



Jiu Rong Holdings Limited
久融控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code : 2358)

2023
ANNUAL REPORT



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CORPORATE INFORMATION

DIRECTORS

Executive Directors

Mr. Chen Yunxiang (appointed on 20 May 2023)
 Ms. Chen Shan (appointed on 20 May 2023)
 Mr. Siu Chi Ming (resigned on 30 June 2023)
 Mr. Zhao Jianhua (resigned on 20 May 2023)

Independent Non-executive Directors

Mr. Chen Zheng
 Mr. Wong Chi Kin (appointed on 24 August 2023)
 Mr. Hua Nengdong (appointed on 24 August 2023)
 Mr. Wang Ning (resigned on 28 June 2023)
 Mr. Yuan Qian Fei (resigned on 28 June 2023)

AUDIT COMMITTEE

Mr. Wong Chi Kin (*Chairman*)
 (appointed on 24 August 2023)
 Mr. Chen Zheng
 Mr. Hua Nengdong (appointed on 24 August 2023)
 Mr. Yuan Qian Fei (resigned on 28 June 2023)
 Mr. Wang Ning (resigned on 28 June 2023)

NOMINATION COMMITTEE

Mr. Hua Nengdong (*Chairman*)
 (appointed on 24 August 2023)
 Mr. Chen Zheng
 Mr. Wong Chi Kin (appointed on 24 August 2023)
 Mr. Wang Ning (resigned on 28 June 2023)
 Mr. Yuan Qian Fei (resigned on 28 June 2023)

REMUNERATION COMMITTEE

Mr. Chen Zheng (*Chairman*)
 Mr. Wong Chi Kin (appointed on 24 August 2023)
 Mr. Hua Nengdong (appointed on 24 August 2023)
 Mr. Wang Ning (resigned on 28 June 2023)
 Mr. Yuan Qian Fei (resigned on 28 June 2023)
 Mr. Siu Chi Ming (resigned on 30 June 2023)

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Flat 8, 49/F.
 Office Tower
 Convention Plaza
 1 Harbour Road
 Wanchai
 Hong Kong

COMPANY SECRETARY

Mr. Koon Wai Hung
 (appointed on 25 July 2023)
 Mr. Siu Chi Ming (resigned on 30 June 2023)

AUTHORISED REPRESENTATIVES

(for the purposes of the listing rules, to accept service of process and notices under Part XI of the Hong Kong Companies Ordinance)

Mr. Chen Yunxiang (appointed on 20 May 2023)
 Mr. Koon Wai Hung (appointed on 25 July 2023)
 Mr. Siu Chi Ming (resigned on 30 June 2023)
 Mr. Zhao Jianhua (resigned on 20 May 2023)

AUDITOR

ZHONGHUI ANDA CPA Limited
 Certified Public Accountants
 Registered Public Interest Entity Auditors
 23/F, Tower 2
 Enterprise Square Five
 38 Wang Chiu Road
 Kowloon Bay
 Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
 Rooms 1712-16, 17th Floor
 Hopewell Centre
 183 Queen's Road East
 Wanchai
 Hong Kong

PRINCIPAL BANKERS

China Everbright Bank Company Limited

STOCK CODE

The Stock Exchange of Hong Kong Limited: 2358

WEBSITE

<http://www.irasia.com/listco/hk/2358>
<http://www.jiurongkg.com>

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Overall Financial Results

The board (the “**Board**”) of directors (the “**Directors**”) of Jiu Rong Holdings Limited (the “**Company**”) is pleased to present this annual report and audited consolidated financial statements of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2023 (the “**Year**”) to the shareholders of the Company.

For the year ended 31 December 2023, the Group achieved turnover of approximately HK\$471,779,000, representing a decrease of approximately 44% from approximately HK\$837,897,000 in last corresponding year. The Group recorded gross profit of approximately HK\$61,739,000, representing a decrease of approximately 28% from approximately HK\$85,828,000 in last corresponding year. The Group achieved loss of approximately HK\$383,293,000. Basic loss per share of the Company was approximately HK7.00 cents while basic loss per share for the year ended 31 December 2022 was approximately HK1.65 cents. As at 31 December 2023, balance of cash and cash equivalents of the Group were approximately HK\$4,247,000 (2022: approximately HK\$95,970,000).

Turnover

For the Year under review, the Group recorded turnover of approximately HK\$471,779,000 which was mainly contributed by the Digital Video Business, the New Energy Vehicles Business, Cloud Ecological Big Data Business, Properties Investments, Properties Development and general trading.

In 2023, the Group’s business has six (2022: six) reporting segments.

Business Operations

(i) *Digital Video Business*

The Group through its wholly owned subsidiaries, Soyeya Jiu Rong Technology Co., Ltd.* (數源久融技術有限公司) (“**Soyea Jiu Rong**”) and Zhe Jiang Jiu Rong Intelligent Technology Limited* (浙江久融智能技術有限公司) (“**Jiu Rong Intelligent**”) carries out the research and development, manufacturing and sales of smart television and digital television (“**TV**”), high definition liquid crystal display TV and set-top box as well as provision of application of solutions regarding integration of tele-communication, TV and internet in the digital audio visual industry.

(ii) *New Energy Vehicles Business*

The Group through its wholly owned subsidiary, Jiu Rong New Energy Science and Technology Limited* (久融新能源科技有限公司) (“**Jiu Rong New Energy**”) carries out the construction, application and management of new energy vehicles and related products, charging facilities and intelligent management systems and processing services in relation to new energy vehicles spare parts.

* For identification purpose only

MANAGEMENT DISCUSSION AND ANALYSIS

(iii) *Cloud Ecological Big Data Business*

The Group through its wholly owned subsidiary, Hangzhou Yunqi Cloud Data Limited* (杭州云栖云数据有限公司) (“**Yunqi Cloud Data**”) carries out the application and management of cloud ecological big data.

(iv) *Properties Development*

The Group through its wholly owned subsidiary, Hangzhou Lu Yun Property Limited* (杭州绿云置业有限公司) (“**Lu Yun**”) carries out the properties development of big data industrial park in Hangzhou. It is expected that the park will establish a “Cloud Ecological System” to build a new generation of information technology (such as AR/VR, face recognition, digital maps, etc.) and communication technology, such as Internet of Things, big data, cloud computing, (such as 5G, LTE-V, NB-IOT, etc.) throughout the cloud industry park in all aspects, to create the country’s first all-intelligent perception, interoperability cloud ecological park. The Group completed (i) the acquisition of 46% equity interests of Heilongjiang Xin Luzhou Real Estate Development Limited* (黑龙江新绿洲房地产开发有限公司) (“**Xin Luzhou**”) in 2018, Xin Luzhou will be an associate of the Company to principally engage in the development of industrial park, commercial and residential properties in Limin Avenue, Limin Development Zone, Harbin, the PRC; and (ii) the formation of Wen Zhou Jing Du Guan Rong Technology Co., Limited* (温州市景都冠荣科技有限公司) (“**Jing Du Guan Rong**”) in 2022, Lu Yun is interested in 48% equity interests in Jing Du Guan Rong and Jing Du Guan Rong will be an associate of the Company to principally engaged in the industrial park and Properties Development business. In view of current PRC property market conditions, in the fourth quarter of 2023, Jing Du Guan Rong terminated the property development project and applied to the relevant government authorities to withdraw the land-use rights. Jing Du Guan Rong has provided an impairment loss in its management accounts during the year ended 31 December 2023. The Group recorded a share of loss in this associate and the Group’s carrying amount of the interest in Jing Du Guan Rong as at 31 December 2023 is HK\$Nil.

(v) *Properties Investments*

The Group through its wholly owned subsidiary, Lu Yun to conduct the properties investment for rental income from the big data industrial park in Hangzhou.

(vi) *General Trading*

General trading of commodities and goods.

* For identification purpose only

MANAGEMENT DISCUSSION AND ANALYSIS

Gross Profit Margin

During the Year under review, the gross profit margin increased from approximately 10.24% to 13.09%.

Expenses

During the Year under review, the Group adopted stringent cost controls on its operation. Management of the Group always believes that maintaining a high standard of cost control on expenses were for the benefits of the Group. Therefore, management regularly reviewed and updated controls and procedures to ensure that cost control objectives can be achieved.

Financial Position and Liquidity

As at 31 December 2023, the gearing ratio was 1.35 (2022: 1.30), which was measured on the basis of the Group's net debt divided by the capital plus net debt. The Group had net current liabilities as at 31 December 2023 and 2022.

For the Year under review, the Group used approximately HK\$1,156,000 (2022: generated approximately HK\$80,565,000) of cash in its operations. As at 31 December 2023, the Group had cash and cash equivalents of approximately HK\$4,247,000 (2022: approximately HK\$95,970,000).

As at 31 December 2023, surplus in shareholders' equity was approximately HK\$82,936,000 (2022: surplus in shareholders' equity of approximately HK\$475,554,000). Current assets of the Group amounted to approximately HK\$853,883,000 (2022: HK\$1,204,801,000).

As at 31 December 2023, the Group's net debts amounted to approximately HK\$2,107,091,000 (2022: net debts of approximately HK\$2,350,277,000). Trade and notes receivables decreased from approximately HK\$606,418,000 as at 31 December 2022 to approximately HK\$394,453,000 as at 31 December 2023.

During the Year under review, the Group provided an expected credit loss of approximately HK\$98,193,000 on trade receivables (2022: reversal of impairment loss of HK\$58,000), an expected credit loss on other receivables of HK\$51,168,000 (2022: Nil) and an impairment loss on property, plant and equipment of HK\$91,655,000 (2022: Nil).

Due to the revisions in the business plan and the performances of certain production facilities being less favourably than expected, an impairment loss on property, plant and equipment was incurred. The details of the inputs used, basis and assumptions for the impairment loss on property, plant and equipment were set out in note 18 to the Company's consolidated financial statements as included in this annual report.

MANAGEMENT DISCUSSION AND ANALYSIS

Geopolitical uncertainty impacted the global economy, and China's post-epidemic recovery in 2023 primarily remained structural, with insufficient recovery in consumption and manufacturing. This hindered the repayment ability, leading to increased defaults and delinquent repayments of the Group's creditors. The creditors of the Group are facing hurdles in resuming normal business operations due to rising credit risk and limited recoverability, hence, the impairment adjustments were made. The details of the Group's value of inputs used, basis and assumptions adopted in the valuation of the expected credit losses on trade receivables and other receivables were set out in notes 27 and 28 to the consolidated financial statements respectively.

The Group's impairment assessment policy on the loss allowances for expected credit losses was set out in note 4 to the consolidated financial statements. As at the date of this annual report, there are no subsequent changes to the valuation methods as referred to above following their adoption.

Pledged of Assets

As at 31 December 2023, the Group has pledged certain of its bank deposit of approximately HK\$40,975,000 (2022: HK\$29,262,000), properties held for sale of approximately HK\$68,163,000 (2022: HK\$81,010,000), investment properties of approximately HK\$654,071,000 (2022: HK\$714,440,000) and trade receivables of approximately HK\$13,537,000 (2022: HK\$25,888,000) to secure bank loans and its notes payables.

Significant Investments

During the Year under review, the Group did not have significant investment.

Capital Structure

During the Year under review, there was no change in the Company's capital structure.

Risk of Intense Competition

The Group's Digital Video Business faces intense competition and such competition puts downward pressure on the price of the products of the Digital Video Business. The Group's market position depends on the ability to estimate and manage competition, including the introduction of new or improved products and services, pricing strategies of competitors and preferences of customers. If the Group fails to maintain competitive price of similar products or services or provide distinctive products or services, it may lose its customers to competitors. Moreover, competition may cause reduction in price, gross profit margin and market share of the Group.

MANAGEMENT DISCUSSION AND ANALYSIS

Risk of Unstable Electricity Supply

The New Energy Vehicles Business relies on stable supplies of electricity to charge electric vehicles. In order to ensure the stable supply of electricity and lower the electricity cost, the charging session mainly scheduled from mid night to 4 a.m. whereas the social demand of electricity and electricity fee is at the lowest level.

Charging Safety

The most critical risk of the New Energy Vehicles Business is charging safety. The Group has implemented staff manual to guide the staff how to operate the charging piles and the charging piles will stop automatically when abnormal charging incidents happened so as to keep the high safety level.

Foreign Exchange and Currency Risks

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

Contingent Liabilities and Capital Commitments

The Group does not have any contingent liability in the Year under review (2022: Nil). The Group had capital commitment of approximately HK\$150,449,000 in the Year under review (2022: approximately HK\$148,699,000).

Event After the Reporting Period

The Group obtained loan facilities of approximately HK\$418,100,000 from an indirect shareholder of the Company in 2024. The loans obtained are secured by certain property, plant and equipment of the Group, with an annual interest rate of 6% per annum. The loan is repayable in 2025. Up to the date of these consolidated financial statements, approximately HK\$394,555,000 has been withdrawn by the Group.

Employees Benefit and Expenses

As at 31 December 2023, there were 395 employees (2022: 479 employees) in the Group. The total amount of employee remuneration incurred for the Year was approximately HK\$90,563,000 (2022: approximately HK\$64,551,000). The Group determines employees' remuneration by the work responsibilities, job performance and professional experience. The Group also provides employees on-job training from time to time to upgrade the knowledge, skills and overall calibre of its employees.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND OUTLOOK

The Group is principally engaged in (1) manufacturing and sales of smart television and digital television (“**TV**”), high definition liquid crystal display TV and set-top box as well as provision of application of solutions regarding integration of telecommunication, TV and internet in the digital video industry (“**Digital Video Business**”); (2) the construction, application and management of new energy vehicles and related products, charging facilities and intelligent management systems and processing services in relation to new energy vehicles spare parts (“**New Energy Vehicles Business**”); (3) the application and management of cloud ecological big data industry (“**Cloud Ecological Big Data Business**”); (4) properties development of big data industrial park commercial and residential properties (“**Properties Development**”); (5) properties investment for rental income from the big data industrial park (“**Properties Investments**”); and (6) general trading of commodities and goods (“**General Trading**”).

The year 2023 continued to present challenges for the Group. The aftermath of the COVID-19 pandemic combined with geopolitical tensions and military conflicts have exacerbated global inflation risks, weakened the global economy and slowed the pace of economic recovery in the mainland China. The Group incurred a loss of approximately HK\$383,293,000 for the year ended 31 December 2023 (2022: loss of approximately HK\$90,151,000).

The Group has recorded a decrease in turnover from the Digital Video Business to approximately HK\$229,223,000 for the year ended 31 December 2023 (2022: approximately HK\$551,613,000), representing a decrease of approximately 58.44% as compared with last year.

The New Energy Vehicles Business recorded turnover of approximately HK\$211,277,000 for the year ended 31 December 2023 (2022: approximately HK\$221,400,000), representing a decrease of approximately 4.57% as compared with last year. As at 31 December 2023, the Group was operating 102 electric vehicles charging stations in Hangzhou with 2,295 alternating current chargers of 40KW/H, 398 alternating current chargers of 7KW/H, 307 direct current chargers of 60KW/H, 1,320 direct current chargers of 120KW/H, 699 direct current chargers of 80KW/H and 423 direct current chargers of 100KW/H in operation. The Group was also operating 5 electric vehicles charging stations in Wuhan with 61 alternating current chargers of 7KW/H and 16 direct current chargers of 60KW/H in operation; 14 electric vehicles charging stations in Nanjing with 158 direct current chargers of 120KW/H, 32 direct current chargers of 7KW/H and 22 direct current chargers of 60KW/H; 1 electric vehicles charging station in Ningbo with 5 direct current chargers of 7KW/H and 2 direct current chargers of 60KW/H; and 1 electric vehicles charging station in Suzhou with 7 direct current chargers of 60KW/H. The Board is of the view that the PRC Government has emphasised on the use of new energy vehicles and reduction in carbon emissions with increase in support to the establishment of the new energy vehicles charging piles and its related operations and hence the New Energy Vehicles Business is with substantial growth potential. The Group will continue to invest in the New Energy Vehicles Business and further establish electric vehicles charging stations in Hangzhou and other provinces in the PRC to capture the electric vehicles charging market shares with the aim to be one of the largest new energy vehicles charging facilities operators in the PRC.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group recorded turnover of approximately HK\$2,799,000 for the year ended 31 December 2023 (2022: approximately HK\$36,456,000) from the Cloud Ecological Big Data Business, representing a decrease of approximately 92.32% as compared with last year.

The Group recorded turnover of approximately HK\$23,328,000 for the year ended 31 December 2023 (2022: approximately HK\$24,488,000) from the Properties Investment Business, representing a decrease of approximately 4.74% as compared with last year.

Geopolitical uncertainty, soaring costs and slowing demand posed significant headwinds to the businesses of the Group. Looking ahead, the operating environment is expected to remain difficult in the short term. The Director will continue to closely monitor the situation and take appropriate measures to navigate the challenges and to exercise prudent in cash flow management to safeguard the Group's assets and will continue to safeguard the Group's healthy operational environment to enable the Group to overcome this period of difficulty; and will continue to (1) closely evaluate the performance of the above mentioned businesses; (2) invest in the New Energy Vehicles Business and the Cloud Ecological Big Data Business; (3) actively explore new businesses or investments; (4) consider fund raising opportunities which can strengthen the financial position; and (5) focus on product quality and cost control and strictly control capital expenditure in order to continuously maintain the Group's competitiveness in order to enhance the value of the Group which will be in the interests of the Company and shareholders as a whole.

DIRECTORS AND SENIOR MANAGEMENT PROFILES

EXECUTIVE DIRECTORS

Mr. Chen Yunxiang, aged 51, was appointed as Executive Director on 20 May 2023. Mr. Chen graduated from the College of Adult Education, Zhejiang University with a degree in office automation and business computer. Mr. Chen has substantial experience in electronics industry and has a deep understanding of sales, marketing, network, conferences and exhibitions and the development of consumer electronics. Mr. Chen is the General Manager of the Smart Community Division of SOYEA Technology Co., Ltd. (stock code: 000909) ("**SOYEA Technology**") since April 2015.

Ms. Chen Shan, aged 40, was appointed as Executive Director on 20 May 2023. Ms. Chen graduated from the Zhejiang University of Finance and Economics with a diploma in accounting. Ms. Chen has substantial experience in accounting and finance. Ms. Chen is assistant to director of finance department of SOYEA Technology since May 2015 and promoted to deputy director of finance department since December 2021. In addition, Ms. Chen has served as a supervisor of Hangzhou East Software Park Co., Ltd. (NEEQ Listing Code: 832968) since 19 May 2023.

DIRECTORS AND SENIOR MANAGEMENT PROFILES

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chen Zheng, aged 64, was appointed as an independent non-executive director of the Company on 9 July 2019. He has extensive experience in investing business and corporate management. Mr. Chen was appointed as an executive director and the Chief Executive Officer of Global Digital Creations Holdings Limited ("**GDC**") (stock code: 8271) in February 2005, a company listed on the GEM of the Stock Exchange. He was re-designated as the Deputy Chairman and a non-executive director of GDC in December 2018. Besides, Mr. Chen was appointed as an executive director of Greater China Financial Holdings Limited ("**GCF**") (Stock Code: 431) in December 2021. He is also a director of certain subsidiaries and associates of GCF.

Mr. Chen is an engineer and senior economist. He holds a bachelor's degree in chemical engineering and a master's degree in business administration.

Mr. Wong Chi Kin, aged 50, was appointed as an independent non-executive director of the Company on 24 August 2023. Mr. Wong has over 28 years of solid accounting, banking and corporate finance experience gained from reputable commercial banks and leading investment banks (including ING Bank, UBS and Morgan Stanley).

Mr. Wong was appointed as deputy chief executive officer of Orient Victory Smart Urban Services Holding Limited ("**Orient Victory**"; formerly known as Orient Victory Travel Group Company Limited) (Stock Code: 265) in July 2023. During the period from October 2014 to October 2018, he was the chief financial officer of Orient Victory. Prior to joining Orient Victory, Mr. Wong held various management positions at China Qinfra Group Limited (Stock Code: 866), including (i) deputy chief financial officer (from April 2011 to September 2011); (ii) chief financial officer (from September 2011 to October 2014); and (iii) company secretary (from July 2011 to August 2014).

Besides, Mr. Wong was (i) appointed as an independent non-executive director of Tsui Wah Holdings Limited ("**Tsui Wah**") (Stock Code: 1314) in November 2012 and was re-designated to a non-executive director of Tsui Wah in November 2016; (ii) appointed as a non-executive director of Asiarray Media Group Limited (Stock Code: 1993) in March 2017, mainly responsible for strategic mergers and acquisitions as well as capital market transactions and retired from such position in June 2023; (iii) appointed as an independent non-executive director of Forgame Holdings Limited (Stock Code: 484) in May 2020; and (iv) appointed as an independent non-executive director of Modern Chinese Medicine Group Co., Ltd. (Stock Code: 1643) in April 2023.

For the period from July 2018 to July 2019, given Mr. Wong's professional background and his areas of expertise, he was appointed as the chairman of the independent board committee of Shenzhou Space Park Group Limited ("**Shenzhou Space**") whose shares were listed on the Stock Exchange (Former Stock Code: 692) and delisted in December 2019 under Rule 6.01A of the Listing Rules, and an independent non-executive director. Throughout his appointment in Shenzhou Space, Mr. Wong played crucial roles in delivering independent advice on listing resumption proposal and corporate governance issues as well as providing guidance in the investigation of certain transactions (For details, please refer to the announcement of Shenzhou Space dated 9 December 2019). For the period from November 2021 to February 2022, Mr. Wong was appointed a member of the independent investigation committee of Mayer Holdings Limited whose shares are listed on the Stock Exchange (Stock Code: 1116) and an independent non-executive director.

DIRECTORS AND SENIOR MANAGEMENT PROFILES

Mr. Wong obtained a Bachelor of Science (Honours) degree in Finance from the City University of Hong Kong in December 1996, a Certificate in Consecutive Interpretation in Putonghua/English from The School of Professional and Continuing Education of The University of Hong Kong in March 2001, a Master's degree in Practising Accounting from the Monash University, Australia in November 2001, and a Master of Business Administration degree (Executive MBA Programme) from The Chinese University of Hong Kong in December 2010 (Dean's list: 2009/2010).

Mr. Hua Nengdong, aged 59, was appointed as an independent non-executive director on 24 August 2023. Mr. Hua graduated from the Department of Electrical Engineering of Shanghai Electric Power University (formerly Shanghai Electric Power Institute). Mr. Hua has rich professional knowledge in the power industry, high professional quality and practical experience in power electronics, power automation and GCPC (Grid Information Physics Integration System). Main member who has participated in the introduction of key technologies and complete systems for many major projects of power grid construction. Mr. Hua served as vice president of Zhejiang Dahua Technology Co., Ltd. (A company listed on the Shenzhen Stock Exchange) from 2007 to 2010, and now serves as chairman of Zhejiang Xingwei Technology Co., Ltd. and director of Beijing Aerospace Scale Science and Technology Co., Ltd.

CHANGE IN INFORMATION OF DIRECTORS

The change in the information of the Directors of the Company since the publication of the 2022 annual report of the Company required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules is set out below:

Mr. Chen Zheng

Appointed as an executive director of Greater China Financial Holdings Limited ("**GCF**") (Stock Code: 431) in December 2021. He is also a director of certain subsidiaries and associates of GCF.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules. The updated biographical details of the Directors of the Company are set out in the preceding section headed "Directors and Senior Management Profiles".

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Board of the Company believes that corporate governance is essential to the success of the Company and has adopted various measures to ensure that a high standard of corporate governance is maintained to safeguard the interests of our shareholders, investors, customers and staff.

The Company has complied with the code provisions (the “**Code Provision(s)**”) of the Corporate Governance Code (the “**CG Code**”) as set out in Appendix C1 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange, except for certain deviations as specified and explained below with considered reasons for such deviations.

1. Under the Code Provision Part 2 C.2.1 of the CG Code, among others, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

During the Year and up to the date of this report hereof, the posts of chairman and chief executive were vacant. The Board will keep reviewing the current structure of the Board from time to time and should candidates with suitable knowledge, skill, and experience be identified, the Company will make appointments to fill the posts as and when appropriate.

2. Under the Code Provision Part 2 C.1.6 of the CG Code, the independent non-executive Directors and non-executive Directors should attend general meetings and develop a balanced understanding of the views of shareholders. Due to other business engagements, Mr. Chen Zheng, an independent non-executive Director did not attend the annual general meeting (“**AGM**”) held on 29 June 2023.

At the AGM, there were three executive Directors presented, comprised all remaining Directors, to enable the Board to develop a balanced understanding of the views of the shareholders of the Company.

3. Under the Code Provision Part 2 F.2.2 of the CG Code, the chairman of the Board should attend the AGM and also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. In their absence, he should invite another member of the committee or failing this his duly appointed delegate, to attend. These persons should be available to answer questions at the AGM.

Due to other business engagements, the chairman of the nomination committee at that time did not attend the AGM. On the day of the AGM, the positions of the chairman of the audit committee and the chairman of the nomination committee were temporarily vacant.

4. According to Code Provision Part 2 D.2.5 of the CG Code, the Group should have an internal audit function. However, considering the Group’s simple operating structure and the potential cost burden, an internal audit department has not been established at the time being. Instead, a team of staff members has been assigned to fulfill the internal audit function and ensure compliance with internal controls policies. The Executive Directors and the Chief Financial Officer will directly assume responsibility for the Group’s risk management and internal control systems.

The Board has taken remedial steps, actions and measures to make sure that the Company is in all aspects in strict compliance with the Listing Rules and the CG Code.

CORPORATE GOVERNANCE REPORT

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct for securities transactions and dealing (the “**Code of Conduct**”) by Directors on terms no less exacting than the required standard set out in Appendix C3 to the Listing Rules (the “**Model Code**”). The Company has made specific enquiry of all Directors as to whether they have complied with the required standard set out in the Model Code and the Code of Conduct during the year ended 31 December 2023.

All the Directors have confirmed that they have complied with the required standards set out in the Model Code and the Code of Conduct throughout the year ended 31 December 2023.

THE BOARD OF DIRECTORS

Composition of the Board

As at 31 December 2023 and up to the date of this report, the composition of the Board was:

Executive Directors:

Mr. Chen Yunxiang (appointed on 20 May 2023)

Ms. Chen Shan (appointed on 20 May 2023)

Mr. Siu Chi Ming (resigned on 30 June 2023)

Mr. Zhao Jianhua (resigned on 20 May 2023)

Independent non-executive Directors:

Mr. Chen Zheng

Mr. Wong Chi Kin (appointed on 24 August 2023)

Mr. Hua Nengdong (appointed on 24 August 2023)

Mr. Wang Ning (resigned on 28 June 2023)

Mr. Yuan Qian Fei (resigned on 28 June 2023)

To the best knowledge of the Company, there is no financial, business, family or other material/relevant relationships among members of the Board.

The list of Directors of the Company and their roles and functions is posted on the websites of the Company, <http://www.irasia.com/listco/hk/2358>, and the Stock Exchange. Detailed biographies outlining each director’s range of specialist experience and suitability for the successful long-term management of the Group can be found in the Section of “**Directors and Senior Management Profiles**” on pages 10 to 12 of this annual report.

CORPORATE GOVERNANCE REPORT

The Role of the Board

The Board formulates overall strategic plans and key policies of the Group, monitors its financial performance, maintains effective oversight over the management, risks assessment, controls over business operations and ensures good corporate governance and compliance with legal and regulatory requirements. The Board members are fully committed to their roles and have acted in good faith to maximise the shareholders' value in the long run, and have aligned the Group's goals and directions with the prevailing economic and market conditions. Daily operations and administration are delegated to the management.

The Board delegates day-to-day operations of the Group to executive Directors and senior management of the Company for different aspects of the business/functions, while reserving certain key matters in making strategic decision for its approval. When the Board delegates aspects of its senior management, it has given clear directions as to the powers of management, in particular, with respect to the circumstances where management shall report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.

Directors' Appointment, Re-election and Removal

Details of the service contracts of each Executive Directors and Independent Non-executive Directors are set out in the section headed "**Directors' Service Contracts**" on page 36 of the Directors' Report.

In accordance with the Company's articles of association (the "**Article(s)**"), (i) Directors appointed by the Board to fill a casual vacancy shall hold office until the next following AGM of the Company after appointment and be subject to re-election at such meeting; and (ii) one-third of the Directors for including Executive Directors and Independent Non-executive Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) are subject to retirement by rotation at every AGM.

Independent Non-executive Directors

In compliance with Rules 3.10(1) and 3.10A of the Listing Rules, the Company has three independent non-executive Directors representing half of the Board. Among the three independent non-executive Directors, Mr. Wong Chi Kin has appropriate professional qualification in accounting and related financial management expertise as required by Rules 3.10(2) of the Listing Rules. None of the independent non-executive Directors is related to one another.

The independent non-executive Directors are persons of high calibre; with academic and professional qualifications in the fields of accounting, corporate finance and business management. With their experience gained from senior positions held in other companies, they provide strong support towards the effective discharge of the duties and responsibilities of the Board. The independent non-executive Directors do not participate in the day-to-day management of the Company and do not involve themselves in business transactions or relationships with the Company, in order not to compromise their objectivity. In staying clear of any potential conflict of interest, the independent non-executive Directors remain in a position to fulfill their responsibility to provide check and balance to the Board of the Company.

Each of Mr. Chen Zheng, Mr. Wong Chi Kin and Mr. Hua Nengdong has entered into a service contract with the Company for a term of one year, subject to re-election by shareholders at the AGM of the Company at least once every three years by rotation. No Director has a service contract which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

CORPORATE GOVERNANCE REPORT

Confirmation of Independence

The Company has received the annual confirmation of independence from all existing independent non-executive Directors in accordance with Rule 3.13 of the Listing Rules.

Directors' Training

According to the Code Provision A.6.5 of the CG Code, all Directors should participate in a programme of continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. The Company should be responsible for arranging and funding training, placing an appropriate emphasis on the roles, functions and duties of the Directors of the Company.

Directors' training is an ongoing process. During the Year, Directors received regular updates on changes and development to the Group's business and to legislative and regulatory environments in which the Group operate. All Directors are encouraged to attend external forum or training courses on relevant topics when count towards continuous professional development training. The Directors also disclose to the Company their interests as Directors or other offices in other public companies in a timely manner and provide updates to the Company on any subsequent changes.

The record of the trainings of the Directors, on a named basis, is set out as below:

	Reading articles, newspapers, journal and/or updates	Attending trainings and/or seminars
Executive Directors		
Mr. Chen Yunxiang (appointed on 20 May 2023)	✓	✓
Ms. Chen Shan (appointed on 20 May 2023)	✓	✓
Mr. Siu Chi Ming (resigned on 30 June 2023)	✓	
Mr. Zhao Jianhua (resigned on 20 May 2023)	✓	
Independent Non-executive Directors		
Mr. Chen Zheng	✓	
Mr. Wong Chi Kin (appointed on 24 August 2023)	✓	
Mr. Hua Nengdong (appointed on 24 August 2023)	✓	
Mr. Wang Ning (resigned on 28 June 2023)	✓	
Mr. Yuan Qian Fei (resigned on 28 June 2023)	✓	

Board Meetings and Board Practices

The Board holds at least four meetings a year. The Board conducts meeting on a regular basis and on an ad hoc basis, as required by business needs. All Directors are invited to attend the Board meetings in person or by telephone conference.

CORPORATE GOVERNANCE REPORT

Sufficient notices for regular Board meetings and notice of reasonable notice for non-regular Board meetings were given to all Directors so as to ensure that each of them had an opportunity to attend the meetings. Board papers will be given to the Board before the date of the Board meeting by the Company Secretary.

If a substantial shareholder or a Director has a conflict of interest in a matter, the matter will be dealt by a physical Board meeting rather than a written resolution.

BOARD DIVERSITY POLICY

The Company has adopted a board diversity policy which sets out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

The Company seeks to achieve Board diversity through the consideration of several factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

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

The Nomination Committee will review the board diversity policy from time to time to ensure its continued effectiveness. For the purpose of implementation of the board diversity policy, the following measurable objectives were adopted:

1. at least one-third of the members of the Board shall be independent non-executive Directors;
2. at least one of the members of the Board shall have obtained accounting or other professional qualifications; and
3. at least one member of the Board shall be of a different gender.

The Board has achieved the measurable objectives in the board diversity policy.

As at the date of this Annual Report, the Board comprises five Directors. Three of them are independent non-executive Directors, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

During the Year, the Board held totally twelve meetings and reviewed, inter alia, the performance and formulated business strategy of the Group; reviewed and approved the annual and interim results of the Group for the year ended 31 December 2022 and six months ended 30 June 2023 respectively; approved the appointment and resignation of executive directors, independent non-executive directors, company secretary and authorised representatives; approved the formation of joint venture, and proposed capital increase in joint venture.

CORPORATE GOVERNANCE REPORT

The attendance records for the Board meetings are set out below:

	Number of Board Meetings Attended	Attendance Rate
Executive Directors		
Mr. Chen Yunxiang (appointed on 20 May 2023)	10	100%
Ms. Chen Shan (appointed on 20 May 2023)	10	100%
Mr. Siu Chi Ming (resigned on 30 June 2023)	4	100%
Mr. Zhao Jianhua (resigned on 20 May 2023)	2	50%
Independent non-executive Directors		
Mr. Chen Zheng	7	88%
Mr. Wong Chi Kin (appointed on 24 August 2023)	3	100%
Mr. Hua Nengdong (appointed on 24 August 2023)	3	100%
Mr. Wang Ning (resigned on 28 June 2023)	2	100%
Mr. Yuan Qian Fei (resigned on 28 June 2023)	2	100%

Any Director wishing to do so in the furtherance of his or her duties, may take independent professional advice at the Company's expense. The Directors are encouraged to update their skills, knowledge and familiarity with the Group through their initial induction, ongoing participation at Board and committee meetings, and through meeting key members of management.

COMMITTEES OF THE BOARD

Audit Committee

The Company established an audit committee (the "**Audit Committee**") on 22 June 2004. On 25 April 2007, the Board adopted specific written terms of reference setting out the authority and duties of the Audit Committee, now published on the websites of the Company, <http://www.irasia.com/listco/hk/2358> and the Stock Exchange.

As at the date of this report, the Audit Committee comprised three members; all of them are independent non-executive Directors. The Audit Committee is chaired by Mr. Wong Chi Kin who possesses the accounting and related financial management expertise. The members of the Audit Committee were Mr. Chen Zheng and Mr. Hua Nengdong.

The Audit Committee acts as an important link between the Board and the Company's auditor in matters within the scope of the Group's audit. The duties of the Audit Committee are to review and discuss on the effectiveness of external audit and risk evaluation of the Company, as well as the Company's annual report and accounts, interim report and to provide advice and comments to the Board. The Audit Committee has reviewed the audited financial statements of the Group for the Year.

CORPORATE GOVERNANCE REPORT

The Audit Committee meets regularly with the management and the external auditor to discuss the accounting principles and practices adopted by the Group and financial reporting matters. During the Year, the Audit Committee held two meetings to review, among others, the audited financial statements for the year ended 31 December 2022 and the unaudited financial statements for the six months ended 30 June 2023 with the recommendations to the Board for approval; and had reviewed the accounting principles and policies adopted by the Group and its system of internal control.

The attendance records for the Audit Committee meetings are set out below:

	Number of Audit Committee Meetings Attended	Attendance Rate
Independent non-executive Directors		
Mr. Chen Zheng	2	100%
Mr. Wong Chi Kin	1	100%
Mr. Hua Nengdong	1	100%

Remuneration Committee

The Company established a remuneration committee (the “**Remuneration Committee**”) on 12 December 2005. On 25 April 2007, the Board adopted specific written terms of reference setting out the authority and duties of the Remuneration Committee, now published on the websites of the Company, <http://www.irasia.com/listco/hk/2358> and the Stock Exchange.

As at the date of this report, the Remuneration Committee comprises three members and is chaired by Mr. Chen Zheng (independent non-executive Director). The other members of the Remuneration Committee are Mr. Wong Chi Kin (independent non-executive Director), Mr. Hua Nengdong (independent non-executive Director) and Mr. Siu Chi Ming (executive Director). Accordingly, the Remuneration Committee comprises a majority of independent non-executive Directors.

The role of the Remuneration Committee is to make recommendations to the Board on the Group’s policy and structure for all remuneration of Directors and senior management, and on the establishment of a formal and transparent procedure for developing policy on such remuneration. The Remuneration Committee also reviews and approves the compensation arrangements relating to dismissal or removal of Directors to ensure that such arrangements are in accordance with the relevant contractual terms or are otherwise reasonable and appropriate.

During the Year, the Remuneration Committee held three meeting to review the remuneration packages of all the Directors and the senior management of the Group. No Director was involved in deciding his own remuneration at the meeting of the Remuneration Committee.

CORPORATE GOVERNANCE REPORT

The attendance records for the Remuneration Committee meeting are set out below:

	Number of Remuneration Committee Meetings Attended	Attendance Rate
Independent non-executive Directors		
Mr. Chen Zheng	3	100%
Mr. Wong Chi Kin	1	100%
Mr. Hua Nengdong	1	100%
Executive Directors		
Mr. Chen Yunxiang	1	100%
Ms. Chen Shan	1	100%

Nomination Committee

The Company established a nomination committee (the “**Nomination Committee**”) on 12 December 2005. On 25 April 2007, the Board adopted specific written terms of reference setting out the authority and duties of the Nomination Committee, now published on the websites of the Company, <http://www.irasia.com/listco/hk/2358> and the Stock Exchange.

As at the date of this report, the Nomination Committee comprises three members, all of them are independent non-executive Directors. The Nomination Committee is chaired by Mr. Hua Nengdong. The other members of the Nomination Committee are Mr. Chen Zheng and Mr. Wong Chi Kin.

The role of the Nomination Committee is to review the compositions of the Board, select, identify and recommend to the Board suitable candidates to be Directors, and assess the independence of the independent non-executive Directors.

CORPORATE GOVERNANCE REPORT

When making recommendations regarding the appointment of any proposed candidate to the Board or reappointment of any existing member(s) of the Board, the Nomination Committee shall consider a variety of factors including but not limited to the following in assessing the suitability of the proposed candidate:

- (a) reputation for integrity;
- (b) accomplishment, experience and reputation in the business and other relevant sectors relate to the Company and/or its subsidiaries;
- (c) commitment in respect of sufficient time and attention to the Company's business;
- (d) diversity in all aspects, including but not limited to gender, age, cultural/educational and professional background, skills, knowledge and experience;
- (e) the ability to assist and support management and make significant contributions to the Company's success;
- (f) compliance with the criteria of independence as prescribed under Rule 3.13 of the Listing Rules for the appointment of an independent non-executive Director; and
- (g) any other relevant factors as may be determined by the Nomination Committee or the Board from time to time.

During the Year under review, the Nomination Committee held two meetings to review the qualifications and the performance of the current Directors and the composition of the Board, assessed the independence of the independent non-executive Directors and recommended to the Board on relevant matters relating to the appointment of senior management.

CORPORATE GOVERNANCE REPORT

The attendance records for the Nomination Committee meetings are set out below:

	Number of Nomination Committee Meetings Attended	Attendance Rate
Independent non-executive Directors		
Mr. Chen Zheng	2	100%
Mr. Wong Chi Kin	n/a	n/a
Mr. Hua Nengdong	n/a	n/a

CORPORATE GOVERNANCE FUNCTIONS

The terms of reference on corporate governance functions was adopted by the Board on 27 December 2013. The Board is responsible for performing the following corporate governance duties with its written terms of reference:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (e) to review the Company's compliance with the "Corporate Governance Code" as set out in Appendix C1 of the Listing Rules and disclosure in this Corporate Governance Report.

CORPORATE GOVERNANCE REPORT

ACCOUNTABILITY AND AUDIT

Directors' Responsibility for the Financial Statements and Financial Reporting

The Company's financial statements for the Year have been reviewed by the Audit Committee. The Directors acknowledge their responsibility for preparing the accounts and presenting a balanced, clear and comprehensive assessment of the Company's performance, position and prospects. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

Auditor's Remuneration

For the year ended 31 December 2023, the remuneration paid/payable to ZHONGHUI ANDA CPA Limited, the auditor of the Company, is set as follows:

Services	HK\$'000
Audit Services	1,120
Non-audit services	
– Report on preliminary annual results announcement	100
– Report on preliminary interim results announcement	90
Total	1,310

Company Secretary

The Company Secretary, Mr. Koon Wai Hung ("**Mr. Koon**"), is responsible for facilitating the Board process, as well as the communications among the Board members, shareholders and management. Mr. Koon also prepares detailed minutes of each meeting. Board minutes would be sent to the Board for comments as soon as practicable. Mr. Koon reports directly to the Board. All Directors also have access to the advice and services of the Company Secretary to ensure that all applicable laws, rules and regulations are followed.

During the Year, Mr. Koon undertook over 15 hours of professional training to update his skills and knowledge.

Access to information

All Directors are kept informed major changes of the Group's business from time to time. They have unrestricted access to the advices from the Company Secretary who is responsible to provide the Board papers and related materials.

Minutes of Board Meeting and Board Committee meetings are kept by the Company Secretary and are open for inspection by any Director. The Directors including independent non-executive Directors may seek legal advices at the Company's expenses to discharge their duties.

CORPORATE GOVERNANCE REPORT

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group for the year ended 31 December 2023 which give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of the Group's consolidated financial performance and consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and in compliance with the disclosure requirements of the Hong Kong Companies Ordinance. The Directors are aware of a loss of approximately HK\$383,293,000 for the year ended 31 December 2023 and as at 31 December 2023, the Group had net current liabilities of approximately HK\$824,043,000. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

Having taken into account (i) the loan facilities of approximately HK\$418,100,000 was obtained from an indirect shareholder of the Company in year 2024, of which approximately HK\$394,555,000 has been withdrawn by the Group up to the date of these consolidated financial statements; (ii) the Group has undertaken the task of coordinating with an indirect shareholder of the Company a proposed plan to dispose certain assets pertaining to the Group's properties development and properties investment business, the sales proceeds of which are anticipated to be received in accordance with a timeline stipulated by the Group; (iii) the Group will negotiate with its bankers for the renewal of the loans when they fall due and obtain new banking facilities; and (iv) the estimated proceeds from the placing of shares (if any). Provided that the above measures are successfully implemented and the financial position of the Group is improved, the Directors believe that the Group will have sufficient working capital for its present requirements. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval.

The Audit Committee has reviewed the view of and assessment made by the management and based on the detailed plans of the Directors in addressing the going concern and liquidity issue of the Group, the Audit Committee agreed with the management's position concerning the going concern and liquidity issue.

The statement by the external auditor of the Company regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report in this annual report.

CORPORATE GOVERNANCE REPORT

THE MANAGEMENT'S POSITION, VIEW AND ASSESSMENT ON THE QUALIFIED OPINION IN RELATION TO THE TRADE RECEIVABLES AND OTHER RECEIVABLES

(1) Trade receivables

Despite our staff in Hangzhou office contacted the responsible officers for the Asia's division of Banco Nacional de Cuba through emails and our staff in Cuba office personally visited to Banco Nacional de Cuba for repayment on a monthly basis, yet, due to the shortage of the foreign currency and strict control of the usage of foreign currency by Cuba Government, the Group could only received Euro68,000 (2022: US\$10,000 and Euro26,000) from the Banco Nacional de Cuba in 2023.

The auditors and the Audit Committee have reviewed the Company's action plan and its implementation. While recognising the Company's proactive approach in contacting Banco Nacional de Cuba, they have also acknowledged the challenges posed by the ongoing Cuban crisis as a result of the shortage of foreign currency and strict control of the use of foreign currency by the Cuban Government. The auditors and the Audit Committee have considered the limitations faced by the Company in recovering the Trade Receivables within the given circumstances. They also noted, that despite the limited amount, the Company has successfully recovered approximately Euro68,000 in 2023. Therefore, upon assessment, they considered the Company's action plan to be effective.

Considering these factors holistically while taking into account the resolution of the audit issue with the trade receivables is contingent upon factors beyond the Company's control, the Company is reasonably satisfied that sufficient and appropriate actions have been taken to address the audit qualification.

Given the factual circumstances of the trade receivables remained unchanged, the Company considered the same set of alternative methods as disclosed in the announcement of the Company dated 16 June 2023 to address the audit modification. Having taken into account that (i) Banco Nacional de Cuba will continue to issue its confirmation on the outstanding amounts to the Group on a quarterly basis and the current president of Banco Nacional de Cuba undertake to repay its outstanding amounts; and (ii) Banco Nacional de Cuba will not be able to provide a repayment schedule due to the shortage of foreign currency and strict control of the use of foreign currency by the Cuba Government, auditors do agree with the Group that impairment is not an appropriate way and will not solve the audit issues and leads to other audit qualifications unless Banco Nacional de Cuba indicates that it will not settle the outstanding amounts.

The Group really wants to recover all outstanding amounts and remove the audit qualifications and try all its means to liaise with Banco Nacional de Cuba, yet, the current foreign currency shortage of Cuba is a political issue which is out of the Group's control. The Group really cannot provide a specific timeline to address the audit issue. Further announcement(s) will be issued by the Company as and when necessary if there are material developments of the auditors' qualified opinion in relation to the trade receivables.

CORPORATE GOVERNANCE REPORT

(2) Other receivables

Reference is made to the announcement of the Company dated 26 March 2024. As previously disclosed, the Company is committed to protect the interests of the Group and its shareholders and the management of the Company is taking viable actions to safeguard such interests. The Group will continue to closely monitor the development of the High Court Actions and will make further announcement(s) as and when appropriate in accordance with the Listing Rules to keep its shareholders and potential investors informed of any significant development in relation to the High Court Actions. The auditors requested for, among others, the legal documents pertaining to the High Court Actions, the underlying documents of the Advance and enquiries with the management in relation to nature and recoverability of the Advance and the status of the High Court Actions from time to time during the audit process as audit evidence in relation to the audit modification for the other receivables. However, it is noted that the auditors were still unable to obtain sufficient appropriate audit evidence to satisfy themselves as to the nature and recoverability of the Advance, which is highly dependent on the result of the ongoing High Court Actions. Hence, it is anticipated that the qualified opinion in relation to the above will be resolved upon conclusion of the High Court Actions.

IEWS OF THE AUDIT COMMITTEE

The Audit Committee had critically reviewed the qualified opinion, as well as the management's position, view and assessment concerning the qualified opinion in relation to the trade receivables and other receivables and measures taken by the Group to address the qualified opinion. The Audit Committee had discussions with the Company's auditor regarding the qualified opinion, and considered the auditor's rationale and understood its consideration in arriving its opinion. Further, the Audit Committee engaged in discussions with the Company's management. Upon reviewing the status of the trade receivables and other receivables abovementioned, the Audit Committee concurred with the management's position and view, particularly regarding judgments pertaining to the recoverability of these receivables and the limited actions the Company may take in light of the factual circumstances.

RISK MANAGEMENT AND INTERNAL CONTROL

According to Code Provision Part 2 D.2.5 of the CG Code, the Group should have an internal audit function. However, considering the Group's simple operating structure and the potential cost burden, an internal audit department has not been established at the time being. Instead, a team of staff members has been assigned to fulfill the internal audit function and ensure compliance with internal controls policies. The Executive Directors and the Chief Financial Officer will directly assume responsibility for the Group's risk management and internal control systems. Procedures have been designed for safeguarding assets against unauthorised use or disposition, ensuring the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensuring compliance with applicable laws, rules and regulations. The procedures provide reasonable but not absolute assurance against material errors, losses or fraud.

CORPORATE GOVERNANCE REPORT

The key procedures that the Board has established to provide effective internal control are as follows:

- The Company has established Internal Control Policies and Procedures Manual (the “**IC Manual**”) and has a checklist to ensure the compliance with the principles and the code provisions set out in the CG Code in Appendix C1 to the Listing Rules.
- Monthly management reporting system providing financial and operational performance indicators to the management and Directors with financial reporting procedures and time frame for result announcements have been established.
- Formal investment policy states the details of guidelines and procedures to be done for the proposed investment, for every proposed investment, a detailed list of documents is needed to provide to the managements and Directors.
- Management structure with defined roles, responsibilities and reporting lines are established. Delegated authorities are documented and communicated.
- Several responsible persons are assigned to handle different accounting procedures for every proposed investment.
- System and procedures to identify, measure, manage and control risks including liquidity, credit, regulatory and operational risks that may have an impact on the Group.

The Board through the Audit Committee had conducted an annual review on the risk management and internal control systems of the Group. The review covered material controls, including financial, operational and compliance controls and risk management functions of the Group. Appropriate measures have been put in place to manage the risks. No major issue was raised for improvement. The improvement of the systems of risk management and internal control is an ongoing process and the Board maintains a continuing commitment to strengthen the Group’s control environment and processes.

The Company formulated the inside information policy to provide employees with guidelines on reporting and disseminating inside information, confidentiality and compliance with restrictions on trading. The Company regularly reminds the Directors and employees about due compliance with all policies regarding the inside information.

The Group established the Whistleblowing and Whistleblower Protection Policy and Anti-Fraud, Corruption and Bribery Policy to uphold high standards of business integrity, honesty and transparency in all of its business dealings, the above policies has published on the Company’s website (<http://www.irasia.com/listco/hk/2358>).

CORPORATE GOVERNANCE REPORT

SHAREHOLDERS' RIGHT

Pursuant to Article 58, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself or themselves may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company. The requisition in writing should be sent to the Company's office at Flat 8, 49/F., Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong.

The same procedure also applies to any proposal to be tabled at shareholders' meetings for adoption. The Board will review shareholders' enquires on a regular basis. Specific enquiries and suggestions by shareholders can be sent in writing to the Board or the Company Secretary at the above address.

In case of shareholding enquires, shareholders should direct their enquiries to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, via its online holding enquiry at www.computershare.com/hk, or by email to hkinfo@computershare.com.hk or dial its hotline at (852) 2862-8555 or go in person at its public counter at Room 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

INVESTOR AND SHAREHOLDER RELATION

The Board recognises the importance of good communications with its shareholders and investors. A Shareholders' Communication Policy setting out the principles of the Company in relation to shareholders' communications, with the objectives of ensuring a transparent and timely communication with shareholders via various means, has been established.

The Company's AGM is a valuable forum for the Board to communicate directly with the shareholders and to answer questions shareholders may raise. Separate resolutions are proposed at general meetings for each substantial issue, including the re-election and election of individual Directors. The detailed procedures of conducting a poll are explained to shareholders at the commencement of the AGM, to ensure that shareholders are familiar with such procedures.

The Company's last AGM was held on Thursday, 29 June 2023 at 11:00 a.m. at Flat 8, 49/F., Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong. All the resolutions proposed at that meeting were approved by shareholders of the Company by poll. Details of the poll results are available on the websites of the Company, <http://www.irasia.com/listco/hk/2358>, and the Stock Exchange. Mr. Chen Yunxiang, Ms. Chen Shan and Mr. Siu Chi Ming attended the AGM held on Thursday, 29 June 2023. Due to other business engagements, Mr. Chen Zheng, an independent non-executive Director did not attend the AGM; the Company Secretary Mr. Siu Chi Ming also attended the AGM together with the external auditors, ZHONGHUI ANDA CPA Limited.

CORPORATE GOVERNANCE REPORT

A key element of effective communication with shareholders and investors is the prompt and timely dissemination of information in relation to the Group. The Company has announced its annual and interim results in a timely manner of the relevant periods in 2023, which fulfill the time limits as laid down in the Listing Rules.

The Directors are responsible for investor relations of the Company including holding meetings with equity research analysts, fund managers and institutional shareholders and investors. The market capitalisation of the Company as at 31 December 2023 was HK\$142,272,000 (issued share capital: 5,472,000,000 shares at closing market price: HK\$0.026 per share on 31 December 2023) and the public float of the Company was around 89%.

CONSTITUTIONAL DOCUMENTS

There was no change to the Memorandum and Articles of Association of the Company during the financial year 2023. A copy of the latest consolidated version of the Memorandum and Articles of Association of the Company is posted on the websites of the Company, <http://www.irasia.com/listco/hk/2358>, and the Stock Exchange.

CLARIFICATION REGARDING ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2023

Reference is made to the annual results announcement for the year ended 31 December 2023 (the “**Results Announcement**”) of Company dated 14 June 2024. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Results Announcement.

The Company noted an inadvertent clerical error in paragraph (2) under the section headed “BASIS FOR QUALIFIED OPINION” on page 30 which it was shown that the Advance was approved by Mr. Siu during his tenure with the Group. The Company wishes to clarify that the Advance was not approved by Mr. Siu and the relevant sentence shall be deleted. For the revised full text of such paragraph, please refer to pages 40 to 41 of this annual report.

On Behalf of the Board

Chen Yunxiang
Executive Director

Hong Kong
14 June 2024

DIRECTORS' REPORT

The Directors have pleasure in presenting their annual report and the audited consolidated financial statements of the Company for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in Note 20 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The Group's profit for the year and the state of affairs of the Company and of the Group at 31 December 2023 are set out in the consolidated financial statements on pages 47 to 127. The Directors do not recommend the payment of any dividend for the year ended 31 December 2023.

SUMMARY OF FINANCIAL INFORMATION

A summary of the published consolidated financial results and consolidated assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on page 128 of this annual report. The summary does not form part of the audited consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in Notes 18 to the consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of the Company's share capital and movements in the Company's share options during the year are set out in Notes 38 and 40 to the consolidated financial statements, respectively.

PUBLIC FLOAT

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

DIRECTORS' REPORT

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

As at 31 December 2023, so far as the Directors are aware, the following persons have interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly interested in 5% or more in the issued share capital of the Company, as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Name of substantial shareholder	Type of interests	Number of Shares	Percentage of interests
Alpha Century Assets Limited	Beneficial owner	600,000,000 (L)	10.96%
Ms. Wong Sin Fung (<i>Note 1</i>)	Interest of controlled corporation	600,000,000 (L)	10.96%
SOYEA Technology Co., Limited	Beneficial owner	546,466,000 (L)	9.99%

Notes:

1. The interest in 600,000,000 shares is deemed corporate interest through Alpha Century Assets Limited.
2. The letter "L" denotes a long position and "S" denotes a short position.

Save as disclosed above, so far as was known to the Directors or chief executive of the Company, no other person (other than a Director or chief executive of the Company) had any interest or short position 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 was, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

DIRECTORS' REPORT

SHARE OPTION SCHEME

The maximum number of unexercised share options currently permitted to be granted under the share option scheme ("**the Scheme**") is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5,000,000, within any 12-month period, are subject to shareholders' approval in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of the offer. The exercise period of the share options granted is determined by the directors, and commences after a certain vesting period and ends on a date which is not later than five years from the date of the offer of the share options or the expiry date of the Scheme, whichever is earlier.

The exercise price of the share options is determined by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; and (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

During the year, at 31 December 2023 and up to the date of approval of these financial statements, no share options have been granted under the Scheme (2022: Nil).

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles or the Companies Laws (2004 Revision) of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

DIRECTORS' REPORT

RESERVES

Details of movements in the reserves of the Company and of the Group during the year are set out in Note 39 to the consolidated financial statements and in the consolidated statement of changes in equity on page 50, respectively.

DISTRIBUTABLE RESERVES

Details of the distributable reserves of the Company as at 31 December 2023 are set out in note 39 to the financial statements.

DIVIDEND POLICY

The Company has adopted a dividend policy ("**Dividend Policy**"), pursuant to which the Company gives priority to distributing dividend in cash and shares its profits with its shareholders. The dividend payout ratio shall be determined or recommended, as appropriate, by the Board at its absolute discretion after considering the Company's financial results, prospects and other factors, and subject to:

- the Articles of Association of the Company;
- the applicable restrictions and requirements under the laws of the Cayman Islands;
- any banking or other funding covenants by which the Company is bound from time to time; and
- any investment, business development and operating needs of the Company.

RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group is an equal opportunity employer and does not discriminate on personal characteristics. Employees' handbook outlined terms and conditions of employment, expectations for employees' behavior and service delivery, employees' rights and benefits. We provide ongoing training and promotion opportunities to enhance employees' career progression.

The Group maintains good relationship with its customers and suppliers to meet its long-term business developments. The Group values the feedback from customers through regular communication and address their concerns in a timely manner. For suppliers, the Group assures their performance for delivering quality sustainable products and services.

During the year ended 31 December 2023, there is no circumstance of any event between the Group and its employees, customers and suppliers which will have a significant impact on the Group's business development.

DIRECTORS' REPORT

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the year ended 31 December 2023 is as follows:

	Percentage of the Group's total revenue	
	2023	2022
The largest customer	28%	33%
Top five largest customers	63%	80%

	Percentage of the Group's total purchase	
The largest supplier	25%	14%
Top five largest suppliers	46%	43%

At no time during the year have the Directors, their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest suppliers and customers.

RISK AND UNCERTAINTIES

The principal risks and uncertainties facing the Group in its operations are outlined as below. It is a non-exhaustive list and there may be other risks and uncertainties further to the key risk areas.

Principal Risks	Description	Key Mitigations
New Energy Vehicles Business's strategic risk	The risk of material adverse changes to the Group's New Energy Vehicles Business's performance, development prospects and/or ability to deliver its strategy, caused by changes in the business, economic, competitive, regulatory or political environment in which the Group operates.	Proactive monitoring of the New Energy Vehicles Business industry trends, competitors and innovations.

DIRECTORS' REPORT

Principal Risks	Description	Key Mitigations
Foreign currency risk	The Group's business mainly operates in the mainland China, accordingly, its revenue and transactions arising from its operations were generally settled in Renminbi. As the Group's reporting currency is Hong Kong dollars, any fluctuations in the value of Renminbi against Hong Kong dollars could affect the Group's performance.	Proactive monitoring of and preparation for global and local changes in regulations affecting the Group and responsive implementation of hedging arrangement to mitigate any significant foreign exchange risk when and if appropriate.
Credit risk	The risk that a counterparty will not settle an obligation in full value, either when due or at any time thereafter.	Default recovery procedures and credit risk management function as well as conduct credit checks on new customers.
Liquidity risk	The risk of being unable to settle obligations as they fall due whether relating to the Group's cash flow requirements and/or regulatory requirements.	Monitor the Group's liquidity requirements to ensure sufficient reserves of cash and adequate committed lines of funding from major financial institutions (when applicable).
Operational risk	The risk of material delay in the Group's project which may put burdens on billings, material and labour costs that adversely affects the Group's revenue and financial performance.	Implement budget control management and project planning to avoid design error or faulty contractual management or other defaults.
Legal and compliance risk	The risk of loss resulting from breach of or non-compliance with applicable laws, regulations or contractual obligations.	Consultation of expert legal advice sought and compliance reviews conducted on business activities and new initiatives when necessary.

DIRECTORS' REPORT

DIRECTORS

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

Executive Directors:

Mr. Chen Yunxiang (appointed on 20 May 2023)
Ms. Chen Shan (appointed on 20 May 2023)
Mr. Siu Chi Ming (resigned on 30 June 2023)
Mr. Zhao Jianhua (resigned on 20 May 2023)

Independent Non-executive Directors:

Mr. Chen Zheng
Mr. Wong Chi Kin (appointed on 24 August 2023)
Mr. Hua Nengdong (appointed on 24 August 2023)
Mr. Wang Ning (resigned on 28 June 2023)
Mr. Yuan Qian Fei (resigned on 28 June 2023)

Pursuant to Article 83(3), 84(1) and 84(2), Mr. Wong Chi Kin and Mr. Hua Nengdong shall retire from office at the forthcoming AGM of the Company. All of the above retiring Directors are eligible and will offer themselves for re-election at the forthcoming AGM of the Company.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 10 to 12 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Mr. Chen Yunxiang, an Executive Director, has entered into a service contract with a wholly owned subsidiary of the Company which shall continue to be effective unless terminated by three months' notice in writing served by either party on the other or payment in lieu. He is entitled to receive a director's basis salary of RMB450,000 per annum, which was determined with reference to market terms, qualifications and work experience of him, and a year-end bonus of 10% of the total annual salary, social insurance premiums (including pension, medical, unemployment, and work-related injury insurance) promulgated by the local government of the company for the current year; plus a discretionary year-end bonus to be determined by the Board from time to time.

Mr. Chen Zheng, an Independent Non-executive Director, has entered into a service contract with the Company on 9 July 2023 for a term of one year for an annual fee of HK\$120,000.

Mr. Wong Chi Kin, an Independent Non-executive Director, has entered into a service contract with the Company on 24 August 2023 for a term of one year for an annual fee of HK\$120,000.

Mr. Hua Nengdong, an Independent Non-executive Director, has entered into a service contract with the Company on 24 August 2023 for a term of one year for an annual fee of HK\$120,000.

Apart from the foregoing, none of the Directors has entered into any service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' REPORT

DIRECTORS' INTERESTS IN CONTRACTS

No Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party during or at the end of the year.

MANAGEMENT CONTRACTS

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

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

None of the Directors had any interest in a business which competes or may compete with the businesses of the Group during the year.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURE

As at 31 December 2023, none of the Directors and chief executive had or was deemed to have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Division 7 and 8 of Part XV of the SFO, as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the share option scheme disclosures in the paragraph headed "**Share Option Scheme**" above, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

CONTINUING CONNECTED TRANSACTIONS

Save as disclosed in Note 43 "Related Party Transactions" to the consolidated financial statements, there was no other connected transaction of the Group that need to be disclosed pursuant to Chapter 14A of the Listing Rules.

DIRECTORS' REPORT

CORPORATE GOVERNANCE

The Company is committed to adopt corporate governance practices. The Company's corporate governance principles and practices are set out in the Corporate Governance Report on pages 13 to 29 of this annual report.

ENVIRONMENTAL POLICY AND PERFORMANCE

As focused on New Energy Vehicles Business development, environmental conservation is always one of the Group's concerns. Although the Group does not establish a formal environmental policy, various measures have been implemented to encourage in compliance with environmental legislation and promote awareness towards environmental protection to the employees. It implements green office practices such as double-sided printing and copying, promoting using recycled paper and reducing energy consumption by switching off idle lightings and electrical appliances. The Group will review its environmental practices periodically and will consider implementing further eco-friendly measures and practices in the operation of the Group's businesses.

In accordance with Rule 13.91 of the Listing Rules, the Company will publish an Environmental, Social and Governance ("**ESG**") Report at the same time as the publication of the annual report in compliance with the provisions set out in the ESG Reporting Guide in Appendix 27 to the Listing Rules.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year ended 31 December 2023, there was no evidence of non-compliance with the relevant laws and regulations that have significant impacts on the Group as far as the Board is aware.

AUDIT COMMITTEE

The Company has an Audit Committee in compliance with Rule 3.21 of the Listing Rules for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal control system and providing advice and comments to the Board. The Audit Committee consists of three independent non-executive Directors of the Company.

The Audit Committee of the Company has reviewed the annual results of the Group for the Year including the accounting principles and practices adopted by the Company.

DIRECTORS' REPORT

AUDITOR

The consolidated financial statements for the year ended 31 December 2023 have been audited by ZHONGHUI ANDA CPA Limited who will retire and being eligible, offer themselves for re-appointment at the forthcoming AGM of the Company. A resolution will be submitted to the forthcoming AGM of the Company for the re-appointment of ZHONGHUI ANDA CPA Limited as the auditor of the Company.

On Behalf of the Board

Chen Yunxiang

Executive Director

Hong Kong

14 June 2024

INDEPENDENT AUDITOR'S REPORT



TO THE SHAREHOLDERS OF JIU RONG HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

QUALIFIED OPINION

We have audited the consolidated financial statements of Jiu Rong Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 47 to 127, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion section of our report, 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 (the “**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR QUALIFIED OPINION

(1) Trade receivables

We were unable to obtain sufficient appropriate audit evidence to satisfy ourselves as to the recoverability of the trade receivables of approximately USD5,196,000 and Euro15,389,000 (equivalent to approximately HK\$173,229,000 and HK\$170,190,000 as at 31 December 2023 and 2022 respectively). These trade receivables derived from the trading business of Soyeya Jiu Rong Technology Company Limited (“**Soyea Jiu Rong**”), an indirect wholly owned subsidiary of the Company) to Cuba. Soyeya Jiu Rong received letter of credits from customers with Banco Nacional de Cuba (a state-owned commercial bank which is nationalised by the Government of Cuba) who undertakes to settle the letters of credit at maturity. Due to the shortage of foreign currency and strict control of the use of foreign currency by the Cuba Government, Banco Nacional de Cuba is not able to settle the outstanding amounts when they fall due and without concrete repayment timetable. As a result, we were unable to obtain sufficient appropriate audit evidence to satisfy ourselves as to the recoverability of these trade receivables.

INDEPENDENT AUDITOR'S REPORT

There are no other satisfactory audit procedures that we could adopt to determine whether any allowance for non-recovery of the amount should be made in the consolidated financial statements. Any adjustment to this figure above might have a consequential effect on the consolidated financial performance for the year ended 31 December 2023 and 2022 and the consolidated financial position as at 31 December 2023 and 2022, and the related disclosures thereof in the consolidated financial statements.

(2) Other receivables

Reference is made to note 28(c) to the consolidated financial statements regarding the amounts due from a former director representing a payment in advance amounting to HK\$8,304,000 as at 31 December 2023 (the "**Advance**"). It is noted that the Company and a wholly-owned subsidiary of the Company have commenced High Court actions against Mr. Siu Chi Ming ("**Mr. Siu**"), a former executive director of the Company for, among others, certain purported remunerations paid to Mr. Siu (i.e. the Advance) (collectively, the "**High Court Actions**"). For further details of the High Court Actions, please refer to the announcement of the Company dated 26 March 2024.

We were unable to obtain sufficient appropriate audit evidence to satisfy ourselves as to the nature and recoverability of the Advance, which is highly dependent on the result of the ongoing High Court Actions, nor there are other satisfactory audit procedures that we could adopt to satisfy ourselves as to the nature and recoverability of the Advance. Any adjustment to this figure above might have a consequential effect on the consolidated financial performance for the year ended 31 December 2023, the consolidated financial position as at 31 December 2023, and the related disclosures thereof in the consolidated financial statements.

We conducted our audit in accordance with Hong Kong Standards on Auditing ("**HKSAs**") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We 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 qualified opinion.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to Note 2 to the consolidated financial statements which mentions that the Group incurred a loss of approximately HK\$383,293,000 for the year ended 31 December 2023 and as at 31 December 2023 the Group had net current liabilities of approximately HK\$824,043,000. These conditions, along with other matters as set forth in note 2 to the consolidated financial statement, indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Basis for Qualified Opinion section and the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

(i) Property, plant and equipment

Refer to Note 18 to the consolidated financial statements.

The Group tested the amount of property, plant and equipment for impairment. This impairment test is significant to our audit because the balance of property, plant and equipment of approximately HK\$400,218,000 as at 31 December 2023 and impairment loss of approximately HK\$91,655,000 for the year then ended are material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on assumptions and estimates.

Our audit procedures included, among others:

- Evaluating the Group's impairment assessment;
- Assessing the identification of the related cash generating units;
- Assessing the arithmetical accuracy of the value-in-use calculations;
- Comparing the actual cash flows with the cash flow projections;
- Assessing the reasonableness of the key assumptions (including revenue growth, profit margins, terminal growth rate and discount rates);
- Checking input data to supporting evidence.

We consider that the Group's impairment test for property, plant and equipment is supported by the available evidence.

INDEPENDENT AUDITOR'S REPORT

(ii) Investment properties

Refer to Note 19 to the consolidated financial statements.

The Group measured its investment properties at fair value with the changes in fair value recognised in the consolidated profit or loss. This fair value measurement is significant to our audit because the balance of investment properties of HK\$736,434,000 as at 31 December 2023 and the fair value change of approximately HK\$25,723,000 for the year then ended are material to the consolidated financial statements. In addition, the Group's fair value measurement involves application of judgement and is based on assumptions and estimates.

Our audit procedures included, among others:

- Assessing the competence, independence and integrity of the external valuer engaged by client;
- Obtaining the external valuation reports and meeting with the external valuer to discuss and challenge the valuation process, methodologies used and market evidence to support significant judgments and assumptions applied in the valuation model;
- Checking key assumptions and input data in the valuation model to supporting evidence;
- Checking arithmetical accuracy of the valuation model; and
- Assessing the disclosure of the fair value measurement in the consolidated financial statements.

We consider that the Group's fair value measurement for investment properties is supported by the available evidence.

INDEPENDENT AUDITOR'S REPORT

(iii) Investment in associates

Refer to Note 22 to the consolidated financial statements.

The Group tested the amount of investment in associates for impairment. This impairment test is significant to our audit because the balance of investment in associates of approximately HK\$196,563,000 as at 31 December 2023 is material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on estimates.

Our audit procedures included, among others:

- Evaluating the Group's impairment assessment;
- Assessing the competence, independence and integrity of the external valuer engaged by client;
- Obtaining the external valuation reports and meeting with the external valuer to discuss and challenge the valuation process, methodologies used and market evidence to support significant judgments and assumptions applied in the valuation model;
- Checking key assumptions and input data in the valuation model to supporting evidence; and
- Checking arithmetical accuracy of the valuation model.

We consider that the Group's impairment test for investment in associates is supported by the available evidence.

INDEPENDENT AUDITOR'S REPORT

OTHER INFORMATION

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

Our opinion on the consolidated financial statements does not cover the other information and we will 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. As described in the Basis for Qualified Opinion section above, we were unable to obtain sufficient appropriate evidence about the recoverability of trade receivables and other receivables. Accordingly, we are unable to conclude whether or not the other information is materially misstated with respect to this matter.

RESPONSIBILITIES OF 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 disclosure requirements of 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.

INDEPENDENT AUDITOR'S REPORT

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs 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.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at:

<https://www.hkicpa.org.hk/en/Standards-setting/Standards/Our-views/auditre>

This description forms part of our auditor's report.

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Li Shun Fai

Audit Engagement Director

Practising Certificate Number P05498

Hong Kong, 14 June 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
REVENUE	9	471,779	837,897
Cost of sales		(410,040)	(752,069)
Gross profit		61,739	85,828
Other income	10	39,496	25,518
Selling and distribution costs		(48,865)	(36,558)
Administrative expenses		(43,351)	(62,191)
Other operating expenses		(4,919)	(22,448)
Other gains and losses, net	11	(247,875)	(31,891)
Finance costs	12	(55,090)	(56,885)
Share of (loss)/profit of associates		(87,096)	14,526
LOSS BEFORE TAX		(385,961)	(84,101)
Income tax credit/(expense)	15	2,668	(6,050)
LOSS FOR THE YEAR	13	(383,293)	(90,151)
Other comprehensive expenses			
for the year, net of tax:			
Items that will not be reclassified to profit or loss:			
Fair value changes of equity investments at fair value through other comprehensive income		(539)	(630)
Items that may be reclassified to profit or loss:			
Share of associates' exchange differences on translating foreign operations		(7,828)	(14,398)
Exchange differences on translation of foreign operations		(958)	(19,196)
		(8,786)	(33,594)
OTHER COMPREHENSIVE EXPENSES FOR THE YEAR, NET OF TAX		(9,325)	(34,224)
TOTAL COMPREHENSIVE EXPENSES FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY		(392,618)	(124,375)
LOSS PER SHARE	16		
– Basic (HK cents)		(7.00)	(1.65)
– Diluted (HK cents)		(7.00)	(1.65)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
NON-CURRENT ASSETS			
Property, plant and equipment	18	400,218	551,431
Investment properties	19	736,434	784,004
Right-of-use assets	21	13,704	13,024
Investment in associates	22	196,563	291,413
Deferred tax assets	23	119	119
Equity investments at fair value through other comprehensive income	24	34,737	36,293
Prepayments, deposits and other receivables	28	–	75,141
		1,381,775	1,751,425
CURRENT ASSETS			
Inventories	25	22,008	22,627
Properties held for sale	26	81,698	81,010
Trade and notes receivables	27	394,453	606,418
Prepayments, deposits and other receivables	28	293,402	272,390
Investments at fair value through profit or loss	29	17,100	97,124
Pledged bank deposits	30	40,975	29,262
Cash and cash equivalents	31	4,247	95,970
		853,883	1,204,801
CURRENT LIABILITIES			
Trade and notes payables	32	1,221,696	1,400,346
Other payables and accruals	33	62,583	54,655
Lease liabilities	37	3,889	2,527
Contract liabilities	34	50,206	55,713
Bank and other loans	35	329,417	337,265
Deferred government grant	36	9,726	9,995
Tax payable		409	5,126
		1,677,926	1,865,627
NET CURRENT LIABILITIES		(824,043)	(660,826)
TOTAL ASSETS LESS CURRENT LIABILITIES		557,732	1,090,599

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
NON-CURRENT LIABILITIES			
Lease liabilities	37	10,843	11,423
Deferred government grant	36	35,982	46,884
Deferred tax liabilities	23	82,114	88,168
Bank and other loans	35	345,857	468,570
		474,796	615,045
NET ASSETS			
		82,936	475,554
EQUITY			
Issued capital	38	547,200	547,200
Reserves	39	(464,264)	(71,646)
TOTAL EQUITY			
		82,936	475,554

The consolidated financial statements on pages 47 to 127 were approved and authorised for issue by the board of directors on 14 June 2024 and are signed on its behalf by:

Approved by:

Chen Yunxiang
Director

Chen Shan
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

As at 31 December 2023

	Issued capital HK\$'000	Share premium* HK\$'000	Contributed surplus* HK\$'000	Statutory surplus reserve* HK\$'000	Foreign currency translation reserve* HK\$'000	Equity investment revaluation reserve* HK\$'000	Share-based payment reserve* HK\$'000	Accumulated losses* HK\$'000	Total HK\$'000
At 1 January 2022	547,200	179,968	4,990	13,597	15,891	(2,394)	27,359	(186,682)	599,929
Total comprehensive expenses for the year	-	-	-	-	(33,594)	(630)	-	(90,151)	(124,375)
Transfer to statutory surplus reserve	-	-	-	4,498	-	-	-	(4,498)	-
At 31 December 2022	547,200	179,968	4,990	18,095	(17,703)	(3,024)	27,359	(281,331)	475,554
At 1 January 2023	547,200	179,968	4,990	18,095	(17,703)	(3,024)	27,359	(281,331)	475,554
Total comprehensive expenses for the year	-	-	-	-	(8,786)	(539)	-	(383,293)	(392,618)
Transfer to statutory surplus reserve	-	-	-	1,552	-	-	-	(1,552)	-
At 31 December 2023	547,200	179,968	4,990	19,647	(26,489)	(3,563)	27,359	(666,176)	82,936

* These reserve accounts comprise the consolidated reserves in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2023

	2023 HK\$'000	2022 HK\$'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before tax	(385,961)	(84,101)
Adjustments for:		
Dividend income	–	(1,607)
Interest income from associates	(8,040)	(2,523)
Interest income from third parties	(5,497)	–
Finance costs	55,090	56,885
Share of loss/(profit) of associates	87,096	(14,526)
Bank interest income	(1,370)	(3,725)
Written off of property, plant and equipment	1,041	3,750
Written off of trade receivable	3,869	21,437
Written off of trade payable	(3,827)	–
Gain on disposal of property, plant and equipment	(616)	(214)
Depreciation of property, plant and equipment	66,258	66,980
Depreciation of right of use assets	3,174	2,231
Government grants	(10,220)	(11,002)
Gain on disposal of investments at fair value through profit or loss	(9,264)	(3,736)
Fair value (gain)/loss in investments at fair value through profit or loss	(9,600)	35,627
Expected credit loss on trade receivables	98,193	–
Expected credit loss on other receivables	51,168	–
Impairment loss on property, plant and equipment	91,655	–
Reversal of impairment on trade receivables	–	(58)
Fair value changes of investment properties	25,723	–
Reversal of impairment of inventories	(13)	(405)
	48,859	65,013
Change in inventories	(3)	11,540
Change in trade and notes receivables	95,705	57,268
Change in prepayments, deposits and other receivables	(6,254)	(201,566)
Change in trade and notes payables	(136,350)	135,328
Change in contract liabilities	(3,965)	18,682
Change in other payables and accruals	9,395	3,101
Change in properties held for sale	(2,972)	–
Cash generated from operations	4,415	89,366
Income tax paid	(5,571)	(8,801)
Net cash flows (used in)/generated from operating activities	(1,156)	80,565

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2023

	2023 HK\$'000	2022 HK\$'000
CASH FLOWS FROM INVESTING ACTIVITIES		
Dividend income received	–	1,607
Interest income received from associates	8,040	2,523
Interest income received from third parties	5,497	–
Purchase of property, plant and equipment	(23,456)	(55,447)
Purchase of investments at fair value through profit or loss	(13,148)	(238,220)
Capital injection for associates	–	(112,972)
Proceeds from disposal of property, plant and equipment	948	74
Government grant received	597	689
Proceeds from disposal of investments at fair value through profit or loss	109,938	238,131
Interest received	1,370	3,725
Increase in pledged bank deposits	(12,592)	(29,262)
Net cash flows generated from/(used in) investing activities	77,194	(189,152)
CASH FLOWS FROM FINANCING ACTIVITIES		
Bank loans raised	161,401	337,420
Other loans raised	5,415	247,138
Repayment of bank loans	(222,319)	(296,146)
Interest on bank and other loans paid	(54,019)	(52,748)
Repayment of other loans	(52,990)	(155,044)
Repayment of lease liabilities and lease interests	(4,116)	(2,662)
Net cash flows (used in)/generated from financing activities	(166,628)	77,958
NET DECREASE IN CASH AND CASH EQUIVALENTS		
Cash and cash equivalents at beginning of year	95,970	135,168
Net foreign exchange difference	(1,133)	(8,569)
Cash and cash equivalents at end of year	4,247	95,970
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
Cash and bank balances	4,247	95,970

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

1. GENERAL INFORMATION

Jiu Rong Holdings Limited (the “**Company**”) is a public limited liabilities company incorporated in the Cayman Islands. Its shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The address of its registered office is at Century Yard, Cricket Square, Hutchins Drive, P.O.Box 2681 GT, George Town, Grand Cayman, British West Indies. The address of its principal place of business is Flat 8, 49/F., Office Tower, Convention Plaza, 1 Harbour Road, Wan Chai, Hong Kong.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 20 to the consolidated financial statements.

The consolidated financial statements are presented in Hong Kong Dollars (“**HK\$**”), unless otherwise stated.

2. GOING CONCERN BASIS

The Group incurred a loss of approximately HK\$383,293,000 for the year ended 31 December 2023 and as at 31 December 2023, the Group had net current liabilities of approximately HK\$824,043,000. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group’s ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

Having taken into account (i) the loan facilities of approximately HK\$418,100,000 was obtained from an indirect shareholder of the Company in year 2024, of which approximately HK\$394,555,000 has been withdrawn by the Group up to the date of these consolidated financial statements; (ii) the Group has undertaken the task of coordinating with an indirect shareholder of the Company a proposed plan to dispose certain assets pertaining to the Group’s properties development and properties investment business, the sales proceeds of which are anticipated to be received in accordance with a timeline stipulated by the Group; (iii) the Group will negotiate with its bankers for the renewal of the loans when they fall due and obtain new banking facilities; and (iv) the estimated proceeds from the placing of shares (if any), the directors are satisfied that the Group will have sufficient working capital for its present requirements. The directors are therefore of the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group’s assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) that are relevant to its operations and effective for its accounting year beginning on 1 January 2023. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s consolidated financial statements and amounts reported for the current year and prior years.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

4. MATERIAL ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under the historical cost convention, as modified by investment properties, investments at fair value through profit or loss and equity investments at fair value through other comprehensive income which are carried at their fair values.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise its judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to these consolidated financial statements, are disclosed in note 5 to the consolidated financial statements.

The material accounting policies applied in the preparation of these consolidated financial statements are set out below.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICIES (continued)

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICIES (continued)

(b) Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible, including potential voting rights held by other entities, are considered when assessing whether the Group has significant influence. In assessing whether a potential voting right contributes to significant influence, the holder's intention and financial ability to exercise or convert that right is not considered.

Investment in an associate is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of acquisition over the Group's share of the net fair value of the associate's identifiable assets and liabilities is recorded as goodwill. The goodwill is included in the carrying amount of the investment and is tested for impairment together with the investment at the end of each reporting period when there is objective evidence that the investment is impaired. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

The Group's share of an associate's post-acquisition profits or losses is recognised in consolidated profit or loss, and its share of the post-acquisition movements in reserves is recognised in the consolidated reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

Unrealised profits on transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICIES (continued)

(c) Foreign currency translation

(i) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "**functional currency**"). The consolidated financial statements are presented in Hong Kong Dollars, which is the Company's presentation currency and functional currency.

(ii) *Transactions and balances in each entity's financial statements*

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICIES (continued)

(c) Foreign currency translation (continued)

(iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICIES (continued)

(d) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The estimated useful lives are as follows:

Plant and machinery	4-10 years
Motor vehicles	6 years
Office equipment	4-9 years

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

Construction in progress represents plant and machinery under construction and pending installation, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICIES (continued)

(e) Investment properties

Investment properties are land and/or buildings held to earn rentals and/or for capital appreciation. An investment property (including property that is being constructed or developed for future use as investment property) is measured initially at its cost including all direct costs attributable to the property.

After initial recognition, the investment property is stated at its fair value based on valuation by an external independent valuer. Gains or losses arising from changes in fair value of the investment property are recognised in profit or loss for the period in which they arise.

If a property held for sale becomes an investment property, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is recognised in profit or loss.

The gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in profit or loss.

(f) Leases

The Group as lessee

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The principal annual rates are as follows:

Land and buildings	14%-50%
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Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

Payments associated with short-term leases and leases of low-value assets are recognised as expenses in profit or loss on a straight-line basis over the lease terms. Short-term leases are leases with an initial lease term of 12 months or less. Low-value assets are assets of value below US\$5,000.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICIES (continued)

(f) Leases (continued)

The Group as lessor

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

(g) Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. Costs of properties include acquisition costs, prepaid land lease payments, construction costs, borrowing costs capitalised and other direct costs attributable to such properties. Net realisable value is determined by reference to sale proceeds received after the reporting period less selling expenses, or by estimates based on prevailing market condition.

(h) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICIES (continued)

(i) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

(j) Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets of the Group are classified under the following categories:

- Financial assets at amortised cost;
- Equity investments at fair value through other comprehensive income; and
- Investments at fair value through profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICIES (continued)

(j) Financial assets (continued)

(i) *Financial assets at amortised cost*

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

- the assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

(ii) *Equity investments at fair value through other comprehensive income*

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments that are not held for trading as at fair value through other comprehensive income.

Equity investments at fair value through other comprehensive income are subsequently measured at fair value with gains and losses arising from changes in fair values recognised in other comprehensive income and accumulated in the equity investment revaluation reserve. On derecognition of an investment, the cumulative gains or losses previously accumulated in the equity investment revaluation reserve are not reclassified to profit or loss.

Dividends on these investments are recognised in profit or loss, unless the dividends clearly represent a recovery of part of the cost of the investment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICIES (continued)

(j) Financial assets (continued)

(iii) *Investments at fair value through profit or loss*

Financial assets are classified under this category if they do not meet the conditions to be measured at amortised cost and the conditions of debt investments at fair value through other comprehensive income unless the Group designates an equity investment that is not held for trading as at fair value through other comprehensive income on initial recognition.

Investments at fair value through profit or loss are subsequently measured at fair value with any gains or losses arising from changes in fair values recognised in profit or loss. The fair value gains or losses recognised in profit or loss are net of any interest income and dividend income. Interest income and dividend income are recognised in profit or loss.

(k) Loss allowances for expected credit losses

The Group recognises loss allowances for expected credit losses on financial assets at amortised cost. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

At the end of each reporting period, the Group measures the loss allowance for a financial instrument at an amount equal to the expected credit losses that result from all possible default events over the expected life of that financial instrument ("**lifetime expected credit losses**") for trade receivables, or if the credit risk on that financial instrument has increased significantly since initial recognition.

If, at the end of the reporting period, the credit risk on a financial instrument (other than trade receivables) has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the portion of lifetime expected credit losses that represents the expected credit losses that result from default events on that financial instrument that are possible within 12 months after the reporting period.

The amount of expected credit losses or reversal to adjust the loss allowance at the end of the reporting period to the required amount is recognised in profit or loss as an impairment gain or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICIES (continued)

(l) Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which 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.

(m) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(n) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(o) Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(p) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICIES (continued)

(q) Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

(r) Other revenue

- (i) Interest income is recognised on a time-proportion basis using the effective interest method.
- (ii) Rental income is recognised on a straight-line basis over the lease term.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICIES (continued)

(s) Employee benefits

(i) *Employee leave entitlements*

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) *Pension obligations*

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

(iii) *Termination benefits*

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

(t) Share-based payments

The Group issues equity-settled share-based payments to certain directors, employees and consultants.

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICIES (continued)

(u) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

All other borrowing costs are recognised in the profit or loss in the period in which they are incurred.

(v) Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

Government grants that become receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Government grants relating to the purchase of assets are recorded as deferred income and recognised in profit or loss on a straight-line basis over the useful lives of the related assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICIES (continued)

(v) Government grants (continued)

Repayment of a grant related to income is applied first against any unamortised deferred income set up in respect of the grant. To the extent that the repayment exceeds any such deferred income, or where no deferred income exists, the repayment is recognised immediately in profit or loss. Repayment of a grant related to an asset is recorded by increasing the carrying amount of the asset or reducing the deferred income by the amount repayable. The cumulative additional depreciation that would have been recognised in profit or loss to date in the absence of the grant is recognised immediately in profit or loss.

(w) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICIES (continued)

(w) Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax for such investment properties are measured based on the expected manner as to how the properties will be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICIES (continued)

(x) Related parties

A related party is a person or entity that is related to the Group.

- (a) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Company or of a parent of the Company.
- (b) An entity is related to the Group (reporting entity) if any of the following conditions applies:
 - (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICIES (continued)

(y) 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 purpose of allocating resources to, and assessing the performance of the Group's various lines of business in different 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.

(z) Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets except deferred tax assets, investments, inventories and receivables to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. MATERIAL ACCOUNTING POLICIES (continued)

(z) Impairment of assets (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

(aa) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

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 is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

(ab) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements.

(a) *Going concern basis*

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon (i) the loan facilities of approximately HK\$418,100,000 obtained from an indirect shareholder of the Company in year 2024, of which approximately HK\$394,555,000 has been withdrawn by the Group up to the date of these consolidated financial statements; (ii) the Group has undertaken the task of coordinating with an indirect shareholder of the Company a proposed plan to dispose certain assets pertaining to the Group's properties development and properties investment business, the sales proceeds of which are anticipated to be received in accordance with a timeline stipulated by the Group; (iii) the Group will negotiate with its bankers for the renewal of the loans when they fall due and obtain new banking facilities; and (iv) the estimated proceeds from the placing of shares (if any), at a level of sufficient to finance the working capital requirements of the Company. Details are explained in note 2 to consolidated financial statements.

(b) *Deferred tax for investment properties*

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred tax for investment properties, the directors have rebutted the presumption that investment properties measured using the fair value model are recovered through sale.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(a) *Fair value of investment property*

The Group appointed an independent professional valuer to assess the fair value of the investment property. In determining the fair value, the valuer has utilised a method of valuation which involves certain estimates. The directors have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions. Changes to the estimates applied in valuation would result in changes in the fair value of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income.

(b) *Impairment of property, plant and equipment and right-of-use assets*

Property, plant and equipment and right-of-use assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is determined with reference to the present value of estimated future cash flows. Where the future cash flows are less than expected or there are unfavourable events and change in facts and circumstance which result in revision of future estimate cash flows, a material impairment loss may arise.

(c) *Impairment of properties held for sale*

Properties held for sale are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is determined with reference to the fair value less costs of disposal. Where the fair value less costs of disposal are less than expected or there are unfavourable events and change in facts and circumstance which result in revision of fair value less costs of disposal, a material impairment loss may arise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

Key sources of estimation uncertainty (continued)

(d) *Impairment of trade and notes receivables*

Impairment of trade and notes receivables is made based on an assessment of the recoverability of trade and notes receivables. The assessment of impairment of receivables involves the use of estimates and judgments. An estimate for doubtful debts is made when collection of the full amount is no longer probable, as supported by objective evidence using available contemporary and historical information to evaluate the exposure. Bad debts are written off as incurred. Where the actual outcome or expectation in the future is different from the original estimates, such differences will affect the carrying amount of trade and notes receivables and thus the impairment loss in the period in which such estimate is changed.

(e) *Impairment of investment in associates*

The Group assesses whether investment in associates have suffered any impairment in accordance with the accounting policy. The recoverable amount of investment in associates have been determined based on value in use calculations or market valuations. These calculations require the use of judgement and estimates, in particular of future revenue or cash flow. Management believes that any reasonable possible deviation from any of these assumptions would not cause the aggregate carrying amounts of investment in associates to exceed their recoverable amount.

(f) *Property, plant and equipment and depreciation*

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

6. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

During the reporting period, the capital structure of the Group consist of debt which includes interest-bearing loans and equity attributable to owners of the Company, comprising issued share capital and reserves. The Directors review the capital structure on a regular basis. As part of this review, the Directors consider the cost of capital and the associated risks, and take appropriate actions to adjust the Group's capital structure. The Group's overall strategy remains unchanged from prior periods.

7. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, interest rate risk, credit risk, liquidity risk and price risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

Certain transactions and monetary assets and liabilities of the Group are denominated in the United States dollars and Euro, which is different from the functional currency of a subsidiary of the Company, i.e. RMB, which exposes the Group's currency risk. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

At 31 December 2023, if the RMB had weakened 5% (2022: 5%) against USD with all other variables held constant, loss after tax for the year would have been HK\$4,159,000 higher (2022: HK\$4,160,000 higher), arising mainly as a result of the foreign exchange gain on trade and notes receivables denominated in USD. If the RMB had strengthened 5% (2022: 5%) against USD with all other variables held constant, loss after tax for the year would have been HK\$4,159,000 lower (2022: HK\$4,160,000 lower), arising mainly as a result of the foreign exchange loss on trade and notes receivables denominated in USD.

At 31 December 2023, if the RMB had weakened 5% (2022: 5%) against Euro with all other variables held constant, loss after tax for the year would have been HK\$13,597,000 higher (2022: HK\$13,284,000 higher), arising mainly as a result of the foreign exchange gain on trade and notes receivables denominated in Euro. If the RMB had strengthened 5% (2022: 5%) against Euro with all other variables held constant, loss after tax for the year would have been HK\$13,597,000 lower (2022: HK\$13,284,000 lower), arising mainly as a result of the foreign exchange loss on trade and notes receivables denominated in Euro.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

7. FINANCIAL RISK MANAGEMENT (continued)

(b) Interest rate risk

Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates. Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group's interest rate risk mainly arises from long-term borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk which is partially offset by cash held at variable rates. Borrowings and lease liabilities obtained at fixed rates expose the Group to fair value interest rate risk. As at the end of each reporting period, substantially all of the Group's borrowings were carried at variable market lending rates.

At 31 December 2023, if interest rates on borrowings had been 1% higher/lower with all other variables held constant, post-tax loss for the year would have been HK\$3,015,000 (2022: HK\$2,693,000) higher/lower, mainly as a result of higher/lower interest expense on floating rate borrowings.

(c) Credit risk

The carrying amount of the cash and bank balances, investments and trade and other receivables included in the consolidated statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to director's approval. Receivable balances are monitored on an ongoing basis to ensure that the Group's exposure to bad debts is not significant.

At the end of the reporting period, the Group had a certain concentration of credit risk as 3% (2022: 12%) of the total trade receivables was due from the Group's five largest customers. Details of the credit quality of the trade receivables were set out in Note 27 to the consolidated financial statements.

Cash and bank balances are deposits at banks with sound credit ratings. Given their high credit ratings, the Group does not expect to have any associated credit risk.

The credit risk on investments is limited because the counterparty is a well-established securities broker firm in the People's Republic of China (the "PRC").

The Group considers whether there has been a significant increase in credit risk of financial assets on an ongoing basis throughout each reporting period by comparing the risk of a default occurring as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following information is used:

- internal credit rating;
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

7. FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk (continued)

A significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment. A default on a financial asset is when the counterparty fails to make contractual payments within 60 days of when they fall due.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group normally categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 360 days past due. Where loans or receivables have been written off, the Group, if practicable and economical, continues to engage in enforcement activity to attempt to recover the receivable due.

The Group uses two categories for non-trade receivables which reflect their credit risk and how the loan loss provision is determined for each of the categories. In calculating the expected credit loss rates, the Group considers historical loss rates for each category and adjusts for forward looking data.

Category	Definition	Loss provision
Performing	Low risk of default and strong capacity to pay	12 month expected losses
Non-performing	Significant increase in credit risk	Lifetime expected losses

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

7. FINANCIAL RISK MANAGEMENT (continued)

(d) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity profile of the Company's financial liabilities as at the end of reporting period, based on the contracted undiscounted payments, was as follows:

2023

	On demand/ less than 1 year HK\$'000	Between 1 and 2 years HK\$'000	Between 2 and 5 years HK\$'000	Over 5 years HK\$'000	Total undiscounted cash flow HK\$'000	Carrying amounts HK\$'000
Trade and notes payables	1,221,696	-	-	-	1,221,696	1,221,696
Financial liabilities included in other payables and accruals	62,583	-	-	-	62,583	62,583
Bank and other loans	322,015	104,665	157,648	213,498	797,826	675,274
	1,606,294	104,665	157,648	213,498	2,082,105	1,959,553

2022

	On demand/ less than 1 year HK\$'000	Between 1 and 2 years HK\$'000	Between 2 and 5 years HK\$'000	Over 5 years HK\$'000	Total undiscounted cash flow HK\$'000	Carrying amounts HK\$'000
Trade and notes payables	1,400,346	-	-	-	1,400,346	1,400,346
Financial liabilities included in other payables and accruals	54,655	-	-	-	54,655	54,655
Bank and other loans	360,769	195,948	161,221	270,377	988,315	805,835
	1,815,770	195,948	161,221	270,377	2,443,316	2,260,836

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

7. FINANCIAL RISK MANAGEMENT (continued)

(e) Price risk

The Group's equity investments at fair value through other comprehensive income and investments at fair value through profit or loss are measured at fair value at the end of each reporting period. Therefore, the Group is exposed to equity securities price risk. The directors manage this exposure by maintaining a portfolio of investments with different risk profiles.

At 31 December 2023, if the share prices of the equity investments at fair value through other comprehensive income increase/decrease by 10%, the equity investment revaluation reserve would have been approximately HK\$2,421,000 (2022: HK\$2,580,000) higher/lower, arising as a result of the fair value gain/loss of the investments.

At 31 December 2023, if the share prices of the investments at fair value through profit or loss increase/decrease by 10%, the loss for the year would have been approximately HK\$1,710,000 (2022: HK\$9,712,000) lower/higher, arising as a result of the fair value gain/loss of the investments.

(f) Categories of financial instruments

	2023	2022
	HK\$'000	HK\$'000
Financial assets:		
Financial assets at amortised cost (including cash and cash equivalents)	731,835	946,309
Investments at fair value through profit or loss:		
Mandatorily measured	17,100	97,124
Equity investments at fair value through other comprehensive income	34,737	36,293
Financial liabilities:		
Financial liabilities at amortised cost	1,959,553	2,260,836

(g) Fair value

Fair value estimates are made at a specific point in time and are based on relevant market information and information about the financial instruments. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

8. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

(a) Disclosures of level in fair value hierarchy at 31 December 2023:

Description	Fair value measurements using:			Total 2023 HK\$'000
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	
Recurring fair value measurements:				
Investment properties	–	736,434	–	736,434
Investments at fair value through profit or loss				
Listed securities in Hong Kong	17,100	–	–	17,100
Equity investments at fair value through other comprehensive income				
– Listed securities outside Hong Kong	24,206	–	–	24,206
– Unlisted equity investments	–	–	10,531	10,531
Total recurring fair value measurements	41,306	736,434	10,531	788,271

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

8. FAIR VALUE MEASUREMENTS (continued)

(a) (continued)

Disclosures of level in fair value hierarchy at 31 December 2022:

Description	Fair value measurements using:			Total 2022 HK\$'000
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	
Recurring fair value measurements:				
Investment properties	–	784,004	–	784,004
Investments at fair value through profit or loss				
Listed securities outside Hong Kong	89,624	–	–	89,624
Listed securities in Hong Kong	7,500	–	–	7,500
Equity investments at fair value through other comprehensive income				
– Listed securities outside Hong Kong	25,800	–	–	25,800
– Unlisted equity investments	–	–	10,493	10,493
Total recurring fair value measurements	122,924	784,004	10,493	917,421

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

8. FAIR VALUE MEASUREMENTS (continued)

(b) Reconciliation of assets and liabilities measured at fair value based on level 3

Description	Equity investments at fair value through other comprehensive income	2023 Total HK\$'000
	Unlisted equity investments HK\$'000	
At 1 January 2023	10,493	10,493
Total gains or losses recognised in other comprehensive income ^(#)	332	332
Exchange difference	(294)	(294)
At 31 December 2023	10,531	10,531

The total gains or losses recognised in other comprehensive income are presented in fair value changes in the consolidated statement of profit or loss and other comprehensive income.

Description	Equity investments at fair value through other comprehensive income	2022 assets Total HK\$'000
	Unlisted equity investments HK\$'000	
At 1 January 2022	11,362	11,362
Exchange difference	(869)	(869)
At 31 December 2022	10,493	10,493

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

8. FAIR VALUE MEASUREMENTS (continued)

- (c) Disclosures of valuation process used by the Group and valuation techniques and inputs used in fair value measurements:

The Directors are responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The accountant reports to the Board of Directors for these fair value measurements.

The Group engages external valuation experts with the recognised professional qualifications and recent experience to perform the valuations at the end of each reporting period.

Level 2 fair value measurements

Description	Valuation technique	Inputs	Fair value 2023 HK\$'000	Fair value 2022 HK\$'000
Investment property				
Commercial investment property – the PRC	Income capitalisation approach	Rental income per square metre	736,434	784,004

Level 3 fair value measurements

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs	Fair value 2023 HK\$'000
Investments at fair value through profit or loss					
– Unlisted equity investments	Share of net assets	N/A	N/A	N/A	10,531
Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs	Fair value 2022 HK\$'000
<i>Investments at fair value through profit or loss</i>					
– Unlisted equity investments	Share of net assets	N/A	N/A	N/A	10,493

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

9. REVENUE AND OPERATING SEGMENT INFORMATION

(a) Reportable segments

The chief operating decision-maker has been identified as the Board of Directors. The Board of Directors reviews the Group's internal reporting in order to assess performance and allocate resources. The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategic decisions.

The Group has six (2022: six) reportable segments. The segments are managed separately as each business segment offers different products and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

- (i) Digital Video Business: manufacturing and sales of smart television and digital television ("TV"), high definition liquid crystal display TV and set-top box as well as provision of application of solutions regarding integration of tele-communication, TV and internet in the digital audio visual industry.
- (ii) New Energy Vehicles Business: (ii) construction, application and management of new energy vehicles and related products, charging facilities and intelligent management systems and processing services in relation to new energy vehicles spare parts.
- (iii) Cloud Ecological Big Data Business: application and management of cloud ecological big data industry.
- (iv) Properties Development: properties development of an industrial park and sale of construction materials.
- (v) Properties Investment: properties investment for rental income in an industrial park.
- (vi) General trading.

The revenue is analysed as follows:

Revenue	2023	2022
	HK\$'000	HK\$'000
Sale of digital video products	229,223	551,613
Provision of new energy vehicles charging services income	176,921	214,290
Processing income related to new energy vehicles spare parts	34,356	7,110
Provision of big data services income	2,799	36,456
Sale of construction materials	1,294	694
General trading	3,858	3,246
Revenue from contracts with customers	448,451	813,409
Rental income	23,328	24,488
Total revenue	471,779	837,897

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

9. REVENUE AND OPERATING SEGMENT INFORMATION (continued)

(a) Reportable segments (continued)

(i) Business segments

	For the year ended 31 December 2023						
	Digital Video Business HK\$'000	New Energy Vehicles Business HK\$'000	Cloud Ecological Big Data Business HK\$'000	Properties Development HK\$'000	Properties Investment HK\$'000	General trading HK\$'000	Total HK\$'000
Reportable segment revenue:							
Revenue from external customers	229,223	211,277	2,799	1,294	23,328	3,858	471,779
Reportable segment (loss)/profit	(182,943)	(146)	(8,220)	(77,762)	(124,972)	3,858	(390,185)
Depreciation of property, plant and equipment	(6,729)	(59,245)	(61)	-	(216)	-	(66,251)
Government grants	272	10,580	221	-	-	-	11,073
Gain on disposal of investments at fair value through profit or loss	8,782	482	-	-	-	-	9,264
Income tax credit/(expenses)	-	(854)	-	-	3,522	-	2,668
Share of loss of associates	-	-	-	(87,096)	-	-	(87,096)
Loss on fair value changes of investment properties	-	-	-	-	(25,723)	-	(25,723)
Additions to property, plant and equipment	390	20,514	2,476	-	5	-	23,385
	At 31 December 2023						
	Digital Video Business HK\$'000	New Energy Vehicles Business HK\$'000	Cloud Ecological Big Data Business HK\$'000	Properties Development HK\$'000	Properties Investment HK\$'000	General trading HK\$'000	Total HK\$'000
Reportable segment assets	442,320	511,073	7,954	81,698	806,819	162,413	2,012,277
Reportable segment liabilities	(545,248)	(426,626)	(3,529)	(32,356)	(343,918)	(797,984)	(2,149,661)
Investment in associates	-	-	-	196,563	-	-	196,563

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

9. REVENUE AND OPERATING SEGMENT INFORMATION (continued)

(a) Reportable segments (continued)

(i) Business segments (continued)

	For the year ended 31 December 2022						
	Digital Video Business HK\$'000	New Energy Vehicles Business HK\$'000	Cloud Ecological Big Data Business HK\$'000	Properties Development HK\$'000	Properties Investment HK\$'000	General trading HK\$'000	Total HK\$'000
Reportable segment revenue:							
Revenue from external customers	551,613	221,400	36,456	694	24,488	3,246	837,897
Reportable segment (loss)/profit	(114,013)	14,724	319	15,220	7,425	3,246	(73,079)
Depreciation of property, plant and equipment	(7,886)	(58,798)	(128)	-	(160)	-	(66,972)
Government grants	48	11,002	-	-	-	-	11,050
Gain on disposal of investments at fair value through profit or loss	1,942	1,794	-	-	-	-	3,736
Fair value loss on investments at fair value through profit or loss	(29,968)	(159)	-	-	-	-	(30,127)
Income tax expenses	(1,190)	(1,926)	-	-	(2,934)	-	(6,050)
Share of profit of associates	-	-	-	14,526	-	-	14,526
Additions to property, plant and equipment	16,126	38,851	153	-	288	-	55,418
	At 31 December 2022						
	Digital Video Business HK\$'000	New Energy Vehicles Business HK\$'000	Cloud Ecological Big Data Business HK\$'000	Properties Development HK\$'000	Properties Investment HK\$'000	General trading HK\$'000	Total HK\$'000
Reportable segment assets	741,383	611,471	22,084	81,010	1,011,291	188,690	2,655,929
Reportable segment liabilities	(380,336)	(490,411)	(21,086)	(34,205)	(369,711)	(1,181,274)	(2,477,023)
Investment in associates	-	-	-	291,413	-	-	291,413

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

9. REVENUE AND OPERATING SEGMENT INFORMATION (continued)

(a) Reportable segments (continued)

(ii) *Reconciliations of reportable segment revenue, profit or loss, assets and liabilities:*

Year ended 31 December	2023 HK\$'000	2022 HK\$'000
Revenue		
Total revenue of reportable segments	471,779	837,897
Profit or loss		
Total loss reportable segments	(390,185)	(73,079)
Unallocated corporate income/(expenses), net	4,224	(11,022)
Consolidated loss before tax	(385,961)	(84,101)
At 31 December		
Assets		
Total assets of reportable segments	2,208,840	2,947,342
Unallocated amounts:		
Cash and cash equivalents	267	1,253
Other unallocated corporate assets	26,551	7,631
Consolidated total assets	2,235,658	2,956,226
Liabilities		
Total liabilities of reportable segments	(2,149,661)	(2,477,023)
Unallocated corporate liabilities	(3,061)	(3,649)
Consolidated total liabilities	(2,152,722)	(2,480,672)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

9. REVENUE AND OPERATING SEGMENT INFORMATION (continued)

(b) Geographical information

The Group is domiciled in the People's Republic of China (the "PRC"). The following tables provide an analysis of the Group's revenue from external customers and non-current assets including property, plant and equipment, right-of-use assets and investment properties ("Non-current assets").

	Revenue from external customers	
	2023 HK\$'000	2022 HK\$'000
The PRC	470,986	837,218
Hong Kong	793	679
Total	471,779	837,897
	Non-current assets	
	2023 HK\$'000	2022 HK\$'000
The PRC	1,150,287	1,348,420
Hong Kong	69	39
Total	1,150,356	1,348,459

(c) Information about major customers

Revenue from major customers, each of whom accounted for 10% or more of the total revenue is set out below:

	Segment	Notes	2023	2022
			HK\$'000	HK\$'000
Customer A	New Energy Vehicles Business		129,717	170,142
Customer B	Digital Video Business	(i)	74,193	–
Customer C	Digital Video Business	(ii)	N/A	277,378
Customer D	Digital Video Business	(ii)	N/A	106,168

Notes:

- (i) No revenue was generated from this customer in 2022.
- (ii) Revenue from this customer did not exceed 10% of total revenue in 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

9. REVENUE AND OPERATING SEGMENT INFORMATION (continued)

(d) Disaggregation of revenue from contracts with customers

Segments	2023					Total HK\$'000
	Digital Video Business HK\$'000	New Energy Vehicles Business HK\$'000	Cloud Ecological Big Data Business HK\$'000	Properties Development HK\$'000	General trading HK\$'000	
<u>Geographical markets</u>						
The PRC	229,223	211,277	2,799	1,294	3,065	447,658
Hong Kong	-	-	-	-	793	793
Total	229,223	211,277	2,799	1,294	3,858	448,451
<u>Major products/service</u>						
Sale of digital video products	229,223	-	-	-	-	229,223
Provision of new energy vehicles charging services income	-	176,921	-	-	-	176,921
Processing income related to new energy vehicle spare parts	-	34,356	-	-	-	34,356
Provision of big data services income	-	-	2,799	-	-	2,799
Sale of construction materials	-	-	-	1,294	-	1,294
General trading	-	-	-	-	3,858	3,858
Total	229,223	211,277	2,799	1,294	3,858	448,451
<u>Timing of revenue recognition</u>						
At a point in time	229,223	211,277	2,799	1,294	3,858	448,451

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

9. REVENUE AND OPERATING SEGMENT INFORMATION (continued)

(d) Disaggregation of revenue from contracts with customers (continued)

Segments	2022					Total HK\$'000
	Digital Video Business HK\$'000	New Energy Vehicles Business HK\$'000	Cloud Ecological Big Data Business HK\$'000	Properties Development HK\$'000	General trading HK\$'000	
<u>Geographical markets</u>						
The PRC	551,613	221,400	36,456	694	2,567	812,730
Hong Kong	-	-	-	-	679	679
Total	551,613	221,400	36,456	694	3,246	813,409
<u>Major products/service</u>						
Sale of digital video products	551,613	-	-	-	-	551,613
Provision of new energy vehicles charging services income	-	214,290	-	-	-	214,290
Processing income related to new energy vehicle spare parts	-	7,110	-	-	-	7,110
Provision of big data services income	-	-	36,456	-	-	36,456
Sale of construction materials	-	-	-	694	-	694
General trading	-	-	-	-	3,246	3,246
Total	551,613	221,400	36,456	694	3,246	813,409
<u>Timing of revenue recognition</u>						
At a point in time	551,613	221,400	36,456	694	3,246	813,409

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

9. REVENUE AND OPERATING SEGMENT INFORMATION (continued)

(d) Disaggregation of revenue from contracts with customers (continued)

Digital Video Business

The Group manufactures and sells smart TV and digital TV, high definition liquid crystal display TV and set-top box as well as provision of application of solutions regarding integration of telecommunication, TV and internet in the digital audio visual industry. Sales are recognised when control of the products has transferred, being when the products are delivered to a customer, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the customer has obtained legal titles to the products.

Sales to customers are normally made with credit terms of 30 to 360 days. For new customers, deposits or cash on delivery may be required. Deposits received are recognised as a contract liability.

A receivable is recognised when the products are delivered to the customers as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

New Energy Vehicles Business

The Group provides construction, application and management of new energy vehicles and related products, charging facilities, intelligent management systems and processing services in relation to new energy vehicles spare parts. The New Energy Vehicles charging services income and processing services are recognised when the charging service is rendered and there is no unfulfilled obligation that could affect the customer's acceptance of the service. The charging services incomes are normally made with credit terms of payment on demand.

A receivable is recognised when the products are delivered to the customers as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Cloud Ecological Big Data Business

The Group provides application and management of cloud ecological big data services to customers. The income is recognised when the service is rendered and there is no unfulfilled obligation that could affect the customer's acceptance of the service.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

9. REVENUE AND OPERATING SEGMENT INFORMATION (continued)

(d) Disaggregation of revenue from contracts with customers (continued)

Properties Development

The Group develops and sells properties to the customers. Sales of a contract are recognised when control of the property has transferred, being when the customer obtains the physical possession or the legal title of the completed property and the Group has present right to payment and the collection of the consideration is probable. Sales of construction materials are recognised when control of the products has transferred.

General trading

Sales are recognised when control of the products has transferred, being when the products are delivered to a customer, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the customer has obtained legal titles to the products.

Handling and agency service income are recognised when the services are rendered.

Sales to customers are normally made with credit terms of 30 to 360 days. For new customers, deposits or cash on delivery may be required. Deposits received are recognised as a contract liability.

A receivable is recognised when the products are delivered to the customers as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

10. OTHER INCOME

	2023 HK\$'000	2022 HK\$'000
Bank interest income	1,370	3,725
Dividend income	–	1,607
Written off of trade payable	3,827	–
Interest income from third parties	5,497	–
Interest income from associates	8,040	2,523
Government grants	11,073	11,050
Reversal of expected credit loss on trade receivables	–	58
Reversal of impairment of inventories	13	405
Gain on disposal of property, plant and equipment	616	214
Exchange differences	8,753	4,356
Others	307	1,580
	39,496	25,518

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

11. OTHER GAINS AND LOSSES, NET

	2023	2022
	HK\$'000	HK\$'000
Expected credit loss on trade receivables	(98,193)	–
Expected credit loss on other receivables	(51,168)	–
Impairment loss on property, plant and equipment	(91,655)	–
Fair value gain/(loss) on investments at fair value through profit or loss	9,600	(35,627)
Fair value changes of investment properties	(25,723)	–
Gain on disposal of investments at fair value through profit or loss	9,264	3,736
	(247,875)	(31,891)

12. FINANCE COSTS

	2023	2022
	HK\$'000	HK\$'000
Interest expenses on borrowings:		
– Interest on bank and other loans	47,543	48,896
– Interest on notes payable	6,476	7,271
– Interest on lease liabilities	1,071	718
Total borrowing cost	55,090	56,885

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

13. LOSS FOR THE YEAR

The Group's loss for the year is arrived at after charging/(crediting):

	2023	2022
	HK\$'000	HK\$'000
Cost of inventories sold	410,040	752,069
Staff costs (including directors' remuneration):		
Wages and salaries	71,575	46,403
Pension scheme contributions		
– Defined contribution scheme	10,002	8,501
Other staff benefits	8,986	9,647
	90,563	64,551
Auditors' remuneration	1,120	1,120
Depreciation of property, plant and equipment	66,258	66,980
Depreciation of right of use assets	3,174	2,231
Expenses related to short-term leases	13,050	6,213
Exchange gain, net	(8,753)	(4,356)
Gain on disposal of property, plant and equipment	(616)	(214)
Written off of property, plant and equipment	1,041	3,750
Gain on disposal of investments at fair value through profit or loss	(9,264)	(3,736)
Fair value (gain)/loss on investments at fair value through profit or loss	(9,600)	35,627
Fair value loss on investment property	25,723	–
Trade receivable written off	3,869	21,437
Impairment loss on property, plant and equipment	91,655	–
Reversal of impairment of inventories	(13)	(405)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

14. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS

(a) Directors' and Senior Management's Emoluments

	For the year ended 31 December 2023			
	Fees HK\$'000	Salaries, bonus, allowances and other benefits HK\$'000	Contributions to retirement scheme HK\$'000	Total emoluments HK\$'000
Executive directors:				
Mr. Chen Yunxiang (i)	–	370	45	415
Ms. Chen Shan (i)	–	–	–	–
Mr. Siu Chi Ming (ii)	30	570	9	609
Mr. Zhao Jianhua (v)	–	85	32	117
Independent non-executive directors:				
Mr. Chen Zheng	120	–	–	120
Mr. Wong Chi Kin (iii)	43	–	–	43
Mr. Hua Nengdong (iii)	43	–	–	43
Mr. Wang Ning (iv)	59	–	–	59
Mr. Yuan Qian Fei (iv)	59	–	–	59
	354	1,025	86	1,465

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

14. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS (continued)

(a) Directors' and Senior Management's Emoluments (continued)

	For the year ended 31 December 2022			
	Fees HK\$'000	Salaries, bonus, allowances and other benefits HK\$'000	Contributions to retirement scheme HK\$'000	Total emoluments HK\$'000
Executive directors:				
Mr. Siu Chi Ming (ii)	130	1,294*	18	1,442
Mr. Zhao Jianhua (v)	–	62	35	97
Mr. Yin Jianwen (vi)	–	–	–	–
Independent non-executive directors:				
Mr. Yuan Qian Fei (iv)	120	–	–	120
Mr. Wang Ning (iv)	120	–	–	120
Mr. Chen Zheng	120	–	–	120
	490	1,356	53	1,899

* Included bonus of HK\$100,000 which is included under the employment contract.

(i) Appointed on 20 May 2023

(ii) Resigned on 30 June 2023

(iii) Appointed on 24 August 2023

(iv) Resigned on 28 June 2023

(v) Appointed on 10 September 2022 and resigned on 20 May 2023

(vi) Resigned on 10 September 2022

There was no arrangement under which a director waived or agreed to waive any emoluments during the years ended 31 December 2023 and 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

14. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS (continued)

(b) Five Highest Paid Individual Emoluments

Two (2022: one) of the five highest paid individuals of the Group are the directors whose emoluments are set out in the above. For the year ended 31 December 2023, the remaining three (2022: four) employees' emoluments of the Company were as follows:

	2023	2022
	HK\$'000	HK\$'000
Salaries, allowances and other benefits in kind	903	1,155
Bonus (note)	262	517
Contributions to pension scheme	129	342
	1,294	2,014

Note: Bonus were determined based on the employee's performance.

Their emoluments fell within the following bands:

	Number of employees	
	2023	2022
Emolument band:		
Nil – HK\$1,000,000	3	4

(c) No emoluments have been paid by the Group to the Directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the two years ended 31 December 2023 and 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

15. INCOME TAX (CREDIT)/EXPENSE

Hong Kong Profits Tax has been provided at a rate of 16.5% (2022:16.5%) on the estimated assessable profit for the year ended 31 December 2023.

PRC corporate income tax is calculated at a standard rate of 25% (2022: 25%) except for Jiu Rong New Energy Science and Technology Limited (“**Jiu Rong New Energy**”) and Hangzhou Yunqi Cloud Data Limited (“**Yunqi Cloud Data**”) on the estimated assessable profits arising from its operation in the PRC. For the year ended 31 December 2023, Jiu Rong New Energy and Yunqi Cloud Data have obtained the new high-tech enterprise certificate and entitled for a preferential tax rate of 15% (2022:15% for Jiu Rong New Energy).

The amount of income tax (credit)/expense includes in profit or loss represents:

	2023	2022
	HK\$'000	HK\$'000
Current tax – Hong Kong Profits Tax		
– Provision for charge for the year	–	–
	–	–
Current – the PRC		
– Charge for the year	854	3,095
Deferred tax	(3,522)	2,955
	(2,668)	6,050

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

15. INCOME TAX (CREDIT)/EXPENSE (continued)

The income tax expense for the year can be reconciled to the loss for the year multiplied by applicable tax rate as follows:

	2023 HK\$'000	2022 HK\$'000
Loss before tax	(385,961)	(84,101)
Tax calculated at the domestic tax rate of 16.5% (2022: 16.5%)	(63,684)	(13,877)
Effect of different tax rates of subsidiaries operating in other jurisdictions	(31,222)	(2,116)
Tax effect of revenue not taxable for tax purposes	(2,474)	(4,526)
Tax effect of expenses not deductible for tax purposes	12,937	9,630
Tax effect of temporary differences not recognised	58,778	–
Tax effect of tax losses not recognised	22,997	16,939
Income tax (credit)/expense	(2,668)	6,050

At 31 December 2023, the Group has unused tax losses of approximately HK\$371,213,000 (2022: HK\$277,988,000) available for offset against future profits. The said unrecognised tax losses may be carried forward for five years or indefinitely depends on the respective tax jurisdictions. In year 2023, no tax assets have been recognised in respect of the unused tax loss of approximately HK\$370,491,000 (2022: HK\$277,267,000).

16. LOSS PER SHARE

Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year attributable to owners of the Company of approximately HK\$383,293,000 (2022: loss of HK\$90,151,000) and the weighted average number of approximately 5,472,000,000 (2022: 5,472,000,000) ordinary shares in issue during the year.

Diluted loss per share

The effect of the Company's outstanding share options for the year ended 31 December 2023 and 2022 did not give rise to any dilution effect to the loss per share.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

17. DIVIDEND

The Directors do not recommend the payment of any dividend for each of the years ended 31 December 2023 and 2022.

18. PROPERTY, PLANT AND EQUIPMENT

	Plant and machinery HK\$'000	Motor vehicles HK\$'000	Office equipment HK\$'000	Construction in progress HK\$'000	Total HK\$'000
As at 31 December 2023					
COST:					
At 1 January 2023	730,933	839	10,071	23,488	765,331
Additions	3,186	–	471	19,799	23,456
Disposal/written off	(7,804)	–	(71)	–	(7,875)
Transfer	14,836	–	–	(14,836)	–
Exchange realignment	(20,228)	(24)	(3,089)	(684)	(24,025)
At 31 December 2023	720,923	815	7,382	27,767	756,887
ACCUMULATED DEPRECIATION AND IMPAIRMENT:					
At 1 January 2023	210,233	589	3,078	–	213,900
Provided during the year	65,032	70	1,156	–	66,258
Disposal/written off	(6,460)	–	(42)	–	(6,502)
Impairment	72,814	–	–	18,841	91,655
Exchange realignment	(8,105)	(15)	(433)	(89)	(8,642)
At 31 December 2023	333,514	644	3,759	18,752	356,669
CARRYING AMOUNT:					
At 31 December 2023	387,409	171	3,623	9,015	400,218

During the year ended 31 December 2023, the Group recognised an impairment loss of approximately HK\$91,655,000 for property, plant and equipment, which was included in the “other gains and losses” line item.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

18. PROPERTY, PLANT AND EQUIPMENT (continued)

Such impairment loss included (i) impairment loss of approximately HK\$33,178,000 for certain electric energy storage device in the new energy charging stations due to revisions in the business plan; and (ii) impairment loss of approximately HK\$58,477,000 for certain production lines due to the digital video business performing less favorably than expected. According to the accounting policies of the Company, recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset, which has been determined on the basis of their value in use using discounted cash flow method (level 3 fair value measurements) with a discount rate of 8%, whereas the fair value less costs of disposal for the digital video business was approximately HK\$3,726,000. Therefore, the recoverable amount of the relevant assets for the digital video business was based on the fair value less costs of disposal of approximately HK\$3,726,000.

	Plant and machinery HK\$'000	Motor vehicles HK\$'000	Office equipment HK\$'000	Construction in progress HK\$'000	Total HK\$'000
As at 31 December 2022					
COST:					
At 1 January 2022	732,422	909	10,097	39,767	783,195
Additions	16,442	–	1,093	37,912	55,447
Disposal/written off	(11,886)	–	(332)	–	(12,218)
Transfer	51,546	–	–	(51,546)	–
Exchange realignment	(57,591)	(70)	(787)	(2,645)	(61,093)
At 31 December 2022	730,933	839	10,071	23,488	765,331
ACCUMULATED DEPRECIATION AND IMPAIRMENT:					
At 1 January 2022	167,622	607	2,359	–	170,588
Provided during the year	65,426	74	1,480	–	66,980
Disposal/written off	(8,181)	–	(287)	–	(8,468)
Exchange realignment	(14,634)	(92)	(474)	–	(15,200)
At 31 December 2022	210,233	589	3,078	–	213,900
CARRYING AMOUNT:					
At 31 December 2022	520,700	250	6,993	23,488	551,431

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

19. INVESTMENT PROPERTIES

	2023	2022
	HK\$'000	HK\$'000
At 1 January	784,004	848,937
Additions	–	–
Fair value loss on investment properties	(25,723)	–
Exchange realignment	(21,847)	(64,933)
At 31 December	736,434	784,004

The fair values of investment properties were valued by Cushman & Wakefield International Property Advisers, an independent qualified professional valuer.

As at 31 December 2023, investment properties of approximately HK\$654,071,000 (2022: HK\$714,440,000) were pledged for securing the Group's bank loans, trade and notes payables.

20. SUBSIDIARIES

Particulars of the Company's major subsidiaries as at 31 December 2023 and 2022 are set out below:

Company name	Place of incorporation/ registration and operation	Nominal value of issued and paid-up share/ registered paid-up capital	Percentage of equity interests attributable to the Company	Principal activities
<u>Directly held:</u>				
Ace Earn Limited	Hong Kong	HK\$1	100%	Trading of electronic application and related parts
China Big Data Cloud Computing Limited	Hong Kong	HK\$1	100%	Investment holding
China New Energy Investments Limited	Hong Kong	HK\$1	100%	Manufacturing and sales of green energy products

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

20. SUBSIDIARIES (continued)

Company name	Place of incorporation/ registration and operation	Nominal value of issued and paid-up share/ registered paid-up capital	Percentage of equity interests attributable to the Company	Principal activities
<u>Indirectly held:</u>				
Soyea Jiu Rong ¹	the PRC	RMB90,000,000	100%	Digital Video Business
Jiu Rong New Energy Science and Technology Limited* ("Jiu Rong New Energy") ¹	the PRC	US\$16,000,000	100%	New Energy Vehicles Business
Hangzhou Yunqi Cloud Data Limited* ² ("Yunqi Cloud Data")	the PRC	RMB100,000,000	100%	Cloud Ecological Big Data Business
Hangzhou Lu Yun Property Limited * ² ("Lu Yun")	the PRC	RMB100,000,000	100%	Properties Development and Properties Investment
Zhe Jiang Jiu Rong Shou Dian Limited* ² ("Zhe Jiang Jiu Rong Shou Dian")	the PRC	RMB30,000,000 ³	100%	New Energy Vehicles Business
Harbin Jiurong Information Technology Limited ("Harbin Jiurong")* ¹	the PRC	US\$200,000	100%	Cloud Ecological Big Data Business
Jiangsu Jiurong Integrated Energy Service Limited ("Jiangsu Jiurong")* ²	the PRC	RMB20,000,000 ³	100%	New Energy Vehicles Business
Hangzhou Jiurong Yunqi Inn Limited ("Yunqi Inn")* ²	the PRC	RMB5,000,000 ³	100%	Properties Development and Properties Investment
Zhe Jiang Jiu Rong Intelligent Technology Limited* ("Jiu Rong Intelligent")* ²	the PRC	RMB100,000,000	100%	Digital Video Business

* The English names are for identification only

Notes

- (1) The subsidiaries are wholly foreign-owned enterprises incorporated in the PRC.
- (2) The subsidiaries are sino-foreign equity joint ventures incorporated in the PRC.
- (3) The registered capital of Zhe Jiang Jiu Rong Shou Dian is RMB30,000,000 of which none has been paid as at 31 December 2023 and 2022. The registered capital of Jiangsu Jiurong is RMB20,000,000 of which RMB17,000,000 has been paid as at 31 December 2023. The registered capital of Yunqi Inn is RMB5,000,000 of which RMB610,000 has been paid as at 31 December 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

21. RIGHT-OF-USE ASSETS

	2023	2022
	HK\$'000	HK\$'000
At 31 December:		
Right-of-use assets – land and buildings	13,704	13,024
The maturity analysis, based on undiscounted cash flows, of the Group's lease liabilities is as follows:		
– Less than 1 year	4,066	3,380
– Between 1 and 2 years	4,476	2,528
– Between 2 and 5 years	5,037	5,541
– Over 5 years	4,311	5,942
	17,890	17,391
Year ended 31 December:		
Depreciation charge of right-of-use assets	3,174	2,231
Lease interests	1,071	718
Expenses related to short-term leases	13,050	6,213
Total cash outflow for leases	17,166	9,593
Additions to right-of-use assets	4,204	10,627

The Group leases various land and buildings lease agreements are typically made for fixed periods of 2 to 10 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants and the leased assets may not be used as security for borrowing purposes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

22. INVESTMENT IN ASSOCIATES

	2023	2022
	HK\$'000	HK\$'000
Unlisted investments		
Share of net assets	196,563	291,413
	196,563	291,413

Particulars of the associate at the end of the reporting period are as follows:

Company name	Place of incorporation/ registration/ operations		Registered/Paid up share capital		Percentage of equity interests attributable to the Company		Principal activities	
	2023	2022	2023	2022	2023	2022	2023	2022
	Heilongjiang Xin Luzhou Real Estate Development Limited* ("Xin Luzhou")	The PRC	The PRC	RMB300,000,000	RMB300,000,000	46%	46%	Properties Development
Wen Zhou Jing Du Guan Rong Technology Co., Ltd.* ("Jing Du Guan Rong")	The PRC	The PRC	RMB160,000,000	RMB160,000,000	48%	48%	Properties Development	Properties Development

* The English name is for identification only

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

22. INVESTMENT IN ASSOCIATES (continued)

The following table shows information of the associates that is material to the Group. These associates are accounted for in the consolidated financial statements using the equity method. The summarised financial information presented is based on the HKFRS financial statements of the associate.

Name	Xin Luzhou		Jing Du Guan Rong		Total	
	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000
Principal place of business/ country of incorporation	The PRC/The PRC		The PRC/The PRC			
Principal activities	Properties Development		Properties Development			
% of ownership interests / voting rights held by the Group	46%		48%			
At 31 December:						
Non-current assets	9,794	557	396	1,903	10,190	2,460
Current assets	1,706,683	1,733,914	150,826	323,704	1,857,509	2,057,618
Current liabilities	(1,241,911)	(1,280,786)	(178,595)	(153,279)	(1,420,506)	(1,434,065)
Non-current liabilities	(47,255)	-	-	-	(47,255)	-
Net assets	427,311	453,685	(27,373)	172,328	399,938	626,013
Group's share of net assets	196,563	208,696	-	82,717	196,563	291,413
Goodwill	-	-	-	-	-	-
Group's share of carrying amount of interests	196,563	208,696	-	82,717	196,563	291,413
Year ended 31 December:						
Revenue	349,455	331,194	-	-	349,455	331,194
Gain/(loss) from continuing operations	(13,727)	37,558	(195,797)	(5,730)	(209,524)	31,828
Other comprehensive income	(12,648)	(31,473)	(3,904)	(166)	(16,552)	(31,639)
Total comprehensive income	(26,375)	6,085	(199,701)	(5,896)	(226,076)	189

The Group has not recognised loss for the year amounting to HK\$13,201,000 (2022: HK\$Nil) for Jing Du Guan Rong. The accumulated losses not recognised were HK\$13,201,000 (2022: HK\$Nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

23. DEFERRED TAX ASSETS/LIABILITIES

The movements in deferred tax assets are as follows:

	Tax losses 2023 HK\$'000	2022 HK\$'000
At beginning of the reporting period	119	119
Charge to profit or loss	–	–
Exchange realignment	–	–
At end of the reporting period	119	119

The movements in deferred tax liabilities are as follows:

	Accelerated tax depreciation HK\$'000	Fair value changes on investment properties HK\$'000	Fair value adjustment rising from business combination HK\$'000	Total HK\$'000
At 1 January 2022	10,934	28,109	53,281	92,324
Charge to profit or loss	2,955	–	–	2,955
Exchange realignment	(922)	(2,150)	(4,039)	(7,111)
At 31 December 2022 and 1 January 2023	12,967	25,959	49,242	88,168
Charge/(credit) to profit or loss	2,909	(6,431)	–	(3,522)
Exchange realignment	(378)	(697)	(1,457)	(2,532)
At 31 December 2023	15,498	18,831	47,785	82,114

At the end of the reporting period, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries and associates for which deferred tax liabilities have not been recognised is HK\$339,362,000 (2022: HK\$388,582,000). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

At the end of the reporting period, the Group has deductible temporary differences of approximately HK\$241,482,000 (2022: approximately HK\$957,000). No deferred tax assets has been recognised in relation to such temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

24. EQUITY INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2023 HK\$'000	2022 HK\$'000
Equity securities, at fair value		
Listed outside Hong Kong	24,206	25,800
Unlisted (note)	10,531	10,493
	34,737	36,293
Analysed as:		
Non-current assets	34,737	36,293

Note: The Group invested RMB10,000,000 for 20% interest in an investment fund (the “**Fund**”) which is managed by a fund manager (the “**Fund Manager**”) and the Fund invested in several PRC incorporated companies (the “**PRC Companies**”).

The above investments are intended to be held for the medium to long-term. Designation of these investments as equity investments at fair value through other comprehensive income can avoid the volatility of the fair value changes of these investments to the profit or loss.

25. INVENTORIES

	2023 HK\$'000	2022 HK\$'000
Raw materials	16,351	13,682
Work in progress	72	73
Finished goods	5,585	8,872
	22,008	22,627

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

26. PROPERTIES HELD FOR SALE

	2023	2022
	HK\$'000	HK\$'000
Properties held for sale	81,698	81,010

All properties held for sale are located in Hangzhou of the PRC.

As at 31 December 2023, the carrying amount of properties held for sale pledged for securing the Group's bank loans, trade and notes payables amounted to approximately HK\$68,163,000 (2022: HK\$81,010,000).

27. TRADE AND NOTES RECEIVABLES

	2023	2022
	HK\$'000	HK\$'000
Trade receivables	493,112	429,606
Provision for loss allowance	(98,659)	(957)
	394,453	428,649
Notes receivables	–	177,769
	394,453	606,418

The Group's trading terms with its customers are mainly on credit, except for the new customers, where payment in advance is normally required. The credit period generally ranges from 0 to 360 days (2022: 0 to 360 days). Overdue balances are reviewed regularly by senior management. Trade receivables are non-interest bearing.

An aged analysis of trade receivables, as at the end of the reporting periods based on the goods delivery date, and net of impairments, is as follows:

	2023	2022
	HK\$'000	HK\$'000
Within 90 days	79,267	52,175
91 days to 180 days	1,462	23,324
181 days to 1 year	6,651	21,407
Over 1 year	307,073	331,743
	394,453	428,649

As at 31 December 2023, approximately HK\$13,537,000 (2022: HK\$25,880,000) of trade receivables were pledged to a bank to secure bank loans as set out in note 35 to the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

27. TRADE AND NOTES RECEIVABLES (continued)

Reconciliation of loss allowance for trade receivables:

	2023	2022
	HK\$'000	HK\$'000
At 1 January	957	1,191
Increase/(decrease) in loss allowance for the year	98,193	(58)
Exchange differences	(491)	(176)
At 31 December	98,659	957

The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information.

	Current	Over 30 days past due	Over 90 days past due	Over 180 days past due	Over 365 days past due	Total
At 31 December 2023						
Weighted average expected loss rate	0%	0%	0%	0%	24.2%	20.0%
Receivable amount (HK\$'000)	84,623	125	72	247	408,045	493,112
Loss allowance (HK\$'000)	–	–	–	–	(98,659)	(98,659)
At 31 December 2022						
Weighted average expected loss rate	0%	0%	0%	0%	0.4%	0.2%
Receivable amount (HK\$'000)	90,505	1,137	956	77,950	259,058	429,606
Loss allowance (HK\$'000)	–	–	–	–	(957)	(957)

The expected credit loss provision for trade receivables of approximately HK\$98,659,000 for the year ended 31 December 2023 was determined with reference to the valuation report provided by an independent qualified professional valuer, BonVision International Appraisals Limited, using the probability default method. The major inputs used in the valuation include probability of default, credit rating specific factor, country specific factor, recovery rate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

28. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2023 HK\$'000	2022 HK\$'000
Prepayments	1,242	199,289
Deposits paid	2,177	28,046
Other receivables (note a)	215,928	13,692
Amounts due from associates (note b)	65,751	97,780
Amounts due from an a former director (note c)	8,304	–
Other tax receivable	–	8,724
	293,402	347,531
Less: Amounts due from an associate – non current	–	(75,141)
Amount shown in current assets (note b)	293,402	272,390

Notes:

- (a) Other receivables, among others included approximately HK\$156,469,000 that represented advance payments to former trade suppliers. As the Group no longer engaged in the corresponding trade, this was reclassified to as other receivables.
- Other receivables also included approximately HK\$55,860,000 that represented trade receivable which has been assigned to an indirect shareholder of the Company during the year ended 31 December 2023 and was reclassified to as other receivables.
- (b) Amounts due from an associate, Jing Du Guan Rong of HK\$61,067,000 (2022: HK\$75,141,000) are unsecured, bearing interests of 12% per annum and repayable in August 2024. The amounts were classified as non-current assets as at 31 December 2022.
- (c) Amounts due from a former director represented the payment in advance to Mr. Siu, a former executive director of the Company. For further details, please refer to the announcement of the Company dated 26 March 2024.

The following table shows the movement in lifetime expected credit loss that has been recognised for other receivables.

	2023 HK\$'000	2022 HK\$'000
At 1 January	–	–
Impairment loss recognised	51,168	–
At 31 December	51,168	–

The expected credit loss provision for other receivables of approximately HK\$51,168,000 for the year ended 31 December 2023 was determined with reference to the valuation report provided by an independent qualified professional valuer, BonVision International Appraisals Limited, using the probability default method. The major inputs used in the valuation include probability of default, credit rating specific factor, country specific factor, recovery rate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

29. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2023	2022
	HK\$'000	HK\$'000
Equity securities, at fair value		
Listed in Hong Kong	17,100	7,500
Listed outside Hong Kong	–	89,624
	17,100	97,124

30. PLEDGED BANK DEPOSITS

	2023	2022
	HK\$'000	HK\$'000
Pledged bank deposits	40,975	29,262

As at 31 December 2023, certain notes payables and bank loans were secured by the pledged bank deposits.

31. CASH AND CASH EQUIVALENTS

	2023	2022
	HK\$'000	HK\$'000
Cash and bank balances	4,247	95,970

Cash and cash equivalents denominated in:

	2023	2022
	HK\$'000	HK\$'000
EURO	2	219
USD	256	2,494
RMB	3,620	91,603
JPY	2	–
HK\$	367	1,654
	4,247	95,970

The RMB is not freely convertible into other currencies. However, under the PRC's Foreign Exchange Control Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

32. TRADE AND NOTES PAYABLES

	2023	2022
	HK\$'000	HK\$'000
Trade payables	944,651	512,344
Notes payables	277,045	888,002
	1,221,696	1,400,346

As at 31 December 2023, certain notes payables were secured by the Group's investment properties, properties held for sale and pledged bank deposits.

An aged analysis of trade payables, based on the invoice date, is as follows:

	2023	2022
	HK\$'000	HK\$'000
<u>Outstanding balances with ages:</u>		
Within 180 days	127,331	262,614
181 days to 1 year	35,967	22,952
1 to 2 years	719,949	160,819
Over 2 years	61,404	65,959
	944,651	512,344

33. OTHER PAYABLES AND ACCRUALS

	2023	2022
	HK\$'000	HK\$'000
Accruals	5,247	5,641
Salaries payable	5,622	4,977
Due to former shareholder of an associate (note)	5,871	6,040
Deposit received	28,315	31,905
Others	17,528	6,092
	62,583	54,655

Note: It represents the outstanding balance of the purchase consideration in relation to the acquisition of an associate. The amounts is unsecured, non-interest bearing and has no fixed payment terms.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

34. CONTRACT LIABILITIES

Disclosures of revenue-related items:

	As at 31 December 2023 HK\$'000	As at 31 December 2022 HK\$'000	As at 1 January 2022 HK\$'000
Contract liabilities – Digital Video Business	50,206	55,713	193,697
Contract receivables (included in trade receivables)	394,453	428,649	472,823

Transaction prices allocated to performance obligations unsatisfied at end of year and expected to be recognised as revenue in:

	2023 HK\$'000	2022 HK\$'000
– 2023	–	55,713
– 2024	50,206	–
	50,206	55,713

Year ended 31 December	2023 HK\$'000	2022 HK\$'000
Revenue recognised in the year that was included in contract liabilities at beginning of year	7,358	11,092

Significant changes in contract liabilities during the year:

	2023 HK\$'000	2022 HK\$'000
Increase due to operations in the year	24,568	33,448
Transfer to other payables	–	(145,524)
Transfer of contract liabilities to revenue	(28,983)	(11,687)

A contract liability represents the Group's obligation to transfer products or services to a customer for which the Group has received consideration from the customer.

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35. BANK AND OTHER LOANS

	Notes	2023 HK\$'000	2022 HK\$'000
Bank loans	(i)	607,170	687,052
Other loans	(ii)	68,104	118,783
		675,274	805,835

Notes:

- (i) As at 31 December 2023, the bank loans of approximately HK\$165,531,000 (2022:HK\$214,961,000) are secured by the Group's trade receivable and the bank loans of approximately HK\$395,545,000 (2022: HK\$437,511,000) are secured by the Group's investment properties and properties held for sale.
- (ii) As at 31 December 2023 and 2022, the other loans are unsecured.

At 31 December 2023 and 2022, the bank and other loans are due for repayment as follows:

Loans that contain repayable on demand clause:

	2023 HK\$'000	2022 HK\$'000
Current portion of term loan due for repayment within one year	329,417	337,265
Non-current portion of term loan due for repayment after one year		
After 1 year but within 2 years	88,439	170,363
After 2 years but within 5 years	117,134	116,524
After 5 years	140,284	181,683
	345,857	468,570
Total	675,274	805,835

The interest rates per annum at 31 December were as follows:

	2023	2022
Bank loans	3.0% to 6.0%	3.0% to 5.8%
Other loans	5.8% to 6.0%	5.8% to 6.0%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

36. DEFERRED GOVERNMENT GRANT

	2023	2022
	HK\$'000	HK\$'000
COST:		
At 1 January	118,929	128,055
Additions	597	689
Exchange realignment	(3,335)	(9,815)
At 31 December	116,191	118,929
ACCUMULATED AMORTISATION:		
At 1 January	62,050	55,621
Amortisation for the year	10,220	11,002
Exchange realignment	(1,787)	(4,573)
At 31 December	70,483	62,050
CARRYING AMOUNT:		
At 31 December	45,708	56,879
Analysed as:		
Current liabilities	9,726	9,995
Non-current liabilities	35,982	46,884
	45,708	56,879

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

37. LEASE LIABILITIES

	Lease payments		Present value of lease payments	
	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000
Within one year	4,066	3,380	3,889	2,527
In the second to fifth years, inclusive	9,513	8,069	6,901	6,131
After five years	4,311	5,942	3,942	5,292
	17,890	17,391	14,732	13,950
Less: Future finance charges	(3,158)	(3,441)	N/A	N/A
Present value of lease liabilities	14,732	13,950		
Less: Amount due for settlement within 12 months (shown under current liabilities)			(3,889)	(2,527)
Amount due for settlement after 12 months			10,843	11,423

At 31 December 2023, the average effective borrowing rate was 12% (2022: 12%). Interest rates are fixed at the contract dates and thus expose the Group to fair value interest rate risk.

38. SHARE CAPITAL

Ordinary shares of HK\$0.1 each	Number of shares '000	HK\$'000
Authorised:		
Ordinary shares of HK\$0.1 each		
At 1 January 2022, 1 January 2023 and 31 December 2023	10,000,000	1,000,000
Issued and fully paid:		
Ordinary shares of HK\$0.1 each		
At 1 January 2022, 1 January 2023 and 31 December 2023	5,472,000	547,200

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

39. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Company

The amounts of the Company's reserves and the movements therein for the years ended 31 December 2023 and 2022 are as follows:

	Share premium HK\$'000	Contributed surplus HK\$'000	Share-based payment reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2022	179,968	98,938	27,359	(507,713)	(201,448)
Total comprehensive expenses for the year	–	–	–	(10,999)	(10,999)
At 31 December 2022	179,968	98,938	27,359	(518,712)	(212,447)
At 1 January 2023	179,968	98,938	27,359	(518,712)	(212,447)
Total comprehensive expenses for the year	–	–	–	(264,546)	(264,546)
At 31 December 2023	179,968	98,938	27,359	(783,258)	(476,993)

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39. RESERVES (continued)

(c) Nature and purpose of reserves

(i) *Share premium account*

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) *Contributed surplus*

The Group's contributed surplus represents the difference between the nominal value of the shares of the subsidiaries acquired pursuant to the group reorganisation, over the nominal value of the Company's shares issued in exchange therefore.

(iii) *Statutory surplus reserve*

In accordance with the relevant regulation in the PRC, the subsidiaries operating in the PRC are required to transfer 10% of their profits after tax, as determined under the accounting regulations in the PRC, to the statutory surplus reserve, until the balance of the fund reaches 50% of their respective registered capital. The statutory surplus reserve and the expansion reserve are non-distributable, and are subject to certain restrictions set out in the relevant regulations in the PRC. These reserves can be used either to offset against accumulated losses or be capitalised as paid-up capital. However, such balance of the statutory surplus reserve must be maintained at a minimum of 25% of paid-up capital after the above mentioned usages.

(iv) *Equity investment revaluation reserve*

The equity investment revaluation reserve comprises the cumulative net change in the fair value of equity investments at fair value through other comprehensive income held at the end of the reporting period and is dealt with in accordance with the accounting policy in note 4(j)(ii) to the consolidated financial statements.

(v) *Share-based payment reserve*

The share-based payment reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees of the Group recognised in accordance with the accounting policy adopted for the equity-settled share-based payments in note 4(t) to the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

40. SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed at an annual general meeting of the Company held on 29 May 2014, the Company approved and adopted a share option scheme (the “**Scheme**”). The purpose of the Scheme is to provide incentives and/or rewards to any director, consultant, advisor including full-time or part-time employee of the Company and its subsidiaries, at the sole discretion of the board, for their contribution to, and their continuing efforts to promote the interests of the Company. The Scheme became effective on 30 May 2014 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The Scheme

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company’s shares at the date of the grant) in excess of HK\$5,000,000, within any 12-month period, are subject to shareholders’ approval in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of the offer. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than five years from the date of the offer of the share options or the expiry date of the Scheme, whichever is earlier.

The exercise price of the share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company’s shares on the date of the offer of the share options; and (ii) the average Stock Exchange closing price of the Company’s shares for the five trading days immediately preceding the date of the offer.

Share options do not confer rights on the holders to dividends or to vote at shareholders’ meetings.

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40. SHARE OPTION SCHEME (continued)

The following table discloses movements of the Company's share options held by independent third parties during the year:

Name or category of participant	Outstanding 1 January 2023	Grant during the year	Exercise during the year	Outstanding at 31 December 2023
Employees	547,200,000	–	–	547,200,000
Exercisable at the end of the year				547,200,000
Weighted average exercise price	HK\$0.133	N/A	N/A	HK\$0.133

Name or category of participant	Outstanding 1 January 2022	Grant during the year	Exercise during the year	Outstanding at 31 December 2022
Employees	547,200,000	–	–	547,200,000
Exercisable at the end of the year				547,200,000
Weighted average exercise price	HK\$0.133	N/A	N/A	HK\$0.133

Fair value of the share option was calculated using the Binomial Tree model. The inputs of the model were as follows:

Grant date	25 July 2019
Share price	HK\$0.13
Exercise price	HK\$0.133
Expected volatility	31.913%
Expected life	10 Years
Risk free interest rate	1.56%
Dividend yield	0%

The options outstanding at the end of the year have a weighted average remaining contractual life of 5.57 (2022: 6.57) years. The estimated fair values of the options on the date of grant is HK\$27,359,000.

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41. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the reporting period are as follows:

	2023	2022
	HK\$'000	HK\$'000
Property, plant and equipment		
– Contracted but not provided for	17,768	11,362
Capital contribution to subsidiaries	41,139	43,156
Capital contribution to associates	91,542	94,181
	150,449	148,699

42. LEASE COMMITMENTS

Commitments under operating leases

As lessor

At 31 December 2023 and 2022, the total future minimum lease income under non-cancellable operating leases are receivable as follows:

	2023	2022
	HK\$'000	HK\$'000
Within one year	14,766	13,746
In the second to fifth years, inclusive	13,245	21,610
	28,011	35,356

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

43. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances detailed elsewhere in the consolidated financial statement, the Group had the following transactions and balances with related parties during the year:

(a) Significant related party transactions

	2023	2022
	HK\$'000	HK\$'000
Service income from an associate		
– Xin Luzhou	–	1,536
Interest income from an associate		
– Jing Du Guan Rong and Xin Luzhou	9,350	2,523

(b) Balances with related parties

	Notes	2023	2022
		HK\$'000	HK\$'000
Trade related			
Trade receivables – amounts due from an associate			
– Xin Luzhou		6,061	6,236
Non-trade related			
Other receivable – amounts due from associates			
– Jing Du Guan Rong	(i)	61,067	75,141
– Xin Luzhou	(ii)	4,684	22,639
		65,751	97,780

Notes:

- (i) Amounts due from Jing Du Guan Rong are unsecured, bear interests at 12% per annum and repayment in August 2024.
- (ii) Amounts due from Xin Luzhou are unsecured, interest-free and no fixed repayment terms.

(c) Key management compensation

The compensation of key management personnel is disclosed in note 14 to the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

44. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Changes in liabilities arising from financing activities

The following table shows the Group's changes in liabilities arising from financing activities during the year:

	Lease liabilities HK\$'000	Bank and other loans HK\$'000	Total HK\$'000
At 1 January 2022	5,975	728,750	734,725
Changes in cash flows	(2,662)	80,620	77,958
Non-cash changes			
– addition	10,627	–	10,627
– interest charged	718	56,167	56,885
– exchange differences	(708)	(59,702)	(60,410)
At 31 December 2022 and 1 January 2023	13,950	805,835	819,785
Changes in cash flows	(4,116)	(162,512)	(166,628)
Non-cash changes			
– addition	4,204	–	4,204
– interest charged	1,071	54,019	55,090
– exchange differences	(377)	(22,068)	(22,445)
At 31 December 2023	14,732	675,274	690,006

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

45. STATEMENT OF FINANCIAL POSITION OF THE COMPANY AS AT 31 DECEMBER

	2023	2022
	HK\$'000	HK\$'000
NON-CURRENT ASSETS		
Property, plant and equipment	68	23
	68	23
CURRENT ASSETS		
Prepayments, deposits and other receivables	9,383	108
Amounts due from subsidiaries	46,461	329,515
Investments at fair value through profit or loss	17,100	7,500
Cash and cash equivalents	236	1,234
	73,180	338,357
CURRENT LIABILITIES		
Other payables and accruals	3,041	3,627
	3,041	3,627
NET CURRENT ASSETS	70,139	334,730
TOTAL ASSETS LESS CURRENT LIABILITIES	70,207	334,753
NET ASSETS	70,207	334,753
EQUITY		
Issued capital	547,200	547,200
Reserves	(476,993)	(212,447)
TOTAL EQUITY	70,207	334,753

46. EVENT AFTER THE REPORTING PERIOD

The Group obtained loan facilities of approximately HK\$418,100,000 from an indirect shareholder of the Company in year 2024. The loans obtained are secured by certain property, plant and equipment of the Group, with an annual interest rate of 6% per annum. The loan is repayable in 2025. Up to the date of these consolidated financial statements, approximately HK\$394,555,000 has been withdrawn by the Group.

47. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

These consolidated financial statements were approved and authorised for issue by the Board of Directors on 14 June 2024.

FIVE-YEAR FINANCIAL SUMMARY

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

	Year ended 31 December				
	2023	2022	2021	2020	2019
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
CONTINUING OPERATIONS					
Turnover	471,779	837,897	1,282,459	722,214	608,698
Profit/(loss) before tax	(385,961)	(84,101)	35,330	38,299	47,925
Income tax (expense)/credit	2,668	(6,050)	(19,039)	(15,395)	(21,684)
Profit/(loss) for the year from continuing operations	383,293	(90,151)	16,291	22,904	26,241
Profit/(loss) for the year	383,293	(90,151)	16,291	22,904	26,241
Profit/(loss) attributable to: Owners of the Company	383,293	(90,151)	16,291	22,904	26,241

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

	At 31 December				
	2023	2022	2021	2020	2019
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Total assets	2,235,658	2,956,226	2,980,555	2,664,389	2,050,503
Total liabilities	(2,152,722)	(2,480,672)	(2,380,626)	(2,102,016)	(1,530,515)
Net assets	82,936	475,554	599,929	562,373	519,988