風險有限。

人力資源及薪酬政策

於二零二三年九月三十日，本集團僱用61名員工（於二零二二年九月三十日：58名員工）。本集團參考市場條款，並按照個別僱員本身的表現、資歷及經驗釐定其薪酬。薪酬包括月薪、業績花紅、退休福利計劃以及醫療計劃及購股權計劃等其他福利。管理層定期審閱本集團之薪酬政策及福利組合。本公司已成立人力資源及薪酬委員會。董事薪酬乃參照董事的職務、職責及本集團的營運表現而釐定。

* 僅供參考，於本報告中，中國實體及專有名詞之中文名稱已譯為英文。倘中國實體及專有名詞之中文名稱與其英文譯文有任何不一致，概以中文版本為準。

董事及高級管理層的履歷詳情

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS

Mr. Wang Wenzhou (*Chief Executive Officer*)

Mr. Wang Wenzhou (“Mr. Wang”), aged 51, has over 28 years of experience in textile industry and in-depth knowledge in products operation, import and export trading and supply management. He also has practical experience in corporate operation management. Prior to joining the Company, he was a general manager of Shanghai An Lin Trading Limited* (上海安林貿易有限公司) and he also worked as a general manager at Shanghai Lan Hao Clothing Limited* (上海藍豪服飾有限公司).

Mr. Wu Guoming

Mr. Wu Guoming (“Mr. Wu”), aged 58, has been the executive Director since 30 April 2018. He holds a degree in Business Management from Wuhan University, a degree in Civil Engineering from China University of Petroleum and a degree in Economic Management from Shanghai Jiao Tong University. Mr. Wu was the engineering manager and the deputy general manager at Shanghai Guangda Construction Decoration Engineering Company* (上海光大建築裝飾工程公司). Since 2001, Mr. Wu has been the general manager and the chairman of Shanghai Guangda Basic Engineering Co., Ltd (上海廣大基礎工程有限公司). Furthermore, Mr. Wu is the director of China Civil Engineering Society (中國土木工程學會) and a construction technology committee member of Chinese Institution of Soil Mechanics and Geotechnical Engineering – China Civil Engineering Society (中國土木工程學會土力學及岩土工程分會). Mr. Wu has vast experience in business management and construction business development.

執行董事

王文周先生 (行政總裁)

王文周先生(「王先生」)，五十一歲，在紡織行業擁有超過二十八年的經驗，並且在產品營運，進出口貿易和供應管理方面具有深入的知識。彼還具有企業運營管理方面的實踐經驗。在加入本公司之前，他曾擔任上海安林貿易有限公司的總經理，還曾在上海藍豪服飾有限公司擔任總經理。

吳國明先生

吳國明先生(「吳先生」)，五十八歲，自二零一八年四月三十日起擔任執行董事。彼持有武漢大學工商管理學位、中國石油大學土木工程學位及上海交通大學經濟管理學位。吳先生曾為上海光大建築裝飾工程公司之工程經理及副總經理。自二零零一年起，吳先生一直擔任上海廣大基礎工程有限公司之總經理兼主席。此外，吳先生亦為中國土木工程學會之理事及中國土木工程學會土力學及岩土工程分會之施工技術專業委員會委員。吳先生於業務管理及建築業務發展方面擁有豐富經驗。

董事及高級管理層的履歷詳情

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS *(Continued)*

Mr. Wu Chunyao

Mr. Wu Chunyao (“Mr. Wu”), aged 29, has over 10 years of experience in business management, operation and provision of consultation services. He was a unit manager of Beijing Bozheng Xinda Investment Consulting Co., Ltd.* (北京博正信達投資顧問有限公司) from 2012 to 2014. He also works as a vice president of Shanghai Chunfeng Financial Information Services Co., Ltd.* (上海春峰金融信息服務有限公司). From 2015 to 2016, Mr. Wu was a general manager of Hunan Zhihao Information Consulting Service Co., Ltd.* (湖南智浩信息諮詢服務有限公司).

NON-EXECUTIVE DIRECTOR

Mr. Chen Long

Mr. Chen Long (“Mr. Chen”), aged 35, has over 9 years of experience in business operation and corporate financial management. Before joining the Company, Mr. Chen was the chief executive officer of Fortune Joy International Acquisition (a company proposed to be listed on the Nasdaq with symbol XYGJU) since 2022. Mr. Chen also serve as a director of Zhongming Capital Holdings (Shenzhen) Limited* (中銘資本控股(深圳)集團有限公司).

執行董事 *(續)*

武春耀先生

武春耀先生(「武先生」)，二十九歲，於企業管理、運營及提供諮詢服務方面擁有逾10年經驗。彼自二零一二年至二零一四年擔任北京博正信達投資顧問有限公司的部門經理。彼亦擔任上海春峰金融信息服務有限公司副總裁。自二零一五年至二零一六年，武先生擔任湖南智浩信息諮詢服務有限公司總經理。

非執行董事

陳龍先生

陳龍先生(「陳先生」)，三十五歲，於業務經營及企業財務管理方面擁有逾九年經驗。於加入本公司前，自二零二年起，陳先生擔任禧悅國際(一家擬於納斯達克上市的公司，股份代號:XYGJU)行政總裁。陳先生亦擔任中銘資本控股(深圳)集團有限公司的董事。

董事及高級管理層的履歷詳情

Biographical Details of Directors and Senior Management

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Leung Oh Man, Martin

Mr. Leung Oh Man, Martin (“Mr. Leung”), aged 43, has been the independent non-executive Director since 16 October 2014. Mr. Leung has been serving as an independent non-executive director of KNT Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1025) since 31 January 2019. Mr. Leung holds a Bachelor’s Degree of Commerce in Accounting and Finance from the University of Toronto in Canada. Mr. Leung is the general manager of TL Property Consultants International Ltd. (“TLP”), a consultancy group principally engaged in asset management of real estate sector. Prior to joining TLP, he had worked at a multinational accounting and auditing firm for about 8 years. Mr. Leung is a member of the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Surveyors.

Dr. Chung Ling Cheong Dicky

Dr. Chung Ling Cheong Dicky (“Dr. Chung”), aged 49, has been the independent non-executive Director since 16 June 2021. Dr. Chung obtained a doctor degree in Queen’s University of Brighton on 2012. Dr. Chung possess over 19 years of experience in trading, corporate finance, technology application and human resources management. Dr. Chung was an independent non-executive director and the chairman of remuneration committee and member to each of the audit committee and nomination committee of Dragon King Group Holdings Limited from 14 November 2022 to 28 February 2023, the shares of which are listed on GEM of the Stock Exchange (Stock Code: 8493). Dr. Chung has worked in various organisation including Technology, Media and Telecommunications companies. Dr. Chung was a director of TVNET.HK since 2004 and a chairman of China Dragon Foundation Creature Fuel Technology (International) Limited from 2007 to 2015.

獨立非執行董事

梁傲文先生

梁傲文先生（「梁先生」），四十三歲，自二零一四年十月十六日起擔任獨立非執行董事。梁先生自二零一九年一月三十一日起擔任嘉藝控股有限公司（一間聯交所主板上市之公司，股份代號：1025）獨立非執行董事。梁先生持有加拿大多倫多大學會計及財務學商學學士學位。梁先生為置梁行房地產顧問國際有限公司（「置梁行」）的總經理，置梁行為一間房地產顧問集團，主要從事資產管理。加入置梁行前，彼曾在一間跨國會計及核數公司工作約八年。梁先生為香港會計師公會及香港測量師學會之會員。

鍾翎昌博士

鍾翎昌博士（「鍾博士」），四十九歲，自二零二一年六月十六日起擔任獨立非執行董事。鍾博士於二零一二年獲得美國皇家白聖大學（Queen’s University of Brighton）博士學位。鍾博士在貿易、機構融資、科技應用及人力資源管理方面擁有逾十九年經驗。自二零二二年十一月十四日起至二零二三年二月二十八日期間，鍾博士為龍皇集團控股有限公司（其股份於聯交所GEM上市，股份代號：8493）的獨立非執行董事、薪酬委員會主席以及審核委員會及提名委員會各自之成員。鍾博士曾任職於多家機構，包括科技、媒體及電訊公司。自二零零四年起，鍾博士曾擔任香港國際網絡電視台董事，自二零零七年至二零一五年，彼曾擔任中國瀧基生物能源科技（國際）有限公司董事長。

董事及高級管理層的履歷詳情

Biographical Details of Directors and Senior Management

INDEPENDENT NON-EXECUTIVE DIRECTORS

(Continued)

Dr. Cheng Chak Ho

Dr. Cheng Chak Ho (“Dr. Cheng”), aged 53, holds a doctoral degree of Philosophy in Economics from the University of Brighton, a Master degree in Urban Design from the University of Hong Kong, a Master of Science in Engineering (Mechanical Engineering) and a Master of Business Administration in Finance. He has over 29 years of experiences in various kinds of valuation included but not limited to real estate valuation, business valuation, plant and machinery valuation and forensic valuation. He has been involved in over 100 IPOs and M&A cases over the last ten years. He is an independent non-executive director of Polyard Petroleum International Group Limited (stock code: 8011), a company listed on GEM of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 1 April 2021 and he was an independent non-executive director of North Mining Shares Company Limited (stock code: 0433), a company listed on the Main Board of the Stock Exchange of Hong Kong Limited from 12 April 2001 to 1 April 2022. He is a Fellow of Chartered Institute of Management Accountants, Certified Management Accountants Australia, Association of International Accountants, Institute of Public Accountants, Institute of Financial Accountants, The Royal Society of Medicine, The Royal Statistical Society, Federation of Hong Kong Industries, The Hong Kong Institute of Directors, The Hong Kong Institute of Environmentalists, The Society of Operations Engineers, and Institution of Plant Engineers. He is also Member of The Hong Kong Institution of Surveyors, The Certified Public Accountants Association, The Society of Chartered Environmentalists, Hong Kong Institute of Engineers, the China Real Estate Appraisers and Agents, American Society of Civil Engineers, The Institute of Engineering and Technology, The American Society For Microbiology, The Institute of Electrical and Electronics Engineers, Institute of Industrial and Systems Engineers, American Society of Mechanical Engineers, Hong Kong Institute of Arbitrators and the Society of Petroleum Engineers.

獨立非執行董事 (續)

鄭澤豪博士

鄭澤豪博士（「鄭博士」），五十三歲，持布萊頓大學經濟哲學博士學位、香港大學城市設計碩士學位、工程（機械工程）理學碩士學位、金融工商管理碩士學位。彼於各種估值領域（包括但不限於房地產估值、商業估值、工廠及機械估值及法證估值）擁有超過29年的經驗。在過去十年中，彼曾參與100多次IPO和併購案。彼自二零二一年四月一日起擔任香港聯合交易所有限公司（「聯交所」）GEM上市公司百田石油國際集團有限公司（股份代號：8011）的獨立非執行董事，且彼自二零零一年四月十二日至二零二二年四月一日擔任香港聯合交易所有限公司主板上市公司北方礦業股份有限公司（股份代號：0433）的獨立非執行董事。他是英國特許管理會計師公會、澳大利亞註冊管理會計師公會、國際會計師公會、公共會計師公會、英國財務會計師公會、英國皇家醫藥學會、英國皇家統計學會、香港工業總會、香港董事學會、香港環境師學會、營運工程師學會及工廠工程師學會的資深會員。彼亦是香港測量師學會、註冊會計師協會、英國皇家特許環境師協會、香港工程師學會、中國房地產估值師與房地產經紀人學會、美國土木工程師學會、工程及技術學會、美國微生物學會、電氣電子工程師學會、工業與系統工程師學會、美國機械工程師學會、香港仲裁員學會及石油工程師學會會員。

董事及高級管理層的履歷詳情

Biographical Details of Directors and Senior Management

COMPANY SECRETARY

Mr. Ngai Tsz Hin Michael

Mr. Ngai Tsz Hin Michael (“Mr. Ngai”), aged 35, is the company secretary and one of the authorised representatives of the Company with effect from 1 July 2021. Mr. Ngai has over ten years of experience in legal industry and had obtained his Bachelor of Laws and postgraduate certificate in laws from City University of Hong Kong in 2011 and 2012, respectively. He is a practicing solicitor in Hong Kong, and currently a partner of Khoo & Co., and the principal of Michael Ngai & Co. He also serves as a company secretary of various companies listed on the Stock Exchange. Mr. Ngai had taken no less than 15 hours of relevant professional training during YE2023.

SENIOR MANAGEMENT

Mr. Nip Chi Kin

Mr. Nip Chi Kin (“Mr. Nip”), aged 43, is the Financial Controller of the Group since June 2018. He had over 23 years’ experience in auditing, accounting and financial field.

公司秘書

倪子軒先生

倪子軒先生（「倪先生」），三十五歲，為本公司之公司秘書及其中一名授權代表，自二零二一年七月一日起生效。倪先生於法律界擁有逾十年經驗，並分別於二零一一年及二零一二年取得香港城市大學法律學學士學位及法學專業證書。彼為香港執業律師，目前為丘煥法律師事務所的合夥人以及倪子軒律師行的負責人。彼亦擔任多間聯交所上市公司的公司秘書。倪先生於二零二三年度期間接受不少於十五小時的相關專業培訓。

高級管理層

聶志堅先生

聶志堅先生（「聶先生」），四十三歲，自二零一八年六月起為本集團財務總監。彼於審計、會計及財務方面擁有逾二十三年的經驗。

董事會報告

Report of the Directors

The Directors present their annual report and the audited consolidated financial statements for the year ended 30 September 2023.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 23 to the consolidated financial statements.

BUSINESS REVIEW

Business review of the Group is set out in the paragraph headed “Management Discussion and Analysis” of this annual report.

RESULTS

The results of the Group for the year ended 30 September 2023 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 150 to 151.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the year in property, plant and equipment of the Group are set out in note 19 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in share capital of the Company during the reporting period are set out in note 39 to the consolidated financial statements.

董事提呈彼等截至二零二三年九月三十日止年度之年報及經審核綜合財務報表。

主要業務

本公司為一間投資控股公司。其附屬公司之主要業務載於綜合財務報表附註23。

業務回顧

本集團之業務回顧載於本年報「管理層討論及分析」一段。

業績

本集團截至二零二三年九月三十日止年度之業績載於第150至151頁之綜合損益及其他全面收益表內。

物業、廠房及設備

年內本集團之物業、廠房及設備變動詳情載於綜合財務報表附註19。

股本

報告期內本公司之股本變動詳情載於綜合財務報表附註39。

董事會報告

Report of the Directors

DISTRIBUTABLE RESERVE OF THE COMPANY

The share premium of the Company is available for payment or distributions of dividends to its shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distribution or dividend payment the Company is able to pay its debts as they fall due in the ordinary course of business. In accordance with the Company's Articles of Association, dividends can be distributed out of the profits, special reserve and share premium of the Company. No distribution reserves of the Company was recorded as at 30 September 2023 (as at 30 September 2022: Nil).

DIRECTORS

The Directors during the year and up to the date of this report are:

Executive Directors:

Mr. Wang Wenzhou, *Chief Executive Officer*

Mr. Wu Guoming

Mr. Wu Chunyao

(appointed on 30 October 2023)

Mr. Duan Fanfan

(resigned on 30 October 2023)

Non-executive Director:

Mr. Chen Long

(appointed on 21 October 2022)

Independent non-executive Directors:

Mr. Leung Oh Man, Martin

Dr. Chung Ling Cheong Dicky

Dr. Cheng Chak Ho

(appointed on 30 October 2023)

Ms. Lam Yuk Kan Ester

(appointed on 3 October 2022 and resigned on 2 August 2023)

本公司之可分派儲備

本公司可撥充股份溢價以向其股東派付或分派股息，惟須受其組織章程大綱及細則之條文限制，及緊隨分派或派付股息後，本公司方能償還日常業務過程中到期債項。遵照本公司之組織章程細則，本公司可撥充溢利、特別儲備及股份溢價以派發股息。於二零二三年九月三十日，本公司並無錄得可分派儲備（於二零二二年九月三十日：無）。

董事

年內及直至本報告日期，董事為：

執行董事：

王文周先生，*行政總裁*

吳國明先生

武春耀先生

(於二零二三年十月三十日獲委任)

段凡帆先生

(於二零二三年十月三十日辭任)

非執行董事：

陳龍先生

(於二零二二年十月二十一日獲委任)

獨立非執行董事：

梁傲文先生

鍾翎昌博士

鄭澤豪博士

(於二零二三年十月三十日獲委任)

林玉瑾女士

(於二零二二年十月三日獲委任及於二零二三年八月二日辭任)

董事會報告

Report of the Directors

DIRECTORS *(Continued)*

In accordance with the provisions of the Company's Articles of Association, Mr. Wang Wenzhou, Mr. Wu Chunyao and Dr. Cheng Chak Ho will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election. No director has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation). The non-executive Director has a service contract with the Company for a term of two years commencing on the date of respective appointment. Each of the independent non-executive Directors has a service contract with the Company for a term of one year commencing on the date of their respective appointment but is subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Articles of Association of the Company.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed under the section titled "Connected Transactions" below, no Director or connected entity of a Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the holding company of the Company, or any of the Company's subsidiaries or fellow subsidiaries was a party during the year.

As at 30 September 2023, the interests and short positions of each Director and chief executive in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

董事 *(續)*

根據本公司組織章程細則之條文，王文周先生、武春耀先生及鄭澤豪博士將於應屆股東週年大會上輪值退任並符合資格膺選連任。董事概無訂立任何本集團不可於一年內終止而毋須支付補償（法定補償除外）之服務合約。非執行董事與本公司訂立期限為各自各自獲委任日期起計兩年的服務合約。獨立非執行董事各自與本公司訂立服務合約，年期乃自彼等各自獲委任之日起計一年，惟須根據本公司組織章程細則於本公司股東週年大會上輪值退任及連任。

董事於交易、安排或合約之權益

除下文「關連交易」一節所披露者外，概無董事或董事之關連實體於本公司之控股公司或本公司任何附屬公司或同系附屬公司於年內所訂立對本集團業務而言屬重大之任何交易、安排或合約中直接或間接擁有重大權益。

於二零二三年九月三十日，董事及最高行政人員各自於本公司或任何其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有記錄於本公司根據證券及期貨條例第352條須予存置之登記冊，或根據GEM上市規則第5.46條所述董事進行交易之必守標準須另行知會本公司及聯交所之權益及淡倉如下：

董事會報告

Report of the Directors

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS (Continued)

董事於交易、安排或合約之權益 (續)

Interests in the Company

於本公司之權益

The table below sets out the aggregate long positions in the shares, underlying shares and debentures of the Company held by the Directors and chief executives of the Company:

下表載列本公司董事及最高行政人員所持本公司股份、相關股份及債券之好倉總額：

Directors/chief executive 董事／最高行政人員	Corporate Interests 公司權益	Long (L) or short (S) position 好倉(L)或淡倉(S)	Percentage of interests 權益百分比
Mr. Wu Guoming 吳國明先生	16,237,500	L	3.56%
Mr. Wang Wenzhou 王文周先生	5,400,000	L	1.18%

L: Long position

L: 好倉

Save as disclosed above, as at 30 September 2023, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (as defined in Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rule 5.46 of the GEM Listing Rules.

除上文所披露者外，於二零二三年九月三十日，概無本公司董事或最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有記錄於本公司根據證券及期貨條例第352條須予存置之登記冊，或根據GEM上市規則第5.46條所述董事進行交易之必守標準須另行知會本公司及聯交所之任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTEREST AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

主要股東及其他人士於股份及相關股份之權益及淡倉

As at 30 September 2023, according to the register kept by the Company pursuant to section 336 of SFO, and so far as is known to the Directors or chief executive of the Company, no person (other than a Director or a chief executive of the Company) had, or was deemed or taken to have, an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

於二零二三年九月三十日，根據本公司遵照證券及期貨條例第336條而存置之登記冊及就本公司任何董事或最高行政人員所知，概無人士（本公司董事及最高行政人員除外）於股份或相關股份中擁有或被視為擁有須根據證券及期貨條例第XV部第2及第3分部條文向本公司及聯交所披露之權益或淡倉，或記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the “Share Option Scheme”) pursuant to an ordinary resolution passed by the shareholders in the extraordinary general meeting of the Company on 20 August 2020 and refresh the scheme mandate limited of the Share Option Scheme pursuant to an ordinary resolution passed by the shareholders in the annual general meeting of the Company on 16 June 2022. The Share Option Scheme is a long-term incentive scheme of the Company to reward its employees, Directors and other eligible participants for their contributions to the Group and to assist the Group in its recruitment and retention of high-calibre employees and other eligible participants who are instrumental to the growth and development of the Group.

Eligible participants of the Share Option Scheme include: (a) any employee or proposed employee (whether fulltime or part-time and including any executive Director), consultants or advisers of or to the Company, any of its subsidiaries or any invested entity; (b) any non-executive Directors (including independent non-executive Directors) of the Company, any of its subsidiaries or any invested entity; (c) any supplier of goods or services to any member of the Group or any invested entity; (d) any customer of the Group or any invested entity; (e) any person or entity that provides research, development or other technological support to the Group or any invested entity; and (f) any shareholder of any member of the Group or any invested entity or any holder of any securities issued by any member of the Group or any invested entity, and any company wholly owned by one or more persons belonging to any of the above classes.

Subject to the earlier termination of the Share Option Scheme in accordance with the rules thereof, the Share Option Scheme shall remain in force for a period of ten years commencing from the date of adoption.

The maximum number of shares issuable upon the exercise of options granted under the Share Option Scheme and any other share option scheme adopted by the Group (including both exercised or outstanding options) to each grantee within any 12-month period, is limited to 1% of the shares of the Company in issue at any time.

購股權計劃

本公司根據股東於二零二零年八月二十日舉行的本公司股東特別大會上通過的普通決議案採納購股權計劃（「購股權計劃」）並根據股東於二零二二年六月十六日舉行的本公司股東週年大會上通過的普通決議案更新購股權計劃的計劃授權上限。購股權計劃為本公司的一項長期獎勵計劃，以就其僱員、董事及其他合資格參與者對本集團作出的貢獻為彼等提供獎勵，以及協助本集團招募及挽留高質素僱員及對本集團增長及發展至關重要的其他合資格參與者。

購股權計劃的合資格參與者包括：(a)本公司、其任何附屬公司或任何投資實體的任何僱員或擬聘僱員（不論全職或兼職，包括任何執行董事）、諮詢人或顧問；(b)本公司、其任何附屬公司或任何投資實體的任何非執行董事（包括獨立非執行董事）；(c)本集團任何成員公司或任何投資實體的任何貨品或服務供應商；(d)本集團或任何投資實體的任何客戶；(e)為本集團或任何投資實體提供研究、開發或其他技術支援的任何人士或實體；及(f)本集團任何成員公司或任何投資實體的任何股東或本集團任何成員公司或任何投資實體所發行任何證券的任何持有人，以及一名或多名屬於上述任何類別的人士全資擁有的任何公司。

在根據購股權計劃規則提早終止購股權計劃的規限下，購股權計劃自採納日期起十年期間仍然有效。

於任何十二個月期間內，根據購股權計劃及本集團採納的任何其他購股權計劃授出的購股權（包括已行使或尚未行使購股權）獲行使後可向各承授人發行的股份最大數目，以任何時間本公司已發行股份1%為限。

SHARE OPTION SCHEME (Continued)

Share options granted to a Director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive Directors of the Company. In addition, any share options granted to a substantial shareholder or an independent non-executive Director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the closing price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The total number of shares which may be issued upon the exercise of all options (excluding for this purpose options which have lapsed) which have been or may be granted under the Share Option Scheme and any share option scheme of the Group must not in aggregate exceed 45,586,000 shares, representing 10% of the shares of the Company in issue as at the date of approval of the Share Option Scheme and 2% of the shares of the Company in issue as at the end of Reporting Period and the date of approval of this report. The maximum number of shares to be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the shares of the Company in issue from time to time.

The offer of a grant of share options may be accepted within 21 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Directors, which period may commence from the date of the offer of the share options, and ends on a date which is not later than ten years from the date of grant of the share options subject to the provisions for early termination thereof.

購股權計劃 (續)

授予本公司董事、最高行政人員或主要股東或授予彼等任何聯繫人的購股權須提前經本公司獨立非執行董事批准。此外，於任何12個月期間內，授予本公司主要股東或獨立非執行董事或彼等任何聯繫人的任何購股權超過任何時間本公司已發行股份0.1%及總價值（基於授出日期本公司股份之收市價）超過500萬港元，須提前於股東大會上獲股東批准。

根據購股權計劃及本集團任何購股權計劃已授出或可能授出的所有購股權（就此而言，不包括已失效的購股權）獲行使後可能發行的股份總數，合共不得超過45,586,000股股份（相當於購股權計劃獲批准日期本公司已發行股份10%及於報告期末及本報告獲批准日期本公司已發行股份2%）。根據購股權計劃及本集團任何其他購股權計劃已授出但尚未行使的所有尚未行使購股權獲行使後將予發行的股份最大數目，合共不得超過本公司不時已發行股份30%。

授出購股權之要約於要約日期起二十一日內可供接納，惟承授人須支付名義代價合共1港元。已授出購股權之行使期可由董事釐定，其期限可自購股權之要約日期起計及於不遲於購股權授出日期起計滿十年之日屆滿，惟受其提早終止條文所規限。

董事會報告

Report of the Directors

SHARE OPTION SCHEME *(Continued)*

The exercise price of the share options is determinable by the Directors, but shall not be less than the highest of (i) the closing price of the Company's shares as quoted on the Stock Exchange's daily quotations sheet on the date of the offer; (ii) the average closing price of the Company's shares as quoted on the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of offer; and (iii) the nominal value of a share.

As at the date of this report, no share option had been granted under the Share Option Scheme.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the five largest customers of the Group accounted for about 52.3% of the revenue of the Group and the largest customer of the Group accounted for about 19.6% of the total revenue.

During the year, the five largest suppliers of the Group accounted for about 86.8% of the purchases of the Group and the largest supplier of the Group accounted for about 44.7% of the total purchases.

None of the Directors, their associates or any shareholders of the Company (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital), has an interest in any of the Group's five largest customers and suppliers.

購股權計劃 *(續)*

購股權的行使價可由董事釐定，但不得低於以下各項中最高者：(i)於要約日期於聯交所每日報價表所報本公司股份之收市價；(ii)緊接要約日期前五個營業日於聯交所每日報價表所報本公司股份之平均收市價；及(iii)股份之面值。

於本報告日期，並無根據購股權計劃授出購股權。

主要客戶及供應商

年內，本集團五大客戶佔本集團收益約52.3%，而本集團最大客戶則佔總收益約19.6%。

年內，本集團五大供應商佔本集團採購額約86.8%，而本集團最大供應商佔總採購額約44.7%。

概無董事、彼等之聯繫人或本公司任何股東（據董事所知，擁有超逾5%的本公司已發行股本）於本集團任何五大客戶及供應商中擁有權益。

董事會報告

Report of the Directors

CONNECTED TRANSACTIONS

Loan agreements

On 18 January 2023, Yichang Biaodian granted to each of 宜昌美岩能源有限公司 (Yichang Meiyang Energy Co., Ltd.*) (“Yichang Meiyang”) and 宜昌地鉑港能源有限公司 (Yichang Platinum Port Energy Co., Ltd.*) (“Yichang Platinum”) a shareholder’s loan (each a “Shareholder’s Loan”, collectively the “Shareholder’s Loans”) in the amount of RMB10 million. The Company published an announcement in relation to the Shareholder’s Loans on 23 July 2023. As at the date of the announcement dated 23 July 2023, the Shareholder’s Loans have been fully repaid.

As at the date of the Shareholder’s Loans, Yichang Meiyang and Yichang Platinum held respectively 24.49% and 19.59% of the total issued share capital of Yichang Biaodian, which is a subsidiary of the Group. As such, Yichang Meiyang and Yichang Platinum, being substantial shareholders of Yichang Biaodian, were both connected person of the Company, and each of the Shareholders’ Loans constituted a connected transaction of the Company under Chapter 20 of the GEM Listing Rules.

The Company acknowledges that it has failed to publish an announcement in relation to the Shareholder’s Loans at the relevant time. The Company deeply regrets its non-compliance with the GEM Listing Rules but the Company would like to stress that the delay in compliance with the GEM Listing Rules was inadvertent and unintentional.

For details, please refer to the announcement of the Company dated 23 July 2023.

* For reference purposes only, the Chinese names of the PRC entities and terms have been translated into English in this report. In the event of any discrepancies between the Chinese names of the PRC entities and terms and their English translation, the Chinese version shall prevail.

關連交易

貸款協議

於二零二三年一月十八日，宜昌標典向宜昌美岩能源有限公司（「宜昌美岩」）及宜昌地鉑港能源有限公司（「宜昌地鉑」）各自授予股東貸款（各為一份「股東貸款」，統稱為「股東貸款」）人民幣1,000萬元。本公司於二零二三年七月二十三日刊發內容有關股東貸款的公告。於日期為二零二三年七月二十三日的公告日期，股東貸款已悉數償還。

於股東貸款日期，宜昌美岩及宜昌地鉑分別持有宜昌標典已發行股本總額的24.49%及19.59%，而宜昌標典為本集團的一間附屬公司。因此，宜昌標典的主要股東宜昌美岩及宜昌地鉑均為本公司的關連人士，且每份股東貸款構成本公司於GEM上市規則第20章項下的一項關連交易。

本公司獲悉其當時未能就股東貸款刊發公告。本公司深悔於未遵守GEM上市規則，但本公司謹此強調，延遲遵守GEM上市規則實屬無心之失及無意之舉。

詳情請參閱本公司日期為二零二三年七月二十三日的公告。

* 僅供參考，於本報告中，中國實體及專有名詞之中文名稱已譯為英文。倘中國實體及專有名詞之中文名稱與其英文譯文有任何不一致，概以中文版本為準。

董事會報告

Report of the Directors

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 30 September 2023.

RELATED PARTY TRANSACTIONS

During the year ended 30 September 2023, the Group entered into transactions with related parties as set out in note 46 to the consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and within the knowledge of the Directors, as at the date of this report, there is sufficient public float of not less than 25% of the Company's issue shares as required under the GEM Listing Rules.

PRE-EMPTIVE RIGHTS

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

COMPETING INTERESTS

During the year, none of the Directors, the controlling shareholders of the Company (as defined in the GEM Listing Rules) or their respective associates had any business or interest which competed or might compete with the business of the Group nor had any other conflict of interest with the Group.

購買、出售或贖回本公司之上市證券

截至二零二三年九月三十日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

關聯方交易

截至二零二三年九月三十日止年度，誠如綜合財務報表附註46所載，本集團與關聯方訂立交易。

足夠公眾持股量

根據本公司之公開資料及據董事所知，於本報告日期，股份之公眾持股量足夠符合GEM上市規則不少於本公司已發行股份25%之規定。

優先購股權

本公司之組織章程細則或開曼群島法律概無載有任何有關優先購股權之規定，規定本公司須按比例向現有股東提呈發售新股份。

競爭業務權益

年內，本公司各董事、控股股東（定義見GEM上市規則）或彼等各自之聯繫人概無擁有任何與本集團業務構成競爭或可能構成競爭之業務或權益，亦概無與本集團發生任何其他利益衝突。

董事會報告

Report of the Directors

MANAGEMENT CONTRACTS

No contract, other than employment contracts, concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or existed during the year.

REMUNERATION POLICY

The remuneration of the employees of the Group is determined with reference to market terms and the performance, qualifications and experience of the individual employee.

The emoluments of the Directors were recommended by the Human Resources and Remuneration Committee of the Company after considering factors such as the Company's Directors' duties, responsibilities and the operating performance of the Group.

The Company has adopted the Share Option Scheme as an incentive to Directors and eligible employees. Details of the scheme are set out in pages 29 to 31 to this annual report.

EVENTS AFTER THE REPORTING PERIOD

Details of events after the reporting period are set in note 48 to the consolidated financial statements.

PERMITTED INDEMNITY PROVISIONS

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the reporting period. Appropriate insurance cover on Directors' and officers' liabilities has been provided by the Company to cover potential legal actions from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duties.

管理合約

年內，概無訂立或存在任何涉及本集團整體或任何重要部分業務的管理及行政的合約（僱傭合約除外）。

薪酬政策

本集團乃參考市場水平，並按照僱員個人之表現、資歷及經驗釐定僱員薪酬。

本公司人力資源及薪酬委員會於考慮本公司董事之職責、責任及本集團之經營表現等因素後建議董事酬金。

本公司已採納該購股權計劃作為對董事及合資格僱員之獎勵。計劃詳情載於本年報第29至31頁。

報告期後事項

有關報告期後事項之詳情載於綜合財務報表附註48。

許可彌償條文

惠及董事的許可彌償條文目前已生效及於整個報告期有效。本公司已為董事及高級職員提供適當責任保險，以就潛在法律行動向董事及高級職員提供保障，使彼等就各自的職務或履行其職責時因所作出、發生的作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支免受任何損害。

董事會報告

Report of the Directors

AUDITORS

The Company has appointed RSM Hong Kong as the auditors of the Company for the Year with effect from 30 January 2019. There has been no change in auditors since the date of appointment. RSM Hong Kong will retire and, being eligible, offer itself for reappointment at the forthcoming annual general meeting. A resolution to reappoint RSM Hong Kong and to authorize the Directors to fix its remuneration will be proposed at the forthcoming annual general meeting.

On behalf of the Board

Wang Wenzhou

DIRECTOR

29 December 2023

核數師

本公司已委任羅申美會計師事務所為本公司於本年度之核數師，自二零一九年一月三十日起生效。自委任日期以來核數師並無任何變動。羅申美會計師事務所將於應屆股東週年大會上退任，並符合資格膺選續聘。續聘羅申美會計師事務所及授權董事釐定其酬金之決議案將於應屆股東週年大會上提呈。

代表董事會

王文周

董事

二零二三年十二月二十九日

企業管治報告

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance practices. It met all the code provisions of the Corporate Governance Code (“CG Code”) set out in Appendix 15 of the GEM Listing Rules in the year ended 30 September 2023 except for the following deviation:

Under code provision C.2.1 of the CG Code, the roles of chairman and the chief executive should be separate and should not be performed by the same individual. The Company did not appoint a chairman from 19 April 2018. The Board will keep reviewing the current structure from time to time and appoint candidate with suitable knowledge, skill and experience as chairman of the Company, if identified.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealing set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “Required Standard”) as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, all Directors confirmed that they had complied with the Required Standard during the year ended 30 September 2023.

CONFIRMATION OF INDEPENDENCE

The Company confirms it has received from each of its independent non-executive Directors an annual confirmation of his/her independence pursuant to Rule 5.09 of the GEM Listing Rules, and considers that the independent non-executive Directors to be independent.

企業管治常規

本公司致力維持高水平之企業管治常規。於截至二零二三年九月三十日止年度，本公司遵守GEM上市規則附錄十五所載之企業管治守則（「企業管治守則」）之所有守則條文，惟以下偏離者除外：

根據企業管治守則之守則條文第C.2.1條，主席及行政總裁之角色應予分開，不應由同一人士兼任。自二零一八年四月十九日起，本公司並無委任主席。董事會將不時繼續檢討目前架構，並於物色到具備合適知識、技能及經驗之人選時委任有關人選為本公司主席。

董事的證券交易

本公司已採納GEM上市規則第5.48至5.67條所載的交易必守標準（「必守標準」）作為董事進行證券交易之行為守則。經向全體董事作出特定查詢後，全體董事均已確認於截至二零二三年九月三十日止年度彼等已遵守必守標準。

確認獨立性

本公司確認已接獲各獨立非執行董事根據GEM上市規則第5.09條就其獨立性發出之年度確認函，並認為獨立非執行董事均屬獨立人士。

企業管治報告

Corporate Governance Report

BOARD OF DIRECTORS

The Company is governed by a board of Directors (the “Board”) which has the responsibility for leadership and control of the Company. The Directors are collectively responsible for promoting the success of the Group by directing and supervising the Group’s affairs. The Board set strategies and directions for the Group’s activities and lead the Group’s management team through the Directors with a view to developing its business and enhancing shareholder value.

During the year ended 30 September 2023, the Board’s composition and the individual attendance of each Director at the Board meetings, board committee meetings and shareholder meetings during the year ended 30 September 2023 are set out in the table below:

董事會

本公司受董事會（「董事會」）監管，彼等須負責領導及監控本公司。董事負責指示及監督本集團之事務，共同帶領本集團邁向成功。董事會制定本集團業務之策略及方向，並透過董事領導本集團的管理層團隊，使業務得以發展及提升股東價值。

截至二零二三年九月三十日止年度，董事會組成及各位董事於截至二零二三年九月三十日止年度出席董事會會議、董事委員會會議及股東大會的情況載於下表：

		Attendance/Number of Meetings held during the tenure of his/her office in the year 年內出席次數／在彼任內舉行會議次數				
		Board Meeting 董事會會議	Human Resources & Remuneration Committee 人力資源及薪酬委員會	Nomination Committee 提名委員會	Audit Committee 審核委員會	Shareholder Meeting 股東大會
Executive Directors		執行董事				
Mr. Wang Wenzhou, Chief Executive Officer	王文周先生， 行政總裁	1/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Wu Guoming	吳國明先生	1/4	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Mr. Duan Fanfan (resigned on 30 October 2023)	段凡帆先生（於二零二三年 十月三十日辭任）	4/4	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Mr. Wu Chunyao (appointed on 30 October 2023)	武春耀先生（於二零二三年 十月三十日獲委任）	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Non-Executive Director		非執行董事				
Mr. Chen Long (appointed on 21 October 2022)	陳龍先生（於二零二二年 十月二十一日獲委任）	1/4	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Independent Non-Executive Directors		獨立非執行董事				
Mr. Leung Oh Man, Martin	梁傲文先生	2/4	2/2	2/2	4/4	0/1
Dr. Chung Ling Cheong Dicky	鍾翎昌博士	4/4	2/2	2/2	4/4	1/1
Ms. Lam Yuk Kan Ester (appointed on 3 October 2022 and resigned on 2 August 2023)	林玉瑾女士（於二零二二年 十月三日獲委任及 於二零二三年八月二日辭任）	2/3	0/1	0/1	2/4	1/1
Dr. Cheng Chak Ho (appointed on 30 October 2023)	鄭澤豪博士（於二零二三年 十月三十日獲委任）	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用

N/A: Not applicable

不適用：不適用

BOARD OF DIRECTORS *(Continued)*

During the year ended 30 September 2023, the Board held four Board meetings to review, among other matters, the Group's financial and operating performance and discuss the business direction and strategy. Agenda and accompanying board papers were sent to all Directors in a timely manner.

Directors who could not attend in person could participate the Board meetings and Shareholder meetings through other electronic means of communications.

The biographical information of the Directors are set out in the section headed "Biographical Details of Directors and Senior Management" on pages 20 to 24 in this annual report.

The Company is committed to arranging and funding suitable training to all Directors for their continuous professional development. During the year ended 30 September 2023 and up to the date of this report, Mr. Wang Wenzhou, Mr. Wu Guoming, Mr. Wu Chunyao, Mr. Chen Long, Mr. Leung Oh Man, Martin, Dr. Chung Ling Cheong Dicky and Dr. Cheng Chak Ho engaged in business activities in their respective fields as continuous professional development to develop and refresh their knowledge and skills so as to ensure that their contributions to the Board remain informed and relevant. Mr. Leung Oh Man, Martin has participated in continuous professional development programs required by The Hong Kong Institute of Certified Public Accountants. The Directors also participated in other trainings and professional developments such as attending seminars, studying reading materials relating to the Group or its industries and businesses; rules and regulations; business management; or the roles, functions and duties of a listed company director.

董事會 (續)

截至二零二三年九月三十日止年度，董事會舉行四次董事會會議，以檢討（其中包括）本集團的財務及營運表現，並討論業務方針及策略。會議議程及相關董事會文件已及時發送至全體董事。

無法親身出席董事會會議及股東大會的董事可以其他電子通訊方式參與。

董事之履歷資料載於本年報第20至24頁「董事及高級管理層的履歷詳情」一節。

本公司致力就所有董事之持續專業發展安排合適的培訓並提供有關經費。截至二零二三年九月三十日止年度及直至本報告日期，王文周先生、吳國明先生、武春耀先生、陳龍先生、梁傲文先生、鍾翎昌博士及鄭澤豪博士在彼等各自的商務活動範疇內參與持續專業發展，以發展並更新其知識及技能，確保其能繼續具備所需資訊及適切地對董事會作出貢獻。梁傲文先生已按照香港會計師公會的要求參與持續專業發展課程。董事亦參與其他培訓及專業發展，例如出席研討會，閱覽資料文獻，內容有關本集團或其行業及業務；規則及條例；商業管理；或上市公司董事的角色、職能及責任等。

CHIEF EXECUTIVE OFFICER

The Chief Executive Officer is responsible for the leadership of the Board, ensuring its effectiveness in all aspects of its role and for setting its agenda and taking into account any matters proposed by other directors for inclusion in the agenda. Through the Board, he is responsible for ensuring that good corporate governance practices and procedures are followed by the Group.

HUMAN RESOURCES AND REMUNERATION COMMITTEE

The Human Resources and Remuneration Committee (the “Remuneration Committee”) did not hold meetings during the year ended 30 September 2023. The Remuneration Committee has reviewed and approved the Group’s remuneration policy, including that for the executive Directors, and the levels of remuneration paid to executive directors and senior management of the Group. The terms of reference of the Remuneration Committee follow the guidelines set out in the Code and it is responsible for, among other things, making recommendations to the Board on the remuneration packages of individual executive Directors and senior management. The remuneration paid and payable to the Directors for the year ended 30 September 2023 is set out in note 15 to the consolidated financial statements.

The remuneration paid and payable to the senior management excluding directors by band for the year ended 30 September 2023 is set out below:

行政總裁

行政總裁須負責領導董事會，確保董事會能有效地履行其各方面之職務，並須負責釐定議程，以及考慮將其他董事所提出之任何事宜載入議程內。透過董事會，彼負責確保本集團遵守良好的企業管治常規及程序。

人力資源及薪酬委員會

截至二零二三年九月三十日止年度，人力資源及薪酬委員會（「薪酬委員會」）並無舉行會議。薪酬委員會已審閱及批准本集團（包括執行董事）之薪酬政策，及本集團執行董事及高級管理層之薪酬水平。本公司根據守則所載之指引制定薪酬委員會之職權範圍，其職能之一為向董事會建議個別執行董事及高級管理層的薪酬待遇。截至二零二三年九月三十日止年度，已付及應付董事之薪酬載於綜合財務報表附註15。

截至二零二三年九月三十日止年度，已付及應付高級管理層（不包括董事）的薪酬按範圍劃分載列如下：

Remuneration of band	薪酬範圍	Number of Individuals 人數
HK\$0 – HK\$500,000	0港元 – 500,000港元	1

BOARD DIVERSITY

The Board has adopted a policy concerning diversity of Board members (the “Board Diversity Policy”) which is summarised as follows:

The Company is committed to maintaining a highly effective Board which should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of its business. When deciding on the appointment of directors, it is the policy of the Company to consider a number of factors, including but not limited to, gender, age, cultural and educational background, professional experience, and other qualifications, skills and experience which the Company considers that it will make a positive contribution to the performance of the Board.

The Nomination Committee of the Company (the “Nomination Committee”) monitors the implementation of the Board Diversity Policy and reviews it from time to time and shall bring to the attention of the Board any significant issues or recommendations as and when necessary and appropriate. Any reviews, updates and amendments to the Board Diversity Policy shall be approved by the Board.

NOMINATION COMMITTEE

The terms of reference of the Nomination Committee have been determined with reference to the Code. The Nomination Committee is responsible for identifying potential new directors and making recommendations to the Board for decision. A director appointed by the Board is subject to re-election by shareholders at the first annual general meeting after his/her appointment. All Directors are subject to retirement by rotation at least once every 3 years. In accordance with the Company’s Articles of Association, one third of the directors are subject to retirement by rotation and re-election by shareholders at each annual general meeting of the Company.

Potential new Directors are selected with reference to the Board Diversity Policy whenever necessary and appropriate.

The Nomination Committee held two meetings during the year ended 30 September 2023 and work performed included reviewing the structure, size and composition of the Board, the independence of the independent non-executive Directors and the nomination of new Directors.

董事會成員多元化

董事會已採納一項有關董事會成員多元化之政策（「董事會成員多元化政策」），該政策撮要如下：

本公司致力令董事會保持高效效益，務求平衡董事會所具備之技能、經驗及多元化的觀點與角度，配合本公司業務所需。當決定委任董事時，本公司之政策為考慮多項因素，包括（但不限於）性別、年齡、文化及教育背景、專業經驗及本公司認為將對董事會表現帶來正面貢獻之其他資歷、技能及經驗。

本公司之提名委員會（「提名委員會」）監察董事會成員多元化政策之執行，並不時作出檢討，在必要及適當時向董事會提出任何重要事宜或推薦建議。董事會成員多元化政策如有任何檢討、更新及修訂，須經董事會通過。

提名委員會

本公司已參考守則釐定提名委員會之職權範圍。提名委員會負責物色有潛質成為新董事之人士，並就董事會作出決定而提供推薦建議。由董事會委任之董事須於其獲委任後之首屆股東週年大會上經股東重選。所有董事須最少每三年輪值退任一次。根據本公司之組織章程細則，本公司每屆股東週年大會上須有三分之一董事輪值退任及經股東重選。

提名委員會於必要及適當時參考董事會成員多元化政策挑選有潛質成為新董事之人士。

截至二零二三年九月三十日止年度，提名委員會已舉行兩次會議以及所進行的工作包括審閱董事會的架構、規模及組成、獨立非執行董事的獨立性及提名新董事。

企業管治報告

Corporate Governance Report

CORPORATE GOVERNANCE FUNCTIONS

The Board has adopted the terms of reference for corporate governance functions set out in the Code and has delegated the Group's corporate governance functions to the Audit Committee of the Company (the "Audit Committee").

AUDIT COMMITTEE

The terms of reference of the Audit Committee, with the inclusion of the corporate governance functions, follow the guidelines set out in the Code. The Audit Committee is responsible for, among other things, having relationship with the Company's auditors, reviewing the Group's financial information and its financial reporting, financial reporting system, risk management and internal control systems and corporate governance, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function. The Audit Committee reports to the Board any significant issues relating to its terms of reference.

During the year ended 30 September 2023, the Audit Committee held four meetings and work performed included reviewing the Group's quarterly, half-yearly and annual results, its risk management and internal control systems, and corporate governance matters for inclusion in the Company's Annual Report.

AUDITORS' REMUNERATION

The remuneration paid to RSM Hong Kong for audit and non-audit services for the year ended 30 September 2023 amounted to approximately HK\$1,050,000 and approximately HK\$599,000, respectively. The non-audit services provided by RSM Hong Kong to the Group were in relation to certain agreed upon procedures services during the year.

The remuneration paid to RSM Hong Kong for audit and non-audit services for the year ended 30 September 2022 amounted to approximately HK\$1,050,000 and approximately HK\$1,360,000 respectively. The non-audit services provided by RSM Hong Kong to the Group were in relation to certain agreed upon procedures services during the year.

企業管治職能

董事會已採納守則所載有關企業管治職能之職權範圍，並已將本集團之企業管治職能委託予本公司審核委員會（「審核委員會」）。

審核委員會

審核委員會之職權範圍（包括企業管治職能）按照守則所載之指引制定。審核委員會負責（其中包括）與本公司核數師建立關係、審閱本集團之財務資料及其財務報告、財務申報制度、風險管理及內部監控制度以及企業管治，其中包括本集團在會計及財務申報職能方面的資源、員工資歷及經驗、員工培訓課程及有關預算是否足夠。審核委員會向董事會匯報任何與其職權範圍相關之重要事宜。

截至二零二三年九月三十日止年度，審核委員會共舉行四次會議，工作包括審閱本集團之季度、半年度及全年業績，其風險管理及內部監控系統，及刊登於本公司年報內之企業管治事宜。

核數師酬金

截至二零二三年九月三十日止年度，就審核及非審核服務已付羅申美會計師事務所之酬金分別約為1,050,000港元及約599,000港元。羅申美會計師事務所提供予本集團的非審核服務涉及年內若干協定程序服務。

截至二零二二年九月三十日止年度，就審核及非審核服務已付羅申美會計師事務所之酬金分別約為1,050,000港元及約為1,360,000港元。年內羅申美會計師事務所提供予本集團的非審核服務涉及若干協定程序服務。

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group (the “Consolidated Financial Statements”) which give a true and fair view and are in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants. The Directors endeavor to ensure a balanced, clear and understandable assessments of the Group’s performance, position and prospects in financial reporting. Accordingly, appropriate accounting policies are selected and applied consistently; judgments and estimates made are prudent and reasonable.

They are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. The Directors continue to adopt the going concern basis in preparation of the consolidated financial statements and are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group’s ability to continue as a going concern.

The statement of the Company’s auditors about their reporting responsibilities on the Consolidated Financial Statements is set out in the Independent Auditor’s Report on pages 146 to 149.

The auditors did not express an opinion on the consolidated financial statements. As disclosed in note 2 to the consolidated financial statements, the Group has net current liabilities of HK\$92,744,000 as at 30 September 2023 and the Group had operating cash outflow of HK\$3,926,000 for the year then ended. In addition, as at 30 September 2023, the Group had capital commitments amounting to HK\$4,167,000. Besides, the Group was in default of non-convertible bonds of approximately HK\$750,000 which was overdue as of 30 September 2023. These events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern.

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon measures taken by the directors to improve the Group’s financial position, cash flows and profitability and the financial supports from two Directors of the Company, at a level sufficient to finance the working capital requirements of the Group as explained below.

問責及核數

董事承認彼等須負責根據香港會計師公會頒佈之香港財務報告準則編製真實而公平之本集團綜合財務報表（「綜合財務報表」）。董事將盡力確保於財務報告中對本集團之表現、狀況及前景作出平衡、清晰及可理解之評估。因此，選擇及貫徹使用合適之會計政策；所作出之判斷及估計當屬審慎及合理。

他們負責採取一切合理及必須的措施保障本集團的資產及防止及審查欺詐及其他違規行。董事繼續採納持續經營基準以編製綜合財務報表，且並不知悉有任何重大不確定因素涉及可能對本集團作為持續經營實體的能力產生重大疑慮的事件或狀況。

本公司核數師關於其對綜合財務報表申報責任的聲明載於第146至149頁獨立核數師報告。

核數師無法就綜合財務報表發表意見。誠如綜合財務報表附註2所披露，於二零二三年九月三十日，本集團的流動負債淨額為92,744,000港元，且截至該日止年度本集團的經營現金流出為3,926,000港元。此外，於二零二三年九月三十日，本集團的資本承擔為4,167,000港元。此外，截至二零二三年九月三十日，本集團的已逾期違約不可換股債券約為750,000港元。該等事件及情況顯示存在重大不確定性，可能對本集團持續經營的能力產生重大疑慮。

該等綜合財務報表乃按持續經營基準編製，基準之有效性取決於下文所闡述之董事為改善本集團之財務狀況、現金流量及盈利能力而採取之措施以及本公司兩名董事之財務支援是否足以為本集團之營運資金需求提供資金。

ACCOUNTABILITY AND AUDIT *(Continued)*

The Directors have estimated the Group's cash requirements by preparing a Group cashflow forecast for the eighteen-month period ending 31 March 2025. Mr. Wu Guoming ("Mr. Wu"), a shareholder and a director of the Company, and Mr. Wang Wenzhou ("Mr. Wang"), a director of the Company, as at 30 September 2023, have agreed to provide sufficient funds to the Group so that the Group will be able to meet all current obligations as they fall due for the foreseeable future. Mr. Wu and Mr. Wang both agreed to pledge their properties as collaterals, if necessary, to borrow funds to provide financial support to the Group.

However, the auditors were unable to obtain sufficient appropriate audit evidence to satisfy themselves that Mr. Wu and Mr. Wang had the financial resources to provide the required level of financial support to the Group. Mr. Wu and Mr. Wang both agreed to pledge their properties to provide financial support to the Group. Based on the market valuations of the properties, the auditors considered that it was uncertain whether Mr. Wu and Mr. Wang would be able to borrow funds using their properties as collateral at the level necessary to support the Group's liquidity requirements. In addition, they were unable to ascertain whether Mr. Wu and Mr. Wang had any personal liabilities which would affect their credit standing and ability to borrow against the pledged properties. Accordingly, the auditors were unable to determine the appropriateness of preparing the consolidated financial statements on a going concern basis.

問責及核數 *(續)*

董事已通過編製本集團於截至二零二五年三月三十一日止十八個月期間的現金流量預測來估計本集團的現金需求。於二零二三年九月三十日，本公司股東及董事吳國明先生（「吳先生」）及本公司董事王文周先生（「王先生」）已同意向本集團提供充足資金，以便本集團能夠償付可預見未來到期的所有即期債務。吳先生及王先生均已同意於必要時質押其物業作為抵押品，以借入資金為本集團提供財務支援。

然而，核數師無法獲得充足適當審核證據令彼等信納，吳先生及王先生擁有財務資源可向本集團提供所需水平的財務支援。吳先生及王先生均同意質押彼等的物業以向本集團提供財務支援。基於有關物業的市值，核數師認為無法確定吳先生及王先生是否將能夠於必要時使用彼等的物業做抵押品借入資金以支持本集團的流動資金需求。此外，彼等無法確定吳先生及王先生是否有任何個人債務將影響其信譽及以抵押物業借入資金的能力。因此，核數師無法釐定按持續經營基準編製綜合財務報表的適當性。

ACCOUNTABILITY AND AUDIT *(Continued)*

In order to address the uncertainties which may cast doubt regarding the Group's ability to continue as a going concern, the Directors have given careful consideration to the future liquidity and performance of the Group and its available sources of finance to continue as going concern. In the opinion of the Directors, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due in the foreseeable future, based on the cash flow projections of the Group and after taking into consideration the following:

- (1) implementing stronger measures aiming at improving the liquidity and financial position of the Group, including but not limited to closely monitoring the operating costs;
- (2) reviewing and shortening the reporting intervals and improving follow up measures on receivables collection. As at 30 November 2023, approximately HK\$1,751,000, or 11% of our trade receivables as at 30 September 2023 was settled;
- (3) negotiating with non-convertible bondholders to extend the maturity date of the bonds once mature;
- (4) negotiating with the Group's suppliers and related companies to extend the payment terms;
- (5) the Directors of the Company, Mr. Wu and Mr. Wang will continue to provide financial support to the Group including the availability to pledge various properties in Tianjin and Shanghai, the PRC. According to a preliminary valuation summary prepared by an independent valuer, these properties worth over RMB48,000,000. They have undertaken not to require the Company to repay the loans until such time when repayment will not affect the ability of the Group to repay other creditors in the normal course of business; and
- (6) looking for new bank facilities and other borrowings from other banks and financial institutions.

問責及核數 *(續)*

為解決可能對本集團持續經營能力產生疑慮的不確定因素，董事已審慎考慮本集團未來的流動資金及表現及其持續經營的可用資金來源。董事基於本集團現金流預測並考慮到以下各項後認為，本集團於可預見未來將會有充足營運資金為其營運提供資金並於財務責任到期應付時可予兌現：

- (1) 實施更有力的措施，以改善本集團的流動資金及財務狀況，包括但不限於密切監測營運成本；
- (2) 檢討並縮短報告間隔，改善應收賬款的跟進措施。於二零二三年十一月三十日，我們於二零二三年九月三十日的應收貿易賬款中約1,751,000港元或11%已結清；
- (3) 一旦債券到期，即與不可換股債券持有人協商延長到期日；
- (4) 與本集團的供應商及相關公司協商延長付款期限；
- (5) 本公司董事吳先生及王先生將繼續向本集團提供財務支持，包括可質押位於中國天津及上海的多項物業。根據獨立估值師編纂的初步估值概要，該等物業價值超過人民幣48,000,000元。彼等已承諾不要求本公司償還貸款，直至償還貸款不會影響本集團在正常業務過程中償還其他應付賬款的能力；及
- (6) 尋求其他銀行及金融機構的新銀行融資及其他借貸。

ACCOUNTABILITY AND AUDIT *(Continued)*

The management considered that the proposed measures mentioned above, if successful, could improve the Group's liquidity and therefore could help to address the audit matter. However, as the management's assessment of the Group's ability to continue as a going concern for the purposes of preparing the Group's consolidated financial statements for the year ending 30 September 2023 has to take into consideration of the future conditions and circumstances and could only be made at the end of the relevant reporting period, the management is unable to ascertain at this moment whether the audit matter can be removed in the next financial year purely based on the Company's measures above.

The audit committee has discussed with the Company, reviewed the consolidated financial statements for the year ended 30 September 2023, and agreed with the going concern basis of preparation of the consolidated financial statements and to finalise and implement the action plans for addressing the disclaimer of opinion.

The audit committee has also discussed with the Auditors and reviewed the disclaimer of opinion and the basis of disclaimer of opinion.

The Board has, through the Audit Committee, conducted a review of the effectiveness of the Group's risk management and internal control system with an aim to safeguard the shareholders' investment and the Company's assets in compliance with the provisions of the Code. The purpose is to provide reasonable, but not absolute, assurance against material misstatements, errors, losses or fraud, and to manage rather than eliminate risks of failure in achieving the Group's business objectives.

問責及核數 *(續)*

管理層認為，上述建議措施如成功實施，可改善本集團的流動資金，因此有助解決審核事項。然而，由於管理層就編製本集團截至二零二三年九月三十日止年度的綜合財務報表而言對本集團持續經營能力的評估須計及未來狀況及情況，並僅可於相關報告期末作出，故管理層現時無法確定僅根據本公司的上述措施，審核事項可於下一個財政年度剔除。

審核委員會已與本公司討論、審閱截至二零二三年九月三十日止年度的綜合財務報表，並同意編製綜合財務報表的持續經營基準，以及落實並實施解決無法表示意見的行動計劃。

審核委員會亦已與核數師討論並檢討無法表示意見及無法表示意見之基礎。

董事會已按照守則條文，透過審核委員會對本集團風險管理及內部監控系統之效益進行檢討，以保障股東之投資及本公司之資產。目的在於合理而非絕對保證可防範重大失實陳述、錯誤、損失或欺詐，並管理而非消除未能達致本集團業務目標之風險。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and maintaining sound and effective risk management and internal control systems to safeguard the interests of shareholders and the Group's assets. The Board also acknowledges its responsibility for overseeing the Group's risk management, financing reporting, and internal control systems on an ongoing basis and reviewing their effectiveness at least annually through the Audit Committee. The Audit Committee assists the Board in fulfilling its oversight and corporate governance roles in the Group's financial, operational, compliance, risk management and internal controls, and the resourcing of the finance and internal audit functions.

To this end, appropriate policies and controls have been designed and established to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements, and key risks that may impact on the Group's performance are appropriately identified and managed. Besides, management continues to allocate resources for the risk management and internal control systems to provide reasonable, though not absolute, assurance against material misstatement or loss and to manage rather than eliminate the risk of failure to achieve business objectives.

The Board, through the Audit Committee, has delegated the internal audit function to an independent external assurance provider, who has conducted a review on the adequacy and effectiveness of the Group's risk management and internal control systems for the year ended 30 September 2023. The Board considers that the Group's risk management and internal control systems are effective and adequate.

The Board, through the Audit Committee, leads and provides direction to management by laying down strategies and overseeing their implementation by management, monitors the Group's operational and financial performance, and ensures that sound risk management and internal control systems are in place.

風險管理及內部監控

董事會確認須負責評估及釐定董事會為達成本集團策略目標所願承擔的風險性質及程度，及維持完備及有效的風險管理及內部監控系統，以保障股東利益及本集團資產。董事會亦確認須按持續基準負責監督本集團風險管理、財務申報及內部監控系統，並透過審核委員會至少每年檢討其成效。審核委員會協助董事會履行其監察及企業管治職責，涵蓋本集團的財務、營運、合規、風險管理及內部監控以及財務資源及內部審核職能。

為此，適當的政策及監控經已設計及制定，以確保保障資產不會不正當使用或處置，依從及遵守相關規則及規例，根據相關會計標準及監管申報規定保存可靠的財務及會計記錄，以及適當地識別及管理可能影響本集團表現的主要風險。此外，管理層持續就風險管理及內部監控系統配置資源，合理而非絕對保證可防範重大失實陳述或損失，並管理而非消除未能達成業務目標的風險。

董事會透過審核委員會已將內部審核職能授權予一間獨立外聘核證機構，其對本集團於截至二零二三年九月三十日止年度的風險管理及內部監控系統的充足程度及成效進行檢討。董事會認為本集團的風險管理及內部監控系統行之有效及充足。

董事會透過審核委員會領導及指導管理層，其工作包括制定策略及監督管理層執行情況、監控本集團營運及財務表現，以及確保設有完備的風險管理及內部監控系統。

RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

The Board reviewed and was satisfied with the adequacy of the resources, staff qualifications and experience, training programmes, on the Group's accounting, financial reporting and internal audit functions.

The Board, through delegation of its authority to an environmental, social and governance ("ESG") working group, is also responsible for reviewing the Company's corporate social responsibility strategies, principles and policies; setting guidelines, direction and overseeing practices and procedures; and monitoring progress on the Company's corporate social responsibility and related activities.

The following highlights the key risk management measures under the Group's "Three Lines of Defence" model and enhancements made by the Group for the period.

1st line of defence – Risk management

- Management conducted an annual Internal Control Self-Assessment for the period. Management confirmed that appropriate internal control policies and procedures have been established and complied with.
- Various policies, procedures and guidelines are in place with defined authority for effective segregation of duties, controls and risk management, and they are subject to regular review.
- The Group's anti-bribery and anti-corruption guidelines are in place to set out minimum standards in recognizing circumstances which may lead to or give the appearance of involving corruption or unethical business conduct, to help avoid conduct which is clearly prohibited, and to encourage everyone in the Group to seek appropriate guidance promptly when needed.
- The Group's whistleblowing policy is in place to facilitate internal reporting of any malpractice and unethical conduct within the Group without fear of reprisal and victimization.

風險管理及內部監控 (續)

董事會已審閱及信納有關本集團的會計、財務申報及內部審核職能方面的資源、員工資質及經驗、培訓課程為足夠。

董事會透過授權環境、社會及管治（「環境、社會及管治」）工作組亦負責審閱本公司企業社會責任策略、原則及政策；設定指引、方向並監督實踐及程序；及監控本公司企業社會責任及有關活動的進展。

期內，本集團「三道防線」模式下所採納的主要風險管理措施及本集團作出的增強舉措概述如下。

第一道防線－風險管理

- 期內，管理層進行年度內部監控自我評核。管理層確認已設有並遵守適當的內部監控政策及程序。
- 實施及定期檢討多項列明權責的政策、程序和指引，以有效劃分職責、監控及風險管理。
- 本集團實施防止賄賂及防止貪污指引，列出最低標準以助識別可能導致或被認為涉及貪污或不道德業務操守的情況，以助杜絕明文禁止的行為，及鼓勵本集團僱員適時尋求恰當的指引。
- 本集團實施舉報政策，使僱員可毋須畏懼遭報復及迫害而敢於內部舉報本集團任何失當行為及不道德行為。

RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

2nd line of defence – Risk oversight

- The Group's Enterprise Risk Management ("ERM") Policy is developed to outline the principles, governance, roles and responsibilities, and approach within a coherent risk management framework that addresses and prioritizes risks that are material and relevant to the Group's corporate goals.
- The Group's ERM Framework aims to help management assess and manage risks arising from and associated with new business activities and environments, including emerging risks. An integrated risk assessment approach was adopted to address risks across various subsidiaries of the Group, to assess those risks on an integrated group-wide basis.

3rd line of defence – Independent assurance

- The external assurance provider takes up the internal audit function, who is responsible for conducting independent reviews of the adequacy and effectiveness of the Group's internal control systems and reporting the review results regularly to the Board through the Audit Committee.

For internal audit, a risk-based approach is adopted. The three years' work plan of external assurance provider for internal audit, is subject to review annually, covers major activities and processes of the Group's operations, businesses and service units. The results of these audit activities are communicated to the Audit Committee and key members of senior management of the Group. Audit issues are tracked, followed up for proper implementation, and their progress are reported to the Audit Committee and senior management of the Group (as the case may be) periodically. The external assurance provider for internal audit provides independent assurance to the Board, the Audit Committee and the senior management of the Group on the adequacy and effectiveness of internal controls for the Group.

風險管理及內部監控 (續)

第二道防線－風險監察

- 本集團企業風險管理（「企業風險管理」）政策經已制定，列出在一個具一致性的風險管理框架下原則、管治、角色與職責以及方針。該框架用以處理與本集團企業目標相關的重大風險，並為有關風險重要性排序。
- 本集團企業風險管理框架旨在協助管理層評估及管理新業務活動及環境所產生和相關的風險（包括新興風險）。採用綜合風險評估方式處理本集團各附屬公司的風險，並從整體集團層面評估該等風險。

第三道防線－獨立核證

- 外聘核證機構負責內部審核職能，負責對本集團內部監控系統的充足性及成效進行獨立檢討，並透過審核委員會定期向董事會報告檢討結果。

就內部審核而言，本集團採納以風險為本的審核方法。外聘核證機構就內部審核的三年工作計劃（須每年檢討）涵蓋本集團經營、業務及服務單位的主要活動及流程。該等審核工作結果將傳達予本集團審核委員會及高級管理層主要成員。外聘核證機構會追蹤審核事務，於其後跟進，力求妥善實行，並定期向本集團審核委員會及高級管理層（視情況而定）匯報其進展。外聘核證機構就內部審核向本集團董事會、審核委員會及高級管理層提供有關本集團內部監控的充足性及成效的獨立核證。

RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

The Group's ERM Policy is established by the Board as an effective and adequate approach to be applied across the Group to manage the risks associated with its business and operations. This policy is designed to enhance enterprise risk management of the Group through a holistic and integrated framework so that all material risks faced by the Group are identified and appropriately managed to:

- (i) promote consistent risk identification, measurement, reporting and mitigation;
- (ii) set a common risk language to avoid any conflicting terminology or confusion in risk reporting;
- (iii) develop and communicate policies on enterprise risk management and controls aligned with the business strategy; and
- (iv) enhance reporting to provide transparency of risks across the Group.

The Company has adopted policies and procedures for assessing and, where prudent, improving the effectiveness of its risk management and internal control systems, including requiring the management of the Group at least annually to assess whether the risk management and internal control systems are functioning effectively in the belief that this will enhance the corporate governance of the Company and its business practices in the future.

The Company regulates the handling and dissemination of inside information as set out in the Code of Conduct to ensure inside information remains confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made.

風險管理及內部監控 (續)

本集團企業風險管理政策由董事會制定並視之為一項有效的方式，為於本集團內充分地管理與其業務及營運相關的風險。該政策旨在透過一個全面及綜合的框架加強本集團企業風險管理，使本集團可識別及妥善管理其面對的所有重大風險，以達致以下目的：

- (i) 推行一致的風險識別、計量、報告及紓減措施；
- (ii) 建立共通的風險語言，避免風險匯報時於用語上構成任何矛盾或混淆；
- (iii) 制定及傳達符合業務策略的企業風險管理及監控政策；及
- (iv) 加強匯報以提高本集團所面對風險的透明度。

本公司已採納多項政策及程序，以評估及審慎地提高風險管理及內部監控系統的成效，包括要求本集團管理層須至少每年評估風險管理及內部監控系統是否有效運作。本公司相信，這將有助提升本公司日後的企業管治及商業慣例。

本公司對操守守則所載的內幕消息的處理和發佈進行規範，以確保內幕消息在獲適當批准披露前一直保密，並確保有效及一致地發佈有關消息。

企業管治報告

Corporate Governance Report

COMPANY SECRETARY

Mr. Ngai Tsz Hin Michael, the company secretary of the Company, has complied with the relevant professional training under Rules 5.15 of the GEM Listing Rules during the year ended 30 September 2023.

COMPLIANCE OFFICER

Mr. Wang Wenzhou is the compliance officer of the Company. His biographical details are set out in Biographical Details of Directors and Senior Management on page 20 of this report.

DIVIDEND POLICY

The Company seeks to maintain a balance between meeting the shareholders' expectations and prudent capital management with a sustainable dividend policy. The Company's dividend policy aims to allow shareholders to participate in the Company's profit and for the Company to retain adequate reserves for future growth. In proposing any dividend payout, the Company would consider various factors including the Company and the Group's actual and expected financial performance, the Group's current and future operations, the level of the Group's debts to equity ratio, liquidity position and capital requirement of the Group, general market conditions and any other factors that the Board deems appropriate.

公司秘書

截至二零二三年九月三十日止年度，本公司之公司秘書倪子軒先生已遵守GEM上市規則第5.15條進行相關專業培訓。

規章主任

王文周先生為本公司之規章主任。其履歷詳情載於本報告第20頁之董事及高級管理層的履歷詳情。

股息政策

本公司尋求於達致股東預期以及具可持續股息政策之審慎資本管理之間維持平衡。本公司之股息政策旨在令股東參與分享本公司之溢利，並令本公司保留充足儲備以供未來增長之用。於建議派付任何股息時，本公司將考慮多項因素，包括本公司及本集團之實際及預期財務表現、本集團之目前及未來營運、本集團之債務權益比率水平、本集團之流動資金狀況及資本需要、整體市況以及董事會視為適當之任何其他因素。

COMMUNICATIONS WITH SHAREHOLDERS

The Company maintains a non-going dialogue with its shareholders through various channels including announcements and annual, interim and quarterly reports published on its website at www.globalstrategicgroup.com.hk and the Company's general meetings. All shareholders are encouraged to attend general meetings and they may put to the Board any enquiries about the Group through its website at www.globalstrategicgroup.com.hk or in writing sent to the principal office of the Company at Room 803, 8/F., Wanchai Central Building, 89 Lockhart Road, Wan Chai, Hong Kong. The Directors, company secretary or other appropriate members of senior management respond to enquiries from shareholders promptly. The Chief Executive Officer, chairmen of board committees (or their respective delegates) and external auditors attend the annual general meeting and are available to answer questions raised by shareholders. Shareholders may also access the Company's corporate website for the Group's information.

Pursuant to Article 58 of the Company's Articles of Association, shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business (including any proposals) specified in such requisition, and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in the same manner.

股東通訊

本公司與其股東一直透過不同渠道保持溝通，包括於公司網站 www.globalstrategicgroup.com.hk 刊登公告及全年、中期及季度報告以及舉行本公司股東大會。本公司鼓勵所有股東出席股東大會，股東可透過公司網站 www.globalstrategicgroup.com.hk，或以書面形式送交本公司之主要辦事處香港灣仔駱克道89號灣仔中匯大廈8樓803室，向董事會提問有關本集團之事宜。董事、公司秘書或其他合適高級管理層成員將盡快回答股東提問。行政總裁、董事會轄下委員會之主席（或彼等各自代表）及外聘核數師均出席股東週年大會，並回答股東提問。股東亦可登入本公司之公司網站查閱本集團的資料。

根據本公司組織章程細則第58條，任何於呈遞要求日期持有不少於本公司實繳股本（附有於本公司股東大會投票權利）十分之一的股東，於任何時候均有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項（包括任何建議）；該大會應於呈遞該要求後兩個月內舉行。倘呈遞後二十一日內董事會未開始召開該大會，則呈遞要求人士可自行以同樣方式作出此舉。

CONSTITUTIONAL DOCUMENTS

A special resolution was passed at the annual general meeting held on 14 April 2023 to adopt the amended articles of association of the Company for the purposes of, among others, (i) bringing the existing Articles of Association in line with the amendments made to Appendix 3 of the GEM Listing Rules and applicable laws of the Cayman Islands; (ii) providing flexibility to the Company in relation to the conduct of general meetings by allowing the Company to hold hybrid or electronic general meetings of shareholders; and (iii) making other consequential and housekeeping changes. Memorandum and Articles of Association of the Company is available on both the websites of the Stock Exchange and the Company.

章程文件

於二零二三年四月十四日召開的股東週年大會上通過特別決議案採納本公司經修訂組織章程細則，以（其中包括）(i)使現有組織章程細則與GEM上市規則附錄三的修訂及開曼群島適用法律相符；(ii)使本公司可更靈活進行股東大會，容許本公司召開混合或電子股東大會；及(iii)作出其他後續及內部修訂。本公司的組織章程大綱及細則可於聯交所網站及本公司網站查閱。

環境、社會及管治報告

Environmental, Social and Governance Report

I. PREAMBLE

As an investment holding company, Global Strategic Group Limited (the “Company”) with its subsidiaries (collectively, “the Group”) engages in a wide range of businesses, including the natural gas supply and pipeline installation, and provision of leasing business of the steel support axial force servo system in the People’s Republic of China (the “PRC”).

The past years have witnessed a profound reshaping of the world, impacting individuals and societies on an unprecedented scale. In addition to health and safety, other emerging crises, such as climate change, environmental degradation, resource scarcity, and economic stability, are still imminent.

Entering 2023, the world is gradually emerging from the unprecedented challenges posed by the COVID-19 Pandemic (the “pandemic”). The return to a new normal in production and daily life brings a growing energy demand, exceeding the patterns of the past two years. This juncture presents an invaluable opportunity for the Group to not only meet the rising energy needs but also to elevate the quality of life for individuals by ensuring a secure, diversified, and dependable energy supply.

Meanwhile, China attaches great importance to its response to climate change and has adopted several policies and actions to accelerate energy transition, including the “Energy in China’s New Era” (《新時代的中國能源發展》) and “Energy Production and Consumption Transition Strategy” (《能源生產和消費革命戰略》). The Group is committed to staying in line with national and international goals and seizing the opportunity to satisfy the immediate energy demands while reducing its impacts on the environment and its exposures to climate change.

During the past year, the Group remained steadfast in its mission of creating a positive impact on the society, advancing sustainable practices, and delivering shared values to its stakeholders. The Group has incorporated the principle of sustainability into its strategy and business operations, aiming to enhance its sustainability performance while fulfilling its environmental and social responsibility.

I. 前言

作為一家投資控股公司，環球戰略集團有限公司（「本公司」）及其子公司（統稱「本集團」）在中華人民共和國（「中國」）從事廣泛的業務，包括天然氣供應及管道安裝，以及提供鋼支撐軸力伺服系統的租賃業務。

過去幾年，世界發生了深刻的變化，對個人和社會產生了前所未有的影響。除健康和 safety 議題外，氣候變化、環境污染、資源短缺和經濟穩定等其他新出現的危機仍舊迫在眉睫。

邁進二零二三年，世界正逐漸從 COVID-19（「疫情」）帶來的巨大挑戰中恢復過來。隨著生產和日常生活回歸正常態，對於能源的需求較過去兩年也不斷增長。這為本集團提供了寶貴的機遇，不僅可以滿足日益增長的能源需求，同時也能夠通過為人們提供安全、多元化和可靠的能源供應來提高人們的生活質量。

同時，中國高度重視應對氣候變化，已採取包括《新時代的中國能源發展》和《能源生產和消費革命戰略》等多項政策和措施以加速能源轉型。本集團致力於與國家和國際目標保持一致，並抓住機會滿足當今的能源需求，同時努力減少對環境的影響及暴露在氣候變化下的風險。

在過去的一年，本集團堅定不移地履行其使命，致力為社會帶來積極影響、推動可持續實踐並為利益相關者創造共享價值。本集團已將可持續發展原則融入集團戰略與業務營運中，以提升可持續發展績效，同時履行其環境和社會責任。

環境、社會及管治報告

Environmental, Social and Governance Report

II. ABOUT THIS REPORT

In compliance with the requirement under Appendix 20 – Environmental, Social and Governance Reporting Guide (“ESG Guide”) of the GEM Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), the Group is pleased to present its Environmental, Social and Governance (“ESG”) Report for the financial year from 1 October 2022 and ended 30 September 2023 (“FY2023” or “the year under review”), which demonstrates the Group’s approach and performance in terms of ESG management and corporate sustainable development for FY2023 under “Comply or Explain” provision.

Boundary Setting

Adopting the operational control approach, the Group defines the scope of this ESG Report based on the discrete analysis of its business operations in FY2023. The Group includes in the reporting boundary the headquarter office in Hong Kong, its Sales and leasing business in Shanghai and its Natural gas operations in Yichang the PRC, which represented the majority of the Group’s annual revenue. The Group considers these operating segments as relatively significant after an in-depth analysis of its business impacts from economic, environmental, and social perspectives. Given the application of the Materiality principle, the operations of Independent financial advisory are not included.

For corporate governance-related information, please refer to the Corporate Governance Report of the Group’s 2023 Annual Report.

Reporting Principles

This report has been prepared against the Reporting Principles outlined in the ESG Guide of the Stock Exchange. Given the reporting principles that underpin the preparation of the ESG report, the main ESG performance of the Group in FY2023 has been determined and presented by following the principles of Materiality, Quantitative, Balance, and Consistency.

II. 關於本報告

本集團遵守香港聯合交易所有限公司（「聯交所」）創業板上市規則附錄二十一《環境、社會及管治報告指南》（「ESG指南」）及「不遵守或解釋」條文，欣然呈獻其自二零二二年十月一日至二零二三年九月三十日止（「二零二三財年」或「回顧年度」）的環境、社會及管治（「ESG」）報告，以展示本集團於二零二三財年在ESG管理及企業可持續發展方面的方針和表現。

邊界設定

本集團採用營運控制法，根據對二零二三財年業務營運的審慎分析，確定報告的範圍。因此，本集團將位於香港的總部辦事處、位於上海的銷售和租賃業務及其位於中國宜昌的天然氣業務（佔本集團年度收入的大部分）包括在報告範圍內。本集團從經濟、環境及社會角度深入分析其業務影響後，認為該三處營運相對重要。考慮到重要性原則的應用，獨立財務顧問的業務並不包括在本報告內。

對於企業管治的相關信息，請參閱本集團二零二三年年報中的企業管治報告。

報告原則

本報告按聯交所於ESG指南中列出的報告原則編製。由於報告原則是編製ESG報告的基礎，因此，本集團已遵循重要性、量化、平衡和一致性的原則，確定並展示本集團於二零二三財年ESG的主要績效。

II. ABOUT THIS REPORT *(Continued)*

Reporting Principles *(Continued)*

Materiality:

The Group emphasised the principle of Materiality to identify the ESG issues that have the most significant impacts and are most relevant to the Group's operations. In FY2023, the Group conducted its annual materiality assessment through online questionnaires and communicating with its well-selected stakeholder representatives to collect their expectations and feedback for ESG issues. The assessment results were then handed to the board of directors (the "Board") for review. The outcomes that were approved and verified by the leaders of the Group form the base of the content of this ESG report and guide the sustainability strategy and actions of the Group in the future. For more information, please refer to the section on Materiality Assessment.

Quantitative:

To demonstrate the principle of Quantitative, the environmental and social performance of the Group are organised and disclosed in terms of various Key Performance Indicators ("KPIs"), including emissions, consumption of natural resources, and employment information, ensuring that stakeholders have a deep understanding of the Group's ESG performance. The relevant sources of the assumptions and conversion factors used are listed clearly in the footnote of the corresponding performance tables.

Balance:

To present an unbiased and complete picture of its ESG performance to the readers and stakeholders, the Group adheres to the principle of Balance to transparently reveal its sustainability performance for both outstanding achievements and areas for improvement in FY2023.

II. 關於本報告 *(續)*

報告原則 *(續)*

重要性：

本集團根據重要性原則以識別對其營運影響最重大、最相關的ESG議題。於二零二三財年，本集團通過線上問卷調查及諮詢關鍵的利益相關者，收集其對ESG議題的期望和反饋，以此開展年度重要性評估。評估結果隨後提交董事會（「董事會」）審閱。經本集團領導認可和核實的結果構成了本ESG報告的基礎內容，並指導本集團未來的可持續發展戰略和行動。詳情請參閱重要性評估章節。

量化：

為體現量化原則，本集團的環境和社會績效依照一系列關鍵績效指標（「關鍵績效指標」）進行組織和披露，包括排放、自然資源消耗、僱傭資訊等，以確保利益相關者對其環境和社會績效有深入的了解。計算中所使用的假設和換算系數的相關來源已在對相應的績效表註腳中明確列出。

平衡：

為了向讀者和利益相關者呈現公正、完整的ESG表現，本集團堅持平衡原則，透明地披露在二零二三財年於可持續性表現方面取得的突出成就和改進空間。

環境、社會及管治報告

Environmental, Social and Governance Report

II. ABOUT THIS REPORT *(Continued)*

Reporting Principles *(Continued)*

Consistency:

The Group maintains the disclosure framework and methodology for data calculation over these years to allow peer benchmarking and meaningful comparison across years. In case of any significant changes in the disclosure standards or other key reporting elements, clear explanations will be provided in the corresponding sections to facilitate the understanding of the readers and stakeholders.

Information Disclosure

The information presented in the ESG report was collected from various sources, including official documents, statistics, and internal policies across the Group's subsidiaries. It also incorporates verifiable evidence of the implementation of ESG practices in the Group, feedback from staff collected through online surveys that included both quantitative and qualitative questions aligned with the reporting framework and verified data relating to the Group's annual performance in business operations and sustainable development. A complete index table is available at the end of the ESG report for the reader's convenience to check its integrity.

The Group will publish the ESG Report in respect of the financial year ended 30 September 2023 on the websites of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.globalstrategicgroup.com.hk) at the same time as its Annual Report is published. The ESG Report will be accessible under the "Investor Relations" section of the Company's website.

This Report is prepared in both English and Chinese. Should there be any conflict or inconsistency, the English version shall prevail.

II. 關於本報告 *(續)*

報告原則 *(續)*

一致性：

為便於與同行比較及進行有意義的跨年度比較，本集團多年來採用一致的披露框架和數據計算方法。如果報告框架或其他關鍵報告要素有任何重大變化，將在相應章節中作出明確解釋，以便讀者和利益相關者理解。

信息披露

本報告中的信息通過多種渠道收集，包括本集團不同子公司的正式文件、統計數據和內部政策。同時納入了本集團實施ESG方面措施的事實證據、員工通過基於報告框架設定的在線調查以定量和定性形式提供的反饋意見，以及本集團在業務營運和可持續發展方面經過驗證的年度數據。本報告末尾提供了完整的報告披露索引，以方便讀者檢查其完整性。

本集團將於發佈其年報的同時，在香港交易所網站(www.hkexnews.hk)及公司網站(www.globalstrategicgroup.com.hk)刊發其截至二零二三年九月三十日之財年的ESG報告。本ESG報告可在公司網站的「投資者資訊」欄目下進行查閱。

本報告以英文和中文編寫。如有任何衝突或不一致之處，以英文本為準。

III. APPROACH TO SUSTAINABILITY

Over the years, Global Strategic has adhered to the highest standards and strived to maintain a strong corporate governance and management system. To deliver long-term sustainable value to all stakeholders, the Group regularly strengthens its practices and measures under the oversight and monitoring of the Board. The Group's business operations and activities are conducted in line with its core values, including care, integrity, respect, collaboration, transparency, and commitment. The sustainability-focused approach guides the Group's risk management and opportunities identification, with regular stakeholder engagement contributing to continuous improvements of the Group.

As the highest authority holding ultimate responsibilities for the oversight of all ESG-related issues, policies and reporting, the Board holds the overall accountability to oversee the execution of the Group's sustainability strategy in a top-to-bottom manner. With rich experience and insight, the Board acknowledged the significance of identifying and addressing ESG-related risks and opportunities, particularly those associated with climate-related issues. Among its responsibilities, the Board conducts regular reviews of the Group's internal policies, including the Code of Conduct and Operation Manual, to ensure their alignment with evolving ESG objectives and standards.

The Board strictly supervises the overall governance processes and delegates specific areas of responsibility to the standing committees to enhance the efficient discharge of its obligations. The Management, composed of leaders across the organisation, is responsible for managing and integrating sustainable strategy and policies into daily operations and reporting the updates on the material ESG issues in the Group to the Board.

III. 可持續發展方向

多年來，環球戰略集團有限公司一直堅持最高標準，始終保持強大的企業治理和管理體系。為給所有利益相關者帶來長期可持續的價值，本集團在董事會的監督下，定期加強其實踐和措施。本集團的業務營運和活動均基於其核心價值，包括開懷、正直、尊重、協作、透明度和承諾。以可持續發展為重心的方法為本集團的風險管理和機遇識別提供了指導，利益相關者的定期參與也為本集團的持續改進作出貢獻。

作為最高管理層，董事會對所有與ESG相關議題、政策和報告負有最終監督責任，以自上而下的方式監督集團可持續發展戰略的執行。憑藉其豐富的經驗和洞察力，董事會認識到識別和應對ESG相關風險和機遇的重要性，特別是與氣候相關的風險和機會。此外，董事會負責定期審查集團的內部政策，包括《行為守則》和《操作手冊》，以確保其符合不斷變化的ESG目標和準則。

董事會嚴格監督整個企業治理流程，並將特定領域的職責委派給常設功能委員會以提高其履行職責的效率。管理層由企業內各部門的領導組成，負責將可持續性戰略和政策納入日常營運中，並向董事會匯報集團內重大ESG議題的最新進展。

III. APPROACH TO SUSTAINABILITY (Continued)

III. 可持續發展方向 (續)

ESG Management Structure

ESG管治結構

The Board 董事會

Assumes leadership and advisory role for overseeing the performance and operations of the Group

- Oversees all ESG-related issues and performance in accordance with the Group's core value
- Approves the Group's sustainability strategy and targets
- Responds to solving stakeholder expectations
- Reviews management updates and enterprise risk assessment

擔任監督集團績效和營運的領導和諮詢角色

- 根據集團的核心價值，監控所有與ESG相關議題及績效
- 批准集團的可持續發展戰略及目標
- 應對不斷變化的利益相關者期望
- 審查管理層更新及企業風險評估

Standing Committees 功能委員會

Assist the Board in discharging its duties and responsibilities

- Enhance the Board's understanding and knowledge of the ESG landscape
- Formulate forward-looking plans through monitoring and assessing strategic risk exposure and opportunities identified
- Recommend opportunities to strengthen the goals and targets based on the operational experience learning and feedback

協助董事會履行職責

- 提高董事會對環境、社會及管治格局的了解和認識
- 通過監測和評估識別道德戰略風險敞口和機遇，制定前瞻性計劃
- 根據營運經驗所學及反饋，建議加強目標和指標的機會

Management 管理層

Oversees the enactment of sustainability initiatives across the Group.

- Delivers the strategic direction and targets to be approved by the Board
- Monitors regularly the progress of implementation of the sustainability aspiration plans
- Instils the corporate culture across the organisation

監督整個集團的可持續發展倡議的制定

- 交付戰略方向和目標予董事會批准
- 定期監測可持續發展願景計劃的實施進度
- 在整個組織架構中灌輸企業文化

Business Units 業務部門

Execute the policies according to the top-down instructions.

- Share the cumulative experiences in sustainability building throughout the Group
- Report on the material ESG-related risks and opportunities in daily operations

根據自上而下的指令執行策略

- 分享整個集團在可持續發展方面的累積經驗
- 報告日常運營中與環境、社會及管治相關的重大風險和機遇

Top-down Approach
「自上而下」的管理方法

III. APPROACH TO SUSTAINABILITY *(Continued)*

The Group understands that paving the way toward a more sustainable future requires robust corporate governance and responsible practices. Relying on the top-down management approach, the Group could strengthen the accountability of the Board and management, delivering long-term value for stakeholders and ensuring the strategic objectives are effectively achieved.

Over the years, the Group has undertaken dedicated efforts to minimise its adverse environmental and social impacts during its operations. To ensure the Group's sustainable strategy and practices align with the latest ESG-related policies, the Group has assigned the Finance Department to conduct regular reviews, and external consultants are engaged to convey the latest industrial best practices to the Board, ensuring the leadership is fully aware of evolving sustainable development trends and responds to potential ESG risks promptly.

As the Group understands the importance of setting goals to motivate actions, the Group has set a series of ESG-related targets to measure the progress and performance of the Group. Due to its business nature which mainly focuses on the operations of natural gas intermediate services, the Group has set a set of environmental targets which are specified in the later section of this ESG report. The Board is responsible for keeping track of the completion of targets according to well-defined KPIs, ensuring these targets are aligned with the overall mission of the Group, and adjusting the business strategies as needed. Under the leadership of the Board, the management regularly reviews the Group's governance framework to ensure the implementation of the sustainable practices fulfils the legal requirements and stakeholders' expectations. Details of the Group's management approaches in both the environmental and social aspects are elaborated under different sections of this ESG report.

III. 可持續發展方向 *(續)*

本集團深知，邁向更可持續未來的道路需要健全的企業治理和負責任的實踐。憑藉自上而下的管理方式，本集團能夠強化董事會和管理層的問責制，為利益相關者提供長期價值，確保戰略目標的有效實現。

多年來，本集團致力於最大程度減少營運過程中對環境和社會產生的不利影響。為確保集團的可持續發展戰略及實踐符合最新的ESG相關政策，本集團委派財務部定期進行審查，並聘請外部顧問向董事會傳達最新的行業最佳實踐，確保領導層充分了解不斷演變的可持續發展趨勢並及時應對潛在的ESG風險。

本集團意識到設定目標以激勵實踐的重要性，因此制定了一系列ESG相關的目標來衡量集團的進展和表現。由於其業務性質主要集中於天然氣中游服務，本集團制定了一系列環境目標，並將在本ESG報告的後面部分具體說明。董事會負責根據明確的關鍵績效指標追蹤目標的完成情況，確保這些目標與集團的整體使命保持一致，並根據需要調整業務策略。在董事會的領導下，管理層負責定期審查集團的管治框架，以確保其實踐的落實符合法律要求和利益相關者的期望。本集團在環境及社會方面的管理方法詳情於本報告的不同章節詳述。

III. APPROACH TO SUSTAINABILITY *(Continued)*

Board Statement

Dear valued stakeholders,

At Global Strategic, we have unswervingly sought a sustainable business model and incorporated our ESG leadership across our business approach and operations. On behalf of the Board, I am pleased to present the ESG Report of the Group for the financial year ended 30 September 2023, demonstrating our progress and performance against our ESG goals and our commitment to sustainability actions.

Our Approach and Strategy

As the largest domestic gas supplier in Yichang, the Group is committed to bringing a positive impact to the whole society while providing a stable and reliable gas supply. We recognise that responsible business practices are essential for long-term success and, more importantly, for the well-being of our communities. We embrace sustainable practices across our value chain, from supply chain management to operational efficiency. Through robust governance measures, we ensure accountability, compliance, and ethical conduct in every facet of our business.

III. 可持續發展方向 *(續)*

董事會聲明

尊敬的利益相關者，

在環球戰略集團有限公司，我們堅定不移地尋求可持續的商業模式，並將ESG領導融入我們的業務營運方式。我謹代表董事會欣然向您們呈獻此份截至二零二三年九月三十日財年的ESG報告，以展示我們在ESG目標方面的進展和績效，以及我們對可持續發展行動的承諾。

我們的方針與策略

作為宜昌最大的本土天然氣供應商，本集團致力於在提供穩定可靠的天然氣供應的同時，為社會帶來正面影響。我們認識到，負責任的商業實踐不僅對長期成功至關重要，同時關乎著我們社區的福祉。我們在價值鏈的各個環節，從供應鏈管理到營運效率，都堅持可持續實踐。通過強而有力的治理措施，我們確保集團在業務的各個方面符合問責、合規和道德要求。

III. APPROACH TO SUSTAINABILITY *(Continued)*

Board Statement *(Continued)*

Our Approach and Strategy *(Continued)*

Our approach to ESG is rooted in a proactive engagement with stakeholders, fostering transparent communication and collaboration. Under the oversight of the Board, we identify and prioritise ESG-related risks that may have a significant impact on business operations through annual stakeholder engagement and materiality assessment. In particular, significant attention is given to climate-related risks, which may bring profound implications for both the Group and the local communities. By integrating insights from stakeholder engagements and materiality assessments, the Board ensures that our focus on ESG risks aligns with the expectations of our diverse stakeholder groups and reinforces our commitment to sustainable and responsible business practices. For a comprehensive understanding of our ESG landscape and to enhance the effectiveness of our risk identification and prioritisation efforts, please refer to the Stakeholders Engagement and Materiality Assessment section.

Meanwhile, our overall strategy is a roadmap for innovation, resilience, and responsible resources management. By investing in clean energy solutions, advancing technology-driven initiatives, and prioritising operational safety, we are dedicated to leading the industry towards a more sustainable future. We also collaborate with local communities, governments, and industry partners to deliver holistic and impactful ESG outcomes.

Furthermore, a well-defined division of labour has been established for various material ESG matters in shared responsibility to effectively fulfil our corporate responsibilities. Maximising the working capacity of the Standing Committee, audits on the implementation of ESG measures will be performed as needed. At the same time, the Board will review the outcomes and make well-informed decisions.

III. 可持續發展方向 *(續)*

董事會聲明

我們的方針與策略 *(續)*

我們的ESG方針基於與利益相關者的積極互動，促進透明的溝通與合作。在董事會監督下，我們通過年度利益相關者參與和重要性評估，識別可能對業務營運產生重大影響的ESG相關風險，並將其列為優先事項。我們尤其重視可能對集團和當地社區產生深遠影響的氣候相關風險。通過整合利益相關者參與和重要性評估的見解，董事會確保我們對ESG風險的關注符合不同利益相關者的期望，同時強化集團對可持續和負責任業務實踐的承諾。為全面了解本集團的ESG治理情況並提高風險的識別和優先排序的有效性，請參閱利益相關者參與和重要性評估章節。

同時，我們的總體戰略以創新、恢復力和負責任的資源管理為主要路線。通過投資於清潔能源解決方案、推動技術驅動的倡議，以及優先考慮營運安全，我們致力於引領整個行業邁向更可持續的未來。我們亦與當地社區、政府和商業夥伴合作，以實現全面且具影響力的ESG成果。

此外，為有效地履行我們的企業責任，各項重大ESG事務都有明確的分工，確保集體負責。功能委員會將充分發揮其職能，根據需要對ESG相關措施的落實情況進行審查，並由董事會對結果進行審核，以便在充分知情的情況下做出決策。

III. APPROACH TO SUSTAINABILITY *(Continued)*

Board Statement *(Continued)*

Our Aspirations

Beyond economic success, we envision the Group as a catalyst for positive change. We aspire to be recognised not only for our products but also for the enduring positive impacts we bring to the environment and society. In FY2023, we reviewed our ESG targets to ensure that we adhere to the national and international sustainability goals as well as the overall mission of the Group. In addition to the group-level targets, the designated person in charge of each subsidiary is responsible for developing specific annual targets with the validation of the Board.

During the year under review, the Board and its standing committee focus on monitoring the progress against these targets and the implementation of the relevant practices. In addition, the Board monitors the progress in achieving our aspirations by overseeing corresponding performance disclosure in the ESG Report annually.

Our Climate Resilience

With the increasing global climate-related crisis, there is a growing concern about combating climate change and achieving carbon neutrality. As a company majoring in the natural gas business, we recognise that climate change may pose significant impacts on our business operations. As such, we set up and regularly review our environmental targets based on science and the “30.60” national pledge to ensure we stay ahead of emerging climate-related issues. The Board is also dedicated to maintaining a proactive and adaptive approach to secure the long-term sustainability of Global Strategic.

III. 可持續發展方向 *(續)*

董事會聲明 *(續)*

我們的抱負

除了經濟上的成功，我們亦將集團視為積極變革的催化劑。我們不僅希望我們的產品得到認可，同時希望我們能為環境和社會帶來持久的積極影響。在二零二三財年，我們重新審視了我們ESG相關目標，以確保其符合國家和國際的可持續發展目標以及集團的整體使命。除集團層面的目標外，各子公司的相關負責人亦負責制定年度目標並交由董事會審批。

於回顧年度內，董事會及其常設委員會密切關注這些目標的進展情況以及旨相關措施的落實情況。此外，董事會通過監督ESG報告中相應績效的年度披露來監察實現集團遠景的進程。

我們的氣候適應能力

隨著全球氣候相關危機的加劇，人們越來越關注應對氣候變化和實現碳中和等議題。作為一家主營天然氣業務的公司，我們意識到氣候變化可能對我們的業務營運造成重大影響。因此，我們努力制定以科學為基礎和符合「30.60」國家承諾的環境相關目標，並對其進行定期審查，以確保我們在應對新出現的氣候議題上保持領先。董事會致力於保持積極主動的適應性方法，以確保集團的長期可持續發展。

III. APPROACH TO SUSTAINABILITY *(Continued)*

Board Statement *(Continued)*

Our Climate Resilience *(Continued)*

Our commitment to climate resilience is an ongoing journey of improvement. We are committed to mitigating our environmental impacts through investments in renewable energy and energy efficiency. Simultaneously, we proactively adapt to the changing climate by conducting rigorous risk assessments and implementing strategies to enhance our resilience. Reckoning that climate change mitigation is a shared responsibility, our collaboration with stakeholders, including governments, NGOs, and local communities, reflects our commitment to developing comprehensive strategies that address climate challenges and contribute to the global fight against climate change.

Looking ahead, as the pandemic control has been retrieved and the Group have accumulated rich experience in operation under the new normal, we reaffirm our unwavering commitment to ESG leadership. We remain confident that through collective efforts, the Group will continue to be a driving force for continuous improvement, leading the energy transition and making meaningful contributions to the world.

Last but not least, I would like to take this opportunity to express my sincere gratitude towards our dedicated staff, loyal business partners, understanding shareholders, valuable customers and other stakeholders for continuously supporting us on the way to transitioning towards a more sustainable enterprise.

Wang Wenzhou

Executive Director and Chief Executive Officer

29 December 2023

III. 可持續發展方向 *(續)*

董事會聲明 *(續)*

我們的氣候適應能力 *(續)*

我們對於氣候韌性的承諾是一個不斷改進的過程。我們致力於通過投資可再生能源和提高能源效率來減輕對環境的影響。同時，我們通過嚴格的風險評估和相關戰略的實施來增強集團韌性，從而積極適應不斷變化的氣候。考慮到減緩氣候變是一項共同責任，我們與包括政府、非政府組織和當地社區在內的利益相關者開展合作，制定全面的戰略，為全球應對氣候變化作出貢獻。

展望未來，隨著疫情得到控制，集團在新常態下的營運積累了豐富的經驗，我們再次重申對ESG領導力的堅定承諾。我們相信，通過共同努力，本集團將繼續致力於持續改進，引領能源轉型，為世界作出有意義的貢獻。

最後，我想藉此機會向我們敬業的員工、忠誠的商業夥伴、理解支持的股東、寶貴的客戶和其他利益相關者表達由衷的感謝，感謝他們在我們邁向可持續發展的企業轉型道路上不斷給予支持。

王文周

執行董事兼行政總裁

二零二三年十二月二十九日

IV. STAKEHOLDERS ENGAGEMENT

The Group recognised stakeholder engagement as an essential component of its journey towards responsible and sustainable corporate governance. Through actively engaging with key stakeholders, the Group gains the opportunities to demonstrate transparency, facilitate open and informed dialogues and share its sustainability commitments and achievements. As each stakeholder holds a unique perspective and plays a distinct role in sustainable development, the Group values every chance to hear from the stakeholders and make efforts to address emerging issues.

Regular engagement is arranged for the Group to update new ESG objectives and performance with key stakeholders while collecting their feedback and expectations to enhance the development of sustainability approaches. The results shared in the following section show the meaningful feedback that the Group received from the key stakeholders, including shareholders, employees, customers, suppliers, government, and the general public. The Group maintains stable connections with the stakeholders through their preferred channels for communication in a proactive manner, which are also summarised in the table below.

IV. 利益相關者的參與

本集團認識到利益相關者的參與是其實現負責任和可持續企業治理的重要組成部分。通過積極與主要利益相關者接觸，本集團有機會展示透明度、促進公開和知情對話以及分享可持續發展承諾與成就。由於每個利益相關者都擁有獨特的視角且扮演著不同的角色，本集團珍視每一次聆聽利益相關者意見的機會，並努力應對新出現的議題。

本集團定期與利益相關者接觸以及時向其更新集團的ESG目標與績效，同時收集利益相關者的反饋與期望以增強集團可持續發展的方針。以下部分總結了包括股東、員工、客戶、供應商、政府和公眾在內的主要利益相關者對集團的反饋。本集團通過主要利益相關者的首選溝通渠道，積極主動地與他們保持穩定的聯繫，總結如下表。

Stakeholder group 利益相關者	Engagement channels 溝通渠道	Topics of interest/concern 感興趣／關注的議題
Shareholders 股東	<ul style="list-style-type: none">Annual report 年報Annual general meetings 股東週年大會Corporate website 公司網站Direct communication 直接溝通	<ul style="list-style-type: none">Business strategies and financial performance 業務策略及財務表現Corporate governance 企業管治Business sustainability 業務可持續性Human Resource Allocation 人力資源配置

IV. STAKEHOLDERS ENGAGEMENT *(Continued)*

IV. 利益相關者的參與 *(續)*

Stakeholder group 利益相關者	Engagement channels 溝通渠道	Topics of interest/concern 感興趣／關注的議題
Employees 僱員	<ul style="list-style-type: none"> • Interviews • 面談 • Training sessions • 培訓課程 • Internal memos • 內部備忘錄 	<ul style="list-style-type: none"> • Rights and benefits • 權利及福利 • Employee compensation • 僱員酬金 • Training and development • 培訓及發展 • Working hours • 工作時數 • Occupational health and safety • 職業健康與安全 • Communication effectiveness • 溝通有效性
Customers 顧客	<ul style="list-style-type: none"> • Direct communication and emails • 直接溝通及電郵 • Complaint hotlines • 投訴熱線 • Opinion boxes • 意見箱 • Customer surveys • 客戶調查 	<ul style="list-style-type: none"> • Products and service quality • 產品及服務質量 • Service safety and stability • 服務安全性及穩定性 • Protection of privacy • 私隱保障

環境、社會及管治報告

Environmental, Social and Governance Report

IV. STAKEHOLDERS ENGAGEMENT *(Continued)*

IV. 利益相關者的參與 *(續)*

Stakeholder group 利益相關者	Engagement channels 溝通渠道	Topics of interest/concern 感興趣／關注的議題
Suppliers 供應商	<ul style="list-style-type: none">• Business meetings• 業務會議• Tenders• 投標	<ul style="list-style-type: none">• Fulfilment of promises• 履行承諾• Payment schedule• 付款時間表• Regular updates on business and product requirements• 定期更新業務及產品需求
Government 政府	<ul style="list-style-type: none">• Statutory filings and notification• 法規文件存檔及通知• Regulatory or voluntary disclosures• 監管或自願披露• Tax return• 納稅申報單	<ul style="list-style-type: none">• Compliance with law and regulations• 遵守法律法規• Fulfilment of tax obligation• 履行稅務責任• Environmental protection• 環境保護
General public 公眾	<ul style="list-style-type: none">• Community activities• 社區活動• Corporate donations• 企業捐贈	<ul style="list-style-type: none">• Fair employment opportunities• 公平就業機會• Environmental awareness• 環境保護意識

Materiality Assessment

Since the identified ESG risks and opportunities for the Group vary across different stakeholders with specific backgrounds and concerns, materiality assessment is a fundamental step for the Group to gather and evaluate the feedback of the stakeholders and integrate these insights into the Group's strategy. As such, the Group conducts regular materiality assessments to maintain continuous engagement with its stakeholders.

重要性評估

由於不同利益相關者的背景和關注點各不相同，所識別到的與集團相關的ESG風險和機遇也不盡相同，因此，重要性評估是本集團收集和分析利益相關者反饋，並將這些見解融入集團戰略的基本步驟。本集團定期進行重要性評估，以保持與利益相關者的持續接觸。

IV. STAKEHOLDERS ENGAGEMENT *(Continued)*

Materiality Assessment *(Continued)*

In FY2023, the Group actively engaged with the key stakeholders and invited well-selected stakeholder representatives to participate in a materiality assessment survey conducted by a third-party consultancy agency. Through collecting responses on the questionnaire, which is designed according to the Group's overarching mission and business development, the Group eventually formulated a materiality assessment matrix below, representing the concerns expressed by its stakeholders on ESG matters and empowering the Group to devise more effective ESG management strategies and plans.

The Group adopted a stepwise process for topic identification, prioritisation, and validation to ensure that relevant sustainability topics are being managed and reported in accordance with their materiality.

(1) Identification

With reference to the internationally recognised reporting frameworks, a list of 28 fundamental sustainability topics was identified under the latest sustainability landscape, which were recognised as having potential environmental and social impacts through the Group's operations.

IV. 利益相關者的參與 *(續)*

重要性評估 *(續)*

於二零二三財年，本集團積極與主要利益相關者接觸，邀請其挑選的利益相關者代表進行由第三方諮詢機構發起的重要性評估調查。通過收集根據本集團整體使命和業務發展所設計的調查問卷的回覆，本集團最終制定了以下的重要性評估矩陣。該矩陣反映了利益相關者對ESG相關事宜的切實關注，有助於本集團制定更有效的ESG管理策略與計劃。

本集團採用逐步識別、重要性排序和驗證的流程，確保以重要性為依據，對相關的可持續性議題進行管理和報告。

(1) 識別

參考ESG指南及國際認可的報告框架並結合最新的可持續發展形勢，本集團共整合了28個被認為在本集團營運中對環境及社會產生潛在影響的重要可持續發展議題。

IV. STAKEHOLDERS ENGAGEMENT (Continued)

Materiality Assessment (Continued)

(1) Identification (Continued)

- 1 GHG Emissions
溫室氣體排放
- 2 Energy Management
能源管理
- 3 Water & Wastewater Management
水資源和廢水管理
- 4 Solid Waste Stewardship
固體廢棄物管理
- 5 Climate Change Mitigation & Adaptation
氣候變化緩解和適應
- 6 Renewable and Clean Energy
可再生和清潔能源
- 7 Labour Practices
勞工權益
- 8 Employee Remuneration and Benefits
僱員薪酬條件和福利政策
- 9 Occupational Health and Safety
職業健康與安全
- 10 Employee Development and Training
僱員發展及培訓
- 11 Green Procurement
綠色採購
- 12 Engagement with Suppliers
與供應商的良好溝通
- 13 Environmental and Social
Risk Management of Supply Chain
供應鏈的環境社會風險管理
- 14 Supply Chain Resilience
供應鏈對外部風險的適應性
- 15 Product/Service Quality and Safety
產品／服務質量與安全
- 16 Customer Privacy and Data Security
顧客私隱保護和數據安全
- 17 Marketing and Promotion
營銷和推廣

IV. 利益相關者的參與 (續)

重要性評估 (續)

(1) 識別 (續)

- 18 Intellectual Property Rights
保護知識產權
- 19 Labelling Relating to Products/Services
與產品／服務相關的標籤問題
- 20 Business Ethics & Anti-corruption
商業道德和反腐敗
- 21 Internal Grievance Mechanism
內部申訴機制
- 22 Participation in Philanthropy
公益慈善活動的參與
- 23 Cultivation of Local Employment
促進當地就業
- 24 Support of Local Economic Development
支持本地經濟發展
- 25 Business Model Adaptation and Resilience to
Environmental, Social, Political and Economic
Risks and Opportunities
商業模型對環境、社會、政治和經濟風險和機遇
的適應性和恢復力
- 26 Management of the Legal & Regulatory
Environment (regulation-compliance
management)
法律監管環境變化的應對和管理 (法律合規管
理)
- 27 Critical Incident Risk Responsiveness
突發事件應急風險應對能力
- 28 Systemic Risk Management (e.g., Financial
Crisis)
系統化風險管理 (例如，金融危機)

IV. STAKEHOLDERS ENGAGEMENT (Continued)

IV. 利益相關者的參與 (續)

Materiality Assessment (Continued)

重要性評估 (續)

(2) Prioritisation

(2) 排序

To determine the materiality of the selected ESG topics, an online evaluation survey was distributed among well-selected stakeholder representatives, including general staff, senior management, directors, business partners, and professional organisations, to give their ratings against the list of ESG issues. The material topics were analysed, prioritised, and then mapped on the materiality matrix below to reflect their level of importance.

為確定所選ESG議題的重要性，包括一般員工、高級管理人員、董事、業務合作夥伴和專業組織在內的利益相關者被邀請參加線上評估調查，對ESG議題列表進行評分。本集團將對識別的重要議題進行分析與重要性排序，並於以下重要性矩陣中列出，以反映其重要性。

Stakeholder Engagement Materiality Matrix
利益相關者的參與重要性分析矩陣



- Environmental Impacts 環境影響
- Operating Practices 營運慣例
- Leadership & Governance 領導力和管治
- Employment and Labour Practices 僱傭及勞工常規
- Community Investment 社區投資

IV. STAKEHOLDERS ENGAGEMENT *(Continued)*

Materiality Assessment *(Continued)*

(2) Prioritisation *(Continued)*

According to the outcome of the materiality analysis matrix, the Group identified five ESG issues that were of great significance to both the Group and its stakeholders, namely “Business Ethics and Anti-corruption”, “Internal Grievance Mechanism”, “Business Model Adaptation and Resilience to Environmental, Social, Political and Economic Risks and Opportunities”, “Systemic Risk Management” and “Occupational Health and Safety”.

(3) Validation

The results of the materiality assessment that was reviewed and validated by the Board enabled the Group to objectively pinpoint and prioritise the most significant and relevant sustainability issues, as well as establish appropriate and effective management policies and internal control systems to address ESG matters.

IV. 利益相關者的參與 *(續)*

重要性評估 *(續)*

(2) 排序 *(續)*

根據重要性分析矩陣的結果，本集團識別了五個對本集團及其利益相關者均具有重大意義ESG議題，即「商業道德和反腐敗」、「內部申訴機制」、「商業模型對環境、社會、政治和經濟風險和機遇的適應性和恢復力」、「系統化風險管理」和「職業健康與安全」。

(3) 驗證

重要性評估的結果經由董事會審閱及驗證，使本集團能夠客觀地確定並優先考慮其最重要及相關的可持續發展議題，並針對其ESG事宜制定適當有效的管理政策和內部監控系統。

IV. STAKEHOLDERS ENGAGEMENT (Continued)

Supporting the Sustainable Development Goals (SDGs)

Launched in 2015 by the United Nations, the 17 SDGs are a set of goals, targets, and indicators to guide countries and organisations in creating a sustainable world by 2030. Besides the top material issues, the Group believes that its sustainability work should also contribute to and make progress towards most of the SDGs. In FY2023, the Group identified five SDGs that have material alignment to its business and ESG strategy, as shown below:

IV. 利益相關者的參與 (續)

支持可持續發展目標

聯合國於2015年推出的17項可持續發展目標是一系列目標、具體目標和指標，旨在指導各國和組織開展工作，以在2030年之前創建一個可持續發展的世界。除解決首要的重大議題外，本集團認為其可持續發展工作也應有助於在大部分可持續發展目標上取得進展。於二零二三財年，本集團選定了五個與其業務及ESG戰略相符的可持續發展目標，如下所示：



IV. STAKEHOLDERS ENGAGEMENT *(Continued)*

Supporting the Sustainable Development Goals (SDGs)

(Continued)

Referencing the evaluation result of its stakeholders' opinions, "Goal 3: Good Health and Well-being", "Goal 8: Decent Work and Economic Growth", "Goal 9: Industry, Innovation, and Infrastructure", "Goal 10: Reduced Inequalities" and "Goal 11: Sustainable Cities and Communities" were taken as the most concerned goals for the Group's sustainability development. In response to the concerns of its stakeholders, the Group is committed to laying more emphasis and resources on these goals.

IV. 利益相關者的參與 *(續)*

支持可持續發展目標 *(續)*

參考其利益相關者的評估結果，「目標3：良好健康與福祉」、「目標8：體面工作和經濟增長」、「目標9：產業、創新和基礎設施」、「目標10：減少不平等」以及「目標11：可持續城市和社區」被確定為本集團可持續發展最為關注的目標。為回應利益相關者的關注，本集團致力於為實現這些目標投入更多的精力與資源。



Goal 3: Good Health and Well-being

目標三：良好健康與福祉

The Group aspires to be the safest natural gas-related company with zero accident rate.

本集團立志成為最安全、事故為零的天然氣相關企業。

- Implement robust occupational health and safety protocols
- Provide occupational health and safety training to all staff
- Promote the safe use of gas to the public
- Increase the frequency of pipeline safety inspection
- Collaborate with local healthcare organisations
- 實施強有力的職業健康和 safety 協議
- 為所有員工提供職業健康和 safety 培訓
- 向公眾宣傳燃氣安全使用
- 增加管道安全檢查頻率
- 與當地醫療機構合作

IV. STAKEHOLDERS ENGAGEMENT (Continued)

IV. 利益相關者的參與 (續)

Supporting the Sustainable Development Goals (SDGs)
(Continued)

支持可持續發展目標 (續)

8 DECENT WORK AND ECONOMIC GROWTH



8 体面工作和经济增长



Goal 8: Decent Work and Economic Growth

目標八：體面工作和經濟增長

The Group aspires to promote inclusive economic growth and provide decent work for all.

本集團致力於促進包容性經濟增長，為所有人提供體面工作。

- Ensure the equal pay for work of equal value
- Provide decent job opportunities for all women and man, young people and disabled people
- Regularly review and adjust compensation structures
- Increase the number of employees from communities of concern in the workforce
- 確保同工同酬
- 為所有男女、年輕人和殘疾人士提供體面的工作機會
- 定期審查並調整薪酬結構
- 增加工作中受關注群體的員工人數

9 INDUSTRY, INNOVATION AND INFRASTRUCTURE



9 产业、创新和基础设施



Goal 9: Industry, Innovation and Infrastructure

目標九：產業、創新和基礎設施

The Group aspires to support the local development with a focus on affordable and equitable access in view of increasing energy demand.

鑑於日益增長的能源需求，本集團立志支持當地發展，重點關注可負擔和公平的能源獲取。

- Develop reliable, sustainable and resilient infrastructure
- Allocate resources in exploration on innovative technologies
- Invest in upgrading current infrastructures
- Collaborate with suppliers to adopt circular economy practices in the sourcing of raw materials
- 開發可靠、可持續和有韌性的基礎設施
- 分配資源探索創新技術
- 投資升級現有基礎設施
- 與供應商合作，在原材料採購中實踐循環經濟

IV. STAKEHOLDERS ENGAGEMENT (Continued)

IV. 利益相關者的參與 (續)

Supporting the Sustainable Development Goals (SDGs)
(Continued)

支持可持續發展目標 (續)



Goal 10: Reduced Inequalities

目標十：減少不平等

The Group aspires to reduce inequalities and creates a workplace that values diversity and inclusion.

本集團立志減少不平等，營造重視多樣化包容性的工作場所。

- Develop and implement comprehensive diversity and inclusion programs
- Ensure transparency in hiring and promotion processes
- Provide training programs that address unconscious bias and other diversity-related topics
- Regularly review and update compensation structures to ensure equal pay for equal work
- 制定並實施全面的多元化和包容性計劃
- 確保僱傭和晉升流程的透明度
- 提供針對無意識偏見及其他與多元化相關的主題培訓
- 定期審核和更新薪資結構，確保同工同酬



Goal 11: Sustainable Cities and Communities

目標11：可持續城市和社区

The Group aspires to create positive legacy and sustainable futures for the communities where it operates.

本集團立志為其經營所在的社區創造積極的正面效益和可持續的未來

- Provide local job opportunities and pay taxes on time
- Create safe, resilient and sustainable human settlements
- Promote high-efficiency energy use and improve service quality for increasing urban population
- Support initiatives for the preservation of cultural heritage and historical landmarks within urban areas
- 提供本地就業機會並按時納稅
- 創建安全、有韌性和可持續的人類住區
- 促進能源高效利用，為日漸增加的城市人口提高服務質量
- 支持保護城市地區文化遺產和歷史地標的舉措

IV. STAKEHOLDERS ENGAGEMENT *(Continued)*

Stakeholders' feedback

As the Group strives for excellence, stakeholders' feedback is appreciated, especially on topics listed as the highest importance in the materiality assessment and its ESG approach and performance. Readers can share their views with the Group at info@globalstgr.com.hk.

V. ENVIRONMENTAL RESPONSIBILITY

Given the growing concerns about climate change and other environmental crises, the Group has incorporated environmental responsibility into its sustainable strategy and business operations to show its commitment, aiming to reduce its carbon footprint, mitigate environmental impact, and contribute to a more sustainable world. Recognising the importance of long-term sustainability, the Group has formulated internal policies, procedures, and guidelines to standardise the environmental actions and strictly control the organisation's emissions and energy consumption.

This section primarily discloses the Group's policies, practices and performance on emissions, use of resources, the environment and natural resources, as well as climate change in FY2023. For detailed quantitative information regarding different categories of emissions and the use of resources, please refer to Table E1 and Table E2 in the APPENDIX – PERFORMANCE TABLE.

IV. 利益相關者的參與 *(續)*

利益相關者反饋

本集團在追求卓越的過程中，始終歡迎利益相關者的反饋，特別是針對在重要性評估中被列為非常重要的議題，以及集團的ESG方針與表現。讀者可通過本集團的電郵地址info@globalstgr.com.hk分享他們的觀點。

V. 環境責任

鑒於人們對氣候變化和其他環境危機的日益關注，本集團已將環境責任納入其可持續發展戰略和業務營運中，以履行其承諾，為減少碳足跡、減輕環境影響、建設更可持續發展的世界作出貢獻。本集團認識到長期可持續發展的重要性，並制定了內部政策、程序和指南，以規範環保行動，嚴格控制組織的排放和能源消耗。

本節主要披露本集團於二零二三財年在排放、資源利用、環境和天然資源以及氣候變化方面的政策、做法和績效。有關本集團不同類別排放和資源使用的詳細數據，請參閱附錄一績效表一表E1和表E2。

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.1 Emissions

Law compliance

In FY2023, the Group was in compliance with the applicable laws and regulations regarding environmental protection and found no disregard to national or local influential laws in relation to GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste, including but not limited to:

- Environmental Protection Law of the People's Republic of China;
- Law of the People's Republic of China on the Prevention and Control of Atmospheric Pollution;
- Law of the People's Republic of China on Prevention and Control of Water Pollution;

V. 環境責任 (續)

A.1 排放物

法律合規

於二零二三財年，本集團已遵守與環境保護相關的法律法規，且概無發現違反對其有重大影響的廢氣及溫室氣體排放、向水及土地的排污以及有害或無害廢物產生的相關國家或本地法律，包括但不限於：

- 中華人民共和國環境保護法；
- 中華人民共和國大氣污染防治法；
- 中華人民共和國水污染防治法；

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.1 Emissions (Continued)

Law compliance (Continued)

- Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Wastes; and
- Law of the People's Republic of China on Conserving Energy.

In FY2023, air pollutants emitted from the Group including sulphur oxides ("SOx"), nitrogen oxides ("NOx") and particulate matter ("PM") were mainly generated from the vehicles for transportation and operations. Meanwhile, the greenhouse gas ("GHG") emissions were primarily attributed to the combustion of fossil fuels and the consumption of electricity in its business operations. Non-hazardous wastewater discharged by the Group primarily consisted of domestic and industrial wastewater, while no significant amount of hazardous waste or non-hazardous solid waste was recorded during the year under review. The Group's total emissions in FY2023 are summarised in Table E1 in the section APPENDIX – PERFORMANCE TABLE.

V. 環境責任 (續)

A.1 排放物 (續)

法律合規 (續)

- 中華人民共和國固體廢物污染環境防治法；以及
- 中華人民共和國節約能源法。

於二零二三財年，本集團的廢氣污染物主要來自於運輸和營運，即硫氧化物（「SOx」）、氮氧化物（「NOx」）及顆粒物（「PM」）。同時，本集團的溫室氣體（「GHG」）排放主要歸因於化石燃料的燃燒以及其業務營運中的電力消耗。本集團於二零二三財年排放的無害廢水主要為生活及工業污水，而於回顧年度內並無錄得大量有害廢物或無害固體廢物。本集團在二零二三財年的詳細排放表現總結於附錄—績效表—表E1。

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.1 Emissions (Continued)

Air and GHG Emissions

In FY2023, the total air emissions of the Group, which were primarily from vehicle use for transportation and operations, increased significantly as compared with that of the financial year ended 30 September 2022 ("FY2022"). The rise in air emissions was primarily due to the increase in gasoline consumption in vehicle used for business opportunities during the reporting year.

At Global Strategic, the direct emissions (Scope 1) were from the consumption of gasoline for transportation. Regarding the indirect emissions, electricity consumption was the primary source of Scope 2 emissions, while business air travel, freshwater and wastewater treatment arose in daily operations were the main contributors to Scope 3 emissions.

In FY2023, the GHG emissions pattern remained unchanged, with Scope 2 emissions from electricity consumption being the dominant contributor (71%). The total GHG emissions in FY2023 remained substantially constant compared to FY2022, with a slight decrease in Scope 2 emissions and significant increase in Scope 1 and Scope 3 emissions.

V. 環境責任 (續)

A.1 排放物 (續)

廢氣及溫室氣體排放

於二零二三財年，本集團的廢氣排放主要來自運輸和營運中使用的車輛。相較截至二零二二年九月三十日財政年度（「二零二二財年」），總廢氣排放量大幅增加，主要是由於報告年度商用汽油車輛汽油消耗量增加。

在環球戰略集團有限公司，直接排放（範圍一）來自運輸所使用的汽油消耗。在間接排放方面，電力消耗是範圍二排放的主要來源，而範圍三的排放主要來源於商務差旅及日常營運中所使用及排放的淡水和廢水的處理。

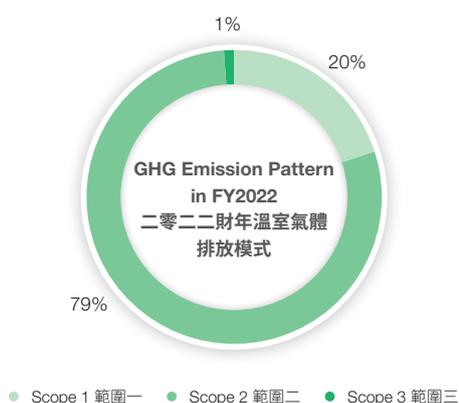
於二零二三財年，溫室氣體排放模式維持不變，以電力使用產生的範圍二排放量為主(71%)。與二零二二財年相比，二零二三財年的溫室氣體排放總量基本維持不變，其中範圍二的排放量略有下降，範圍一和範圍三的排放量則大幅度增加。

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.1 Emissions (Continued)

Air and GHG Emissions (Continued)



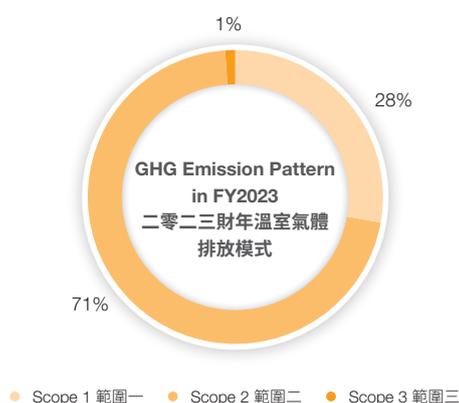
To reduce the direct emissions from vehicles transport, the Group continued its efforts to monitor and control the vehicles use for transportation through measures and approaches including:

- Progressively replace energy-intensive vehicles in the fleet with more environmentally friendly models to improve energy efficiency;
- Strictly enforce fleet maintenance schedules to keep vehicles in optimal working condition and minimise emissions from poorly maintained engines;

V. 環境責任 (續)

A.1 排放物 (續)

廢氣及溫室氣體排放 (續)



為減少運輸車輛產生的直接排放，本集團繼續努力對運輸車輛的使用進行監測和控制，採取的措施和方法包括：

- 逐步以更環保的車型取代車隊中的高耗能車輛，提高能源效率；
- 嚴格執行車隊維護計劃，確保車輛保持最佳使用狀態，最大限度減少因發動機維護不善導致的額外排放；

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.1 Emissions (Continued)

Air and GHG Emissions (Continued)

- Promote fuel-efficient driving practices among drivers, including prohibiting idling engines, maintaining steady vehicle speeds and ensuring proper tire inflation;
- Explore the opportunities in using more efficient energy source alternatives;
- Adopt remote work and telecommuting to reduce unnecessary transportation or travel;
- Establish scientific, standardised reporting and tracking systems to monitor and record emissions data for better decision-making and benchmarking; and
- Cooperate with suppliers and logistics partners to optimise transportation emissions throughout the supply chain.

For indirect emissions, detailed measures taken by the Group to reduce its GHG emissions through electricity conservation are described in A.2 Use of Resources of this report.

V. 環境責任 (續)

A.1 排放物 (續)

廢氣及溫室氣體排放 (續)

- 提倡節約燃油的駕駛習慣，包括禁止引擎空轉、維持穩定車速和確保輪胎充氣正常；
- 探索更高效替代能源的使用機會；
- 採用遠距辦公，減少不必要的商務出行及差旅；
- 建立科學標準化的報告和追蹤系統，監測和記錄排放數據，以便更好地決策和制定基準；以及
- 與供應商和物流夥伴合作，優化整個供應鏈的運輸排放。

關於間接排放方面，本報告A.2資源使用中進一步介紹了本集團通過節電減少溫室氣體排放所採取的具體措施。

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.1 Emissions (Continued)

Solid Waste and Wastewater

Non-hazardous waste

In FY2023, the non-hazardous wastewater and solid waste generated by the Group were mainly domestic wastewater and municipal solid waste from daily operations. The amount of wastewater generated by the Group during the year under review decreased by 61% compared to FY2022. To keep its good performance up, the Group is committed to further controlling its waste discharges and strive for better waste generation and disposal management.

With the promotion of the concept of circular economy and the national waste classification regulation, the Group promotes the “3R principle – Reduce, Reuse and Recycle” through implementing waste reduction policies and practices to minimise the generation of solid waste at the source, including:

- Train employees on proper waste management practices and the importance of waste reduction and recycling;
- Provide reusable cups and cutleries in the offices to minimise the use of disposable items;
- Establish a comprehensive recycling scheme for recyclable material including paper, cardboard, plastics, glass and metals;
- Arrange separable bins for collecting recyclable and non-recyclable solid wastes; and
- Collaborate with professional third parties to collect, clean, process and recycle the sorted solid waste.

V. 環境責任 (續)

A.1 排放物 (續)

固體廢棄物及廢水

無害廢棄物

於二零二三財年，本集團產生的無害廢水及固體廢棄物主要為日常營運產生的生活廢水及都市固體廢棄物。與二零二二財年相比，本集團於回顧年度內產生的廢水量減少61%。為保持良好的表現，本集團致力於加強對廢棄物的產生及處理的管理。

隨著循環經濟理念的推廣和國家廢棄物分類法規的實施，本集團推行「3R原則－減少、重用和回收」，通過落實減廢政策和措施，從源頭最大限度減少固體廢棄物的產生，包括：

- 對員工進行培訓，使其了解正確的廢棄物管理實踐以及減廢和回收的重要性；
- 在辦公室提供可重複使用的杯子和餐具，以盡量減少一次性物品的使用；
- 為可回收材料（包括紙張、紙板、塑膠、玻璃和金屬）制定全面的回收計畫；
- 安排可分離垃圾箱用以收集可回收和不可回收的固體廢棄物；以及
- 與合資格的第三方合作，對分類後的固體廢棄物進行收集、清潔、處理和利用。

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.1 Emissions (Continued)

Solid Waste and Wastewater (Continued)

Non-hazardous waste (Continued)

In FY2023, the Group launched several “waste less” initiatives to enhance its solid waste management practices and promote environmentally responsible disposal methods in the organisation, resulting in cost savings and improved corporate sustainability.

During the year under review, the wastewater discharged from the Group primarily comprised commercial wastewater originating from offices and industrial wastewater from pipe installation operations. The Group complied with the local laws and regulations regarding wastewater discharge and formulated a specific wastewater discharge management method to eliminate the water quality impact of the wastewater. Municipal wastewater from offices is directly discharged into the sewer, while industrial wastewater is scientifically treated and tested on wastewater quality before discharge to ensure its compliance with statutory requirements, including the concentrations of suspended solids, COD (Chemical Oxygen Demand), BOD (Biological Oxygen Demand) and other parameters.

Meanwhile, since wastewater discharge relies heavily on the amount of freshwater that the Group consumes, the Group has also implemented effective measures to reduce water consumption in its daily operations, which are further described in section A.2 Use of Resources.

V. 環境責任 (續)

A.1 排放物 (續)

固體廢棄物及廢水 (續)

無害廢棄物 (續)

於二零二三財年，本集團推出多項「減廢」舉措以加強其固體廢棄物管理實踐，並在組織內推廣對環境負責的廢物處置方法，實現在節約成本的同時提高企業可持續發展。

本集團於回顧年內排放的廢水主要包括辦公室商業廢水及管道安裝作業產生的工業廢水。本集團遵守當地有關廢水排放的法律法規，並已制定具體的廢水排放管理方法，以消除廢水排放對周邊水質的影響。辦公室廢水直接排入下水道，而工業廢水在排放前需要經過科學處理和水質檢測，確保其排放達到有關懸浮固體濃度、COD (化學需氧量)、BOD (生物需氧量) 及其他參數的法定要求。

同時，由於廢水排放主要取決於本集團消耗的淡水量，本集團亦採取有效措施減少日常營運的用水量，詳情請參閱A.2資源使用。

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.1 Emissions (Continued)

Solid Waste and Wastewater (Continued)

Hazardous wastes

The hazardous wastes disposed of by the Group were principally comprised of iron oxide and waste mineral oil from gas pipe installation. The Group adopts clear protocols and conducts regular inspections to strictly monitor the proper handling procedures of hazardous waste at each stage to ensure the secure management of hazardous waste. After collection, all hazardous wastes will be treated and disposed of by authorised professional agencies. In FY2023, the Group did not generate or record any significant amount of hazardous waste.

Noise

The noise generated by the Group mainly came from the operation of construction equipment, such as bulldozers, during pipe installation activities.

In accordance with the Law of the People's Republic of China on Prevention and Control of Pollution from Environmental Noise and other applicable regulations, the Group has implemented measures to control noise during the operations. The Group also designated specialised personnel responsible for conducting routine inspections of the equipment to detect and rectify malfunctions promptly, thereby avoiding excessive noise. Furthermore, the Group has established noise-proof equipment rooms to mitigate and prevent noise pollution.

In FY2023, the Group did not receive any substantial complaints or fines related to noise emissions from its neighbourhood nor the authorities.

V. 環境責任 (續)

A.1 排放物 (續)

固體廢棄物及廢水 (續)

有害廢棄物

本集團所棄置的有害廢棄物主要包括天然氣管道安裝活動中產生的氧化鐵及廢礦物油。本集團採用明確的規程並對其棄置過程進行定期檢查，嚴格監控有害廢棄物各階段的妥善處理程序，以確保有害廢棄物的安全管理。所有有害廢棄物收集後均由授權的專業機構進行處理和處置。於二零二三財年，本集團未產生或記錄任何大量有害廢棄物。

噪音

本集團的噪音主要來自管道安裝活動期間推土機等施工設備的運作。

根據《中華人民共和國環境噪聲污染防治法》及其他適用法規，本集團實施措施對營運過程中產生的噪音進行控制，並指派專職人員負責對設備進行熱場檢查，以及時發現並排除故障，避免產生大量的噪音。此外，本集團亦建立了隔音設備，以減輕和預防噪音污染。

於二零二三財年，本集團未從其周邊地區或相關部門收到任何與噪音排放相關的重大投訴或罰款。

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.2 Use of Resources

In FY2023, the primary resources consumed by the Group were electricity, water, gasoline and paper. Due to its business nature, the use of packaging materials was not material to the Group's operations. Table E2 in the chapter APPENDIX – PERFORMANCE TABLE illustrates the amount of different resources used by the Group in FY2023.

Electricity

In FY2023, the total electricity consumption of the Group amounted to 157 kWh'000 with an intensity of 2.57 kWh'000/employee. Daily operations in the offices and working sites were the primary sources of the electricity consumption of the Group. During the year under review, due to the effective management of electricity consumption, a slight decrease of 12% in total electricity usage was recorded.

In pursuit of better management of electricity consumption, the Group adopted several measures and approaches to ensure all subsidiaries and departments of the Group adhere to its electricity-saving principles, including:

- Turn off all idling electronic equipment, including air conditioners and multimedia systems, when leaving;
- Adopt temperature control for air-conditioners and maintain a constant indoor air temperature of 25-26°C;
- Affix "Saving electricity" labels in prominent places of the workplace to encourage resource conservation;

V. 環境責任 (續)

A.2 資源使用

於二零二三財年，本集團消耗的主要資源為電力、水、汽油和紙張。由於其業務性質，包裝材料的使用對本集團的營運並不重要。於附錄－績效表中表E2載明本集團於二零二三財年使用的不同資源總量。

電力

於二零二三財年，本集團的總用電量為157千個千瓦時，密度為2.57千個千瓦時／員工。本集團的電力消耗主要來自辦公室及工作場地的日常運作。鑒於本集團對電力使用的有效管理，本集團於回顧年度內的總用電量小幅度下降12%。

為了更好地管理用電，本集團採取了多項措施和方法，確保本集團各子公司和部門遵守節電原則，包括：

- 離開時關閉所有閒置的電器，包括空調和多媒體系統；
- 採用空調溫度控制，保持室內空氣溫度恆定在25-26°C；
- 在工作場所顯著位置張貼「節約用電」標籤，鼓勵節約資源；

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.2 Use of Resources (Continued)

Electricity (Continued)

- Replace high electricity consumption equipment with energy-saving ones, such as LED lights;
- Adjust the lighting and ventilation system according to the working area during night production; and
- Arrange regular inspection and maintenance of electrical appliances to ensure their optimal operations.

Other energy resources

During the year under review, the consumption of other energy resources mainly came from gasoline used by the Group for transportation purposes. In FY2023, 15,900 litres of gasoline were consumed by the Group, doubling the amount consumed in FY2022.

Recognising the detrimental environmental impacts of fossil fuel consumption, the Group has remained steadfast in its efforts to control and reduce the use of such fuels by embracing cleaner and more environmentally friendly alternatives. During the year under review, the Group put more emphasis on sustainable solutions by enhancing the energy efficiency of its vehicle fleet and actively exploring opportunities to accelerate the transition towards these cleaner alternatives.

V. 環境責任 (續)

A.2 資源使用 (續)

電力 (續)

- 以LED燈等節能設備取代高耗電設備；
- 夜間生產時，根據工作區域調整照明和通風系統；以及
- 定期檢查和維護電器，以確保其最佳運作。

其他能源

於回顧年度內，其他能源消耗主要來自本集團運輸所使用的汽油。於二零二三財年，本集團消耗15,900升汽油，是二零二二財年汽油消耗量的兩倍。

本集團認識到化石燃料消耗對環境的不利影響，並一直堅定不移地通過採用更清潔、更環保的替代能源來控制和減少此類燃料的使用。於回顧年度內，本集團更加重視可持續發展的解決方案，提高車隊的能源效率，並積極探索加速向更清潔能源轉型的機會。

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.2 Use of Resources (Continued)

Water

In the natural gas business, freshwater was mainly used for filter cleansing and examination of facilities during the operations. As the Group obtained water from municipal supplies, the Group did not face any problems in sourcing water that is fit for its purposes in FY2023. During the year under review, the Group used around 183 m³ of water, which was 61% less than that in the previous year. The reduction was mainly attributed to the practices and initiatives aimed at promoting water conservation and sustainability.

To further strengthen water conservation efforts, the Group is committed to fulfilling its responsibility to improve the utilisation efficiency of water resources in offices and working stations through the implementation of various measures, including but not limited to:

- Educate employees about the awareness of water conservation and provide regular training on water-saving practices;
- Implement technical applications to improve the utilisation efficiency of water resources, including flow controllers, low-flow flushing and rainwater harvesting systems;
- Establish water consumption benchmarks and set reduction targets to track progress and motivate ongoing improvements;
- Conduct monitoring and regular leakage inspection to identify areas of high-water consumption and opportunities for reduction;
- Adjust the water supply according to the seasonal temperature change; and
- Implement systems to recycle and treat wastewater for reuse within the facility and the irrigation of the surrounding farms.

V. 環境責任 (續)

A.2 資源使用 (續)

水

在本集團的天然氣業務中，水主要用於營運期間的過濾器清潔及設施檢查。由於本集團從市政供水中獲取水資源，本集團在二零二三財年在求取適用水源上未遇到任何問題。於回顧年度內，本集團用水量約為183立方米，較上年減少61%。水資源消耗量的下降主要歸功於促進節水和可持續發展的實踐與措施。

為進一步加強節水工作，本集團致力於履行責任，通過實施各項措施，提高辦公室和工作站的水資源利用效率，包括但不限於：

- 對員工進行節水意識教育，定期開展節水實踐培訓；
- 採用提高水資源利用效率的技術應用，包括流量控制器、低流量沖水及雨水收集系統；
- 建立用水基準並設定節水目標，以追蹤節水進度並激勵員工持續改善；
- 進行監測和定期洩檢，以排查耗水量高的區域，識別節水的機會；
- 根據季節氣溫變化調節供水；以及
- 實施廢水回收和處理系統，以便將其在設施內重複利用，並用於周圍農場的灌溉。

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.2 Use of Resources (Continued)

Paper

Paper consumed by the Group was mostly used for its administrative work. In FY2023, the Group consumed around 140 kg of paper, remaining the same level of paper consumption as in FY2022, thanks to the collective efforts of all staff to regulate paper use practices and reduce the consumption of paper-made products.

To further encourage its employees to save paper and other paper-made products, the Group has actively implemented internal practices to promote the concept of “Paperless Office” and “Office Automation”, including but not limited to:

- Promote the use of digital means for file storage, communication and sharing of information;
- Train employees on paper-saving practices and promote a culture of sustainability in the office;
- Set duplex printing as the default mode for most network printers to reduce paper waste;
- Using posters and stickers to remind the staff to avoid unnecessary printing;
- Prioritise the use of paper made from recycled materials; and
- Assign responsible personnel for wastepaper collection and recycling.

V. 環境責任 (續)

A.2 資源使用 (續)

紙張

本集團消耗的紙張主要用於行政工作。於二零二三財年，本集團消耗紙張約140千克，與二零二二財年的紙張消耗水準基本持平。這得益於全體員工共同努力以規範用紙習慣，減少紙製品消耗。

為進一步鼓勵員工節約紙張及其他紙製品，本集團積極推行內部實踐，推廣「無紙化辦公」及「辦公自動化」理念，包括但不限於：

- 推廣使用電子方式進行文件儲存、通訊和資訊分享；
- 對員工進行節約紙張的培訓，並在辦公室內倡導可持續發展文化；
- 將雙面列印設定為多數網絡打印機的默認模式，以減少紙張浪費；
- 使用海報和貼紙提醒員工避免不必要的列印；
- 優先使用回收材料製成的紙張；以及
- 指定專人負責廢紙收集和回收。

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.3 The Environment and Natural Resources

As one of the leading enterprises in natural gas industry, the Group conducts business with a strong commitment to environmental responsibility and adherence to applicable environmental regulations and requirements. In FY2023, although the Group's operations did not cause significant environmental impacts, the Group identified GHG emissions, primarily from the consumption of fossil fuels and electricity, as a relatively more material impacts arose from its operations. To promote sustainability and responsible environmental stewardship, the Group initiated proactive measures aimed at consistently reducing its consumption of environmental and natural resources.

Biodiversity

The Group regards biodiversity preservation as a critical responsibility for its long-term business success and integrates biodiversity considerations into its decision-making and daily operations. To protect wild animals and plants, the Group complied with the relevant laws and regulations and made efforts to avoid operating in ecologically sensitive areas. According to the mitigation hierarchy, avoidance is always the predominant option of the Group, while minimisation, restoration and offset will be considered where applicable. During the year under review, the Group has implemented a set of guidelines and actions to overcome business challenges through natural-based solutions. In the future, the Group will benchmark the leading practices in the industry, including the implementation of vegetation management in pipeline installation. By implementing these practices, the Group could demonstrate its commitment to operating in an environmentally responsible manner and minimising its impact on local ecosystems and biodiversity.

V. 環境責任 (續)

A.3 環境及天然資源

作為天然氣產業的領先企業之一，本集團堅決以對環境負責的方式開展業務，遵守適用的環境法規和要求。於二零二三財年，本集團的營運並未對環境造成重大影響，但本集團識別到由化石燃料和電力消耗所產生的溫室氣體排放對其營運產生相對重大影響。為促進可持續發展和負責任的環境管理，本集團積極採取措施，以持續減少對環境的影響和自然資源的消耗。

生物多樣性

本集團將保護生物多樣性視為其長期業務成功的重要責任，並將生物多樣性考量納入其決策和日常營運。為保護野生動植物，本集團遵守相關法規，努力避免在生態敏感地區開展業務。根據緩解等級，本集團始終將避免影響作為主要選擇，並在適當情況下考慮抑減、恢復和補償等方法。於回顧年度內，本集團實施了一系列指導方針和措施，通過基於自然的解決方案克服業務挑戰。展望未來，本集團將以行業領先實踐為標準，例如在管道安裝中開展植被管理。通過落實這些措施，本集團可以展示其承諾，以對環境負責的方式運作，並最大限度降低對當地生態系統和生物多樣性的影響。

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.3 The Environment and Natural Resources (Continued)

Employee engagement

As the Group continues its commitment to sustainable practices and environmental stewardship, fostering employee engagement becomes a crucial aspect of ensuring the success of these initiatives. To build an eco-conscious culture in the workplace, regular reminders are sent to all staff to enhance their awareness of resource conservation. The Group also encourages employees to choose public transport and car-pool practices for commuting, aiming to ingrain their positive lifestyle and habits.

The Group has spared no effort in promoting a “green lifestyle” and “green workplace” across the organisation. In FY2023, to effectively convey its environmental mission, the Group conducted regular sharing on the Group’s performance and achievement to sustainability, creating a sense of pride and belonging among employees. To encourage employees to take the lead in green initiatives, the Hong Kong office of the Group has been piloting the collection and recycling of wastepaper. Used envelopes are collected and stored in the designated place until a sufficient amount is gathered. The whole batch is then brought to the Wan Chai Recycling Station for recycling at the end of the working week.

V. 環境責任 (續)

A.3 環境及天然資源 (續)

僱員參與

隨著本集團持續致力於可持續實踐和環境管理，促進僱員參與成為確保這些舉措取得成功的關鍵因素。為在工作場所建立生態意識文化，本集團定期向所有員工發出提醒，以提高其資源節約意識。本集團亦鼓勵員工選擇公共交通及拼車出行，培養員工積極的生活方式與習慣。

本集團一直不遺餘力地在整個企業內推廣「綠色生活方式」和「綠色工作場所」。為有效傳達集團的環保使命，本集團於二零二三財年定期分享其在可持續發展方面的表現與成就，增強員工的自豪感和歸屬感。為鼓勵員工參與環保活動，本集團的香港辦事處已帶頭試行廢紙回收及循環利用計劃。員工將用過的信封收集並存放於指定地點，直到一定的數量。在工作周結束後，整批廢紙會運至灣仔回收站（綠在灣仔）進行回收。

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.3 The Environment and Natural Resources (Continued)

Employee engagement (Continued)

WAN CHAI RECYCLING
STATION

綠在灣仔



V. 環境責任 (續)

A.3 環境及天然資源 (續)

僱員參與 (續)



V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.3 The Environment and Natural Resources (Continued)

Targets and actions

In FY2022, the Group set a series of short-term environmental targets to promote itself towards a more environmentally friendly operating model. The Group believes that setting an indefinite short-term target for efficiency enhancement on a yearly basis is more appropriate at this moment. In FY2023, to take further action, the Group has carefully reviewed its past and current performance and updated the specific targets for specific aspects.

V. 環境責任 (續)

A.3 環境及天然資源 (續)

目標及行動

於二零二二財年，本集團制定了一系列短期環境目標，以推動自身邁向更環保的營運模式。本集團相信，當前設定無定限的短期目標以每年提高效率更為合適。為採取進一步行動，本集團於二零二三財年認真審視了過往及當前的表現，並更新了不同方面的具體目標。

Areas 層面	Targets 目標	Progress & Actions 進展與行動
Air Emissions 廢氣排放	The amount of air pollutants emitted per employee in FY2024 should be lower than the corresponding intensity in FY2023. 二零二四財年，每員工的空氣污染物排放量應低於二零二三財年之相應密度。	In FY2023, the intensities of the Group's air emissions (SOx, NOx, and PM) increased drastically by 105%, 104% and 104% respectively due to the increased gasoline consumption. 於二零二三財年，由於汽油消耗量的增加，本集團的廢氣排放 (SOx、NOx和PM) 密度分別大幅上升 105%、104%和104%。 To seek the targets, the Group will focus on reducing unnecessary business travel and adopting more energy efficient vehicles with alternative energy source such as electric vehicles. 為達成其目標，本集團將專注於減少不必要的商務出行，並採用更節能或使用替代能源的車輛 (例如電動車)。

環境、社會及管治報告

Environmental, Social and Governance Report

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.3 The Environment and Natural Resources (Continued)

Targets and actions (Continued)

Areas 層面	Targets 目標
GHG Emissions 溫室氣體排放	<p>The amount of GHG emitted per employee in FY2024 should be lower than the corresponding intensity in FY2023.</p> <p>二零二四財年，每員工的溫室氣體排放量應低於二零二三財年之相應密度。</p>
Water and wastewater 水及廢水	<p>The amount of water consumed, and wastewater discharged per employee in FY2024 should be lower than the corresponding intensities in FY2023.</p> <p>二零二四財年，每員工的用水量及廢水排放量應低於二零二三財年之相應密度。</p>

V. 環境責任 (續)

A.3 環境及天然資源 (續)

目標及行動 (續)

Progress & Actions 進展與行動
<p>In FY2023, the intensity of the Group's total GHG emissions maintained at a similar level.</p> <p>於二零二三財年，本集團的溫室氣體排放總密度維持不變。</p> <p>To further lower its GHG emissions, the Group will strictly control the business practices and adopt cleaner technologies to achieve carbon reduction through minimising the use of fossil fuel, enhancing production efficiency and promoting resources conservation during operations.</p> <p>為進一步降低溫室氣體排放，本集團將嚴格控制其業務營運，採用更清潔的技術，通過盡量減少化石燃料的使用、提高生產效率、促進營運過程中的資源節約來實現減排。</p>
<p>In FY2023, the intensity of water consumed, and wastewater discharged by the Group decreased by 62%, which achieved last year's target.</p> <p>於二零二三財年，本集團的用水密度和廢水排放密度下降了62%，實現了去年的目標。</p> <p>To continue with these targets, the Group further its promotion of 3R principles – reduce, reuse and recycle, and continue its water conservation management through strengthening the water conservation education work and conducting regular leakage test.</p> <p>為持續達成這些目標，本集團將進一步推廣3R原則—減少、重用和回收，並通過加強節水教育工作和定期進行滲漏測試，持續推進節水管理。</p>

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.3 The Environment and Natural Resources *(Continued)*

Targets and actions *(Continued)*

Areas 層面	Targets 目標	Progress & Actions 進展與行動
Paper 紙張	<p>The amount of paper used per employee in FY2024 should be 10% lower than the corresponding intensity in FY2023.</p> <p>二零二四財年，每員工的紙張消耗量應比二零二三財年之相應密度下降10%。</p>	<p>In FY2023, the intensity of paper usage slightly decreased by 2% as compared to the previous year.</p> <p>於二零二三財年，本集團的紙張使用密度較去年小幅下降2%。</p> <p>To take a further step, the Group will continue to encourage the idea of “Paperless Office” and “Office Automation”, improve paper recycling rates and prioritise the procurement of eco-friendly paper.</p> <p>為更進一步，本集團將繼續鼓勵「無紙化辦公室」及「辦公自動化」理念，提高紙張回收率，並優先採購環保紙張。</p>

V. 環境責任 *(續)*

A.3 環境及天然資源 *(續)*

目標及行動 *(續)*

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.3 The Environment and Natural Resources (Continued)

Targets and actions (Continued)

Areas 層面	Targets 目標
Electricity 電力	<p>The amount of electricity used per employee in FY2024 should be 10% lower than the corresponding intensity in FY2023.</p> <p>二零二四財年，每員工的電力消耗量應比二零二三財年之相應密度減下降10%。</p>
Gasoline 汽油	<p>The amount of gasoline used per employee in FY2024 should be lower than the corresponding intensity in FY2023.</p> <p>二零二四財年，每員工的汽油用量應低於二零二三財年之相應密度。</p>

V. 環境責任 (續)

A.3 環境及天然資源 (續)

目標及行動 (續)

Progress & Actions 進展與行動
<p>In FY2023, the intensity of electricity consumption decreased by around 13% as compared to the previous year.</p> <p>於二零二三財年，本集團的用電密度較去年下降約13%。</p> <p>To effectively reduce the electricity consumption, the Group will continue its efforts on strengthening the electricity conservation work among staff, prioritising energy efficient equipment during procurement and implement the guideline to standardise the practice for electricity conservation. 為有效降低用電量，本集團將持續鼓勵員工節約用電工作，優先採購節能設備，落實規範用電指引。</p>
<p>In FY2023, the intensity of gasoline usage significantly increased by 105% as compared to the previous year.</p> <p>於二零二三財年，本集團的汽油使用密度較去年大幅上升105%。</p> <p>To strive for its targets, the Group will continue its active efforts to manage vehicle fuel consumption by promoting responsible driving practices, conducting regular vehicle maintenance, encouraging staff to choose public transportation, as well as adopting digital tools to avoid unnecessary travelling.</p> <p>為達成目標，本集團將繼續積極管理車輛燃油消耗，包括推廣負責任的駕駛習慣、定期保養車輛、鼓勵員工乘坐公共交通工具、以及採用電子工具代替不必要的出行。</p>

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.4 Climate Change

With the growing global concern over the climate-related crisis, the Group recognises that addressing climate change is not only a moral and ethical imperative but also a strategic need for the Group's long-term success and sustainability development. To accelerate the transition to carbon neutrality, the Group is committed to taking further steps to manage its climate risks while identifying relevant business opportunities.

Management Approach

The Group reckons the importance of providing the transparent and comprehensive approach to managing climate-related issues across its operations. As detailed in the chapter APPROACH TO SUSTAINABILITY, the Board of the Group is responsible for overall risk oversight. The Board and Standing Committees also carry the duty to monitor the implementation, progress, and performance of climate mitigation measures through regular reporting of the management.

In addition, the Group also established an advisory panel comprised of experienced professionals on the Board to enhance the Group's resilience to climate change by continuously optimising its management strategies and measures. Furthermore, this designated advisory panel places a particular emphasis on monitoring changes and updates of the international and government policies, especially the "1+N Policy System" of China, which guides the transition to a low-carbon economy. By strengthening its attention on climate policy trends and information, the Group is committed to learning from peer companies and implementing its own-resource finance responses.

V. 環境責任 (續)

A.4 氣候變化

隨著全球對氣候相關危機的日益關注，本集團認識到，應對氣候變化不僅是道德義務，也是集團長期成功和可持續發展的戰略需求。為加速向碳中和轉型，本集團致力於進一步採取措施管理氣候風險，同時識別與業務相關的機遇。

管理方法

本集團認為透明和全面的方針對於管理其營運過程中的氣候相關議題至關重要。正如可持續發展方向章節中所述，本集團董事會負責全面的風險監督。董事會和功能委員會也有責任通過管理層的定期報告，監督氣候緩解措施的落實、進展和績效。

此外，本集團亦成立了由經驗豐富的專業人士組成的顧問小組，通過不斷優化管理測率和措施，增強集團應對氣候變化的抵禦能力。同時，指定的顧問小組負責重點關注國際和政府政策的變化和更新，特別是中國指嚮向低碳經濟轉型的「1+N政策體系」。通過加強對氣候相關政策趨勢和資訊的關注，本集團致力於向同行企業學習，並實施其自身的資源融資應對措施。

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.4 Climate Change (Continued)

Climate Risks and Opportunities

As related concerns raised by an increasing number of stakeholders, studying and disclosing the strategies and measures on climate-related risks and opportunities have become much more critical today. Therefore, referring to the Recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), the Group analysed and summarised the implications of physical and transition climate-related risks and opportunities on its business operations, as shown in the table below.

Risk 風險

Physical Risk
實體風險

- Increase in severity and frequency of extreme weather events such as storms, typhoons, and flood
- 風暴、颱風和洪水等極端事件的嚴重程度和頻率增加
- Rising mean temperature due to global warming
- 全球變暖導致平均氣溫上升
- Change in precipitation pattern and increase in water scarcity
- 降水模式的改變和水資源短缺的加劇

Potential Impact 潛在影響

- Increased frequency and severity of extreme weather events may disrupt normal business operations, damage infrastructures, and lead to supply chain disruptions. For instance, intense storms may degrade transportation infrastructures, thus leading to an unstable supply chain.
- 更頻繁和更強烈的極端天氣事件可能會擾亂本集團正常的業務營運、損壞基礎設施並導致供應鏈不穩。
- The rising temperature could pose negative impacts on the health of staff during summer, especially fieldworkers.
- 氣溫升高在夏季可能對工作人員的健康產生負面影響，尤其是戶外作業人員。

V. 環境責任 (續)

A.4 氣候變化 (續)

氣候風險與機遇

鑒於利益相關者對氣候相關風險的擔憂日益加劇，分析和披露氣候相關風險和機遇的策略和措施在當前變得更加重要。因此，本集團參考氣候相關財務披露工作組的建議，研究並總結了氣候相關的實體和轉型風險與機遇對其業務營運的影響，如下表所示。

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.4 Climate Change (Continued)

Climate Risks and Opportunities (Continued)

Risk

風險

V. 環境責任 (續)

A.4 氣候變化 (續)

氣候風險與機遇 (續)

Potential Impact

潛在影響

-
- Droughts, heavy rainfall and changing precipitation patterns could lead to unstable water supply or even water shortages thus affecting the business operations of the gas station, which relies on having enough water for filter cleansing and examination of facilities.
 - 由於加氣站依賴充足的供水來清洗過濾器 and 進行設施檢查，乾旱、強降雨和降水模式的變化導致的供水不穩定甚至水資源短缺可能會嚴重影響其業務營運。

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.4 Climate Change (Continued)

Climate Risks and Opportunities (Continued)

Risk
風險

Transition Risk
轉型風險

- New environmental regulations and more aggressive emission requirements, such as emissions reduction targets, may come into place
- 新的環境法規和更嚴格的排放要求 (例如減排目標) 有機會出台
- Development of the emerging technologies may increase the operating cost due to unexpected performance
- 新興技術的發展可能會因為意想不到的性能問題而增加營運成本
- Uncertain market signals towards clean energy may bring several negative impacts on the Group, particularly the access to capital
- 市場對清潔能源方面的不確定訊號可能會對集團的融資產生負面影響

V. 環境責任 (續)

A.4 氣候變化 (續)

氣候風險與機遇 (續)

Potential Impact
潛在影響

- Introducing stricter environmental regulations may increase compliance costs for the Group, which might require investments in emission control technologies, procedure modification and additional monitoring and reporting.
- 更嚴格的環保法規可能需要本集團對排放控制技術、流程改進以及額外的監控和報告方面進行投資，導致集團合規成本的增加。
- While the development of emerging technologies holds the potential for more environmentally friendly operations, it can initially increase operating costs and the expenses may not receive financial return as expected.
- 新興技術的發展在集團實現環保營運方面具有潛力，但前期會導致投入成本的增加，而這些領域的支出可能無法獲得預期的財務回報。

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.4 Climate Change (Continued)

Climate Risks and Opportunities (Continued)

Risk
風險

V. 環境責任 (續)

A.4 氣候變化 (續)

氣候風險與機遇 (續)

Potential Impact
潛在影響

- With an unstable global natural gas supply, there are chances that the market may eliminate the reliance on natural gas by investing more in renewable electricity. The Group will be exposed to risks associated with its natural gas business if there are significant hurdles in the market development. Meanwhile, uncertainty in the clean energy market can erode investors' confidence, reducing access to capital as investors seek more predictable and sustainable opportunities.
- 由於全球天然氣供應不穩定，市場有可能通過加大對可再生能源的投資來消除對天然氣的依賴。如果市場發展遇到重大障礙，本集團將面臨與天然氣業務相關的風險。同時，由於投資者傾向尋求更可預測和可持續的機遇，市場對清潔能源方面的不確定性可能會削弱其信心，從而導致集團獲得資本的機會減少。

V. ENVIRONMENTAL RESPONSIBILITY

(Continued)

A.4 Climate Change (Continued)

Climate Risks and Opportunities (Continued)

Opportunity

機遇

- Over the next few decades, energy systems are expected to change dramatically to meet local, national, and global climate goals. Decarbonisation of sectors such as power generation means a higher demand for clean fuels, including natural gas.
- 在未來，能源系統預計將發生巨大變化，以滿足當地、國家和全球的氣候目標。發電等行業的脫碳意味著對天然氣在內的潔淨燃料有更高需求。
- Implementing responsible and sustainable practices in operations, supply chain, and corporate governance can improve the Group's reputation and attract environmentally conscious customers and investors.
- 在營運、供應鏈和企業治理方面實施負責任和可持續的實踐可以提高集團的聲譽並吸引具有環保意識的客戶和投資者。

To get prepared in advance to minimise the potential impacts of climate risks on its operations, the Group is dedicating substantial resources and effort to developing comprehensive plans and management measures.

In the future, to better determine the Group's risk exposure and assess its climate resilience strategies, scenario analysis is planned to be undertaken as suggested by the Recommendations of the TCFD based on the Group's readiness and the Board's consideration of necessity.

V. 環境責任 (續)

A.4 氣候變化 (續)

氣候風險與機遇 (續)

Potential Impact

潛在影響

- Increased stakeholder environmental concerns and shifts in market preferences as guided by the “coal-to-gas” project of the government may boost the Group's business growth with natural gas pipeline installation as its major business.
- 在政府「煤改氣」項目引導下，利益相關者對環境的關注增加以及市場偏好的轉變可能會推動集團以天然氣管道安裝為主營業務的業務發展。
- Demonstrating a commitment to sustainable development and responsible practices enhances the Group's reputation, strengthens its competitiveness among its peers and attracts a broader range of investors.
- 展現對可持續發展和負責任實踐的承諾可以提高集團的聲譽，增強其在同行中的競爭力，吸引更多廣泛的投資者。

為提前做好準備，最大程度降低氣候相關風險對其營運的潛在影響，本集團當前正投入一定的資源和精力以制定全面的計劃和管理措施。

未來，為更好地識別風險敞口並評估其氣候適應策略，本集團計劃根據其準備情況及董事會的必要性考慮，參考氣候相關財務披露工作組的建議進行情景分析。

VI. SOCIAL RESPONSIBILITY

EMPLOYMENT AND LABOUR PRACTICES

B.1 Employment

In the ever-evolving landscape of the natural gas industry, the Group believes that human resources are the greatest assets and remain at the heart of the business success. As part of the corporate sustainable strategy, the Group values the contribution of every employee and is committed to fostering a diverse, inclusive, and dynamic workforce. Recognising that only through efficient recruitment, professional training and management can the Group ensure the best control over the professionalism of its employees, the Group has formulated and implemented various hiring guidelines and practices to standard the hiring procedures and employment systems.

As of the end of FY2023, there were a total of 61 full-time employees, of which the male-to-female ratio is 56:44. For more detailed data about the Group's employees by categorisation, please refer to Table S3 in APPENDIX – PERFORMANCE TABLE.

Law compliance

In FY2023, the Group complied with the applicable laws and regulations in Hong Kong and the PRC that were material to the Group's business, including but not limited to:

- Employment Ordinance (Cap. 57 of the Laws of Hong Kong);
- Employees' Compensation Ordinance (Cap. 282 of the Laws of Hong Kong);
- Labour Law of the People's Republic of China; and
- Labour Contract Law of the People's Republic of China.

VI. 社會責任

僱傭及勞工常規

B.1 僱傭

立足於不斷發展的天然氣行業，本集團相信人力資源是集團最寶貴的資產，並且仍是企業成功的核心。作為企業可持續發展戰略的一部分，本集團重視每一位員工的貢獻，並致力於培養一支多元化、包容和充滿活力的員工隊伍。本集團認識到，只有通過高效的招聘、專業培訓和管理，才能確保對員工專業水平的最佳控制，因此本集團制定並實施了各種招聘相關指引和慣例，以規範招聘流程和僱傭制度。

截至二零二三財年末，本集團共有61名全職員工，其中男女比例為56：44。有關本集團員工分類的更詳細數據，請參閱附錄－績效表－表S3。

法律合規

於二零二三財年，本集團遵守香港及中國適用及對本集團業務重要的法律及法規，包括但不限於：

- 《僱傭條例（香港法例第57章）》；
- 《僱員補償條例（香港法例第282章）》；
- 《中華人民共和國勞動法》；以及
- 《中華人民共和國勞動合同法》。

VI. SOCIAL RESPONSIBILITY (Continued)

EMPLOYMENT AND LABOUR PRACTICES (Continued)

B.1 Employment (Continued)

Law compliance (Continued)

Relevant internal employment policies are periodically updated and revised by the Human Resources (“HR”) Department of the Group to ensure the Group’s employment practices align with the latest laws and regulations.

Recruitment and promotion

The Group believes that talent attraction and retention are critical to maintaining industry competitiveness. Adhering to the principle of “Equal Competition” (“公平競爭”), the Group provides equitable remuneration packages considering the candidates’ performance, personal attributes, working experiences and career aspirations. Additionally, the Group aims to offer competitive compensation and benefits that align with industry standards and peer organisations.

The Group generally leverages online platforms to release recruitment advertisements for positions in demand. In FY2023, the Group mainly posted recruitment information on JobsDB, one of the largest recruitment platforms, to search for competent candidates. In case where there is no suitable candidate identified, the Group will also consider the option of Employment as Professionals in Hong Kong. In addition, the Group collaborates with colleges and universities to hold campus recruitment to attract high-calibre candidates. The HR Department is responsible for overseeing and reviewing all recruitment and promotion process to ensure the most qualified and competent candidates are selected in an orderly and fair manner.

VI. 社會責任 (續)

僱傭及勞工常規 (續)

B.1 僱傭 (續)

法律合規 (續)

為確保本集團的僱傭實踐始終符合最新的法律法規，本集團的人力資源部負責定期審核並更新公司內部的僱傭相關政策。

招聘及晉升

本集團相信，吸納和留住人才是維持行業競爭力的關鍵。本集團秉持「公平競爭」的原則，根據候選人的表現、個人特質、工作經驗及職業志向，提供公平的薪酬待遇。此外，本集團亦致力於提供具有競爭力且符合行業標準和同行企業的薪酬和福利。

本集團一般利用網上平台發佈空缺職位的招聘廣告。於二零二三財年，本集團主要在最大招聘平台之一的JobsDB上發布招聘信息，以尋找能勝任的候選人。倘若未能物色到適合人選，本集團亦會考慮聘用專業人士來港就業。此外，本集團與高等院校合作舉辦校園招聘，吸引高素質人才。人力資源部負責監督和審查所有招聘和晉升流程，以確保有序、公平地選擇最有資質和能力的候選人。

VI. SOCIAL RESPONSIBILITY *(Continued)*

EMPLOYMENT AND LABOUR PRACTICES *(Continued)*

B.1 *Employment (Continued)*

Recruitment and promotion (Continued)

To ensure that all employees can be recognised by the Group with respect to their contributions, the Department Heads and Directors conduct performance appraisal and capacity evaluations for all staff at least once a year. For the eligible worker who has demonstrated outstanding performance and potential, the Group takes proactive steps to provide them with promotion opportunities for career advancement.

Remuneration, compensation and dismissal

In adherence to the relevant laws and regulations of local jurisdictions, the Group designed the internal policies and procedures of remuneration and compensation on the Employee Handbook. According to the internal policy, the monthly salaries are provided at the end of each month, and the annual bonus is given with the directors' approval at the end of each year. The compensation for overtime work is provided upon the approval of supervisors and Department Heads.

In addition, in order to reflect the recognition of employees' efforts and internal incentives, compensation reviews and salary adjustment are regularly conducted with reference to the overall market conditions, inflation rate, profitability of the Group and employee's performance.

VI. 社會責任 *(續)*

僱傭及勞工常規 *(續)*

B.1 僱傭 *(續)*

招聘及晉升 (續)

為確保所有員工的貢獻都能得到本集團的認可，部門主管和董事每年至少對全體員工進行一次績效考核和能力評估。對於表現突出、極具潛力且符合資格的員工，本集團會積極為其提供晉升機會，以促進其職業發展。

薪酬、補償及解僱

本集團依照當地司法管轄的相關法律法規，在「員工手冊」中列明所制定的薪酬及補償相關內部政策和程序。根據內部政策，員工薪金將在每個月底發放，而年度獎金則在每年年底經董事會批准後提供。任何加班工作在獲得主管和部門主管的批准後將給予補償。

此外，為體現對員工努力的認可、增強內部激勵，本集團以整體市場情況、通脹率、本集團的盈利能力及員工表現為參考，定期進行薪酬審查和薪金調整。

VI. SOCIAL RESPONSIBILITY *(Continued)*

EMPLOYMENT AND LABOUR PRACTICES *(Continued)*

B.1 *Employment (Continued)*

Remuneration, compensation and dismissal (Continued)

Moreover, the Group strictly prohibits any kind of unfair or illegitimate dismissal and has made efforts to further standardise the procedures for employee dismissal. The corresponding policies and guidelines for the dismissal of employees have been developed and stipulated in the employment contracts. For those who consistently underperform despite receiving guidance and instructions, verbal warnings will be given, followed by written warning letters. For those who repetitively make the same mistakes and remain untamed despite receiving warning letters, the Group will terminate their employment contracts based on reasonable and lawful grounds according to the relevant laws and regulations. During the year under review, the employee turnover rate of the Group was 19.7%. More detailed breakdown of the turnover data can be found in Table S4 in the APPENDIX – PERFORMANCE TABLE.

Working hours and rest periods

Under the local employment laws and regulations, including “Provisions of the State Council on Employees’ Working Hours”, the employee working hours and rest period are stipulated and agreed upon in the labour contracts for all employees. To enhance the tracking and management of the working hours of all staff, all employees are required to report their daily attendance and record their working hours on the timesheet whenever necessary.

In addition to the basic paid annual level and statutory holidays, employees are also granted supplementary leave benefits, including examination/study leave, sick leave, marriage leave, maternity/paternity leave and consolation leave.

VI. 社會責任 *(續)*

僱傭及勞工常規 *(續)*

B.1 僱傭 *(續)*

薪酬、補償及解僱 (續)

此外，本集團嚴格禁止任何形式的不公平或非法解僱，並致力於進一步規範員工解僱程序。本集團已制定了解僱員工的相應政策並在僱傭合同中明確規定。對於在指導和指示下仍表現不達標的員工，本集團將給予口頭警告，然後發出書面警告信。對於屢次犯同樣錯誤且收到警告信仍不改正的員工，本集團將依據相關法律法規，在合理合法的基礎上終止其僱傭合同。於回顧年內，本集團的員工流失率為19.7%。更多詳細的員工流失率數據細項請參閱附錄—績效表—表S4。

工作時數及假期

根據當地勞動法律法規，包括《國務院關於職工工作時間的規定》，本集團在僱傭合同中釐定其僱傭工作時數及假期安排。為加強對所有員工上班時間的監管，本集團要求所有員工每天上班時打卡，並必要時需要在考勤表上記錄其工作時間。

除基本帶薪年假及法定假日外，僱傭員亦有權享受額外假期福利，如考試／進修假、病假、婚假、產假／待產及喪假等。

VI. SOCIAL RESPONSIBILITY (Continued)

EMPLOYMENT AND LABOUR PRACTICES (Continued)

B.1 Employment (Continued)

Equal-opportunity, diversity, and anti-discrimination

At Global Strategic, the Group is committed to fostering a workplace that values equality and believes a fair, respectful, and inclusive working environment could lead to better achievements and performance. The Group remains steadfast in its dedication to providing equitable opportunities to all employees in recruitment, training, promotion, dismissal, and retirement, regardless of age, gender, race, disability, ethnicity, origin, religion, or other non-job-related elements in all business units.

In addition, the Group holds zero tolerance towards all forms of discrimination, harassment, bullying or any form of abusive behaviour. Therefore, the Group sets up strict internal policies and guidelines in the Code of Conduct to ensure every employee is treated fairly.

The Group has established confidential reporting mechanisms for employees to report any incidents of discrimination or harassment to the Department Heads and Directors with written statements and evidence. A rigorous investigation and resolution process will be taken when receiving reports of discrimination to ensure a fair and just outcome for all parties involved. If any violations or illegal behaviour related to equal opportunity policies are substantiated, the Group will take disciplinary action against the relevant employees. Any complaint amounting to a criminal offence is taken and investigated seriously, and a report will be made to the relevant regulators or law enforcement authorities when the Board considers it necessary.

VI. 社會責任 (續)

僱傭及勞工常規 (續)

B.1 僱傭 (續)

平等機會、多元及反歧視

環球戰略集團有限公司始終致力於打造重視平等的工作場所，並相信公平、尊重和包容的工作環境能夠帶來更好的成就和業務績效。本集團繼續堅持在僱用、培訓、晉升機會、解僱和退休方面對所有員工做到公平公正，不受其僱員的年齡、性別、種族、殘疾、民族、血統、宗教或任何其他與工作無關的因素影響。

此外，本集團對任何形式的歧視、騷擾、霸凌或任何形式的辱罵行為持零容忍態度。因此，本集團在「行為守則」中規定了嚴格的內部政策和指引，以確保每位員工得到公平對待。

本集團已設立保密舉報機制，員工可以書面聲明和證據向部門主管和董事會舉報任何歧視或騷擾事件。收到相關舉報後，本集團將採取嚴格的調查和解決流程，以確保所有相關方都得到公平公正的結果。如果有任何與平等機會政策相關的違規或違法行為得到證實，本集團將對相關員工執行紀律處分。對於任何涉及刑事犯罪的投訴，本集團都會嚴肅對待並展開調查，在董事會認為有必要時向相關監管機構或執法部門報告。

VI. SOCIAL RESPONSIBILITY (Continued)

EMPLOYMENT AND LABOUR PRACTICES (Continued)

B.1 Employment (Continued)

Benefits and welfare

In the commitment to fostering a workplace culture that values and prioritises the well-being of the employees, the Group pays significant attention to both physical and mental health by providing a series of benefits and welfare. The Group also recognises that a content and engaged workforce is vital for its long-term business success. As such, the Group strives to provide a robust set of benefits and welfare that support the diverse needs of its employees.

In FY2023, the Group not only provided basic medical insurance and allowances but also arranged various activities and meal gatherings for employees to enhance their job satisfaction and working motivation. For instance, during the year under review, the Group encouraged its staff to actively participant in Standard Chartered Hong Kong Marathon. Engaging in such events not only contributed to the staff's individual health and fitness goals, but also positively reflected the Group's culture that values holistic well-being. These activities could also strengthen the bond among colleagues, creating a supportive and collaborative atmosphere within the workplace. In addition, the Group maintains continuous communication with staff through different channels, including emails and instant messages, to receive feedback and suggestions from staff.

VI. 社會責任 (續)

僱傭及勞工常規 (續)

B.1 僱傭 (續)

福利待遇

本集團承諾營造重視和優先考慮員工福祉的企業文化，並通過提供一系列福利和津貼，高度重視員工的身心健康。本集團意識到，一支充滿活力和參與感的員工隊伍對企業的長期業務成功至關重要。因此，本集團致力於提供一整套全面的福利制度，以滿足員工的多元需求。

於二零二三財年，為提升員工的工作滿意度和工作動力，本集團為員工提供基本醫療保險和津貼，同時也為其安排了豐富多彩的活動和聚餐。例如，於回顧年度內，本集團鼓勵員工積極參與渣打香港馬拉松。參與此類活動不僅有助於員工實現個人的健康目標，也積極體現了集團重視整體福祉的文化。同時，這些活動可以加強同事之間的溝通交流，有助於營造相互支持和協作的工作氛圍。此外，本集團亦通過電子郵件及即時訊息等不同渠道與員工保持溝通，聽取員工的反饋及建議。

VI. SOCIAL RESPONSIBILITY *(Continued)*

EMPLOYMENT AND LABOUR PRACTICES *(Continued)*

B.1 Employment *(Continued)*

Benefits and welfare (Continued)

Standard
Chartered Hong
Kong Marathon
渣打香港馬拉松



In FY2023, the Group was not in violation of relevant laws and regulations in relation to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, welfare and other benefits that have a significant impact on the Group.

VI. 社會責任 *(續)*

僱傭及勞工常規 *(續)*

B.1 僱傭 *(續)*

福利待遇 *(續)*

於二零二三財年，本集團在薪酬及解僱、招募及晉升、工作時數、假期、平等機會、多元化、反歧視、福利及其他待遇方面，並未違反對其有重大影響的相關法律及規例。

VI. SOCIAL RESPONSIBILITY *(Continued)*

EMPLOYMENT AND LABOUR PRACTICES *(Continued)*

B.2 Workplace Health and Safety

At Global Strategic, the Group regards the health and safety of its employees as the top priority, where maintaining a safe and health working environment is not just a goal but a necessity. As a fundamental aspect of its corporate commitment, the Group is dedicated to maintaining the highest standards of safety at all of its facilities while providing stable and reliable gas to its customers. In FY2023, the Group has set up its internal safety and health policies and procedures in accordance with the relevant laws and regulations in the PRC, including but not limited to:

- Production Safety Law of the People's Republic of China;
- Law of the People's Republic of China on Prevention and Control of Occupational Diseases;
- Regulation on Work-Related Injury Insurance; and
- Oil and Natural Gas Pipeline Protection Law of the People's Republic of China.

VI. 社會責任 *(續)*

僱傭及勞工常規 *(續)*

B.2 工作場所的健康與安全

環球戰略集團有限公司將員工的健康與安全視作重中之重，維持安全健康的工作環境對本集團不僅是目標更是一種必要。作為其企業承諾的基本，本集團在為客戶提供穩定可靠的天然氣的同時，不遺餘力地在集團的所有設施中維持高安全標準。於二零二三財年，本集團已參考中國相關法律法規制定了內部安全與健康政策和程序，包括但不限於：

- 《中華人民共和國安全生產法》；
- 《中華人民共和國職業病防治法》；
- 《工傷保險條例》；以及
- 《石油天然氣管道保護條例》。

VI. SOCIAL RESPONSIBILITY *(Continued)*

EMPLOYMENT AND LABOUR PRACTICES *(Continued)*

B.2 Workplace Health and Safety *(Continued)*

Adhering to the principles of “Safety First”, the Group has formulated the “Safety Production Management System” which includes around 30 different sets of safety management regulations.

- Embracing the principle of “Early detection, Early communication, and Early prevention” the Group has implemented the Gas Pipeline Safety Management System to standardise frontline employees’ behaviours thus mitigating all related potential safety hazards and risks.
- A comprehensive Safety Inspection System has been implemented to identify and address any abnormal conditions at gas stations at the earliest stage by conducting regular inspections during daily operations.
- The Safety Hazard Investigation and Management System has been established to eliminate potential safety risks at all operational levels.
- The implementation of Safety Management System for the Use of Pressure Vessels strictly regulates the operational procedures of the instruments, emergency response plans, personnel duties and training, as well as guidelines on routine maintenance practices.
- To safeguard the safety of all individuals entering gas stations, the Notice for Station Entrance has been set up to forbid dangerous behaviours including smoking, use of non-explosion-proof electronic equipment and unauthorised use of facilities.

VI. 社會責任 *(續)*

僱傭及勞工常規 *(續)*

B.2 工作場所的健康與安全 *(續)*

秉持「安全第一」的原則，本集團已建立包含約30套不同安全管理法規的「安全生產管理制度」。

- 秉承「早發現、早溝通、早預防」的原則，本集團實施了「燃氣管道安全管理條例」，規範前線員工行為，消除相關安全隱患及風險。
- 對加氣站實施全面的「安全巡查制度」，通過日常營運中的定期檢查，確保盡早發現和整改任何異常情況。
- 建立「安全隱患排查治理制度」，消除各營運層面的潛在安全隱患。
- 落實「壓力容器使用安全管理制度」，嚴格規範設備的操作程序、應急計畫、人員職責與訓練以及例行保養要求。
- 為保障所有進入加氣站的人員的安全，本集團制定了「進站須知」，嚴禁吸煙、使用非防爆電子裝置以及未經許可擅自使用設施等危險行為。

VI. SOCIAL RESPONSIBILITY *(Continued)*

EMPLOYMENT AND LABOUR PRACTICES *(Continued)*

B.2 Workplace Health and Safety *(Continued)*

The Group has also established the Safety Committee, which is responsible for monitoring the implementation of safety management systems to ensure the measures comply with the latest regulations and industry practices.

By fostering a safety culture, providing continuous training and implementing rigorous safety protocols, the Group continued to improve workplace health and safety. Including FY2023, the Group recorded zero work-related fatalities in the past three years. During the year under review, the Group recorded zero work-related injuries and, thus, zero work-related workday losses. To maintain zero accident rate, the Group is committed to further monitoring and controlling the potential risks and hazards associated with business operations.

In FY2023, the Group was not in violation of any of the relevant laws and regulations in relation to providing a safe working environment and protecting the employees from occupational hazards that have a significant impact on the Group.

Responding to the pandemic

Since the outbreak of the Pandemic, the Group acted immediately to set up Pandemic prevention guidelines and launched different responding measures based on the latest government policies.

VI. 社會責任 *(續)*

僱傭及勞工常規 *(續)*

B.2 工作場所的健康與安全 *(續)*

本集團也成立了安全委員會，負責監督安全管理系統的落實情況，以確保各項措施符合最新法規和行業慣例的要求。

本集團致力於持續改善工作場所的健康和安全，包括宣揚安全文化、提供持續培訓和實施嚴格的安全協議。包括二零二三財年在內，本集團在過去三年記錄的與工作相關的死亡人數為零。於回顧年內，本集團錄得零宗工傷，而因工傷損失工作日數亦為零。為維持零事故率，本集團將進一步監控與其業務營運相關的潛在風險和危害。

於二零二三財年，本集團在提供安全的工作環境及保障僱員避免職業性危害方面，並未違反對本集團有重大影響的相關法律及規例。

抗擊疫情

自疫情發生以來，本集團立即行動，制定疫情防治指南，並根據政府最新政策推出不同的應對措施。

VI. SOCIAL RESPONSIBILITY *(Continued)*

EMPLOYMENT AND LABOUR PRACTICES *(Continued)*

B.2 *Workplace Health and Safety (Continued)*

Responding to the pandemic (Continued)

During the year under review, the Pandemic gradually alleviated due to global efforts, allowing the Group to shift its focus from crisis management to gradual resumption of normal operations. Recognising that the residual impact of the Pandemic, the Group placed paramount importance on the ongoing protection of its employees. The Group has implemented and communicated comprehensive health and safety protocols to guide the workforce in their daily activities, including clear guidelines on using PPE, hygiene practices, and health monitoring. Adhering to the international prevention approach, employees were encouraged to have daily protection measures, including wearing face masks and maintaining hygiene.

In addition, the Group ensures the adequate stocks and provision of necessary prevention materials including masks, gloves, alcohol disinfectants, sanitising wipes, and thermometers. Air purifier has been provided in the workplace to improve indoor air quality as well.

B.3 *Development and training*

Reckoning that workforce is the greatest asset of the Group, the Company believes well-trained and skilled talents are essential for achieving operational excellence, innovation, and maintaining a positive workplace culture. As such, the Group continues to prioritise the talent cultivation and professional development of its workforce as its commitment to sustainability and responsible business practices. During the year under review, the Group is committed to providing opportunities and resources to support the growth of its employees.

VI. 社會責任 *(續)*

僱傭及勞工常規 *(續)*

B.2 *工作場所的健康與安全 (續)*

抗擊疫情 (續)

在全球努力下，疫情於回顧年度內逐漸緩解，本集團的工作重心從危機管理轉向逐步恢復正常業務營運。認識到疫情的殘餘影響，本集團亦關注員工的持續防護。本集團已實施並傳達了全面的健康和 safety 協議，以指導員工的日常活動，包括有關使用個人防護設備、衛生習慣和健康監測的明確指南。秉承國際預防方針，本集團鼓勵員工做好日常防護措施，包括戴口罩、保持衛生。

此外，本集團亦確保防疫物資充足，為所有員工提供必要的防護物資，包括口罩、手套、酒精消毒劑、消毒濕巾和溫度計。工作場所也配備了空氣清淨器，以改善室內空氣質量。

B.3 *發展與培訓*

本集團視員工為其最寶貴的資產，並堅信訓練有素、專業素養高的人才有助於實現企業的卓越營運、創新和維持積極的企業文化。因此，作為其對可持續發展和負責任商業實踐的承諾，本集團將人才培養和員工專業發展放在首位。於回顧年度內，本集團致力於提供機會及資源以支持員工成長。

VI. SOCIAL RESPONSIBILITY *(Continued)*

EMPLOYMENT AND LABOUR PRACTICES *(Continued)*

B.3 Development and training *(Continued)*

The training provided by the Group is categorised into “on-the-job” training and “off-the-job” training, aiming to give every employee an equal opportunity to improve their professional skills. The Group developed a framework to provide induction training to new hires. The ongoing technical training programs ensure the frontline staff stays current with industry best practices and advancements, including specialised training in areas such as cutting-edge technologies, safety protocols, and industry-specific regulations. Given its commitment to environmental responsibility, the Group also incorporated sustainable practices, environmental regulations and green initiatives into the training programs for all employees. During the year under review, the Group has arranged internal training regarding product quality and safety on a monthly basis to enhance the professional skills of the frontline staff.

Besides internal training, employees are strongly encouraged to participate in external training programs and take professional qualification examinations, with reimbursements provided by the Group to eligible staff. For example, during the year under review, an ESG-related webinar was arranged for relevant employees to deepen their understanding of sustainable development and enhance the implementation of ESG-related practices.

VI. 社會責任 *(續)*

僱傭及勞工常規 *(續)*

B.3 發展與培訓 *(續)*

本集團通過提供「在職」及「職外」培訓，讓每位員工都有平等的機會提升其專業技能。本集團為新員工的入職培訓制定了框架，同時也為前線員工制定了持續的技術培訓計劃，包括尖端技術、安全協議和行業特定法規等領域的專門培訓，以確保其掌握行業最佳實踐和進展。鑒於對環境責任的承諾，本集團亦將可持續發展實踐、環境法規和綠色倡議納入所有員工的培訓計畫中。於回顧年度內，本集團每月進行有關產品質量和安全的內部培訓，以提升前線員工的專業技能。

除內部培訓外，本集團亦大力鼓勵員工參與外部培訓計劃及專業資格考試，並由集團為符合資格的員工報銷費用。例如，於回顧年度內，本集團為相關員工安排了ESG相關線上研討會，以加深其對可持續發展的理解，加強ESG相關實踐的落實。

VI. SOCIAL RESPONSIBILITY (Continued)

EMPLOYMENT AND LABOUR PRACTICES (Continued)

B.3 Development and training (Continued)



Additionally, the Group invites external organisations and experts to provide relevant training sessions for its employees from time to time. To ensure high-quality leadership and good corporate governance practices, the Group focuses on developing its directors and senior executives through executive-level training.

As a commitment to fostering continuous learning among its employees, in FY2023, the Group organised 286 hours of vocational training for 62.3% of its staff. For more information, please refer to Tables S5 and S6 in APPENDIX – PERFORMANCE TABLE.

VI. 社會責任 (續)

僱傭及勞工常規 (續)

B.3 發展與培訓 (續)



此外，本集團經常邀請外部機構及專家為員工提供相關培訓。為確保優質領導和良好的企業管治實踐，本集團亦安排行政人員級別的培訓來促進董事及高級管理層的發展。

作為促進員工持續發展的承諾，於二零二三財年，本集團為62.3%的員工安排了共286小時的職業培訓。更多相關信息，請參閱附錄－績效表－表S5和S6。

VI. SOCIAL RESPONSIBILITY (Continued)

EMPLOYMENT AND LABOUR PRACTICES (Continued)

B.4 Labour Standards

During the year under review, the Group reaffirmed its commitment to upholding rigorous labour standards as an integral part of its ESG strategy. Ensuring human rights and fair treatment is central to the Group's value, which not only aligns with legal requirements but also contributes to the sustainability and long-term business success. In FY2023, the Group abided by the Labour Law of the People's Republic of China, the Hong Kong Employment Ordinance and other related laws and regulations in its operating regions to prohibit child and forced labour employment.

To combat illegal employment of child labour, underage workers and forced labour, the HR Department of the Group has developed a set of internal policies aiming to standardise and monitor the recruitment and employment process, including:

- All job applicants are required to provide valid identification documents for verification during recruitment to confirm their age and condition of stay.
- The Group prohibits any recruitment of workers by relinquishing their identification documents nor lodge deposits as a condition of employment.
- A review of the staff roster and on-site inspection of personnel are conducted regularly by the HR Department to ensure the validity of the employees' information.

VI. 社會責任 (續)

僱傭及勞工常規 (續)

B.4 勞工準則

於回顧年度內，本集團重申其嚴格遵守勞工標準的承諾，將其作為ESG戰略不可分割的一部分。確保人權和公平待遇是本集團價值的核⼼，這不僅符合法律要求，更有助於可持續發展和長期業務成功。於二零二三財年，本集團已遵守《中華人民共和國勞動法》、香港《僱傭條例》以及營運地區的其他相關法律法規，以禁止僱用任何童工及強迫勞工。

為打擊非法僱用童工、未成年工及強迫勞工，本集團人力資源部制定了一系列規範和監控招聘和僱傭流程的內部政策，包括：

- 所有求職者須在招募過程中提供有效身份證明文件以供核實年齡及逗留條件。
- 本集團禁止要求工人放棄其身份證明文件或繳納押金作為僱傭條件。
- 人力資源部定期對員工名冊進行審核，並對人員進行現場檢查，以確保員工個人信息的有效性。

VI. SOCIAL RESPONSIBILITY *(Continued)*

EMPLOYMENT AND LABOUR PRACTICES *(Continued)*

B.4 Labour Standards *(Continued)*

Once the Group identifies any case against relevant labour laws, regulations or standards, the relevant employment contract will be immediately terminated, and the responsible employees will be disciplined accordingly. Depending on the severity of the issue, a report will also be made to the supervisory authorities when the senior management considers it necessary.

In FY2023, the Group was in compliance with applicable laws and regulations in relation to the prevention of child and forced labour that have a significant impact on the Group.

OPERATING PRACTICES

B.5 Supply Chain Management

The Company maintains its unwavering commitment to sustainability, and its practices extend beyond its organisation to encompass every aspect of the supply chain. By engaging with suppliers, proactively managing risks and prioritising green procurement, the Group maintains and manages a sustainable and reliable value chain. In FY2023, the Group mainly engaged with suppliers of natural gas distributions (e.g., SINOPEC and PETROCHINA) and suppliers of raw materials for gas pipeline installation.

VI. 社會責任 *(續)*

僱傭及勞工常規 *(續)*

B.4 勞工準則 *(續)*

一旦發現任何違反勞工法例、法規及標準的事件，本集團將立即終止相關僱傭合約，並對相關員工執行相應的紀律處分。根據問題的嚴重程度，在高級管理層認為有必要時，本集團將會向監管機構做出報告。

於二零二三財年，本集團在防止童工及強制勞工方面，已遵守對本集團有重大影響的相關法律及規例。

營運慣例

B.5 供應鏈管理

本公司始終致力於可持續發展，其實踐超越了其組織範圍，涵蓋了供應鏈的各個方面。通過與供應商合作、主動管理風險並優先考慮綠色採購，本集團維持並管理其可持續、可靠的價值鏈。於二零二三財年，本集團主要與天然氣分銷商（如中石化及中石油）及輸氣管道安裝原材料供應商合作。

VI. SOCIAL RESPONSIBILITY (Continued)

OPERATING PRACTICES (Continued)

B.5 Supply Chain Management (Continued)

Supplier Engagement

Reckoning the importance of effective supply chain management, the Group maintains a long-term and stable relationship with all its major suppliers by regularly engaging through digital means and on-site visits. During the year under review, 100% of the Group's suppliers had stable engagements with the Group, and the Group did not face any under-qualified supplies or delays in supplies.

The Group has formulated various internal policies and procedures to standardise the process of supplier selection. To ensure the quality of suppliers, the Operation Department of the Group is responsible for conducting supply chain assessment and supplier selection according to the criteria outlined in the Supplier Code Conduct, including the safety and reliability of gas supply and the effective implementation of any environmental and safety management systems. In addition, the Operation Department is responsible for conducting an annual review to evaluate and assess suppliers' performance, reliability, and compliance. Suppliers not meeting the assessment criteria will be eliminated from the list, and the collaboration will be terminated timely.

To ensure the quality of products in the supply chain, the Group requires all suppliers and contractors to comply with the agreed contract terms during the business cooperation, and a "Gas Quality Inspection Report" is required to be submitted on a monthly basis for review. In addition, the Administrative Department is assigned to continuously monitor and control the supply chain practices, ensuring all suppliers and contractors strictly comply with applicable laws and regulations and operate in a sustainable manner.

VI. 社會責任 (續)

營運慣例 (續)

B.5 供應鏈管理 (續)

供應商聘用

考慮到高效的供應鏈管理的重要性，本集團通過定期的線上及現場拜訪等方式與所有主要供應商保持長期穩定的溝通。於回顧年度內，本集團與所有供應商保持穩定的合作關係，不存在供貨不合格或延遲供貨的情況。

本集團已制定多項內部政策及程序以規範供應商選擇流程。為確保供應商的質量，本集團營運部負責根據《供應商守則》中規定的標準實施供應鏈評估和供應商選擇，包括包括燃氣供應的安全性、可靠性以及環保與安全管理系統的有效實施。此外，營運部負責進行年度審查，以評估供應商的表現、可靠性和合規性。不符合評估標準的供應商將被從合格供應商名單中刪除，且合作將立即終止。

為進一步保障供應鏈的產品質量，本集團要求所有供應商及承包商與本集團的業務合作中遵守合同約定的條款，同時要求其每月提交一份「天然氣氣質檢驗報告」以供審查。此外，行政部門也負責持續監控供應鏈實踐，確保所有供應商和承包商嚴格遵守相關法規並可以可持續的方式運作。

VI. SOCIAL RESPONSIBILITY (Continued)

OPERATING PRACTICES (Continued)

B.5 Supply Chain Management (Continued)

Supply Chain Risk Management

To minimise the environmental and social risks along the supply chain, the Group not only complied with relevant laws and regulations, but also established supply chain management teams to identify non-conformance with relevant laws as material risks that could significantly impact the Group's supply chain. Sticking to the implementation of its standards on supply chain management, the Group ensures that its well-selected suppliers are in strict compliance with all requirements in the multitude of agreements as part of the master agreements such as the Health, Safety and Environment (HSE) Contract.

To foster a shared commitment to sustainability, the Group also encourage its suppliers to oversee and manage potential social and environmental risks within acceptable range under the national and industrial standards.

Green Procurement

As a company operating at the intersection of the natural gas supply chain and end-users, the Group is dedicated to fostering responsible procurement and working with its suppliers to provide cleaner energy. Therefore, the Group incorporated green procurement into its decision-making process, and the Operation Department prioritises suppliers who adhere to sustainable sourcing practices, such as pipelines for natural gas distribution and environmentally friendly office supplies, including recycled paper. Meanwhile, the Group actively seeks products and services with recognised eco-labels, ensuring its procurement choices align with industry-recognised environmental standards.

VI. 社會責任 (續)

營運慣例 (續)

B.5 供應鏈管理 (續)

供應鏈風險管理

為盡量降低供應鏈上的環境和社會風險，本集團不僅遵守相關法律法規，亦成立了供應鏈管理團隊，負責識別本集團供應鏈中包括違反法規等產生嚴重影響的重大風險。本集團堅持實施供應鏈管理標準，確保其挑選的供應商嚴格遵守包括健康、安全和環境 (HSE) 合約等主協議中的所有標準。

為促進對可持續發展的共同承諾，本集團鼓勵供應商監察和管理潛在的社會和環境風險，將其控制在國家和行業標準可接受的要求範圍內。

綠色採購

作為一家在天然氣供應鏈和終端用戶之間開展業務的企業，本集團努力促進負責任採購，並致力於與供應商合作提供更清潔的能源。因此，本集團將綠色採購納入決策過程，營運部亦優先採購可持續產品，例如天然氣輸送管道和環保辦公用品 (包括再生紙)。同時，本集團積極尋求已獲得綠色認證的產品及服務，確保其採購選擇符合業界認可的環保標準。

VI. SOCIAL RESPONSIBILITY (Continued)

OPERATING PRACTICES (Continued)

B.5 Supply Chain Management (Continued)

Green Procurement (Continued)

As of September 30 2023, the Group maintained stable cooperative relationships with a total of 12 suppliers, which are all located in the PRC. The aforementioned supplier engagement and management policies apply to all suppliers of the Group and are being implemented and monitored by the Operation Department and Administration Department of the Group.

B.6 Product responsibility

To provide customers with high-quality and reliable energy supply and satisfactory services, the Group has strengthened the implementation of product responsibility through a series of internal policies regarding quality, safety, customer rights and satisfaction.

Given the Group's business nature, the Group considers the advertising, product/service recall, intellectual property and labelling matters not material to the Group's operation, and thus not being discussed in this ESG report in consideration of the principle of Materiality.

Quality and safety

As natural gas supply and pipeline installation businesses dominate the operations of the Group, the Group places paramount importance on the assurance of the quality and safety of the gas supply.

VI. 社會責任 (續)

營運慣例 (續)

B.5 供應鏈管理 (續)

綠色採購 (續)

截至二零二三年九月三十日，本集團共與12家供應商維持穩定的合作關係，且全部位於中國。上述供應商聘用及管理政策適用於本集團所有供應商，並由本集團營運部及行政部執行及監督。

B.6 產品責任

為向客戶提供優質可靠的能源供應和令人滿意的服務，本集團因此本集團制定了一系列有關質量、安全、客戶權益和滿意度的內部政策，以加強產品責任的落實。

鑒於本集團的業務性質，本集團認為廣告、產品／服務召回、知識產權和標籤事宜對本集團的營運不重要，因此根據重要性原則，本ESG報告並未就此進行討論。

質量與安全

由於天然氣供應及管道安裝業務是本集團的主營業務，因此本集團高度注重供氣質量與安全的保障。

VI. SOCIAL RESPONSIBILITY (Continued)

OPERATING PRACTICES (Continued)

B.6 Product responsibility (Continued)

Quality and safety (Continued)

Adhering to Operation Manual, the Group standardises its operational practices in line with the applicable laws and regulations, including but not limited to:

- Oil and Natural Gas Pipeline Protection Law of the People's Republic of China;
- Requirements for the Safe Transportation of LNG Transportable Tanks on the Whole Ship;
- Work Safety Law of the People's Republic of China;
- Regulations on the Safety Management of Hazardous Chemicals;
- Product Quality Law of the People's Republic of China;
- Fire Protection Law of the People's Republic of China;
- Code for Design of City Gas Engineering GB50028-2006;
- Regulation on the Administration of Urban Gas; and
- Natural Gas GB17820-2012.

Subject to the annual review by the Board, the Risk Management Framework, Central Contingency Policies and Procedures and Risk Monitoring Mechanism are enforced to guarantee the safety and reliability of the Group's services.

VI. 社會責任 (續)

營運慣例 (續)

B.6 產品責任 (續)

質量與安全 (續)

本集團遵循「操作手冊」，根據適用的法律法規規範其操作實踐，包括但不限於：

- 《石油天然氣管道保護法》；
- 《整船載運液化天然氣可移動罐櫃安全運輸要求》；
- 《中華人民共和國安全生產法》；
- 《危險化學品安全管理條例》；
- 《中華人民共和國產品品質法》；
- 《中華人民共和國消防法》；
- 《城鎮燃氣設計規範 (GB50028-2006)》；
- 《城鎮燃氣管理條例》；以及
- 《天然氣 (GB17820-2012)》。

經董事會的年度審查，本集團實施風險管理框架、中央應急政策及程序以及風險監控機制，以確保本集團服務的安全性和可靠性。

VI. SOCIAL RESPONSIBILITY (Continued)

OPERATING PRACTICES (Continued)

B.6 Product responsibility (Continued)

Quality and safety (Continued)

The Group provides gas supply and pipeline installation services in adherence to a comprehensive quality control system that aligns with statutory requirements of natural gas investment, provision of consultation on gas technology and sales of gas cooking appliances and accessories. In addition to the safety management systems detailed under the section “Workplace Health and Safety”, the Group has implemented various procedures to maintain product safety, including:

- Internal Gas-user Safety Management System has been implemented to set up clear guidelines across the whole workflow, from engineering design, construction and installation, completion confirmation, to ignition supply, management and maintenance and demolition.
- Prior to the registration of the user's premises, users are required to acknowledge their comprehensive understanding of safe gas use, including the basic operation, common gas accidents, response plans and emergency rescue hotlines.
- To prevent accidents and ensure the safety of gas users, the Group has set up systematic inspection systems to identify and address any potential safety hazard in users' households or industrial and commercial facilities.
- Publicity mechanisms are established to remind the public of the safety of natural gas use, especially during holidays, peak gas usage periods, winter gas accidents and rat infestations.

VI. 社會責任 (續)

營運慣例 (續)

B.6 產品責任 (續)

質量與安全 (續)

本集團提供然氣供應及管道安裝服務，該體系符合有關天然氣投資、提供天然氣技術諮詢以及銷售天然氣炊具及配件的法定要求。除「工作場所的健康與安全」一節詳述的安全管理體系外，本集團亦實施了各項程序用以確保產品安全，包括：

- 落實「用戶安全管理規程」，為工程設計、建造安裝、完工確認，到點火供應、管理維護、最終拆卸等全流程提供明確的指導方針。
- 在登記用戶場所前，用戶須確認對安全用氣的全面了解，包括天然氣的基本操作、常見的天然氣事故和響應計劃、以及緊急救援熱線。
- 為預防事故發生，確保燃氣用戶的安全，本集團已建立系統化的檢查制度，以識別和消除用戶家庭或工商業設施中的安全隱患。
- 本集團建立宣傳機制，提醒公眾注重天然氣的使用安全，特別是在節假日、高峰用氣時段、冬季天然氣事故及老鼠出沒的情況下。

VI. SOCIAL RESPONSIBILITY (Continued)

OPERATING PRACTICES (Continued)

B.6 Product responsibility (Continued)

Complaints Handling

The Group remains committed to improving its customer services and exploring the approach to handling complaints. By embracing a customer-centred approach, implementing prompt rectifying actions, and maintaining active communication, the Group aims to address customer concerns and continuously enhance its products to benefit the local community and the environment.

The Group has maintained customer service management systems to ensure customers have easy access to complaint channels, including customer service hotlines. Once any complaint is received, an acknowledgement will be sent to the customer in a timely manner while a thorough investigation process will be enacted to identify the cause of the complaint and assess its validity. Specific responsible departments are required to inform the investigation progress and results to the customers through formal replies.

During the year under review, the Group did not receive any substantial complaints about the service quality, and customer satisfaction was high according to the Group's customer surveys.

VI. 社會責任 (續)

營運慣例 (續)

B.6 產品責任 (續)

投訴處理

本集團堅持提升服務質素，並探索更好處理投訴的方法。本集團秉承以客戶為中心的理念，及時採取整改措施，確保積極溝通，致力於解決客戶的疑慮，不斷提升產品質量，造福當地社區和環境。

本集團建立了客戶服務管理系統，以確保客戶能夠方便地使用服務專線等申訴管道。一旦收到任何投訴，本集團將及時向客戶確認收悉，同時開展徹底的調查程序，以查明投訴原因並評估其真實性。特定負責部門將以正式答覆的形式向客戶傳達調查過程和結果。

於回顧年度內，本集團並無接獲任何有關服務質素的重大投訴。根據客戶調查，本集團客戶均感到滿意。

VI. SOCIAL RESPONSIBILITY (Continued)

OPERATING PRACTICES (Continued)

B.6 Product responsibility (Continued)

Privacy matters

In FY2023, the Group complied with the relevant laws and regulations, including the Law on Protection of Consumer Rights and Interests of the People's Republic of China and Personal Data (Privacy) Ordinance of Hong Kong to protect the interests of its stakeholders. The Group operates within a robust privacy protection framework and establishes a series of measures to safeguard the personal data and identifiable information of its clients and tenants, including:

- In accordance with the account authorisation management requirements, only designated staff is authorised to access sensitive information thereby eliminating the risks of data leakage.
- Risk management and technical incident recovery plans are adapted to protect personal data and mitigate losses in case of any accidents.
- A confidentiality agreement is required to be signed among relevant parties to prohibit any unauthorised disclosures or provision of data to any third-party without consent.

During the year under review, the Group did not receive any substantial complaints regarding data breaches, leakage or privacy matters.

In FY2023, the Group was in compliance with the relevant laws and regulations regarding health and safety, advertising, intellectual property, labelling and privacy matters of its products and services that have a significant impact on the Group.

VI. 社會責任 (續)

營運慣例 (續)

B.6 產品責任 (續)

私隱事宜

於二零二三財年，本集團遵守《中華人民共和國消費者權益保護法》和《香港個人資料(隱私)條例》等相關法律法規，保障利益相關者的權益。本集團在健全的隱私保障框架下運作，並制定了一系列措施用以保護客戶及租戶的個人數據及可識別資料，包括：

- 依照帳戶授權管理要求，只有指定的人員才有權訪問敏感資訊，消除資料外洩的風險。
- 採用風險管理和技術事故恢復計劃來保護個人資料並減少發生洩漏事故時的損失。
- 相關當事人須簽署保密協議，禁止在未經授權的情況下將任何數據洩露給任何第三方。

於回顧年度內，本集團並未接獲任何有關資料洩漏、外流或私隱事宜的重大投訴。

於二零二三財年，本集團在其產品和服務的健康與安全、廣告、知識產權、標籤及私隱事宜方面，已遵守對本集團有重大影響的相關法律及規例。

VI. SOCIAL RESPONSIBILITY (Continued)

OPERATING PRACTICES (Continued)

B.7 Anti-corruption

Recognising the importance of ethical operation, the Group holds itself to the highest standards and expects the same from all stakeholders. The Group remains resolute in its stance against corruption, embracing a multifaceted approach to foster integrity and transparency. In FY2023, the Group emphasised the conformance to and complied with the applicable laws and regulations of the jurisdictions where it operates, including:

- Law of the People's Republic of China on Anti-money Laundering;
- Anti-Corruption Law of the People's Republic of China;
- Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Chapter 615 of the Laws of Hong Kong); and
- Prevention of Bribery Ordinance (Chapter. 201 of the Laws of Hong Kong).

To better combat corruption-related behaviours, the Group has implemented stringent internal policies and the Code of Conduct in the Employee Handbook, which is aligned with local and international anti-corruption laws. The key principles outlined in the Code of Conduct include the prevention of:

- Leakage of confidential information;
- Insider trading;
- Conflict of Interest; and
- Improper handling of the Company assets.

VI. 社會責任 (續)

營運慣例 (續)

B.7 反貪污

認識到道德經營的重要性，本集團堅持最高道德標準，並對所有利益相關者抱有同樣的期望。本集團將繼續堅定打擊腐敗行為，從多方面促進企業誠信和透明度。於二零二三財年，本集團遵守其經營所在轄區的法律和法規，包括：

- 《中華人民共和國反洗錢法》；
- 《中華人民共和國反腐敗法》；
- 《打擊洗錢及恐怖分子資金籌集條例（香港法例第615章）》；以及
- 《防止賄賂條例（香港法例第201章）》。

為更好地打擊與腐敗相關的行為，本集團已落實在「員工手冊」中所列出的「行為準則」與嚴格的內部政策，確保其經營符合當地和國際反腐敗法律法規。「行為準則」中概述的主要原則包括禁止：

- 機密信息的洩露；
- 內幕交易；
- 利益衝突；以及
- 公司資產的不當處理。

VI. SOCIAL RESPONSIBILITY *(Continued)*

OPERATING PRACTICES *(Continued)*

B.7 *Anti-corruption (Continued)*

The punishment system for the violation of the rules is also clearly listed in the Employee Handbook. Depending on the severity of the incident, a significant part of the salary of employees who have breached the rules may be deducted, and the employment contract will be terminated if necessary.

The Group has built an effective grievance mechanism that allows employees to report any suspected misconduct to the Department Head or the Board with supporting evidence when they witness or learn of any violation of the Group's Code of Conduct. Once receiving the report, the Group will set up an investigation team to conduct investigation and verifications. Effective whistleblowing procedures ensure that all processes will be in confidential and the whistleblower will be protected from unfair dismissal or victimisation. Where any criminality is substantiated, the Group will handle the involved parties accordingly, and a report will be made to the local authority when the management of the Group considers it necessary. In addition, all policies and guidelines involving anti-corruption and anti-money laundering are being reviewed annually to ensure the effectiveness of their implementation.

To further enhance the employees' understanding of the consequences of being involved in bribery, extortion, fraud and money laundering, the Group organised two anti-corruption-related seminars and training programmes for different levels of the Group in FY2023. Materials, including the Independent Commission Against Corruption and seminar notes from the Hong Kong Police, are periodically distributed to employees, including Directors.

VI. 社會責任 *(續)*

營運慣例 *(續)*

B.7 反貪污 *(續)*

本集團亦在「員工手冊」中明確列出對違規行為的處罰制度。根據事件的嚴重程度，本集團會扣除違規員工的大部分薪資，必要時終止僱傭合約。

本集團建立了有效的申訴機制，允許員工在目睹或獲悉任何可能違反本集團「行為準則」的行為時，向部門主管或董事會舉報任何涉嫌不當行為的全部細節及佐證。接到舉報後，本集團將成立調查小組進行調查核實。通過有效的舉報程序，本集團可確保所有流程將以保密的方式進行，並保護舉報人免受不公平解僱或侵害。如發現任何可疑犯罪行為，本集團將對涉案人員進行相應處理，並在管理層認為有必要的情況下向當地職能部門報告。此外，本集團每年都會審查涉及反腐敗和反洗黑錢的所有政策和準則，以確保其有效落實。

為了進一步提高員工對參與賄賂、勒索、詐欺和洗黑錢後果的認識，本集團於二零二三財年為集團不同層級的員工舉辦了兩場反腐敗相關的研討會和培訓。本集團亦不時向包括董事在內的員工派發包括廉政公署通函和香港警方研討會筆記在內的資料。

VI. SOCIAL RESPONSIBILITY *(Continued)*

OPERATING PRACTICES *(Continued)*

B.7 Anti-corruption *(Continued)*

During the year under review, around five hours of anti-corruption-related training and seminars were arranged for 8 senior management, 2 middle management and 30 general staff to ensure the Group's ongoing compliance with the applicable laws and regulations.

In FY2023, the Group recorded zero concluded legal cases regarding corrupt practices brought against the Group or its employees and was in compliance with the relevant laws and regulations in relation to bribery, extortion, fraud and money laundering that have a significant impact on the Group.

COMMUNITY

B.8 Community Investment

In FY2023, the Company proudly continued its commitment to community contribution as an integral part of its corporate social responsibility. The Group has made efforts to create positive and lasting impacts on the communities it serves, aiming to foster sustainable relationships and contribute to the well-being of society.

In addition to investing in the exploration of clean energy innovations, the Group also places significant emphasis on building local communities by creating job opportunities, collaborating with local suppliers, and paying local taxes timely. The Group also actively engaged with local communities to recognise their unique needs and challenges. During the year under review, the Group partnered with Banyan Service Association to distribute lunch boxes and mooncakes in local communities.

VI. 社會責任 *(續)*

營運慣例 *(續)*

B.7 反貪污 *(續)*

在回顧年度內，本集團為8名高級管理人員、2名中級管理人員及30名一般員工安排了約5小時的反貪腐相關培訓和研討會，以確保本集團持續遵守適用的法律法規。

於二零二三財年，針對本集團或其員工提出並已審結的貪污訴訟案件為零。於回顧年度內，本集團已遵守有關防止賄賂、勒索、欺詐及洗黑錢對本集團有重大影響的法律法規。

社區

B.8 社區投資

於二零二三財年，本集團繼續致力於社區投資，並將其作為其企業社會責任的重要一環。本集團努力為其服務的社區創造積極和持久的正面影響，以促進可持續關係和社會福祉。

除投資探索清潔能源創新外，本集團亦專注於創造當地就業機會、與當地供應商合作以及及時繳納當地稅款來為建立當地社區作出貢獻。本集團也積極與當地社區合作，及時了解其獨特需求和面臨的挑戰。於回顧年度內，本集團與榕光社合作，向當地社區發放便當盒及月餅。

VI. SOCIAL RESPONSIBILITY (Continued)

COMMUNITY (Continued)

B.8 Community Investment (Continued)

VI. 社會責任 (續)

社區 (續)

B.8 社區投資 (續)



In FY2023, although the business operations of the Group were still under the impact of Pandemic prevention, the Group continues to seek opportunities to engage in social activities and expand its engagement for community contributions.

於二零二三財年，本集團的業務營運仍受到疫情的殘餘影響，但本集團將繼續尋求參與社區活動的機會，擴大對社區的貢獻與影響。

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VII. APPENDIX – PERFORMANCE TABLE

VII. 附錄－績效表

Table E1. The Group's Total Emissions by Category in FY2023 ⁸

表E1.本集團二零二三財年排放信息總覽⁸

Emission Category	Key Performance Indicator (KPI)	Unit	Amount in FY2023 二零二三 財年數量	Intensity ¹ (Unit/ employee) in FY2023 二零二三 財年密度 ¹ (單位/員工)	Amount in FY2022 二零二二 財年數量	Intensity ² (Unit/ employee) in FY2022 二零二二 財年密度 ² (單位/員工)
Air Emissions ³ 廢氣排放 ³	SOx 硫氧化物	Kg 千克	0.234	0.004	0.112	1.867x 10 ⁻³
	NOx 氮氧化物	Kg 千克	7.865	0.129	3.785	0.063
	PM 顆粒物	Kg 千克	0.579	0.009	0.270	4.644 x 10 ⁻³
	Scope 1 ⁴ (Direct Emissions) 範圍一 (直接排放) ⁴	Tonnes of CO ₂ e 噸二氧化碳當量	37.60	0.62	26.71	0.45
	Scope 2 ⁵ (Energy Indirect Emissions) 範圍二 (能源間接排放) ⁵	Tonnes of CO ₂ e 噸二氧化碳當量	97.63	1.60	106.66	1.78
GHG Emissions 溫室氣體排放	Scope 3 ⁶ (Other Indirect Emissions) 範圍三 (其他間接排放) ⁶	Tonnes of CO ₂ e 噸二氧化碳當量	1.51	0.02	0.84	0.01
	Total (Scope 1 & 2 & 3) 總排放 (範圍一、二及三)	Tonnes of CO ₂ e 噸二氧化碳當量	136.74	2.24	134.21	2.24
	Non-hazardous Waste 無害廢棄物	Wastewater ⁷ 廢水 ⁷	m ³ 立方米	183.20	3.00	471.00

VII. APPENDIX – PERFORMANCE TABLE

(Continued)

1. Intensity for FY2023 was calculated by dividing the amount of air, GHG and other emissions respectively by the Group's number of employees in FY2023, which was 61;
2. The amount and intensity in FY2022 were extracted from the data in the ESG Report FY2022 of the Group;
3. The Group's air emissions only included the air pollutants from fuel consumption of motor vehicles;
4. The Group's Scope 1 (Direct Emissions) included only the GHG emissions arose from the consumption of liquid fuels in motor vehicles;
5. The Group's Scope 2 (Energy Indirect Emissions) included only the GHG emissions arose from electricity consumption;
6. The Group's Scope 3 (Other Indirect Emissions) included only the GHG emissions arose from paper waste disposed at landfills, electricity used for processing fresh water and sewage by government departments;
7. The total amount of wastewater discharged from the Group in FY2023 was based on the assumption that 100% of the fresh water consumed entered the municipal sewage system; and
8. The methodology adopted for reporting on GHG emissions set out above was based on "How to Prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange, The GHG Protocol Corporate Accounting and Reporting Standard and the 2006 IPCC (Intergovernmental Panel on Climate Change) Guidelines for National Greenhouse Gas Inventories.

VII. 附錄－績效表 (續)

1. 二零二三財年密度乃按廢氣、溫室氣體及其他排放物數量分別除以本集團二零二三財年僱員總數61人而得；
2. 二零二二財年的數量及密度是從本集團二零二二財年環境、社會及管治報告中的數據提取；
3. 本集團的廢氣排放僅包括汽車燃料消耗產生的空氣污染物；
4. 本集團的範圍一（直接排放）僅包括汽車液體燃料消耗所產生的溫室氣體排放；
5. 本集團的範圍二（能源間接排放）僅包括電力消耗所產生的溫室氣體排放；
6. 本集團的範圍三（其他間接排放）僅包括棄置在堆填區的紙張廢物、政府部門處理淡水和污水所用的電力產生所產生的溫室氣體排放；
7. 本集團排放的廢水量是根據假定所使用淡水100%排進污水系統作為廢水排放而估算；以及
8. 上述溫室氣體排放報告採用的方法基於由聯交所發行的「如何準備環境、社會及管治報告－附錄二：環境關鍵績效指標匯報指引」、溫室氣體議定書：企業核算與報告準則以及二零零六年IPCC國家溫室氣體清單指南。

VII. APPENDIX – PERFORMANCE TABLE

(Continued)

Table E2. Total Resource Consumption in FY2023

Use of Resources	Key Performance Indicator (KPI)	Unit	Amount in FY2023	Intensity ¹	Amount in FY2022	Intensity ²
				(Unit/employee) in FY2023		(Unit/employee) in FY2022
資源類別	關鍵績效指標	單位	二零二三財年數量	二零二三財年密度 ¹ (單位/員工)	二零二二財年數量	二零二二財年密度 ² (單位/員工)
Energy ³ 能源 ³	Electricity 電力	kWh'000 千個千瓦時	156.73	2.57	177.29	2.95
	Diesel 柴油	kWh'000 千個千瓦時	-	-	25.71	0.43
	Gasoline 汽油	kWh'000 千個千瓦時	154.09	2.53	73.87	1.23
	Total 總量	kWh'000 千個千瓦時	310.83	5.10	276.86	4.61
	Water 水	Water 水	m ³ 立方米	183.20	3.00	471.00
Paper 紙張	Paper 紙張	Kg 千克	139.59	2.29	140.60	2.34

VII. 附錄－績效表 (續)

表E2.二零二三財年資源使用總量

- Intensity for FY2023 was calculated by dividing the amount of resources that the Group consumed in FY2023 by the Group's number of employees in FY2023, which was 61;
- The amount and intensity in FY2022 were extracted and converted from the data in the ESG Report FY2022 of the Group; and
- The energy conversion of resources consumed was based on the energy coefficient set out in "How to Prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange.

- 二零二三財年密度乃按資源總量除以本集團二零二三財年僱員總數61人而得；
- 二零二二財年的數據及密度從本集團二零二二財年環境、社會及管治報告中提取及轉換；以及
- 所消耗資源的能量轉換基於聯交所發布的「如何準備環境、社會及管治報告－附錄二：環境關鍵績效指標匯報指引」。

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VII. APPENDIX – PERFORMANCE TABLE

(Continued)

Table S3. Number of Employees by Age Group, Gender, Employment Type, Position Type, Geographical Locations of The Group in FY2023 ¹

VII. 附錄－績效表 (續)

表S3.本集團二零二三財年按年齡、性別、就業類型、職位和地區劃分的員工總數¹

Unit: Number of employees	單位：員工人數	Age group 年齡				Total 總數
		Aged 30 or below 30歲或以下	Aged between 31 and 40 31-40歲	Aged between 41 and 50 41-50歲	Aged 51 or above 51歲或以上	
Gender	性別					
Male	男	6	14	9	5	34
Female	女	4	11	8	4	27
Total	總數	10	25	17	9	61

Unit: Number of employees	單位：員工人數	Position 職位			Total 總數
		General staff 一般員工	Senior management 高級管理人員	Director and management 董事與管理層	
Gender	性別				
Male	男性	17	6	11	34
Female	女性	25	1	1	27
Total	總數	42	7	12	61

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VII. APPENDIX – PERFORMANCE TABLE

(Continued)

Employment type

就業類型

Full time

全職

Part time

兼職

Total

總數

61

0

61

Geographical location

地區劃分

Number of

employees

員工人數

Locations

地域

Yichang

宜昌

38

Hong Kong

香港

15

Shanghai

上海

8

Total:

總數：

61

1. The employment data in headcount was obtained from the Group's Human Resources Department based on the employment contracts entered into between the Group and its employees. The data covered employees engaged in a direct employment relationship with the Group according to relevant local laws and workers whose work and/or workplace was controlled by the Group within the reporting scope. The methodology adopted for reporting on employment data set out above was based on "How to Prepare an ESG Report – Appendix 3: Reporting Guidance on Social KPIs" issued by the Stock Exchange.

1. 職工數據是根據本集團與其僱員之間訂立的僱傭合同，從本集團的人力資源部獲得。此數據涵蓋根據當地有關法律與本集團有直接僱傭關係的僱員以及在報告範圍內其工作和/或工作場所受本集團控制的員工。上述報告職工數據所採用的方法乃基於聯交所發佈的「如何準備環境、社會及管治報告—附錄3：社會關鍵績效指標匯報指引」。

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VII. APPENDIX – PERFORMANCE TABLE

(Continued)

Table S4. Employee Turnover Rate by Age Group, Gender and Geographical Locations in FY2023¹

Unit: Number of employees	單位：員工人數	Age group				Total
		Aged 30 or below	Aged between 31 to 40	Aged between 41 to 50	Aged 51 or above	
Gender	性別	30歲或以下	31-40歲	41-50歲	51歲或以上	總數
Male	男性	0	3	3	2	8
Employee turnover rate (%)	員工流失率(%)	0.0%	21.4%	33.3%	40.0%	23.5%
Female	女性	0	3	1	0	4
Employee turnover rate (%)	員工流失率(%)	0.0%	27.3%	12.5%	0.0%	14.8%
Total	總數	0	6	4	2	12
Total employee turnover rate (%)	總員工流失率(%)	0.0%	24.0%	23.5%	22.2%	19.7%

Geographical locations

地區劃分

Locations	地域	Employee turnover	Employee turnover rate
		員工流失	員工流失率
Yichang	宜昌	5	13.2%
Hong Kong	香港	6	40.0%
Shanghai	上海	1	12.5%
Total	總數	12	19.7%

VII. 附錄－績效表 (續)

表S4.本集團二零二三財年按年齡、性別及地區劃分的員工流失率¹

1. The turnover data in headcount was obtained from the Group's Human Resources Department based on the employment contracts entered into between the Group and its employees. The above data only covers the reporting scope. Turnover rate was calculated by dividing the number of employees who resigned in FY2023 by the number of employees in FY2023. The methodology adopted for reporting on turnover data set out above was based on "How to Prepare an ESG Report – Appendix 3: Reporting Guidance on Social KPIs" issued by the Stock Exchange.

1. 流失數據是根據本集團與其僱員之間訂立的僱傭合同，從本集團的人力資源部獲得。流失率通過將二零二三財年離職人數除以二零二三財年的員工數得出。上述績效表僅包括報告範圍內的數據。上述流失數據所採用的方法乃基於聯交所發佈的「如何準備環境、社會及管治報告－附錄3：社會關鍵績效指標匯報指引」。

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VII. APPENDIX – PERFORMANCE TABLE

(Continued)

Table S5. Number and Percentage of Employees Trained in the Group by Gender and Position Type in FY2023 ¹

Total number of employees	員工總數	61
Total number of employees trained	總受訓人數	38
Total percentage of employees trained	總員工受訓百分比	62.3%

VII. 附錄－績效表 (續)

表S5.二零二三財年本集團按性別和職位類型受訓的員工人數和百分比¹

Unit: Number of employees	單位：員工人數	Position Type			Total
		General staff	Senior management	Director and management	
Gender	性別	一般員工	高級管理人員	董事與管理層	總數
Male	男性	12	5	5	22
% of employees trained	員工受訓百分比	31.6%	13.2%	13.2%	57.9%
Female	女性	15	1	0	16
% of employees trained	員工受訓百分比	39.5%	2.6%	0.0%	42.1%
Total	總數	27	6	5	
% of employees trained	員工受訓百分比	71.1%	15.8%	13.2%	

1. The training information was obtained from the Group's Human Resources Department. Training refers to the vocational training that the Group's employees attended in FY2023. The above data only covers the reporting scope. The methodology adopted for reporting on the number and percentage of employees trained set out above was based on "How to Prepare an ESG Report – Appendix 3: Reporting Guidance on Social KPIs" issued by the Stock Exchange

1. 員工培訓數據從本集團的人力資源部獲得。上述數據僅涵蓋本報告範圍。培訓指本集團員工於二零二三財年參加的職業培訓。上述報告員工受訓人數和百分比所採用的方法乃基於聯交所發佈的「如何準備環境、社會及管治報告－附錄3：社會關鍵績效指標匯報指引」。

VII. APPENDIX – PERFORMANCE TABLE

(Continued)

Table S6. Training Hours Provided by the Group by Gender and Position Type in FY2023 ¹

Unit: Training Hours	單位：培訓時數	Position Type			Total
		General staff	Senior management	Director and management	
Gender	性別	一般員工	高級管理人員	董事與管理層	總數
Male	男性	50	62	72	184
Average training hours	平均受訓時數	2.94	10.33	6.55	5.41
Female	女性	51	51	0	102
Average training hours	平均受訓時數	2.04	51.00	0.00	3.78
Total	總數	101	113	72	286
Average training hours	平均受訓時數	2.40	16.14	6.00	4.69

1. The training information was obtained from the Group’s Human Resources Department. The above data only covers the reporting scope. The methodology adopted for reporting training hours set out above was based on “How to Prepare an ESG Report – Appendix 3: Reporting Guidance on Social KPIs” issued by the Stock Exchange.

VII. 附錄－績效表 (續)

表S6.二零二三財年本集團員工按性別及職位類型受訓的時數¹

1. 員工培訓數據從本集團的人力資源部獲得。上述數據僅涵蓋本報告範圍。上述報告員工受訓時數所採用的方法乃基於聯交所發佈的「如何準備環境、社會及管治報告－附錄3：社會關鍵績效指標匯報指引」。

VIII. REPORT DISCLOSURE INDEX (Continued)

VIII. 報告披露索引 (續)

HKEx ESG Guide content index (Continued)

聯交所ESG報告指引索引 (續)

Aspects 層面	ESG Indicators ESG指標	Description 描述	Page/Remark 頁碼／備注
	KPI A1.1	The types of emissions and respective emissions data.	127
	關鍵績效指標A1.1	排放物種類及相關排放數據。	
	KPI A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	127
	關鍵績效指標A1.2	直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	
	KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	77
	關鍵績效指標A1.3	所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	
	KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	77
	關鍵績效指標A1.4	所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	
	KPI A1.5	Description of emissions target(s) set and steps taken to achieve them.	91
	關鍵績效指標A1.5	描述所訂立的排放量目標及為達到這些目標所採取的步驟。	
	KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	81, 92
	關鍵績效指標A1.6	描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	

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VIII. 報告披露索引 (續)

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聯交所ESG報告指引索引 (續)

Aspects 層面	ESG Indicators ESG指標	Description 描述	Page/Remark 頁碼／備注
A2: Use of Resources A2：資源使用	General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials. Note: Resources may be used in production, in storage, transportation, in buildings, electronic equipment, etc. 一般披露 有效使用資源 (包括能源、水及其他原材料) 的政策。 註：資源可用於生產、儲存、運輸、樓宇、電子設備等。	84
	KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	129
	關鍵績效指標A2.1	按類型劃分的直接及／或間接能源 (如電、氣或油) 總耗量 (以千個千瓦時計算) 及密度 (如以每產量單位、每項設施計算)。	
	KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	129
	關鍵績效指標A2.2	總耗水量及密度 (如以每產量單位、每項設施計算)。	
	KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	94
	關鍵績效指標A2.3	描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	
	KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	86, 92
	關鍵績效指標A2.4	描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	
	KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	84
關鍵績效指標A2.5	製成品所用包裝材料的總量 (以噸計算) 及 (如適用) 每生產單位佔量。		

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VIII. 報告披露索引 (續)

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聯交所ESG報告指引索引 (續)

Aspects 層面	ESG Indicators ESG指標	Description 描述	Page/Remark 頁碼／備注
A3: The Environment and Natural Resources A3 : 環境及天然資源	General Disclosure	Policies on minimising the issuer's significant impacts on the environment and natural resources.	88
	KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	88
	關鍵績效指標A3.1	描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	
A4: Climate Change A4 : 氣候變化	General Disclosure	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	95
	一般披露	識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	
	KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	96
	關鍵績效指標A4.1	描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	

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Aspects 層面	ESG Indicators ESG指標	Description 描述	Page/Remark 頁碼／備注
B. Social B.社會			
Employment and Labour Practices 僱傭及勞工常規			
B1: Employment B1：僱傭	General Disclosure	Information on:	
		(a) the policies; and	101
		(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	
	一般披露	有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：	
		(a) 政策；及	
		(b) 遵守對發行人有重大影響的相關法律及規例	
		的資料。	
	KPI B1.1	Total workforce by gender, employment type (for example, full- or parttime), age group and geographical region.	130
	關鍵績效指標B1.1	按性別、僱傭類型（如全職或兼職）、年齡組別及地區劃分的僱員總數。	
	KPI B1.2	Employee turnover rate by gender, age group and geographical region.	132
	關鍵績效指標B1.2	按性別、年齡組別及地區劃分的僱員流失比率。	

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Aspects 層面	ESG Indicators ESG指標	Description 描述	Page/Remark 頁碼／備注
B2: Health and Safety B2：健康與安全	General Disclosure	Information on:	
		(a) the policies; and	108
	一般披露	(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例 的資料。	
	KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	110
	關鍵績效指標B2.1	過去三年(包括匯報年度)每年因工亡故的人數及比率。	
	KPI B2.2	Lost days due to work injury.	110
	關鍵績效指標B2.2	因工傷損失工作日數。	
	KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	109
	關鍵績效指標B2.3	描述所採納的職業健康與安全措施，以及相關執行及監察方法。	

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Aspects 層面	ESG Indicators ESG指標	Description 描述	Page/Remark 頁碼／備注
B3: Development and Training B3：發展及培訓	General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	111
	一般披露	Note: Training refers to vocational training. It may include internal and external courses paid by the employer 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	
	KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	133
	關鍵績效指標B3.1	按性別及僱員類別(如高級管理層、中級管理層)劃分的受訓僱員百分比。	
B4: Labour Standards B4：勞工準則	KPI B3.2	The average training hours completed per employee by gender and employee category.	134
	關鍵績效指標B3.2	按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	
	General Disclosure	Information on:	
	一般披露	(a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的：	114
		(a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例 的資料。	

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Aspects 層面	ESG Indicators ESG指標	Description 描述	Page/Remark 頁碼／備注
	KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	114
	關鍵績效指標B4.1	描述檢討招聘慣例的措施以避免童工及強制勞工。	
	KPI B4.2	Description of steps taken to eliminate such practices when discovered.	115
	關鍵績效指標B4.2	描述在發現違規情況時消除有關情況所採取的步驟。	
Operating Practices			
營運慣例			
B5: Supply Chain Management	General Disclosure	Policies on managing environmental and social risks of the supply chain.	115
B5: 供應鏈管理	一般披露	管理供應鏈的環境及社會風險政策。	
	KPI B5.1	Number of suppliers by geographical region.	118
	關鍵績效指標B5.1	按地區劃分的供應商數目。	
	KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	116
	關鍵績效指標B5.2	描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。	
	KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	117
	關鍵績效指標B5.3	描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	
	KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	117
	關鍵績效指標B5.4	描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	

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Aspects 層面	ESG Indicators ESG指標	Description 描述	Page/Remark 頁碼／備注
B6: Product Responsibility B6：產品責任	General Disclosure	Information on:	
	一般披露	(a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	118
		有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：	
		(a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例	
	KPI B6.1	的資料。 Percentage of total products sold or shipped subject to recalls for safety and health reasons.	The Group did not experience any recall incident in the reporting year.
	關鍵績效指標B6.1	已售或已運送產品總數中因安全與健康理由而須回收的百分比。	於回顧年內，本集團並沒有經歷任何回收事件。
	KPI B6.2	Number of products and service related complaints received and how they are dealt with.	121
	關鍵績效指標B6.2	接獲關於產品及服務的投訴數目以及應對方法。	

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Aspects 層面	ESG Indicators ESG指標	Description 描述	Page/Remark 頁碼／備注
	KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	Intellectual property rights-related issues are not material nor applicable to the Group's business.
	關鍵績效指標B6.3	描述與維護及保障知識產權有關的慣例。	鑒於集團的業務性質，知識產權相關披露於集團而言不重要且不適用。
	KPI B6.4	Description of quality assurance process and recall procedures.	118 (Recall procedures are consider not material to the Group due to its product nature)
	關鍵績效指標B6.4	描述質量檢定過程及產品回收程序。	(鑒於其產品特性，回收程序於集團而言並不重要。)
	KPI B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	122
	關鍵績效指標B6.5	描述消費者資料保障及私隱政策，以及相關執行及監察方法。	
B7: Anti-corruption B7 : 反貪污	General Disclosure	Information on:	
		(a) the policies; and	123
	一般披露	(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的：	
		(a) 政策；及	
		(b) 遵守對發行人有重大影響的相關法律及規例	
		的資料。	

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Aspects 層面	ESG Indicators ESG指標	Description 描述	Page/Remark 頁碼／備注
	KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	125
	關鍵績效指標B7.1	於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	
	KPI B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	123
	關鍵績效指標B7.2	描述防範措施及舉報程序，以及相關執行及監察方法。	
	KPI B7.3	Description of anti-corruption training provided to directors and staff.	124
	關鍵績效指標B7.3	描述向董事及員工提供的反貪污培訓。	
Community 社區			
B8: Community Investment B8：社區投資	General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	125
	一般披露	有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	
	KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	125
	關鍵績效指標B8.1	專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	
	KPI B8.2	Resources contributed (e.g. money or time) to the focus area.	The resources spent on local support was not available in this reporting year.
	關鍵績效指標B8.2	在專注範疇所動用資源(如金錢或時間)。	本報告年度沒有統計用於當地社區支持的資源的具體數字。

獨立核數師報告

Independent Auditor's Report



TO THE SHAREHOLDERS OF GLOBAL STRATEGIC GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Global Strategic Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 150 to 284, which comprise the consolidated statement of financial position as at 30 September 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致環球戰略集團有限公司列位股東

(於開曼群島註冊成立之有限公司)

無法表示意見

本核數師行獲委聘審計載於第150至284頁環球戰略集團有限公司(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報表。綜合財務報表包括於二零二三年九月三十日之綜合財務狀況表、截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括重要會計政策概要。

本核數師行無法就 貴集團之綜合財務報表表示意見。鑒於本核數師行報告中無法表示意見之基礎一節所述事宜之重要性，本核數師行未能獲取充足適當的審計憑證，以就該等綜合財務報表之審計意見提供基礎。在所有其他方面，本核數師行認為綜合財務報表已遵照香港公司條例之披露規定妥為編製。

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BASIS FOR DISCLAIMER OF OPINION

We draw attention to note 2 to the consolidated financial statements, which indicates that as at 30 September 2023, the Group's current liabilities exceeded its current assets by HK\$92,744,000 and the Group had operating cash outflow of HK\$3,926,000 for the year then ended. The Group had capital commitments amounting to HK\$4,167,000 at that date as disclosed in note 45. In addition, the Group was also in default of non-convertible bonds of HK\$750,000 as of 30 September 2023.

These events and conditions indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern and to realise its assets and discharge its liabilities in the normal course of business.

The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the continuous financial support of Mr. Wu Guoming ("Mr. Wu") and Mr. Wang Wenzhou ("Mr. Wang") as disclosed in note 2. However, we were unable to obtain sufficient appropriate audit evidence to satisfy ourselves that Mr. Wu and Mr. Wang had the financial resources to provide the required level of financial support to the Group. Mr. Wu and Mr. Wang both agreed to pledge their properties to provide financial support to the Group. Based on the market valuations of the properties, we considered that it was uncertain whether Mr. Wu and Mr. Wang would be able to borrow funds using their properties as collateral at the level necessary to support the Group's liquidity requirements. In addition, we were unable to ascertain whether Mr. Wu and Mr. Wang had any personal liabilities which would affect their credit standing and ability to borrow against the pledged properties. Accordingly, we were unable to determine the appropriateness of preparing the consolidated financial statements on a going concern basis.

無法表示意見之基礎

本核數師行謹請閣下垂注綜合財務報表附註2，當中顯示於二零二三年九月三十日，貴集團之流動負債超過其流動資產92,744,000港元，貴集團截至該日止年度的經營現金流出為3,926,000港元。誠如附註45所披露，貴集團於該日的資本承擔為4,167,000港元。此外，貴集團於截至二零二三年九月三十日亦結欠不可換股債券750,000港元。

該等事件及情況顯示存在重大不確定性，可能對貴集團持續經營及於正常業務過程中變現其資產及償還其負債的能力產生重大疑慮。

綜合財務報表乃按持續經營基準編製，其有效性取決於能否持續獲得附註2所披露吳國明先生（「吳先生」）及王文周先生（「王先生」）之財務支援。然而，本核數師行未能獲取充足適當的審計憑證，以信納吳先生及王先生之財務資源可為貴集團提供所需財務支援水平。吳先生及王先生均同意透過抵押彼等的物業為貴集團提供財務支援。基於物業之市場估值，本核數師行認為無法確定吳先生及王先生能否以彼等的物業作為抵押品借取所需資金以支持貴集團之流動資金需求。此外，本核數師行無法確定吳先生及王先生是否有任何個人負債而會影響彼等之信用狀況及以抵押物業借貸之能力。因此，本核數師行無法確定按持續經營基準編製綜合財務報表之適當性。

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BASIS FOR DISCLAIMER OF OPINION *(Continued)*

Should the Group be unable to operate as a going concern in the foreseeable future, adjustments would have to be made to write down the carrying value of the Group's assets to their recoverable amounts, to provide for any further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of these adjustments have not been reflected in these consolidated financial statements.

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standard ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (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 assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

無法表示意見之基礎 *(續)*

倘 貴集團於可預見未來無法持續經營，則須作出調整以將 貴集團資產之賬面值撇減至其可收回金額，以就可能產生的任何進一步負債計提撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並無於該等綜合財務報表內反映。

董事及審核委員會就綜合財務報 表須承擔的責任

董事須負責根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）及香港公司條例的披露規定編製真實而公平的綜合財務報表，並對董事認為使綜合財務報表的編製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監控負責。

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

審核委員會協助董事履行監督 貴集團的財務報告過程的職責。

獨立核數師報告

Independent Auditor's Report

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and to issue an auditor's report. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

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.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Wong Wo Cheung.

核數師就審計綜合財務報表須承擔的責任

本核數師行的責任為根據香港會計師公會頒佈之香港審計準則審計 貴集團之綜合財務報表及出具核數師報告。本報告根據委聘條款僅向 閣下（作為整體）報告，除此之外本報告別無其他目的。本核數師行概不就本報告的內容對任何其他人士負責或承擔責任。

然而，鑒於本核數師行報告中無法表示意見之基準一節所述事宜，本核數師行未能獲取充足適當的審計憑證，以就該等綜合財務報表之審計意見提供基準。

根據香港會計師公會頒佈的專業會計師道德守則（「守則」），本核數師行獨立於 貴集團，並已履行守則中的其他道德責任。

出具本獨立核數師報告的審計項目合夥人為王和祥先生。

RSM Hong Kong

Certified Public Accountants

29th Floor, Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

29 December 2023

羅申美會計師事務所

執業會計師

香港
銅鑼灣
恩平道28號
利園二期29樓

二零二三年十二月二十九日

綜合損益及其他全面收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

		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	7	166,077	136,241
Cost of sales	銷售成本		(138,816)	(115,954)
Gross profit	毛利		27,261	20,287
Other income	其他收入	8	871	962
Other gains and losses	其他收益及虧損	9	328	139
Selling and distribution costs	銷售及分銷成本		(9,800)	(8,731)
General and administrative expenses	一般及行政支出		(33,123)	(32,960)
Reversal of impairment loss on property, plant and equipment	物業、廠房及設備減值虧損撥回	19	20,343	21,012
Reversal of impairment loss on intangible assets	無形資產減值虧損撥回	22	17,172	16,565
Reversal of impairment loss on right-of-use assets	使用權資產減值虧損撥回	20	158	178
Allowance for trade and bills receivables	應收貿易賬款及票據撥備	6(b)(i)	(700)	(1,823)
Reversal of allowance for loan receivables	應收貸款撥備撥回	6(b)(ii)	-	1,173
Allowance for deposits and other receivables	按金及其他應收賬款撥備	6(b)(ii)	(295)	(13)
Allowance for due from non-controlling shareholders of a subsidiary and its related parties	應收一間附屬公司之非控股股東及其關聯方款項撥備	6(b)(ii)	(51)	-
Reversal of allowance/(allowance) for due from a related party	應收一名關聯方款項撥備撥回/(撥備)	6(b)(ii)	1	(6)
Profit from operations	經營業務溢利		22,165	16,783
Finance costs	財務成本	11	(4,921)	(2,603)
Share of loss from a joint venture	分佔合營企業之虧損		(76)	(49)
Profit before tax	除稅前溢利		17,168	14,131
Income tax expense	所得稅開支	12	(3,482)	(3,450)
Profit for the year	年內溢利	13	13,686	10,681

綜合損益及其他全面收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

	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
Other comprehensive income after tax	其他全面收益 (除稅後)		
<i>Items that may be reclassified to profit or loss:</i>	<i>可能會重新分類至損益之項目：</i>		
Exchange differences arising on translation of financial statements to presentation currency	將財務報表換算為呈列貨幣產生之匯兌差異	(4,233)	(991)
Exchange differences reclassified to profit or loss on deregistered foreign subsidiaries	因註銷海外附屬公司重新分類至損益之匯兌差異	-	2
Other comprehensive income for the year, net of tax	年內其他全面收益 (已扣稅)	(4,233)	(989)
Total comprehensive income for the year	年內全面收益總額	9,453	9,692
(Loss)/profit for the year attributable to:	以下人士應佔年內 (虧損) / 溢利：		
Owners of the Company	本公司擁有人	(12,229)	(15,504)
Non-controlling interests	非控股權益	25,915	26,185
		13,686	10,681
Total comprehensive income for the year attributable to:	以下人士應佔年內全面收益總額：		
Owners of the Company	本公司擁有人	(13,254)	(14,334)
Non-controlling interests	非控股權益	22,707	24,026
		9,453	9,692
Loss per share	每股虧損		
Basic (HK cents per share)	基本 (每股港仙)	(2.68)	(3.40)
Diluted (HK cents per share)	攤薄 (每股港仙)	(2.68)	(3.40)

綜合財務狀況表

Consolidated Statement of Financial Position

於二零二三年九月三十日 As at 30 September 2023

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	19	161,075	121,577
Right-of-use assets	使用權資產	20	7,908	3,495
Goodwill	商譽	21	-	-
Intangible assets	無形資產	22	90,771	80,976
Investment in a joint venture	於一間合營企業之投資	24	100	183
Deposits for acquisition of property, plant and equipment	收購物業、廠房及設備之按金		-	8,737
			259,854	214,968
Current assets	流動資產			
Inventories	存貨	25	565	1,489
Trade and bills receivables	應收貿易賬款及票據	26	8,086	8,920
Prepayments, deposits and other receivables	預付賬款、按金及其他應收賬款	27	13,972	8,073
Due from non-controlling shareholders of a subsidiary and its related parties	應收一間附屬公司之非控股股東及其關聯方款項	28	3,183	-
Bond receivables	應收債券	29	-	-
Due from a related party	應收一名關聯方款項	46(d)	1,234	1,019
Value-added tax ("VAT") recoverable	可收回增值稅(「增值稅」)		3,059	390
Bank and cash balances	銀行及現金結餘	30	9,385	4,998
			39,484	24,889
Current liabilities	流動負債			
Trade payables	應付貿易賬款	31	3,608	1,145
Accruals and other payables	應計費用及其他應付賬款	32	58,296	40,608
Contract liabilities	合約負債	33	16,081	10,798
Lease liabilities	租賃負債	34	4,615	1,580
Due to related parties	應付關聯方款項	46(d)	4,579	9,888
Due to directors	應付董事款項	35	8,772	1,142
Non-convertible bonds	不可換股債券	36	19,757	7,852
Bank and other borrowings	銀行及其他借貸	37	16,520	2,878
Current tax liabilities	即期稅項負債		-	20
			132,228	75,911
Net current liabilities	流動負債淨額		(92,744)	(51,022)
Total assets less current liabilities	總資產減流動負債		167,110	163,946

綜合財務狀況表

Consolidated Statement of Financial Position

於二零二三年九月三十日 As at 30 September 2023

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Accruals and other payables	應計費用及其他應付賬款	32	-	3,209
Due to non-controlling shareholders of a subsidiary and its related parties	應付一間附屬公司之非控股股東及其關聯方款項	28	-	27,344
Lease liabilities	租賃負債	34	2,981	1,237
Non-convertible bonds	不可換股債券	36	3,000	8,900
Bank and other borrowings	銀行及其他借貸	37	46,646	20,675
Deferred tax liabilities	遞延稅項負債	38	22,693	20,244
			75,320	81,609
NET ASSETS	資產淨值		91,790	82,337
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	39	4,559	4,559
Reserves	儲備	40(a)	(2,037)	11,217
Equity attributable to owners of the Company	本公司擁有人應佔權益		2,522	15,776
Non-controlling interests ("NCI")	非控股權益 (「非控股權益」)		89,268	66,561
Total equity	權益總額		91,790	82,337

Approved by the Board of Directors on 29 December 2023 and are signed on its behalf by:

於二零二三年十二月二十九日獲董事會批准並由下列董事代表簽署：

Wang Wenzhou
王文周

Wu Guoming
吳國明

綜合權益變動表

Consolidated Statement of Changes in Equity

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

		Attributable to owners of the Company 本公司擁有人應佔						NCI	Total equity	
		Share capital	Capital reserve	Share premium	Other reserve	Translation reserve	Accumulated losses	Total	NCI	Total equity
		(note 39)	(note 40(b)(i))	(note 40(b)(iii))	(note 40(b)(iv))	(note 40(b)(v))				
		(附註39)	(附註40(b)(i))	(附註40(b)(iii))	(附註40(b)(iv))	(附註40(b)(v))				
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 October 2021	於二零二一年十月一日	4,559	7,540	346,252	12,255	(1,308)	(341,443)	27,855	44,777	72,632
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	1,170	(15,504)	(14,334)	24,026	9,692
Disposal of subsidiaries (note 42(a))	出售附屬公司 (附註42(a))	-	-	-	-	-	-	-	13	13
Acquisition of non-controlling interests (note 42(b))	收購非控股權益 (附註42(b))	-	-	-	-	98	2,157	2,255	(2,255)	-
At 30 September 2022 and 1 October 2022	於二零二二年九月三十日及二零二二年十月一日	4,559	7,540	346,252	12,255	(40)	(354,790)	15,776	66,561	82,337
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	(1,025)	(12,229)	(13,254)	22,707	9,453
At 30 September 2023	於二零二三年九月三十日	4,559	7,540	346,252	12,255	(1,065)	(367,019)	2,522	89,268	91,790

綜合現金流量表

Consolidated Statement of Cash Flows

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所得現金流量		
Profit before tax	除稅前溢利	17,168	14,131
Adjustments for:	調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	11,644	8,991
Depreciation of right-of-use assets	使用權資產折舊	2,175	1,596
Amortisation of intangible assets	無形資產攤銷	3,377	2,899
Finance costs	財務成本	4,921	2,603
Early redemption of non-convertible bond handling charges	提早贖回不可換股債券手續費	(706)	-
Interest income	利息收入	(18)	(126)
Write-off of property, plant and equipment	撇銷物業、廠房及設備	1,368	2
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(9)	-
Gain on written off of due to non-controlling shareholders of a subsidiary and its related parties	撇銷應付一間附屬公司之非控股股東及其關聯方款項之收益	(1,687)	-
Gain on disposal of subsidiaries	出售附屬公司之收益	-	(141)
Share of loss from a joint venture	分佔一間合營企業之虧損	76	49
Reversal of impairment loss on property, plant and equipment	物業、廠房及設備減值虧損撥回	(20,343)	(21,012)
Reversal of impairment loss on right-of-use assets	使用權資產減值虧損撥回	(158)	(178)
Reversal of impairment loss on intangible assets	無形資產減值虧損撥回	(17,172)	(16,565)
Allowance for trade and bills receivables	應收貿易賬款及票據撥回	700	1,823
Reversal of allowance for loan receivables	應收貸款撥備撥回	-	(1,173)
Allowance for deposits and other receivables	按金及其他應收賬款撥備	295	13
Allowance for due from non-controlling shareholders of a subsidiary and its related parties	應收一間附屬公司之非控股股東及其關聯方款項撥備	51	-
(Reversal of allowance)/allowance for due from a related party	應收一名關聯方款項(撥備撥回)/撥備	(1)	6

綜合現金流量表

Consolidated Statement of Cash Flows

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Operating profit/(loss) before working capital changes	營運資金變動前之經營溢利／(虧損)	1,681	(7,082)
Increase in trade and bills receivables	應收貿易賬款及票據增加	(304)	(4,672)
(Increase)/decrease in prepayments, deposits and other receivables	預付賬款、按金及其他應收賬款(增加)／減少	(6,898)	5,080
(Increase)/decrease in VAT recoverable	可收回增值稅(增加)／減少	(1,785)	5,420
Decrease in inventories	存貨減少	872	340
Increase in trade payables	應付貿易賬款增加	2,592	413
Decrease in accruals and other payables	應計費用及其他應付賬款減少	(658)	(5,436)
Increase in contract liabilities	合約負債增加	5,996	5,050
Movements in balance with related parties	關聯方款項結餘變動	(5,220)	9,713
Cash (used in)/generated from operations	經營(所用)／所得現金	(3,724)	8,826
Interest on lease liabilities paid	已付租賃負債利息	(150)	(173)
Income tax paid	已付所得稅	(52)	(32)
NET CASH (USED IN)/GENERATED FROM OPERATING ACTIVITIES	經營活動(所用)／所得現金淨額	(3,926)	8,621
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量		
Acquisition of property, plant and equipment	收購物業、廠房及設備	(15,716)	(648)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	28	-
Interest received	已收利息	18	575
Receipt from repayment of loan receivables	收到應收貸款還款	-	5,000
Deposit paid for acquisition of property, plant and equipment	收購物業、廠房及設備之已付按金	-	(9,208)
Acquisition of right-of-use assets	收購使用權資產	(292)	-
Cash outflow arising from investment in a joint venture	投資於一間合營企業產生之現金流出	-	(243)
Cash outflow arising from disposal of subsidiaries	出售附屬公司產生之現金流出	-	(4)
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(15,962)	(4,528)

綜合現金流量表

Consolidated Statement of Cash Flows

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

		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 FINANCING ACTIVITIES	融資活動所得現金流量		
Movement in balance with non-controlling shareholders of a subsidiary and its related parties, net	與一間附屬公司之非控股股東及其關聯方結餘淨額變動	(28,341)	(15,452)
New bank and other borrowings raised	已籌集新增銀行及其他借貸	57,145	23,053
Repayment of bank and other borrowings	償還銀行及其他借貸	(15,177)	(16,234)
Increase/(decrease) in amounts due to directors	應付董事款項增加／(減少)	7,907	(1,796)
Repayment of lease liabilities	償還租賃負債	(1,287)	(1,764)
Proceeds from non-convertible bonds	來自不可換股債券之所得款項	30,100	8,900
Repayment of non-convertible bonds	償還不可換股債券	(23,120)	(19,319)
Interest paid	已付利息	(3,398)	(2,411)
NET CASH GENERATED FROM/ (USED IN) FINANCING ACTIVITIES	融資活動所得／(所用) 現金淨額	23,829	(25,023)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加／(減少) 淨額	3,941	(20,930)
Effect of foreign exchange rate changes	外匯匯率變動之影響	446	2,517
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	年初現金及現金等價物	4,998	23,411
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物	9,385	4,998

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

1. GENERAL INFORMATION

Global Strategic Group Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (Revised) of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business is Room 803, 8/F, Wan Chai Central Building, 89 Lockhart Road, Wanchai, Hong Kong. The Company’s shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 23 to the consolidated financial statements.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are disclosed in note 4 to the consolidated financial statements.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting year of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting years reflected in these consolidated financial statements.

1. 一般資料

環球戰略集團有限公司(「本公司」)根據開曼群島公司法(經修訂)在開曼群島註冊成立為獲豁免有限公司。其註冊辦事處地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands。其主要營業地點之地址為香港灣仔駱克道89號灣仔中匯大廈8樓803室。本公司之股份在香港聯合交易所有限公司(「聯交所」)GEM上市。

本公司為一間投資控股公司，其附屬公司之主要業務載於綜合財務報表附註23。

2. 編製基準

該等綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之所有適用香港財務報告準則(「香港財務報告準則」)編製。香港財務報告準則包括香港財務報告準則(「香港財務報告準則」);香港會計準則(「香港會計準則」);及詮釋。該等綜合財務報表亦符合聯交所GEM證券上市規則之適用披露條文以及香港公司條例(第622章)之披露規定。本集團所採納之重要會計政策於綜合財務報表附註4披露。

香港會計師公會已頒佈若干新訂及經修訂香港財務報告準則，該等準則於本集團之本會計年度首次生效或可供提早採納。附註3載列於本會計年度及過往會計年度因首次應用與本集團相關之內容發展而產生之任何會計政策變動的資料，有關資料於該等綜合財務報表反映。

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

2. BASIS OF PREPARATION (Continued)

Basis of Going Concern

As at 30 September 2023, the Group's current liabilities exceeded its current assets by HK\$92,744,000 and the Group had operating cash outflow of HK\$3,926,000 for the year then ended. The Group had capital commitments amounting to HK\$4,167,000 at that date as disclosed in note 45. In addition, the Group was also in default of non-convertible bonds of HK\$750,000 as of 30 September 2023.

These events and conditions indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern and to realise its assets and discharge its liabilities in the normal course of business.

The directors have estimated the Group's cash requirements by preparing a cashflow forecast of the Group for the eighteen months period ending 31 March 2025. Mr. Wu Guoming ("Mr. Wu") and Mr. Wang Wenzhou ("Mr. Wang"), shareholders and directors of the Company, as at 30 September 2023, have agreed to provide sufficient funds to the Group so that the Group will be able to meet all current obligations as they fall due for the foreseeable future. Mr. Wu and Mr. Wang both agreed to pledge their properties as collaterals, if necessary, to borrow funds to provide financial support to the Group.

The directors of the Company therefore consider it appropriate to adopt the going concern basis in preparing these consolidated financial statements on the basis that Mr. Wu and Mr. Wang have agreed to provide continuous financial support to the Group. Should the Group be unable to operate as a going concern in the foreseeable future, adjustments would have to be made to write down the carrying value of the Group's assets to their recoverable amounts, to provide for any further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of these adjustments have not been reflected in these consolidated financial statements.

2. 編製基準 (續)

持續經營基準

於二零二三年九月三十日，本集團之流動負債超過其流動資產92,744,000港元，及本集團截至該日止年度經營現金流出為3,926,000港元。誠如附註45所披露，本集團於該日期的資本承擔為4,167,000港元。此外，截至二零二三年九月三十日，本集團亦結欠不可換股債券750,000港元。

該等事件及情況顯示存在重大不確定性，可能對本集團持續經營及於正常業務過程中變現其資產及償還其負債的能力產生重大疑慮。

董事已通過編製本集團截至二零二五年三月三十一日止十八個月期間的現金流量預測來估計本集團的現金需求。於二零二三年九月三十日，本公司股東及董事吳國明先生（「吳先生」）及王文周先生（「王先生」）已同意向本集團提供充足資金，以便本集團能夠償付於可預見未來到期的所有即期債務。吳先生及王先生均同意於必要時將彼等的物業作為抵押品，以借入資金為本集團提供財務支持。

因此，本公司董事認為，基於吳先生及王先生已同意持續為本集團提供財務援助的基準編製該等綜合財務報表時採納持續經營基準乃屬適當。倘本集團於可預見未來無法持續經營，則須作出調整以將本集團資產之賬面值撇減至其可收回金額，以就可能產生的任何進一步負債計提撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並無於該等綜合財務報表內反映。

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(a) Application of new and revised HKFRSs

The Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 October 2022 for the preparation of the consolidated financial statements:

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

The Group did not change its accounting policies or make retrospective adjustments as a result of adopting the abovementioned amended standards or annual improvements.

3. 採納新訂及經修訂香港財務報告準則

(a) 應用新訂及經修訂香港財務報告準則

本集團編製綜合財務報表時已首次應用香港會計師公會頒佈之下列香港財務報告準則修訂本，該等修訂本於二零二二年十月一日或之後開始之年度期間強制生效：

香港會計準則第16號(修訂本)	物業、廠房及設備：作擬定用途前之所得款項
香港會計準則第37號(修訂本)	有償合約－履行合約成本
香港財務報告準則第3號(修訂本)	概念框架提述
年度改進項目	香港財務報告準則二零一八年至二零二零年週期之年度改進

本集團並無因採納上述經修訂準則或年度改進而更改其會計政策或作出追溯調整。

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(b) New and revised HKFRSs in issue but not yet effective

The Group has not applied any new standard, amendments to standards and interpretation that have been issued but are not yet effective for the financial year beginning 1 October 2022. The new standard, amendments to standards and interpretation include the following which may be relevant to the Group.

3. 採納新訂及經修訂香港財務報告準則 (續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無應用於二零二二年十月一日開始之財政年度已頒佈但尚未生效之任何新訂準則、經修訂準則及詮釋。該等新訂準則、經修訂準則及詮釋包括以下可能與本集團相關者。

		Effective for accounting periods beginning on or after 於下列日期或之後 開始之會計期間生效
Amendments to HKAS 1 – Classification of Liabilities as Current or Non-current	香港會計準則第1號 (修訂本) – 將負債分類為流動或非流動	1 January 2024 二零二四年一月一日
Amendments to HKAS 1 – Non-current Liabilities with Covenants	香港會計準則第1號 (修訂本) – 附帶契約之非流動負債	1 January 2024 二零二四年一月一日
Amendments to HKAS 1 and HKFRS Practice Statement 2 – Disclosure of Accounting Policies	香港會計準則第1號及香港財務報告準則實務報告第2號 (修訂本) – 會計政策之披露	1 January 2023 二零二三年一月一日
Amendments to HKAS 8 – Definition of Accounting Estimates	香港會計準則第8號 (修訂本) – 會計估計之定義	1 January 2023 二零二三年一月一日
Amendments to HKAS 12 – Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction	香港會計準則第12號 (修訂本) – 單一交易所產生的資產及負債相關遞延稅項	1 January 2023 二零二三年一月一日
Amendments to HKFRS 16 – Lease Liability in a Sale and Leaseback	香港財務報告準則第16號 (修訂本) – 售後租回中的租賃負債	1 January 2024 二零二四年一月一日

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(b) New and revised HKFRSs in issue but not yet effective (Continued)

3. 採納新訂及經修訂香港財務報告準則 (續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則 (續)

		Effective for accounting periods beginning on or after 於下列日期或之後 開始之會計期間生效
Amendments to HKAS 7 and HKFRS 7 – Supplier Finance Arrangements	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
Amendments to HKFRS 10 and HKAS 28 - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	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資	To be determined by the HKICPA 待香港會計師 公會釐定
Hong Kong Interpretation 5 (2020) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	香港詮釋第5號(二零二零年) 財務報表列報 – 借款人對於 包含須應要求償還條款的定期貸款 的分類	1 January 2024 二零二四年一月一日
Amendments to HKAS 21 – Lack of Exchangeability	香港會計準則第21號(修訂本) – 缺乏可交換性	1 January 2025 二零二五年一月一日

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正在評估該等修訂本及新訂準則於首次應用期間之預期影響。截至目前為止，本集團認為採納該等修訂本及新訂準則不大可能對綜合財務報表產生重大影響。

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below (e.g. certain financial instruments that are measured at fair value).

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 30 September. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

4. 重要會計政策

該等綜合財務報表乃根據歷史成本法編製，惟以下會計政策另有提及者除外（例如按公平值計量之若干金融工具）。

編製符合香港財務報告準則之財務報表需使用若干重大會計估計，亦需要管理層於應用本集團會計政策之過程中作出判斷。涉及較高程度判斷或複雜性之範疇，或其假設及估計對綜合財務報表而言屬重大之範疇於附註5披露。

編製該等綜合財務報表時應用之重要會計政策載於下文。

(a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至九月三十日之財務報表。附屬公司指本集團具有控制權之實體。當本集團承受或享有參與實體所得之可變回報，且有能力透過其對實體之權力影響該等回報時，則本集團控制該實體。當本集團之現有權利可賦予其掌控有關實體業務的能力（即大幅影響實體回報之業務）時，則本集團擁有對該實體之權力。

在評估控制權時，本集團會考慮其潛在投票權以及其他人士持有之潛在投票權。僅在持有人能實際行使潛在投票權的情況下，方會考慮其潛在投票權。

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Consolidation (Continued)

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill and any accumulated foreign currency translation reserve relating to that subsidiary.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

4. 重要會計政策 (續)

(a) 綜合賬目 (續)

附屬公司乃自控制權轉移至本集團當日起綜合入賬，並自控制權終止當日起停止綜合入賬。

出售一間附屬公司（導致失去控制權）之收益或虧損指(i)出售代價之公平值加上對該附屬公司任何餘下投資的公平值與(ii)本公司應佔該附屬公司的資產淨值加上有關該附屬公司之任何剩餘商譽及任何累計外幣換算儲備之差額。

集團內公司間之交易、結餘及未變現溢利會相互對銷。除非有證據顯示交易所轉讓的資產出現減值，否則未變現虧損亦予以對銷。附屬公司之會計政策在必要時作出調整，以確保與本集團所採納之政策一致。

非控股權益指並非由本公司直接或間接應佔附屬公司之權益。非控股權益於綜合財務狀況表及綜合權益變動表中之權益內呈列。非控股權益在綜合損益表以及綜合損益及其他全面收益表中以年內損益及全面收益總額分配予非控股股東與本公司擁有人之方式呈列。

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Consolidation (Continued)

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

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

(b) Separate financial statements

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale). Cost includes direct attributable costs of investments. The results of subsidiaries are accounted for by the Company on the basis of dividend received or receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

4. 重要會計政策 (續)

(a) 綜合賬目 (續)

即使在分配損益及各項其他全面收益予本公司擁有人及非控股股東後會導致非控股權益出現虧絀結餘，仍會作出有關分配。

本公司於一間附屬公司之所有權益變動(在不導致失去控制權的情況下)被視為權益交易(即與擁有人以彼等之擁有人身份進行之交易)入賬。控股及非控股權益之賬面值予以調整，以反映其於附屬公司之相對權益變動。任何非控股權益數額之調整與已付或已收代價公平值之差額直接在權益內確認，並分配予本公司擁有人。

(b) 獨立財務報表

於本公司之財務狀況表內，於一間附屬公司之投資乃按成本減減值虧損入賬，除非該投資被分類為持作出售(或納入被分類為持作出售之出售組別)。成本包括投資的直接應佔成本。附屬公司的業績由本公司按已收及應收股息基準入賬。

倘投資該等附屬公司收到的股息超過宣派股息期內附屬公司的總綜合收益，或倘獨立財務報表內的投資賬面值超過綜合財務報表中被投資公司資產淨值(包括商譽)的賬面值，則須於收到來自該等投資的股息後對附屬公司的投資進行減值測試。

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(c) Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The consideration transferred in a business combination is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and any contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the sum of the consideration transferred over the Group's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the sum of the consideration transferred is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Group.

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the sum of the consideration transferred in a business combination to calculate the goodwill.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

4. 重要會計政策 (續)

(c) 業務合併及商譽

本集團採用收購法為業務合併中收購之一間附屬公司列賬。於業務合併中所轉讓之代價乃按所提供的資產在收購當日之公平值、所發行之股本工具、所產生之負債及任何或然代價計量。收購相關成本於有關成本產生及獲得服務期間確認為開支。所收購附屬公司之可識別資產及負債均按其於收購當日之公平值計量。

所轉讓代價之總和超出本集團應佔附屬公司可識別資產及負債之公平淨值之差額入賬列作商譽。本集團應佔可識別資產及負債之公平淨值超出所轉讓代價之總和之任何差額則於綜合損益內確認為本集團應佔之議價收購收益。

對於分階段進行之業務合併，先前已持有之附屬公司之股權按收購當日之公平值重新計量，而由此產生之收益或虧損於綜合損益內確認。公平值會計入業務合併中所轉讓代價之總和，以計算商譽。

於附屬公司之非控股權益初始按非控股股東應佔該附屬公司於收購當日之可識別資產及負債之公平淨值比例計算。

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Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(c) Business combination and goodwill (Continued)

After initial recognition, goodwill is measured at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs") or groups of CGUs that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the Group at which the goodwill is monitored for internal management purposes. Goodwill impairment reviews are undertaken annually, or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to its recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

(d) Joint arrangements

A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. Relevant activities are activities that significantly affect the returns of the arrangement. When assessing joint control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

4. 重要會計政策 (續)

(c) 業務合併及商譽 (續)

於初始確認後，商譽乃按成本減累計減值虧損計量。就減值測試而言，於業務合併中收購之商譽會分配至預期將受益於合併協同效應之各現金產生單位（「現金產生單位」）或現金產生單位組別。商譽所分配之各單位或單位組別為本集團內就內部管理目的而監察商譽之最低層次。商譽每年進行減值檢討，或當有事件出現或情況改變顯示可能出現減值時，作出更頻密檢討。含有商譽之現金產生單位之賬面值與其可收回金額作比較，可收回金額為使用價值與公平值減出售成本兩者之較高者。任何減值即時確認為開支，且其後不會撥回。

(d) 合營安排

合營安排是指兩個或兩個以上人士具有共同控制權的安排。共同控制是指按合約約定對某項安排的共享控制，僅在有關活動的決定需要共享控制的各方一致同意時，該控制才存在。相關活動是對安排收益有重大影響的活動。評估共同控制權時，本集團會考慮其潛在投票權以及其他方持有的潛在投票權。僅當持有人具有行使該權利的實際能力時，才考慮潛在的投票權。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Joint arrangements (Continued)

A joint arrangement is either a joint operation or a joint venture. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. The Group has assessed the type of each of its joint arrangements and determined them to all be joint ventures.

Investment in a joint venture is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the joint venture in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of the investment over the Group's share of the net fair value of the joint venture's identifiable assets and liabilities is recorded as goodwill, which is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

The Group assesses whether there is an objective evidence that the interest in a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

4. 重要會計政策 (續)

(d) 合營安排 (續)

合營安排可以是合營經營或合營企業。合營經營是一種共同安排，據此，對安排具有共同控制權的當事方享有與安排有關的資產權利及負債義務。合營企業是一項合營安排，據此，對安排擁有共同控制權的當事方有權享有該安排的淨資產。本集團已評估其各項合營安排的類型，並將其確定為合營企業。

對合營企業的投資在綜合財務報表中採用權益法核算，並按成本進行初始確認。收購中合營企業的可識別資產及負債以收購日的公平值計量。投資成本超出本集團在合營企業可識別資產及負債的公平值淨額中所佔份額的部分，記錄為商譽，而商譽計入投資的賬面值中。本集團在可識別資產及負債的公平值淨額中所佔份額超出收購成本的部分，則於綜合損益確認。

本集團評估是否存在於合營企業之權益可能減值之客觀證據。當存在任何客觀證據時，則根據香港會計準則第36號對投資（包括商譽）之全部賬面值作為單一資產進行減值測試，方法為比較其可收回金額（以使用價值與公平值減出售成本之較高者計算）與其賬面值。任何已確認減值虧損並非分配至屬於該投資賬面金額之一部分之任何資產（包括商譽）。根據香港會計準則第36號確認之減值虧損之任何撥回以該投資其後所增加之可收回金額為限。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Joint arrangements (Continued)

The Group's share of a joint venture's post-acquisition profits or losses and other comprehensive income is recognised in consolidated statement of profit or loss and other comprehensive income. When the Group's share of losses in a joint venture equals or exceeds its interest in the joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture. If the joint venture subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The gain or loss on the disposal of a joint venture that results in a loss of joint control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that joint venture and (ii) the Group's entire carrying amount of that joint venture (including goodwill) and any related accumulated foreign currency translation reserve. If an investment in a joint venture becomes an investment in an associate, the Group continues to apply the equity method and does not remeasure the retained interest.

Unrealised profits on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interests in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

4. 重要會計政策 (續)

(d) 合營安排 (續)

本集團在合營企業的收購後損益及其他全面收益中所佔的份額在綜合損益及其他全面收益表中確認。當本集團分佔合營企業虧損相等於或超過其在合營企業中的權益(包括實質上構成本集團對合營企業淨投資一部分的任何長期權益)時,本集團不確認進一步的虧損,除非其已代表合營企業承擔義務或已付款。倘合營企業隨後報告溢利,則本集團僅在其應佔溢利等於未確認的虧損份額後才重新確認其應佔溢利。

出售合營企業而導致喪失共同控制權的損益即指(i)出售代價的公平值加上該合營企業中保留的任何投資的公平值與(ii)本集團在該合營企業中的全部賬面值(包括商譽)及任何相關的累計外幣換算儲備之差額。倘於合營企業的投資變為對聯營公司的投資,本集團將繼續採用權益法,且不會重新計量保留權益。

本集團與合營企業之間的未實現交易溢利以本集團在合營企業中的權益為限予以抵銷。除非交易提供轉移資產減值的證據,否則未實現的虧損亦將予以抵銷。為確保與本集團採用的政策一致,合營企業的會計政策已在必要時進行更改。

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Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(e) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency").

The consolidated financial statements are presented in Hong Kong Dollars ("HK\$"), which is the Company's presentation currency. The functional currency of the Company is Renminbi ("RMB"). The directors consider that choosing HK\$ as the presentation currency best suits the needs of the shareholders and investors.

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting year. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in term of historical cost in a foreign currency are translated using the foreign exchange rate ruling at the transaction dates. The transaction date is the date on which the entity initially recognised such non-monetary assets or liabilities. Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

4. 重要會計政策 (續)

(e) 外幣換算

(i) 功能及呈列貨幣

本集團旗下各實體財務報表所包含之項目均以該實體營運所在的主要經濟環境之貨幣（「功能貨幣」）計量。

綜合財務報表以港元（「港元」）呈列，港元為本公司之呈列貨幣。本公司之功能貨幣為人民幣（「人民幣」）。董事認為選擇以港元作為呈列貨幣最切合股東及投資者所需。

(ii) 各實體財務報表內之交易及結餘

以外幣結算之交易於初始確認時按交易日期之匯率換算為功能貨幣。以外幣計值之貨幣資產及負債按各報告年度末之匯率換算。該換算政策所產生之收益及虧損於損益內確認。

以外幣歷史成本計量的非貨幣資產及負債使用交易日的外匯匯率換算。交易日為實體最初確認該等非貨幣資產或負債的日期。按公平值計量及以外幣計值之非貨幣項目按釐定公平值日期之匯率換算。

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(e) Foreign currency translation (Continued)

(ii) Transactions and balances in each entity's financial statements (Continued)

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

(iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

4. 重要會計政策 (續)

(e) 外幣換算 (續)

(ii) 各實體財務報表內之交易及結餘 (續)

倘非貨幣項目之收益或虧損於其他全面收益內確認，該收益或虧損之任何匯兌部分於其他全面收益內確認。倘非貨幣項目之收益或虧損於損益內確認，該收益或虧損之任何匯兌部分於損益內確認。

(iii) 綜合賬目時換算

本集團旗下所有實體如使用有別於本公司呈列貨幣之功能貨幣，其業績及財務狀況均按下列方法換算為本公司之呈列貨幣：

- 每份財務狀況表所呈列的資產及負債均按照該財務狀況表結算日之收盤匯率換算；
- 收入及開支均按期內平均匯率換算（除非此平均數並非交易日期匯率之累計影響之合理近似值，在此情況下，收入及開支則按交易日期之匯率換算）；及
- 所有由此產生之匯兌差額均於其他全面收益內確認，並於外幣換算儲備中累計。

綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(e) Foreign currency translation (Continued)

(iii) Translation on consolidation (Continued)

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

(f) Property, plant and equipment

Property, plant and equipment are held for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction as described below), are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

4. 重要會計政策 (續)

(e) 外幣換算 (續)

(iii) 綜合賬目時換算 (續)

於綜合賬目時，換算構成海外實體投資淨額一部分之貨幣項目產生之匯兌差額乃於其他全面收益內確認，並於外幣換算儲備中累計。當出售海外業務時，該等匯兌差額重新分類至綜合損益作為出售收益或虧損之一部分。

收購海外實體所產生之商譽及公平值調整被視作該海外實體的資產及負債，並按收盤匯率進行換算。

(f) 物業、廠房及設備

持作生產或供應商品或服務用途或作行政用途之物業、廠房及設備（下文所述在建物業除外），乃按成本減其後之累計折舊及其後之累計減值虧損（如有）於綜合財務狀況表列賬。

其後成本僅在本集團很有可能獲得與該項目有關之未來經濟利益流入及該項目之成本能可靠地計量時，方會計入資產賬面值或確認為獨立資產（如適用）。所有其他維修及保養乃在其產生期間於損益內確認。

綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Property, plant and equipment (Continued)

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Buildings	2.5% – 20%
Computer system and equipment	20% – 33 $\frac{1}{3}$ %
Furniture and fixtures	12.5% – 33 $\frac{1}{3}$ %
Leasehold improvements	20% – 60%
Motor vehicles	20% – 25%
Pipeline and equipment	5% – 20%
Plant and machinery	10% – 20%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Construction in progress represents buildings under construction and plant and equipment pending installation, is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

4. 重要會計政策 (續)

(f) 物業、廠房及設備 (續)

物業、廠房及設備之折舊乃以直線法在估計可使用年期內按足以撇銷其成本減其剩餘價值之比率計算。主要年率如下：

樓宇	2.5% – 20%
電腦系統及設備	20% – 33 $\frac{1}{3}$ %
傢俬及裝置	12.5% – 33 $\frac{1}{3}$ %
租賃裝修	20% – 60%
汽車	20% – 25%
管道及設備	5% – 20%
廠房及機器	10% – 20%

剩餘價值、可使用年期及折舊方法於各報告期末進行檢討及調整（如適用），任何估計變動之影響按預期基準入賬。

在建工程指在建樓宇及待安裝廠房及設備，乃按成本減減值虧損列賬。折舊於相關資產可供使用時開始。

出售物業、廠房及設備之收益或虧損指出售所得款項淨額與相關資產賬面值之間的差額，並於損益內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(g) Leases

At inception of a contract, the Group assesses whether the 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. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

(i) *The Group as a lessee*

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily car parking spaces. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

4. 重要會計政策 (續)

(g) 租賃

本集團於合約開始時評估合約是否屬於一項租賃或包含一項租賃。倘合約轉讓在一段時間內控制使用已識別資產之權利以換取代價，則該合約屬於一項租賃或包含一項租賃。在客戶既有權主導已識別資產之用途，亦有權從用途中獲得幾乎所有經濟利益之情況下，則已轉讓控制權。

(i) *本集團作為承租人*

當合約包含租賃部分及非租賃部分，本集團選擇就所有租賃不分开非租賃部分，並將各租賃部分及任何相關非租賃部分入賬列作單一租賃部分。

於租賃開始日期，本集團確認使用權資產及租賃負債，不包括租期為12個月或以內之短期租賃及低價值資產租賃（就本集團而言主要為停車位租賃）。當本集團訂立低價值資產租賃時，本集團決定是否按逐項租賃基準將租賃資本化。與並無資本化之租賃相關之租賃付款按系統基準於租期內確認為開支。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(g) Leases (Continued)

(i) The Group as a lessee (Continued)

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting year in which they are incurred.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by Rich Ascent International Limited, which does not have recent third-party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

4. 重要會計政策 (續)

(g) 租賃 (續)

(i) 本集團作為承租人 (續)

倘租賃資本化，則租賃負債初始按租期內應付租賃付款之現值確認，並使用租賃中隱含之利率貼現，或倘該利率不可即時釐定，則使用相關增量借貸利率。於初始確認後，租賃負債按攤銷成本計量，且利息開支使用實際利率法計算。並非取決於指數或利率之可變租賃付款不納入租賃負債計量，因此於其產生之會計年度計入損益。

確定增量借貸利率，本集團應：

- 在可能的情況下，以該個別承租人近期收到的第三方融資為起點，並進行調整以反映融資條件自收到第三方融資後的變化；
- 對於近期末獲得第三方融資的豐晉國際有限公司持有的租賃，採用以無風險利率為起點的累加法，並按照租賃的信用風險進行調整；及
- 針對租賃進行特定調整，如租賃期、國家、貨幣及抵押。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(g) Leases (Continued)

(i) The Group as a lessee (Continued)

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the group entities use that rate as a starting point to determine the incremental borrowing rate.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

4. 重要會計政策 (續)

(g) 租賃 (續)

(i) 本集團作為承租人 (續)

倘個別承租人可獲得可隨時觀察到的攤銷貸款利率（通過近期的融資或市場數據），且其付款情況與租賃相似，則本集團實體以該利率作為釐定增量借款利率的起點。

倘租賃資本化時確認之使用權資產初始按成本計量，包括租賃負債之初始金額加於開始日期或之前所作任何租賃付款，以及所產生之任何初始直接成本。在適用情況下，使用權資產成本亦包括拆除及移除相關資產或恢復相關資產或其所在地原貌之估計成本（經貼現至其現值），減所收取之任何租賃獎勵。使用權資產其後按成本減累計折舊及減值虧損列賬。

本集團可合理確定可於租期末獲得相關租賃資產所有權之使用權資產自開始日期起至可使用年期結束時折舊。否則，使用權資產於其估計可使用年期及租期之較短者內以直線法折舊。

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截至二零二三年九月三十日止年度 For the year ended 30 September 2023

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(g) Leases (Continued)

(i) The Group as a lessee (Continued)

When the Group obtains ownership of the underlying leased assets at the end of the lease term upon exercising purchase options, the cost of the relevant right-of-use assets and the related accumulated depreciation and impairment loss are transferred to property, plant and equipment.

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

4. 重要會計政策 (續)

(g) 租賃 (續)

(i) 本集團作為承租人 (續)

當本集團於租賃期結束時行使購買權獲得相關租賃資產的所有權時，相關使用權資產的成本以及相關的累計折舊及減值虧損將轉撥至物業、廠房及設備。

可退還已付租金按金根據香港財務報告準則第9號入賬，初始按公平值計量。於初始確認時對公平值作出之調整被視為額外租賃付款，並計入使用權資產成本。

租賃負債於指數或利率變動而引致未來租賃付款變動或本集團對預期根據剩餘價值擔保應付賬款之估算出現變動或重新評估本集團是否可合理確定將行使購買、續期或終止選擇權引致變動時予以重新計量。當租賃負債以此方式重新計量時，使用權資產賬面值會作出相應調整或在使用權資產賬面值已減至零時，於損益內入賬。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(g) Leases (Continued)

(i) The Group as a lessee (Continued)

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are any rent concessions which arose as a direct consequence of the COVID-19 pandemic and which satisfied the conditions set out in paragraph 46B of HKFRS 16. In such cases, the Group took advantage of the practical expedient not to assess whether the rent concessions are lease modifications, and recognised the change in consideration as negative lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

(ii) The Group as a lessor

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

4. 重要會計政策 (續)

(g) 租賃 (續)

(i) 本集團作為承租人 (續)

當租賃範疇或租賃合約原先並無規定之租賃代價發生變化(「租賃修改」)，且未作為單獨租賃入賬時，亦會重新計量租賃負債。在此情況下，租賃負債按經修訂租賃付款及租期使用修改生效日期之經修訂貼現率進行重新計量。唯一例外為因2019冠狀病毒病大流行而直接產生的任何租金減免，且其符合香港財務報告準則第16號第46B段所載的條件。在有關情況下，本集團善用可行權宜方法不予評估租金減免是否屬租賃修改，並在觸發租金減免的事件或條件發生的期間將代價變動確認為負租賃付款計入損益。

(ii) 本集團作為出租人

當本集團為出租人時，其於租賃開始時釐定各項租賃為融資租賃還是經營租賃。倘租賃將相關資產所有權附帶的絕大部分風險及回報轉移至承租人，則該租賃分類為融資租賃。否則，該租賃分類為經營租賃。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Intangible assets

(i) Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

(ii) Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

4. 重要會計政策 (續)

(h) 無形資產

(i) 單獨收購之無形資產

單獨收購具有有限可使用年期之無形資產，按成本減累計攤銷及任何累計減值虧損入賬。具有有限可使用年期之無形資產攤銷於估計可使用年期內按直線法確認。估計可使用年期及攤銷方法於各報告年度末進行檢討，任何估計變動之影響按預期基準入賬。單獨收購具無限可使用年期之無形資產，按成本減任何其後累計減值虧損入賬。

(ii) 於業務合併中收購之無形資產

於業務合併中收購之無形資產與商譽分開確認，初始按其於收購日期之公平值（被視作其成本）確認。

於初始確認後，於業務合併中收購之具有有限可使用年期之無形資產按與單獨收購之無形資產相同之基準，以成本減累計攤銷及任何累計減值虧損呈報。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Intangible assets (Continued)

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

(i) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods comprises all cost of purchase, cost of conversion and other cost incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(j) Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised. When the contract includes a significant financial component, the contract balance includes interest accrued under the effective interest method.

4. 重要會計政策 (續)

(h) 無形資產 (續)

無形資產於出售時或預計使用或出售該資產不會產生未來經濟利益時終止確認。終止確認無形資產所產生之收益及虧損按該資產之出售所得款項淨額與其賬面值之差額計量，並在資產終止確認時於損益內確認。

(i) 存貨

存貨按成本及可變現淨值之較低者列賬。成本以加權平均基準釐定。製成品之成本包括所有採購成本、加工成本及將存貨達至目前地點及狀況所產生之其他成本。可變現淨值指於日常業務過程中之估計售價減估計完工成本及銷售所需估計成本計算。

(j) 合約負債

當客戶於本集團確認相關收益前支付代價時，則會確認合約負債。倘本集團於本集團確認相關收益前擁有收取代價之無條件權利，亦會確認合約負債。在該等情況下，亦會確認相應應收賬款。倘合約包括重大融資部分，則合約結餘包括按實際利率法應計之利息。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Contract liabilities (Continued)

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method.

(k) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

4. 重要會計政策 (續)

(j) 合約負債 (續)

就與客戶簽訂的單一合約而言，呈列合約資產淨值或合約負債淨額。就多項合約而言，與合約無關的合約資產及合約負債不會以淨額為基礎呈列。

當合約包含重大融資成分時，合約結餘包括按實際利率法應計之利息。

(k) 金融工具之確認及終止確認

當本集團成為工具合約條文之訂約方時，則金融資產及金融負債會於綜合財務狀況表內確認。

金融資產及金融負債初始按公平值計量。收購或發行金融資產及金融負債(按公平值計入損益(「按公平值計入損益」)之金融資產及金融負債除外)直接應佔之交易成本於初始確認時計入金融資產或金融負債(如適用)之公平值或於其中扣除。收購按公平值計入損益之金融資產或金融負債直接應佔之交易成本於損益內即時確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Recognition and derecognition of financial instruments (Continued)

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(l) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

4. 重要會計政策 (續)

(k) 金融工具之確認及終止確認 (續)

僅於資產現金流量之合約權利屆滿時，或將金融資產及資產所有權之絕大部分風險及回報轉讓予另一實體時，本集團方會終止確認金融資產。倘本集團並未轉讓亦未保留所有權之絕大部分風險及回報，並繼續控制已轉讓資產，則本集團會確認其於資產之保留權益及可能需要支付之相關負債款項。倘本集團保留已轉讓金融資產所有權之絕大部分風險及回報，則本集團繼續確認該金融資產，亦確認已收所得款項之有抵押借貸。

本集團僅於其責任已獲解除、註銷或屆滿時方會終止確認金融負債。終止確認之金融負債之賬面值與已付及應付代價（包括任何已轉讓之非現金資產或所承擔負債）之差額於損益內確認。

(l) 金融資產

所有以正規途徑購入或銷售之金融資產乃按交易日期基準確認及終止確認。正規途徑購入或銷售乃按市場法規或慣例所確定之時間框架內需要交付資產之金融資產購入或銷售。所有已確認之金融資產均按攤銷成本或公平值進行後續計量，視乎金融資產之分類而定。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(I) Financial assets (Continued)

Debt investments

Debt investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.
- fair value through other comprehensive income ("FVTOCI") - recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- FVTPL if the investment does not meet the criteria for being measured at amortised cost or FVTOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

4. 重要會計政策 (續)

(I) 金融資產 (續)

債務投資

本集團持有的債務投資分類為以下其中一個計量類別：

- 按攤銷成本，倘持有投資的目的為收取合約現金流量，即純粹為支付本金及利息。投資所得利息收入乃使用實際利率法計算。
- 按公平值計入其他全面收益（「公平值計入其他全面收益」）（可撥轉），倘投資的合約現金流量僅包括本金及利息付款，且投資乃以目的為同時收取合約現金流量及出售的業務模式持有。公平值變動於其他全面收益確認，惟預期信貸虧損、利息收入（使用實際利率法計算）及匯兌收益及虧損於損益確認。當投資被終止確認時，於其他全面收益累計的金額從權益撥轉至損益。
- 按公平值計入損益，倘投資不符合按攤銷成本計量或按公平值計入其他全面收益（可撥轉）的標準。投資（包括利息）的公平值變動於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(l) Financial assets (Continued)

Equity investments

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVTOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVTOCI, are recognised in profit or loss as other income.

(m) Trade and bills receivables and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the group has an unconditional right to receive consideration, the amount is presented as a contract asset.

4. 重要會計政策 (續)

(l) 金融資產 (續)

股本投資

除非股本投資並非以買賣目的持有，且在初始確認投資時，本集團選擇指定該項投資按公平值計入其他全面收益（不可撥轉）計量，以便其後的公平值變動於其他全面收益中確認，否則權益證券投資分類為按公平值計入損益。有關選擇乃按逐項工具基準作出，但該選擇僅在該項投資符合發行人角度下的權益定義方能進行。倘進行上述選擇，其他全面收益中的累計金額將保留於公平值儲備（不可撥轉），直至出售該項投資。在出售該項投資時，公平值儲備（不可撥轉）中的累計金額將轉至保留盈餘，不會撥轉至損益。權益證券投資的股息無論是否按公平值計入損益或按公平值計入其他全面收益進行分類，均於損益中確認為其他收入。

(m) 應收貿易賬款及票據以及其他應收賬款

應收賬款於本集團擁有無條件收取代價之權利時確認。代價到期支付前，收取代價之權利僅須隨時間推移即可成為無條件。倘於本集團擁有無條件收取代價之權利前確認收益，則金額呈列為合約資產。

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(m) Trade and bills receivables and other receivables

(Continued)

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method less allowance for credit losses.

(n) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for expected credit losses ("ECLs").

(o) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

4. 重要會計政策 (續)

(m) 應收貿易賬款及票據以及其他應收賬款 (續)

除包含重大融資部分的應收貿易賬款以公平值確認外，應收貿易賬款初始按無附帶條件的代價金額進行確認。本集團持有應收貿易賬款之目的為獲取合約現金流量，因此後續採用實際利率法按攤銷成本減信貸虧損撥備計量。

(n) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金，存放在銀行及其他金融機構之活期存款以及短期和高流動性之投資。這些投資可以隨時轉換為已知金額之現金，價值變動風險不大，並在購入後三個月內到期。現金及現金等價物需接受預期信貸虧損（「預期信貸虧損」）評估。

(o) 金融負債及股本工具

金融負債及股本工具乃根據所訂立合約安排之實質內容及香港財務報告準則中金融負債及股本工具之定義予以分類。就特定金融負債及股本工具採納之會計政策載於下文。

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(p) Borrowings and bonds

Borrowings and bonds are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings and bonds are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(q) Trade and other payables

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(r) Equity instruments

An equity instrument is any contract that evidence a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

4. 重要會計政策 (續)

(p) 借貸及債券

借貸及債券初始按公平值扣除所產生之交易成本確認，其後則採用實際利率法按攤銷成本計量。設立貸款融資時支付的費用於部分或全部融資將很可能被提取時確認為貸款的交易成本。在此情況下，費用遞延至貸款提取為止。倘沒有證據證明部分或全部融資將很可能被提取，則該費用資本化作為流動資金服務的預付款，並於有關的融資期間攤銷。

借貸及債券被分類為流動負債，惟本集團有無條件權利可將負債清償延遲至報告期後至少12個月。

(q) 應付貿易及其他應付賬款

應付貿易及其他應付賬款初始按其公平值確認，並於其後採用實際利率法按攤銷成本計量，除非貼現之影響輕微，在此情況下則按成本列賬。

(r) 股本工具

股本工具為可證明經扣除其所有負債後於實體資產擁有其餘權益之任何合約。由本公司發行之股本工具乃按已收所得款項扣除直接發行成本入賬。

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(s) Revenue and other income

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes VAT or other sales taxes and is after deduction of any trade discounts.

Revenue from sales of steel support axial force servo systems and materials is recognised when control of the goods has transferred, being when the goods have been delivered to the customer's specified location (delivery), and the agreed service performed. Following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Group when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

Revenue from pipeline installation services is recognised at a point in time when the installation completed and the government inspected and issued approval report. Payment for installation services is not due from the customer until the installation services are complete.

The performance obligation of sale of natural gas through pipelines to the customer are satisfied over time as the customer simultaneously receives and consumes the benefits of the natural gas provided by the Group as it performs, therefore, revenue arising from the sale of natural gas through pipelines is recognised over time. The revenue from sale of natural gas is based on the price as set out by the government.

4. 重要會計政策 (續)

(s) 收益及其他收入

收益在產品或服務之控制權按本集團預期有權獲取之承諾代價金額(不包括代表第三方收取之金額)轉移至客戶時確認。收益不包括增值稅或其他銷售稅,並經扣除任何貿易折扣。

銷售鋼支撐軸力伺服系統及材料之收益於商品之控制權轉移至客戶,即商品運送至客戶指定之目的地(交付)並達成協定服務時確認。交付完成後,客戶可全權酌情決定分銷方式及商品售價,並承擔轉售商品之主要責任及商品報廢及損失之風險。本集團於商品交付至客戶時確認應收賬款,原因為收取代價之權利於此時間點變為無條件,僅須待時間過去則可收取付款。

管道安裝服務之收益於安裝完成且政府已檢查及發佈批准報告之時間點確認。安裝服務完成之前客戶毋須支付安裝服務款項。

透過管道向客戶銷售天然氣之履約責任於客戶同時獲得並消耗本集團履約所提供之天然氣利益時隨時間完成,因此透過管道銷售天然氣產生之收益隨時間確認。銷售天然氣之收益乃以政府制定之價格為基準。

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Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(s) Revenue and other income (Continued)

The Group provides leasing of plant and machinery and materials, related installation services and technology support to customer. Leasing income is recognised on a straight-line basis over the lease term in accordance with the accounting policy in note 4(g). Installation services and technology support services income are recognised as a performance obligation satisfied over time as the customer simultaneously receives and consumes the benefits of these services provided by the Group as it performs.

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or FVTOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset.

Leasing income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset.

(t) Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

4. 重要會計政策 (續)

(s) 收益及其他收入 (續)

本集團向客戶提供廠房及機器及材料租賃服務、相關安裝服務以及技術支援。租金收入根據附註4(g)之會計政策於租賃期間按直線法確認。安裝服務及技術支援服務之收入隨時間確認為已達成之履約責任，原因為客戶同時獲得並消耗本集團履約所提供之該等服務之利益。

利息收入於應計時採用實際利率法確認。就按攤銷成本或按公平值計入其他全面收益(轉入損益)計量且並無出現信貸減值之金融資產而言，資產之賬面總值適用實際利率。就出現信貸減值之金融資產而言，資產之攤銷成本(即扣除虧損撥備之賬面總值)適用實際利率。

根據經營租賃應收之租賃收入於租期所涵蓋之期間內以等額分期於損益中確認，惟有另一基準更能反映使用租賃資產所產生利益模式則除外。

(t) 政府補助

當有合理保證本集團將遵守政府補助之附帶條件及將獲得補助時，即確認政府補助。

與收入相關之政府補助將予以遞延，並將於配合擬補助成本之期間內於損益內確認。

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(t) Government grants (Continued)

Government grants that become receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

(u) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

4. 重要會計政策 (續)

(t) 政府補助 (續)

因已產生之開支或虧損或向本集團提供即時財務資助成為應收補償且並無日後相關成本之政府補助，乃於其成為應收賬款之期間於損益確認。

(u) 僱員福利

(i) 僱員應享假期

有關年假及長期服務假期之僱員權益於應計予僱員時確認。直至報告期末，已為因僱員所提供服務而享有之年假及長期服務假期之估計負債作出撥備。

有關病假及產假之僱員權益於休假時方會確認。

(ii) 退休金責任

本集團向定額供款退休計劃作出供款，全體僱員均可參與。本集團及僱員向計劃作出之供款按僱員基本薪金某百分比作出計算。自損益中扣除之退休福利計劃成本指本集團應向基金支付之供款。

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(u) Employee benefits (Continued)

(iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits, and when the Group recognises restructuring costs and involves the payment of termination benefits.

(v) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

4. 重要會計政策 (續)

(u) 僱員福利 (續)

(iii) 離職福利

離職福利於本集團可不再撤銷提供該等福利時及本集團確認重組成本並需支付離職福利時(以較早者為準)確認。

(v) 借貸成本

收購、建設或生產合資格資產(其必須大量時間方可作其擬定用途或銷售的資產)直接應佔之借貸成本乃資本化作為該等資產之成本部分,直至該等資產大致上可作其擬定用途或銷售為止。特定借貸於撥作合資格資產之支出前用作短暫投資所賺取之投資收入自可撥作資本之借貸成本中扣除。

如一般性借入資金用於獲取合資格資產,可撥作資本之借貸成本金額採用資本化率計算該項資產開支之方法釐定。資本化率為適用於該期間本集團未償還借貸之借貸成本加權平均值(為獲得合資格資產之特別借貸除外)。任何於相關資產可作擬定用途或出售之後仍未償還的特別借貸於計算一般借貸的資本化率時計入一般借貸組合。

所有其他借貸成本乃於其產生之期間內於損益內確認。

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Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(w) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and joint venture, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

4. 重要會計政策 (續)

(w) 稅項

所得稅指即期稅項及遞延稅項之總和。

現時應付稅項乃按年度應課稅溢利計算。因其他年度之應課稅或應扣減之收入或開支項目及毋須課稅或不可作稅項扣減之項目，故應課稅溢利與於損益確認之溢利不同。本集團之即期稅項負債按其於報告期末前已頒佈或大致上頒佈之稅率計算。

遞延稅項按綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基之差額確認。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產則於可能有應課稅溢利以抵銷可扣減暫時差額、未動用稅項虧損或未動用稅項抵免時方予確認。倘暫時差額是因商譽或因不影響應課稅溢利或會計溢利之交易中之其他資產及負債之初始確認（業務合併除外）所產生，則不會確認有關資產及負債。

於附屬公司及合營企業之投資所產生之應課稅暫時差額會確認遞延稅項負債，惟倘本集團可控制撥回暫時差額且暫時差額於可預見未來將不會撥回，則作別論。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(w) Taxation (Continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting year, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

4. 重要會計政策 (續)

(w) 稅項 (續)

本集團於各報告年度末審閱遞延稅項資產之賬面值，並在可能不再有足夠應課稅溢利以收回全部或部分資產之情況下作出相應扣減。

遞延稅項根據報告期末已頒佈或實質上已頒佈之稅率，按預期負債清償或資產變現期間應用之稅率計算。遞延稅項於損益中確認，除非其與在其他全面收益或直接在權益中確認之項目有關，於此情況下遞延稅項亦於其他全面收益或直接於權益確認。

遞延稅項資產及負債之計量反映本集團於報告年度末預期收回或結算其資產及負債之賬面值之方式之稅務影響。

為計量本集團確認使用權資產及相關租賃負債之租賃交易之遞延稅項，本集團首先釐定稅項扣減是否因使用權資產或租賃負債而產生。

就稅項扣減乃因租賃負債而產生之租賃交易而言，本集團就使用權資產及租賃負債單獨應用香港會計準則第12號之規定。因應用初始確認豁免，於初始確認時及租期內均不會確認與使用權資產及租賃負債有關之暫時差額。

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截至二零二三年九月三十日止年度 For the year ended 30 September 2023

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(w) Taxation (Continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends either to settle its current tax assets and liabilities on a net basis, or to realise the asset and settle the liability simultaneously.

(x) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount. The recoverable amount 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. If this is the case, recoverable amount is determined for the CGU to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the CGU.

Value in use is the present value of the estimated future cash flows of the asset/CGU. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/CGU whose impairment is being measured.

Impairment losses for CGUs are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the CGU. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

4. 重要會計政策 (續)

(w) 稅項 (續)

當即期稅項資產與即期稅項負債可依法相互抵銷，且與同一稅務機關所徵收之所得稅有關，加上本集團擬以淨額清償其即期稅項資產及負債或同時變現資產及清償債務時，遞延稅項資產及負債可相互抵銷。

(x) 非金融資產減值

非金融資產之賬面值於各報告期末檢討有否減值跡象，倘資產已減值，則作為開支透過綜合損益表撇減至其估計可收回金額。可收回金額按個別資產釐定，惟倘資產並無產生大部分獨立於其他資產或資產組別之現金流入除外。倘屬該情況，則可收回金額按資產所屬之現金產生單位釐定。可收回金額按個別資產或現金產生單位之使用價值與其公平值減出售成本兩者中之較高者計算。

使用價值為資產／現金產生單位估計未來現金流量之現值。現值按反映貨幣時間值及資產／現金產生單位（已計量減值）之特定風險之稅前貼現率計算。

現金產生單位減值虧損首先就該單位之商譽進行分配，然後按比例在現金產生單位其他資產間進行分配。因估計變動而導致其後可收回金額增加將計入損益（以撥回已作之減值為限）。

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截至二零二三年九月三十日止年度 For the year ended 30 September 2023

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(y) Impairment of financial assets

The Group recognises a loss allowance for ECLs on trade and bills receivables, other receivables and bond receivables. The amount of ECLs is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade and bills receivables. The ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the ECLs that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

4. 重要會計政策 (續)

(y) 金融資產減值

本集團就應收貿易賬款及票據、其他應收賬款及應收債券確認預期信貸虧損之虧損撥備。預期信貸虧損金額於各報告日期更新，以反映信貸風險自初始確認有關金融工具以來之變動。

本集團一直確認應收貿易賬款及票據之全期預期信貸虧損。該等金融資產之預期信貸虧損乃根據本集團過往之信貸虧損經驗採用撥備矩陣估計，並就債務人獨有之因素、整體經濟狀況以及於報告日期對現行及預測經濟狀況發展方向之評估（包括貨幣時間值（如適用））作出調整。

對於所有其他金融工具，倘自初始確認以來信貸風險顯著增加，則本集團確認全期預期信貸虧損。然而，倘自初始確認以來金融工具之信貸風險並無顯著增加，則本集團按等於12個月預期信貸虧損之金額計量該金融工具之虧損撥備。

全期預期信貸虧損指於金融工具預期年期內所有可能發生之違約事件所導致的預期信貸虧損。相反，12個月預期信貸虧損指預期於報告日期後12個月內可能發生之金融工具違約事件所導致的部分全期預期信貸虧損。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(y) Impairment of financial assets (Continued)

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

4. 重要會計政策 (續)

(y) 金融資產減值 (續)

信貸風險顯著增加

於評估自初始確認以來金融工具之信貸風險是否顯著增加時，本集團將於報告日期金融工具發生之違約風險與初始確認日期金融工具發生之違約風險進行比較。在進行該評估時，本集團會考慮合理且具支持之定量和定性資料，包括毋需付出不必要的成本或努力而可得之歷史經驗及前瞻性資料。所考慮之前瞻性資料包括本集團債務人經營所在行業之未來前景，來自經濟專家報告、金融分析師、政府機構、相關智囊團及其他類似組織，以及與本集團核心業務相關之實際及預測經濟資料的各種外部來源。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(y) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

4. 重要會計政策 (續)

(y) 金融資產減值 (續)

信貸風險顯著增加 (續)

特別是，在評估信貸風險自初始確認以來是否顯著增加時會考慮以下資料：

- 金融工具外部 (如有) 或內部信貸評級之實際或預期顯著轉差；
- 某一特定金融工具之外部市場信貸風險指標顯著轉差；
- 預計會導致債務人償還債務能力大幅下降之業務、財務或經濟狀況之現有或預測的不利變化；
- 債務人經營業績之實際或預期顯著惡化；
- 同一債務人其他金融工具之信貸風險顯著上升；
- 導致債務人償還債務能力大幅下降之債務人監管、經濟或技術環境之實際或預期的重大不利變化。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(y) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (i) the financial instrument has a low risk of default;
- (ii) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and
- (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of “investment grade” in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of “performing”. Performing means that the counterparty has a strong financial position and there is no past due amounts.

4. 重要會計政策 (續)

(y) 金融資產減值 (續)

信貸風險顯著增加 (續)

不論上述評估之結果如何，本集團認為，當合約付款逾期超過30日，則自初始確認以來金融資產之信貸風險已顯著增加，除非本集團有合理且具支持的資料證明相反情況。

儘管有上述規定，若於報告日期金融工具被判定為具有較低信貸風險，本集團會假設金融工具之信貸風險自初始確認以來並未顯著上升。在以下情況下，金融工具會被判定為具有較低信貸風險：

- (i) 金融工具具有較低違約風險；
- (ii) 債務人有很強的能力履行近期之合約現金流量義務；及
- (iii) 經濟及商業環境之長期不利變動有可能但未必會降低借貸人履行合約現金流量義務之能力。

本集團認為，若根據眾所周知之定義，資產之外部信貸評級為「投資級」，或若無外部評級，資產之內部信貸評級為「履行」，則該金融資產具有較低信貸風險。履行意味著交易對手具有強大之財務狀況且無逾期金額。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(y) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

4. 重要會計政策 (續)

(y) 金融資產減值 (續)

信貸風險顯著增加 (續)

就財務擔保合約而言，本集團成為不可撤銷承擔一方之日期被視為就金融工具減值評估進行初始確認之日期。評估信貸風險自財務擔保合約初始確認起是否有顯著增加時，本集團考慮指定債務人違反合約風險之變動。

本集團定期監察所用標準之有效性，以識別信貸風險是否顯著上升，並適當修訂以確保該標準能夠在款項逾期前識別信貸風險之顯著上升。

違約之定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件，因為過往經驗表明符合以下任何一項條件之應收賬款一般無法收回。

- 交易對手違反財務契諾；或
- 內部產生或獲取自外部來源的資料表明，債務人不太可能向包括本集團在內的債權人全額還款（不考慮本集團持有之任何抵押品）。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(y) Impairment of financial assets (Continued)

Definition of default (Continued)

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default or past due event;
- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

4. 重要會計政策 (續)

(y) 金融資產減值 (續)

違約之定義 (續)

不論上述分析，本集團認為，違約已於當金融資產逾期超過90日時發生，惟本集團有合理且可支持的資料證明更為滯後之違約標準更為適當除外。

信貸減值金融資產

當發生對金融資產之估計未來現金流量產生不利影響之一項或多項事件時，該金融資產即出現信貸減值。金融資產信貸減值之證據包括以下事件之可觀察數據：

- 發行人或交易對手陷入嚴重財務困難；
- 違反合約，例如違約或逾期事件；
- 交易對手之貸款人出於與交易對手財務困難相關之經濟或合約原因，而向交易對手授予貸款人原本不會另行考慮之優惠；
- 交易對手可能破產或進行其他財務重組；或
- 金融資產之活躍市場因財務困難而消失。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(y) Impairment of financial assets (Continued)

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade and bills receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECLs is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

4. 重要會計政策 (續)

(y) 金融資產減值 (續)

撇銷政策

當有資料顯示債務人陷入嚴重財務困難，且並無實際收回的可能之時（包括債務人已清盤或進入破產程序），或應收貿易賬款及票據逾期超過兩年（以較早發生者為準），本集團會撇銷金融資產。已撇銷之金融資產仍可根據本集團之收回程序實施強制執行活動，在適當情況下考慮法律意見。任何收回款項會於損益中確認。

預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約虧損（即違約時虧損大小）及違約時風險敞口之函數。違約概率及違約虧損之評估乃按上述基於歷史數據按前瞻性資料作調整。就金融資產之違約風險敞口而言，其指該資產於報告日期之賬面總值；就財務擔保合約之違約風險敞口而言，風險包括於報告日期提取之金額連同按基於歷史趨勢、本集團對債務人特定未來融資需求之理解以及其他相關前瞻性資料釐定之違約率預計將於未來違約日期前提取之任何額外金額。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(y) Impairment of financial assets (Continued)

Measurement and recognition of ECL (Continued)

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. For a lease receivable, the cash flows used for determining the ECLs is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

4. 重要會計政策 (續)

(y) 金融資產減值 (續)

預期信貸虧損之計量及確認 (續)

金融資產之預期信貸虧損按根據合約應付本集團之所有合約現金流量與本集團預計收取的所有現金流量(按原定實際利率貼現)之間的差額估算。就租賃應收賬款而言,根據香港財務報告準則第16號,用於釐定預期信貸虧損之現金流量與用於計量租賃應收賬款之現金流量一致。

倘於上一報告期間前本集團按與全期預期信貸虧損之相同金額計量金融工具之虧損撥備,而當前報告日期已確定不再符合全期預期信貸虧損之條件,本集團於當前報告日期按12個月預期信貸虧損之相同金額計量虧損撥備,惟使用簡化法的資產除外。

本集團於損益中確認所有金融工具之減值收益或虧損,並透過虧損撥備賬項相應調整其賬面值。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(z) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessment of the time value of money and the risk specific to liability. The increase in the provision due to the passage of time is recognised as interest expenses.

When it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

(aa) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

4. 重要會計政策 (續)

(z) 撥備及或然負債

倘若本集團因過往事件致使現時負有法律或推斷性責任而可能須以經濟利益支付負債，在可作出可靠估計時，需就未有確定時間或金額之負債確認撥備。倘貨幣時間值屬重大，則撥備會按預期用以支付負債之金額之現值列賬。用於釐定現值的貼現率為反映現時市場對貨幣時間值的評估及特定負債風險的除稅前利率。因時間推移而導致的撥備增加確認為利息開支。

倘需要付出經濟利益之可能性不大，或未能可靠估計有關金額，則除非需付出經濟利益之可能性極微，否則有關責任承擔將列作或然負債披露。除非需付出經濟利益之可能性極微，否則需待日後某一宗或多宗事件是否實現後方能確認之可能產生之責任亦會披露為或然負債。

(aa) 報告期後事項

能提供有關本集團於報告期末狀況之額外資料或顯示其可持續經營之假設並不適宜之報告期後事項均為調整事項，並會在綜合財務報表中反映。不屬調整事項之報告期後事項如為重要者，會在綜合財務報表附註中披露。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

In applying the Group's accounting policies, which are described in note 4, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(i) Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimates, which are dealt with below).

(a) *Going concern basis*

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon measures taken to improve the Group's financial position, cash flows and profitability and the financial supports from two directors of the Company, at a level sufficient to finance the working capital requirements of the Group as explained in note 2 to the consolidated financial statements.

5. 主要判斷及重大估計

在應用本集團會計政策(載述於附註4)時,董事須作出對所確認金額會造成重大影響的判斷(涉及估計者除外),並對資產與負債之賬面值作出就其他來源而言並不顯而易見的估計及假設。該等估計及相關假設乃基於過往經驗及其他被認為屬相關之因素而作出。實際業績可能與該等估計存在差異。

該等估計及相關假設會持續檢討。倘會計估計的修訂僅對修訂估計的期間產生影響,則有關修訂會在該期間內確認;或倘會計估計的修訂對現時及未來期間均產生影響,則會在作出該修訂期間及未來期間內確認。

(i) 應用會計政策時之主要判斷

在應用會計政策時,董事已作出下列對綜合財務報表確認之款項有最重大影響之判斷(除涉及估計者外,其於下文處理)。

(a) *持續經營基準*

該等綜合財務報表乃按持續經營基準編製,基準之有效性取決於綜合財務報表附註2所闡述之為改善本集團之財務狀況、現金流量及盈利能力而採取之措施以及本公司兩名董事之財務支援是否足以為本集團之營運資金需求提供資金。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(i) Critical judgements in applying accounting policies (Continued)

(b) Consolidation of entity with less than 50% equity interest holding

Although the Group owns less than 50% of the equity interest in 宜昌市標典天然氣利用有限公司 (Yichang Biaodian Natural Gas Utilisation Co. Ltd.) (“Yichang Biaodian”), Yichang Biaodian is treated as a subsidiary because the Group is able to control the relevant activities of Yichang Biaodian as a result of the shareholders’ agreement among the Group and other shareholders of Yichang Biaodian. The assessment on the control is set out in note 23(b).

(c) Significant increase in credit risk

As explained in accounting policy as disclosed in note 4(y), ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. HKFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

(d) Joint control assessment

The Group holds 50% of voting rights of its joint arrangement of 枝江市源恒天然氣利用有限公司 (“枝江源恒”). The directors have determined that the Group has joint control over the arrangement as under the contractual agreement, unanimous consent is required from all parties to the agreement for all relevant parties.

5. 主要判斷及重大估計 (續)

(i) 應用會計政策時之主要判斷 (續)

(b) 合併持有少於50%股權之實體

儘管本集團擁有宜昌市標典天然氣利用有限公司(「宜昌標典」)不足50%股權，但宜昌標典被視為附屬公司，原因是本集團因本集團與宜昌標典其他股東的股東協議而有能力控制宜昌標典的相關活動。對控制之評估載於附註23(b)。

(c) 信貸風險顯著增加

誠如附註4(y)披露的會計政策所述，預期信貸虧損就第1階段資產按等於12個月預期信貸虧損之撥備計量，就第2階段或第3階段資產按全期預期信貸虧損之撥備計量。資產在其信貸風險自初始確認後顯著增加時轉入第2階段。香港財務報告準則第9號並無界定構成信貸風險顯著增加之因素。於評估資產之信貸風險是否顯著上升時，本集團會考慮合理且具支持之定量及定性前瞻性資料。

(d) 共同控制評估

本集團持有枝江市源恒天然氣利用有限公司(「枝江源恒」)合營安排的50%投票權。董事確定本集團對該安排擁有共同控制權，乃因根據合同協議，需要協議各方就所有相關方的一致同意。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(i) Critical judgements in applying accounting policies (Continued)

(e) Joint arrangement of limited company

The Group's joint arrangement of 枝江源恒 is structured as limited company and provide the Group and the party to the agreement with rights to the net assets of the limited company under the arrangement. Therefore, the Directors have determined that 枝江源恒 is classified as joint venture of the Group.

(ii) Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(a) Depreciation and impairment on property, plant and equipment and right-of-use assets

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment and right-of-use assets. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned.

5. 主要判斷及重大估計 (續)

(i) 應用會計政策時之主要判斷 (續)

(e) 有限公司的合營安排

本集團對枝江源恒的合營安排乃以有限公司為結構，並為本集團及協議的一方提供對該安排下有限公司的淨資產的權利。因此，董事已釐定枝江源恒歸類為本集團的合營企業。

(ii) 估計不明朗因素之主要來源

於報告期末對未來之主要假設及其他估計不明朗因素之主要來源（對下一財政年度的資產及負債之賬面值造成重大調整之重大風險）在下文討論。

(a) 物業、廠房及設備以及使用權資產折舊及減值

本集團釐定本集團物業、廠房及設備以及使用權資產之估計可使用年期、剩餘價值及相關折舊支出。此估計乃根據類似性質及功能之物業、廠房及設備之實際可使用年期及剩餘價值之過往經驗作出。倘可使用年期及剩餘價值與先前估計者不同，或本集團將撇銷或撇減已廢棄之技術過時或非策略性資產，則本集團將修訂折舊支出。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) Key sources of estimation uncertainty (Continued)

(a) Depreciation and impairment on property, plant and equipment and right-of-use assets (Continued)

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the CGU to which the assets belongs. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

5. 主要判斷及重大估計 (續)

(ii) 估計不明朗因素之主要來源 (續)

(a) 物業、廠房及設備以及使用權資產折舊及減值 (續)

物業、廠房及設備及使用權資產乃按成本減累計折舊及減值(如有)列值。於釐定資產是否減值時,本集團須進行判斷及作出估計,尤其是評估:(1)是否有事件已發生或有任何跡象可能影響資產價值;(2)資產賬面值是否能夠以可收回金額支持,如為使用價值,即按照持續使用資產估計的未來現金流量的淨現值;及(3)將應用於估計可收回金額的適當關鍵假設(包括現金流量預測及適當的貼現率)。當無法估計獨立資產(包括使用權資產)的可收回金額時,本集團估計資產所屬的現金產生單位的可收回金額。假設及估計(包括現金流量預測的貼現率或增長率)若有變化,或會對可收回金額造成重大影響。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) Key sources of estimation uncertainty (Continued)

(a) Depreciation and impairment on property, plant and equipment and right-of-use assets (Continued)

Reversal of impairment losses of HK\$20,343,000 (2022: HK\$21,012,000) and HK\$158,000 (2022: HK\$178,000) were recognised for the year ended 30 September 2023 to increase the carrying amount of the property, plant and equipment and right-of-use assets to the recoverable amounts of the CGUs belonged respectively. The carrying amounts of property, plant and equipment and right-of-use assets as at 30 September 2023 were HK\$161,075,000 (2022: HK\$121,577,000) and HK\$7,908,000 (2022: HK\$3,495,000) respectively.

(b) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

During the year ended 30 September 2023, income tax of HK\$3,482,000 (2022: HK\$3,450,000) was charged to profit or loss based on the estimated assessable profits.

5. 主要判斷及重大估計 (續)

(ii) 估計不明朗因素之主要來源 (續)

(a) 物業、廠房及設備以及使用權資產折舊及減值 (續)

截至二零二三年九月三十日止年度，本集團確認減值虧損撥回分別為20,343,000港元(二零二二年：21,012,000港元)及158,000港元(二零二二年：178,000港元)，以將物業、廠房及設備以及使用權資產之賬面值分別增加至所歸屬現金產生單位之可收回金額。於二零二三年九月三十日，物業、廠房及設備以及使用權資產之賬面值分別為161,075,000港元(二零二二年：121,577,000港元)及7,908,000港元(二零二二年：3,495,000港元)。

(b) 所得稅

本集團須繳納數個司法權區之所得稅。於釐定所得稅撥備時，須作出重大估計。於一般業務過程中，多項最終稅項之交易及計算屬不確定。倘該等事項之最終評稅結果與初始記錄之數額存在差異，則相關差異將影響釐定期間所得稅及遞延稅項撥備。

截至二零二三年九月三十日止年度，所得稅3,482,000港元(二零二二年：3,450,000港元)根據估計應評稅溢利扣除自損益。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) Key sources of estimation uncertainty (Continued)

(c) Amortisation and impairment on intangible assets

The Group determines the estimated useful lives and related amortisation for the Group's intangible assets. The useful lives of intangible assets are assessed to be either finite or indefinite, based on the expected usage and technical obsolescence from the changes in the market demands or services output from the assets. Intangible assets with finite useful lives are amortised over the expected useful economic lives and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortisation period and the amortisation method for the intangible assets with a finite useful life are reviewed by the management at least at the end of each reporting period. Determining whether intangible assets is impaired requires an estimation of the value in use of the CGU to which intangible assets has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than the expected, or change in facts and circumstances which results in downward revision of future cash flows or upward revision of discount rate, a material impairment loss or further impairment loss may arise.

Reversal of impairment loss of HK\$17,172,000 (2022: HK\$16,565,000) was recognised for the year ended 30 September 2023. The carrying amount of intangible assets at 30 September 2023 was HK\$90,771,000 (2022: HK\$80,976,000).

5. 主要判斷及重大估計 (續)

(ii) 估計不明朗因素之主要來源 (續)

(c) 無形資產攤銷及減值

本集團釐定本集團無形資產之估計可使用年期及有關攤銷。無形資產之可使用年期基於資產預期用途及市場需求或服務產出變動導致的技術過時而評估為固定期限或無固定期限。使用年期有限之無形資產於預計可用經濟年期內攤銷，並於有跡象顯示無形資產可能減值時評估減值。管理層至少於各報告期末審閱一次使用年期有限之無形資產之攤銷期及攤銷方法。釐定無形資產是否減值須估計無形資產獲分配的現金產生單位的使用價值。於計算使用價值時，本集團須估計該現金產生單位預計產生之未來現金流量及適當貼現率以計算現值。倘實際未來現金流量低於預期，或由於事實及情況有變導致未來現金流量下調或貼現率上調，則可能會產生重大減值虧損或進一步減值虧損。

於截至二零二三年九月三十日止年度，確認減值虧損撥回17,172,000港元(二零二二年：16,565,000港元)。於二零二三年九月三十日，無形資產之賬面值為90,771,000港元(二零二二年：80,976,000港元)。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) **Key sources of estimation uncertainty** (Continued)

(d) Allowance for trade and bill receivables, deposits and other receivables, bond receivables, due from a related party and due from non-controlling shareholders of a subsidiary and its related parties

The management of the Group estimates the amount of impairment loss for ECL on trade and bills receivables, deposits and other receivables, bond receivables, due from a related party and due from non-controlling shareholders of a subsidiary and its related parties based on the credit risk of these receivables. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

As at 30 September 2023, the carrying amounts of trade receivables were HK\$8,086,000, net of allowance of HK\$7,946,000 (2022: trade receivables of HK\$5,849,000, net of allowance of HK\$7,501,000 and bills receivables of HK\$3,071,000, net of allowance of HK\$152,000).

5. 主要判斷及重大估計 (續)

(ii) **估計不明朗因素之主要來源** (續)

(d) 應收貿易賬款及票據、按金及其他應收賬款、應收債券、應收關聯方款項以及應收一間附屬公司之非控股股東及其關聯方款項撥備

本集團管理層基於應收貿易賬款及票據、按金及其他應收賬款、應收債券、應收關聯方款項以及應收一間附屬公司之非控股股東及其關聯方款項之信貸風險估計該等應收賬款預期信貸虧損之減值虧損金額。基於預期信貸虧損模式之減值虧損金額乃根據合約應付本集團之所有合約現金流量及本集團預計收取之所有現金流量（以初始確認時釐定之實際利率貼現）之差額估計。倘未來現金流量少於預期或因事實及情況變化下調，則可能發生重大減值虧損。

於二零二三年九月三十日，應收貿易賬款的賬面值為8,086,000港元（扣除撥備7,946,000港元）（二零二二年：應收貿易賬款5,849,000港元（扣除撥備7,501,000港元）及應收票據3,071,000港元（扣除撥備152,000港元））。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) Key sources of estimation uncertainty (Continued)

(d) Allowance for trade and bill receivables, deposits and other receivables, bond receivables, due from a related party and due from non-controlling shareholders of a subsidiary and its related parties (Continued)

As at 30 September 2023, the carrying amount of prepayments, deposits and other receivables was HK\$13,972,000, net of allowance of HK\$310,000 (2022: HK\$8,073,000, net of allowance of HK\$23,000).

As at 30 September 2023, the carrying amount of bond receivables was nil, net of allowance of HK\$10,935,000 (2022: Nil, net of allowance of HK\$10,935,000).

As at 30 September 2023, the carrying amount of due from a related party was HK\$1,234,000, net of allowance of HK\$25,000 (2022: HK\$1,019,000, net of allowance of HK\$27,000).

As at 30 September 2023, the carrying amount of due from non-controlling shareholders of a subsidiary and its related parties was HK\$3,183,000, net of allowance of HK\$50,000 (2022: Nil).

5. 主要判斷及重大估計 (續)

(ii) 估計不明朗因素之主要來源 (續)

(d) 應收貿易賬款及票據、按金及其他應收賬款、應收債券、應收關聯方款項以及應收一間附屬公司之非控股股東及其關聯方款項撥備 (續)

於二零二三年九月三十日，預付賬款、按金及其他應收賬款的賬面值為13,972,000港元(扣除撥備310,000港元)(二零二二年：8,073,000港元(扣除撥備23,000港元))。

於二零二三年九月三十日，應收債券的賬面值為零(扣除撥備10,935,000港元)(二零二二年：零(扣除撥備10,935,000港元))。

於二零二三年九月三十日，應收一名關聯方款項的賬面值為1,234,000港元(扣除撥備25,000港元)(二零二二年：1,019,000港元(扣除撥備27,000港元))。

於二零二三年九月三十日，應收一間附屬公司之非控股股東及其關聯方款項的賬面值為3,183,000港元(扣除撥備50,000港元)(二零二二年：無)。

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6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group has certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are denominated in currencies other than the functional currency of the Group's entities i.e. HK\$. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

At 30 September 2023, if RMB had weakened 10% against the HK\$ with all other variables held higher constant, consolidated profit after tax for the year would have been HK\$3,355,000 (2022: HK\$2,012,000) lower, arising mainly as a result of the foreign exchange loss on non-convertible bonds and other payables denominated in HK\$, but partly offset by deposits and other receivables and bank and cash balances denominated in HK\$. If RMB had strengthened 10% against HK\$ with all other variables held constant, consolidated profit after tax for the year would have been HK\$3,355,000 (2022: HK\$2,012,000) higher, arising mainly as a result of the foreign exchange gain on non-convertible bonds and other payables denominated in HK\$, but partly offset by deposits and other receivables and bank and cash balances denominated in HK\$.

6. 財務風險管理

本集團之業務令其面對多項金融風險：外幣風險、信貸風險、流動資金風險及利率風險。本集團之整體風險管理計劃集中於金融市場之不可預測性，並尋求盡量減低對本集團財務表現之潛在不利影響。

(a) 外幣風險

由於本集團之部分業務交易、資產及負債乃以本集團實體之功能貨幣（即港元）以外之貨幣計值，本集團面臨若干外幣風險。本集團目前並無就外幣交易、資產及負債制訂任何外幣對沖政策。本集團密切監察其外幣風險並將於有需要時考慮對沖重大之外幣風險。

於二零二三年九月三十日，倘人民幣兌換港元下跌10%，而其他所有變數維持高位不變，則本年度除稅後綜合溢利將減少3,355,000港元（二零二二年：2,012,000港元），此乃主要由於以港元計值之不可換股債券及其他應付賬款產生外匯虧損，但部分被以港元計值之按金及其他應收賬款及銀行及現金結餘所抵銷。倘人民幣兌換港元上升10%，而其他所有變數維持不變，則本年度除稅後綜合溢利將增加3,355,000港元（二零二二年：2,012,000港元），此乃主要由於以港元計值之不可換股債券及其他應付賬款產生外匯收益，但部分被以港元計值之按金及其他應收賬款及銀行及現金結餘所抵銷。

6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade and bills receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers having low credit risk.

(i) Trade and bills receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade and bills receivables are due within 180 days from the date of billing. Debtors with balances that are more than 3 to 6 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

6. 財務風險管理 (續)

(b) 信貸風險

信貸風險乃指因對手方將未能履行其於金融工具或客戶合約項下之責任而導致財務損失之風險。本集團之經營活動（主要為應收貿易賬款及票據）以及融資活動（包括於銀行及金融機構之存款、外匯交易及其他金融工具）使其面臨信貸風險。本集團面臨之由現金及現金等價物產生之信貸風險有限，乃由於對手方為具有國際信貸評級機構所評定較高信貸評級之銀行及金融機構，因此本集團認為信貸風險較低。

(i) 應收貿易賬款及票據

各業務單位在本集團既有關於客戶信貸風險管理之政策、程序及監控規限下，管理客戶信貸風險。本集團均會對所有信貸高於若干金額之客戶進行個別信貸評估。此等評估主要針對客戶過往款項到期時之還款記錄及現時之還款能力，並考慮客戶之特定資料，以及與客戶經營業務之經濟環境相關的資料。應收貿易賬款及票據自賬單日期起計180日內到期。本集團要求有逾期超過3至6個月結餘之債務人清償所有未償還結餘，方會另行批授任何信貸。於正常情況下，本集團不會向客戶收取抵押品。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

(i) Trade and bills receivables (Continued)

The Group measures loss allowances for trade and bills receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade and bills receivables as at 30 September 2023:

2023	二零二三年
Current (not past due)	即期 (未逾期)
1 – 90 days past due	逾期1 – 90日
91 – 180 days past due	逾期91 – 180日
181 – 365 days past due	逾期181 – 365日
More than 365 days past due	逾期超過365日

6. 財務風險管理 (續)

(b) 信貸風險 (續)

(i) 應收貿易賬款及票據 (續)

本集團按等同於全期預期信貸虧損之金額計量應收貿易賬款及票據之虧損撥備，其乃使用撥備矩陣進行計算。由於本集團過往之信貸虧損並未就不同客戶分部顯示重大不同虧損模式，基於逾期狀態之虧損撥備不會於本集團不同客戶基礎之間進一步區分。

下表載列於二零二三年九月三十日本集團就應收貿易賬款及票據面臨之信貸風險及預期信貸虧損的資料：

Expected loss rate	Gross carrying amount	Loss allowance
預期虧損率	賬面總值	虧損撥備
%	HK\$'000	HK\$'000
%	千港元	千港元
2.08%	5,835	121
5.39%	878	48
15.54%	238	37
19.03%	1,656	315
100.00%	7,425	7,425
	16,032	7,946

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6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

(i) Trade and bills receivables (Continued)

		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss Allowance 虧損撥備 HK\$'000 千港元
2022	二零二二年			
Current (not past due)	即期 (未逾期)	4.72%	6,058	286
1 – 90 days past due	逾期1 – 90日	12.55%	2,523	317
91 – 180 days past due	逾期91 – 180日	17.09%	372	64
181 – 365 days past due	逾期181 – 365日	18.06%	773	139
More than 365 days past due	逾期超過365日	100.00%	6,847	6,847
			<u>16,573</u>	<u>7,653</u>

Expected loss rates are based on actual loss experience over the past three years. These rates are adjusted to reflect differences between economic conditions during the year over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

預期虧損率乃根據過往三年之實際虧損經驗得出。該等比率會作出調整以反映已蒐集歷史數據之年度之經濟狀況、當前狀況與本集團對應收賬款預期年期之經濟狀況之觀點之差異。

6. 財務風險管理 (續)

(b) 信貸風險 (續)

(i) 應收貿易賬款及票據 (續)

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6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

(i) Trade and bills receivables (Continued)

Movement in the loss allowance account in respect of trade and bills receivables during the year 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
At beginning of the year	於年初	7,653	6,264
Allowance recognised for the year	年內確認之撥備	700	1,823
Exchange differences	匯兌差額	(407)	(434)
At end of year	於年末	7,946	7,653

The loss allowance slightly increased in 2023 because of slow settlement from customers causing to balances long outstanding and increase in days past due over 1 year resulted in an increase in loss allowance.

The Group has concentration of credit risk as 43% (2022: 89%) of the total trade and bills receivables at gross were due from the Group's two (2022: four) largest customers as at 30 September 2023, of which 33% (2022: 34%) came from the largest customer of the Group and all of the customers are located in the People's Republic of China (the "PRC").

6. 財務風險管理 (續)

(b) 信貸風險 (續)

(i) 應收貿易賬款及票據 (續)

年內應收貿易賬款及票據之虧損撥備賬項變動如下：

二零二三年虧損撥備略微增加，原因是客戶結算緩慢導致餘額長期未清及逾期1年以上日數增加導致虧損撥備增加。

於二零二三年九月三十日，本集團存在信貸集中風險，原因是43%（二零二二年：89%）應收貿易賬款及票據總額乃應收自本集團兩（二零二二年：四）大客戶之款項，其中33%（二零二二年：34%）來自本集團最大客戶且所有客戶均位於中華人民共和國（「中國」）。

6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

(ii) **Bond receivables, deposits and other receivables, due from a related party and due from non-controlling shareholders of a subsidiary and its related parties**

The Group transacts only with recognised and creditworthy third parties. Bond receivables, deposits and other receivables, due from a related party and due from non-controlling shareholders of a subsidiary and its related parties are monitored on an ongoing basis.

The credit quality of the financial assets included in bond receivables, deposits and other receivables, due from a related party and due from non-controlling shareholders of a subsidiary and its related parties is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

6. 財務風險管理 (續)

(b) 信貸風險 (續)

(ii) **應收債券、按金及其他應收賬款、應收一名關聯方款項以及應收一間附屬公司之非控股股東及其關聯方款項**

本集團僅與具聲譽及信譽良好之第三方進行交易。應收債券、按金及其他應收賬款、應收一名關聯方款項以及應收一間附屬公司之非控股股東及其關聯方款項乃按持續基準監察。

當計入應收債券、按金及其他應收賬款、應收一名關聯方款項以及應收一間附屬公司之非控股股東及其關聯方款項之金融資產並未逾期及並無資料顯示該等金融資產之信貸風險自初始確認以來已大幅增加，則其信貸質素被視為「正常」。否則，該金融資產之信貸質素被視為「可疑」。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

(ii) Bond receivables, deposits and other receivables, due from a related party and due from non-controlling shareholders of a subsidiary and its related parties (Continued)

The loss allowance account in respect of bond receivables, deposits and other receivables, due from a related party and due from non-controlling shareholders of a subsidiary and its related parties during the year is as follows:

		Loan receivables	Bond receivables	Deposits and other receivables	Due from a related party	Due from non-controlling shareholders of a subsidiary and its related parties
		應收貸款 HK\$'000 千港元	應收債券 HK\$'000 千港元	按金及其他 應收賬款 HK\$'000 千港元	應收一名 關聯方款項 HK\$'000 千港元	非控股股東及 其關聯方款項 HK\$'000 千港元
At 1 October 2021	於二零二一年十月一日	1,138	10,935	11	22	-
Allowance recognised for the year	年內確認之撥備	-	-	13	6	-
Reversals	撥回	(1,173)	-	-	-	-
Exchange differences	匯兌差額	35	-	(1)	(1)	-
At 30 September 2022 and 1 October 2022	於二零二二年九月三十日及 二零二二年十月一日	-	10,935	23	27	-
Allowance recognised for the year	年內確認之撥備	-	-	295	-	51
Reversals	撥回	-	-	-	(1)	-
Exchange differences	匯兌差額	-	-	(8)	(1)	(1)
At 30 September 2023	於二零二三年九月三十日	-	10,935	310	25	50

6. 財務風險管理 (續)

(b) 信貸風險 (續)

(ii) 應收債券、按金及其他應收賬款、應收一名關聯方款項以及應收一間附屬公司之非控股股東及其關聯方款項 (續)

年內應收債券、按金及其他應收賬款、應收一名關聯方款項以及應收一間附屬公司之非控股股東及其關聯方款項之虧損撥備賬項如下：

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6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

(ii) Bond receivables, deposits and other receivables, due from a related party and due from non-controlling shareholders of a subsidiary and its related parties (Continued)

The management of the Group assessed the risk of default based on both quantitative and qualitative information on hand after initial recognition. Based on their assessment, there was an increase in the loss allowance in deposits and other receivables because of the increase in default risk that certain balances were outstanding for more than one year.

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis based on contractual undiscounted cash flows of the Group's financial liabilities is as follows:

		Less than 1 year	Between 1-2 years	Between 2-5 years	Total undiscounted cash flows 未貼現 現金流量總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 30 September 2023	於二零二三年九月三十日				
Trade payables	應付貿易賬款	3,608	-	-	3,608
Accruals and other payables	應計費用及其他應付賬款	55,238	-	-	55,238
Lease liabilities	租賃負債	4,868	2,797	252	7,917
Due to related parties	應付關聯方款項	4,579	-	-	4,579
Due to directors	應付董事款項	8,772	-	-	8,772
Non-convertible bonds	不可換股債券	20,763	3,180	-	23,943
Bank and other borrowings	銀行及其他借貸	20,377	33,346	16,557	70,280
		118,205	39,323	16,809	174,337

6. 財務風險管理 (續)

(b) 信貸風險 (續)

(ii) 應收債券、按金及其他應收賬款、應收一名關聯方款項以及應收一間附屬公司之非控股股東及其關聯方款項 (續)

本集團管理層基於初始確認後現有定量及定性資料評估違約風險。基於彼等之評估，由於若干結餘超過一年尚未償還之違約風險增加，按金及其他應收賬款虧損撥備增加。

(c) 流動資金風險

本集團之政策為定期監察即期及預期流動資金需求，以保證維持充足之現金儲備應付其短期及長期之流動資金需求。

本集團金融負債根據合約未貼現現金流量計算之到期分析如下：

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6. FINANCIAL RISK MANAGEMENT (Continued)

(c) Liquidity risk (Continued)

The maturity analysis based on contractual undiscounted cash flows of the Group's financial liabilities is as follows:
(Continued)

		Less than 1 year	Between 1-2 years	Between 2-5 years	Total undiscounted cash flows 未貼現 現金流量總額
		少於1年 HK\$'000 千港元	1-2年 HK\$'000 千港元	2-5年 HK\$'000 千港元	現金流量總額 HK\$'000 千港元
At 30 September 2022	於二零二二年九月三十日				
Trade payables	應付貿易賬款	1,145	–	–	1,145
Accruals and other payables	應計費用及其他應付賬款	38,651	3,209	–	41,860
Lease liabilities	租賃負債	1,678	659	632	2,969
Due to related parties	應付關聯方款項	9,888	–	–	9,888
Due to directors	應付董事款項	1,142	–	–	1,142
Non-convertible bonds	不可換股債券	9,232	1,132	9,753	20,117
Due to non-controlling shareholders of a subsidiary and its related parties	應付一間附屬公司之 非控股股東及 其關聯方款項	–	27,344	–	27,344
Bank and other borrowings	銀行及其他借貸	4,132	4,511	18,180	26,823
		65,868	36,855	28,565	131,288

6. 財務風險管理 (續)

(c) 流動資金風險 (續)

本集團金融負債根據合約未貼現現金流量計算之到期分析如下：
(續)

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6. FINANCIAL RISK MANAGEMENT (Continued)

(d) Interest rate risk

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of benchmark interest rate of the People's Bank of China arising from the Group's certain bank borrowings denominated in RMB.

Other than bank borrowings mentioned above, the Group's non-convertible bonds, certain bank borrowings and other borrowings bear interest at fixed interest rate and therefore are subject to fair value interest rate risk.

The directors consider the Group's exposure to interest rate risk is not significant and therefore no sensitivity analysis has been prepared.

(e) Categories of financial instruments at 30 September

Financial assets:	金融資產：
Financial assets at amortised cost	按攤銷成本列賬之金融資產
Financial liabilities:	金融負債：
Financial liabilities at amortised cost	按攤銷成本列賬之金融負債

(f) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

6. 財務風險管理 (續)

(d) 利率風險

本集團之現金流量利率風險主要集中於本集團以人民幣計值之若干銀行借貸產生之中國人民銀行基準利率波動。

除上述銀行借貸外，本集團不可換股債券、若干銀行借貸及其他借貸均按固定利率計息，因此面臨公平值利率風險。

董事認為本集團承擔之利率風險並不重大，因此並無編製敏感度分析。

(e) 於九月三十日之金融工具分類

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Financial assets:		
Financial assets at amortised cost	25,285	16,295
Financial liabilities:		
Financial liabilities at amortised cost	158,120	121,684

(f) 公平值

綜合財務狀況表所反映之本集團金融資產及金融負債之賬面值與彼等各自之公平值相若。

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7. REVENUE

(a) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service line for the year 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
Revenue from contracts with customers within the scope of HKFRS 15		
香港財務報告準則第15號範圍內來自客戶合約之收益		
Disaggregated by major products or service lines 按主要產品或服務線劃分		
– Sales of natural gas 銷售天然氣	149,692	120,162
– Sales of steel support axial force servo systems 銷售鋼支撐軸力伺服系統	–	5,787
– Sales of materials 銷售材料	2,003	–
– Rendering of services 提供服務	7,793	6,482
– Commission income 佣金收入	–	20
	159,488	132,451
Revenue from other sources		
其他來源之收益		
– Leasing income 租賃收入	6,589	3,790
	166,077	136,241

7. 收益

(a) 收益劃分

按年內主要產品或服務線對來自客戶合約之收益劃分如下：

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截至二零二三年九月三十日止年度 For the year ended 30 September 2023

7. REVENUE (Continued)

(a) Disaggregation of revenue (Continued)

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following major product lines and geographical regions:

	Sales of natural gas 銷售天然氣		Sales of steel support axial force servo systems 銷售鋼支撐軸力伺服系統		Sales of materials 銷售材料		Pipeline installation services 管道安裝服務		Provision of technology support services 提供技術支援服務		Independent financial advisory 獨立財務顧問		Total 總計	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Primary geographical markets														
- The PRC except Hong Kong	149,692	120,162	-	5,787	2,003	-	4,332	4,437	3,461	2,045	-	-	159,488	132,431
- Hong Kong	-	-	-	-	-	-	-	-	-	-	-	20	-	20
Revenue from external customers	149,692	120,162	-	5,787	2,003	-	4,332	4,437	3,461	2,045	-	20	159,488	132,451
Timing of revenue recognition														
Products transferred at a point in time	-	-	-	5,787	2,003	-	4,332	4,437	-	-	-	20	6,335	10,244
Products and services transferred over time	149,692	120,162	-	-	-	-	-	-	3,461	2,045	-	-	153,153	122,207
Total	149,692	120,162	-	5,787	2,003	-	4,332	4,437	3,461	2,045	-	20	159,488	132,451

(b) Transaction price allocated to the remaining performance obligation for contracts with customers

The Group has applied the practical expedient in paragraph 63 of HKFRS 15 such that the Group need not adjust the promised amount of consideration for the effects of a significant financing component if the Group expects, at contract inception, that the period between when the Group transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

The Group has also applied the practical expedient in paragraph 121 of HKFRS 15 to its sales contracts for provision of technology support services such that the Group need not disclose the information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations. The Group recognises the revenue at the amount to which it has a right to invoice, which corresponds directly to the value to the customer of the Group's performance completed to date.

7. 收益 (續)

(a) 收益劃分 (續)

本集團從以下主要產品線及地區隨時間及於某一時間點轉移商品及服務獲得收益：

(b) 分配至與客戶合約餘下履約責任之交易價格

本集團已應用香港財務報告準則第15號第63段的可行權宜方法，即倘若本集團於合約開始時預期，本集團向客戶轉讓承諾的貨品或服務至客戶就該貨品或服務付款期間將為一年或以下，則本集團毋須就重大融資部分的影響調整承諾的代價金額。

本集團亦對其提供技術支持服務的銷售合同應用香港財務報告準則第15號第121段的可行權宜方法，即本集團毋須披露有關本集團於履行剩餘履約責任時將有權獲得的收益的資料。本集團按其有權開具發票的金額確認收入，該金額直接對應本集團迄今完成的業績對客戶的價值。

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8. OTHER INCOME

8. 其他收入

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Bank interest income	銀行利息收入	18	35
Interest income from loan to third parties	提供予第三方貸款之利息收入	-	91
Government grants (note)	政府補貼(附註)	57	453
Early redemption of non-convertible bond handling charge	提早贖回不可換股債券手續費	706	-
Others	其他	90	383
		871	962

Note: During the year, the Group recognised government grants of approximately HK\$48,000 (2022: HK\$453,000) relating to Employment Support Scheme provided by the Hong Kong government in respect of COVID-19. The remaining government grants represented government subsidy granted to enterprise, which had fulfilled certain requirements such as employing specific number of staff members.

附註：於本年度內，本集團確認政府補貼約48,000港元（二零二二年：453,000港元），與香港政府就2019冠狀病毒病所提供的保就業計劃有關。餘下的政府補貼指向符合若干規定（例如僱用特定數量的工作人員）之企業授出的政府補助。

9. OTHER GAINS AND LOSSES

9. 其他收益及虧損

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	9	-
Gain on disposal of subsidiaries (note 42(a))	出售附屬公司收益(附註42(a))	-	141
Write-off of property, plant and equipment	撇銷物業、廠房及設備	(1,368)	(2)
Gain on written off of due to non-controlling shareholders of a subsidiary and its related parties	撇銷應付一間附屬公司之非控股股東及其關聯方款項收益	1,687	-
		328	139

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10. SEGMENT INFORMATION

The Group has three (2022: three) operating segments as follows:

Natural gas operations – including investment in natural gas projects, sales of natural gas, natural gas cooking appliance and accessories and pipeline installation

Sales and leasing business – including sales and services rendered from leasing of materials, plant and machinery and technology support

Independent financial advisory – including services rendered from independent financial advisory business

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The accounting policies of the operating segments are the same as those described in note 4 to the consolidated financial statements. Segment profits or losses do not include unallocated corporate expenses, certain other income, other gains and losses, reversal of allowance/(allowance) for certain deposits, other receivables and loan receivables, finance costs and income tax. Segment assets do not include bank and cash balances and unallocated assets. Segment liabilities do not include non-convertible bonds, some other borrowings and unallocated liabilities. Segment non-current assets do not include deposits for acquisitions.

10. 分部資料

本集團之三個(二零二二年:三個)經營分部如下:

天然氣業務 – 包括投資天然氣項目、銷售天然氣、天然氣炊具及配件以及管道安裝

銷售及租賃業務 – 包括就租賃材料、廠房及機器以及技術支撐提供之銷售及服務

獨立財務顧問 – 包括獨立財務顧問業務提供之服務

本集團之可報告分部為提供不同產品及服務之策略性業務單位。由於各業務需要不同技術及市場推廣策略，故各分部獨立管理。

經營分部之會計政策與綜合財務報表附註4所闡述者相同。分部溢利或虧損並不包括未分配企業開支、若干其他收入、其他收益及虧損、若干按金、其他應收賬款及應收貸款撥備撥回/(撥備)、財務成本及所得稅。分部資產並不包括銀行及現金結餘以及未分配資產。分部負債並不包括不可換股債券、若干其他借貸及未分配負債。分部非流動資產並不包括收購事項之按金。

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10. SEGMENT INFORMATION (Continued)

10. 分部資料 (續)

(a) Information about operating segment profit or loss, assets and liabilities:

(a) 有關經營分部損益、資產及負債之資料：

		Natural gas operations 天然氣業務 HK\$'000 千港元	Sales and leasing business 銷售及租賃業務 HK\$'000 千港元	Independent financial advisory 獨立財務顧問 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended 30 September 2023	截至二零二三年九月三十日止年度				
Revenue from external customers	來自外部客戶之收益	155,052	11,025	-	166,077
Segment profit/(loss)	分部溢利/(虧損)	37,925	(4,146)	(62)	33,717
Interest revenue	利息收益	10	7	-	17
Interest expense	利息開支	(2,654)	(599)	-	(3,253)
Depreciation and amortisation	折舊及攤銷	(10,429)	(5,172)	-	(15,601)
Net foreign exchange gain	匯兌收益淨額	71	-	-	71
Other material non-cash items:	其他重大非現金項目：				
Share of loss of a joint venture	應佔一間合營企業之虧損	(76)	-	-	(76)
Reversal of impairment loss/ (impairment loss) on property, plant and equipment	物業、廠房及設備減值虧損撥回/(減值虧損)	22,471	(2,128)	-	20,343
Reversal of impairment loss on right-of-use assets	使用權資產減值虧損撥回	158	-	-	158
Reversal of impairment loss on intangible assets	無形資產減值虧損撥回	17,172	-	-	17,172
Allowance for trade receivables	應收貿易賬款撥備	(40)	(660)	-	(700)
Allowance for deposits and other receivables	按金及其他應收賬款撥備	(247)	(53)	-	(300)
Reversal of allowance for due from a related party	應收一名關聯方款項撥備撥回	-	1	-	1
Allowance for due from non-controlling shareholders of a subsidiary and its related parties	應收一間附屬公司之非控股股東及其關聯方款項撥備	(51)	-	-	(51)
Write-off of property, plant and equipment	物業、廠房及設備撇銷	1,353	-	-	1,353
Additions to segment non-current assets	添置分部非流動資產	7,307	37,813	-	45,120
As at 30 September 2023	於二零二三年九月三十日				
Segment assets	分部資產	234,200	52,336	11	286,547
Segment liabilities	分部負債	(121,041)	(42,559)	(10)	(163,610)

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截至二零二三年九月三十日止年度 For the year ended 30 September 2023

10. SEGMENT INFORMATION (Continued)

(a) Information about operating segment profit or loss, assets and liabilities: (Continued)

Year ended 30 September 2022	截至二零二二年 九月三十日止年度	Natural gas operations 天然氣業務 HK\$'000 千港元	Sales and leasing business 銷售及租賃業務 HK\$'000 千港元	Independent financial advisory 獨立財務顧問 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue from external customers	來自外部客戶之收益	124,599	11,622	20	136,241
Segment profit/(loss)	分部溢利/(虧損)	38,439	(1,989)	851	37,301
Interest revenue	利息收益	29	6	-	35
Interest expense	利息開支	(1,034)	(82)	-	(1,116)
Depreciation and amortisation	折舊及攤銷	(9,526)	(2,151)	-	(11,677)
Net foreign exchange gain	匯兌收益淨額	136	-	-	136
Other material non-cash items:	其他重大非現金項目：				
Share of loss of a joint venture	分佔一間合營企業虧損	(49)	-	-	(49)
Reversal of impairment loss on property, plant and equipment	物業、廠房及設備減值虧損撥回	21,012	-	-	21,012
Reversal of impairment loss on right-of-use assets	使用權資產減值虧損撥回	178	-	-	178
Reversal of impairment loss on intangible assets	無形資產減值虧損撥回	16,565	-	-	16,565
Reversal of allowance/ (allowance) for trade and bills receivables	應收貿易賬款及票據撥備撥回/(撥備)	42	(1,865)	-	(1,823)
Allowance for deposits and other receivables	按金及其他應收賬款撥備	(3)	(3)	-	(6)
Allowance for due from a related party	應收一名關聯方款項撥備	-	(6)	-	(6)
Additions to segment non-current assets	添置分部非流動資產	3,440	778	-	4,218
As at 30 September 2022	於二零二二年九月三十日				
Segment assets	分部資產	201,082	29,682	8	230,772
Segment liabilities	分部負債	(114,207)	(15,747)	(10)	(129,964)

10. 分部資料 (續)

(a) 有關經營分部損益、資產及負債之資料：(續)

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10. SEGMENT INFORMATION (Continued)

10. 分部資料 (續)

(b) Reconciliations of segment revenue and profit or loss:

(b) 分部收益與損益對賬：

		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		
Consolidated revenue	綜合收益	166,077	136,241
Profit or loss	損益		
Total profit or loss of reportable segments	可報告分部損益總額	33,717	37,301
Unallocated amounts:	未分配金額：		
General and administrative expenses	一般及行政支出	(15,625)	(23,369)
Reversal of allowance for loan receivables	應收貸款撥備撥回	-	1,173
Reversal of allowance/(allowance) for deposits and other receivables	按金及其他應收賬款撥備撥回／(撥備)	5	(7)
Finance costs	財務成本	(1,668)	(1,487)
Other income	其他收入	754	497
Other gains and losses	其他收益及虧損	(15)	23
Consolidated profit before tax	除稅前綜合溢利	17,168	14,131
Reconciliations of segment assets and liabilities:	分部資產與負債對賬：		
Assets	資產		
Total assets of reportable segments	可報告分部總資產	286,547	230,772
Unallocated	未分配	12,791	9,085
Consolidated total assets	綜合總資產	299,338	239,857
Liabilities	負債		
Total liabilities of reportable segments	可報告分部總負債	163,610	129,964
Unallocated	未分配	43,938	27,556
Consolidated total liabilities	綜合總負債	207,548	157,520

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10. SEGMENT INFORMATION (Continued)

(b) Reconciliations of segment revenue and profit or loss: (Continued)

Geographical information

All of the Group's revenue and non-current assets by location of customers or by location of assets are within the PRC, including Hong Kong.

(c) Revenue from major customers:

An analysis of revenue from major customers which account for 10 percent or more of the Group's revenue is as follows:

Customer A	客戶A
Customer B	客戶B
Customer C	客戶C
Customer D	客戶D
Customer E	客戶E

Each of the major customers represents a single external customer whose transaction is generated from natural gas operations segment (2022: natural gas operations segment).

10. 分部資料 (續)

(b) 分部收益與損益對賬：(續)

地區資料

按客戶所在地或按資產所在地劃分之本集團所有收益及非流動資產均位於中國，包括香港。

(c) 來自主要客戶之收益：

來自主要客戶之收益(佔本集團收益10%或以上)之分析如下：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Customer A 客戶A	32,618	–
Customer B 客戶B	17,041	16,985
Customer C 客戶C	–	18,859
Customer D 客戶D	–	14,287
Customer E 客戶E	–	13,883

各主要客戶指其交易產生自天然氣業務分部(二零二二年：天然氣業務分部)的單一外部客戶。

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11. FINANCE COSTS

Interest on bank and other borrowings	銀行及其他借貸之利息
Interest on non-convertible bonds	不可換股債券之利息
Interest on lease liabilities	租賃負債之利息

11. 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
3,178	1,116
1,555	1,296
188	191
4,921	2,603

12. INCOME TAX EXPENSE

Income tax has been recognised in profit or loss as following:

Current tax – the PRC	即期稅項—中國
Provision for the year	年內撥備
Deferred tax (note 38)	遞延稅項 (附註38)

Pursuant to the rules and regulations of the Cayman Islands, Samoa, Seychelles and the British Virgin Islands (“BVI”), the Group is not subject to any income tax in these regions.

12. 所得稅開支

已於損益中確認之所得稅如下：

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
33	34
3,449	3,416
3,482	3,450

根據開曼群島、薩摩亞、塞舌爾及英屬處女群島（「英屬處女群島」）規則及法規，本集團於該等地區毋須繳納任何所得稅。

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12. INCOME TAX EXPENSE (Continued)

Under the Law of the PRC on Enterprise Income Tax (the "EIT") and Implementation Regulations of the EIT Law, the tax rate of the PRC subsidiaries is 25% (2022: 25%). Pursuant to relevant laws and regulations in the PRC, the effective EIT rate for a subsidiary which qualified as small and micro enterprises is 2.5% for assessable profits below RMB1 million and 5% for assessable profits between RMB1 million and RMB3 million for the year ended 30 September 2023 and 2022.

No provision for Hong Kong Profits Tax is required since the Group has no assessable profit for the year ended 30 September 2023 (2022: Nil).

The reconciliation between the income tax expense and the product of profit before tax multiplied by the PRC EIT rate is as follows:

12. 所得稅開支 (續)

根據中國企業所得稅（「企業所得稅」）法及企業所得稅法實施條例，中國附屬公司的稅率為25%（二零二二年：25%）。根據中國相關法律及法規，截至二零二三年及二零二二年九月三十日止年度，符合小微企業條件的一間附屬公司如應課稅溢利低於人民幣100萬元，則實際企業所得稅率為2.5%，如應課稅溢利介於人民幣100萬元至人民幣300萬元之間，則實際企業所得稅率為5%。

由於本集團於截至二零二三年九月三十日止年度並無應課稅溢利（二零二二年：無），故毋須作出香港利得稅撥備。

所得稅開支與除稅前溢利乘以中國企業所得稅率之積之對賬如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Profit before tax	除稅前溢利	17,168	14,131
Tax credit at PRC EIT rate of 25% (2022: 25%)	按中國企業所得稅率25%（二零二二年：25%）之稅項抵免	4,292	3,533
Tax effect of expenses that are not deductible	不可扣減支出之稅務影響	1,469	2,191
Tax effect of income not taxable	免稅收入之稅務影響	(854)	(1,083)
Tax effect of tax losses and temporary differences not recognised	未確認稅項虧損及暫時性差額之稅務影響	(1,473)	(2,402)
Utilisation of tax losses not previously recognised	動用先前未確認之稅項虧損	(1,744)	(748)
Tax effect of tax concessions	稅項減免之稅務影響	83	72
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營附屬公司之不同稅率之影響	1,709	1,887
Income tax expense	所得稅開支	3,482	3,450

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截至二零二三年九月三十日止年度 For the year ended 30 September 2023

13. PROFIT FOR THE YEAR

The Group's profit for the year is stated after charging the followings:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Amortisation of intangible assets (included in selling and distribution costs)	無形資產攤銷(計入銷售及 分銷成本)	3,377	2,899
Auditor's remuneration	核數師薪酬		
– Audit service	– 審核服務	1,050	1,050
– Other services	– 其他服務	599	1,360
		1,649	2,410
Cost of inventories sold	已售存貨成本	127,703	106,284
Depreciation of property, plant and equipment	物業、廠房及設備折舊		
– for operating lease arrangement	– 經營租賃安排	4,449	2,151
– self-occupied	– 自用	7,195	6,840
		11,644	8,991
Depreciation of right-of-use assets	使用權資產折舊	2,175	1,596
Write-off of property, plant and equipment	撇銷物業、廠房及設備	1,368	2
Net exchange loss	匯兌虧損淨額	1,445	2,975

13. 年內溢利

本集團之年內溢利乃經扣除以下各項後列賬：

14. EMPLOYEE BENEFITS EXPENSE

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Employee benefits expense (including directors' emoluments):	僱員福利開支(包括董事薪酬)：		
Salaries, bonuses and allowances	薪金、花紅及津貼	11,950	11,378
Retirement benefit scheme contributions	退休福利計劃供款	493	561
Severance payments	遣散費	–	3
		12,443	11,942

14. 僱員福利開支

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14. EMPLOYEE BENEFITS EXPENSE (Continued)

Five highest paid individuals

One director (2022: one) is included in the five (2022: five) highest paid individuals in the Group during the year. The emoluments of the remaining four (2022: four) individuals 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
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	3,249	3,088
Retirement benefit scheme contribution	退休福利計劃供款	63	69
		3,312	3,157

		Number of individuals 人數	
		2023 二零二三年	2022 二零二二年
The emoluments fell within the following bands:	薪酬位於以下區間：		
Nil to HK\$1,000,000	零至1,000,000港元	3	3
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	-
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	1
		4	4

During the year, no amount was paid or payable by the Group to any of the five (2022: five) highest paid individuals or the directors set out below as an inducement to join or upon joining the Group or as compensation for loss of office.

14. 僱員福利開支 (續)

五名最高薪酬人士

於本年度內本集團五名(二零二二年：五名)最高薪酬人士包括一名(二零二二年：一名)董事。年內剩餘四名(二零二二年：四名)人士之酬金如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	3,249	3,088
Retirement benefit scheme contribution	退休福利計劃供款	63	69
		3,312	3,157

		Number of individuals 人數	
		2023 二零二三年	2022 二零二二年
The emoluments fell within the following bands:	薪酬位於以下區間：		
Nil to HK\$1,000,000	零至1,000,000港元	3	3
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	-
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	1
		4	4

於本年度內，本集團並無支付或應付賬款予五名(二零二二年：五名)最高薪酬人士或下文所載董事中之任何一名人士，作為吸引彼等加入或於加入本集團時之獎勵，或作為離職時之補償。

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15. BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The remuneration of each director is set out below:

Name of director	董事姓名	30 September 2023 二零二三年九月三十日			Total directors' emoluments 董事酬金總額 HK\$'000 千港元
		Fees 袍金 HK\$'000 千港元	Salaries and other benefits 薪金及其他福利 HK\$'000 千港元	Retirement benefit scheme contributions 退休福利計劃供款 HK\$'000 千港元	
Executive directors 執行董事					
Mr. Wu Guoming	吳國明先生	-	120	6	126
Mr. Duan Fanfan	段凡帆先生	-	120	6	126
Mr. Wang Wenzhou (Chief Executive Officer)	王文周先生 (行政總裁)	-	480	18	498
Non-executive director 非執行董事					
Mr. Chen Long (note (a))	陳龍先生 (附註(a))	114	-	-	114
Independent non-executive directors 獨立非執行董事					
Mr. Leung Oh Man, Martin	梁傲文先生	120	-	-	120
Ms. Lam Yuk Kan Ester (note (b))	林玉瑾女士 (附註(b))	100	-	-	100
Dr. Chung Ling Cheong Dicky	鍾翎昌博士	120	-	-	120
Total	總計	454	720	30	1,204

15. 董事之福利及利益

(a) 董事酬金

各董事之酬金載列如下：

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截至二零二三年九月三十日止年度 For the year ended 30 September 2023

15. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

Name of director	董事姓名	30 September 2022 二零二二年九月三十日			Total directors' emoluments 董事酬金總額 HK\$'000 千港元
		Fees 袍金 HK\$'000 千港元	Salaries and other benefits 薪金及其他福利 HK\$'000 千港元	Retirement benefit scheme contributions 退休福利計劃供款 HK\$'000 千港元	
Executive directors 執行董事					
Mr. Wu Guoming	吳國明先生	-	120	6	126
Mr. Duan Fanfan	段凡帆先生	-	120	6	126
Mr. Wang Wenzhou (Chief Executive Officer)	王文周先生 (行政總裁)	-	480	18	498
Independent non-executive directors 獨立非執行董事					
Mr. Leung Oh Man, Martin	梁傲文先生	120	-	-	120
Mr. Sun Zhi Jun (note (c))	孫志軍先生 (附註(c))	85	-	-	85
Dr. Chung Ling Cheong Dicky	鍾翎昌博士	120	-	-	120
Total	總計	325	720	30	1,075

Notes:

- (a) Mr. Chen Long was appointed on 21 October 2022.
- (b) Ms. Lam Yuk Kan Ester was appointed on 3 October 2022 and resigned on 2 August 2023.
- (c) Mr. Sun Zhi Jun retired on 16 June 2022.
- (d) The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.
- (e) The non-executive director's and independent non-executive directors' emoluments shown above were for their services as directors of the Company.
- (f) There was no payment of the performance related incentive payments for both years.

附註：

- (a) 陳龍先生於二零二二年十月二十一日獲委任。
- (b) 林玉瑾女士於二零二二年十月三日獲委任，並於二零二三年八月二日辭任。
- (c) 孫志軍先生於二零二二年六月十六日退任。
- (d) 上文所示執行董事之酬金乃主要針對彼等對本公司及本集團管理事務提供之服務。
- (e) 上文所示非執行董事及獨立非執行董事之酬金乃主要針對彼等作為本公司董事之服務。
- (f) 概無就該兩個年度支付與表現相關之獎金。

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截至二零二三年九月三十日止年度 For the year ended 30 September 2023

15. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

Saved as disclosed above, neither the chief executive nor any of the directors waived any emoluments during the year ended 30 September 2023 (2022: Nil).

(b) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate and connected entities

(i) The information about loans, quasi-loans and other dealings entered into by the Company or subsidiary undertaking of the Company in favour of a controlled body corporate of Mr. Wu, a director of the Company, is as follows:

As at 30 September 2023

Name of the borrower	Total amount payable	Outstanding amount at the beginning of the year	Outstanding amount at the end of the year	Maximum outstanding amount during the year	Amount due but not paid	Provision for doubtful debts made	Term	Interest rate	Security
借貨人名稱	應付賬款總額	於年初的未償還金額	於年末的未償還金額	年內最大未償還款項	到期未付金額	呆賬撥備	期限	利率	抵押
	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			
Quasi-loans or credit transactions 類似貸款或信貸交易 上海君盛建設工程有限公司	-	1,706	1,620	1,706	1,620	(1,620)	180 days 180日	Nil 無	Nil 無

As at 30 September 2022

Name of the borrower	Total amount payable	Outstanding amount at the beginning of the year	Outstanding amount at the end of the year	Maximum outstanding amount during the year	Amount due but not paid	Provision for doubtful debts made	Term	Interest rate	Security
借貨人名稱	應付賬款總額	於年初的未償還金額	於年末的未償還金額	年內最大未償還款項	到期未付金額	呆賬撥備	期限	利率	抵押
	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			
Quasi-loans or credit transactions 類似貸款或信貸交易 上海君盛建設工程有限公司	1,706	2,596	1,706	2,596	1,706	(908)	180 days 180日	Nil 無	Nil 無

15. 董事之福利及利益 (續)

(a) 董事酬金 (續)

除上文所披露者外，於截至二零二三年九月三十日止年度概無最高行政人員或任何董事放棄任何酬金 (二零二二年：無)。

(b) 以董事、受控制法團及關連實體為受益人的貸款、類似貸款及其他交易的資料

(i) 本公司或本公司的附屬公司以本公司董事吳先生的受控制法團為受益人訂立的貸款、類似貸款及其他交易的資料如下：

於二零二三年九月三十日

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15. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(b) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate and connected entities (Continued)

- (ii) The information about loans, quasi-loans and other dealings entered into by the Company or subsidiary undertaking of the Company in favour of connected entity of Mr. Wu, a director of the Company, is as follows:

As at 30 September 2023

Name of the borrower	Nature of connection	Total amount payable	Outstanding amount at the beginning of the year	Outstanding amount at the end of the year	Maximum outstanding amount during the year	Provision for doubtful debts made	Term	Interest rate	Security
借貨人名稱	關連性質	應付賬款總額 HK\$'000 千港元	於年初的 未償還金額 HK\$'000 千港元	於年末的 未償還金額 HK\$'000 千港元	年內最大 未償還款項 HK\$'000 千港元	呆賬撥備 HK\$'000 千港元	期限	利率	抵押
Quasi-loans or credit transactions 類似貸款或信貸交易 Wu Xiachen 吳夏晨	Son of Mr. Wu Guoming 吳國明先生的兒子	1,259	1,046	1,259	1,259	(25)	Repayable on demand 按要求償還	Nil 無	Nil 無

As at 30 September 2022

Name of the borrower	Nature of connection	Total amount payable	Outstanding amount at the beginning of the year	Outstanding amount at the end of the year	Maximum outstanding amount during the year	Provision for doubtful debts made	Term	Interest rate	Security
借貨人名稱	關連性質	應付賬款總額 HK\$'000 千港元	於年初的 未償還金額 HK\$'000 千港元	於年末的 未償還金額 HK\$'000 千港元	年內最大 未償還款項 HK\$'000 千港元	呆賬撥備 HK\$'000 千港元	期限	利率	抵押
Quasi-loans or credit transactions 類似貸款或信貸交易 Wu Xiachen 吳夏晨	Son of Mr. Wu Guoming 吳國明先生的兒子	1,046	1,613	1,046	2,101	(27)	Repayable on demand 按要求償還	Nil 無	Nil 無

15. 董事之福利及利益 (續)

(b) 以董事、受控制法團及關連實體為受益人的貸款、類似貸款及其他交易的資料 (續)

- (ii) 本公司或本公司的附屬公司以本公司董事吳先生的關連實體為受益人訂立的貸款、類似貸款及其他交易的資料如下：

於二零二三年九月三十日

於二零二二年九月三十日

15. BENEFITS AND INTERESTS OF DIRECTORS *(Continued)*

(c) Directors' material interests in transactions, arrangements or contracts

Save for those disclosed in note 46 to the consolidated financial statements, no other significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

16. RETIREMENT BENEFIT OBLIGATIONS

The Group contributes to defined contribution retirement plans which are available for eligible employees in the PRC and Hong Kong.

Pursuant to the relevant laws and regulations in the PRC, the Group has joined defined contribution retirement schemes for the employees arranged by local government labour and security authorities (the "PRC Retirement Schemes"). The Group makes contributions to the PRC Retirement Schemes at the applicable rates based on the amounts stipulated by the local government organisations. Upon retirement, the local government labour and security authorities are responsible for the payment of the retirement benefits to the retired employees.

15. 董事之福利及利益 (續)

(c) 董事於交易、安排或合約中擁有之重大權益

除綜合財務報表附註46所披露者外，概無於年末或年內任何時間存續之其他本公司作為訂約方及本公司董事及董事之關連人士於其中直接或間接擁有重大權益之有關本集團業務之重大交易、安排及合約存續。

16. 退休福利責任

本集團向定額供款退休計劃作出供款，於中國及香港的合資格僱員均可參與。

根據中國相關法律及法規，本集團為經由地方政府勞工及安保機關安排入職的僱員參與定額供款退休計劃（「中國退休計劃」）。本集團根據當地政府機構規定的金額按適用比率向中國退休計劃作出供款。退休後，地方政府勞工及安保機關有責任向已退休僱員支付退休福利。

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16. RETIREMENT BENEFIT OBLIGATIONS

(Continued)

The Group operates a Mandatory Provident Fund scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the laws of Hong Kong) for employees employed under the jurisdiction of Hong Kong Employment Ordinance (Chapter 57 of the laws of Hong Kong). The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and the employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000.

During the years ended 30 September 2022 and 2023, the Group had no forfeited contributions under the PRC Retirement Scheme and MPF Scheme and which may be used by the Group to reduce the existing level of contributions. There were also no forfeited contributions available at 30 September 2022 and 2023 under the PRC Retirement Scheme and MPF Scheme which may be used by the Group to reduce the contribution payable in future years.

During the year ended 30 September 2023, retirement benefit scheme contributions paid amounted to approximately HK\$493,000 (2022: HK\$561,000).

17. DIVIDENDS

The directors do not recommend the payment of any dividend for the year ended 30 September 2023 (2022: Nil).

16. 退休福利責任 (續)

本集團根據強制性公積金計劃條例(香港法例第485章)為根據香港僱傭條例(香港法例第57章)司法管轄區僱用的僱員運作強制性公積金計劃(「強積金計劃」)。強積金計劃為由獨立信託人管理之定額供款退休計劃。根據強積金計劃,僱主及僱員均須按僱員有關收入的5%向計劃供款,惟每月有關收入的上限為30,000港元。

截至二零二二年及二零二三年九月三十日止年度,根據中國退休計劃及強積金計劃,本集團並無已沒收供款可供本集團用以減低現有供款水平。於二零二二年及二零二三年九月三十日,根據中國退休計劃及強積金計劃,本集團亦無已沒收供款可供本集團用以減低未來年度之供款水平。

截至二零二三年九月三十日止年度,退休福利計劃供款約為493,000港元(二零二二年:561,000港元)。

17. 股息

董事不建議就截至二零二三年九月三十日止年度派付任何股息(二零二二年:無)。

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18. LOSS PER SHARE

The calculation of the basic and diluted loss per share is based on the following:

		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 purpose of calculating basic and diluted loss per share	就計算每股基本及攤薄虧損而言之虧損	(12,229)	(15,504)
Number of shares	股份數目	'000 千股	'000 千股
Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share	就計算每股基本及攤薄虧損而言之普通股加權平均數	455,860	455,860

The weighted average numbers of ordinary shares used as denominators in calculating the basic and diluted loss per share are the same as the Company had no potential ordinary shares outstanding for the years ended 30 September 2022 and 2023.

18. 每股虧損

每股基本及攤薄虧損乃根據以下各項計算：

	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 purpose of calculating basic and diluted loss per share	(12,229)	(15,504)
Number of shares	'000 千股	'000 千股
Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share	455,860	455,860

由於本公司於截至二零二二年及二零二三年九月三十日止年度並無發行在外之潛在普通股，故計算每股基本及攤薄虧損時用作分母的普通股加權平均數相同。

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19. PROPERTY, PLANT AND EQUIPMENT

19. 物業、廠房及設備

		Buildings	Computer system and equipment 電腦系統及設備	Furniture and fixtures 傢俬及裝置	Leasehold improvements 租賃裝修	Motor vehicles 汽車	Pipeline and equipment 管道及設備	Plant and machinery 廠房及機器	Construction in progress 在建工程	Total 總額
		樓宇 HK\$'000 千港元 (note (a)) (附註(a))	設備 HK\$'000 千港元	傢俬及裝置 HK\$'000 千港元	租賃裝修 HK\$'000 千港元	汽車 HK\$'000 千港元	管道及設備 HK\$'000 千港元 (note (b)) (附註(b))	廠房及機器 HK\$'000 千港元 (note (c)) (附註(c))	在建工程 HK\$'000 千港元	總額 HK\$'000 千港元
Cost	成本									
At 1 October 2021	於二零二一年十月一日	9,651	708	1,565	1,227	1,572	299,556	17,346	1,179	332,804
Additions	添置	-	-	84	-	-	647	778	2,709	4,218
Transfers	轉移	-	-	-	-	-	2,211	-	(2,211)	-
Transfer as inventory	轉移作存貨	-	-	-	-	-	-	(1,115)	-	(1,115)
Written off	撤銷	-	-	(1)	-	-	(3)	-	-	(4)
Exchange differences	匯兌差額	(526)	-	(80)	(67)	(34)	(16,459)	(927)	(90)	(18,183)
At 30 September 2022 and 1 October 2022	於二零二二年九月三十日及 二零二二年十月一日	9,125	708	1,568	1,160	1,538	285,952	16,082	1,587	317,720
Additions	添置	-	-	108	-	565	647	32,026	5,695	39,041
Transfers	轉移	-	-	-	-	-	1,569	-	(1,569)	-
Disposals	出售	-	-	-	-	(369)	-	-	-	(369)
Written off	撤銷	-	(22)	-	-	-	(1,744)	-	-	(1,766)
Exchange differences	匯兌差額	(461)	-	(74)	(59)	(35)	(14,469)	(1,701)	(195)	(16,994)
At 30 September 2023	於二零二三年九月三十日	8,664	686	1,602	1,101	1,699	271,955	46,407	5,518	337,632
Accumulated depreciation and impairment	累計折舊及減值									
At 1 October 2021	於二零二一年十月一日	1,462	553	1,314	927	813	211,638	3,851	-	220,558
Charge for the year	年內開支	340	46	116	240	264	5,834	2,151	-	8,991
Written off	撤銷	-	-	(1)	-	-	(1)	-	-	(2)
Reversal of impairment for the year (note (b))	年內減值撥回 (附註(b))	-	-	-	-	-	(21,012)	-	-	(21,012)
Exchange differences	匯兌差額	(97)	-	(72)	(64)	(16)	(11,823)	(320)	-	(12,392)
At 30 September 2022 and 1 October 2022	於二零二二年九月三十日及 二零二二年十月一日	1,705	599	1,357	1,103	1,061	184,636	5,682	-	196,143
Charge for the year	年內開支	315	44	82	-55	279	6,420	4,449	-	11,644
Disposals	出售	-	-	-	-	(350)	-	-	-	(350)
Written off	撤銷	-	(7)	-	-	-	(391)	-	-	(398)
(Reversal of impairment)/ impairment for the year (note (b) and (c))	年內 (減值撥回) / 減值 (附註(b)及(c))	-	-	-	-	-	(22,471)	2,128	-	(20,343)
Exchange differences	匯兌差額	(95)	-	(65)	(57)	(8)	(9,503)	(411)	-	(10,139)
At 30 September 2023	於二零二三年九月三十日	1,925	636	1,374	1,101	982	158,691	11,848	-	176,557
Carrying amount	賬面值									
At 30 September 2023	於二零二三年九月三十日	6,739	50	228	-	717	113,264	34,559	5,518	161,075
At 30 September 2022	於二零二二年九月三十日	7,420	109	211	57	477	101,316	10,400	1,587	121,577

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19. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Notes:

- (a) The Group's buildings are located in the PRC under medium term leases.
- (b) The Group's pipeline and equipment belong to the CGU of Yichang Biaodian. The recoverable amount of the CGU has been determined on the basis of its value in use using discounted cash flow method. The key assumptions for the discounted cash flow method are those regarding the discount rates, growth rates and budgeted gross margin and revenue during the forecast period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU. The growth rates are based on long-term average economic growth rate of the geographical area in which the businesses of the CGU operate. Budgeted gross margin and revenue are based on past practices and expectations on market development.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the directors. Yichang Biaodian's cash flows beyond the 5-year period are extrapolated using a steady 2% (2022: 2%) growth rate. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry in which Yichang Biaodian operates. Other key assumptions for the value in use calculation relate to the estimation of cash inflows/outflows which include budgeted revenue and gross margin, such estimation is based on Yichang Biaodian's past performance and management's expectations for the market development. The pre-tax rate used to discount the forecast cash flows from the Group's is 12.64% (2022: 13.10%).

The performance of Yichang Biaodian CGU has been improved because:

- (i) With the planning under the guiding ideology of the "14th Five-Year Plan" in 2021, the central government vigorously promotes the utilisation of clean resources, and pipeline natural gas has become the best choice for new enterprises to use as heating energy. Accordingly, the municipal government of Yichang encourages all natural gas suppliers in Yichang to work together in order to stabilise the natural gas supply among Yichang city and areas nearby so as to attract industrial users to use natural gas as their major energy source in manufacturing process; and

19. 物業、廠房及設備 (續)

附註：

- (a) 本集團之樓宇均在中國以中期租約持有。
- (b) 本集團之管道及設備歸屬於宜昌標典之現金產生單位。現金產生單位之可收回金額已使用貼現現金流量法按使用價值釐定。貼現現金流量法之主要假設與預測期間內的貼現率、增長率及預算毛利率及收益有關。本集團採用反映對貨幣時間值及現金產生單位之特定風險之現時市場評估的除稅前比率估計貼現率。增長率根據現金產生單位業務經營所在地區之長期平均經濟增長率計算。預算毛利率及收益基於過去慣例及市場發展預期計算。

本集團按照董事批准之最新財務預算編製現金流量預測。宜昌標典超過5年期之現金流量乃使用2% (二零二二年：2%) 之穩定增長率推算。該增長率乃根據相關行業增長預測而定，且不超過宜昌標典經營所在相關行業之平均長期增長率。使用價值計算之其他關鍵假設涉及現金流入／流出估計，包括預算收益及毛利率，有關估計乃根據宜昌標典之過往表現及管理層對市場發展之預期而定。用於貼現本集團預測現金流量之稅前比率為12.64% (二零二二年：13.10%)。

由於下列原因，宜昌標典現金產生單位的業績好轉：

- (i) 憑藉於二零二一年「十四五」規劃指導思想下的規劃，中央政府大力推進清潔能源之利用，而管道天然氣成為新企業供熱能源的最佳選擇。因此，宜昌市政府鼓勵宜昌的所有天然氣供應商共同努力為宜昌市及周邊地區穩定供應天然氣，以吸引工業用戶將天然氣作為其生產過程中的主要能源；及

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19. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Notes: (Continued)

(b) (Continued)

- (ii) the government provides subsidies to manufacturers engaging in chemical industry to move into the industrial area which one of the gas supply locations that Yichang Biaodian operated, and encourage manufacturers to use natural gas as their major energy source in 2022 and certain customers were secured and were in full operation since early of the current reporting period.

Accordingly, the Group has revised its cash flow forecasts for this CGU. The recoverable amount of this CGU was HK\$203,362,000 (2022: HK\$179,788,000). Therefore, reversal of impairment losses on non-current assets are credited to profit or loss for the year and 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
Property, plant and equipment	物業、廠房及設備	22,471	21,012
Intangible assets (note 22)	無形資產 (附註22)	17,172	16,565
Right-of-use assets (note 20)	使用權資產 (附註20)	158	178
Credited to profit or loss	計入損益	39,801	37,755

- (c) The Group's plant and machinery belong to the CGUs of (i) leasing of materials, construction plant and machinery and (ii) leasing of steel support axial force servo system. Since leasing of steel support axial force servo system recorded loss for the year. The management assessed any impairment on the assets under steel support axial force servo system CGU. The recoverable amount of the CGU has been determined on the basis of its value in use using discounted cash flow method. The key assumptions for the discounted cash flow method are those regarding the discount rates, growth rates and budgeted gross margin and revenue during the forecast period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU. The growth rates are based on past experience and market trend of demand on service. Budgeted gross margin and revenue are based on past practices and expectations on market development.

19. 物業、廠房及設備 (續)

附註：(續)

(b) (續)

- (ii) 於二零二二年，政府為從事化學工業的製造商提供補助，以進入身為宜昌標典營運所在的天然氣地點之一的工業地區，並鼓勵製造商使用天然氣作為其主要能源，自本報告期初以來，若干客戶已獲提供且已全面運營。

因此，本集團修訂此現金產生單位的現金流量預測。此現金產生單位的可收回金額為203,362,000港元（二零二二年：179,788,000港元）。因此，非流動資產的減值虧損撥回計入年內損益並分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	22,471	21,012
Intangible assets (note 22)	無形資產 (附註22)	17,172	16,565
Right-of-use assets (note 20)	使用權資產 (附註20)	158	178
Credited to profit or loss	計入損益	39,801	37,755

- (c) 本集團的廠房及機器歸屬於以下現金產生單位：(i)租賃材料、建築廠房及機器及(ii)租賃鋼支撐軸力伺服系統。由於本年度租賃鋼支撐軸力伺服系統錄得虧損，管理層評估鋼支撐軸力伺服系統現金產生單位項下資產是否出現任何減值。現金產生單位之可收回金額已使用貼現現金流量法按使用價值釐定。貼現現金流量法之主要假設與預測期間內的貼現率、增長率及預算毛利率及收益有關。本集團採用反映對貨幣時間值及現金產生單位之特定風險之現時市場評估的除稅前比率估計貼現率。增長率根據過往經驗及市場對服務需求的趨勢。預算毛利率及收益基於過去慣例及市場發展預期計算。

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19. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Notes: (Continued)

(c) (Continued)

The Group prepares cash flow forecasts of steel support axial force servo system CGU derived from the most recent financial budgets approved by the directors. This growth rate is based on the past experience and overall market trend of demand on service. Other key assumptions for the value in use calculation relate to the estimation of cash inflows/outflows which include budgeted revenue and gross margin, such estimation is based on steel support axial force servo system CGU's past performance and management's expectations for the market development. The pre-tax rate used to discount the forecast cash flows from the Group's is 12.1% (2022: Nil).

Due to a slow-down in the construction sector with fewer large infrastructure projects, the Group has revised its cash flow forecasts for this CGU. The CGU has been reduced to its recoverable amount of HK\$3,443,000 and an impairment loss of HK\$2,128,000 is recognised on plant and machinery.

- (d) At 30 September 2023, the carrying amount of property, plant and equipment pledged to an independent third party for obtaining an advance of RMB100,000 (equivalent to HK\$109,000) amounted to RMB1,562,000 (equivalent to HK\$1,707,000) (2022: RMB100,000 (equivalent to HK\$115,000) amounted to RMB1,693,000 (equivalent to HK\$1,949,000)).
- (e) On 24 September 2019, the Group entered into a sales and purchase agreement with an independent third party to dispose its building located in the PRC together with associated leasehold improvements. The disposal has not yet been completed as at 30 September 2023 and the aggregate carrying amount of the aforementioned building and leasehold improvements as of 30 September 2023 was HK\$1,755,000 (2022: HK\$1,949,000). Deposit was received for the disposal of building of the Group (note 32).
- (f) At 30 September 2023, property plant and equipment with carrying amount of HK\$40,303,000 were pledged to banks and financial institutions for obtaining bank and other borrowings of RMB39,871,000 (equivalent to HK\$43,579,000) (2022: Nil) (note 37).

19. 物業、廠房及設備 (續)

附註：(續)

(c) (續)

本集團按照董事批准之最新財務預算編製鋼支撐軸力伺服系統現金產生單位的現金流量預測。該增長率乃根據過往經驗及整體市場對服務需求的趨勢。使用價值計算之其他關鍵假設涉及現金流入／流出估計，包括預算收益及毛利率，有關估計乃根據鋼支撐軸力伺服系統現金產生單位之過往表現及管理層對市場發展之預期而定。用於貼現本集團預測現金流量之稅前比率為12.1% (二零二二年：無)。

由於建築業放緩，大型基礎建設項目減少，本集團已修訂該現金產生單位的現金流量預測。現金產生單位已減少至可收回金額3,443,000港元，並就廠房及機器確認減損虧損2,128,000港元。

- (d) 於二零二三年九月三十日，為取得墊款人民幣100,000元 (相當於109,000港元) 而抵押予一名獨立第三方的物業、廠房及設備的賬面值為人民幣1,562,000元 (相當於1,707,000港元) (二零二二年：為取得墊款人民幣100,000元 (相當於115,000港元) 而抵押予一名獨立第三方的物業、廠房及設備的賬面值為人民幣1,693,000元 (相當於1,949,000港元))。
- (e) 於二零一九年九月二十四日，本集團與一名獨立第三方訂立買賣協議，以出售其位於中國之樓宇連同相關租賃裝修。於二零二三年九月三十日出售事項尚未完成，截至二零二三年九月三十日，上述樓宇及租賃裝修賬面總值為1,755,000港元 (二零二二年：1,949,000港元)。已就出售本集團樓宇收取按金 (附註32)。
- (f) 於二零二三年九月三十日，賬面值為40,303,000港元的物業、廠房及設備已抵押予銀行及金融機構以獲取銀行及其他借貸人民幣39,871,000元 (相當於43,579,000港元) (二零二二年：無) (附註37)。

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20. RIGHT-OF-USE ASSETS

20. 使用權資產

		Leasehold land 租賃土地 HK\$'000 千港元	Leased properties 租賃物業 HK\$'000 千港元	Leased motor vehicles 租賃汽車 HK\$'000 千港元 (Note) (附註)	Leased construction materials 租賃建築材料 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 October 2021	於二零二一年十月一日	599	1,242	214	-	2,055
Additions	添置	-	542	2,355	-	2,897
Depreciation	折舊	(15)	(971)	(610)	-	(1,596)
Reversal of impairment for the year (note 19(b))	年內減值撥回 (附註19(b))	178	-	-	-	178
Exchange differences	匯兌差額	(31)	(8)	-	-	(39)
At 30 September 2022 and 1 October 2022	於二零二二年九月三十日及 二零二二年十月一日	731	805	1,959	-	3,495
Additions	添置	292	541	-	5,787	6,620
Depreciation	折舊	(17)	(777)	(658)	(723)	(2,175)
Reversal of impairment for the year (note 19(b))	年內減值撥回 (附註19(b))	158	-	-	-	158
Exchange differences	匯兌差額	(45)	(5)	-	(140)	(190)
At 30 September 2023	於二零二三年九月三十日	1,119	564	1,301	4,924	7,908

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Depreciation expenses on right-of-use assets	使用權資產折舊開支	2,175	1,596
Reversal of impairment loss on right-of-use assets	使用權資產之減值 虧損撥回	(158)	(178)
Interest expenses on lease liabilities (included in finance costs)	租賃負債利息開支 (計入財務成本)	188	191
Expenses relating to short-term lease (included in general and administrative expenses)	與短期租賃有關之開支 (計入一般及行政支出)	223	192

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截至二零二三年九月三十日止年度 For the year ended 30 September 2023

20. RIGHT-OF-USE ASSETS (Continued)

Note: On 30 November 2023, the Group entered into a sales and purchase agreement with an independent third party to dispose its leased motor vehicle at consideration of HK\$1,200,000 upon settlement of all respective lease liabilities. The carrying amount of the aforementioned leased motor vehicle as of 30 September 2023 was HK\$1,069,000.

Details of total cash outflow for leases is set out in note 42(e).

For the year ended 30 September 2023, the Group leases properties, motor vehicles and car parking spaces for its operations. Lease contracts are entered into for fixed term of one to five years, but may have termination option to terminate the leasing agreement of a motor vehicle after one year. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

In addition, the Group owns natural gas stations and office complex located in the PRC. The Group is the registered owner of these property interests, including the underlying leasehold land. Lump sum payments were made upfront to acquire these property interests. The leasehold land component of these owned properties is presented separately only if the payments made can be allocated reliably.

20. 使用權資產 (續)

附註： 於二零二三年十一月三十日，本集團與獨立第三方訂立買賣協議，以於所有相關租賃負債結清後以1,200,000港元的代價出售其租賃汽車。截至二零二三年九月三十日，上述租賃汽車的賬面值為1,069,000港元。

租賃之現金流出總額之詳情載於附註42(e)。

截至二零二三年九月三十日止年度，本集團租賃物業、汽車及停車位用於營運。租賃合約按一至五年之固定期限訂立，但有終止選擇權，可於一年後終止汽車租賃協議。租賃條款乃按個別基準磋商，並包括各種不同條款及條件。於釐定租期及評估不可撤回期間之時長時，本集團應用合約之定義並釐定合約可強制執行之期間。

此外，本集團擁有位於中國之天然氣站及辦公樓。本集團乃該等物業權益（包括相關租賃土地）之登記擁有人。為收購該等物業權益，已作出一次性付款。僅當作出的付款能可靠分配時，該等自有物業之租賃土地部分方單獨呈列。

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截至二零二三年九月三十日止年度 For the year ended 30 September 2023

21. GOODWILL

21. 商譽

		Yichang Biaodian 宜昌標典 HK\$'000 千港元 (Note) (附註)	LW Insurance 利達保險 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本			
At 1 October 2021	於二零二一年十月一日	4,622	2,538	7,160
Disposal of a subsidiary	出售一間附屬公司	–	(2,538)	(2,538)
Exchange differences	匯兌差額	(252)	–	(252)
At 30 September 2022 and 1 October 2022	於二零二二年九月三十日 及二零二二年十月一日	4,370	–	4,370
Exchange differences	匯兌差額	(220)	–	(220)
At 30 September 2023	於二零二三年九月三十日	4,150	–	4,150
Accumulated impairment losses	累計減值虧損			
At 1 October 2021	於二零二一年十月一日	4,622	2,538	7,160
Disposal of a subsidiary	出售一間附屬公司	–	(2,538)	(2,538)
Exchange differences	匯兌差額	(252)	–	(252)
At 30 September 2022 and 1 October 2022	於二零二二年九月三十日 及二零二二年十月一日	4,370	–	4,370
Exchange differences	匯兌差額	(220)	–	(220)
At 30 September 2023	於二零二三年九月三十日	4,150	–	4,150
Carrying amount	賬面值			
At 30 September 2023	於二零二三年九月三十日	–	–	–
At 30 September 2022	於二零二二年九月三十日	–	–	–

Note: The Group acquired 49% of the equity interest in Yichang Biaodian in 2016. The goodwill arising from the acquisition is allocated to CGU of Yichang Biaodian. The amount has been fully impaired since 30 September 2019.

附註：本集團於二零一六年收購宜昌標典之49%股權。收購事項產生之商譽分配至宜昌標典現金產生單位。該金額自二零一九年九月三十日起獲全額減值。

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22. INTANGIBLE ASSETS

22. 無形資產

		Natural gas supply exclusive rights 天然氣 獨家供應權 HK\$'000 千港元 (note) (附註)
Cost	成本	
At 1 October 2021	於二零二一年十月一日	239,848
Exchange differences	匯兌差額	<u>(13,061)</u>
At 30 September 2022 and 1 October 2022	於二零二二年九月三十日及 二零二二年十月一日	226,787
Exchange differences	匯兌差額	<u>(11,466)</u>
At 30 September 2023	於二零二三年九月三十日	<u>215,321</u>
Accumulated amortisation and impairment	累計攤銷及減值	
At 1 October 2021	於二零二一年十月一日	168,817
Charge for the year	年內開支	2,899
Reversal of impairment for the year (note 19(b))	年內減值撥回(附註19(b))	(16,565)
Exchange differences	匯兌差額	<u>(9,340)</u>
At 30 September 2022 and 1 October 2022	於二零二二年九月三十日及 二零二二年十月一日	145,811
Charge for the year	年內開支	3,377
Reversal of impairment for the year (note 19(b))	年內減值撥回(附註19(b))	(17,172)
Exchange differences	匯兌差額	<u>(7,466)</u>
At 30 September 2023	於二零二三年九月三十日	<u>124,550</u>
Carrying amount	賬面值	
At 30 September 2023	於二零二三年九月三十日	<u>90,771</u>
At 30 September 2022	於二零二二年九月三十日	<u>80,976</u>

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22. INTANGIBLE ASSETS (Continued)

The natural gas supply exclusive rights arose from the acquisition of Yichang Biaodian completed on 24 February 2016 and is amortised over the remaining years of the contractual period of 30 years till the years ranging from 2041 to 2044.

The Group performed impairment assessment on natural gas supply exclusive rights and other assets which belong to the CGU of Yichang Biaodian. The performance of Yichang Biaodian has been improved and it continued to generate profit this year. Reversal of impairment has been recognised for the year ended 30 September 2023. Details of impairment assessment are set out in note 19(b).

As at 30 September 2023, the natural gas supply exclusive rights was pledged to bank for obtaining loan of RMB17,000,000 (equivalent to HK\$18,581,000) (2022: RMB19,000,000) (note 37).

23. INVESTMENTS IN SUBSIDIARIES

Particulars of the subsidiaries as at 30 September 2023 are as follows:

Name of subsidiary 附屬公司名稱	Principal country of operation and country of incorporation or establishment/ Kind of legal entity 主要經營國家及註冊成立或成立國家/法律實體類型	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本	Percentage of equity attributable to the Group		Principal activities 主要業務
			2023 二零二三年	2022 二零二二年	
DIGITALHONGKONG.COM INC. (附註(a)) (note (a))	BVI/Company limited by shares 英屬處女群島/股份有限公司	US\$1 1美元	-	100%	Inactive 並無業務
Digital Hong Kong Limited	Hong Kong/Limited liability company 香港/有限責任公司	HK\$2 2港元	100%	100%	Investment holding 投資控股

22. 無形資產 (續)

天然氣獨家供應權產生於本集團於二零一六年二月二十四日完成收購宜昌標典，並於直至二零四一年至二零四四年止30年合約期之剩餘年度內攤銷。

本集團對天然氣獨家供應權及歸屬於宜昌標典現金產生單位之其他資產進行減值評估。宜昌標典之表現已有所改善，並繼續於本年度產生溢利。減值撥回已於截至二零二三年九月三十日止年度確認。減值評估詳情載於附註19(b)。

於二零二三年九月三十日，天然氣獨家供應權抵押予銀行，以獲取人民幣17,000,000元（相當於18,581,000元）（二零二二年：人民幣19,000,000元）貸款（附註37）。

23. 於附屬公司之投資

於二零二三年九月三十日之附屬公司詳情如下：

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23. INVESTMENTS IN SUBSIDIARIES (Continued)

23. 於附屬公司之投資 (續)

Name of subsidiary 附屬公司名稱	Principal country of operation and country of incorporation or establishment/ Kind of legal entity 主要經營國家及註冊成立或成立國家/法律實體類型	Issued and fully paid share capital/ registered capital 已發行及繳足股本/註冊資本	Percentage of equity attributable to the Group		Principal activities 主要業務
			本集團應佔股權百分比		
			2023 二零二三年	2022 二零二二年	
Logo Plus Limited	Hong Kong/Limited liability company 香港/有限責任公司	HK\$1,000 1,000港元	100%	100%	Inactive 並無業務
Pickworth Limited	Samoa/Company limited by shares 薩摩亞/股份有限公司	US\$1 1美元	100%	100%	Investment holding 投資控股
Rich Ascent International Limited 豐晉國際有限公司	Hong Kong/Limited liability company 香港/有限責任公司	HK\$1 1港元	100%	100%	Provision of administrative services to the Group 向本集團提供行政服務
Global Billion Access Investments Limited 環球進億投資有限公司	BVI/Company limited by shares 英屬處女群島/股份有限公司	US\$1 1美元	100%	100%	Investment holding 投資控股
Hong Kong Global Billion Access Investments Limited 香港環球進億投資有限公司	Hong Kong/Limited liability company 香港/有限責任公司	HK\$1 1港元	100%	100%	Investment holding 投資控股
環球進億貿易(深圳)有限公司	PRC/Wholly foreign-owned entity 中國/外商獨資企業	HK\$14,000,000 14,000,000港元	100%	100%	Inactive 並無業務
Yichang Biaodian (note (b)) 宜昌標典(附註(b))	PRC/Limited liability company with investment from Hong Kong, Macau and Taiwan 中國/港澳台投資有限責任公司	RMB58,800,000 人民幣58,800,000元	25%	25%	Natural gas operations 天然氣業務
King Sailing International Limited 帝航國際有限公司	BVI/Company limited by shares 英屬處女群島/股份有限公司	US\$1 1美元	100%	100%	Investment holding 投資控股

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23. INVESTMENTS IN SUBSIDIARIES (Continued)

23. 於附屬公司之投資 (續)

Name of subsidiary 附屬公司名稱	Principal country of operation and country of incorporation or establishment/ Kind of legal entity 主要經營國家及註冊成立或成立國家/法律實體類型	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本	Percentage of equity attributable to the Group 本集團應佔股權百分比		Principal activities 主要業務
			2023 二零二三年	2022 二零二二年	
Heroic Sunshine Limited	Seychelles/Company limited by shares 塞舌爾/股份有限公司	US\$100 100美元	100%	100%	Investment holding 投資控股
Hong Kong Central Environmental Technology Limited 香港森籌環境科技有限公司	Hong Kong/Limited liability company 香港/有限責任公司	HK\$10,000 10,000港元	100%	100%	Investment holding 投資控股
森籌環境科技(上海)有限公司 ("Shanghai Senchou")	PRC/Wholly foreign-owned entity	RMB10,000,000	100%	100%	Sales and leasing business of plant and machinery and materials and provision of technology support services 廠房及機器及材料的銷售及租賃業務以及提供技術支持服務
森籌環境科技(上海)有限公司 ("上海森籌")	中國/外商獨資企業	人民幣 10,000,000元			
East Perfection Development Limited 東宜發展有限公司	BVI/Company limited by shares 英屬處女群島/股份有限公司	US\$10 10美元	100%	100%	Investment holding 投資控股
Global Business (Hong Kong) Limited 環球商貿(香港)有限公司	Hong Kong/Limited liability company 香港/有限責任公司	HK\$10,000 10,000港元	100%	100%	Inactive 並無業務
Billion Champion Business Limited 兆安貿易有限公司	BVI/Company limited by shares 英屬處女群島/股份有限公司	US\$10 10美元	100%	100%	Investment holding 投資控股

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23. INVESTMENTS IN SUBSIDIARIES (Continued)

23. 於附屬公司之投資 (續)

Name of subsidiary 附屬公司名稱	Principal country of operation and country of incorporation or establishment/ Kind of legal entity 主要經營國家及註冊成立或 成立國家/法律實體類型	Issued and fully paid share capital/ registered capital 已發行及 繳足股本/ 註冊資本	Percentage of equity attributable to the Group 本集團應佔股權百分比		Principal activities 主要業務
			2023 二零二三年	2022 二零二二年	
Billion Champion (Hong Kong) Limited 兆安(香港)有限公司	Hong Kong/Limited liability company 香港/有限責任公司	HK\$10,000 10,000港元	100%	100%	Inactive 並無業務
LW Capital Group Limited 利達金融集團有限公司	Hong Kong/Limited liability company 香港/有限責任公司	HK\$10,000 10,000港元	100%	100%	Investment holding 投資控股
LW (Hong Kong) Finance Limited 利達(香港)財務有限公司	Hong Kong/Limited liability company 香港/有限責任公司	HK\$10,000 10,000港元	100%	100%	Dormant 暫無業務
Rich Point Credit Limited 億邦信貸有限公司	Hong Kong/Limited liability company 香港/有限責任公司	HK\$10,000 10,000港元	100%	100%	Not yet commenced business 尚未開展業務
Bright Able Century Limited 名駿世紀有限公司	BVI/Company limited by shares 英屬處女群島/股份有限公司	US\$1 1美元	100%	100%	Investment holding 投資控股
Smart Target Billion Limited 達億進有限公司	Hong Kong/Limited liability company 香港/有限責任公司	HK\$1 1港元	100%	100%	Investment holding 投資控股

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23. INVESTMENTS IN SUBSIDIARIES (Continued)

Notes:

- (a) The subsidiary was struck off during the year.
- (b) Yichang Biaodian is a subsidiary of the Group even though the Group has only 25% (2022: 25%) ownership interest in Yichang Biaodian.

The Group has held 25% equity interest in Yichang Biaodian upon the capital contribution from two shareholders on 4 January 2019. 湖北標典天然氣有限公司 (“Hubei Biaodian”), 宜昌地鉑港能源有限公司, 宜昌美岩能源有限公司 and Mr. Li Wanqing (collectively the “Non-controlling Shareholders”) owned 21%, 24%, 20% and 10% equity interest in Yichang Biaodian, respectively, after the capital contribution and up to the date of this report.

The directors, with the assistance of the legal counsel in the PRC, assessed whether or not the Group still has control over Yichang Biaodian based on whether the Group has the practical ability to direct the relevant activities at Yichang Biaodian unilaterally. In making their judgement, the directors considered the Group’s power to affect the board of directors (the “BOD”) of Yichang Biaodian. The BOD of Yichang Biaodian, responsible for all relevant activities at Yichang Biaodian, consisted of eleven directors, of which six were appointed by the Group while the other five directors were appointed by the Non-controlling Shareholders. BOD resolutions of Yichang Biaodian were reached by more than two-third of the attending directors. In accordance with the terms of a further shareholders’ agreement entered into among the Group and the Non-controlling Shareholders, in any events where the Group and the Non-controlling Shareholders have diverged views in the BOD meetings, the Group, being the single largest shareholder of Yichang Biaodian, has the power to make the final decision.

Based on the assessment mentioned above, the directors concluded that the Group under the terms of the shareholders’ agreement had the current ability to direct the relevant activities of Yichang Biaodian and therefore the Group has control over Yichang Biaodian after the capital contribution.

23. 於附屬公司之投資 (續)

附註：

- (a) 該附屬公司於年內註銷。
- (b) 儘管本集團僅擁有宜昌標典之25% (二零二二年：25%) 擁有權益，惟宜昌標典為本集團之附屬公司。

本集團於兩名股東於二零一九年一月四日注資後持有宜昌標典25%股權。於注資後及直至本報告日期，湖北標典天然氣有限公司（「湖北標典」）、宜昌地鉑港能源有限公司、宜昌美岩能源有限公司及李萬清先生（統稱「非控股股東」）分別擁有宜昌標典之21%、24%、20%及10%股權。

董事在中國法律顧問之協助下，根據本集團是否擁有實際能力單方面指示宜昌標典之相關活動評估本集團是否仍控制宜昌標典。在作出判斷時，董事已考慮本集團對宜昌標典董事會（「該董事會」）之影響力。宜昌標典該董事會負責宜昌標典之所有相關活動，成員包括十一名董事，當中六名由本集團委任，而另外五名董事則由非控股股東委任。宜昌標典該董事會決議案由超過三分之二的與會董事決定。根據本集團與非控股股東訂立之進一步股東協議之條款，倘於該董事會會議上，本集團與非控股股東有不同意見，則本集團作為宜昌標典之單一最大股東有權作出最終決策。

基於上述評估，董事總結，根據股東協議之條款，本集團有現時能力指示宜昌標典之相關活動，因此，本集團於注資後擁有宜昌標典之控制權。

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23. INVESTMENTS IN SUBSIDIARIES (Continued)

Notes: (Continued)

- (c) The following table shows information on the subsidiaries that have NCI material to the Group. The summarised financial information represents amounts before inter-company eliminations.

23. 於附屬公司之投資 (續)

附註：(續)

- (c) 下表顯示具有對本集團而言屬重大之非控股權益之附屬公司的資料。財務資料概要為於公司間抵銷前之金額。

		Yichang Biaodian 宜昌標典	
		2023 二零二三年	2022 二零二二年
Principal place of business and country of establishment	主要營運地點及成立國家	PRC 中國	
% of ownership interests/voting rights held by NCI	非控股權益持有之擁有權權益／投票權百分比	75%/45%	75%/45%
		HK\$'000 千港元	HK\$'000 千港元
Non-current assets	非流動資產	216,779	190,929
Current assets	流動資產	20,487	9,272
Non-current liabilities	非流動負債	(61,743)	(70,367)
Current liabilities	流動負債	(55,967)	(40,333)
Net assets	資產淨值	119,556	89,501
Accumulated NCI	累計非控股權益	89,268	66,561
Revenue	收益	155,052	124,599
Profit for the year	年內溢利	34,552	35,048
Total comprehensive income	全面收益總額	30,055	31,835
Profit allocated to NCI	分配予非控股權益之溢利	22,707	24,065
Net cash generated from operating activities	經營業務所得現金淨額	13,517	10,315
Net cash (used in)/generated from investing activities	投資活動(所用)／所得現金淨額	(6,914)	474
Net cash used in financing activities	融資活動所用現金淨額	(2,898)	(9,806)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	3,705	983

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24. INVESTMENT IN A JOINT VENTURE

24. 於合營企業的投資

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Unlisted investments:	非上市投資：		
Share of net assets	應佔資產淨值	100	183

Details of the Group's joint venture at 30 September 2023 are as follows:

於二零二三年九月三十日，本集團合營企業詳情載列如下：

Name	Place of registration	Registered capital	Percentage of ownership interest/ voting power/ profit sharing	Principal activities
名稱	註冊地點	註冊資本	擁有權益／投票權 ／溢利分成百分比	主要活動
枝江源恒	The PRC	RMB30,000,000	50%	Not yet commenced business
枝江源恒	中國	人民幣30,000,000元		尚未開展業務

The following table shows the Group's share of the amount of immaterial joint venture that accounted for using the equity method.

下表列示本集團應佔使用權益法入賬的非重要合營企業的金額。

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 30 September:	於九月三十日：		
Carrying amounts of interests	權益賬面值	100	183
Year ended 30 September:	截至九月三十日止年度：		
Loss after tax	除稅後虧損	(76)	(49)
Other comprehensive income	其他全面收益	(7)	(11)
Total comprehensive income	全面收益總額	(83)	(60)

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24. INVESTMENT IN A JOINT VENTURE

(Continued)

As at 30 September 2023, the bank and cash balances of the Group's joint venture in the PRC denominated in RMB amounted to HK\$149,000 (2022: HK\$277,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

As of 30 September 2023, this joint venture did not have any significant commitment or contingent liabilities (2022: Nil).

24. 於合營企業的投資 (續)

於二零二三年九月三十日，以人民幣計值之本集團中國合營企業銀行及現金結餘為149,000港元（二零二二年：277,000港元）。人民幣兌換為外幣須遵守中國外匯管理條例以及結匯、售匯及付匯管理規定。

截至二零二三年九月三十日，此合營企業並無任何重大承擔或或然負債（二零二二年：無）。

25. INVENTORIES

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Finished goods	製成品	216	1,042
Raw materials	原材料	349	447
		565	1,489

25. 存貨

26. TRADE AND BILLS RECEIVABLES

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Trade receivables (note)	應收貿易賬款 (附註)	16,032	13,350
Bills receivables	應收票據	-	3,223
		16,032	16,573
Less: impairment losses (note 6(b)(i))	減：減值虧損 (附註6(b)(i))	(7,946)	(7,653)
		8,086	8,920

26. 應收貿易賬款及票據

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26. TRADE AND BILLS RECEIVABLES (Continued)

Note: Included in trade receivables of HK\$798,000 was due from a related company controlled by a director of the Company as at 30 September 2022.

Generally there is no credit period for customers of sales of natural gas as the customers need to prepay before the usage of the natural gas. For a few specific customers they can use the gas on credit and the Group allows an average credit period of 60 days. The Group recognises revenue for natural gas pipeline installation service when the installation is completed and the Group allows an average credit period of 30 days upon completion. For sales and leasing business, the Group allows an average credit period of 180 days upon service rendered or goods sold. For independent financial advisory, the Group allows an average credit period of 30 days upon service rendered.

The ageing analysis of trade and bills receivables at the end of the reporting year based on the goods or services delivered is as follows:

0 to 90 days	0至90日
91 to 180 days	91至180日
181 to 365 days	181至365日
Over 365 days	超過365日

Before accepting any new customer, the Group's finance and sales management team would assess the potential customer's credit quality and defines credit limits by customer. Credit limits attributable to customers are reviewed regularly with reference to past settlement history. The Group's finance and sales management team considers trade receivables that are neither past due nor impaired to be of good credit quality as continuous repayments have been received.

The carrying amounts of the Group's trade and bills receivables are denominated in RMB.

26. 應收貿易賬款及票據 (續)

附註：應收貿易賬款798,000港元包括於二零二二年九月三十日應收本公司一名董事所控制關聯公司款項。

銷售天然氣的客戶通常並不獲提供信貸期，原因為客戶需於使用天然氣前預先付款。就少數可以信貸方式使用天然氣之特定客戶而言，本集團授予其60日之平均信貸期。本集團於安裝完成時確認天然氣管道安裝服務之收益，於完成後，本集團授予其30日之平均信貸期。就銷售及租賃業務而言，於提供服務或出售商品後，本集團授予其180日之平均信貸期。就獨立財務顧問而言，於提供服務後，本集團授予其30日之平均信貸期。

於報告年度末根據所交付商品或服務呈列之應收貿易賬款及票據賬齡分析如下：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
0 to 90 days	5,188	2,830
91 to 180 days	850	-
181 to 365 days	1,036	5,457
Over 365 days	1,012	633
	8,086	8,920

在接納任何新客戶前，本集團財務及銷售管理團隊會評估潛在客戶之信貸質素，並釐定客戶之信貸額。客戶之信貸額會參考過往付款記錄而定期進行審閱。本集團財務及銷售管理團隊認為，由於能持續收取還款，故既未逾期亦未減值之應收貿易賬款均具良好信貸質素。

本集團應收貿易賬款及票據之賬面值以人民幣計值。

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27. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Deposits	按金	3,182	812
Prepayments	預付賬款	10,575	6,715
Others	其他	215	546
		13,972	8,073

The carrying amounts of the Group's prepayments, deposits and other receivables are mainly denominated in RMB.

27. 預付賬款、按金及其他應收賬款

本集團預付賬款、按金及其他應收賬款之賬面值主要以人民幣計值。

28. DUE FROM/(TO) NON-CONTROLLING SHAREHOLDERS OF A SUBSIDIARY AND ITS RELATED PARTIES

Particulars of the amounts due from/(to) non-controlling shareholders of a subsidiary and its related parties are as follows:

Name 名稱	Relationship 關係	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Hubei Biaodian and its subsidiaries 湖北標典及其附屬公司	note (a) 附註(a)	1,107	(16,064)
Mr. Xiong Songgan and his controlled entities 熊崧淦先生及其控制實體	note (b) 附註(b)	2,076	(11,280)
		3,183	(27,344)

Notes:

- (a) Hubei Biaodian is the 21% (2022: 21%) non-controlling shareholder of Yichang Biaodian.
- (b) Xiong Songgan ("Mr. Xiong") is the controlling shareholder of Hubei Biaodian.

28. 應收／(付) 一間附屬公司之非控股股東及其關聯方款項

應收／(付) 一間附屬公司之非控股股東及其關聯方款項詳情如下：

附註：

- (a) 湖北標典為擁有宜昌標典21%（二零二二年：21%）股權之非控股股東。
- (b) 熊崧淦（「熊先生」）為湖北標典之控股股東。

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28. DUE FROM/(TO) NON-CONTROLLING SHAREHOLDERS OF A SUBSIDIARY AND ITS RELATED PARTIES (Continued)

Amounts due to Hubei Biaodian and its subsidiaries and Mr. Xiong and his controlled entities represented advances for Yichang Biaodian's capital expenditure purposes and were non-trade in nature. These balances were unsecured and interest free. Certain amounts were carried at amortised cost using the effective interest method, with an effective interest rate of 10% for the year ended 30 September 2022.

As at 30 September 2023, the amounts due from Hubei Biaodian and its subsidiaries and Mr. Xiong and his controlled entities are unsecured, interest-free and repayable on demand.

28. 應收／(付)一間附屬公司之非控股股東及其關聯方款項 (續)

應付湖北標典及其附屬公司、熊先生及其控制實體之款項為用於宜昌標典資本開支之墊款及為非貿易性質。該等結餘為無抵押及免息。若干金額採用實際利率法按攤銷成本列賬，截至二零二二年九月三十日止年度，實際利率為10%。

於二零二三年九月三十日，應收湖北標典及其附屬公司、熊先生及其控制實體之款項無抵押、免息及須於要求時償還。

29. BOND RECEIVABLES

Unlisted debt instruments, at amortised cost, issued by a listed company	一間上市公司發行之非上市債務工具，按攤銷成本
Accrued interest receivables	應收應計利息
Less: impairment losses (note 6(b)(ii))	減：減值虧損(附註6(b)(ii))

Note:

On 2 April 2019, the Group subscribed bonds from a listed company ("Bond Issuer") with principal amount of HK\$3,000,000. The bonds were unsecured and interest-bearing at fixed rates of 10% per annum. The carrying amount of HK\$3,300,000 was receivable on 2 April 2020. The bonds could be redeemed by Bond Issuer at 100% of the outstanding principal amount, together with accrued interest up to settlement date. Upon the maturity date, Bond Issuer did not repay the interest and principal.

29. 應收債券

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	10,280	10,280
	655	655
	10,935	10,935
	(10,935)	(10,935)
	-	-

附註：

於二零一九年四月二日，本集團向一間上市公司（「債券發行人」）認購本金額為3,000,000港元之債券。債券為無抵押，並按固定年利率10%計息。賬面值3,300,000港元應於二零二零年四月二日收取。債券可由債券發行人按尚未償還本金額之100%連同直至結算日期應計之利息贖回。於到期日，債券發行人並未償還利息及本金。

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29. BOND RECEIVABLES (Continued)

Note: (Continued)

On 4 May 2020, Bond Issuer issued bonds with principal amount of HK\$7,280,000 at fixed interest rate of 12% per annum to the Group for taking up the settlement obligation of one of its subsidiaries' bonds subscribed by the Group. The carrying amount of HK\$8,153,600 will be receivable on 3 May 2021. The bonds could be redeemed by Bond Issuer at 100% of the outstanding principal amount, together with accrued interest up to settlement date.

On 5 June 2020, Bond Issuer announced that it has entered into liquidation process and had been delisted on 1 September 2023, the management of the Company considered the recoverability of these bonds was remote and full impairment was made accordingly. As of date of authorising these consolidated financial statements, the liquidation is still in progress.

The carrying amounts of the Group's bond receivables are denominated in HK\$.

30. BANK AND CASH BALANCES

The carrying amount of the Group's bank and cash balances is denominated in the following currencies:

HK\$	港元
RMB	人民幣
US\$	美元

As at 30 September 2023, the bank and cash balances of the Group denominated in RMB and held in the PRC was HK\$5,913,000 (2022: HK\$3,525,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

29. 應收債券 (續)

附註：(續)

於二零二零年五月四日，債券發行人向本集團發行本金額為7,280,000港元並按固定年利率12%計息的債券，以承擔由本集團認購之一間附屬公司之債券之結算責任。賬面值8,153,600港元將於二零二一年五月三日收取。債券可由債券發行人按尚未償還本金額之100%連同直至結算日期應計之利息贖回。

於二零二零年六月五日，債券發行人宣佈其已進入清盤程序並於二零二三年九月一日除牌，本公司管理層認為收回該等債券的可能性微乎其微，故已計提全額減值。截至編撰該等綜合財務報表日期，清盤仍在進行中。

本集團應收債券之賬面值以港元計值。

30. 銀行及現金結餘

本集團之銀行及現金結餘之賬面值以下列貨幣計值：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
HK\$	港元	3,471	1,403
RMB	人民幣	5,914	3,587
US\$	美元	-	8
		9,385	4,998

於二零二三年九月三十日，以人民幣計值並存置於中國之本集團銀行及現金結餘為5,913,000港元（二零二二年：3,525,000港元）。人民幣兌換為外幣須遵守中國外匯管理條例以及結匯、售匯及付匯管理規定。

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31. TRADE PAYABLES

Generally, there is no credit period for suppliers of natural gas as the Group need to prepay before the purchase of the natural gas. For liquefied natural gas, the credit period granted by supplier to the Group was 30 days. For other business, the credit period granted by suppliers to the Group ranged from 60 to 180 days.

The ageing analysis of trade payables, based on date of receipt of goods, is as follows:

0 to 90 days	0至90日
91 to 180 days	91至180日
181 to 365 days	181至365日
Over 365 days	超過365日

The trade payables are non-interest bearing and normally settled on 30 to 180 days terms.

The carrying amounts of the Group's trade payables are denominated in the following currencies:

HK\$	港元
RMB	人民幣

31. 應付貿易賬款

一般而言，天然氣供應商並無授出信貸期，原因為本集團須於購買天然氣前預先付款。就液化天然氣而言，供應商授予本集團之信貸期為30日。就其他業務而言，供應商授予本集團之信貸期介乎60至180日。

根據收取商品日期呈列之應付貿易賬款賬齡分析如下：

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
3,272	621
8	–
34	109
294	415
3,608	1,145

應付貿易賬款為不計息及通常須於30至180日期間內償付。

本集團應付貿易賬款之賬面值乃以下列貨幣計值：

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
15	15
3,593	1,130
3,608	1,145

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32. ACCRUALS AND OTHER PAYABLES

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Payable for construction in progress	在建工程應付賬款	21,162	26,796
Receipt in advance (note)	預收款項 (附註)	3,058	1,957
Other payables and accruals	其他應付賬款及應計費用	34,076	15,064
		58,296	43,817
Analysed as:	分析為：		
Current liabilities	流動負債	58,296	40,608
Non-current liabilities	非流動負債	-	3,209
		58,296	43,817

Note:

Included in receipt in advance were deposits of HK\$1,858,000 (2022: HK\$1,957,000) and HK\$1,200,000 (2022: Nil) received from independent third parties for disposals of building (note 19(d)) and leased motor vehicle (note 20) respectively.

32. 應計費用及其他應付賬款

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Payable for construction in progress	在建工程應付賬款	21,162	26,796
Receipt in advance (note)	預收款項 (附註)	3,058	1,957
Other payables and accruals	其他應付賬款及應計費用	34,076	15,064
		58,296	43,817
Analysed as:	分析為：		
Current liabilities	流動負債	58,296	40,608
Non-current liabilities	非流動負債	-	3,209
		58,296	43,817

附註：

預收款項包括就出售樓宇 (附註19(d)) 及租賃汽車 (附註20) 向獨立第三方收取之按金 1,858,000港元 (二零二二年：1,957,000港元) 及1,200,000港元 (二零二二年：無)。

33. CONTRACT LIABILITIES

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Billings in advance of performance obligation	履約責任預付賬款		
- Sales of goods	- 銷售貨品	5	191
- Sales of natural gas	- 銷售天然氣	14,165	9,257
- Pipeline installation services	- 管道安裝服務	1,911	1,350
		16,081	10,798

33. 合約負債

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33. CONTRACT LIABILITIES (Continued)

Contract liabilities relating to sales of goods, sales of natural gas and pipeline installation services are balances due to customers under goods sales contracts, natural gas sales contracts and pipeline installation services contracts. They arise because customers pay deposits for the contracts which exceed the revenue recognised to date.

Increase in contract liabilities balances during the reporting period was because of more new natural gas sales contracts were signed with new customers, leading to increase in billing in advance of sales of natural gas.

Movements in contract liabilities:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Balance at beginning of year	年初結餘	10,798	6,352
Decrease in contract liabilities as a result of recognising revenue during the year that was included in contract liabilities at the beginning of the year	因年內確認計入年初合約負債的收益導致合約負債減少	(10,254)	(6,039)
Increase in contract liabilities as a result of billing in advance of sales of natural gas and pipeline installation services	因銷售天然氣及管道安裝服務預付賬款導致合約負債增加	15,564	10,502
Exchange differences	匯兌差額	(27)	(17)
Balance at end of year	年末結餘	16,081	10,798

There are no billings in advance of performance received that is expected to be recognised as income after more than one year (2022: Nil).

33. 合約負債 (續)

與銷售貨品、銷售天然氣及管道安裝服務有關之合約負債乃就貨品銷售合約、天然氣銷售合約及管道安裝服務合約應付客戶之結餘。由於客戶支付超過至今確認之收益之合約按金，故出現上述情況。

合約負債結餘於報告期內增加，原因為與新客戶簽訂更多新天然氣銷售合約，致使銷售天然氣之預付賬款增加。

合約負債之變動：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Balance at beginning of year	10,798	6,352
Decrease in contract liabilities as a result of recognising revenue during the year that was included in contract liabilities at the beginning of the year	(10,254)	(6,039)
Increase in contract liabilities as a result of billing in advance of sales of natural gas and pipeline installation services	15,564	10,502
Exchange differences	(27)	(17)
Balance at end of year	16,081	10,798

預期並無收取於超過一年後確認為收入之履約預付賬款 (二零二二年：無)。

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34. LEASE LIABILITIES

		Minimum lease payments 最低租賃付款		Present value of minimum lease payments 最低租賃付款之現值	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within one year	一年內	4,868	1,678	4,615	1,580
More than one year, but not exceeding two years	一年以上但不超過兩年	2,797	659	2,731	623
More than two years, but not exceeding five years	兩年以上但不超過五年	252	632	250	614
		7,917	2,969	7,596	2,817
Less: Future finance charges	減：未來融資費用	(321)	(152)	N/A 不適用	N/A 不適用
Present value of lease obligations	租賃責任之現值	7,596	2,817	7,596	2,817
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：須於12個月內到期清償 之款項 (於流動負債項下 列示)			(4,615)	(1,580)
Amount due for settlement after 12 months	須於12個月後到期清償之款項			2,981	1,237

The weighted average incremental borrowing rates applied to lease liabilities range from 3.57% to 14.76% (2022: from 3.57% to 8.89%).

The carrying amount of the Group's lease liabilities are mainly denominated in HK\$.

Included in lease liabilities of HK\$965,000 (2022: HK\$1,303,000) was guaranteed by a director of a subsidiary of the Group.

35. DUE TO DIRECTORS

The amounts due to directors are unsecured, interest-free and repayable on demand.

34. 租賃負債

適用於租賃負債之加權平均增量借貸利率介乎3.57%至14.76% (二零二二年：3.57%至8.89%)。

本集團租賃負債之賬面值主要以港元計值。

租賃負債965,000港元 (二零二二年：1,303,000港元) 包括本集團一間附屬公司董事之擔保。

35. 應付董事款項

應付董事款項為無抵押、免息及須於要求時償還。

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36. NON-CONVERTIBLE BONDS

36. 不可換股債券

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Non-convertible bonds	不可換股債券	22,757	16,752
Analysed as:	分析如下：		
Current liabilities	流動負債	19,757	7,852
Non-current liabilities	非流動負債	3,000	8,900
		22,757	16,752

The terms of non-convertible bonds ("NCBs") are as follows:

不可換股債券（「不可換股債券」）的條款如下：

	Interest rates per annum 年利率	Maturity 到期	Note 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
NCB batch 1 第一批不可換股債券	12%	30 September 2024 (2022: 30 September 2022) 二零二四年九月三十日 (二零二二年：二零二二年九月三十日)		1,900	1,900
NCB batch 2 第二批不可換股債券	6% to 12%	10 January 2020 to 30 September 2024 (2022: 10 January 2020 to 26 July 2023) 二零二零年一月十日至二零二四年九月三十日 (二零二二年：二零二零年一月十日至二零二三年七月二十六日)	(i)	2,450	5,050
NCB batch 3 第三批不可換股債券	10%	30 September 2024 (2022: 30 September 2022) 二零二四年九月三十日 (二零二二年：二零二二年九月三十日)		250	250
NCB batch 4 第四批不可換股債券	12%	27 June 2025 to 29 September 2025 二零二五年六月二十七日至二零二五年九月二十九日		-	8,900
NCB batch 5 第五批不可換股債券	6% to 12%	18 January 2024 to 24 September 2025 二零二四年一月十八日至二零二五年九月二十四日		16,800	-
Accrued interest 應計利息				1,357	652
				22,757	16,752

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Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

36. NON-CONVERTIBLE BONDS (Continued)

Note:

- (i) As at 30 September 2023, included in the balance was 6% bond of HK\$250,000 which was overdue since 10 January 2020 and 12% bond of HK\$500,000 which was overdue since 10 March 2023.

The carrying amounts of the non-convertible bonds issued approximate their fair values.

Non-convertible bonds issued at fixed interest rates expose the Group to fair value interest rate risk.

The carrying amount of the Group's non-convertible bonds is denominated in HK\$.

36. 不可換股債券 (續)

附註：

- (i) 於二零二三年九月三十日，結餘包括自二零二零年一月十日起已逾期的250,000港元6%債券及自二零二三年三月十日起已逾期的500,000港元12%債券。

已發行之不可換股債券之賬面值與其公平值相若。

按固定利率發行之不可換股債券使本集團面臨公平值利率風險。

本集團不可換股債券之賬面值以港元計值。

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截至二零二三年九月三十日止年度 For the year ended 30 September 2023

37. BANK AND OTHER BORROWINGS

37. 銀行及其他借貸

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Secured bank borrowings (note (i))	有抵押銀行借貸 (附註(i))	18,581	21,873
Secured other borrowings (note (ii))	有抵押其他借貸 (附註(ii))	43,579	-
Unsecured bank borrowings	無抵押銀行借貸	1,006	1,680
		63,166	23,553

The bank and other borrowings are repayable as follows:

銀行及其他借貸須於以下期間償還：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within one year	一年內	16,520	2,878
More than one year, but not exceeding two years	一年以上但不超過兩年	33,679	3,407
More than two years, but not more than five years	兩年以上但不超過五年	12,967	17,268
		63,166	23,553
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：須於12個月內到期清償之 款項 (於流動負債項下 列示)	(16,520)	(2,878)
Amount due for settlement after 12 months	須於12個月後到期清償之款項	46,646	20,675

The amounts are based on scheduled repayment dates set out in the respective loan agreements.

該等款項乃基於各貸款協議所載之計劃還款日期。

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Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

37. BANK AND OTHER BORROWINGS (Continued)

Note:

- (i) Bank borrowings as at 30 September 2022 and 2023 are secured by the pledge of natural gas supply exclusive rights of Yichang Biaodian (note 22), and a property owned by Mr. Xiong, a key management personnel of Yichang Biaodian, and his spouse. The bank borrowings are also jointly guaranteed by Mr. Xiong and the non-controlling shareholders of Yichang Biaodian.
- (ii) Other borrowings as at 30 September 2023 are secured by the pledge of property, plant and equipment of Yichang Biaodian and Shanghai Senchou (note 19(f)) and guaranteed by the certain non-controlling shareholders of Yichang Biaodian.

The carrying amounts of the Group's bank and other borrowings are denominated in RMB.

The effective interest rate of the Group's bank and other borrowings ranged from 5.00% to 10.50% (2022: 5.00% to 12.24%).

Bank and other borrowings of HK\$62,160,000 (2022: HK\$21,873,000) are arranged at fixed interest rates and expose the Group to fair value interest rate risk.

Bank borrowings of HK\$1,006,000 (2022: HK\$1,680,000) are arranged at floating rates based on the benchmark interest rate issued by the People's Bank of China for both years. Interest rate will be adjusted if the benchmark interest rate changes, thus exposing the Group to cash flow interest rate risk.

37. 銀行及其他借貸 (續)

附註：

- (i) 於二零二二年及二零二三年九月三十日，銀行借貸以宜昌標典的天然氣供應獨家權利質押(附註22)及宜昌標典主要管理人員熊先生及其配偶擁有一項物業作抵押。銀行借貸亦由熊先生及宜昌標典之非控股股東共同擔保。
- (ii) 於二零二三年九月三十日，其他借貸以宜昌標典及上海森籌(附註19(f))的物業、廠房及設備作抵押及由宜昌標典的若干非控股股東作擔保。

本集團之銀行及其他借貸賬面值乃按人民幣計值。

本集團銀行及其他借貸之實際利率介乎5.00%至10.50% (二零二二年：5.00%至12.24%)。

銀行及其他借貸62,160,000港元(二零二二年：21,873,000港元)按固定利率安排，使本集團面臨公平值利率風險。

於兩個年度銀行借貸1,006,000港元(二零二二年：1,680,000港元)以浮動利率安排，以中國人民銀行發佈之基準利率計息。倘基準利率變動，利率將會作出調整。因此，本集團面臨現金流量利率風險。

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截至二零二三年九月三十日止年度 For the year ended 30 September 2023

38. DEFERRED TAX LIABILITIES

The followings are the major deferred tax liabilities recognised and movements thereon during the current year and prior year:

		Revaluation of assets 資產重估 HK\$'000 千港元
At 1 October 2021	於二零二一年十月一日	17,758
Exchange differences	匯兌差額	(930)
Credited to profit or loss (note 12)	計入損益 (附註12)	<u>3,416</u>
At 30 September 2022 and 1 October 2022	於二零二二年九月三十日及 二零二二年十月一日	20,244
Exchange differences	匯兌差額	(1,000)
Charged to profit or loss (note 12)	扣除損益 (附註12)	<u>3,449</u>
At 30 September 2023	於二零二三年九月三十日	<u>22,693</u>

At the end of the reporting year, the Group had unused tax losses of HK\$228,463,000 (2022: HK\$231,730,000) available to offset against future profits. The unrecognised tax losses of HK\$224,142,000 (2022: HK\$213,395,000) can be carried forward indefinitely. The remaining HK\$4,321,000 (2022: HK\$18,335,000) related to tax losses in the PRC which will expire in one to five years.

No provision for deferred tax assets has been recognised in respect of tax losses and other temporary differences due to unpredictability of future profit streams.

38. 遞延稅項負債

以下為於本年度及過往年度確認之主要遞延稅項負債及其相關變動：

於報告年度末，本集團未動用之稅項虧損為228,463,000港元（二零二二年：231,730,000港元），可供抵銷未來溢利。未確認稅項虧損224,142,000港元（二零二二年：213,395,000港元）可無限期結轉。餘下之4,321,000港元（二零二二年：18,335,000港元）與中國稅項虧損有關，其將於一至五年內屆滿。

由於不能預測未來溢利流，故並無就有關稅項虧損及其他暫時性差異確認遞延稅項資產撥備。

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截至二零二三年九月三十日止年度 For the year ended 30 September 2023

39. SHARE CAPITAL

39. 股本

		2023 二零二三年		2022 二零二二年	
		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元	Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.01 (2022: HK\$0.01) each	每股面值0.01港元 (二零二二年：0.01港元) 之普通股	8,000,000	80,000	8,000,000	80,000
Issued and fully paid:	已發行及繳足：				
At beginning of year and end of year	於年初及年末	455,860	4,559	455,860	4,559

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

The primary objective of the Group's capital risk management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholder value.

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 or issue new shares. No changes were made in the objectives, policies or processes during the year ended 30 September 2023.

本集團資本管理之目標是維護本集團之持續經營能力，並透過優化債務與股權平衡而為股東帶來最大回報。

本集團按風險比例設定資本金額。本集團根據經濟環境之變化及相關資產之風險特徵，管理資本架構並加以調整。為維持或調整資本架構，本集團可調整派付股息、發行新股、回購股份、募集新債務、贖回現有債務或出售資產以減輕債務。

本集團資本風險管理之主要目標為保障本集團持續經營之能力及保持健康的資本比率以支持其業務並最大限度提升股東價值。

本集團管理其資本架構並根據經濟狀況變化對其作出調整。為維持或調整資本架構，本集團或會調整支付予股東之股息、歸還股東資本或發行新股。截至二零二三年九月三十日止年度，目標、政策或程序均未改變。

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截至二零二三年九月三十日止年度 For the year ended 30 September 2023

39. SHARE CAPITAL (Continued)

The Group monitors capital using a gearing ratio, which is net debt divided by the total equity of the Group. Net debt includes interest-bearing bank and other borrowings, non-convertible bonds, lease liabilities, due to related parties, directors and non-controlling shareholders of a subsidiary and its related parties less cash and bank balances. Total equity comprised all components of equity including non-controlling interests. The gearing ratio at the end of the reporting year was as follows:

39. 股本 (續)

本集團使用資產負債比率監控資本，資產負債比率乃按本集團負債淨額除以權益總額計算。負債淨額包括計息銀行及其他借貸、不可換股債券、租賃負債、應付關聯方、董事以及一間附屬公司之非控股股東及其關聯方款項，減現金及銀行結餘。權益總額由包括非控股權益在內的所有權益部分組成。於報告年度末的資產負債比率如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Lease liabilities (note 34)	租賃負債 (附註34)	7,596	2,817
Due to related parties (note 46(d))	應付關聯方款項 (附註46(d))	4,579	9,888
Due to directors (note 35)	應付董事款項 (附註35)	8,772	1,142
Non-convertible bonds (note 36)	不可換股債券 (附註36)	22,757	16,752
Bank and other borrowings (note 37)	銀行及其他借貸 (附註37)	63,166	23,553
Due to non-controlling shareholders of a subsidiary and its related parties (note 28)	應付一間附屬公司之非控股股東及其關聯方款項 (附註28)	-	27,344
Total borrowings	借貸總額	106,870	81,496
Less: Bank and cash balances (note 30)	減：銀行及現金結餘 (附註30)	(9,385)	(4,998)
Net debt	債務淨額	97,485	76,498
Total equity	權益總額	91,790	82,337
Gearing ratio	資產負債比率	106%	93%

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截至二零二三年九月三十日止年度 For the year ended 30 September 2023

39. SHARE CAPITAL (Continued)

The increase in the gearing ratio during the year ended 30 September 2023 resulted primarily from increase in bank and other borrowings and lease liabilities for the year.

The only externally imposed capital requirement is that for the Group to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares.

The Group checks the substantial share interests showing the non-public float through the Stock Exchange's website and it demonstrates continuing compliance with the 25% limit throughout the year.

Apart from above, neither the Company nor its subsidiaries are subject to externally imposed capital requirements.

40. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Nature and purpose of reserves

(i) Capital reserve

The capital reserve represents the difference between the nominal value of the share capital issued by the Company and the fair value allocated to the separable net assets of the subsidiaries at the date of acquisition arisen from a group reorganisation in March 2000.

39. 股本 (續)

截至二零二三年九月三十日止年度，資產負債比率增加乃主要由於年內銀行及其他借貸以及租賃負債增加。

外部施加之唯一資本要求為，為維持本集團於聯交所上市，其必須擁有至少25%股份之公眾持股量。

本集團透過聯交所網站核查顯示非公眾持股量之大量股份權益，其證明於整個年度持續遵守25%限額。

除上述者外，本公司及其附屬公司均不受外部施加的資本要求。

40. 儲備

(a) 本集團

本集團之儲備金額及其變動於綜合損益及其他全面收益表及綜合權益變動表內呈列。

(b) 儲備性質及目的

(i) 資本儲備

資本儲備指本公司已發行股本面值與二零零零年三月之集團重組所產生分配至附屬公司可分割資產淨值於收購日期之公平值之差額。

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Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

40. RESERVES (Continued)

(b) Nature and purpose of reserves (Continued)

(ii) Special reserve

The special reserve represents the difference between the book values of the underlying net assets of DIGITALHONGKONG.COM INC., DIGITAL COMMERCE LIMITED and Digital Hong Kong Limited at the date on which the shares of these companies were acquired by the Company together with the acquisition of a shareholder's loan of HK\$7,640,000, and the nominal amount of the Company's shares issued for the acquisition. The special reserve is available for distribution under the Companies Law (Revised) of the Cayman Islands.

(iii) Share premium

Share premium represents the amount of the excess of issue price of the Company's shares over its par value.

(iv) Other reserve

Other reserve represents deemed capital contribution arising from non-current interest-free loan from shareholders and the loss on disposal arising from deemed disposal of 24% equity interest in Yichang Biaodian.

(v) Translation reserve

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

40. 儲備 (續)

(b) 儲備性質及目的 (續)

(ii) 特別儲備

特別儲備乃指於本公司收購 DIGITALHONGKONG.COM INC.、DIGITAL COMMERCE LIMITED及數碼香港國際有限公司股份當日，該等公司相關資產賬面淨值連同所收購之股東貸款7,640,000港元，與就此項收購而發行之本公司股份面值兩者間之差額。根據開曼群島經修訂公司法，特別儲備可供分派之用。

(iii) 股份溢價

股份溢價指本公司股份之發行價超過其面值之金額。

(iv) 其他儲備

其他儲備指非流動免息股東貸款及視作出售宜昌標典24%股權之出售虧損而產生之視作注資。

(v) 換算儲備

外幣換算儲備包括由於換算境外業務之財務報表所致之所有外匯差額。該儲備乃按綜合財務報表附註4(e)(iii)所載會計政策處理。

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41. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

41. 本公司財務狀況表及儲備變動

(a) Statement of financial position of the Company

(a) 本公司財務狀況表

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	30	64
Investments in subsidiaries	於附屬公司之投資	—	—
		30	64
Current assets	流動資產		
Prepayment, deposits and other receivables	預付賬款、按金及其他應收賬款	1,456	846
Bond receivables	應收債券	—	—
Due from subsidiaries	應收附屬公司款項	36,077	26,409
Bank and cash balances	銀行及現金結餘	101	1,112
		37,634	28,367
Current liabilities	流動負債		
Accruals and other payables	應計費用及其他應付賬款	9,234	7,144
Due to subsidiaries	應付附屬公司款項	24	24
Due to directors	應付董事款項	8,772	1,197
Non-convertible bonds	不可換股債券	19,757	7,852
		37,787	16,217
Net current (liabilities)/assets	流動(負債淨額)/資產淨值	(153)	12,150

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41. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(Continued)

(a) Statement of financial position of the Company

(Continued)

41. 本公司財務狀況表及儲備變動 (續)

(a) 本公司財務狀況表 (續)

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Total assets less current liabilities	總資產減流動負債	(123)	12,214
Non-current liabilities	非流動負債		
Non-convertible bonds	不可換股債券	3,000	8,900
		3,000	8,900
Net (liabilities)/assets	(負債淨額) / 資產淨值	(3,123)	3,314
Capital and reserves	資本及儲備		
Share capital	股本	4,559	4,559
Reserves	儲備	(7,682)	(1,245)
(CAPITAL DEFICIENCY)/ TOTAL EQUITY	(資本虧絀) / 權益總額	(3,123)	3,314

Approved by the Board of Directors on 29 December 2023 and are signed on its behalf by:

於二零二三年十二月二十九日獲董事會批准並由下列董事代表簽署：

Wang Wenzhou
王文周

Wu Guoming
吳國明

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41. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(Continued)

41. 本公司財務狀況表及儲備變動 (續)

(b) Reserve movement of the Company

(b) 本公司之儲備變動

		Capital reserve	Special reserve	Share premium	Other reserve	Translation reserve	Accumulated losses	Total
		資本儲備	特別儲備	股份溢價	其他儲備	換算儲備	累計虧損	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
		(note 40(b)(i))	(note 40(b)(ii))	(note 40(b)(iii))	(note 40(b)(iv))	(note 40(b)(v))		
		(附註40(b)(i))	(附註40(b)(ii))	(附註40(b)(iii))	(附註40(b)(iv))	(附註40(b)(v))		
At 1 October 2021	二零二一年十月一日	7,640	1,971	346,252	6,734	960	(354,425)	9,132
Loss for the year	年內虧損	-	-	-	-	-	(12,772)	(12,772)
Other comprehensive income for the year	年內其他全面收益	-	-	-	-	2,395	-	2,395
At 30 September 2022 and 1 October 2022	於二零二二年九月三十日及二零二二年十月一日	7,640	1,971	346,252	6,734	3,355	(367,197)	(1,245)
Loss for the year	年內虧損	-	-	-	-	-	(7,339)	(7,339)
Other comprehensive income for the year	年內其他全面收益	-	-	-	-	902	-	902
At 30 September 2023	於二零二三年九月三十日	7,640	1,971	346,252	6,734	4,257	(374,536)	(7,682)

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

42. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Disposal of subsidiaries

During the year ended 30 September 2022, the Group entered into share transfer agreements with two different buyers, which were independent from the Group, to dispose its entire 100% and 60% equity interests in two subsidiaries respectively at consideration in aggregate of HK\$40,000. One of the subsidiaries was engaged in insurance broker business.

Net liabilities at the date of disposal of subsidiaries in aggregate were as follows:

42. 綜合現金流量表附註

(a) 出售附屬公司

截至二零二二年九月三十日止年度，本集團與兩名不同買方（均獨立於本集團）訂立股份轉讓協議，以分別出售其於兩家附屬公司的全部100%及60%股權，總代價為40,000港元。其中一間附屬公司從事保險經紀業務。

於出售附屬公司日期的負債淨額合共如下：

		HK\$'000 千港元
Trade receivables	應收貿易賬款	1
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	3
Bank balances	銀行結餘	44
Trade payables	貿易應付款項	(77)
Accruals and other payables	應計費用及其他應付賬款	(85)
Non-controlling interest	非控股權益	13
Net liabilities disposed of	出售負債淨額	(101)
Gain on disposal of subsidiaries (note 9)	出售附屬公司收益(附註9)	141
Total consideration	總代價	40
Consideration satisfied by Cash	以現金償付代價	40
Net cash outflow arising on disposal:	出售產生的現金流出淨額：	
Consideration received	已收代價	40
Cash and cash equivalents disposed of	出售現金及現金等價物	(44)
		(4)

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

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

(b) Acquisition of interest in a subsidiary

In 2022, the Group acquired the entire 40% equity interest in Heroic Sunshine Limited, at a consideration of US\$40 from its non-controlling interest. The transaction was recognised directly in equity.

(c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

42. 綜合現金流量表附註 (續)

(b) 收購一間附屬公司的權益

於二零二二年，本集團收購Heroic Sunshine Limited的全部40%股權，代價為非控股權益40美元。交易直接於權益確認。

(c) 融資活動所產生負債之對賬

下表詳細說明本集團融資活動所產生負債之變動，包括現金及非現金變動。融資活動所產生負債指於本集團綜合現金流量表內分類為融資活動所產生之現金流量或未來現金流量之負債。

	1 October 2022 二零二二年 十月一日 HK\$'000 千港元	Cash flows 現金流量 HK\$'000 千港元	Interest expenses 利息開支 HK\$'000 千港元	Non-cash movements 非現金變動 HK\$'000 千港元	Exchange differences 匯兌差額 HK\$'000 千港元	30 September 2023 二零二三年 九月三十日 HK\$'000 千港元
Bank and other borrowings (note 37) 銀行及其他借貸 (附註37)	23,553	38,790	3,178	-	(2,355)	63,166
Due to/(from) non-controlling shareholders of a subsidiary and its related parties (note 28) 應付/(收)一間附屬公司之非控股股東及其關聯方款項 (附註28)	27,344	(28,341)	-	(1,635)	(551)	(3,183)
Non-convertible bonds (note 36) 不可換股債券 (附註36)	16,752	6,760	1,555	(2,307)	(3)	22,757
Due to directors (note 35) 應付董事款項 (附註35)	1,142	7,907	-	-	(277)	8,772
Lease liabilities (note 34) 租賃負債 (附註34)	2,817	(1,437)	188	6,177	(149)	7,596
	71,608	23,679	4,921	2,235	(3,335)	99,108

綜合財務報表附註

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截至二零二三年九月三十日止年度 For the year ended 30 September 2023

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

(c) Reconciliation of liabilities arising from financing activities (Continued)

	1 October 2021 二零二一年 十月一日 HK\$'000 千港元	Cash flows 現金流量 HK\$'000 千港元	Interest expenses 利息開支 HK\$'000 千港元	Non-cash movements 非現金變動 HK\$'000 千港元	Exchange differences 匯兌差額 HK\$'000 千港元	30 September 2022 二零二二年 九月三十日 HK\$'000 千港元	
Bank and other borrowings (note 37)	銀行及其他借貸 (附註37)	18,067	5,703	1,116	-	(1,333)	23,553
Due to non-controlling shareholders of a subsidiary and its related parties (note 28)	應付一間附屬公司之非控股股東及其關聯方款項 (附註28)	44,423	(15,451)	-	-	(1,628)	27,344
Non-convertible bonds (note 36)	不可換股債券 (附註36)	27,166	(11,714)	1,296	-	4	16,752
Due to directors (note 35)	應付董事款項 (附註35)	3,011	(1,796)	-	-	(73)	1,142
Lease liabilities (note 34)	租賃負債 (附註34)	1,850	(1,937)	191	2,713	-	2,817
		<u>94,517</u>	<u>(25,195)</u>	<u>2,603</u>	<u>2,713</u>	<u>(3,030)</u>	<u>71,608</u>

(d) Non-cash transactions

Additions to property, plant and equipment during the year of HK\$16,113,000 were credit to other payables and utilisation of deposit for acquisition of property, plant and equipment.

(e) Total cash outflow for leases

Amounts included in the cash flow statements for leases comprise the following:

Within operating cash flows	經營現金流量內
Within financing cash flows	融資現金流量內

42. 綜合現金流量表附註 (續)

(c) 融資活動所產生負債之對賬 (續)

(d) 非現金交易

年內添置物業、廠房及設備 16,113,000 港元計入其他應付賬款及使用按金收購物業、廠房及設備。

(e) 租賃現金流出總額

計入租賃現金流量表之金額包括以下各項：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within operating cash flows	373	365
Within financing cash flows	1,287	1,764
	<u>1,660</u>	<u>2,129</u>

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

(e) Total cash outflow for leases (Continued)

These amounts relate to the following:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Lease rental paid	已付租賃租金	1,660	2,129

43. LITIGATION

During the year ended 31 December 2018, Yichang Biaodian had disputes with one of its suppliers regarding the quality of work performed by such supplier. Legal proceedings were initiated by the supplier (the "Yichang Plaintiff").

On 13 March 2019, the Court issued civil mediation agreement which set out that the Yichang Plaintiff and Yichang Biaodian agreed with the repayment terms in relation to the amount of RMB8,787,000 (equivalent to HK\$10,413,000). However, Yichang Biaodian did not repay all the outstanding amount as scheduled in civil mediation agreement. Thus, the Yichang Plaintiff exercised its rights to apply for a court order to enforce Yichang Biaodian for settlement of amount overdue. On 19 May 2022, the Yichang Plaintiff and Yichang Biaodian signed another mediation agreement which set out that the outstanding balance would be repaid in 25 monthly installments of RMB300,000 from June 2022 to July 2024, and it would be guaranteed by Mr. Xiong, a key management personnel of Yichang Biaodian. If Yichang Biaodian fail to repay as scheduled, default interest would be charged at 12% per annum on the outstanding balance owed to the Yichang Plaintiff since 1 May 2019. Yichang Biaodian repaid the amount owed to Yichang Plaintiff as scheduled and full amount of the remaining debts of RMB2,787,000 (equivalent to HK\$3,046,000) claimed by Yichang Plaintiff are fully provided as liability of the Group as at 30 September 2023.

42. 綜合現金流量表附註 (續)

(e) 租賃現金流出總額 (續)

該等金額與下列有關：

43. 訴訟

截至二零一八年十二月三十一日止年度，宜昌標典與其其中一名供應商發生爭議，內容有關該供應商所進行之工作質素。該供應商（「宜昌原告」）已提出法律程序。

於二零一九年三月十三日，法院發出民事調解協議，當中載列宜昌原告及宜昌標典協定有關金額人民幣8,787,000元（相當於10,413,000港元）之償還條款。然而，宜昌標典並未按民事調解協議所規定的時間表償還全部未償還金額。因此，宜昌原告行使其權利申請法院頒令強制宜昌標典結算逾期款項。於二零二二年五月十九日，宜昌原告與宜昌標典另行簽訂調解協議，當中載列未償還結餘將於二零二二年六月至二零二四年七月分25個月每期人民幣300,000元償還，且其將由宜昌標典的主要管理人員熊先生擔保。倘宜昌標典未能按計劃還款，則就自二零一九年五月一日起欠付宜昌原告的未償還結餘按每年12%收取違約利息。宜昌標典按計劃償還欠付宜昌原告的款項，於二零二三年九月三十日，宜昌原告申索的餘下債務全部款項人民幣2,787,000元（相當於3,046,000港元）已全數撥備為本集團之負債。

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截至二零二三年九月三十日止年度 For the year ended 30 September 2023

44. OPERATING LEASE ARRANGEMENTS

The Group regularly entered into short-term leases for car parking spaces. As at 30 September 2023, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed in note 20. As at 30 September 2023, the outstanding lease commitments relating to these car parking spaces is HK\$111,000 (2022: HK\$108,000).

45. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the reporting year are as follows:

44. 經營租賃安排

本集團定期就停車位訂立短期租賃。於二零二三年九月三十日，短期租賃投資組合與於附註20披露之短期租賃開支涉及的短期租賃投資組合相若。於二零二三年九月三十日，與該等停車位有關之未償還租賃承擔為111,000港元（二零二二年：108,000港元）。

45. 資本承擔

本集團於報告年度末的資本承擔如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment, development of systems and networks	與收購物業、廠房及設備以及系統及網絡開發有關的資本開支		
– contracted but not accounted for	— 已訂約但未入賬	4,167	30,353

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截至二零二三年九月三十日止年度 For the year ended 30 September 2023

46. RELATED PARTY TRANSACTIONS

(a) Related party transactions

In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Purchase of raw materials from a company controlled by senior management personnel of a subsidiary	向一間附屬公司高級管理層人員控制之一間公司購買原材料	-	276
Service and leasing income from a company controlled by a director	來自一名董事控制之一間公司之服務及租賃收入	-	(859)

The related party transactions above also constitute connected transaction or continuing connected transaction as defined in Chapter 20 of the GEM Listing Rules, and the Group has complied with the requirement in Chapter 20 of the GEM Listing Rules. Details of connected transaction are disclosed in "Connected Transaction" section in the annual report.

- (b) Details of guarantees provided by related parties for bank borrowings granted to the Group are as set out in note 37 to the consolidated financial statements.

46. 關聯方交易

(a) 關聯方交易

除該等財務報表中其他部分詳述之交易外，本集團於年內擁有以下與關聯方之重大交易：

上述關聯方交易亦構成GEM上市規則第二十章所界定之關連交易或持續關連交易，而本集團已遵守GEM上市規則第二十章之規定。關連交易之詳情於年報「關連交易」一節內披露。

- (b) 關聯方就向本集團授出之銀行借貸提供之擔保詳情載於綜合財務報表附註37。

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二三年九月三十日止年度 For the year ended 30 September 2023

46. RELATED PARTY TRANSACTIONS (Continued)

46. 關聯方交易 (續)

(c) Compensation of key management personnel

(c) 主要管理人員之薪酬

The remuneration of directors and other members of key management during the year was follows:

年內董事及主要管理層其他成員之薪酬如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Short term benefits	短期福利	1,651	1,522

(d) Amounts due from/(to) related parties

(d) 應收／(付) 關聯方款項

Name of related party 關聯方姓名／名稱	Relationship 關係	Terms 條款	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Wu Xiachen	Son of a director of the Company	Unsecured, interest-free and repayable on demand	1,234	1,019
吳夏晨	本公司一名董事的兒子	無抵押、免息及按要求償還		
Tang Xia	Daughter-in-law of a director of the Company	Unsecured, interest-free and repayable on demand	(1,093)	(1,151)
湯霞	本公司一名董事的兒媳	無抵押、免息及按要求償還		
上海廣大基礎工程有限公司	Controlled by a director of the Company	Unsecured, interest-free and repayable on demand	(3,486)	(8,737)
	由本公司一名董事控制	無抵押、免息及按要求償還		

綜合財務報表附註

Notes to the Consolidated Financial Statements

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47. CONTINGENT LIABILITIES

Apart from as disclosed in elsewhere in these consolidated financial statements, the Group did not have any other significant contingent liabilities at 30 September 2023 (2022: Nil).

48. EVENTS AFTER THE REPORTING PERIOD

- (a) On 30 November 2023, the Group entered into a sales and purchase agreement with an independent third party to dispose its leased motor vehicle at consideration of HK\$1,200,000.
- (b) On 19 December 2023, the Company and Leeds Securities Investment Limited (“Placing Agent”) entered into a placing agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, up to 91,172,000 new ordinary shares of par value of HK\$0.01 each (“Placing Shares”) to not less than six (6) placees at the placing price of HK\$0.69 per Placing Share who and whose ultimate beneficial owners shall be independent third parties. The Placing Shares will be allotted and issued pursuant to the general mandate granted to the directors of the Company at the annual general meeting held on 14 April 2023. None of the placees will become a substantial shareholder of the Company immediately upon completion of the placing. Details of the placing are disclosed in the Company’s announcements dated 19 December 2023.

47. 或然負債

除該等綜合財務報表其他部分所披露者外，於二零二三年九月三十日，本集團並無任何其他重大或然負債（二零二二年：無）。

48. 報告期後事項

- (a) 於二零二三年十一月三十日，本集團與一名獨立第三方訂立買賣協議，以出售其租賃汽車，代價為1,200,000港元。
- (b) 於二零二三年十二月十九日，本公司與競富證券金融有限公司（「配售代理」）訂立配售協議，據此，本公司有條件同意透過配售代理按盡力基準向不少於六(6)名身為或其最終實益擁有人身為獨立第三方的承配人配售最多91,172,000股每股面值0.01港元的新普通股（「配售股份」），配售價為每股配售股份0.69港元。配售股份將根據本公司董事在二零二三年四月十四日召開的股東週年大會上獲授之一般授權進行配發及發行。概無承配人將於緊隨配售完成後成為本公司的主要股東。有關配售的詳情於本公司日期為二零二三年十二月十九日的公告披露。

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48. EVENTS AFTER THE REPORTING PERIOD

(Continued)

- (c) On 26 December 2023, the Company announced that it has come to the attention of the board of directors of the Company that the Group's 25% equity interest in Yichang Biaodian, amounting to RMB14.70 million (the "Frozen Equity"), is currently frozen by 山西省長治市監察委員會 (Shanxi Province Changzhi Municipal Supervision Commission)* (the "Freeze Action"). The Group has engaged a PRC legal counsel (the "PRC Legal Counsel") to provide relevant legal advice to the Group in relation to the Freeze Action and the Frozen Equity.

As advised by the PRC Legal Counsel, the ordinary course of business of Yichang Biaodian will not be restricted or adversely affected by the Freeze Action. During the period of the Freeze Action, however, the Group is unable to undertake any filing related to changes in ownership of the Frozen Equity or the registration of any pledge of the Frozen Equity. The Group is advised by the PRC Legal Counsel that the risk of impacting the Group's entitlement to dividends of Yichang Biaodian is relatively low, given that Yichang Biaodian has not received any notice or notification or other legal documents explicitly freezing the dividends, bonuses and other proceeds to which the Group is entitled. The Board has instructed the PRC Legal Counsel to obtain further information and relevant documents, enquire the reasons for the Freeze Action and to advise on the potential legal consequences for the Group in relation to the Freeze Action.

As the Freeze Action is at the preliminary stage, the directors cannot estimate the financial effect on the Group.

- (d) On 27 December 2023, the Company entered into a non-legally binding memorandum of understanding with 華領能源有限公司 (Hualing Energy Co., Ltd.), in relation to potential cooperation for the development of electric vehicle charging station business. Details are disclosed in the Company's announcements dated 27 December 2023.

48. 報告期後事項 (續)

- (c) 於二零二三年十二月二十六日，本公司宣佈，經本公司董事會知悉，本集團於宜昌標典25%的股權人民幣1,470萬元（「被凍結股權」）現正被山西省長治市監察委員會凍結（「凍結行動」）。本集團已聘請中國法律顧問（「中國法律顧問」）就凍結行動及被凍結股權向本集團提供相關法律意見。

據中國法律顧問告知，宜昌標典的日常業務不會因凍結行動而受到限制或不利影響。然而，於凍結行動期間，本集團無法進行任何與被凍結股權所有權變更相關的備案，也無法對被凍結股權辦理質押登記手續。中國法律顧問告知本集團，鑑於宜昌標典並未收到明確凍結本集團有權享有的股息、紅利及其他收益的任何通告或通知或其他法律文件，影響本集團有權享有宜昌標典股息的風險相對較低。董事會已指示中國法律顧問索取進一步資訊及相關文件，並查詢凍結行動背後原因，以及就凍結行動對本集團造成的潛在法律後果提供意見。

由於凍結行動處於初期階段，故董事無法估計對本集團的財務影響。

- (d) 於二零二三年十二月二十七日，本公司與華領能源有限公司訂立不具法律約束力的諒解備忘錄，內容有關發展電動汽車充電樁業務的潛在合作事宜。詳情於本公司日期為二零二三年十二月二十七日之公告披露。

