



# 粵海廣南(集團)有限公司

## GDH GUANGNAN (HOLDINGS) LIMITED

(Incorporated in Hong Kong with limited liability) (於香港註冊成立的有限公司)  
(Stock code 股份代號: 01203)



# 2023 ANNUAL REPORT

## 年報



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# Corporate Information

(As at 28 March 2024)

## BOARD OF DIRECTORS

### Executive Directors

CHEN Benguang (*Chairman*)  
YANG Zhe (*General Manager*)  
CHAU Wang Kei (*Chief Financial Officer*)

### Non-Executive Director

WANG Longhai

### Independent Non-Executive Directors

Gerard Joseph MCMAHON  
LI Kar Keung, Caspar  
WONG Yau Kar, David, *GBS, JP*

## AUDIT COMMITTEE

Gerard Joseph MCMAHON (*Chairman*)  
LI Kar Keung, Caspar  
WONG Yau Kar, David

## COMPENSATION COMMITTEE

LI Kar Keung, Caspar (*Chairman*)  
Gerard Joseph MCMAHON  
WONG Yau Kar, David

## NOMINATION COMMITTEE

CHEN Benguang (*Chairman*)  
Gerard Joseph MCMAHON  
LI Kar Keung, Caspar  
WONG Yau Kar, David

## COMPANY SECRETARY

LIU Wai Kin

## AUDITOR

KPMG  
Certified Public Accountants  
Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance  
8th Floor, Prince's Building  
10 Chater Road  
Central  
Hong Kong

## PRINCIPAL BANKERS

DBS Bank Limited  
Bank of Communications Co., Ltd.  
Bank of China (Hong Kong) Limited  
Bank of China Limited  
Industrial and Commercial Bank of China (Asia) Limited  
Industrial and Commercial Bank of China Limited  
China Citic Bank Corporation Limited  
Agricultural Bank of China Limited

## REGISTERED OFFICE

Units 2905-08, 29th Floor, Shui On Centre  
6-8 Harbour Road, Wanchai, Hong Kong  
Telephone : (852) 2828 3938  
Facsimile : (852) 2583 9288  
Website : <http://www.gdguangnan.com>

## SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen's Road East, Wanchai, Hong Kong

## SHARE INFORMATION

<i>Place of Listing</i>	Main Board of The Stock Exchange of Hong Kong Limited
<i>Stock Code</i>	01203
<i>Board Lot</i>	2,000 shares
<i>Financial Year End</i>	31 December

## SHAREHOLDERS' CALENDAR

<i>Last Share Registration Date (for attending Annual General Meeting)</i>	27 May 2024
<i>Closure of Register of Members (for attending Annual General Meeting)</i>	28 May 2024 to 31 May 2024
<i>Annual General Meeting</i>	31 May 2024
<i>Last Share Registration Date (for payment of final dividend)</i>	25 June 2024
<i>Closure of Register of Members (for payment of final dividend)</i>	26 June 2024 to 28 June 2024
<i>Final Dividend Payment Date</i>	HK2.0 cents per share 19 July 2024

# Financial Highlights

(Expressed in Hong Kong dollars)

	For the year ended 31 December		
	2023 \$'000	2022 \$'000	Change
Revenue	10,385,807	8,311,752	25.0%
Profit from operations	278,222	277,034	0.4%
Profit attributable to shareholders	65,924	135,673	-51.4%
Basic earnings per share	7.3 cents	14.9 cents	-51.0%
Dividend per share			
Interim	1.0 cent	1.0 cent	
Proposed final	2.0 cents	2.0 cents	
	3.0 cents	3.0 cents	0.0%

	At 31 December		
	2023 \$'000	2022 \$'000	Change
Total assets	4,789,001	4,884,006	-1.9%
Shareholders' equity	2,570,014	2,573,893	-0.2%
Net asset value per share <sup>1</sup>	\$2.83	\$2.84	-0.4%
Closing market price per share	\$0.57	\$0.62	
Net cash <sup>2</sup>	122,355	233,869	
Gearing ratio <sup>3</sup>	N/A	N/A	

Notes:

- $$\frac{\text{Shareholders' equity}}{\text{Number of ordinary shares in issue}}$$
- Pledged deposits, cash and cash equivalents — borrowings
- $$\frac{\text{Borrowings — pledged deposits, cash and cash equivalents}}{\text{Shareholders' equity}}$$

# Chairman's Statement

I hereby present to the shareholders that GDH Guangnan (Holdings) Limited (the "Company") and its subsidiaries (the "Group") recorded a consolidated revenue of HK\$10,386 million in 2023, representing an increase of HK\$2,074 million or 25.0% from HK\$8,312 million in 2022. Consolidated profit from operations was HK\$278 million, representing an increase of HK\$1.19 million or 0.4% from HK\$277 million in 2022. Consolidated profit attributable to equity shareholders of the Company was HK\$65.92 million, representing a decrease of 51.4% compared with HK\$136 million in 2022. The basic earnings per share was HK7.3 cents, representing a decrease of 51.0% from HK14.9 cents in 2022.

The board (the "Board") of directors (the "Director(s)") of the Company recommends the payment of a final dividend of HK2.0 cents per share for the year 2023. The abovementioned final dividend for 2023, subject to the approval by the shareholders of the Company at the annual general meeting, is expected to be paid on 19 July 2024.

## BUSINESS DEVELOPMENT

As for the fresh and live foodstuffs business, the Group will, standing on a new development stage to implement new development philosophy, accelerate the business layout in a bid to strengthen, enhance and expand the fresh and live foodstuffs business. Moreover, focusing on the "vegetable basket" market in the Guangdong-Hong Kong-Macao Greater Bay Area, the Group will focus on grasping the development opportunities of the food industry and further consolidate the development foundation of the slaughtering business. The Group will also invest in the construction of an integrated industrial chain operation platform of "livestock and poultry breeding — slaughter and processing — cold chain distribution — fresh marketing", and cultivate new profit growth points by exploring the possibility of entering into the field of biotechnology. The Group will also establish a multi-level sales channel system and explore new business models such as e-commerce and new food retail, so as to achieve leapfrog development in the entire chain of fresh food products. Guided by market demand and supported by scientific and technological innovation, the Group will accelerate the transformation of the development mode of the food segment, optimise the structural layout of the segment, and enhance the comprehensive production and service capabilities and core competitiveness of the fresh and live foodstuffs business.

For new investment and operation projects, in the second half of year 2023, Zhuhai-Hong Kong-Macao Food Processing Plant of GDH Food (Zhuhai) Company Limited ("GDH Food Zhuhai") commenced operation, and promote the slaughtering of pigs, cattle and sheep, and the processing and sale of meat products locally in an orderly manner. In strict compliance with the meat inspection requirements of the government authorities, the Group comprehensively strengthened the supervision of meat product quality, strictly implemented the relevant inspection and quarantine systems, providing consumers with safe and quality fresh or processed products and achieving stable and profitable operation. At the fourth quarter of 2023, the Group subscribed for 51% equity interest in GDH Food (Guangzhou) Co., Ltd. ("GDH Food Guangzhou"), which laid the foundation for entering into the fresh food distribution, wholesale, retail and store expansion path in Mainland China. As for investment in Hong Kong, the Group acquired the shop premise at Koway Court in Chai Wan in the second half of 2023 to further expand the scale of its retail business in Hong Kong, in order to well establish the terminal network between Mainland China and Hong Kong.

In respect of the tinplating business, the Group adheres to the customer-oriented, innovation-driven development strategy, continues to enhance the core competitiveness of the Group's product in terms of quality, craftsmanship and technology, and builds itself into the most reliable tinplate supply chain service provider for customers. By benchmarking against industry practices, understanding the operation of customers, expanding the development of new customers, and fully satisfying customer needs, the utilisation production capacity is to be assured. Adhering to the profit-oriented marketing strategy, the Group strengthens the information exchange among marketing teams and industry peers, and works together with them to refine the prediction of business trends and analysis, so as to enhance the business structure. By continuously paying attention to the market conditions, improving the ability to predict, and adjusting the pace of material procurement in a scientific manner, the negative impact of the fluctuation of commodity prices has also been effectively dealt with.

# Chairman's Statement (continued)

## BUSINESS DEVELOPMENT (continued)

With regard to the associated companies, the pig farming industry in Mainland China is facing a complicated and severe situation. The price of live pigs remained low in 2023 and swine disease was relatively serious in certain areas of Mainland China, which affected the associated companies engaging in pig farming and pig sales, as evidenced by higher disease prevention and operating costs leading to increasing operation losses.

## PROSPECTS

Looking ahead into 2024, the domestic and foreign macro environment undergoes changes. The complicated and grim international environment as well as the escalating geopolitical conflicts create uncertainties to economy. Nevertheless, China's economy is expected to recover further in 2024, the Group's operations face various opportunities and challenges.

In the face of the risks and challenges faced by the fresh and live foodstuffs business and tinplating business, the Group mainly focuses on the strengthening and enhancement of fresh and live foodstuffs business and stabilizing the development of tinplating business. We will strengthen business development and enrich business types with innovative thinking, concentrate on risk prevention, control and compliance works as well as enhance the standard of corporate governance to safeguard business operation. Meanwhile, the Group will adjust business strategies in a timely manner and expand to new business areas through capital investment, so as to ensure the continuous growth of the Group's operating results. Leveraging on its sound financial strategy and abundant cash flows, the Group will seize every development opportunity in the Guangdong-Hong Kong-Macao Greater Bay Area with an aim to enhance its scale of corporate revenue and profitability, thereby maximising value for its shareholders.

Last but not the least, on behalf of the Board, I would like to take this opportunity to express my sincere gratitude to our shareholders for their support as well as our dedicated and hardworking management team and employees.

**Chen Benguang**

*Chairman*

Hong Kong, 28 March 2024

# Management Discussion and Analysis

## BUSINESS REVIEW

### Fresh and live foodstuffs Business

In respect of our operation in Mainland China, benefiting from the layout of our Group's slaughtering business in the Greater Bay Area and in a bid to strengthen, enhance and expand the slaughtering business, Zhuhai-Hong Kong-Macao Food Processing Plant operated by GDH Food Zhuhai had commenced operation in the second half of year 2023. The live pig slaughtering volume of the Group, a new profit growth driver, was exceeded 3.09 million heads in 2023, increased by 118.0% as compared to last year, enabling the Group to rank among one of the top in terms of slaughtering volume in Guangdong Province. In addition, with the subscription of the 51% equity interest in GDH Food Guangzhou in the fourth quarter of 2023, the Group's food wholesale and retail business in the mainland continued to expand, which further facilitated the development of fresh food distribution services and enabled the expansion of new retail stores in the Guangzhou area.

In respect of our operation in Hong Kong, the swine price remained low during the year under review. The Group had thus increased the sales volume of live pigs so as to offset the negative impact from the declining swine price. The overall market share in the live pigs supply into Hong Kong was about 49%. Meanwhile, the Group expanded in the foodstuff wholesale and retail business, Brilliant Food Products Limited ("Brilliant Food") has seven retail stores during the year.

As a result of the aforesaid effort, the revenue and segment profit (excluding share of losses of associates) of the fresh and live foodstuffs business increased respectively by 48.2% to HK\$8,115 million and by 33.9% to HK\$204 million as compared to last year. For the associates, as affected by low swine price as well as the outbreak of relatively serious swine disease in certain areas of Mainland China, the performance of associated companies that engaged in pig farming and pig sales deteriorated and recorded increased losses as compared to last year. Share of losses of the two associates of the Group amounted to a total of HK\$104 million (2022: share of losses of HK\$13.22 million), which offset the segment profit of fresh and live foodstuffs business. After deduction of the share of losses of the associates, the segment profit of the fresh and live foodstuffs was HK\$100 million, decreased by HK\$38.81 million or 27.9%, as compared to that in 2022.

Through continuous expansion strategy of the slaughtering business, and extension of the business chain which includes food processing, cold chain transportation and terminal network, they contributed extra earnings to the Group.

### Tinplating

GDH Zhongyue (Zhongshan) Tinplate Industry Co., Ltd. ("GDH Zhongyue") and GDH Zhongyue (Qinhuangdao) Tinplate Industrial Co., Ltd. ("GDH Zhongyue Qinhuangdao") are wholly-owned subsidiaries of the Company. Currently, the annual production capacity of tinplate products and blackplates of the Group are 490,000 tonnes and 140,000 tonnes respectively. The production capacity of GDH Zhongyue is 290,000 tonnes tinplate products and 140,000 tonnes blackplates; while the production capacity of GDH Zhongyue Qinhuangdao is 200,000 tonnes tinplate products.

The revenue of the tinplating business accounted for 21.7% of the Group's revenue. In 2023, the intensified competition of the tinplating industry causing a drop in the selling price of tinplate products and as a result of that, the segment of tinplating recorded a decrease in profit. The Group produced 287,000 tonnes of tinplate products, representing a decrease of 0.3% as compared to that in 2022. Among which, GDH Zhongyue and GDH Zhongyue Qinhuangdao produced 195,000 tonnes and 92,000 tonnes of tinplate products respectively. In addition, the Group sold 291,000 tonnes of tinplate products, an increase of 1.4% as compared to that in 2022, of which GDH Zhongyue and GDH Zhongyue Qinhuangdao respectively sold 200,000 tonnes and 91,000 tonnes of tinplate products. The revenue was HK\$2,251 million, a decrease of HK\$566 million or 20.1% as compared to that in 2022. The segment profit was HK\$85.03 million, a decrease of HK\$53.37 million or 38.6% as compared to that in 2022.

# Management Discussion and Analysis (continued)

## BUSINESS REVIEW (continued)

### Tinplating (continued)

Due to the intensified market competition, the Group strengthens the supply chain management of raw material procurement, so as to effectively control procurement costs. Meanwhile, the Group strived to enhance product quality and enrich product mix to increase added values, which in return gains customers' recognition. The Group also strived to make every effort in market expansion to enlarge its customer base. Accordingly, profit growth would be attained leveraging on such marketing strategies covering the whole value chain.

### Property Leasing

The Group's leasing properties comprise the plant and dormitories of GDH Zhongyue and the office units in Hong Kong.

In 2023, the property occupancy rate for the property leasing business of the Group was 86.5%, representing a decrease of 6.9% as compared to that in 2022. Revenue was HK\$19.92 million, a decrease of 0.3% as compared to that in 2022. With the implementation of various cost reduction measures, the segment profit amounted to HK\$9.84 million, an increase of 9.9% as compared to that in 2022. In addition, the value of investment properties held by the Group decreased. Valuation losses on investment properties of HK\$3.47 million (2022: valuation gains of HK\$1.68 million) was recorded in 2023.

### Yellow Dragon

The Group holds 40% interest in Yellow Dragon Food Industry Co., Ltd. ("Yellow Dragon"). The liquidation of Yellow Dragon was still in progress. In 2023, the Group's share of loss was HK\$23.31 million (2022: share of loss HK\$43.22 million). In addition, with the expectation of receiving the residual funds after completion of the liquidation, the reversal of impairment loss in the amount of HK\$23.76 million was recorded.

## FINANCIAL POSITION

As at 31 December 2023, the Group's total assets and total liabilities amounted to HK\$4,789 million and HK\$1,993 million, representing a decrease of HK\$95 million and HK\$107 million respectively when compared with the positions at the end of 2022. Net current assets increased from HK\$962 million at the end of 2022 to HK\$1,205 million at the end of 2023. The current ratio (current assets divided by current liabilities) increased from 1.6 at the end of 2022 to 1.9 at the end of 2023.

### Liquidity and Financial Resources

The Group's cash and cash equivalents as at 31 December 2023 was HK\$1,036 million, representing a decrease of 14.5% when compared with the position at the end of 2022, of which 81.1% was denominated in Renminbi, 5.2% was denominated in United States Dollars while the remaining balance was mainly denominated in Hong Kong Dollars. Interest income decreased from HK\$14.49 million in 2022 to HK\$13.64 million in 2023.

As at 31 December 2023, the Group's net cash (being pledged deposits and cash and cash equivalents less borrowings) was HK\$122 million, a decrease of 47.7% comparing with the position at the end of 2022. As the Group was in a net cash position, no gearing ratio was presented (31 December 2022: net cash position).

As at 31 December 2023, the Group's available banking facilities which are used for working capital and trade finance purposes amounted to HK\$3,308 million, of which HK\$1,165 million was utilised and HK\$2,143 million was unutilised. Currently, the cash reserves and available banking facilities, as well as the steady cash flow generated from operations, are sufficient to meet the Group's needs and obligations for business operations.

# Management Discussion and Analysis (continued)

## FINANCIAL POSITION (continued)

### Capital Expenditure and Capital Commitments

The Group's capital expenditure in 2023 amounted to HK\$261 million (2022: HK\$190 million). Capital commitments outstanding at 31 December 2023 not provided for in the financial statements amounted to HK\$37.14 million (2022: HK\$320 million), mainly for the renovation of production equipment of tinplating business. It is expected that the capital expenditure for 2024 will be approximately HK\$37.14 million.

### Acquisitions of Investments

On 6 November 2023, GDH Guangnan Investment Company Limited ("Guangnan Investment"), being a wholly-owned subsidiary of the Company, entered into agreement and conditionally agreed to subscribe for 51% of the enlarged registered capital of the GDH Food Guangzhou for the consideration of RMB3.28 million as well as Guangnan Investment and the original shareholder had conditionally agreed to inject the amount of RMB40.80 million and RMB39.20 million, respectively, to the capital of the GDH Food Guangzhou after the subscription completion on pro-rata basis. Upon completion of the subscription and capital increase, Guangnan Investment owned 51% equity interest of GDH Food Guangzhou.

Except for the abovementioned matter, the Group had no other material acquisitions and disposals of investments during the year.

### Pledge of Assets

As at 31 December 2023, deposits at bank of HK\$9.58 million (2022: HK\$18.81 million) were pledged as securities for bills payable.

As at 31 December 2023, banking facilities amounting to HK\$761 million (2022: HK\$409 million) were secured by mortgages over land and buildings with an aggregate carrying value of HK\$489 million (2022: HK\$357 million). Other than the above, none of the assets of the Group was pledged.

### Contingent Liabilities

As at 31 December 2023, the Group had no material contingent liabilities.

### Exchange Rate and Interest Rate Exposures

The Group's operations are mainly conducted in Mainland China and Hong Kong. The Group is exposed to foreign currency risk primarily through purchases from overseas suppliers and export sales to overseas customers that are denominated in a currency other than the functional currency of the operations to which they relate. The currency giving rise to this risk is mainly the United States Dollars against Renminbi. In respect of trade receivables and payables denominated in currencies other than the functional currency of the operations to which they relate, the Group ensures that the net exposure is kept to an acceptable level, by buying or selling foreign currencies at spot rates or entering into forward foreign exchange contracts where necessary to address short-term imbalances.

In view of the continuous fluctuation of Renminbi against the United States Dollars, the Group has enhanced research and monitoring of the foreign exchange market in order to reduce the exposure to exchange rate risks, and will take appropriate measures to hedge the risks when necessary. As at 31 December 2023, a forward foreign exchange contract of USD0.50 million (equivalent to HK\$3.90 million) against Renminbi were held by the Group to hedge against currency risk in respect of export sales. As at 31 December 2022, no forward foreign exchange contracts were held by the Group.

# Management Discussion and Analysis (continued)

## FINANCIAL POSITION (continued)

### Exchange Rate and Interest Rate Exposures (continued)

The Group's interest rate risk arises primarily from pledged deposits, cash and cash equivalents, loan from a fellow subsidiary, lease liabilities and financial liabilities at amortised cost. Lendings and borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. As the Group considers that its current exposure to interest rate risk is not material, no interest rate hedging has been carried out. The management closely monitors the changes in market interest rates.

## EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2023, the Group had a total of 1,520 full-time employees, an increase of 84 employees as compared to that of as at 31 December 2022. 245 employees were based in Hong Kong and 1,275 employees were based in Mainland China. Staff remuneration is determined in accordance with the duties, workload, skill requirements, hardship, working conditions and individual performance and with reference to the prevailing industry practices. In 2023, the Group continued to implement control over the headcount, organisational structure and total salaries of each subsidiary. The performance bonus incentive scheme for the management is in place for accruing performance bonus according to various profit rankings and with reference to net cash inflow from operations and profit after taxation based on the assessment of the operating results of each subsidiary. In addition, bonuses are rewarded to the management and key personnel through assessment of individual performance. These incentive schemes have effectively improved the morale of the staff members.

# Directors' Profile

(As at 28 March 2024)

## EXECUTIVE DIRECTORS

**Mr. Chen Benguang**, aged 59, was appointed the Chairman and an Executive Director of the Company in December 2019. He is also the chairman of the Nomination Committee of the Company. He is currently a director of certain subsidiaries and an associate of the Company. Mr. Chen graduated from China University of Geosciences and holds a Bachelor's degree in Administrative Management. He was a director and the general manager of certain subsidiaries of Guangdong Land Holdings Limited ("GD Land"), a listed company in Hong Kong, the chairman of Kingway Brewery Group (Chengdu) Co., Ltd., the general manager of human resource department and administration department of GD Land between 1998 and 2016. Mr. Chen was the chairman of 廣西粵海高速公路有限公司 (Guangxi GDH Highway Co., Ltd.) ("GDH Highway") from September 2016 to December 2019. He was also the deputy general manager of Guangdong Investment Limited ("GDI"), a listed company in Hong Kong, from January 2018 to December 2019. GD Land and GDH Highway are subsidiaries of GDI. GDI is a subsidiary of GDH Limited ("GDH"), which is the immediate controlling shareholder of the Company.

**Mr. Yang Zhe**, aged 40, was appointed an Executive Director and the General Manager of the Company in July 2022. He is also a director of certain subsidiaries of the Company. Mr. Yang graduated from the Lancaster University in United Kingdom and holds a Bachelor's degree in Mass Media and obtained a Master degree in Administration from the School of Public Administration of South China University of Technology. Mr. Yang served as a senior expert and deputy general manager of the strategic development department of 廣東粵海控股集團有限公司 (Guangdong Holdings Limited) ("Guangdong Holdings"), the ultimate controlling shareholder of the Company, and GDH from December 2021 to June 2022; he served as the head of the audit department of Guangdong Province Guangqing Holding Group Co., Ltd. from October 2016 to December 2021; and worked for Guangdong Airport Authority from December 2013 to October 2016.

**Mr. Chau Wang Kei**, aged 49, was appointed an Executive Director and the Chief Financial Officer of the Company in September 2019. He is also a director of certain subsidiaries of the Company. Mr. Chau graduated from the Hong Kong Polytechnic University and holds a Bachelor's degree in Accountancy. He is a member of the Hong Kong Institute of Certified Public Accountants and a Chartered Financial Analyst. Mr. Chau possesses extensive experience in financial management, accounting as well as auditing. He worked for a major certified public accountant firm. Mr. Chau worked for Guangdong Holdings for the period from May 2003 to August 2019 and his last position was senior manager of finance department.

## NON-EXECUTIVE DIRECTOR

**Mr. Wang Longhai**, aged 45, was appointed a Non-Executive Director of the Company in June 2020. He is also a director of a subsidiary of the Company. Mr. Wang graduated from Jiangxi University of Finance and Economics and holds a Bachelor's degree in Finance. Mr. Wang possesses extensive experience in financial management, investment and capital operation as well as business management. He worked for a certified public accountant firm and a number of large enterprises. Mr. Wang was an investment adviser of China International Capital Corporation Limited from March 2010 to April 2014. He was an assistant vice president of the Mainland Development Department of Hong Kong Exchanges and Clearing Limited from April 2014 to October 2019. Mr. Wang joined Guangdong Holdings and GDH in October 2019 and had acted as the deputy general manager and general manager of the Investment and Capital Operations Department.

# Directors' Profile (continued)

(As at 28 March 2024)

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Gerard Joseph McMahon**, aged 80, was appointed an Independent Non-Executive Director of the Company in June 1999. He is also the chairman of the Audit Committee and a member of each of the Compensation Committee and the Nomination Committee of the Company. He was, until end of 1996, an executive director and a member of the Securities and Futures Commission of Hong Kong (the "SFC"), a member of the Hong Kong Takeovers and Mergers Panel and the SFC representative on the Hong Kong Standing Committee on Company Law Reform. Mr. McMahon is also a barrister in Hong Kong. He has been appointed non-executive director of a number of listed companies in Hong Kong, Indonesia and Australia since 1997. Currently, Mr. McMahon is the chairman and a non-executive director of Prodigy Gold NL, a listed company in Australia.

**Mr. Li Kar Keung, Caspar**, aged 70, was appointed an Independent Non-Executive Director of the Company in June 1999. He is also the chairman of the Compensation Committee and a member of each of the Audit Committee and the Nomination Committee of the Company. He is a senior executive of a management service company. He had worked in BNP Paribas Peregrine Capital Limited. He had also worked as an investment analyst and head of Citicorp's equity research in Hong Kong. Mr. Li had also held the positions of executive director and chief financial officer of certain listed companies in Hong Kong.

**Dr. Wong Yau Kar, David**, *GBS, JP*, aged 66, was appointed an Independent Non-Executive Director of the Company in November 2017. He is also a member of each of the Audit Committee, Compensation Committee and the Nomination Committee of the Company. Dr. Wong holds a doctorate in Economics from the University of Chicago. He has extensive experience in manufacturing, direct investment and international trade. Dr. Wong actively participates in public services. He was a Hong Kong deputy of the 13th National People's Congress of the People's Republic of China (第十三屆全國人民代表大會). He is also the chairman of the Education Commission in Hong Kong and the chairman of the Council of The Education University of Hong Kong. Dr. Wong is also an independent non-executive director of Sinopec Kantons Holdings Limited and Shenzhen Investment Limited, both being listed companies in Hong Kong. Dr. Wong was an independent non-executive director of Huayi Tencent Entertainment Company Limited and Redco Properties Group Limited, both being listed companies in Hong Kong.

## SENIOR MANAGEMENT

The senior management of the Group comprises the Executive Directors above, namely, Messrs. Chen Benguang, Yang Zhe and Chau Wang Kei.

# Report of the Directors

The Directors have pleasure in submitting their report together with the audited financial statements of the Group for the year ended 31 December 2023.

## PRINCIPAL ACTIVITIES

The Company is principally engaged in investment holding. The subsidiaries of the Company are primarily engaged in the distribution and trading of fresh and live foodstuffs, provision of slaughtering service, manufacturing and sales of tinsplate products and property leasing. The Group's principal activities are mainly carried out in Hong Kong and in Mainland China.

The analysis of the principal activities and geographical locations of the businesses of the Group during the year are set out in note 3 to the financial statements.

## RESULTS AND DIVIDENDS

The Group's consolidated results for the year ended 31 December 2023 and the Group's financial position as at that date are set out in the financial statements on pages 37 to 116.

An interim dividend of HK1.0 cent (2022: HK1.0 cent) per share was paid on 25 October 2023. The Directors recommended the payment of a final dividend of HK2.0 cents (2022: HK2.0 cents) per share for the year ended 31 December 2023.

The proposed final dividend, if approved at the 2024 Annual General Meeting of the Company (the "AGM"), is expected to be paid on Friday, 19 July 2024 to shareholders of the Company (the "Shareholders") whose names appear on the register of members of the Company on Friday, 28 June 2024.

The register of members of the Company will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024 (both days inclusive), for the purpose of determining shareholders' eligibility to attend and vote at the AGM, during which period no transfers of shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 27 May 2024.

The register of members of the Company will be closed from Wednesday, 26 June 2024 to Friday, 28 June 2024 (both days inclusive), for the purpose of determining shareholders' entitlement to the proposed final dividend, during which period no transfers of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at the address as set out above not later than 4:30 p.m. on Tuesday, 25 June 2024.

# Report of the Directors (continued)

## DIVIDEND POLICY

The Board has approved and adopted a dividend policy to provide Shareholders with regular dividends (the “Dividend Policy”).

The Company considers stable and sustainable returns to Shareholders to be our goal and endeavours to maintain its stable Dividend Policy. Under the Dividend Policy, the Company intends to provide Shareholders with semi-annual dividends, and to declare special dividends from time to time. In deciding whether to propose a dividend and in determining the dividend amount, the Board takes into account the Group’s earnings performance, financial position, investment requirements and future prospects.

Whilst the Dividend Policy reflects the Board’s current views on the financial and cash flow position of the Group, such Dividend Policy will continue to be reviewed from time to time and there can be no assurance that dividends will be paid in any particular amount for any given period. The payment of dividend is also subject to any restrictions under the Laws of Hong Kong and the Company’s Articles of Association.

## BUSINESS REVIEW

A review of the business of the Group during the year and a discussion on the Group’s future business development are provided in the Management Discussion and Analysis on pages 6 and 7 and Chairman’s Statement on pages 4 and 5 respectively.

Details of the financial risk management of the Group are shown in note 25 to the financial statements.

An analysis of the Group’s performance during the year using financial key performance indicators is provided in the Management Discussion and Analysis on pages 6 to 9 of this Annual Report.

The major key performance indicators of the Group’s fresh and live foodstuffs business are market share in the live pigs supply to Hong Kong, slaughtering volume, operating revenue and segment results. The operating objectives of the Group’s fresh and live foodstuffs business are to ensure the stability of the “vegetable basket” market in the Guangdong-Hong Kong-Macao Greater Bay Area and realise the development of whole food industrial chain through accelerating the transformation and upgrading of the fresh industry and expanding the market share, and generating profits from operating revenue, after the deduction of necessary operating expenses, by satisfying the citizens’ food consumption demand.

The major key performance indicators of the Group’s tinplating business are production and sales volume of tinplate products, operating revenue and segment results. The operating objectives of the Group’s tinplating business are to enhance the production and sales volume and generate profit from sales revenue, after the deduction of necessary operating expenses, through the production of tinplate products and sales to the downstream customers.

The major key performance indicators of the Group’s property leasing business are property occupancy rate, operating revenue and segment results. The operating objectives of the Group’s property leasing business are to ensure the occupancy of the properties and generate profit from rental income, after the deduction of necessary operating expenses, through satisfying the lessees’ leasing demand by leasing out the self-owned properties.

# Report of the Directors (continued)

## KEY RISK FACTORS

The following section lists out the key risks and uncertainties faced by the Group. It is a non-exhaustive list and there may be other risks and uncertainties further to the key risk areas outlined below. Besides, this Annual Report does not constitute a recommendation or an advice for anyone to invest in the securities of the Company and investors are advised to make their own judgement or consult their own investment advisors before making any investment in the securities of the Company.

### Risk relating to trade receivables

The Group grants credit in respect of the sales to some customers based on their creditworthiness and industry practices and this leads to trade receivables. However, customers may underperform and experience cash flow problems due to changes in market conditions and their ability to pay may be affected, which may make it more difficult for the Group to collect trade receivables from these customers. The Group has established internal control system and trade receivables management system to constantly monitor customers' creditworthiness and strictly manage the collection of trade receivables. Credit insurance will be arranged when necessary to transfer risks and minimise the risks of bad debts.

### Risk relating to production safety

Although the Group spares no effort to ensure high level of safety during the production process, the Group's slaughtering business and tinsplating business involve a certain degree of danger relating to the operation of machineries in the course of business. The Group has established a production safety system and set up designated divisions to carry out on-site management and inspection by relevant personnel and management staffs. Education about production safety is in place and infrastructures are improved to ensure the safety of the Group's operation and production.

### Risk relating to fluctuations in prices of raw materials

Prices of raw materials are crucial to the production costs of the Group's tinsplating business and also play a significant role in the Group's operating results. Major raw materials used in tinplate production are steel coils, steel plate and tin, the demands for which are subject to the fluctuations in macro-economic conditions, which are in turn affected by the global economic environment. In 2023, the ratio of costs of raw materials to total production cost for tinplate is approximately 80%. The Group's profit margin and operating results will be adversely affected if the increased cost caused by the rise in the prices of raw materials cannot be transferred to the customers. The Group keeps abreast of the market prices of raw materials and has established a price prediction model by analysing various factors that affect prices of raw materials in order to assist the formulation of procurement plans. In addition, the Group will strengthen its volume and price management on its supply and sales when there is an abnormal fluctuation on the market.

### Risk relating to environmental pollution

The workplaces of slaughtering business and the industrial facilities of the production of tinplate products involve the discharge of contaminants and the storage and disposal of waste and other hazardous materials. These activities may create negative impact and damage on the environment. In this regard, the Group may be liable for any past or future damage or harm to persons or property or environmental pollution resulting from its operations. It will ensure the proper disposal of dangerous and hazardous goods, improve the standard of its environmental protection facilities, boost the capability of monitoring processes, testing and dealing with emergencies, and comply with national regulations regarding the environment.

# Report of the Directors (continued)

## KEY RISK FACTORS (continued)

### Risk relating to the distribution right of the livestock supply to Hong Kong

In July 2007, the Hong Kong government designated the Group as the second national agent for livestock supply to Hong Kong, and this marked an important development milestone of the Group's fresh and live foodstuffs business. The fresh and live foodstuffs business of the Group relies on government policies to a certain extent, and the policy regarding livestock supply to Hong Kong, though stable at present and in the short run, may be subject to adjustments in the future. As such, the Group endeavours to improve its capacity of the market-oriented operation of fresh and live foodstuffs business, identify more suppliers and increase procurement volume in order to reduce the reliance on major suppliers and to avoid any negative impact of policy changes on the ongoing operations of its fresh and live foodstuffs business.

### Past Performance and Forward Looking Statements

The performance and the results of operations of the Group as set out in this Annual Report are historical in nature and past performance is not a guarantee of future performance. This Annual Report may contain forward-looking statements and opinions that involve risks and uncertainties. Actual result may also differ materially from expectations discussed in such forward-looking statements and opinions. Neither the Group nor the Directors, employees or agents of the Group assume any obligations or liabilities in the event that any of the forward-looking statements or opinions does not materialise or turns out to be incorrect.

## INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT

Details of movements in the investment properties and property, plant and equipment of the Group during the year are set out in note 11 to the financial statements.

Particulars of the major investment properties of the Group are set out on page 118.

## PRINCIPAL SUBSIDIARIES, A JOINT VENTURE AND ASSOCIATES

Details of the Company's principal subsidiaries, a joint venture and associates as at 31 December 2023 are set out in notes 33 and 34 to the financial statements respectively.

## SHARE CAPITAL

Details of share capital of the Company are set out in note 24 to the financial statements. There were no movements during the year.

## RESERVES

Profit attributable to shareholders of the Company of HK\$65.92 million (2022: HK\$136 million) has been transferred to reserves. Movements in reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity and note 24(a) to the financial statements respectively.

# Report of the Directors (continued)

## DISTRIBUTABILITY OF RESERVES

At 31 December 2023, the aggregate amount of reserves available for distribution to equity shareholders of the Company, as calculated under the provisions of Part 6 of the Hong Kong Companies Ordinance (Cap. 622), was HK\$522 million (2022: HK\$526 million).

## EQUITY-LINKED AGREEMENTS

No equity-linked agreement was entered into by the Company during the year.

## RETIREMENT BENEFITS SCHEMES

Details of the Group's retirement benefits schemes are set out in note 28 to the financial statements.

## MAJOR CUSTOMERS AND SUPPLIERS

Sales to the largest customer for the year ended 31 December 2023 represented 7.8% of the Group's total sales, and the combined total of sales to the five largest customers accounted for 18.7% of the Group's total sales for the year.

Purchases from the largest supplier for the year ended 31 December 2023 represented 12.4% of the Group's total purchases (not including purchases of capital nature), and the combined total of purchases from the five largest suppliers accounted for 30.6% of the Group's total purchases for the year.

At no time during the year have the Directors, their associates or any shareholders of the Company, who to the knowledge of the Directors, own more than 5% of the Company's share capital, had any interests in the major customers and suppliers.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group recognizes the importance of environmental protection for sustainable corporate development and integrates it into its daily operations. The Group strictly adheres to international, Mainland China and Hong Kong environmental regulations, and upholds the principles of green operation practices. By implementing relevant environmental protection policies and adopting advanced environmental protection technologies, the Group aims to improve resource utilization efficiency and ensure compliance with environmental management standards. In addressing climate change, the Group is committed to reducing greenhouse gas emissions. It identifies, analyzes and assesses climate change risks that may have significant impacts on its fresh and live foodstuffs business as well as its tinplating business, and develops targeted mitigation measures to address those risks.

The management is not aware of any non-compliance with relevant laws and regulations that may have a significant impact on the Company during the year ended 31 December 2023 and up to the date of this report.

For further information about the environmental policies and performance of the Company for this financial year, please refer to the Environmental, Social and Governance Report of the Company.

# Report of the Directors (continued)

## RELATIONSHIPS WITH STAKEHOLDERS

The Company recognises that our employees, customers and suppliers and business associates are key stakeholders to the Company's success. We strive to achieve corporate sustainability through engaging our employees, providing quality services to our customers, collaborating with business partners (including suppliers and contractors) to deliver quality sustainable products and services and supporting our community.

## DONATIONS

During the year, donations made by the Group amounted to HK\$100,000 (2022: HK\$35,000).

## FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the past five years ended 31 December 2023 is set out on pages 119 and 120.

## DIRECTORS

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

### Executive Directors

Chen Benguang  
Yang Zhe  
Chau Wang Kei

### Non-Executive Director

Wang Longhai

### Independent Non-Executive Directors

Gerard Joseph McMahon  
Li Kar Keung, Caspar  
Wong Yau Kar, David

## RETIREMENT AND RE-ELECTION OF DIRECTORS

In accordance with Article 101 of the Articles of Association of the Company, Mr. Wang Longhai, Mr. Gerard Joseph McMahon and Dr. Wong Yau Kar, David will retire by rotation. All these three retiring Directors, being eligible, have offered themselves for re-election at the AGM.

## DIRECTORS OF SUBSIDIARIES

The list of directors who have served on the boards of the subsidiaries of the Company included in the consolidated financial statements during the year ended 31 December 2023 and up to the date of this report is kept at the Company's registered office and is available for inspection by the members of the Company free of charge during business hours.

# Report of the Directors (continued)

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31 December 2023, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be (i) notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and the chief executives were taken or deemed to have under such provisions of the SFO); (ii) entered in the register kept by the Company pursuant to section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

### Interests and short positions in the Company

#### INTERESTS IN ORDINARY SHARES

Name of Director	Capacity/nature of interests	Number of ordinary shares held	Long/short position	Approximate percentage of interests held (Note)
Li Kar Keung, Caspar	Personal	100,000	Long position	0.011%

Note: The approximate percentage of interests held was calculated on the basis of 907,593,285 ordinary shares of the Company in issue as at 31 December 2023.

## ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year was the Company or any of its subsidiaries, its holding companies or a subsidiary of its holding companies a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transaction, arrangement or contract to which the Company or any of its subsidiaries, its holding companies or a subsidiary of its holding companies was a party or were parties and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## PERMITTED INDEMNITY PROVISION

Indemnity provision within the meaning of permitted indemnity provision under the Hong Kong Companies Ordinance (Cap. 622) for the benefit of the Directors of the Company is currently in force and was in force throughout the year ended 31 December 2023. In addition, the Company has taken out and kept in force appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Company.

# Report of the Directors (continued)

## DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the year, none of the Directors and their respective close associates have an interest in a business, which competes or may compete with the businesses of the Group.

## DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the AGM has a service contract with the Company or any of its subsidiaries that is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

## TRANSACTIONS DISCLOSED IN ACCORDANCE WITH THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED

Details of the transactions disclosed in accordance with the Listing Rules are set out on page 117.

## SUBSTANTIAL SHAREHOLDERS

As at 31 December 2023, so far as is known to any Directors or chief executives of the Company, the following persons (other than Directors or chief executives of the Company) had, or were taken or deemed to have interests or short positions in shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were entered in the register kept by the Company under Section 336 of the SFO:

Name of shareholder	Capacity	Number of ordinary shares beneficially held	Long/short position	Approximate percentage of interests held (Note 1)
Guangdong Holdings (Note 2)	Interest of controlled corporation	537,198,868	Long position	59.19%
GDH	Beneficial owner	537,198,868	Long position	59.19%

Notes:

1. The approximate percentage of interests held was calculated on the basis of 907,593,285 ordinary shares of the Company in issue as at 31 December 2023.
2. The attributable interest which Guangdong Holdings has in the Company is held through its 100% direct interest in GDH.

Save as disclosed above, as at 31 December 2023, the Company has not been notified by any persons (other than Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were entered in the register kept by the Company under Section 336 of the SFO.

# Report of the Directors (continued)

## SIGNIFICANT CONTRACTS WITH CONTROLLING SHAREHOLDERS OR ITS SUBSIDIARIES

Save as disclosed in the “Transactions Disclosed in Accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” section on page 117 of this report, neither the Company nor its subsidiaries had any contract of significance with Guangdong Holdings (the ultimate shareholder of the Company) and its subsidiaries.

## MANAGEMENT CONTRACTS

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

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities.

## PUBLIC FLOAT

As at the date of this report, the Company has maintained the prescribed public float as required under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the Directors.

## DISCLOSURE UNDER RULE 13.21 OF THE LISTING RULES

### Facility Letter dated 21 June 2023

Pursuant to a facility letter entered into between the Company and a bank on 21 June 2023 (the “Facility Letter”) in relation to a 360-day term loan facility in the principal amount of HK\$550 million (the “Facility”) made available by the bank to the Company, among others, the Company has undertaken to the bank that it shall:

- (i) remain ultimately majority-owned (directly and/or indirectly) by Guangdong Holdings; and
- (ii) remain majority-owned (directly and/or indirectly) by GDH.

If the Company fails to perform any of its obligations under the Facility Letter, the bank might by notice to the Company declare that:

- (i) the Facility to be cancelled, whereupon it shall be cancelled;
- (ii) the Facility and all interest and fees and commissions accrued and all other sums payable pursuant to the Facility Letter have become immediately due and payable, whereupon they shall become immediately due and payable and the Company shall immediately pay them to the bank; and/or
- (iii) the Company shall indemnify the bank against any reasonable funding or other cost, direct losses and expenses or liability sustained or incurred by the bank.

The outstanding principal of the Facility as at 31 December 2023 amounted to HK\$270 million.

# Report of the Directors (continued)

## REVIEW OF ANNUAL RESULTS

The annual results of the Group for the year ended 31 December 2023 have been reviewed by the Audit Committee of the Company.

## AUDITOR

KPMG retire and, being eligible, offer themselves for reappointment. A resolution for the re-appointment of KPMG as the independent auditor of the Company will be proposed at the AGM. There was no change in auditor of the Company in any of the preceding three years.

By order of the Board

**Chen Benguang**  
*Chairman*

Hong Kong, 28 March 2024

# Corporate Governance Report

## BUSINESS MODEL

The principal businesses of the Group include the distribution and trading of fresh and live foodstuffs, provision of slaughtering service, manufacturing and sales of tinsplate products and property leasing. The Group is committed to consolidating the operational development of its existing businesses in order to generate continuous and steady investment returns for shareholders. The Group draws on various “capitals”, namely choice of technology, expertise in operation, financial capital and environmentally-responsible solutions as inputs to provide good quality products.

## CORPORATE GOVERNANCE CODE

The Group recognises the importance of achieving and monitoring the high standard of corporate governance consistent with the needs and requirements of its businesses and the best interest of all of its stakeholders and is fully committed to doing so. It is also with the objectives in mind that the Group has applied the principles on the Corporate Governance Code (the “CG Code”) contained in Appendix C1 of the Listing Rules.

The Company has complied with the code provisions and, where appropriate, the applicable recommended best practices set out in the CG Code of the Listing Rules throughout the year ended 31 December 2023.

## DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix C3 of the Listing Rules as the code of conduct regarding Directors’ securities transactions. All Directors have confirmed, upon specific enquiry by the Company, that they have complied with the required standard set out in the Model Code during the year ended 31 December 2023.

## CHANGES IN DIRECTORS’ INFORMATION

There is no information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

# Corporate Governance Report (continued)

## BOARD OF DIRECTORS

As at 31 December 2023, the Board comprised three Executive Directors, being Mr. Chen Benguang, Mr. Yang Zhe and Mr. Chau Wang Kei, one Non-Executive Director, being Mr. Wang Longhai, and three Independent Non-Executive Directors, being Mr. Gerard Joseph McMahon, Mr. Li Kar Keung, Caspar and Dr. Wong Yau Kar, David.

The Board is responsible for the leadership and control of the Company and oversees the Group's businesses, strategic decisions and performances. The management was delegated the authority and responsibility by the Board for the day-to-day management of the Group. Major corporate matters that are specifically delegated by the Board to the management include the preparation of interim and annual reports and announcements for approval before publishing, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory and regulatory requirements and rules and regulations.

The Board meets at least quarterly and on other occasions when a Board decision is required on major issues. During the year ended 31 December 2023, the Board held seven meetings. In addition, the Chairman had held a meeting with the Independent Non-Executive Directors without the presence of other Directors in accordance with Code Provision C.2.7 of the CG Code.

Details of Directors' attendance at the Company's general meetings and the meetings of the Board, the Compensation Committee, the Nomination Committee, the Audit Committee and the Chairman and Independent Non-Executive Directors Meeting held during the year ended 31 December 2023 are set out below:

	General Meeting	Board Meeting	Compensation Committee Meeting	Nomination Committee Meeting	Audit Committee Meeting	Chairman and Independent Non-Executive Directors Meeting
<b>Executive Directors</b>						
Chen Benguang	2/2	7/7		1/1		1/1
Yang Zhe	2/2	7/7				
Chau Wang Kei	2/2	7/7				
<b>Non-Executive Director</b>						
Wang Longhai	2/2	7/7				
<b>Independent Non-Executive Directors</b>						
Gerard Joseph McMahon	2/2	7/7	4/4	1/1	4/4	1/1
Li Kar Keung, Caspar	2/2	7/7	4/4	1/1	4/4	1/1
Wong Yau Kar, David	2/2	7/7	4/4	1/1	4/4	1/1

# Corporate Governance Report (continued)

## BOARD OF DIRECTORS (continued)

For a Director to be considered independent, the Board must be satisfied that the Director does not have any direct or indirect material relationship with the Group. In determining the independence of Directors, the Board follows the requirements set out in the Listing Rules and considers all of the Independent Non-Executive Directors as independent. In addition, the Company has received confirmation of independence from the three Independent Non-Executive Directors, namely Mr. Gerard Joseph McMahon, Mr. Li Kar Keung, Caspar and Dr. Wong Yau Kar, David in accordance with Rule 3.13 of the Listing Rules. The Company has assessed their independence and concluded that all the Independent Non-Executive Directors are independent within the definition of the Listing Rules.

The Board members do not have any financial, business, family or other material/relevant relationships with each other. The balanced board composition also ensures that strong independence exists across the Board. The Directors' profile is set out on pages 10 and 11 to this Annual Report, which demonstrate a diversity of skills, expertise, experience and qualifications.

## CHAIRMAN AND GENERAL MANAGER

The Chairman of the Board is Mr. Chen Benguang and the General Manager is Mr. Yang Zhe. Their roles are clearly defined and segregated to ensure independence and proper checks and balances. Mr. Chen Benguang as the Chairman have executive responsibilities, provide leadership to the Board and ensure the proper and effective functioning of the Board in the discharge of their responsibilities. Mr. Yang Zhe as the General Manager is accountable to the Board for the overall implementation of the Company's strategies and the co-ordination of operations in fresh and live foodstuffs business and tinplating business respectively.

## NON-EXECUTIVE DIRECTORS

All Directors, including Non-Executive Directors, appointed to fill a causal vacancy or as an addition to the existing Board, shall hold office only until the first general meeting after his appointment and shall then be eligible for re-election. Moreover, each Non-Executive Director of the Company will hold office for a specific term expiring on the earlier of either (i) the conclusion of the annual general meeting of the Company in the year of the third anniversary of the appointment or re-election of that Director or (ii) the expiration of the period within which the annual general meeting of the Company is required to be held in the year of the third anniversary of the appointment or re-election of that Director and in any event, subject to earlier determination in accordance with the Articles of Association of the Company and/or applicable laws and regulations.

## DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

On appointment to the Board, each new Director receives an induction package covering business operations, policy and procedures of the Company as well as the general, statutory and regulatory obligations of being a Director to ensure that he/she is sufficiently aware of his/her responsibilities under the Listing Rules and other relevant regulatory requirements.

The Directors are regularly briefed on the amendments to or updates on the relevant laws, rules and regulations. In addition, the Company encourages the Directors to enroll in a wide range of professional development courses and seminars relating to the Listing Rules, Hong Kong ordinances and corporate governance practices so that they can continuously update and further improve their relevant knowledge and skills. Some Directors attended seminars and conferences organised by government authorities, professional bodies and industrial and commercial organisations in relation to corporate governance, updates on laws, rules and regulations, accounting, financial, management or other professional skill.

# Corporate Governance Report (continued)

## DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

(continued)

According to the records kept by the Company, the current Directors received trainings with an emphasis on the roles, functions and duties of a director of a listed company in compliance with the requirements of the CG Code on continuous professional development during the year ended 31 December 2023.

Participation of Directors as at 31 December 2023 in continuous professional development during the year are as follows:

	<b>Attending training courses and seminars or reading regulatory updates or information relevant to the Company or its business</b>
Chen Benguang	✓
Yang Zhe	✓
Chau Wang Kei	✓
Wang Longhai	✓
Gerard Joseph McMahon	✓
Li Kar Keung, Caspar	✓
Wong Yau Kar, David	✓

## BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy (the "Board Diversity Policy") on 22 August 2013 which sets out the approach to achieve diversity on the Board.

The Company recognises and embraces the benefits of having a diversified Board and sees increasing diversity at Board level as an essential element in supporting the attainment of the Company's strategic objectives and sustainable development.

The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The Company will also take into consideration its own business model and specific needs from time to time. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board.

The Nomination Committee has set the measurable objectives based on five focused areas: gender, age, length of service, professional experience and skills and knowledge for the implementation of Board diversity of the Company. The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure its continued effectiveness from time to time.

# Corporate Governance Report (continued)

## BOARD DIVERSITY POLICY (continued)

As at the date of this report, the Board comprises seven Directors. Three of them are Independent Non-Executive Directors, with diverse backgrounds, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of age, professional experience, skills and knowledge.

In terms of identifying suitable candidates for the Board, the Company is strive to achieve a level of gender diversity on the Board by the end of 2024 in order to enhance gender diversity on the Board.

The Nomination Committee has reviewed the Board Diversity Policy and the structure, size, and composition of the Board, and considered that the Board's composition has complied with the requirement of the Board Diversity Policy, except for the Board members' gender.

## CORPORATE GOVERNANCE FUNCTIONS

It is the responsibility of the Board to determine the appropriate corporate governance practices applicable to the Company's circumstances and to ensure processes and procedures are in place to achieve the Company's corporate governance objectives.

The duties of the Board performing corporate governance functions under CG Code include:

1. to develop and review the Company's policies and practices on corporate governance;
2. to review and monitor the training and continuous professional development of Directors and senior management of the Company;
3. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors of the Company; and
5. to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

During the year, the Board considered the following corporate governance issues:

1. compiled the Environmental, Social and Governance Report for the year 2023; and
2. reviewed the effectiveness of the internal control and risk management system of the Company through the Internal Audit Department and the Audit Committee.

## EMOLUMENTS OF DIRECTORS

The Company established the Compensation Committee in 1999. Details of the authority and duties of the Compensation Committee are available on the Company's website.

The Compensation Committee comprises the three Independent Non-Executive Directors, Mr. Gerard Joseph McMahon, Mr. Li Kar Keung, Caspar and Dr. Wong Yau Kar, David. Mr. Li Kar Keung, Caspar is the chairman of the Compensation Committee.

# Corporate Governance Report (continued)

## EMOLUMENTS OF DIRECTORS (continued)

The Compensation Committee advises on policies in regard to the remuneration of Directors and senior management of the Company and is authorised by the Board to determine the remuneration packages for individual Executive Director and senior management. Remuneration of the Executive Directors and senior management shall be determined by the Compensation Committee with reference to their duties, responsibilities and performance, and the results of the Group. No Director shall be involved in deciding his own remuneration.

The Compensation Committee shall meet at least twice a year. During the year ended 31 December 2023, the Compensation Committee held four meetings to review the revised terms of reference of the Compensation Committee, the salary adjustment of Executive Directors, and the annual performance bonuses of the Executive Directors and the senior management of the Company.

Details of the Directors' emoluments are set out in note 7 to the financial statements.

## NOMINATION OF DIRECTORS

The Company established the Nomination Committee in 2005. The Nomination Committee is responsible for identifying suitable and qualified individuals to become Board members and make recommendation on appointment and re-appointment of Directors. The Board is responsible for considering and approving the appointment of Directors with a view to appointing to the Board suitable individuals with the relevant expertise and experience to enhance the constitution of a strong and diverse Board and to contribute to the functioning of the Board through their continuous participation.

Details of the authority and duties of the Nomination Committee are available on the Company's website.

The Nomination Committee comprises the Chairman of the Board, Mr. Chen Benguang and the three Independent Non-Executive Directors, Mr. Gerard Joseph McMahon, Mr. Li Kar Keung, Caspar and Dr. Wong Yau Kar, David. Mr. Chen Benguang is the chairman of the Nomination Committee.

The Nomination Committee is responsible for, amongst other things, identifying individuals suitably qualified to become Board members, considering the re-appointment of Directors, succession planning for Directors and making recommendations to the Board in respect of the aforesaid matters.

The Board adopted a nomination policy (the "Nomination Policy") on 29 October 2018 to formally set out the criteria and process in the nomination and appointment of Directors. According to the Nomination Policy, the ultimate responsibility for selection and appointment of Directors rests with the entire Board or the shareholders in general meeting, as the case may be. The Board has delegated the relevant screening and evaluation process to the Nomination Committee, which identifies suitably qualified Director candidates and recommends them to the Board. In assessing the suitability of a proposed candidate, the Nomination Committee takes into consideration the candidate's character and integrity, qualifications, skills, knowledge, experiences relevant to the Company's business and corporate strategy, his/her commitment to enhancing shareholder value and devoting sufficient time to effectively carry out their duties, fulfilment of the independence requirements as set out in the Listing Rules (for Independent Non-Executive Directors) and diversity on the Board. After reaching its decision, the Nomination Committee nominates relevant Director candidates to the Board for consideration. The Board then makes recommendation to shareholders in respect of the proposed appointment/re-election of Directors at general meeting.

# Corporate Governance Report (continued)

## NOMINATION OF DIRECTORS (continued)

The meeting of the Nomination Committee shall be held at least once a year and when necessary. During the year ended 31 December 2023, the Nomination Committee held one meeting to evaluate the structure, size and composition of the Board, to review the implementation of the Board Diversity Policy, to assess the independence of the Independent Non-Executive Directors and to make recommendations to the Board on the re-election of Directors.

## AUDITOR'S REMUNERATION

The remuneration of the Company's auditor, Messrs. KPMG and its other member firms, for services rendered in respect of the year ended 31 December 2023 is set out as follows:

Services rendered	Fee HK\$'000
Audit services	2,750
Non-audit services	1,643
	4,393

## AUDIT COMMITTEE

The Audit Committee of the Company was established in 1999. Details of the authority and duties of the Audit Committee are available on the Company's website.

The Audit Committee comprises the three Independent Non-Executive Directors, Mr. Gerard Joseph McMahon, Mr. Li Kar Keung, Caspar and Dr. Wong Yau Kar, David. Mr. Gerard Joseph McMahon is the chairman of the Audit Committee.

The Audit Committee shall meet at least four times a year. During the year ended 31 December 2023, the Audit Committee held four meetings, inter alia, to review the 2022 annual results, the 2023 interim results and the quarterly results of the Group. The Audit Committee focuses not only on the impact of the changes in accounting policies and practices but also on the compliance with accounting standards, the Listing Rules and the legal requirements in the review of the Group's financial results. It also focuses on the Group's system of internal control and risk management including the adequacy of resources, qualifications and experience of staff of the Company's accounting, financial reporting and internal audit function, and their training programmes and budget. During the year ended 31 December 2023, the Audit Committee had a meeting with the external auditor without the presence of the management to discuss any areas of concerns.

# Corporate Governance Report (continued)

## ACCOUNTABILITY AND AUDIT

The Directors have acknowledged that they are responsible for overseeing the preparation of financial statements, which give a true and fair view of the consolidated financial position of the Group and of its consolidated results and consolidated cash flows in the relevant year. The responsibilities of the external auditor to the shareholders are set out in the Independent Auditor's Report on pages 32 to 36. In preparing the consolidated financial statements for the year ended 31 December 2023, the Directors have selected appropriate accounting policies, applied them consistently in accordance with the accounting principles generally accepted in Hong Kong which are pertinent to its operations and relevant to the financial statements and, made judgements and estimates that are prudent and reasonable, and have prepared the financial statements on a going concern basis.

The Company aims at presenting a balanced, clear and comprehensible assessment of the Group's performance, position and prospects in all communications issued to shareholders, including annual and interim reports, announcements and circulars. The annual and interim results of the Company are announced in a timely manner within three months and two months respectively after the end of the relevant periods in accordance with the Listing Rules. To further enhance the Company's level of corporate governance and transparency, the Company announced its unaudited quarterly financial information during the financial year ended 31 December 2023.

## INTERNAL CONTROL AND RISK MANAGEMENT

The Board is committed to establish and maintain a sound and effective internal control and risk management system of the Group to protect the shareholders' investment and to safeguard the Group's assets and to achieve corporate objectives. Key components of internal control and risk management of the Group are set out below:

1. A defined organisational structure, with specified limits of authority and lines of responsibility, has been established.
2. Established operating policies and procedures.
3. Delegation of authority — The Directors and/or management are delegated with respective level of authority relating to certain businesses or operational objectives. Committees (e.g. Audit, Compensation and Nomination), of which their decision-making authority has been delegated by the Board, are established where necessary to review, approve and monitor particular aspect of operation of the Group.
4. Budgetary system — (i) Business plans and forecasts are prepared annually and subject to monthly review and approval by the management. With an annual budget and monthly rolling forecasts, the management are able to identify and evaluate the likelihood of the financial impact of significant business risks in the coming year and achieve the business objectives; (ii) A budgetary system in relation to monthly recurrent and major capital expenditure is in place. Any material variances against budgets are investigated, explained and approved by the respective financial controller.
5. Internal Audit Department — In order to further enhance the internal control and risk management of the Group, an internal audit department was established. The internal auditor has unrestricted access to review all aspects of the Group's activities and internal control and risk management (including reviewing the connected transactions of the Group). Any serious internal control and risk management deficiencies or fraud identified would be reported immediately to the Directors or directly to the Audit Committee. The Internal Audit Department reviews once a year the effectiveness of the intend control and risk management system for the period covered the year ended 31 December 2023.

# Corporate Governance Report (continued)

## INTERNAL CONTROL AND RISK MANAGEMENT (continued)

6. Review by Audit Committee and the Board — The Directors review major business and operational activities and financial performance of the Group.
7. Comprehensive accounting system — A reliable and comprehensive accounting system is in place for the recording of financial information of the Group.
8. Monthly review by the management — Key operating and financial performance of each business segment are reviewed by the management on monthly basis. Regular meetings are held to review the business and financial performance against forecasts and business strategies to be taken.

With the assistance of Internal Audit Department, the Executive Director and Chief Financial Officer reviews, inter alia, the profile of the significant risks and how these risks have been identified, evaluated and managed, the changes since the last annual assessment in the nature and extent of significant risks, the Company's ability to respond to changes in its business and the external environment, as well as the scope and quality of management's ongoing monitoring of the risk management and internal control system. In addition, they review the work of internal audit function, the extent and frequency of communication of monitoring results to the Audit Committee which enables them to assess control of the Company and the effectiveness of risk management, any significant failings or weaknesses in internal control that have been reported, the necessary actions that are being taken promptly to remedy any significant failings or weaknesses, and the effectiveness of the Company's processes for financial reporting and Listing Rules compliance. They also review the results of the self-assessment on internal control.

There are also procedures including prior approval on dealing in the Group's securities by designated Directors, notification of regular blackout period and securities dealing restrictions to Directors and relevant employees, and dissemination of information for specified purpose and on a need-to-know basis have been implemented to guard against possible mishandling of inside information within the Group.

During the year ended 31 December 2023, a review on the effectiveness and efficiency of material financial, operational and compliance controls and risk management procedures of the Group was made by the Board and the Audit Committee. The Board is generally satisfied with the effectiveness and adequacy of the existing internal control and risk management system of the Group. The Board acknowledges the importance of good corporate governance and will continue its efforts on enhancing the Group's internal control and risk management to support further growth of the Group.

Internal control and risk management system of the Group is designed to provide reasonable, rather than absolute, assurance against unauthorised use or disposition. It could only manage, rather than eliminate, all risks of material misstatement, error, loss or fraud.

## COMPLIANCE CULTURE

The Group adheres to the business philosophy of governing enterprises in compliance with the law and is committed to enhancing its corporate governance and compliance management. In order to enrich the compliance culture and comprehensively strengthen compliance management, the Group has formulated and improved relevant policies and supervision mechanisms for compliance management to ensure the Listing Rules and regulatory compliance and further optimize the compliance management system of the Group. In addition, the Group proactively cultivates a compliance culture and enhances the legal and compliance awareness of all employees.

In November 2023, the Company was awarded the GB/T 35770-2022 and ISO 37301:2021 Compliance Management System accreditation by SGS-CSTC Standards Technical Services Co., Ltd.

# Corporate Governance Report (continued)

## COMPANY SECRETARY

Mr. Liu Wai Kin is an associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom and is a full-time employee of the Company. Mr. Liu confirmed that he has taken no less than 15 hours of relevant professional training during the year under review.

## SHAREHOLDERS' RIGHTS

### Shareholders convening an extraordinary general meeting

Pursuant to the Hong Kong Companies Ordinance (Cap. 622), shareholders of the Company holding not less than 5% of the total voting rights of all the members having a right to vote at general meeting may request the directors to call a general meeting of the Company. The request must state the general nature of the business to be dealt with at the meeting and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. The request may be sent to the Company in hard copy form or in electronic form; and must be authenticated by the person or persons making it. Directors of the Company must call a meeting within 21 days after the date on which they become subject to the requirement. The meeting being called must be held on a date not more than 28 days after the date of the notice convening the meeting. If the directors fail to call the meeting, the shareholders who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting. The meeting must be called for a date not more than 3 months after the date on which the directors become subject to the requirement to call a meeting.

### Shareholders' enquiries and proposals

Shareholders should direct their enquiries about their shareholdings to the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or call its hotline at (852) 2862 8555.

About matters other than shares and dividends, the Company Secretary of the Company are designated to respond to enquiries and proposals from the shareholders as well as the public. Enquiries and proposals can be made by mail or by phone. The contact details of the Company are set out in the "Contact Us" section of the Company's website at [www.gdguangnan.com](http://www.gdguangnan.com). In addition, the Company is committed to maximising the use of its website as a channel to provide updated information in a timely manner and to strengthen the communications with both the shareholders and the public. The Company has formulated the "Shareholders Communication Policy" which enables shareholders to exercise their rights in an informed manner.

## CONSTITUTIONAL DOCUMENTS

During the year, there is no change in the Company's constitutional documents. An up-to-date consolidated version of the Company's Articles of Association is available on the Company's website.

By order of the Board

**Chen Benguang**  
*Chairman*

Hong Kong, 28 March 2024

# Independent Auditor's Report



**Independent auditor's report to the members of  
GDH Guangnan (Holdings) Limited**  
*(Incorporated in Hong Kong with limited liability)*

## OPINION

We have audited the consolidated financial statements of GDH Guangnan (Holdings) Limited ("the Company") and its subsidiaries (together "the Group") set out on pages 37 to 116, which comprise the consolidated statement of financial position as at 31 December 2023, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including material accounting policy information.

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

## BASIS FOR OPINION

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

## KEY AUDIT MATTERS

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

# Independent Auditor's Report (continued)

## KEY AUDIT MATTERS (continued)

<b>Valuation of inventories</b>	
<i>Refer to note 16 to the consolidated financial statements and the accounting policies in note 1(l) to the consolidated financial statements.</i>	
<b>The Key Audit Matter</b>	<b>How the matter was addressed in our audit</b>
<p>Inventories, which totalled HK\$486.3 million as at 31 December 2023, are stated at the lower of cost and net realisable value.</p> <p>A reversal of write-down of inventories in respect of the Group's tinsplating segment amounting to HK\$6.7 million was recognised in the consolidated income statement for the year ended 31 December 2023.</p> <p>There is a risk that the net realisable value of inventories could be less than their cost at the reporting date due to the price volatility of tinsplate products, particularly given the excess supply and intense competition in the industry.</p> <p>Management determines the net realisable value of inventories based on its assessment of the current market situation and historical experience of similar inventories movements. This involves significant management judgement and estimation in estimating future selling prices and the costs of completion of work-in-progress, both of which can be inherently uncertain.</p> <p>We identified the valuation of inventories as a key audit matter because determining an appropriate write-down/reversal of write-down of inventories involves significant management judgement and estimation, particularly in assessing the future selling prices for tinsplate products, costs of completion of work-in-progress and costs necessary to make the sale of these products, which can be inherently subjective and increase the risk of error or potential management bias.</p>	<p>Our audit procedures to assess the valuation of inventories included the following:</p> <ul style="list-style-type: none"> <li>obtaining an understanding of management's determination of net realisable value and the key estimates adopted, including future selling prices, future costs to complete work-in-progress and costs necessary to make the sales, the basis of calculation and justification for the amount of the write-downs;</li> <li>assessing management's estimation of the costs of converting raw materials and work-in-progress into finished goods and the related selling expenses by comparing them with actual costs incurred in the current year;</li> <li>comparing management's estimation of future selling prices for tinsplate products with committed sales contracts and selling prices achieved subsequent to the end of the reporting period; and</li> <li>re-performing the calculations made by management in arriving at their year end assessment of net realisable value and write-down/reversal of write-down of inventories.</li> </ul>

# Independent Auditor's Report (continued)

## INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## RESPONSIBILITIES OF THE DIRECTORS 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 HKFRSs issued by the HKICPA and 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 directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

# Independent Auditor's Report (continued)

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

# Independent Auditor's Report (continued)

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

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

The engagement partner on the audit resulting in this independent auditor's report is Lam Leong Wai.

### **KPMG**

*Certified Public Accountants*

8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

28 March 2024

# Consolidated Income Statement

For the year ended 31 December 2023  
(Expressed in Hong Kong dollars)

	Note	2023 \$'000	2022 \$'000
<b>Revenue</b>	3	<b>10,385,807</b>	8,311,752
Cost of sales		<b>(9,816,815)</b>	(7,753,373)
<b>Gross profit</b>		<b>568,992</b>	558,379
Other revenue	4	<b>39,996</b>	30,298
Other net gains	4	<b>1,360</b>	11,014
Selling and distribution costs		<b>(40,500)</b>	(24,019)
Administrative expenses		<b>(204,354)</b>	(206,465)
Other operating expenses		<b>(87,272)</b>	(92,173)
<b>Profit from operations</b>		<b>278,222</b>	277,034
Valuation (losses)/gains on investment properties	11(a)	<b>(3,472)</b>	1,675
Finance costs	5(a)	<b>(26,324)</b>	(19,195)
Share of loss of a joint venture		<b>(50)</b>	—
Share of losses of associates		<b>(127,053)</b>	(56,436)
Reversal of impairment loss on interest in an associate	14(a)	<b>23,764</b>	—
<b>Profit before taxation</b>	5	<b>145,087</b>	203,078
Income tax	6(a)	<b>(52,310)</b>	(50,042)
<b>Profit for the year</b>		<b>92,777</b>	153,036
<b>Attributable to:</b>			
Equity shareholders of the Company		<b>65,924</b>	135,673
Non-controlling interests		<b>26,853</b>	17,363
<b>Profit for the year</b>		<b>92,777</b>	153,036
<b>Earnings per share</b>	10		
Basic		<b>7.3 cents</b>	14.9 cents
Diluted		<b>7.3 cents</b>	14.9 cents

The notes on pages 44 to 116 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 9(a).

# Consolidated Statement of Comprehensive Income

For the year ended 31 December 2023  
(Expressed in Hong Kong dollars)

	2023 \$'000	2022 \$'000
<b>Profit for the year</b>	<b>92,777</b>	153,036
<b>Other comprehensive income for the year:</b>		
<i>Items that may be reclassified subsequently to profit or loss:</i>		
Exchange differences on translation of financial statements of:		
— subsidiaries outside Hong Kong	(41,280)	(215,683)
— associates outside Hong Kong	(4,312)	(34,376)
— a joint venture outside Hong Kong	190	—
— tax (expense)/credit related to a subsidiary outside Hong Kong	(278)	2,117
Net-of-tax amount	(45,680)	(247,942)
<b>Total comprehensive income for the year</b>	<b>47,097</b>	(94,906)
<b>Attributable to:</b>		
Equity shareholders of the Company	23,349	(98,469)
Non-controlling interests	23,748	3,563
<b>Total comprehensive income for the year</b>	<b>47,097</b>	(94,906)

The notes on pages 44 to 116 form part of these financial statements.

# Consolidated Statement of Financial Position

At 31 December 2023

(Expressed in Hong Kong dollars)

	Note	2023 \$'000	2022 \$'000
<b>Non-current assets</b>			
Property, plant and equipment	11	1,730,678	1,581,249
Investment properties	11	238,160	272,878
		<b>1,968,838</b>	1,854,127
Goodwill	12	85,904	85,408
Interest in a joint venture	13	10,986	—
Interests in associates	14	153,609	261,210
		<b>2,219,337</b>	2,200,745
<b>Current assets</b>			
Inventories	16	486,328	526,046
Trade and other receivables, deposits and prepayments	17	1,037,833	926,772
Pledged deposits	18	9,575	18,812
Cash and cash equivalents	19	1,035,928	1,211,631
		<b>2,569,664</b>	2,683,261
<b>Current liabilities</b>			
Trade and other payables	20	943,661	969,461
Bank loans	22	375,383	695,900
Loan from a fellow subsidiary	21	20,177	32,489
Lease liabilities	23	8,662	8,869
Current tax payable	15(a)	16,926	14,537
		<b>1,364,809</b>	1,721,256
<b>Net current assets</b>		<b>1,204,855</b>	962,005
<b>Total assets less current liabilities</b>		<b>3,424,192</b>	3,162,750

# Consolidated Statement of Financial Position (continued)

At 31 December 2023  
(Expressed in Hong Kong dollars)

	Note	2023 \$'000	2022 \$'000
<b>Non-current liabilities</b>			
Bank loans	22	358,225	217,586
Loan from a fellow subsidiary	21	169,363	50,599
Deferred revenue		7,606	9,117
Financial liability at amortised cost		14,299	13,961
Lease liabilities	23	7,838	13,385
Deferred tax liabilities	15(b)	71,216	74,189
		<b>628,547</b>	<b>378,837</b>
<b>NET ASSETS</b>		<b>2,795,645</b>	<b>2,783,913</b>
<b>CAPITAL AND RESERVES</b>			
Share capital	24(b)	459,651	459,651
Reserves		2,110,363	2,114,242
<b>Total equity attributable to equity shareholders of the Company</b>		<b>2,570,014</b>	<b>2,573,893</b>
<b>Non-controlling interests</b>		<b>225,631</b>	<b>210,020</b>
<b>TOTAL EQUITY</b>		<b>2,795,645</b>	<b>2,783,913</b>

Approved and authorised for issue by the board of directors on 28 March 2024.

**Chen Benguang**  
Director

**Chau Wang Kei**  
Director

The notes on pages 44 to 116 form part of these financial statements.

# Consolidated Statement of Changes in Equity

For the year ended 31 December 2023  
(Expressed in Hong Kong dollars)

	Note	Attributable to equity shareholders of the Company						Total \$'000	Non- controlling interests \$'000	Total equity \$'000
		Share capital \$'000	Exchange reserve \$'000	Revaluation reserve \$'000	Special capital reserve \$'000	Other reserves \$'000	Retained profits \$'000			
<b>Balance at 1 January 2022</b>		459,651	293,849	15,116	107,440	70,464	1,732,704	2,679,224	229,105	2,908,329
<b>Changes in equity for 2022:</b>										
Profit for the year		—	—	—	—	—	135,673	135,673	17,363	153,036
Other comprehensive income		—	(234,142)	—	—	—	—	(234,142)	(13,800)	(247,942)
<b>Total comprehensive income</b>		—	(234,142)	—	—	—	135,673	(98,469)	3,563	(94,906)
Transfer to statutory reserves		—	—	—	—	11,220	(11,220)	—	2,223	2,223
Acquisition of subsidiaries	12	—	—	—	—	(13,961)	—	(13,961)	89,120	75,159
Capital injection		—	—	—	—	—	—	—	20,750	20,750
Acquisition of non-controlling interests		—	—	—	—	29,789	—	29,789	(129,834)	(100,045)
Dividends paid to non-controlling shareholders		—	—	—	—	—	—	—	(4,907)	(4,907)
Dividends approved in respect of the previous year	9(b)	—	—	—	—	—	(13,614)	(13,614)	—	(13,614)
Dividends declared in respect of the current year	9(a)	—	—	—	—	—	(9,076)	(9,076)	—	(9,076)
<b>Balance at 31 December 2022</b>		459,651	59,707	15,116	107,440	97,512	1,834,467	2,573,893	210,020	2,783,913

	Note	Attributable to equity shareholders of the Company						Total \$'000	Non- controlling interests \$'000	Total equity \$'000
		Share capital \$'000	Exchange reserve \$'000	Revaluation reserve \$'000	Special capital reserve \$'000	Other reserves \$'000	Retained profits \$'000			
<b>Balance at 1 January 2023</b>		459,651	59,707	15,116	107,440	97,512	1,834,467	2,573,893	210,020	2,783,913
<b>Changes in equity for 2023:</b>										
Profit for the year		—	—	—	—	—	65,924	65,924	26,853	92,777
Other comprehensive income		—	(42,575)	—	—	—	—	(42,575)	(3,105)	(45,680)
<b>Total comprehensive income</b>		—	(42,575)	—	—	—	65,924	23,349	23,748	47,097
Transfer to statutory reserves		—	—	—	—	20,712	(20,712)	—	—	—
Acquisition of a subsidiary		—	—	—	—	—	—	—	2,153	2,153
Dividends paid to non-controlling shareholders		—	—	—	—	—	—	—	(10,290)	(10,290)
Dividends approved in respect of the previous year	9(b)	—	—	—	—	—	(18,152)	(18,152)	—	(18,152)
Dividends declared in respect of the current year	9(a)	—	—	—	—	—	(9,076)	(9,076)	—	(9,076)
<b>Balance at 31 December 2023</b>		459,651	17,132	15,116	107,440	118,224	1,852,451	2,570,014	225,631	2,795,645

The notes on pages 44 to 116 form part of these financial statements.

# Consolidated Cash Flow Statement

For the year ended 31 December 2023  
(Expressed in Hong Kong dollars)

	Note	2023 \$'000	\$'000	2022 \$'000	\$'000
<b>Operating activities</b>					
Profit before taxation		145,087		203,078	
Adjustments for:					
Finance costs	5(a)	26,324		19,195	
Interest income	4	(13,639)		(14,486)	
Valuation losses/(gains) on investment properties	11(a)	3,472		(1,675)	
Net fair value loss/(gain) on derivative financial instrument	4	77		(21)	
Net loss/(gain) on disposals of property, plant and equipment	4	136		(3,125)	
Net loss on write-off of property, plant and equipment	4	965		3,352	
Depreciation	11(a)	111,333		83,650	
Share of loss of a joint venture		50		—	
Share of losses of associates		127,053		56,436	
Reversal of impairment loss on interest in an associate	14(a)	(23,764)		—	
Foreign exchange loss/(gain)		15,520		(48,202)	
Net losses on forward foreign exchange contracts	4	262		81	
<b>Operating profit before changes in working capital</b>		<b>392,876</b>		<b>298,283</b>	
Decrease/(increase) in inventories		34,303		(75,277)	
Increase in trade and other receivables, deposits and prepayments		(124,969)		(17,240)	
Decrease in amounts due from associates		5,488		—	
Decrease in amounts due from related companies		—		9,514	
Decrease/(increase) in pledged deposits		9,135		(4,425)	
Decrease in trade and other payables		(18,556)		(35,898)	
Increase/(decrease) in amounts due to fellow subsidiaries		16		(1,319)	
Decrease in amount due to a related company		—		(59,928)	
Decrease in deferred revenue		(1,511)		(2,374)	
<b>Cash generated from operations</b>		<b>296,782</b>		<b>111,336</b>	
Interest received		13,639		14,486	
Hong Kong Profits Tax paid, net		(9,465)		(3,481)	
PRC income tax paid, net		(41,035)		(29,652)	
<b>Net cash generated from operating activities</b>			<b>259,921</b>		<b>92,689</b>

# Consolidated Cash Flow Statement (continued)

For the year ended 31 December 2023  
(Expressed in Hong Kong dollars)

	Note	2023		2022	
		\$'000	\$'000	\$'000	\$'000
<b>Investing activities</b>					
Payment for the purchase of property, plant and equipment		(260,987)		(190,838)	
Net cash inflow/(outflow) arising from acquisition of subsidiaries		363		(78,092)	
Proceeds from disposal of property, plant and equipment		3,502		10,605	
Investment in a joint venture		(10,846)		—	
<b>Net cash used in investing activities</b>			<b>(267,968)</b>		<b>(258,325)</b>
<b>Financing activities</b>					
Capital element of lease rentals paid	19(b)	(10,860)		(7,565)	
Interest element of lease rentals paid	19(b)	(498)		(367)	
Proceeds from loan from a fellow subsidiary	19(b)	147,957		86,540	
Repayment to loan from a fellow subsidiary	19(b)	(39,586)		(81,620)	
Proceeds from bank loans	19(b)	280,117		611,158	
Repayments of bank loans	19(b)	(456,746)		(90,000)	
Interest paid	19(b)	(37,481)		(22,543)	
Dividends paid to equity shareholders of the Company		(27,228)		(22,690)	
Dividend paid to non-controlling shareholders		(10,290)		(4,907)	
Capital injection by non-controlling interest shareholders to a subsidiary		—		20,750	
Acquisition of non-controlling interests		—		(32,221)	
<b>Net cash (used in)/generated from financing activities</b>			<b>(154,615)</b>		<b>456,535</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>			<b>(162,662)</b>		<b>290,899</b>
<b>Cash and cash equivalents at 1 January</b>	19(a)		<b>1,211,631</b>		<b>969,210</b>
<b>Effect of foreign exchange rate changes</b>			<b>(13,041)</b>		<b>(48,478)</b>
<b>Cash and cash equivalents at 31 December</b>	19(a)		<b>1,035,928</b>		<b>1,211,631</b>

The notes on pages 44 to 116 form part of these financial statements.

# Notes to the Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES

### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of Listing Rules. Material accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) 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 accounting period reflected in these financial statements.

### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2023 comprise the Group and the Group’s interests in a joint venture and associates.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets and liabilities are stated at their fair values as explained in the accounting policies set out below:

- investment properties (see note 1(h)); and
- derivative financial instruments (see note 1(g)).

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. 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.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 2.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (c) Changes in accounting policies

#### (i) *New and amended HKFRSs*

The Group has applied the following new and amended HKFRSs issued by the HKICPA to these financial statements for the current accounting period:

- HKFRS 17, *Insurance contracts*
- Amendments to HKAS 8, *Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates*
- Amendments to HKAS 1, *Presentation of financial statements* and HKFRS Practice Statement 2, *Making materiality judgements: Disclosure of accounting policies*
- Amendments to HKAS 12, *Income taxes: Deferred tax related to assets and liabilities arising from a single transaction*
- Amendments to HKAS 12, *Income taxes: International tax reform — Pillar Two model rules*

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period. Impacts of the adoption of the new and amended HKFRSs are discussed below:

#### *HKFRS 17, Insurance contracts*

HKFRS 17, which replaces HKFRS 4, sets out the recognition, measurement, presentation and disclosure requirements applicable to issuers of insurance contracts. The standard does not have a material impact on these financial statements as the Group does not have contracts within the scope of HKFRS 17.

#### *Amendments to HKAS 8, Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates*

The amendments provide further guidance on the distinction between changes in accounting policies and changes in accounting estimates. The amendments do not have a material impact on these financial statements as the Group's approach in distinguishing changes in accounting policies and changes in accounting estimates is consistent with the amendments.

#### *Amendments to HKAS 1, Presentation of financial statements and HKFRS Practice Statement 2, Making materiality judgements: Disclosure of accounting policies*

The amendments require entities to disclose material accounting policy information and provide guidance on applying the concept of materiality to accounting policy disclosure. The Group has revisited the accounting policy information it has been disclosing and considered it is consistent with the amendments.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (c) Changes in accounting policies (continued)

#### (i) *New and amended HKFRSs (continued)*

##### *Amendments to HKAS 12, Income taxes: Deferred tax related to assets and liabilities arising from a single transaction*

The amendments narrow the scope of the initial recognition exemption such that it does not apply to transactions that give rise to equal and offsetting temporary differences on initial recognition such as leases and decommissioning liabilities. For leases and decommissioning liabilities, the associated deferred tax assets and liabilities are required to be recognised from the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to retained earnings or other components of equity at that date. For all other transactions, the amendments are applied to those transactions that occur after the beginning of the earliest period presented.

Prior to the amendments, the Group did not apply the initial recognition exemption to lease transactions and had recognised the related deferred tax, except that the Group previously determined the temporary difference arising from a right-of-use asset and the related lease liability on a net basis on the basis they arise from a single transaction. Following the amendments, the Group has determined the temporary differences in relation to right-of-use assets and lease liabilities separately. The change primarily impacts disclosures of components of deferred tax assets and liabilities in note 15(b), but does not impact the overall deferred tax balances presented in the consolidated statement of financial position as the related deferred tax balances qualify for offsetting under HKAS 12.

##### *Amendments to HKAS 12, Income taxes: International tax reform — Pillar Two model rules*

The amendments introduce a temporary mandatory exception from deferred tax accounting for the income tax arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development (“OECD”) (income tax arising from such tax laws is hereafter referred to as “Pillar Two income taxes”), including tax laws that implement qualified domestic minimum top-up taxes described in those rules. The amendments also introduce disclosure requirements about such tax including the estimated tax exposure to Pillar Two income taxes. The amendments are immediately effective upon issuance and require retrospective application. The standard does not have a material impact on these financial statements.

#### (ii) *New HKICPA guidance on the accounting implications of the abolition of the MPF-LSP offsetting mechanism*

In July 2023, the HKICPA published “Accounting implications of the abolition of the mandatory provident fund (“MPF”)-long service payment (“LSP”) offsetting mechanism in Hong Kong” that provides guidance on the accounting considerations relating to the offsetting mechanism and the abolition of the mechanism. The amendment has no material impact on the Group’s LSP liability with respect to employees that participate in the MPF Scheme.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. 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. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company.

Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 1(p) or 1(q) depending on the nature of the liability.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate (see note 1(e)) or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(k)(ii)).

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (e) Associates

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the associate's net assets and any impairment loss relating to the investment which is measured by comparing the recoverable amount of the investment with its carrying amount (see notes 1(f) and 1(k)(ii)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the associate and any impairment losses for the year are recognised in the consolidated income statement, whereas the Group's share of the post-acquisition post-tax items of the associate's other comprehensive income is recognised in the consolidated statement of comprehensive income.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with any other long-term interests that in substance form part of the Group's net investment in the associates after applying the expected credit loss ("ECL") model to such other long-term interests where applicable (see note 1(k)(i)).

Unrealised profits and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's interest in the associate, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, when the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that associate, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former associate at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

In the Company's statement of financial position, investments in associates are stated at cost less impairment losses (see note 1(k)(ii)).

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (f) Goodwill

Goodwill represents the excess of

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash-generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 1(k)(ii)).

On disposal of a cash-generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

### (g) Derivative financial instruments

Derivative financial instruments are recognised at fair value. At the end of each reporting period the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

### (h) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 1(j)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 1(u)(iii).

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (i) Property, plant and equipment

The following items of property, plant and equipment are stated at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses (see note 1(k)(ii)):

- interests in leasehold land and buildings where the Group is the registered owner of the property interest (see note 1(j));
- right-of-use assets arising from leases over leasehold properties where the Group is not the registered owner of the property interest; and
- items of plant and equipment.

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 1(x)).

Construction in progress is stated at cost, which comprises construction expenditure, including interest costs on related borrowed funds, to the extent that they are regarded as an adjustment to interest costs during the construction period, and the cost of related equipment. Capitalisation of these costs ceases and the construction in progress is transferred to relevant categories of other property, plant and equipment when the asset is substantially ready for its intended use, notwithstanding any delays in the issue of the relevant commissioning certificate by the appropriate authorities. No depreciation is provided in respect of construction in progress.

Items may be produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management. The proceeds from selling any such items and the related costs are recognised in profit or loss.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method, at the following rates per annum:

- The Group's interests in buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease and the buildings' estimated useful lives, being no more than 50 years after the date of completion.
- Leasehold improvements 20% to 50% per annum
- Plant and machinery, furniture, fixtures and equipment 10% to 20% per annum
- Motor vehicles 20% per annum

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (j) Leased assets

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) 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. 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.

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 period in which they are incurred.

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 (see notes 1(i) and 1(k)(ii)), except for the right-of-use assets that meet the definition of investment property which are carried at fair value in accordance with note 1(h).

The initial fair value of refundable rental deposits is accounted for separately from the right-of-use assets in accordance with the accounting policy applicable to investments in debt securities carried at amortised cost (see notes 1(u)(vi) and 1(k)(i)). Any difference between the initial fair value and the nominal value of the deposits is accounted for as additional lease payments made and is included in the cost of right-of-use assets.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (j) Leased assets (continued)

#### (i) As a lessee (continued)

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.

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 rent concessions that occurred as a direct consequence of the COVID-19 pandemic and met the conditions set out in paragraph 46B of HKFRS 16 *Leases*. In such cases, the Group has taken advantage of the practical expedient not to assess whether the rent concessions are lease modifications and recognised the change in consideration as negative variable lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

The Group presents right-of-use assets that do not meet the definition of investment property in "property, plant and equipment" and presents lease liabilities separately in the statement of financial position.

#### (ii) 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.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with note 1(u)(iii).

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (k) Credit losses and impairment of assets

#### (i) Credit losses from financial instruments

The Group recognises a loss allowance for expected credit losses ("ECLs") on the following items:

- financial assets measured at amortised cost (including pledged deposits, cash and cash equivalents, trade and other receivables, deposits and prepayments).

Other financial assets measured at fair value, including equity securities designated at fair value through other comprehensive income ("FVOCI") (non-recycling) and derivative financial assets, are not subject to the ECL assessment.

#### *Measurement of ECLs*

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables, deposits and prepayments: effective interest rate determined at initial recognition or an approximation thereof; and
- variable-rate financial assets: current effective interest rate.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. 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 and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (k) Credit losses and impairment of assets (continued)

#### (i) Credit losses from financial instruments (continued)

##### *Significant increases in credit risk*

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. 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.

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

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

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

##### *Basis of calculation of interest income*

Interest income recognised in accordance with note 1(u)(vi) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (k) Credit losses and impairment of assets (continued)

#### (i) Credit losses from financial instruments (continued)

##### *Basis of calculation of interest income (continued)*

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation; or
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

##### *Write-off policy*

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

#### (ii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment, including right-of-use assets;
- goodwill; and
- investments in subsidiaries and an associate in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

##### *Calculation of recoverable amount*

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit). A portion of the carrying amount of a corporate asset (for example, head office building) is allocated to an individual cash-generating unit if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating units if otherwise.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (k) Credit losses and impairment of assets (continued)

#### (ii) Impairment of other non-current assets (continued)

##### — Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

##### — Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of impairment losses is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

#### (iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition and reversal criteria as it would at the end of the financial year (see notes 1(k)(i) and 1(k)(ii)).

### (l) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion, if any, and other costs 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.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (m) Contract liabilities

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 1(u)).

### (n) Trade and other receivables, deposits and prepayments

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.

Trade receivables that do not contain a significant financing component are initially measured at their transaction price. Trade receivables that contain a significant financing component and other receivables are initially measured at fair value plus transaction costs. All receivables are subsequently stated at amortised cost, using the effective interest method and including allowance for credit losses (see note 1(k)(i)).

### (o) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in 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. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for ECLs in accordance with the policy set out in note 1(k)(i).

### (p) Trade and other payables

Trade and other payables are initially recognised at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

### (q) Borrowings

Borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 1(x)).

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (r) Employee benefits

#### (i) *Short-term employee benefits and contributions to defined contribution retirement plans*

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Further information on the Group's contributions to retirement benefit schemes is set out in note 28.

#### (ii) *LSP under the Hong Kong Employment Ordinance*

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods and discounting that amount. For LSP obligations, the estimated amount of future benefit is determined after deducting the negative service cost arising from the accrued benefits derived from the Group's MPF contributions that have been vested with employees, which are deemed to be contributions from the relevant employees.

#### (iii) *Termination benefits*

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

### (s) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (s) Income tax (continued)

Apart from certain limited exceptions, all deferred tax liabilities and all deferred tax assets, to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination) and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

Where investment properties are carried at their fair value in accordance with the accounting policy set out in note 1(h), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the end of the reporting period unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (s) Income tax (continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

### (t) Provisions and contingent liabilities

Provisions are recognised when the Group has a 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 expenditure expected to settle the obligation.

Where 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 of economic benefits 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 of economic benefits is remote.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, a separate asset is recognised for any expected reimbursement that would be virtually certain. The amount recognised for the reimbursement is limited to the carrying amount of the provision.

### (u) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

The Group is the principal for its revenue transactions and recognises revenue on a gross basis. In determining whether the group acts as a principal or as an agent, it considers whether it obtains control of the products before they are transferred to the customers. Control refers to the group's ability to direct the use of and obtain substantially all of the remaining benefits from the products.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (u) Revenue and other income (continued)

Further details of the Group's revenue and other income recognition policies are as follows:

#### (i) *Sale of goods*

Revenue is recognised when the customer takes possession of and accepts the products. Payment terms and conditions vary by customers and are based on the billing schedule established in the contracts or purchase orders with customers, but the Group generally provides credit terms to customers within six months upon customer acceptance. The group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component as the period of financing is 12 months or less.

#### (ii) *Revenue from slaughtering business*

Revenue from slaughtering business is recognised over time when the relevant services are rendered.

#### (iii) *Rental income from operating leases*

Rental 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. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

#### (iv) *Commission income*

Commission income is recognised over time when the relevant services are rendered.

#### (v) *Dividends*

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.

#### (vi) *Interest income*

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortised cost 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 (see note 1(k)(i)).

#### (vii) *Government grants*

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attached to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (v) Research and development costs

Expenditure on research activities is recognised in profit or loss as incurred. Development expenditure is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the group intends to and has sufficient resources to complete development and to use or sell the resulting asset. Otherwise, it is recognised in profit or loss as incurred. Capitalised development expenditure is subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

### (w) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

### (x) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (y) Financial liability

Financial liabilities are classified as measured at amortised cost or fair value through profit or loss ("FVTPL"). A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

### (z) Related parties

- (i) A person, or a close member of that person's family, is related to the Group if that person:
  - (1) has control or joint control over the Group;
  - (2) has significant influence over the Group; or
  - (3) is a member of the key management personnel of the Group or the Group's parent.
- (ii) An entity is related to the Group if any of the following conditions applies:
  - (1) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (2) One entity is an associate or a joint venture of the other entity (or an associate or a joint venture of a member of a Group of which the other entity is a member).
  - (3) Both entities are joint ventures of the same third party.
  - (4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (6) The entity is controlled or jointly controlled by a person identified in note 1(z)(i).
  - (7) A person identified in note 1(z)(i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
  - (8) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (continued)

### (aa) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

## 2 SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

### Key sources of estimation uncertainty

The methods, estimates and judgements the directors used in applying the Group's accounting policies have a significant impact on the Group's financial position and operation results. Some of the accounting policies require the Group to apply estimates and judgements on matters that are inherently uncertain. The critical accounting judgements in applying the Group's accounting policies are described below.

#### (i) *Write-down of inventories*

The Group reviews the carrying amounts of inventories at the end of each reporting period to determine whether the inventories are carried at the lower of cost and net realisable value in accordance with accounting policy as set out in note 1(l). Management estimates the net realisable value based on the current market situation and historical experience of similar inventories. Any change in the assumptions would increase or decrease the amount of inventories written-down or the related reversals of write-downs made in prior years and affect the Group's net asset value.

#### (ii) *Impairment of goodwill*

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2023 was \$85,904,000 (2022: \$85,408,000). Further details of impairment testing are set out in note 12 to the consolidated financial statements.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 REVENUE AND SEGMENT REPORTING

### (a) Revenue

The principal activities of the Group are distribution and trading of fresh and live foodstuffs, provision of slaughtering service, manufacturing and sales of tinsplate products and property leasing. Further details regarding the Group's principal activities are disclosed in note 3(b).

#### *Disaggregation of revenue*

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

	2023 \$'000	2022 \$'000
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>		
Disaggregated by major products or service lines:		
Sales of goods		
— Fresh and live foodstuffs	7,933,711	5,296,634
— Tinsplate products	2,250,537	2,816,329
	<b>10,184,248</b>	8,112,963
Commission income from the distribution of fresh and live foodstuffs	81,566	118,783
Slaughtering service income	100,071	60,015
	<b>10,365,885</b>	8,291,761
<b>Revenue from other sources</b>		
Rental income from property leasing	19,922	19,991
	<b>10,385,807</b>	8,311,752

Disaggregation of revenue from contracts with customers by geographic location is disclosed in note 3(b)(iii).

The Group's customer base is diversified and includes no (2022: None) customer with whom transactions have exceeded 10% of the Group's revenue. Details of concentrations of credit risk are set out in note 25(a).

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 REVENUE AND SEGMENT REPORTING (continued)

### (b) Segment reporting

The Group manages its businesses by divisions, which are organised by products and services. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has identified the following three reportable segments. No operating segments have been aggregated to form the following reportable segments.

- Fresh and live foodstuffs: this segment distributes, purchases and sells fresh and live foodstuffs and provides slaughtering services.
- Tinplating: this segment produces and sells tinplates and related products which are mainly used as packaging materials for food and industrial products.
- Property leasing: this segment leases office and industrial premises to generate rental income.

### (i) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

- Segment profit includes revenue and expenses that are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments. Segment profit includes the Group's share of results arising from the activities of the Group's associates.
- Segments assets include all tangible, intangible assets and current assets with the exception of interests in a joint venture and an associate not attributable to any segment and other corporate assets. Segment liabilities include current and non-current liabilities attributable to the business activities of the individual segments.

In addition, management is provided with segment information concerning revenue and other information relevant to the assessment of segment performance and allocation of resources between segments. Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 REVENUE AND SEGMENT REPORTING (continued)

### (b) Segment reporting (continued)

#### (i) Segment results, assets and liabilities (continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the year is set out below.

	Fresh and live foodstuffs		Tinplating		Property leasing		Total	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Reportable segment revenue	8,115,348	5,475,432	2,250,537	2,816,329	19,922	19,991	10,385,807	8,311,752
Reportable segment profit	100,369	139,176	85,032	138,398	9,844	8,955	195,245	286,529
— including share of losses of associates	(103,741)	(13,216)	—	—	—	—	(103,741)	(13,216)
Reportable segment assets	2,148,107	1,845,642	1,868,744	2,122,272	263,690	274,086	4,280,541	4,242,000
— including interests in associates	129,860	237,321	—	—	—	—	129,860	237,321
Reportable segment liabilities	1,135,399	1,237,205	639,096	562,813	39,673	40,557	1,814,168	1,840,575
Depreciation for the year	49,874	23,397	55,197	55,009	331	346	105,402	78,752
Interest income	2,746	1,118	6,591	6,809	—	—	9,337	7,927
(Reversal of write-down)/ write-down of inventories	—	—	(6,705)	4,424	—	—	(6,705)	4,424
Additions to non-current segment assets during the year (Note)	260,276	500,557	18,859	26,292	—	—	279,135	526,849

Note: The amount includes acquisition of a subsidiary of \$257,000 (2022: acquisition of subsidiaries of \$336,038,000) during the year.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 REVENUE AND SEGMENT REPORTING (continued)

### (b) Segment reporting (continued)

#### (ii) Reconciliations of reportable segment profit or loss, assets and liabilities

	2023 \$'000	2022 \$'000
<b>Profit</b>		
Reportable segment profit derived from the Group's external customers and associates	195,245	286,529
Unallocated income and expenses	(20,687)	(22,732)
Valuation (losses)/gains on investment properties	(3,472)	1,675
Net fair value (loss)/gain on derivative financial instruments	(77)	21
Finance costs	(26,324)	(19,195)
Share of loss of a joint venture not attributable to any segment	(50)	—
Share of losses of an associate not attributable to any segment	(23,312)	(43,220)
Reversal of impairment loss on interest in an associate not attributable to any segment	23,764	—
Consolidated profit before taxation	145,087	203,078
<b>Assets</b>		
Reportable segment assets	4,280,541	4,242,000
Interest in a joint venture not attributable to any segment	10,986	—
Interest in an associate not attributable to any segment	23,749	23,889
Unallocated assets	473,725	618,117
Consolidated total assets	4,789,001	4,884,006
<b>Liabilities</b>		
Reportable segment liabilities	1,814,168	1,840,575
Unallocated liabilities	179,188	259,518
Consolidated total liabilities	1,993,356	2,100,093

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 REVENUE AND SEGMENT REPORTING (continued)

### (b) Segment reporting (continued)

#### (iii) Geographic information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, investment properties, interest in a joint venture and interests in associates ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of property, plant and equipment, and the location of operations, in the case of deposits and prepayments (non-current portion), interest in a joint venture and interests in associates.

	Revenue from external customers		Specified non-current assets	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Hong Kong (place of domicile)	809,087	528,200	371,733	352,093
Mainland China	9,064,873	6,794,760	1,761,700	1,763,244
Asian countries (excluding Mainland China and Hong Kong)	297,588	527,531	—	—
Other countries	214,259	461,261	—	—
	9,576,720	7,783,552	1,761,700	1,763,244
	10,385,807	8,311,752	2,133,433	2,115,337

The analysis above includes property rental income from external customers in Hong Kong and in Mainland China of \$1,963,000 (2022: \$1,961,000) and \$17,959,000 (2022: \$18,030,000) respectively.

- (iv) The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to all its contracts such that no information regarding revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date is disclosed because either the remaining performance obligation is part of a contract that has an original expected duration of one year or less or the Group recognises 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.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 4 OTHER REVENUE AND NET GAINS

	2023 \$'000	2022 \$'000
<b>Other revenue</b>		
Interest income on financial assets measured at amortised cost	13,639	14,486
Subsidies received	15,335	9,272
Others	11,022	6,540
	<b>39,996</b>	30,298
<b>Other net gains</b>		
Net realised and unrealised exchange gain	2,800	11,301
Net losses on forward foreign exchange contracts	(262)	(81)
Net (loss)/gain on disposal of property, plant and equipment	(136)	3,125
Net loss on write-off of property, plant and equipment	(965)	(3,352)
Net fair value (loss)/gain on derivative financial instrument	(77)	21
	<b>1,360</b>	11,014

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 5 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting):

	Note	2023 \$'000	2022 \$'000
<b>(a) Finance costs</b>			
Interest on bank loans		32,707	20,108
Interest on loan from a fellow subsidiary		4,774	2,435
Interest on lease liabilities	19(b)	498	367
Interest on financial liability at amortised cost		338	—
Total interest expense on financial liabilities at amortised cost		38,317	22,910
Less: interest expense capitalised into construction in progress*		(11,993)	(3,715)
		26,324	19,195
<b>(b) Staff costs</b>			
Net contributions to defined contribution retirement plans		24,269	22,940
Salaries, wages and other benefits		285,401	276,073
		309,670	299,013
<b>(c) Other items</b>			
Cost of inventories sold	(i), 16(b)	9,787,296	7,722,007
Auditors' remuneration		4,115	6,210
Depreciation charge	11(a)		
— Owned property, plant and equipment		93,505	72,554
— Right-of-use assets		17,828	11,096
Variable lease payments not included in the measurement of lease liabilities		3,520	3,345
Research and development costs		87,272	92,173
Rental income from investment properties less direct outgoings of \$1,553,000 (2022: \$1,664,000)		(18,369)	(18,327)

Note:

- (i) Cost of inventories sold includes \$187,574,000 (2022: \$164,387,000) relating to staff costs, depreciation expense and reversal of write down/write-down of inventories, which amount is also included in the respective total amounts disclosed separately above for each of these types of expenses.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 6 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT

### (a) Taxation in the consolidated income statement represents:

Note	2023 \$'000	2022 \$'000
<b>Current tax — Hong Kong</b>		
Provision for the year	3,229	3,442
Under-provision in respect of prior years	108	366
	<b>3,337</b>	3,808
<b>Current tax — the PRC</b>		
Provision for the year	48,815	38,112
Under-provision in respect of prior years	675	—
	<b>49,490</b>	38,112
<b>Deferred tax</b>		
Origination and reversal of temporary differences	(517)	8,122
(i)	<b>52,310</b>	50,042

Notes:

- (i) The provision for Hong Kong Profits Tax for 2023 is calculated at 16.5% (2022: 16.5%) of the estimated assessable profits for the year, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rate regime.

For this subsidiary, the first \$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The provision for Hong Kong Profits Tax for this subsidiary was calculated at the same basis in 2022.

The provision for Hong Kong Profits Tax for 2023 is taken into account a reduction granted by the Government of the Hong Kong Special Administrative Region of 100% of the tax payable for the year of assessment 2022–23 subject to a maximum reduction of \$6,000 for each company (2022: a reduction granted by the Government of the Hong Kong Special Administrative Region of 100% of the tax payable for the year of assessment 2021–22 subject to a maximum reduction of \$10,000 for each company).

Income tax for subsidiaries established and operating in the PRC is calculated using the estimated annual effective rate of 25% that is expected to be applicable in the PRC, except for two subsidiaries that is entitled to tax incentive as a new and high technology enterprise, enjoys 15% annual effective tax rate.

- (ii) Dividends declared by the PRC subsidiaries and associates to investors incorporated in Hong Kong are subject to a withholding tax at 5%.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 6 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT (continued)

### (b) Reconciliation between tax expense and accounting profit at applicable tax rates:

	2023 \$'000	2022 \$'000
Profit before taxation	145,087	203,078
Notional tax on profit before taxation, calculated at the rates applicable to profits in the tax jurisdictions concerned	34,488	36,197
Tax effect of non-deductible expenses	21,252	21,559
Tax effect of non-taxable revenue	(4,213)	(3,430)
Tax effect of utilisation of previous years' unrecognised tax losses	—	(4,650)
Under-provision in respect of prior years	783	366
Actual tax expense	52,310	50,042

## 7 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

	2023				
	Directors' fees \$'000	Basic salaries, allowances and other benefits \$'000	Retirement schemes contributions \$'000	Bonus \$'000	Total \$'000
<b>Executive directors</b>					
Chen Benguang	—	1,278	847	4,311	6,436
Yang Zhe	—	1,022	410	1,421	2,853
Chau Wang Kei	—	1,093	60	934	2,087
<b>Non-executive director</b>					
Wang Longhai	—	—	—	—	—
<b>Independent non-executive directors</b>					
Gerard Joseph McMahon	420	—	—	—	420
Li Kar Keung, Caspar	420	—	—	—	420
Wong Yau Kar, David	420	—	—	—	420
Total	1,260	3,393	1,317	6,666	12,636

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 7 DIRECTORS' EMOLUMENTS (continued)

	2022				
	Directors' fees \$'000	Basic salaries, allowances and other benefits \$'000	Retirement schemes contributions \$'000	Bonus \$'000	Total \$'000
<b>Executive directors</b>					
Chen Benguang	—	1,222	687	2,818	4,727
Yang Zhe (appointed on 1 July 2022)	—	490	162	—	652
He Jinzhou (resigned on 1 July 2022)	—	196	47	1,854	2,097
Chau Wang Kei	—	1,040	60	483	1,583
<b>Non-executive director</b>					
Wang Longhai	—	—	—	—	—
<b>Independent non-executive directors</b>					
Gerard Joseph McMahon	420	—	—	—	420
Li Kar Keung, Caspar	420	—	—	—	420
Wong Yau Kar, David	420	—	—	—	420
<b>Total</b>	<b>1,260</b>	<b>2,948</b>	<b>956</b>	<b>5,155</b>	<b>10,319</b>

## 8 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with highest emoluments, three (2022: two) are directors whose emoluments are disclosed in note 7. The aggregate emoluments in respect of the other two individuals for 2023 (2022: three) are as follows:

	2023 \$'000	2022 \$'000
Basic salaries, allowances and other benefits	1,201	1,853
Retirement schemes contributions	357	408
Bonus	2,698	3,835
	<b>4,256</b>	<b>6,096</b>

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 8 INDIVIDUALS WITH HIGHEST EMOLUMENTS (continued)

The emoluments of the two individuals with the highest emolument in 2023 (2022: three) are within the following bands:

	2023 Number of Individuals	2022 Number of Individuals
\$Nil-\$1,000,000	—	—
\$1,000,001-\$1,500,000	—	—
\$1,500,001-\$2,000,000	—	2
\$2,000,001-\$3,000,000	2	1

## 9 DIVIDENDS

### (a) Dividends payable to equity shareholders of the Company attributable to the year:

	2023 \$'000	2022 \$'000
Interim dividend declared and paid of 1.0 cent (2022: 1.0 cent) per ordinary share	9,076	9,076
Final dividend proposed after the end of the reporting period of 2.0 cents (2022: 2.0 cents) per ordinary share	18,152	18,152
	<b>27,228</b>	27,228

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

### (b) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year:

	2023 \$'000	2022 \$'000
Final dividend in respect of the previous financial year, approved and paid during the year, of 2.0 cents (2022: 1.5 cents) per ordinary share	18,152	13,614

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 10 EARNINGS PER SHARE

### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of \$65,924,000 (2022: \$135,673,000) and 907,593,000 (2022: 907,593,000) ordinary shares in issue during the year.

### (b) Diluted earnings per share

There were no potential dilutive shares in existence during the years ended 31 December 2023 and 2022.

## 11 PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

### (a) Reconciliation of carrying amount

	Ownership interests in leasehold land held for own use \$'000	Buildings held for own use \$'000	Other properties leased for own use \$'000	Leasehold improvements \$'000	Construction in progress (Note) \$'000	Plant and machinery, furniture, fixtures and equipment \$'000	Motor vehicles \$'000	Sub-total \$'000	Investment properties \$'000	Total \$'000
<b>Cost or valuation:</b>										
At 1 January 2023	233,810	1,128,672	47,034	11,988	270,786	1,005,153	28,700	2,726,143	272,878	2,999,021
Exchange adjustments	(3,370)	(14,294)	(415)	(139)	(24,261)	(15,811)	(268)	(58,558)	(2,446)	(61,004)
Additions	—	32,513	6,155	3,948	215,151	19,759	1,609	279,135	—	279,135
Disposals	—	—	(1,521)	—	—	(15,826)	(3,644)	(20,991)	—	(20,991)
Write-off	—	(59)	—	—	—	(6,895)	(699)	(7,653)	—	(7,653)
Acquire through acquisition of a subsidiary	—	—	—	—	—	257	—	257	—	257
Transfer in from Investment properties	—	28,800	—	—	—	—	—	28,800	(28,800)	—
Transfer in from construction in progress	—	238,406	—	622	(453,343)	213,075	1,240	—	—	—
Fair value adjustment	—	—	—	—	—	—	—	—	(3,472)	(3,472)
At 31 December 2023	230,440	1,414,038	51,253	16,419	8,333	1,199,712	26,938	2,947,133	238,160	3,185,293
<b>Representing:</b>										
Cost	230,440	1,414,038	51,253	16,419	8,333	1,199,712	26,938	2,947,133	—	2,947,133
Valuation — 2023	—	—	—	—	—	—	—	—	238,160	238,160
	230,440	1,414,038	51,253	16,419	8,333	1,199,712	26,938	2,947,133	238,160	3,185,293
<b>Accumulated depreciation and impairment losses:</b>										
At 1 January 2023	62,270	369,164	14,479	2,572	—	682,694	13,715	1,144,894	—	1,144,894
Exchange adjustments	(959)	(5,398)	(246)	(25)	—	(10,137)	(145)	(16,910)	—	(16,910)
Charge for the year	6,069	44,731	11,759	2,257	—	42,178	4,339	111,333	—	111,333
Written back on disposals	—	—	(342)	—	—	(13,280)	(2,552)	(16,174)	—	(16,174)
Written back on write-off	—	(38)	—	—	—	(6,022)	(628)	(6,688)	—	(6,688)
At 31 December 2023	67,380	408,459	25,650	4,804	—	695,433	14,729	1,216,455	—	1,216,455
<b>Net book value:</b>										
At 31 December 2023	163,060	1,005,579	25,603	11,615	8,333	504,279	12,209	1,730,678	238,160	1,968,838

Note: The additions of construction in progress during 2023 mainly related to the construction of slaughterhouse and related facilities in Doumen District, Zhuhai City.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 11 PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (continued)

### (a) Reconciliation of carrying amount (continued)

	Ownership interests in leasehold land held for own use \$'000	Buildings held for own use \$'000	Other properties leased for own use \$'000	Leasehold improvements \$'000	Construction in progress (Note) \$'000	Plant and machinery, furniture, fixtures and equipment \$'000	Motor vehicles \$'000	Sub-total \$'000	Investment properties \$'000	Total \$'000
<b>Cost or valuation:</b>										
At 1 January 2022	155,071	772,784	23,886	2,100	464,814	984,552	19,921	2,423,128	286,875	2,710,003
Exchange adjustments	(13,141)	(48,993)	(1,458)	—	(39,008)	(83,571)	(908)	(187,079)	(15,672)	(202,751)
Additions	230	58,413	1,759	691	105,891	20,425	3,429	190,838	—	190,838
Disposals	—	—	(1,065)	—	—	(25,179)	(334)	(26,578)	—	(26,578)
Write-off	—	(10,204)	—	—	—	—	—	(10,204)	—	(10,204)
Acquire through acquisition of subsidiaries	22,431	39,917	12,749	3,412	213,243	42,464	1,822	336,038	—	336,038
Transfer in from construction in progress	69,219	316,755	11,163	5,785	(474,154)	66,462	4,770	—	—	—
Fair value adjustment	—	—	—	—	—	—	—	—	1,675	1,675
At 31 December 2022	233,810	1,128,672	47,034	11,988	270,786	1,005,153	28,700	2,726,143	272,878	2,999,021
<b>Representing:</b>										
Cost	233,810	1,128,672	47,034	11,988	270,786	1,005,153	28,700	2,726,143	—	2,726,143
Valuation — 2022	—	—	—	—	—	—	—	—	272,878	272,878
	233,810	1,128,672	47,034	11,988	270,786	1,005,153	28,700	2,726,143	272,878	2,999,021
<b>Accumulated depreciation and impairment losses:</b>										
At 1 January 2022	63,232	372,194	9,023	2,091	—	731,691	11,416	1,189,647	—	1,189,647
Exchange adjustments	(5,545)	(31,618)	(435)	(15)	—	(63,884)	(688)	(102,185)	—	(102,185)
Charge for the year	4,583	35,440	6,513	496	—	33,331	3,287	83,650	—	83,650
Written back on disposals	—	—	(622)	—	—	(18,444)	(300)	(19,366)	—	(19,366)
Written back on write-off	—	(6,852)	—	—	—	—	—	(6,852)	—	(6,852)
At 31 December 2022	62,270	369,164	14,479	2,572	—	682,694	13,715	1,144,894	—	1,144,894
<b>Net book value:</b>										
At 31 December 2022	171,540	759,508	32,555	9,416	270,786	322,459	14,985	1,581,249	272,878	1,854,127

Note: The additions of construction in process during 2022 mainly related to the construction of slaughterhouse in Foshan City and the acquisition of slaughterhouse under construction in Doumen District, Zhuhai City through business combination.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 11 PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (continued)

### (b) Fair value measurement of properties

#### (i) Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

	Fair value at 31 December 2023 \$'000	Fair value measurements as at 31 December 2023 categorised into		
		Level 1 \$'000	Level 2 \$'000	Level 3 \$'000
<b>Recurring fair value measurement</b>				
Investment properties:				
— Hong Kong	69,400	—	—	69,400
— The PRC	168,760	—	—	168,760

	Fair value at 31 December 2022 \$'000	Fair value measurements as at 31 December 2022 categorised into		
		Level 1 \$'000	Level 2 \$'000	Level 3 \$'000
<b>Recurring fair value measurement</b>				
Investment properties:				
— Hong Kong	101,700	—	—	101,700
— The PRC	171,178	—	—	171,178

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 11 PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (continued)

### (b) Fair value measurement of properties (continued)

#### (i) Fair value hierarchy (continued)

During the year ended 31 December 2023, there were no transfers between Level 1 and Level 2 or transfers into or out of Level 3 (2022: Nil). The Group's policy is to recognise transfers between the levels of fair value hierarchy as at the end of the reporting period in which they occur.

Investment properties of the Group situated in Hong Kong with an aggregate value of \$69,400,000 (2022: \$101,700,000) were revalued at 31 December 2023 by an independent firm of surveyors, RHL Appraisal Limited (31 December 2022: RHL Appraisal Limited), who have among their staff members of the Hong Kong Institute of Surveyors with recent experience in the location and category of property being valued. Investment properties of the Group situated in the PRC totalling \$168,760,000 (2022: \$171,178,000) were revalued at 31 December 2023 by an independent firm of surveyors, RHL Appraisal Limited (31 December 2022: RHL Appraisal Limited), who have among their staff members of the Hong Kong Institute of Surveyors with recent experience in the location and category of property being valued. During the year, the Group transferred from investment properties to property, plant equipment amounted to \$28,800,000 (31 December 2022: \$Nil) at fair value upon change in use. The chief financial officer has discussions with the surveyors about the valuation assumptions and valuation results when valuations are performed at each interim and annual report date.

#### (iii) Information about Level 3 fair value measurements

Investment properties	Valuation techniques	Unobservable input	Range	Weighted average
Hong Kong	Income capitalisation approach	Term yield	2.2% to 2.4% (2022: 2.2% to 2.4%)	2.3% (2022: 2.3%)
		Reversionary yield	2.4% to 2.6% (2022: 2.4% to 2.6%)	2.5% (2022: 2.5%)
		Market rent per square foot per month	\$45 to \$49.5 (2022: \$47 to \$53)	\$47.25 (2022: \$50)
The PRC	Market comparison approach	Market price per square foot	\$108 to \$1,852 (2022: \$91 to \$1,941)	\$980 (2022: \$1,016)
		Income capitalisation approach	Term yield	4.9% to 5.1% (2022: N/A)
	Income capitalisation approach	Reversionary yield	5.4% to 5.6% (2022: N/A)	5.5% (2022: N/A)
		Market rent per square foot per month	\$0.9 to \$1.3 (2022: N/A)	\$1.1 (2022: N/A)
		Cost approach	Construction cost per square foot	N/A (2022: \$139 to \$268)

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 11 PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (continued)

### (b) Fair value measurement of properties (continued)

#### (ii) Information about Level 3 fair value measurements (continued)

The fair value of investment properties located in Hong Kong and certain investment properties located in the PRC is determined by taking into account the net rental income of the properties derived from the existing leases and/or achievable in the existing market with due allowance for the reversionary income potential of the leases, which have been then capitalised to determine the fair value at an appropriate capitalisation rate. The fair value measurement is positively correlated to the market rent per square foot per month, and negatively correlated to the term yield and reversionary yield.

The fair value of remaining investment properties located in the PRC is determined using a market comparison approach by reference to recent sales prices for comparable properties on a price per square metre basis, adjusted for a premium or a discount specific to the quality of the Group's buildings and land compared to the recent sales. Higher premiums for higher quality buildings and land will result in a higher fair value measurement. As at 31 December 2022, the fair value of certain investment properties located in the PRC was determined using replacement cost approach by reference to the present-day cost of replacing that asset with a similar asset in a similar condition.

The movements during the year in the balance of these Level 3 fair value measurements are set out in note 11(a).

Fair value adjustment of investment properties is recognised in the line item "valuation (losses)/gains on investment properties" on the face of the consolidated income statement.

Exchange adjustment of investment properties is recognised in other comprehensive income in "exchange reserve".

All the losses recognised in profit or loss for the year arise from the properties held at the end of the reporting period.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 11 PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (continued)

### (c) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

	Note	2023 \$'000	2022 \$'000
Ownership interests in leasehold land held for own use, carried at depreciated cost, with remaining lease term between 10 and 50 years	(i)	163,060	171,540
Other properties leased for own use, carried at depreciated cost	(ii)	25,603	32,555
Ownership interests in leasehold investment properties, carried at fair value, with remaining lease term of:			
— 50 years or more		69,400	101,700
— between 10 and 50 years		168,760	171,178
		238,160	272,878
		426,823	476,973

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

	2023 \$'000	2022 \$'000
Depreciation charge of right-of-use assets by class of underlying asset:		
Ownership interests in leasehold land for own use	6,069	4,583
Other properties leased for own use	11,759	6,513
	17,828	11,096
Interest on lease liabilities (note 5(a))	498	367
Expense relating to short-term leases	3,634	3,272
Variable lease payments not included in the measurement of lease liabilities	3,520	3,345

During the year ended 31 December 2023, additions to right-of-use assets were \$6,155,000, which related to the capitalised lease payments payable under new tenancy agreements (2022: \$14,508,000 related to the acquisition of subsidiaries and capitalised lease payments payable under new tenancy agreements).

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in notes 19(c) and 25, respectively.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 11 PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (continued)

### (c) Right-of-use assets (continued)

#### (i) Ownership interests in leasehold land held for own use

The Group is the registered owner of the land on which industrial buildings for its tinplating business and fresh and live foodstuffs business are located. Lump sum payments were made upfront to acquire these property interests from the relevant government authorities, and there are no ongoing payments to be made under the terms of the land lease.

#### (ii) Other properties leased for own use

The Group has obtained the right to use other properties as its office and use for fresh and live foodstuffs business through tenancy agreements. The leases typically run for an initial period of 3 to 5 (2022: 3 to 5) years.

### (d) Investment property

The Group leases out investment property under operating leases. The leases typically run for an initial period of 1 to 10 years (2022: 1 to 10 years), with an option to renew the leases upon expiry at which time all terms are renegotiated. None of the leases includes variable lease payments.

Undiscounted lease payments under non-cancellable operating leases in place at the reporting date will be receivable by the Group in future periods as follows:

	2023 \$'000	2022 \$'000
Within 1 year	9,453	16,442
After 1 year but within 2 years	7,322	6,045
After 2 years but within 3 years	1,673	4,863
After 3 years but within 4 years	875	1,056
After 4 years but within 5 years	666	642
After 5 years	—	583
	<b>19,989</b>	<b>29,631</b>

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 12 GOODWILL AND BUSINESS COMBINATION

	2023 \$'000	2022 \$'000
Acquisition of:		
— GDH Food (Foshan) Company Limited ("GDH Food Foshan")	1,415	1,415
— Brilliant Food	22,390	22,390
— GDH Food Zhuhai (note (i))	60,722	61,603
— GDH Food Guangzhou	1,377	—
Cost and carrying amount at 31 December	85,904	85,408

Note:

(i) The movement solely represented the exchange difference.

### Acquisition of Brilliant Food

On 30 September 2022, GDH Guangnan Hong Company Limited, a wholly-owned subsidiary of the Group, entered into a Sale and Purchase Agreement and conditionally agreed to purchase the entire issued share capital of Brilliant Food at a total consideration of \$50,000,000. The acquisition will be completed in two stages. Upon the first completion on 10 October 2022 and payment of the first consideration of \$35,000,000, Brilliant Food became a 70% owned subsidiary of the Group. The second completion relating the remaining 30% equity interest in Brilliant Food at consideration of \$15,000,000 is conditional upon that the profit before tax of Brilliant Food for a three-year period from the first completion date shall not in aggregate be less than \$23,000,000. This second consideration amounting to \$13,961,000 as at 31 December 2022 is classified as financial liability measured at amortised cost.

Since the acquisition date to 31 December 2022, Brilliant Food contributed revenue of \$29,859,000 and profit of \$1,240,000 to the Group's results. If the acquisition had occurred on 1 January 2022, management estimates that combined revenue would have been \$8,397,352,000, and combined profit for that year would have been \$156,646,000.

The Group had elected to measure the non-controlling interests in the Brilliant Food at the non-controlling interests' proportionate share of the entity's identifiable net assets.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 12 GOODWILL AND BUSINESS COMBINATION (continued)

### Acquisition of Brilliant Food (continued)

The fair value of the identifiable assets and liabilities of Brilliant Food as at the date of acquisition were set out as follows:

	\$'000
Property, plant and equipment	19,340
Inventories	8,422
Trade and other receivables	7,492
Tax recoverable	232
Cash and cash equivalents	10,995
Trade and other payables	(10,520)
Amount due to related parties	(4,844)
Amount due to directors	(907)
Lease liabilities	(11,288)
Total identifiable net assets at fair values	18,922
Non-controlling interests	(5,677)
Equity interest acquired	13,245
Goodwill on acquisition	22,390
Derivative financial instruments (note)	(635)
	35,000
<b>Satisfied by:</b>	
Cash	35,000
An analysis of the cash flows in respect of the acquisition is as follows:	
Cash consideration	(35,000)
Cash and cash equivalents acquired	10,995
Net cash outflow arising from acquisition of Brilliant Food	(24,005)

Note: The derivative financial instruments relate to the net value of a put option and call option to vendor associated to the profit guarantee related to the acquisition of Brilliant Food.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 12 GOODWILL AND BUSINESS COMBINATION (continued)

### Acquisition of GDH Food Zhuhai

On 5 December 2022, Guangnan Investment entered into an equity transfer agreement and conditionally agreed to acquire the entire equity interest of GDH Food Zhuhai which owns 66% equity interest of GDH Dezhirun Food (Zhuhai) Company Limited for a total consideration of RMB186,120,000 (equivalent approximately to \$208,361,000). The acquisition contains a contingent consideration amounted to RMB76,000,000 if a subsidiary of GDH Food Zhuhai cannot obtain the slaughterhouse license upon completion of construction of the slaughterhouse located in Doumen.

Since the acquisition date to 31 December 2022, GDH Food Zhuhai did not contribute revenue nor profit to the Group's results. If the acquisition had occurred on 1 January 2022, management estimates that combined revenue would have been \$8,711,864,000, and combined profit for that year would have been \$239,317,000. In determining these amounts, management has assumed that the fair value adjustments, determined provisionally, that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 January 2022.

The Group had elected to measure the non-controlling interests in GDH Food Zhuhai at the non-controlling interests' proportionate share of the entity's identifiable net assets.

The fair value of the identifiable assets and liabilities of GDH Food Zhuhai as at the date of acquisition were set out as follows:

	\$'000
Property, plant and equipment	316,698
Goodwill	1,057
Deferred tax assets	1,915
Inventory	2,106
Trade and other receivables	25,172
Prepayments	508
Cash and cash equivalents	8,421
Trade and other payables	(80,295)
Current tax payable	(104)
Bank borrowings	(4,198)
Lease liabilities	(2,083)
Deferred tax liabilities	(37,938)
Total identifiable net assets at fair values	231,259
Non-controlling interests	(83,444)
Equity interest acquired	147,815
Goodwill on acquisition	60,546
	208,361
<b>Satisfied by:</b>	
Cash	208,361
An analysis of the cash flows in respect of the acquisition is as follows:	
Cash consideration	(208,361)
Cash consideration payable	145,853
Cash and cash equivalent acquired	8,421
Net cash outflow arising from acquisition of GDH Food Zhuhai	(54,087)

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 12 GOODWILL AND BUSINESS COMBINATION (continued)

### Acquisition of GDH Food Zhuhai (continued)

As at 31 December 2022, RMB55,836,000 (equivalent approximately to HK\$62,508,000) was settled and the remaining consideration not yet settled by 31 December 2022 of RMB130,284,000 (equivalent approximately to HK\$145,853,000) was included in other payables and expected to be settled within one year. All consideration payables are settled as at 31 December 2023.

### Impairment testing of goodwill

For the purpose of impairment testing, goodwill has been allocated to the Group's cash-generating units as follows

	\$'000
GDH Food Foshan	1,415
Brilliant Food	22,390
GDH Food Zhuhai	60,722
GDH Food Guangzhou	1,377
	85,904

#### a) *Brilliant Food*

The recoverable amount of Brilliant Food is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. The cash flows are discounted using a pre-tax discount rate of 13.8% (2022: 15.8%). The annual revenue growth rates applied to the cash flow projections ranges from 0% to 25.2% (2022: from 4.2% to 10.4%). The long-term growth rate applied to the cash flow projections is 2.5% (2022: 2.0%). The gross margins applied to the cash flow projections ranges from 8.2% to 10.1% (2022: 26.54%).

As at 31 December 2023, the recoverable amount of Brilliant Food was determined to be higher than its carrying amount. Accordingly, no impairment loss was recognised during the year for goodwill arising from the acquisition.

#### b) *GDH Food Zhuhai*

The recoverable amount of GDH Food Zhuhai is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a seven-year period. The cash flows are discounted using a pre-tax discount rate of the range from 12.3% to 13.4% (2022: 12.6%). The annual revenue growth rates applied to the cash flow projections ranges from 5.7% to 101.8% (2022: from -4.2% to 58.6%). The long-term growth rate applied to the cash flow projections is 2.5% (2022: 2.0%). The gross margins applied to the cash flow projections ranges from 3.5% to 6% (2022: from 8% to 10%).

As at 31 December 2023, the recoverable amount of GDH Food Zhuhai was determined to be higher than its carrying amount. Accordingly, no impairment loss was recognised during the year for goodwill arising from the acquisition.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 13 INTEREST IN A JOINT VENTURE

On 25 April 2023, Guangnan Investment, a direct wholly-owned subsidiary of the Company, entered into the partnership agreement with GDH Private Equity Investment Fund Management Co., Ltd etc. Pursuant to the partnership agreement, the limited partnership was formed to invest principally in non-listed corporations engaging in the areas of prefabricated dishes, fresh and live foodstuffs retailing, advanced food processing, agricultural, food and catering supply chain, and agricultural technologies. The committed total capital contribution to the limited partnership by all partners was RMB100 million (equivalent to approximately HK\$108,460,000), of which the capital contribution of Guangnan Investment Company Limited was RMB10 million (equivalent to approximately HK\$10,846,000).

Details of the joint venture are set out in note 34.

The joint venture is accounted for using the equity method in the consolidated financial statements.

The information of the joint venture that is not individually material:

	2023 \$'000	2022 \$'000
Carrying amount of individually immaterial joint venture in the consolidated financial statements	10,986	—
Amount of the Group's share of the joint venture's		
— Loss for the year	(50)	—
— Other comprehensive income	190	—
— Total comprehensive income	140	—

## 14 INTEREST IN ASSOCIATES

Details of the associates are set out in note 34.

All of the associates are accounted for using the equity method in the consolidated financial statements.

### (a) Reversal of impairment loss on interest in an associate

The recoverable amount of the Group's investment in Yellow Dragon was determined based on the expectation of receiving the residual funds after completion of the liquidation. As the recoverable amount of Yellow Dragon is greater than the carrying amount, a reversal of impairment loss of \$23,764,000 (2022: \$Nil) was recorded during the year ended 31 December 2023.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 14 INTEREST IN ASSOCIATES (continued)

### (b) Summarised financial information of associates

Summarised financial information of the material associates, adjusted for any differences in accounting policies and reconciled to the carrying amounts in the consolidated financial statements, is disclosed below:

	Yellow Dragon	
	2023 \$'000	2022 \$'000
<b>Gross amounts of the associate's</b>		
Current assets	64,732	13,214
Non-current assets	2,347	225,435
Current liabilities	(7,707)	(119,518)
Non-current liabilities	—	—
Shareholders' equity	59,372	119,131
Revenue	18,204	26,040
Loss for the year	(58,279)	(108,049)
Other comprehensive income	(1,480)	(16,860)
Total comprehensive income	(59,759)	(124,909)
<b>Reconciled to the Group's interests in the associate</b>		
Gross amounts of net assets of the associate	59,372	119,131
Group's effective interest	40%	40%
Group's share of net assets of the associate	23,749	47,653
Impairment loss of the associate	—	(23,764)
Carrying amount in the consolidated financial statements	23,749	23,889

On 9 August 2022, the Group resolved to voluntarily liquidate Yellow Dragon. As at 31 December 2023, the liquidation was still in progress.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 14 INTEREST IN ASSOCIATES (continued)

### (b) Summarised financial information of associates (continued)

	GDF Baojin Agricultural Technology Co., Ltd. (Formerly known as: Guangdong Zijin Baojin Livestock Co., Ltd.) ("Guangdong Baojin")	
	2023 \$'000	2022 \$'000
<b>Gross amounts of the associate's</b>		
Current assets	998,292	961,709
Non-current assets	751,629	614,146
Current liabilities	(867,942)	(584,080)
Non-current liabilities	(494,537)	(269,758)
Shareholders' equity	387,442	722,017
Revenue	883,452	799,422
(Loss)/profit for the year	(248,945)	29,381
Other comprehensive income	(85,630)	(67,860)
Total comprehensive income	(334,575)	(38,479)
Dividends received from the associate	—	2,221
<b>Reconciled to the Group's interests in the associate</b>		
Gross amounts of net assets of the associate	387,442	722,017
Less: Non-controlling interest	(39,416)	(114,372)
Group's effective interest	34%	34%
Group's share of net assets of the associate	118,328	206,599
Carrying amount in the consolidated financial statements	118,328	206,599
Aggregate information of associates that are not individually material:		
	2023 \$'000	2022 \$'000
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	11,532	30,722
Aggregate amounts of the Group's share of the associates'		
— Loss for the year	(19,100)	(28,689)
— Other comprehensive income	(90)	(4,270)
— Total comprehensive income	(19,190)	(32,959)

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 15 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

### (a) Current taxation in the consolidated statement of financial position represents:

	2023 \$'000	2022 \$'000
Provision for Hong Kong Profits Tax for the year	3,229	3,442
Provisional Profits Tax paid	(2,898)	(1,926)
	331	1,516
Taxation outside Hong Kong	16,595	13,021
	16,926	14,537
<b>Representing:</b>		
Current tax payable	16,926	14,537

### (b) Deferred tax assets and liabilities recognised:

#### (i) Movement of each component of deferred tax assets and liabilities

The components of deferred tax liabilities/(assets) recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Right-of-use assets \$'000	Lease liabilities \$'000	Depreciation allowances in excess of the related depreciation \$'000	Revaluation of property, plant and equipment and investment properties \$'000	Write-down of inventories \$'000	Withholding tax on undistributed profits of PRC subsidiaries and associates \$'000	Tax loss \$'000	Others \$'000	Total \$'000
<b>Deferred tax arising from:</b>									
At 1 January 2023	7,324	(4,683)	7,590	53,694	(2,555)	15,479	(3,726)	1,066	74,189
Exchange adjustments (Credited)/charged to profit or loss	(40)	108	(192)	(1,881)	27	(182)	26	(44)	(2,178)
Credited to exchange reserve	(1,672)	1,298	129	(296)	1,006	(1,351)	—	369	(517)
	—	—	—	—	—	—	—	(278)	(278)
<b>At 31 December 2023</b>	<b>5,612</b>	<b>(3,277)</b>	<b>7,527</b>	<b>51,517</b>	<b>(1,522)</b>	<b>13,946</b>	<b>(3,700)</b>	<b>1,113</b>	<b>71,216</b>
<b>Deferred tax arising from:</b>									
At 1 January 2022	3,623	(3,691)	12,410	16,593	(1,954)	9,898	(950)	(526)	35,403
Exchange adjustments (Credited)/charged to profit or loss	(256)	287	(1,670)	(1,436)	182	(518)	119	50	(3,242)
Credited to exchange reserve	3,957	(1,279)	(3,150)	599	(783)	6,099	(980)	3,659	8,122
Acquisition through business combination	—	—	—	—	—	—	—	(2,117)	(2,117)
	—	—	—	37,938	—	—	(1,915)	—	36,023
<b>At 31 December 2022</b>	<b>7,324</b>	<b>(4,683)</b>	<b>7,590</b>	<b>53,694</b>	<b>(2,555)</b>	<b>15,479</b>	<b>(3,726)</b>	<b>1,066</b>	<b>74,189</b>

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 15 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

### (b) Deferred tax assets and liabilities recognised: (continued)

#### (ii) Reconciliation to the consolidated statement of financial position

	2023 \$'000	2022 \$'000
Net deferred tax asset recognised in the consolidated statement of financial position	(8,499)	(10,964)
Net deferred tax liabilities recognised in the consolidated statement of financial position	79,715	85,153
	71,216	74,189

### (c) Deferred tax assets not recognised:

	2023 \$'000	2022 \$'000
Future benefit of tax losses	329,239	346,856

In accordance with the accounting policy set out in note 1(s), the Group has not recognised deferred tax assets in respect of cumulative tax losses of approximately \$2.0 billion (2022: approximately \$2.1 billion) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdictions and entities. The tax losses do not expire under the current tax legislation. As at 31 December 2022, \$57,281,000 including in the cumulative tax losses would be expired within five years however that tax losses were fully utilised during the year ended 31 December 2023.

## 16 INVENTORIES

### (a) Inventories in the consolidated statement of financial position comprise:

	2023 \$'000	2022 \$'000
Raw materials, spare parts and consumables	213,166	234,894
Work in progress	46,641	31,397
Finished goods	226,521	259,755
	486,328	526,046

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 16 INVENTORIES (continued)

(b) An analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

	2023 \$'000	2022 \$'000
Carrying amount of inventories sold	9,794,001	7,717,583
(Reversal of write-down)/write-down of inventories	(6,705)	4,424
	<b>9,787,296</b>	7,722,007

## 17 TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2023 \$'000	2022 \$'000
Trade debtors	350,842	382,941
Bills receivable	340,271	329,559
Other receivables, deposits and prepayments	346,713	208,784
Amounts due from associates (note (i))	—	5,488
Forward foreign exchange contract (note 25(e))	7	—
Trade and other receivables, deposits and prepayments (note (ii))	<b>1,037,833</b>	926,772

Notes:

- (i) As at 31 December 2022, the amounts due from associates represented interest and dividend receivables (net of withholding taxes) from associates which were unsecured, interest-free and recoverable on demand.
- (ii) All of the trade and other receivables, deposits and prepayments of the Group are expected to be recovered or recognised as expense within one year for both years.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 17 TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)

### Ageing analysis

As of the end of the reporting period, the ageing analysis of trade debtors and bills receivable, net of loss allowance is as follows:

	2023 \$'000	2022 \$'000
Within 1 month	685,083	656,288
1 to 3 months	1,655	56,203
Over 3 months	4,375	9
	691,113	712,500

The Group maintains a defined policy with credit periods ranging from advance payment to not more than 180 days.

Further details on the Group's credit policy and credit risk arising from trade debtors and bills receivable are set out in note 25(a).

## 18 PLEDGED DEPOSITS

As at 31 December 2023, deposits at banks of \$9,575,000 (2022: \$18,812,000) were pledged as securities for bills payable.

## 19 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

### (a) Cash and cash equivalents comprise:

	2023 \$'000	2022 \$'000
Deposits with banks	170,490	398,978
Cash at bank and on hand	865,438	812,653
Cash and cash equivalents in the consolidated statement of financial position and the consolidated cash flow statement	1,035,928	1,211,631

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 19 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

(continued)

### (b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

	Bank loans (Note 22) \$'000	Loan from a fellow subsidiary (Note 21) \$'000	Lease liabilities (Note 23) \$'000	Total \$'000
<b>At 1 January 2023</b>	913,486	83,088	22,254	1,018,828
<b>Changes from financing cash flows:</b>				
Capital element of lease rentals paid	—	—	(10,860)	(10,860)
Interest element of lease rentals paid	—	—	(498)	(498)
Proceeds from loan from a fellow subsidiary	—	147,957	—	147,957
Repayment to loan from a fellow subsidiary	—	(39,586)	—	(39,586)
Proceeds from bank loans	280,117	—	—	280,117
Repayment of bank loans	(456,746)	—	—	(456,746)
Interest paid	(32,707)	(4,774)	—	(37,481)
<b>Total changes from financing cash flows</b>	<b>(209,336)</b>	<b>103,597</b>	<b>(11,358)</b>	<b>(117,097)</b>
Exchange adjustments	(3,249)	(1,919)	130	(5,038)
<b>Other changes:</b>				
Increase in lease liabilities from entering into new leases during the year	—	—	6,155	6,155
Decrease in lease liabilities from disposal of leases during the year	—	—	(1,179)	(1,179)
Interest expenses (note 5(a))	32,707	4,774	498	37,979
<b>Total other changes</b>	<b>32,707</b>	<b>4,774</b>	<b>5,474</b>	<b>42,955</b>
<b>At 31 December 2023</b>	<b>733,608</b>	<b>189,540</b>	<b>16,500</b>	<b>939,648</b>

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 19 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

(continued)

### (b) Reconciliation of liabilities arising from financing activities (continued)

	Bank loans (Note 22) \$'000	Loan from a fellow subsidiary (Note 21) \$'000	Lease liabilities (Note 23) \$'000	Total \$'000
<b>At 1 January 2022</b>	272,207	85,617	15,145	372,969
<b>Changes from financing cash flows:</b>				
Capital element of lease rentals paid	—	—	(7,565)	(7,565)
Interest element of lease rentals paid	—	—	(367)	(367)
Proceeds from loan from a fellow subsidiary	—	86,540	—	86,540
Repayment to loan from a fellow subsidiary	—	(81,620)	—	(81,620)
Proceeds from bank loans	611,158	—	—	611,158
Repayment of bank loans	(90,000)	—	—	(90,000)
Interest paid	(20,108)	(2,435)	—	(22,543)
<b>Total changes from financing cash flows</b>	<b>501,050</b>	<b>2,485</b>	<b>(7,932)</b>	<b>495,603</b>
Exchange adjustments	(6,116)	(7,449)	(456)	(14,021)
<b>Other changes:</b>				
Increase in lease liabilities from entering into new leases during the year	—	—	1,759	1,759
Increase in lease liabilities from acquisition of subsidiaries during the year	—	—	13,371	13,371
Increase in bank borrowings from acquisition of subsidiaries during the year	4,198	—	—	4,198
Increase in bank borrowings from utilisation of bills payable	122,039	—	—	122,039
Interest expenses (note 5(a))	20,108	2,435	367	22,910
<b>Total other changes</b>	<b>146,345</b>	<b>2,435</b>	<b>15,497</b>	<b>164,277</b>
<b>At 31 December 2022</b>	<b>913,486</b>	<b>83,088</b>	<b>22,254</b>	<b>1,018,828</b>

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 19 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

(continued)

### (c) Total cash outflow for leases

Amounts included in the cash flow statement for lease rentals paid comprise the following:

	2023 \$'000	2022 \$'000
Within operating cash flows	7,154	6,617
Within financing cash flows	11,358	7,932
	<b>18,512</b>	14,549

### (d) Non-cash transactions

As at 31 December 2022, the Group had payables in relation to the acquisition of subsidiaries of \$145,853,000 and acquisition of non-controlling interests of \$67,170,000 which were included in trade and other payables. These additions had no cash flow impact to the Group. No such items were noted as at 31 December 2023.

## 20 TRADE AND OTHER PAYABLES

	2023 \$'000	2022 \$'000
Trade creditors	161,070	188,941
Bills payable	340,466	132,936
Other payables and accrued charges	390,909	588,799
Contract liabilities	50,342	57,950
Amount due to an associate (note (i))	—	54
Amounts due to fellow subsidiaries (note (ii))	183	167
Derivative financial instruments (note 25(e))	691	614
	<b>943,661</b>	969,461

Notes:

- (i) As at 31 December 2022, the amount represented trade balance due to an associate.
- (ii) The amounts due to fellow subsidiaries are unsecured, interest-free and repayable on demand.
- (iii) All of the Group's trade and other payables are expected to be settled or recognised as income within one year.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 20 TRADE AND OTHER PAYABLES (continued)

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

### Sale of fresh and live foodstuffs and slaughtering service

When the Group receives a deposit before the sale and slaughtering activity commences this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the sale exceeds the amount of the deposit. The amount of the deposit is negotiated on a case by case basis with customers.

### Sale of tinplate products

When the Group receives a deposit before the sale activity commences this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the sale exceeds the amount of the deposit. The amount of the deposit is negotiated on a case by case basis with customers.

### Movements in contract liabilities

	2023 \$'000	2022 \$'000
Balance at 1 January	57,950	54,295
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	(57,950)	(54,295)
Increase in contract liabilities as a result of receiving deposits during the year	50,342	57,950
Balance at 31 December	50,342	57,950

As of the end of the reporting period, the ageing analysis of trade creditors, bills payable and trade balance due to an associate (which are included in trade and other payables) is as follows:

	2023 \$'000	2022 \$'000
Due within 1 month or on demand	477,833	243,311
Due after 1 month but within 3 months	23,703	59,914
Due after 3 months but within 1 year	—	18,706
	501,536	321,931

## 21 LOAN FROM A FELLOW SUBSIDIARY

As at 31 December 2023, the loan from a fellow subsidiary amounted to \$20,177,000 (2022: \$32,489,000) was unsecured, interest-bearing ranging from 2.8% to 3.0% (2022: 3.4%) per annum and repayable within one year. Loan from a fellow subsidiary amounted to \$169,363,000 (2022: \$50,599,000) was unsecured, interest-bearing at 2.9% (2022: 3.7%) per annum and repayable after more than one year.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 22 BANK LOANS

(a) The analysis of the repayment schedule of bank loans is as follows:

	2023 \$'000	2022 \$'000
Within one year or on demand	375,383	695,900
After 1 year but within 2 years	44,682	21,312
After 2 years but within 5 years	91,717	68,642
After 5 years	221,826	127,632
	358,225	217,586
	733,608	913,486

As at 31 December 2023, the fixed-rate bank loans amounted to \$463,608,000 (2022: \$263,486,000) were interest-bearing ranging from 2.3% to 3.8% (2022: 3.4% to 6.0%) per annum. Variable rate bank loans amounted to \$270,000,000 (2022: \$650,000,000) was unsecured and effective interest rate at 5.24% (2022: effective interest rate ranging from 2.21% to 4.99%) per annum.

(b) Assets pledged as security and covenants for bank loans

As at 31 December 2023, the bank loans were secured as follows:

	2023 \$'000	2022 \$'000
Bank loans		
— secured	380,942	214,507
— unsecured	352,666	698,979
	733,608	913,486

As at 31 December 2023, the Group's available banking facilities amounted to \$3,308,374,000 (2022: \$2,850,332,000), of which \$1,164,667,000 (2022: \$1,228,182,000) was utilised with drawdowns amounted to \$733,608,000 (2022: \$913,486,000). Certain portion of the banking facilities was secured by deposits (see note 18). The banking facilities include \$761,415,000 (2022: \$408,618,000) which were secured by mortgages over land and buildings with an aggregate carrying value of \$488,717,000 (2022: \$357,539,000). Part of the unsecured bank loans amounted to \$270,000,000 (31 December 2022: \$650,000,000) were provided in the facility agreements that the Company undertakes to the banks that it shall remain ultimately majority-owned (directly and/or indirectly) by Guangdong Holdings and remain majority-owned (directly and/or indirectly) by GDH. If the Company fails to perform any of its obligations under the facility agreements, then the lenders were entitled to request immediate repayment of these outstanding loans and all accrued interests.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 22 BANK LOANS (continued)

### (b) Assets pledged as security and covenants for bank loans (continued)

All of the Group's banking facilities are subject to the fulfilment of covenants relating to certain of the Group's balance sheet ratios, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants the drawn down facilities would become payable on demand. The Group regularly monitors its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in note 25(b). As at 31 December 2023, none of the covenants had been breached.

## 23 LEASE LIABILITIES

As at 31 December 2023, the lease liabilities were repayable as follows:

	2023 \$'000	2022 \$'000
Within 1 year or on demand	8,662	8,869
After 1 year but within 2 years	7,838	7,107
After 2 years but within 5 years	—	6,278
	<b>16,500</b>	22,254

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 24 CAPITAL AND RESERVES

### (a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

#### *The Company*

	Share capital \$'000	Special capital reserve \$'000	Retained profits \$'000	Total \$'000
<b>Balance at 1 January 2022</b>	459,651	107,440	739,540	1,306,631
<b>Changes in equity for 2022:</b>				
Total comprehensive income for the year	—	—	47,869	47,869
Dividends approved in respect of the previous year	—	—	(13,614)	(13,614)
Dividends declared in respect of the current year	—	—	(9,076)	(9,076)
<b>Balance at 31 December 2022 and 1 January 2023</b>	<b>459,651</b>	<b>107,440</b>	<b>764,719</b>	<b>1,331,810</b>
<b>Changes in equity for 2023:</b>				
Total comprehensive income for the year	—	—	5,975	5,975
Dividends approved in respect of the previous year	—	—	(18,152)	(18,152)
Dividends declared in respect of the current year	—	—	(9,076)	(9,076)
<b>Balance at 31 December 2023</b>	<b>459,651</b>	<b>107,440</b>	<b>743,466</b>	<b>1,310,557</b>

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 24 CAPITAL AND RESERVES (continued)

### (b) Share capital

	2023		2022	
	Number of shares '000	\$'000	Number of shares '000	\$'000
<b>Ordinary shares, issued and fully paid:</b>				
At 1 January and 31 December	<b>907,593</b>	<b>459,651</b>	907,593	459,651

In accordance with section 135 of the Hong Kong Companies Ordinance, the ordinary shares of the Company do not have a par value.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

### (c) Nature and purpose of reserves

#### (i) Revaluation reserve

The revaluation reserve has been set up and is dealt with in accordance with the accounting policy set out in note 1(i).

#### (ii) Special capital reserve

The special capital reserve was created under the capital reorganisation of the Company which was completed in 2005. The Company had given an undertaking to the High Court of Hong Kong in relation to the amount credited to such reserve to the effect that such reserve will not be treated as realised profits and will not be distributable unless and until certain conditions have been fulfilled.

#### (iii) Exchange reserve

The exchange 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 policy set out in note 1(w).

(iv) Other reserves represent statutory reserves of entities established in the PRC and reserves arising from business combination.

### (d) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost. The Group's capital comprises its equity.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with the advantages and security afforded by a sound capital position and makes adjustments to the capital structure in light of changes in economic conditions.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 24 CAPITAL AND RESERVES (continued)

### (d) Capital management (continued)

The Group monitors its capital structure on the basis of gearing ratio, calculated by dividing the net borrowings (being borrowings less pledged deposits and cash and cash equivalents) of the Group by total equity attributable to equity shareholders of the Company. It is the Group's strategy to keep the gearing ratio at a reasonable level. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or realise assets to reduce debt. At 31 December 2023 and 2022, the Group was in a net cash position, no gearing ratio was presented.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

	2023 \$'000	2022 \$'000
Borrowings	923,148	966,574
Less: Pledged deposit	(9,575)	(18,812)
Cash and cash equivalents	(1,035,928)	(1,211,631)
<b>Net cash</b>	<b>(122,355)</b>	<b>(233,869)</b>
<b>Equity attributable to equity shareholders of the Company</b>	<b>2,570,014</b>	<b>2,573,893</b>
<b>Gearing ratio</b>	<b>N/A</b>	<b>N/A</b>

## 25 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

### (a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade debtors. The Group's exposure to credit risk arising from pledged deposits, cash and cash equivalents, bills receivable and derivative financial assets is limited because the counterparties are major financial institutions in the PRC and Hong Kong, for which the Group considers to have low credit risk.

Other receivables, deposits and prepayments and amounts due from associates are reviewed regularly, for which the Group considers to have low credit risk.

The Group does not provide any guarantees which would expose the Group to credit risk.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 25 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

### (a) Credit risk (continued)

#### Trade debtors

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 4.1% (2022: 2.3%) and 17.9% (2022: 10.0%) of the total trade receivables was due from the Group's largest debtor and the five largest debtors respectively.

In respect of trade receivables relating to the tinplating business, deposits, prepayments and bills or letters of credit are normally obtained from customers. Credit evaluations are performed on all customers requiring credit over a certain amount. Trade receivables are usually due within 1 to 3 months from the date of billing or the date of receipt of goods by the customers. For the foodstuffs trading business and slaughtering business, the credit period usually ranges from 1 to 2 months. For the distribution of fresh and live foodstuffs business, the credit period is usually less than 1 month. Cash deposits or financial guarantees from other parties are required for certain customers. For the Group's property leasing business, rental is collected 1 month in advance and rental deposits are obtained from the tenants. In general, debtors of the Group with balances that are more than 1 month overdue are requested to settle all outstanding balances before any further credit is granted.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. Given the Group has not experienced any significant credit losses in the past and there are insurance contracts to cover the potential exposure to credit risk of certain customers in the tinplating business, the allowance for expected credit losses is insignificant.

The following table provides information about the Group's exposure to credit risk and ageing analysis of trade debtors as at 31 December 2023:

	Gross carrying amount	
	2023	2022
	\$'000	\$'000
Current (not past due)	336,726	373,891
Less than 1 month past due	8,086	5,795
More than 1 month but less than 3 months past due	1,655	3,255
More than 3 months but less than 12 months past due	4,375	—
Amounts past due	14,116	9,050
	350,842	382,941

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 25 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management. However, except for placing fixed deposits with major financial institutions, the individual operating entities require approval from the Company regarding short-term investment of cash surpluses, participation in supplier finance arrangements with banks and the raising of loans to cover expected cash demands. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient reserves of cash and cash equivalents and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table details the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group is required to pay.

	2023					Carrying amount at 31 December \$'000
	Contractual undiscounted cash outflow					
	Within 1 year or on demand \$'000	More than 1 year but less than 2 years \$'000	More than 2 years but less than 5 years \$'000	More than 5 years \$'000	Total \$'000	
Trade and other payables	892,628	—	—	—	892,628	892,628
Lease liabilities	9,273	7,925	—	—	17,198	16,500
Bank loans	390,048	56,778	121,917	265,547	834,290	733,608
Loan from a fellow subsidiary	25,646	4,912	181,675	—	212,233	189,540
Financial liability at amortised cost	—	15,000	—	—	15,000	14,299
	1,317,595	84,615	303,592	265,547	1,971,349	1,846,575

	2022					Carrying amount at 31 December \$'000
	Contractual undiscounted cash outflow					
	Within 1 year or on demand \$'000	More than 1 year but less than 2 years \$'000	More than 2 years but less than 5 years \$'000	More than 5 years \$'000	Total \$'000	
Trade and other payables	910,897	—	—	—	910,897	910,897
Lease liabilities	9,699	7,606	6,348	—	23,653	22,254
Bank loans	707,965	29,006	87,876	138,442	963,289	913,486
Loan from a fellow subsidiary	35,191	51,577	—	—	86,768	83,088
Financial liability at amortised cost	—	—	15,000	—	15,000	13,961
	1,663,752	88,189	109,224	138,442	1,999,607	1,943,686

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 25 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

### (c) Interest rate risk

The Group's exposure to the risk for changes in market interest rate relates primarily to the Group's debt obligations with a floating interest rate.

At 31 December 2023, it is estimated that a general increase of 100 (2022: 100) basis points or a general decrease of 10 (2022: 10) basis points in interest rates, with all other variables held constant, would have led to a decrease of approximately \$2,700,000 (2022: \$6,500,000) or an increase of approximately \$270,000 (2022: \$650,000) respectively in the Group's profit after taxation and retained profits.

The sensitivity analysis above indicates the exposure to cash flow interest rate risk arising from variable rate liabilities held by the Group at the end of the reporting period, the impact on the Group's profit after taxation (and retained profits) and other components of consolidated equity is estimated as an annualised impact on interest expense of such a change in interest rates. The analysis has been performed on the same basis for 2022.

### (d) Currency risk

The Group is exposed to currency risk primarily through purchases from overseas suppliers and export sales to overseas customers that are denominated in a currency other than the functional currency of the operations to which they relate. The currency giving rise to this risk is mainly the United States Dollars against Renminbi.

In respect of trade receivables and payables denominated in currencies other than the functional currency of the operations to which they relate, the Group ensures that the net exposure is kept to an acceptable level, by buying or selling foreign currencies at spot rates or entering into forward foreign exchange contracts where necessary to address short-term imbalances.

#### (i) Exposure to currency risk

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities (other than inter-company loans and current accounts) denominated in a currency other than the functional currency of the entity to which they relate.

	2023	
	United States Dollars '000	Renminbi '000
Trade and other receivables, deposits and prepayments	3,969	—
Cash and cash equivalents	5,783	349
Trade and other payables	(1,181)	(27)
Gross exposure arising from recognised assets and liabilities	8,571	322
Notional amounts of forward foreign exchange contracts	500	—
Net exposure arising from recognised assets and liabilities	9,071	322

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 25 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

### (d) Currency risk (continued)

#### (i) Exposure to currency risk (continued)

	2022	
	United States Dollars '000	Renminbi '000
Trade and other receivables, deposits and prepayments	15,476	59
Cash and cash equivalents	11,985	258
Trade and other payables	(16,329)	(15)
Gross exposure arising from recognised assets and liabilities	11,132	302

At 31 December 2023, the Group was also exposed to currency risk arising from intercompany current accounts amounting to US\$Nil (2022: US\$2,501,000 (equivalent to \$19,508,000)), HK\$140,000,000 (2022: HK\$1,309,000) and RMB61,000,000 (equivalent to \$67,314,000) (2022: RMB18,154,000 (equivalent to \$20,323,000)) which were not in the functional currency of the relevant companies.

Furthermore, at 31 December 2023, one forward foreign exchange contract of notional amounts US\$500,000 against Renminbi was entered into by the Group for hedging the currency risk of forecast transactions (2022: no forward foreign exchange contracts). Changes in the fair value of forward foreign exchange contracts are recognised in profit or loss and their net fair values at 31 December 2023 of \$7,000 (2022: \$Nil) were recognised as derivative financial instruments and included in trade and other receivables, deposits and prepayments (note 17).

#### (ii) Sensitivity analysis

The sensitivity analysis set out below indicates the instantaneous change in the Group's profit after taxation (and retained profits) and other components of consolidated equity that would have arisen if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant.

At 31 December 2023, it is estimated that if United States Dollars had weakened or strengthened by 3% (2022: 3%) against Renminbi with all other variables held constant, the Group's profit after taxation and retained profits would have been decreased or increased by \$778,000 (2022: \$775,000) respectively.

At 31 December 2023, it is estimated that if Renminbi had strengthened or weakened by 3% (2022: 3%) against Hong Kong Dollars with all other variables held constant, the Group's results and retained profits would have been decreased or increased by \$1,642,000 (2022: increased or decreased by \$1,122,000) respectively.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 25 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

### (d) Currency risk (continued)

#### (ii) Sensitivity analysis (continued)

The analysis is prepared under the assumption that, the pegged rate between Hong Kong Dollars and United States Dollars would be materially unaffected by any changes in movement in value of United States Dollars against other currencies. That is, for entities with Hong Kong Dollars as their functional currency, United States Dollars denominated assets and liabilities are assumed to have no currency risk exposure.

Results of the analysis as presented above represent an aggregation of the instantaneous effects on each of the Group entities' profit after taxation and equity measured in the respective functional currencies, translated into Hong Kong Dollars at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to remeasure those financial instruments held by the Group which expose the Group to currency risk at the end of the reporting period, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis has been performed on the same basis for 2022.

### (e) Fair value measurement

#### (i) Financial instruments measured at fair value

##### *Fair value hierarchy*

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 25 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

### (e) Fair value measurement (continued)

#### (i) Financial instruments measured at fair value (continued)

##### Fair value hierarchy (continued)

Valuation reports on fair value measurement of financial instruments are prepared by the financial institutions. The chief financial officer has discussions with these financial institutions about the valuation assumptions and valuations results when the valuations are performed at each interim and annual reporting date.

	Fair value at 31 December 2023 \$'000	Fair value measurements as at 31 December 2023 categorised into		
		Level 1 \$'000	Level 2 \$'000	Level 3 \$'000
<b>Recurring fair value measurements:</b>				
Asset:				
Forward foreign exchange contract (note 17)	7	—	7	—
Liability:				
Derivate financial instruments (note 20)	691	—	—	691
	Fair value at 31 December 2022 \$'000	Fair value measurements as at 31 December 2022 categorised into		
		Level 1 \$'000	Level 2 \$'000	Level 3 \$'000
<b>Recurring fair value measurements:</b>				
Liability:				
Derivate financial instruments (note 20)	614	—	—	614

During the years ended 31 December 2023 and 2022, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between the levels of fair value hierarchy as at the end of the reporting period in which they occur.

##### Valuation techniques and inputs used in Level 2 fair value measurements

The fair value of forward foreign exchange contracts in Level 2 is determined by discounting the contractual forward price and deducting the current spot rate. The discount rate used is derived from the relevant yield curve as at the end of the reporting period plus an adequate constant credit spread.

##### Valuation techniques and inputs used in Level 3 fair value measurements

The fair value of derivate financial instruments in Level 3 is determined by using binomial option pricing model.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 25 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

### (e) Fair value measurement (continued)

#### (ii) Fair values of financial instruments carried at other than fair value

The carrying amounts of the Group's financial instruments carried at amortised cost are not materially different from their fair values as at 31 December 2023 and 2022.

## 26 COMMITMENTS

Capital commitments outstanding at 31 December 2023 not provided for in the financial statements were as follows:

	2023 \$'000	2022 \$'000
Contracted for	8,692	212,486
Authorised but not contracted for	28,444	107,718
	<b>37,136</b>	320,204

The capital commitments outstanding at 31 December 2023 mainly are related to the renovation of production equipment of tinplating business.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 27 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions.

### (a) Transactions with related parties

The Group had the following transactions with the related parties during the year which the directors consider to be material:

	Note	2023 \$'000	2022 \$'000
Sales of goods to related companies	(i)	—	164,486
Commission payable/paid to a related company	(i), (ii)	—	997
Commission receivable/received from associates	(iii)	17,086	4,640
Interest expense payable/paid to a fellow subsidiary	(iv)	4,774	3,364
Purchases of goods from associates	(v)	188,172	43,168
Purchases of goods from related companies including transport services fee payable/paid	(i)	—	113,771
Purchases of electricity from a fellow subsidiary	(vi)	39,550	43,513
Interest expenses paid/payable to a related party	(vii)	353	—

Notes:

- (i) Related companies refer to the former non-controlling shareholder of GDH Zhongyue Qinhuangdao, POSCO Holdings Inc. and its subsidiaries.
- (ii) This represents commission in respect of export distribution services provided by the former non-controlling shareholder of GDH Zhongyue Qinhuangdao, POSCO-China Holding Corporation.
- (iii) This represents commission earned for services rendered to associates in respect of distribution of fresh and live foodstuffs.
- (iv) This represents interest expense on loan from a fellow subsidiary.
- (v) This represents purchases of goods from associates in respect of trading of fresh and live foodstuffs.
- (vi) This represents purchases of electricity from a fellow subsidiary in respect of production of tinplates and related products.
- (vii) The represented interest expenses on amount due to a minority shareholder.
- (viii) Balances with related parties at 31 December and their settlement terms are disclosed in notes 17 and 20 in the financial statements.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 27 MATERIAL RELATED PARTY TRANSACTIONS (continued)

### (b) Applicability of the Listing Rules relating to connected transactions

The related party transactions that in respect of purchases of electricity from a fellow subsidiary above constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are set out in “Transactions Disclosed in Accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” section of the annual report on page 117. The related party transactions in respect of distribution and trading of fresh and live foodstuffs with associates and loans to an associate do not fall under the definition of connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

### (c) Transactions with other state-controlled entities in the PRC

The Group is a state-controlled entity and operates in an economic regime currently dominated by entities directly or indirectly controlled by the PRC government (“State-controlled Entities”) through its government authorities, agencies, affiliations and other organisations.

Other than those transactions disclosed elsewhere in these financial statements, the Group also conducts business activities with other State-controlled Entities which include but are not limited to the following:

- Sales and purchase of goods and ancillary materials;
- Rendering and receiving services;
- Lease of assets; and
- Purchase of property, plant and equipment.

These transactions are conducted in the ordinary course of the Group’s business on terms comparable to those with other entities that are not state-controlled. The Group has established its buying, pricing strategy and approval process for purchases and sales of products and services. Such buying, pricing strategy and approval processes do not depend on whether the counterparties are state-controlled or not.

Having considered the potential transactions impacted by related party relationships, the Group’s pricing strategy, buying and approval process, and what information would be necessary for an understanding of the potential effects of the transactions on the financial statements, the directors are of the opinion that there are no other transactions that require disclosure as related party transactions.

### (d) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company’s directors as disclosed in note 7 is as follows:

	2023 \$'000	2022 \$'000
Short-term employee benefits	10,059	8,103
Post-employment benefits	1,317	956
	11,376	9,059

Total remuneration is included in “staff costs” (see note 5(b)).

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 28 RETIREMENT BENEFITS SCHEME

The Group operates a Mandatory Provident Fund Scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees in Hong Kong under the jurisdiction of the Hong Kong Employment Ordinance. The assets of the MPF Scheme are held separately from those of the Group and administered by an independent trustee. Under the MPF Scheme, the Group and its employees are each required to make a contribution to the Scheme at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of \$30,000 (the “Cap”). The amounts in excess of the Cap are contributed to the MPF Scheme by both employers and employees as voluntary contributions. Mandatory contributions to the MPF Scheme are vested to the employees immediately. Any unvested balance from voluntary contributions is refunded to the Group.

In July 2023, the HKICPA published “Accounting implications of the abolition of the mandatory provident fund-long service payment offsetting mechanism in Hong Kong” that provides guidance on the accounting considerations relating to the offsetting mechanism and the abolition of the mechanism. The amendment has no material impact on the Group’s LSP liability with respect to employees that participate in the MPF Scheme.

Employees engaged by the Group outside Hong Kong are covered by the appropriate local defined contribution retirement schemes pursuant to the local labour rules and regulations.

For defined contribution pension plans with vesting conditions, any forfeited contributions by employers on behalf of employees who leave the scheme prior to vesting fully in such contributions are not used by the employer to reduce any future contributions.

The Group’s pension cost charged to the consolidated income statement for the year ended 31 December 2023 was \$24,269,000 (2022: \$22,940,000).

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 29 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

	Note	2023 \$'000	2022 \$'000
<b>Non-current assets</b>			
Property, plant and equipment		232	508
Investment properties		269,100	284,300
		269,332	284,808
Investments in subsidiaries		1,465,137	1,449,643
Investment in an associate		23,749	118,900
		1,758,218	1,853,351
<b>Current assets</b>			
Other receivables, deposits and prepayments		38,086	15,214
Loans to subsidiaries		93,493	113,600
Cash and cash equivalents		28,578	35,436
		160,157	164,250
<b>Current liabilities</b>			
Bank loan		270,000	650,000
Loan from a subsidiary		19,863	—
Other payables		34,497	35,791
		324,360	685,791
<b>Net current liabilities</b>			
		(164,203)	(521,541)
<b>Total assets less current liabilities</b>			
		1,594,015	1,331,810
<b>Non-current liability</b>			
Loan from a subsidiary		283,458	—
		283,458	—
<b>NET ASSETS</b>			
		1,310,557	1,331,810
<b>CAPITAL AND RESERVES</b>			
	24(a)		
Share capital		459,651	459,651
Reserves		850,906	872,159
<b>TOTAL EQUITY</b>			
		1,310,557	1,331,810

Approved and authorised for issue by the board of directors on 28 March 2024.

Chen Benguang  
Director

Chau Wang Kei  
Director

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 30 IMMEDIATE AND ULTIMATE HOLDING COMPANY

The directors consider the immediate and ultimate holding company at 31 December 2023 to be GDH Limited and Guangdong Holdings Limited respectively. GDH Limited is incorporated in Hong Kong and Guangdong Holdings Limited is established in the PRC. Guangdong Holdings Limited produces financial statements available for public use.

## 31 SUBSEQUENT EVENTS

After the end of the reporting period, the directors proposed a final dividend. Further details are disclosed in note 9(a).

## 32 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2023

Up to the date of issue of these financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2023 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

	<b>Effective for accounting periods beginning on or after</b>
Amendments to HKAS 1, <i>Presentation of financial statements: Classification of liabilities as current or non-current</i> ("2020 amendments")	1 January 2024
Amendments to HKAS 1, <i>Presentation of financial statements: Non-current liabilities with covenants</i> ("2022 amendments")	1 January 2024
Amendments to HKFRS 16, <i>Leases: Lease liability in a sale and leaseback</i>	1 January 2024
Amendments to HKAS 7, <i>Statement of cash flows</i> and HKFRS 7, <i>Financial Instruments: Disclosures: Supplier finance arrangements</i>	1 January 2024
Amendments to HKAS 21, <i>The effects of changes in foreign exchange rates: Lack of exchangeability</i>	1 January 2025

The Group is in the process of making an assessment of what the impact of these developments 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.

### **Amendments to HKAS 1, *Presentation of financial statements* (2020 and 2022 amendments)**

The 2020 and 2022 amendments impact the classification of a liability as current or non-current, and are to be applied retrospectively as a package.

The 2020 amendments primarily clarify the classification of a liability that can be settled in its own equity instruments. If the terms of a liability could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments and that conversion option is accounted for as an equity instrument, these terms do not affect the classification of the liability as current or non-current. Otherwise, the transfer of equity instruments would constitute settlement of the liability and impact classification.

The 2022 amendments specify that conditions with which an entity must comply after the reporting date do not affect the classification of a liability as current or non-current. However, the entity is required to disclose information about non-current liabilities subject to such conditions.

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 33 LIST OF PRINCIPAL SUBSIDIARIES

Particulars of the subsidiaries which principally affected the results, assets and liabilities of the Group at 31 December 2023 are as follows:

Name of subsidiary	Place of incorporation or establishment/ place of operations	Class of shares held	Particulars of issued and paid up capital/ registered capital	Proportion of nominal value of issued capital/ registered capital held by the Company	Proportion of issued capital/ a subsidiary	Principal activities
GDH Guangnan Hong Company Limited	Hong Kong	Ordinary	\$153,916,728	100%	—	Distribution and sales fresh and live foodstuffs
GDH Guangnan Live Pigs Trading Limited*	Hong Kong	Ordinary	\$12,000,000	—	51%	Distribution of live pigs
GDH Zhongyue Industrial Material Limited	Hong Kong	Ordinary Non-voting deferred	\$10 \$230,000,000	—	100%	Investment holding
GDH Zhongyue (Zhongshan) Tinplate Industry Co., Ltd. ^	The PRC	N/A	US\$84,252,800	—	100%	Production and sales of tinplate products and property leasing
GDH Zhongyue (Qinhuangdao) Tinplate Industrial Co., Ltd. ^	The PRC	N/A	US\$30,000,000	—	100%	Production and sales of tinplate products
GDH Guangnan Hong (Guangdong) Company Limited ^	The PRC	N/A	RMB100,000,000	—	100%	Sales of fresh and live foodstuffs
GDH Food (Foshan) Company Limited**	The PRC	N/A	RMB172,857,200	—	65%	Provision of slaughter business
Brilliant Food Products Limited*	Hong Kong	Ordinary	\$16,000,000	—	70%	Sales of fresh and live foodstuffs
GDH Food (Zhuhai) Company Limited ^	The PRC	N/A	RMB55,000,000	—	100%	Investment holding
GDH Dezhirun Food (Zhuhai) Company Limited** ^	The PRC	N/A	RMB60,000,000	—	66%	Investment holding
Zhuhai Runhehe Food Co., Ltd.** ^	The PRC	N/A	RMB100,000,000	—	66%	Provision of slaughter business
GDH Guanglong Food (Zhongshan) Company Limited** ^	The PRC	N/A	RMB8,600,000	—	66%	Provision of slaughter business
GDH Food (Guangzhou) Company Limited** ^	The PRC	N/A	RMB81,428,600	—	51%	Sales of fresh and live foodstuffs

\* an equity joint venture

^ companies not audited by KPMG

# Notes to the Financial Statements (continued)

(Expressed in Hong Kong dollars unless otherwise indicated)

## 34 DETAILS OF A JOINT VENTURE AND ASSOCIATES

The following list contains the particulars of a joint venture and associates, except for Hubei Jinxu Agriculture Development Co., Ltd., all of which are unlisted corporate entities whose quoted market price is not available:

Name of joint venture/associate	Place of establishment and operations	Nature	Class of shares held	Proportion of nominal value of issued capital/ registered capital held by the Company a subsidiary		Principal activities
GDH Shunkong (Foshan) Food Industry Investment Corporation (Limited Partnership)*	The PRC	Joint venture	N/A	—	10%	Investment holding (Note (i))
Yellow Dragon Food Industry Co., Ltd.* ("Yellow Dragon")	The PRC	Associate	N/A	40%	—	Liquidation in process (Note (ii))
Hubei Jinxu Agriculture Development Co., Ltd.* ("Hubei Jinxu")	The PRC	Associate	N/A	—	13.21%	Pig farming and sales of pigs and related activities (Note (iii))
GDF Baojin Agricultural Technology Co., Ltd.* ("Guangdong Baojin")	The PRC	Associate	N/A	—	34%	Pig farming and sales of pigs and related activities (Note (iv))

\* an equity joint venture

Notes:

- (i) GDH Shunkong (Foshan) Food Industry Investment Corporation (Limited Partnership) is formed to invest principally in non-listed corporations engaging in the areas of prefabricated dishes, fresh and live foodstuffs retailing, advanced food processing, agricultural, food and catering supply chain, and agricultural technologies.
- (ii) Yellow Dragon was engaged in the processing and sale of corn food and feed products, enabling the Group to have exposure to this industry through the expertise of the joint venture partner. As at 31 December 2023, Yellow Dragon is under liquidation.
- (iii) Hubei Jinxu is engaged in pig farming, sales of pigs and related activities in Guangdong and Hubei, enabling the Group to maintain stable and premium quality sources of live pigs for distribution to Hong Kong. Hubei Jinxu was listed at National Equities Exchange and Quotations.
- (iv) Guangdong Baojin is engaged in pig farming, sales of pigs and related activities in Guangdong, enabling the Group to maintain stable and premium quality sources of live pigs for distribution to Hong Kong.

# Transactions Disclosed in Accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

During the year, the Group had the following connected transactions which are required to be disclosed in the annual report in accordance with the disclosure requirements of the Listing Rules. The transactions described in A to B below (collectively the "Transactions") are continuing connected transactions subject to annual review requirements under Rules 14A.55 to 14A.59 of the Listing Rules and reporting requirements under Rules 14A.49 and 14A.71 of the Listing Rules.

Details of the Transactions during the year were as follows:

A. On 29 December 2022, GDH Zhongyue entered into the 2023 electricity transaction agreement with Zhongshan GDH Energy Services Co., Ltd. ("GDH Energy Service") in relation to the purchase of electricity by GDH Zhongyue (through the power grid operated by Guangdong Power Grid Company Limited) from GDH Energy Service for the period from 1 January 2023 to 30 June 2023.

On 28 April 2023, GDH Zhongyue and GDH Energy Service entered into the new electricity transaction agreement, pursuant to which the period was from 1 July 2023 and 31 December 2023.

For the year ended 31 December 2023, GDH Zhongyue purchased electricity from GDH Energy Service (through the power grid operated by Guangdong Power Grid Company Limited) for RMB35,598,000 ("Purchase of Electricity").

B. On 2 December 2020, the Company and GDH Finance Co., Ltd. ("GDH Finance") entered into the financial services agreement, of which GDH Finance provided certain financial services to the Group. For the year ended 31 December 2023, the Group has deposited at GDH Finance at the maximum daily balance (including interests) of RMB12,211,000 and has not used bills discounting services provided by GDH Finance.

The independent non-executive directors of the Company have reviewed the Transactions set out above and have unanimously confirmed that these Transactions were entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Board including the Independent Non-Executive Directors also confirmed that:

- (i) for the year ended 31 December 2023, the aggregate amount did not exceed the annual cap amount of RMB46,400,000 for the Purchase of Electricity as disclosed in the announcement dated 28 April 2023; and
- (ii) for the year ended 31 December 2023, the maximum daily balance (including interests) of the Group did not exceed the annual cap amount of RMB23,000,000 as disclosed in the announcement dated 2 December 2020; and the aggregate amount of the used bills discounting service did not exceed the annual cap amount of RMB23,000,000 as disclosed in the announcement dated 2 December 2020.

The Company's auditors were engaged to report on the Transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits and Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the HKICPA. The Company's auditors have issued their unqualified letter containing their findings and conclusions in respect of the Transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

Save as disclosed above, the Company does not have other disclosure obligations under Rule 13.21 of the Listing Rules.

# Investment Properties

## MAJOR PROPERTIES HELD FOR INVESTMENT

Location	Existing use	Group's interest	Category of the lease
29/F, Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong	Commercial	100%	Long
Land, buildings and structure of GDH Zhongyue (Zhongshan) Tinsplate Industry Co., Ltd., 25 Yanjiangdongyi Road, Torch Development Zone, Zhongshan, Guangdong Province, the PRC.	Industrial/Residential	100%	Medium

# Financial Summary

(Expressed in Hong Kong dollars)

## RESULTS

	For the year ended 31 December				
	2023 \$'000	2022 \$'000	2021 \$'000	2020 \$'000	2019 \$'000
Revenue	10,385,807	8,311,752	4,855,567	2,538,001	2,369,724
Profit from operations	278,222	277,034	155,302	66,878	76,192
Valuation (losses)/gains on investment properties	(3,472)	1,675	(1,098)	(16,800)	(10)
Finance costs	(26,324)	(19,195)	(704)	(2,831)	(116)
Share of profits less losses of a joint venture	(50)	—	—	—	—
Share of profits less losses of associates	(127,053)	(56,436)	(72,305)	60,580	(15,484)
Reversal of impairment loss/(impairment loss) on interest in an associate	23,764	—	—	(23,764)	—
Profit before taxation	145,087	203,078	81,195	84,063	60,582
Income tax	(52,310)	(50,042)	(9,666)	(11,171)	(6,415)
Profit for the year	92,777	153,036	71,529	72,892	54,167
<b>Attributable to:</b>					
Equity shareholders of the Company	65,924	135,673	54,062	69,899	54,213
Non-controlling interests	26,853	17,363	17,467	2,993	(46)
Profit for the year	92,777	153,036	71,529	72,892	54,167
Earnings per share					
Basic	7.3 cents	14.9 cents	6.0 cents	7.7 cents	6.0 cents
Diluted	7.3 cents	14.9 cents	6.0 cents	7.7 cents	6.0 cents
Dividend per share					
Interim	1.0 cent	1.0 cent	1.0 cent	1.0 cent	1.0 cent
Proposed final	2.0 cents	2.0 cents	1.5 cents	1.5 cents	3.0 cents

# Financial Summary (continued)

(Expressed in Hong Kong dollars)

## ASSETS AND LIABILITIES

	As at 31 December				
	2023 \$'000	2022 \$'000	2021 \$'000	2020 \$'000	2019 \$'000
Property, plant and equipment	<b>1,730,678</b>	1,581,249	1,233,481	620,345	592,018
Investment properties	<b>238,160</b>	272,878	286,875	450,265	457,300
	<b>1,968,838</b>	1,854,127	1,520,356	1,070,610	1,049,318
Goodwill	<b>85,904</b>	85,408	1,415	1,415	—
Interest in a joint venture	<b>10,986</b>	—	—	—	—
Interests in associates	<b>153,609</b>	261,210	353,908	279,209	231,906
Other non-current assets	<b>—</b>	—	—	—	2,328
Net current assets	<b>1,204,855</b>	962,005	1,162,769	1,471,485	1,330,898
Total assets less current liabilities	<b>3,424,192</b>	3,162,750	3,038,448	2,822,719	2,614,450
Non-current liabilities	<b>(628,547)</b>	(378,837)	(130,119)	(38,311)	(29,925)
Net assets	<b>2,795,645</b>	2,783,913	2,908,329	2,784,408	2,584,525
Share capital	<b>459,651</b>	459,651	459,651	459,651	459,651
Other reserves	<b>2,110,363</b>	2,114,242	2,219,573	2,118,346	1,978,933
Total equity attributable to equity shareholders of the Company	<b>2,570,014</b>	2,573,893	2,679,224	2,577,997	2,438,584
Non-controlling interests	<b>225,631</b>	210,020	229,105	206,411	145,941
Total equity	<b>2,795,645</b>	2,783,913	2,908,329	2,784,408	2,584,525



粵海廣南(集團)有限公司  
GDH GUANGNAN (HOLDINGS) LIMITED