



Ngai Hing Hong Company Limited
毅興行有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 1047)

INTERIM REPORT

中期報告

23/24

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Ngai Hing Hong Company Limited

毅興行有限公司

The Board of Directors (the "Board") of Ngai Hing Hong Company Limited (the "Company") presents the unaudited condensed consolidated interim financial information of the Company and its subsidiaries (the "Group") for the six months ended 31st December 2023 as follows:

CONDENSED CONSOLIDATED INCOME STATEMENT

FOR THE SIX MONTHS ENDED 31ST DECEMBER 2023

毅興行有限公司(「本公司」)之董事會(「董事會」)宣佈，本公司及其附屬公司(「本集團」)截至二零二三年十二月三十一日止六個月之未經審核簡明綜合中期財務資料如下：

簡明綜合收益表

截至二零二三年十二月三十一日止六個月

			Unaudited 未經審核	
			Six months ended 31st December 截至十二月三十一日止六個月	
			2023	2022
		Note	HK\$'000	HK\$'000
		附註	千港元	千港元
Revenue from contracts with customers	客戶合約之收入	6	649,296	637,858
Cost of sales	銷售成本		(559,383)	(565,862)
Gross profit	毛利		89,913	71,996
Other income	其他收入		4,231	6,263
Other gains, net	其他收益－淨額	7	184	4,099
Distribution costs	分銷成本		(42,815)	(42,533)
Administrative expenses	行政支出		(55,036)	(60,853)
Operating loss	經營虧損	8	(3,523)	(21,028)
Finance income	財務收益	9	683	597
Finance costs	財務費用	9	(12,158)	(8,290)
Finance costs, net	財務費用－淨額		(11,475)	(7,693)
Loss before income tax	除稅前虧損		(14,998)	(28,721)
Income tax expense	稅項支出	10	(4,474)	(6,588)
Loss for the period	本期虧損		(19,472)	(35,309)

CONDENSED CONSOLIDATED INCOME STATEMENT (Continued)

FOR THE SIX MONTHS ENDED 31ST DECEMBER 2023

簡明綜合收益表(續)

截至二零二三年十二月三十一日止六個月

		Unaudited 未經審核	
		Six months ended 31st December 截至十二月三十一日止六個月	
		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
	Note 附註		
Attributable to:	以下人士應佔：		
Equity holders of the Company	公司股東	(18,412)	(34,092)
Non-controlling interests	非控制權益	(1,060)	(1,217)
		(19,472)	(35,309)
Loss per share for loss attributable to the equity holders of the Company during the period (expressed in HK cent per share)	本期公司股東應佔虧損 之每股虧損 (以每股港仙計)		
– Basic	– 基本	12	(4.99)
– Diluted	– 攤薄	12	(4.99)

The above condensed consolidated income statement should be read in conjunction with the accompanying notes.

上述簡明綜合收益表應與隨附附註一併閱讀。

CONDENSED CONSOLIDATED STATEMENT OF
COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 31ST DECEMBER 2023

簡明綜合全面收益表

截至二零二三年十二月三十一日止六個月

		Unaudited 未經審核	
		Six months ended 31st December 截至十二月三十一日止六個月	
		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
Loss for the period	本期虧損	(19,472)	(35,309)
Other comprehensive loss:	其他全面虧損：		
<u>Item that will not be reclassified subsequently to income statement:</u>	<u>期後不會被重新分類至 收益表之項目：</u>		
Fair value loss of financial asset at fair value through other comprehensive income ("FVOCI")	按公允價值計入其他全面收益的 財務資產之公允價值虧損	(292)	(452)
<u>Item that may be reclassified subsequently to income statement:</u>	<u>期後可被重新分類至 收益表之項目：</u>		
Currency translation differences	匯兌差額	—	(39,042)
Other comprehensive loss for the period	本期其他全面虧損	(292)	(39,494)
Total comprehensive loss for the period	本期全面虧損總額	(19,764)	(74,803)
Total comprehensive loss attributable to:	全面虧損總額歸屬於：		
Equity holders of the Company	公司股東	(18,622)	(72,496)
Non-controlling interests	非控制權益	(1,142)	(2,307)
		(19,764)	(74,803)

The above condensed consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

上述簡明綜合全面收益表應與隨附附註一併閱讀。

CONDENSED CONSOLIDATED BALANCE SHEET

AS AT 31ST DECEMBER 2023

簡明綜合資產負債表

於二零二三年十二月三十一日

			Unaudited 未經審核 31st December 2023 於二零二三年 十二月三十一日	Audited 經審核 30th June 2023 於二零二三年 六月三十日
		Note 附註	HK\$'000 千港元	HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	95,550	99,714
Right-of-use assets	使用權資產	13	22,359	25,333
Investment properties	投資物業	13	155,426	155,426
Intangible assets	無形資產		—	—
Financial asset at fair value through other comprehensive income	按公允價值計入其他全面收益 的財務資產		2,052	2,344
Financial asset at fair value through profit and loss	按公允價值計入當期損益的 財務資產		5,822	—
Deferred income tax assets	遞延稅項資產		10,789	9,102
Deposits and prepayment for property, plant and equipment and renovation costs	物業、廠房及設備與裝修 預付款及按金		5,636	3,024
			297,634	294,943
Current assets	流動資產			
Inventories	存貨		255,071	266,938
Trade and bills receivables	貿易應收款及應收票據	14	235,087	217,246
Other receivables, prepayments and deposits	其他應收款、預付款及按金	15	36,860	24,868
Income tax recoverable	可收回稅項		4,325	555
Restricted bank deposits	受限制的銀行存款		36,345	36,082
Cash and bank balances	現金及銀行結餘		108,968	150,637
			676,656	696,326
Total assets	資產總額		974,290	991,269

CONDENSED CONSOLIDATED BALANCE SHEET (Continued)

AS AT 31ST DECEMBER 2023

簡明綜合資產負債表(續)

於二零二三年十二月三十一日

			Unaudited 未經審核 31st December 2023 於二零二三年 十二月三十一日	Audited 經審核 30th June 2023 於二零二三年 六月三十日
		Note 附註	HK\$'000 千港元	HK\$'000 千港元
EQUITY	權益			
Capital and reserves attributable to the Company's equity holders	公司股東 應佔股本及儲備			
Share capital	股本	20	36,920	36,920
Share premium	股本溢價		62,466	62,466
Other reserves	其他儲備		6,552	6,762
Retained earnings	保留溢利		390,301	405,201
			496,239	511,349
Non-controlling interests	非控制權益		19,389	25,155
Total equity	權益總額		515,628	536,504

CONDENSED CONSOLIDATED BALANCE SHEET (Continued)

AS AT 31ST DECEMBER 2023

簡明綜合資產負債表(續)

於二零二三年十二月三十一日

			Unaudited 未經審核 31st December 2023 於二零二三年 十二月三十一日	Audited 經審核 30th June 2023 於二零二三年 六月三十日
		Note 附註	HK\$'000 千港元	HK\$'000 千港元
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Deferred income tax liabilities	遞延稅項負債		5,027	6,275
Lease liabilities	租賃負債		1,870	4,154
Provision for reinstatement costs	修復成本撥備		907	23
			7,804	10,452
Current liabilities	流動負債			
Trade payables	貿易應付款	16	68,049	56,769
Other payables, deposits received and accruals	其他應付款及預提費用	17	44,248	36,996
Lease liabilities	租賃負債		4,724	5,774
Bank borrowings	銀行借貸	18	326,877	338,922
Derivative financial instruments	衍生金融工具	19	335	135
Income tax payable	應付稅項		6,625	5,717
			450,858	444,313
Total liabilities	負債總額		458,662	454,765
Total equity and liabilities	權益及負債總額		974,290	991,269
Net current assets	淨流動資產		225,798	252,013
Total assets less current liabilities	資產總額減流動負債		523,432	546,956

The above condensed consolidated balance sheet should be read in conjunction with the accompanying notes.

上述簡明綜合資產負債表應與隨附附註一併閱讀。

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 31ST DECEMBER 2023

簡明綜合權益變動表

截至二零二三年十二月三十一日止六個月

		Unaudited 未經審核								
		Attributable to equity holders of the Company 公司股東應佔部分								
		Other reserves 其他儲備								
		Financial asset at fair value through other comprehensive income reserve 按公允價值計入其他全面收益的財務資產儲備					Exchange fluctuation 匯兌波動儲備	Retained earnings 保留溢利	Non-controlling interests 非控制權益	Total 總額
		Share capital 股本	Share premium 股本溢價	Capital reserve 資本儲備	Revaluation reserve 重估儲備	計入其他全面收益的財務資產儲備	匯兌波動儲備	保留溢利	非控制權益	總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1st July 2023	於二零二三年七月一日	36,920	62,466	(3,119)	9,640	1,557	(1,316)	405,201	25,155	536,504
Comprehensive loss	全面虧損									
Loss for the period	本期虧損	—	—	—	—	—	—	(18,412)	(1,060)	(19,472)
Other comprehensive loss	其他全面虧損									
Fair value loss of financial asset at FVOCI	按公允價值計入其他全面收益的財務資產之公允價值虧損	—	—	—	—	(210)	—	—	(82)	(292)
Total comprehensive loss	全面虧損總額	—	—	—	—	(210)	—	(18,412)	(1,142)	(19,764)
Transactions with owners	與所有者之交易									
Transactions with non-controlling interests	與非控制權益之交易	—	—	—	—	—	—	3,512	(3,512)	—
Dividends paid to non-controlling interests	支付予非控制權益之股息	—	—	—	—	—	—	—	(1,112)	(1,112)
Total transactions with owners	與所有者之交易總額	—	—	—	—	—	—	3,512	(4,624)	(1,112)
At 31st December 2023	於二零二三年十二月三十一日	36,920	62,466	(3,119)	9,640	1,347	(1,316)	390,301	19,389	515,628

The above condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

上述簡明綜合權益變動表應與隨附附註一併閱讀。

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

簡明綜合權益變動表(續)

FOR THE SIX MONTHS ENDED 31ST DECEMBER 2023

截至二零二三年十二月三十一日止六個月

		Unaudited 未經審核 Attributable to equity holders of the Company 公司股東應佔部分									
		Other reserves 其他儲備									
		Share capital 股本	Share premium 股本溢價	Capital reserve 資本儲備	Revaluation reserve 重估儲備	Financial asset at fair value through other comprehensive income reserve 按公允價值 計入其他 全面收益的 財務資產儲備	Exchange fluctuation 匯兌 波動儲備	Retained earnings 保留溢利	Non- controlling interests 非控制權益	Total 總額	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
At 1st July 2022	於二零二二年七月一日	36,920	62,466	(3,119)	9,640	1,988	52,772	464,592	33,787	659,046	
Comprehensive loss	全面虧損										
Loss for the period	本期虧損	—	—	—	—	—	—	(34,092)	(1,217)	(35,309)	
Other comprehensive loss	其他全面虧損										
Currency translation differences	匯兌差額	—	—	—	—	—	(38,079)	—	(963)	(39,042)	
Fair value loss of financial asset at FVOCI	按公允價值計入其他 全面收益的財務資產 之公允價值虧損	—	—	—	—	(325)	—	—	(127)	(452)	
Total comprehensive loss	全面虧損總額	—	—	—	—	(325)	(38,079)	(34,092)	(2,307)	(74,803)	
Transactions with owners	與所有者之交易										
2021/2022 final dividend paid	支付二零二一/二零二二年 度末期股息	—	—	—	—	—	—	(7,384)	—	(7,384)	
Dividends paid to non-controlling interests	支付予非控制權益之股息	—	—	—	—	—	—	—	(9,340)	(9,340)	
Total transactions with owners	與所有者之交易總額	—	—	—	—	—	—	(7,384)	(9,340)	(16,724)	
At 31st December 2022	於二零二二年十二月三十一日	36,920	62,466	(3,119)	9,640	1,663	14,693	423,116	22,140	567,519	

The above condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

上述簡明綜合權益變動表應與隨附附註一併閱讀。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE SIX MONTHS ENDED 31ST DECEMBER 2023

簡明綜合現金流量表

截至二零二三年十二月三十一日止六個月

		Unaudited 未經審核	
		Six months ended 31st December 截至十二月三十一日止六個月	
		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
Cash flows from operating activities	經營業務之現金流		
Cash generated from operations	經營業務所產生之現金	10,503	83,382
Hong Kong profits tax paid	已繳香港利得稅	(5,969)	(6,255)
Mainland China income tax paid	已繳中國內地所得稅	(4,302)	(4,204)
Interest received	已收利息	338	273
Net cash generated from operating activities	經營業務所產生之淨現金	570	73,196
Cash flows from investing activities	投資業務之現金流		
Purchase of financial asset at fair value through profit and loss	購買按公允價值計入當期損益的財務資產	(7,357)	—
Purchase of property, plant and equipment	購買物業、廠房及設備	(3,526)	(4,452)
Prepayments for property, plant and equipment and renovation costs	物業、廠房及設備與裝修預付款	(2,612)	(1,395)
Increase in restricted bank deposit	受限制的銀行存款增加	(263)	—
Net cash used in investing activities	投資業務所使用之淨現金	(13,758)	(5,847)
Cash flows from financing activities	融資業務之現金流		
Proceeds from bank loans	新增銀行貸款	54,434	50,138
Repayment of bank loans	償還銀行貸款	(117,456)	(21,945)
Increase/(decrease) in trust receipt loans	信託收據貸款增加/(減少)	50,977	(104,791)
Repayment of lease liabilities (principals and interests)	租賃負債之還款(本金及利息)	(3,511)	(2,818)
Dividends paid to non-controlling interests	支付予非控制權益之股息	(1,112)	(9,340)
Dividends paid	支付股息	—	(7,384)
Interest paid	借貸利息	(11,813)	(8,049)
Net cash used in financing activities	融資業務所使用之淨現金	(28,481)	(104,189)
Net decrease in cash and cash equivalents	現金及現金等額之淨額減少	(41,669)	(36,840)
Cash and cash equivalents at 1st July	於七月一日之現金及現金等額	150,637	178,926
Effect of foreign exchange rate changes	外幣匯率變動影響	—	(9,609)
Cash and cash equivalents at 31st December	於十二月三十一日之現金及現金等額	108,968	132,477

The above condensed consolidated statement of cash flows should be read in conjunction with the accompanying notes.

上述簡明綜合現金流量表應與隨附附註一併閱讀。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

I GENERAL INFORMATION

Ngai Hing Hong Company Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in the manufacturing and trading of plastic materials, pigments, colorants, compounded plastic resins and engineering plastic products.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

This condensed consolidated interim financial information is presented in Hong Kong dollars, unless otherwise stated, and has been approved for issue by the Board of Directors on 28th February 2024.

2 BASIS OF PREPARATION

This condensed consolidated interim financial information for the six months ended 31st December 2023 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting”. This condensed consolidated interim financial information does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual financial statements for the year ended 30th June 2023, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

簡明綜合中期財務資料附註

I 一般資料

毅興行有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事塑膠原料、色粉、着色劑、混料及工程塑料之製造及買賣。

本公司是於百慕達註冊之一間有限責任公司。公司註冊地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

本公司之股票於香港聯合交易所有限公司之主版上市。

除非已另外列明，本簡明綜合中期財務資料乃以港幣列示。本簡明綜合中期財務資料已於二零二四年二月二十八日被董事局批准。

2 編製基準

截至二零二三年十二月三十一日止六個月的簡明綜合中期財務資料已根據香港會計準則第34號「中期財務報告」編製。本簡明綜合中期財務資料並不包括所有一般需於年度財務報表包含之附註種類。因此，簡明綜合中期財務資料應與截至二零二三年六月三十日止年度的年度財務報表一併閱讀，該財務報表已根據香港財務報告準則編製。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

3 ACCOUNTING POLICIES

Except as described below, the accounting policies applied are consistent with those of the annual financial statements for the year ended 30th June 2023, as described in those annual financial statements.

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

3.1 New and amended standards adopted by the Group

The Group has applied the following new standards and amendments to standards for the first time for the annual period beginning on 1st July 2023:

HKAS 8 (Amendment)
香港會計準則第8號(修訂本)

HKAS 12 (Amendment)
香港會計準則第12號(修訂本)

HKAS 12 (Amendment)
香港會計準則第12號(修訂本)

HKFRS 17
香港財務報告準則第17號

HKFRS 17 (Amendment)
香港財務報告準則第17號(修訂本)

HKAS 1 and HKFRS Practice Statement 2 (Amendments)
香港會計準則第1號及香港財務報告準則
實務公告第2號(修訂本)

Definition of Accounting Estimates
會計估計定義

Deferred tax related to assets and liabilities
arising from a single transaction
單一交易產生之資產及負債相關遞延稅項

International Tax Reform - Pillar Two Model Rules
國際租稅變革－支柱二規則範本

Insurance Contracts
保險合約

Initial Application of HKFRS 17 and HKFRS 9
- Comparative Information
首次採納香港財務報告準則第17號及香港財務報告
準則第9號－比較資料

Disclosure of Accounting Policies
會計政策的披露

簡明綜合中期財務資料附註(續)

3 會計政策

除下文所述者外，所採用之會計政策與截至二零二三年六月三十日止年度的年度財務報表所採用的會計政策(如該等年度財務報表所述)一致。

本中期期間的所得稅按照預期年度總盈利適用的稅率累計。

3.1 本集團所採納新準則和對準則的修訂

本集團已於自二零二三年七月一日起的年報期間首次應用以下新準則和對準則的修訂：

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

3 ACCOUNTING POLICIES (Continued)

3.1 *New and amended standards adopted by the Group (Continued)*

The adoption of the above new standards and amendments to standards did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

3.2 *Impact of standards issued but not yet applied by the Group*

The following new and amended HKFRSs have been issued, but are not effective for the Group's accounting period beginning on 1st July 2023 and have not been early adopted:

簡明綜合中期財務資料附註(續)

3 會計政策(續)

3.1 本集團所採納新準則和對準則的修訂(續)

採納上文所列的新準則和對準則的修訂對於過往期間確認的金額並無任何影響，且期間不會對目前及未來期間產生重大影響。

3.2 已頒佈但本集團未採納的準則之影響

下列新訂及經修訂之香港財務報告準則已頒佈，惟尚未於本集團於二零二三年七月一日開始之會計期間生效及並無提早採納：

NOTES TO THE CONDENSED CONSOLIDATED INTERIM
FINANCIAL INFORMATION (Continued)

簡明綜合中期財務資料附註(續)

3 ACCOUNTING POLICIES (Continued)

3 會計政策(續)

3.2 Impact of standards issued but not yet applied by the Group
(Continued)

3.2 已頒佈但本集團未採納的準則之影
響(續)

HKAS 1 (Amendment) 香港會計準則第1號(修訂本)	Classification of Liabilities as Current or Non-current ¹ 將負債分類為流動或非流動 ¹
HKAS 1 (Amendment) 香港會計準則第1號(修訂本)	Non-current liabilities with Covenants ¹ 附有契約條件之非流動資產 ¹
HKFRS 16 (Amendment) 香港財務報告準則第16號(修訂本)	Lease Liability in a Sales and Leaseback ¹ 售後回租之租賃負債 ¹
Hong Kong - Interpretation 5 (2020) (Amendment) 香港詮釋第5號(2020)(修訂本)	Presentation of Financial Statements - Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ¹ 財務報表之呈列－借款人對含有按要求償還條款之定期貸款之分類 ¹
HKAS 7 and HKFRS 7 (Amendments) 香港會計準則第7號及 香港財務報告準則第7號(修訂本)	Supplier Finance Arrangements ¹ 供應商融資安排 ¹
HKAS 21 (Amendment) 香港會計準則第21號(修訂本)	Lack of Exchangeability ² 缺乏可兌換性 ²
HKFRS 10 and HKAS 28 (Amendments) 香港財務報告準則第10號及 香港會計準則第28號(修訂本)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³ 投資者與其聯營公司或合營公司之間之資產出售或注資 ³

(1) Effective for annual periods beginning on or after 1st January 2024

(1) 自二零二四年一月一日起的年報期間生效

(2) Effective for annual periods beginning on or after 1st January 2025

(2) 自二零二五年一月一日起的年報期間生效

(3) To be determined

(3) 仍未確定

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

3 ACCOUNTING POLICIES (Continued)

3.2 Impact of standards issued but not yet applied by the Group (Continued)

The Group has commenced, but not yet completed, an assessment of the impact of the new standards and amendments to standards on its results of operations and financial position. However, none of the above new standards and amendments to standards is expected to have a significant effect on the Group's financial performance and position.

4 ESTIMATES AND JUDGEMENTS

The preparation of interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the annual financial statements for the year ended 30th June 2023.

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, cash flow and fair value interest rate risk and price risk), credit risk and liquidity risk.

The condensed consolidated interim financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 30th June 2023.

There have been no changes in the risk management department since year end or in any risk management policies since the year end.

簡明綜合中期財務資料附註(續)

3 會計政策(續)

3.2 已頒佈但本集團未採納的準則之影響(續)

本集團已開始(但並未完成)就此等新準則及對準則的修訂對本集團之業績及財務狀況的影響進行評估。此等新準則及對準則的修訂預期不會對本集團的綜合財務報表造成重大影響。

4 估計及判斷

編製中期財務資料要求管理層對影響會計政策的應用和所報告資產和負債以及收支的數額作出判斷、估計和假設。實際結果或會與此等估計不同。

在編製此等簡明綜合中期財務資料時，管理層應用本集團會計政策時作出的重大判斷和估計不確定性的關鍵來源，與截至二零二三年六月三十日止年度財務報表所應用的相同。

5 財務風險管理及金融工具

5.1 財務風險因素

本集團的活動承受著多種的財務風險：市場風險(包括匯率風險、現金流量及公允價值利率風險及價格風險)、信用風險及流動性風險。

簡明綜合中期財務資料並未包括年度財務報表規定的所有財務風險管理資訊和披露，此中期財務資料應與本集團截至二零二三年六月三十日止年度的年度財務報表一併閱讀。

自年底以來風險管理部或風險管理政策並無任何變動。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

5.2 Liquidity risk

Compared to year end, there have been no material changes to the policies and practices for the Group's liquidity and funding risk management as described in the annual financial statements for the year ended 30th June 2023.

As at 31st December 2023, the Group had cash and cash equivalents of HK\$108,968,000 (30th June 2023: HK\$150,637,000) of which approximately 75% was held in Renminbi, 9% was held in US Dollar, 16% was held in HK Dollar. The gearing ratio of the Group as at 31st December 2023 (defined as the net debt divided by total equity plus net debt, where net debt is defined as borrowings less cash and cash equivalents) was approximately 30% (30th June 2023: approximately 25%).

簡明綜合中期財務資料附註(續)

5 財務風險管理及金融工具(續)

5.2 流動性風險

本集團的流動性及資金風險管理與截至二零二三年六月三十日之年度財務報表所披露之政策及實施並無重大變動。

於二零二三年十二月三十一日，本集團擁有現金及現金等價物108,968,000港元(二零二三年六月三十日：150,637,000港元)，當中約75%、9%、16%分別以人民幣、美元及港元持有。於二零二三年十二月三十一日，本集團的資產負債比率(定義為淨債務除以權益總額加淨債務(其中淨債務定義為借貸減現金及現金等價物))約為30%(二零二三年六月三十日：約25%)。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

5.3 Fair value estimation

According to HKFRS 7 “Financial Instruments: Disclosures”, financial instruments measured in the condensed consolidated balance sheet at fair value are required to disclose the fair value measurements by level of the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2)
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3)

There were no transfers of financial assets between categories during the period. There were no other changes in valuation technique during the period.

As at 31st December 2023, the Group's financial assets and liabilities that are measured at fair value are categorised as level 3 financial instruments. The following table presents the changes in level 3 instruments for the period ended 31st December 2023.

簡明綜合中期財務資料附註(續)

5 財務風險管理及金融工具(續)

5.3 公允價值估計

根據香港財務報告準則第7號「金融工具：披露」，有關金融工具在簡明綜合資產負債表的公允價值計量需按下列公允價值計量架構披露：

- 相同資產或負債在活躍市場的報價(未經調整)(第1層)
- 除了第1層所包括的報價外，該資產和負債的可觀察的其他輸入，可為直接(即例如價格)或間接(即源自價格)(第2層)
- 資產和負債並非依據可觀察市場數據的輸入(即非可觀察輸入)(第3層)

本期間內分類之間並無財務資產的重大轉撥。本期間內並無任何估值技術的變動。

於二零二三年十二月三十一日，本集團以公允價值計量的財務資產和負債已全部分類作第3層金融工具。以下為於截至二零二三年十二月三十一日止期間內第3層金融工具的變動表。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM
FINANCIAL INFORMATION (Continued)

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL
INSTRUMENTS (Continued)

5.3 Fair value estimation (Continued)

簡明綜合中期財務資料附註(續)

5 財務風險管理及金融工具(續)

5.3 公允價值估計(續)

		Financial asset at fair value through profit or loss	Financial asset at fair value through other comprehensive income	Derivative financial instruments
		按公允價值 計入當期 損益的財務資產	按公允價值 計入其他全面 收益的財務資產	衍生金融工具
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1st July 2023	於二零二三年七月一日	—	2,344	(135)
Net settlements	淨結算	—	—	(300)
Addition	增加	7,357	—	—
(Losses)/gains recognised in income statement	於收益表確認的(損失)/收益	(1,535)	—	100
Losses recognised in other comprehensive income	在其他全面收益確認的損失	—	(292)	—
At 31st December 2023	於二零二三年十二月三十一日	5,822	2,052	(335)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

5.3 Fair value estimation (Continued)

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. Fair value of unlisted investment was determined by the Directors to be close to the net assets value of such company based on its unaudited financial statements for the period ended 31st December 2023. Fair value of the keyman insurance contract is determined based on the cash surrender value in accordance with the keyman insurance contract which is an unobservable input. Directors estimate the fair value based on the cash surrender value projection in the keyman insurance contract. Specific valuation technique used to value the derivative financial instruments includes using forward exchange rates at the balance sheet date to discount back to the present value. The key unobservable data includes the interbank forward exchange rate and the volatility of forward exchange rate. Changes in subjective input assumptions can materially affect the fair value estimate. There is no change in valuation technique during the period.

6 REVENUE FROM CONTRACTS WITH CUSTOMERS AND SEGMENT INFORMATION

簡明綜合中期財務資料附註(續)

5 財務風險管理及金融工具(續)

5.3 公允價值估計(續)

沒有在活躍市場買賣的金融工具的公允價值利用估值技術釐定。非上市投資之公允價值由董事根據該公司截至二零二三年十二月三十一日止期間之未經審核財務報表之資產淨值計算。主要人員保險合約之公允價值基於按主要人員保險合約所列之退保現金值釐定，此並非可觀察輸入數據。董事根據主要人員保險合約之退保現金值估算估計公允價值。用以估值衍生金融工具的特定估值技術包括利用資產負債表日期的遠期匯率釐定，而所得價值折算至現值。關鍵不可觀察假設包括銀行間遠期匯率及遠期匯率之波動性。此等主觀假設的變動將重大影響公允價值估算。本期間內並無任何估值技術的變動。

6 客戶合約之收入及分部資料

		Unaudited 未經審核	
		Six months ended 31st December 截至十二月三十一日止六個月	
		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
Revenue from contracts with customers	客戶合約之收入		
Sales of goods	銷售貨品	649,296	637,858

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

6 REVENUE FROM CONTRACTS WITH CUSTOMERS AND SEGMENT INFORMATION (Continued)

The Group is principally engaged in the manufacturing and trading of plastic materials, pigments, colorants, compounded plastic resins and engineering plastic products.

The Group derived revenue from the sales of goods at a point in time.

The chief operating decision-maker (“CODM”) has been identified as the Executive Directors of the Company. Management has determined the operating segments based on the reports reviewed by the CODM that are used to assess performance and allocate resources. The CODM considers the business from the operations nature and the type of products perspective, including the trading of plastic materials (“Trading”), manufacturing and sale of colorants, pigments and compounded plastic resins (“Colorants”), manufacturing and sale of engineering plastic products (“Engineering plastic”) and other corporate and business activities (“Others”).

Each of the Group’s operating segments represents a strategic business unit that is managed by different business unit leaders. Inter-segment transactions are entered into under the normal commercial terms and conditions that would also be available to unrelated third parties. Information provided to the CODM is measured in a manner consistent with that in the condensed consolidated interim financial information.

The CODM assesses the performance of the operating segments based on a measure of revenue from contracts with customers and operating profit including corporate expenses, which is in a manner consistent with that of the condensed consolidated interim financial information.

簡明綜合中期財務資料附註(續)

6 客戶合約之收入及分部資料(續)

本集團之主要業務為塑膠原料、色粉、着色劑、混料和工程塑料之製造及買賣。

本集團於某一時間點錄得來自銷售貨品的收入。

首席經營決策者被認定為本公司之執行董事。首席經營決策者審視本集團的內部報告以評估表現和分配資源。管理層已決定根據此等報告釐定經營分部。首席經營決策者從經營性質及產品角度考慮業務，當中包括塑膠原料之買賣(「貿易」)；着色劑、色粉及混料之製造及買賣(「着色劑」)、工程塑料之製造及買賣(「工程塑料」)及其他企業及業務活動(「其他」)。

本集團每一經營分部代表一策略性業務單位，並由不同之業務單位主管管理。分部間銷售按照公平交易原則的相對等條款進行。向首席經營決策者報告的計量方法與簡明綜合中期財務資料內方法一致。

首席經營決策者據對客戶合約之收入及經營溢利(包括企業支出)的計量評估營運分部的表現，方式與簡明綜合中期財務資料相符。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

簡明綜合中期財務資料附註(續)

6 REVENUE FROM CONTRACTS WITH CUSTOMERS AND SEGMENT INFORMATION (Continued)

6 客戶合約之收入及分部資料(續)

The segment information provided to the CODM for the reportable segments for the six months ended 31st December 2023 is as follows:

截至二零二三年十二月三十一日止六個月提供給首席經營決策者之可呈列報告分部資料如下：

		Unaudited 未經審核				
		Engineering				Group
		Trading	Colorants	plastic	Others	Group
		貿易	着色劑	工程塑料	其他	本集團
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue from contracts with customers	客戶合約之收入					
– Gross revenue	– 分部總銷售	428,976	186,307	65,136	—	680,419
– Inter-segment revenue	– 分部間銷售	(30,185)	(938)	—	—	(31,123)
Revenue from external customers	外部客戶收益	398,791	185,369	65,136	—	649,296
Operating (loss)/profit	經營(虧損)/溢利	(13,543)	14,883	(1,253)	(3,610)	(3,523)
Finance income	財務收益	388	281	14	—	683
Finance costs	財務費用	(10,524)	(742)	(789)	(103)	(12,158)
(Loss)/profit before income tax	除稅前(虧損)/溢利	(23,679)	14,422	(2,028)	(3,713)	(14,998)
Other information:	其他資料：					
Capital expenditures	資本開支	269	3,845	2,365	8	6,487
Depreciation of property, plant and equipment	物業、廠房及設備折舊	172	4,225	2,723	570	7,690
Depreciation of rights-of-use assets	使用權資產折舊	157	2,221	492	104	2,974
Provision for impairment of inventories, net	存貨減值準備—淨額	718	216	4,861	—	5,795
Reversal of provision for loss allowance on trade receivables	貿易應收款虧損撥回	(489)	(948)	(122)	—	(1,559)
Fair value gains on derivative financial instruments	衍生金融工具公允價值收益	100	—	—	—	100

NOTES TO THE CONDENSED CONSOLIDATED INTERIM
FINANCIAL INFORMATION (Continued)

簡明綜合中期財務資料附註(續)

6 REVENUE FROM CONTRACTS WITH CUSTOMERS AND
SEGMENT INFORMATION (Continued)

6 客戶合約之收入及分部資料(續)

The segment information provided to the CODM for the reportable segments as at 31st December 2023 is as follows:

於二零二三年十二月三十一日提供給首席經營決策者之可呈列報告分部資料如下：

		Unaudited 未經審核				
		Engineering				Group
		Trading	Colorants	plastic	Others	Group
		貿易	着色劑	工程塑料	其他	本集團
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Segment assets	分部資產	373,554	326,829	123,606	150,301	974,290
Segment liabilities	分部負債	(75,389)	(38,047)	(14,492)	(3,857)	(131,785)
Segment borrowings	分部借貸	(268,480)	(34,009)	(19,809)	(4,579)	(326,877)
		(343,869)	(72,056)	(34,301)	(8,436)	(458,662)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

簡明綜合中期財務資料附註(續)

6 REVENUE FROM CONTRACTS WITH CUSTOMERS AND SEGMENT INFORMATION (Continued)

6 客戶合約之收入及分部資料(續)

The segment information provided to the CODM for the reportable segments for the six months ended 31st December 2022 is as follows:

截至二零二二年十二月三十一日止六個月提供給首席經營決策者之可呈列報告分部資料如下：

		Unaudited 未經審核				
		Trading	Colorants	Engineering	Others	Group
		貿易	着色劑	工程塑料	其他	本集團
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue from contracts with customers	客戶合約之收入					
– Gross revenue	– 分部總銷售	446,175	157,061	64,279	—	667,515
– Inter-segment revenue	– 分部間銷售	(28,812)	(835)	(10)	—	(29,657)
Revenue from external customers	外部客戶收益	417,363	156,226	64,269	—	637,858
Operating (loss)/profit	經營(虧損)/溢利	(25,018)	7,332	(1,048)	(2,294)	(21,028)
Finance income	財務收益	378	194	25	—	597
Finance costs	財務費用	(6,888)	(392)	(696)	(314)	(8,290)
(Loss)/profit before income tax	除稅前(虧損)/溢利	(31,528)	7,134	(1,719)	(2,608)	(28,721)
Other information:	其他資料：					
Capital expenditures	資本開支	24	4,550	2,072	36	6,682
Depreciation of property, plant and equipment	物業、廠房及設備折舊	274	4,632	2,999	223	8,128
Depreciation of rights-of-use assets	使用權資產折舊	224	2,276	486	55	3,041
Provision for/(reversal of) impairment of inventories, net	存貨減值準備/(撥回) – 淨額	2,849	(240)	742	—	3,351
(Reversal of)/provision for loss allowance on trade receivables, net	貿易應收款虧損(撥回)/撥備 – 淨額	(548)	422	87	—	(39)
Fair value gains on derivative financial instruments	衍生金融工具公允價值收益	560	—	—	—	560

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

簡明綜合中期財務資料附註(續)

6 REVENUE FROM CONTRACTS WITH CUSTOMERS AND SEGMENT INFORMATION (Continued)

6 客戶合約之收入及分部資料(續)

The segment information provided to the CODM for the reportable segments as at 30th June 2023 is as follows:

於二零二三年六月三十日提供給首席經營決策者之可呈列報告分部資料如下：

		Audited 經審核				
		Engineering				
		Trading 貿易	Colorants 着色劑	plastic 工程塑料	Others 其他	Group 本集團
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment assets	分部資產	394,799	320,484	135,539	140,447	991,269
Segment liabilities	分部負債	(63,610)	(32,453)	(16,000)	(3,780)	(115,843)
Segment borrowings	分部借貸	(293,684)	(23,748)	(21,490)	—	(338,922)
		(357,294)	(56,201)	(37,490)	(3,780)	(454,765)

The entity is domiciled in Hong Kong. The revenue from external customers from Hong Kong for the six months ended 31st December 2023 is approximately HK\$169,033,000 (six months ended 31st December 2022: HK\$197,096,000) and the total of its revenue from external customers from other locations (mainly in Mainland China) is approximately HK\$480,263,000 (six months ended 31st December 2022: HK\$440,762,000).

本實體以香港為基地。截至二零二三年十二月三十一日止六個月來自香港之外部客戶收益約為169,033,000港元(截至二零二二年十二月三十一日止六個月：197,096,000港元)，而來自其他地區(主要為中國內地)之外部客戶收益約為480,263,000港元(截至二零二二年十二月三十一日止六個月：440,762,000港元)。

At 31st December 2023, the total of non-current assets other than financial instruments and deferred income tax assets located in Hong Kong is approximately HK\$171,992,000 (as at 30th June 2023: HK\$173,281,000) and the total of these non-current assets located in other locations (mainly in Mainland China) is approximately HK\$106,979,000 (as at 30th June 2023: HK\$110,216,000).

於二零二三年十二月三十一日，除金融工具及遞延稅項資產外位於香港之非流動資產約為171,992,000港元(於二零二三年六月三十日：173,281,000港元)，而位於其他地區(主要為中國內地)之此等非流動資產約為106,979,000港元(於二零二三年六月三十日：110,216,000港元)。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM
FINANCIAL INFORMATION (Continued)

簡明綜合中期財務資料附註(續)

7 OTHER GAINS, NET

7 其他收益－淨額

		Unaudited 未經審核	
		Six months ended 31st December 截至十二月三十一日止六個月	
		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
Net exchange (loss)/gain	(虧損)／外匯收益	(772)	2,534
Fair value gains from derivative financial instruments	衍生金融工具公允價值收益	100	560
Fair value losses from financial asset through profit and loss	按公允價值計入審計損益的 財務資產公允價值損失	(1,535)	—
Others	其他	2,391	1,005
		184	4,099

NOTES TO THE CONDENSED CONSOLIDATED INTERIM
FINANCIAL INFORMATION (Continued)

簡明綜合中期財務資料附註(續)

8 OPERATING LOSS

Operating loss is stated after charging/(crediting) the following:

8 經營虧損

經營虧損乃經扣除/(計入)下列各項後
列賬：

		Unaudited 未經審核	
		Six months ended 31st December 截至十二月三十一日止六個月	
		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
Cost of inventories recognised as expenses included in cost of sales	確認作開支並包括於銷售成本之 出售存貨成本	506,806	511,405
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7,690	8,128
Depreciation of rights-of-use assets	使用權資產折舊	2,974	3,041
Short-term lease rentals in respect of land and buildings	土地及樓宇之短期租賃租金	4,050	4,849
Employee benefit expenses, including Directors' emoluments	僱員福利支出(包括董事酬金)	65,839	67,199
Reversal of provision for loss allowance on trade receivables	貿易應收款虧損準備撥回	(1,559)	(39)
Provision for impairment of inventories, net	存貨減值準備－淨額	5,795	3,351

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

簡明綜合中期財務資料附註(續)

9 FINANCE INCOME AND COSTS

9 財務收益及費用

		Unaudited 未經審核	
		Six months ended 31st December 截至十二月三十一日止六個月	
		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
Finance income:	財務收益：		
– Interest income from bank deposits	– 銀行存款利息收入	338	273
– Net exchange gains on financing activities	– 融資業務之外匯收益淨額	345	324
		683	597
Finance costs:	財務費用：		
– Interests on bank borrowings	– 銀行借貸之利息	(11,981)	(8,049)
– Interests on lease liabilities	– 租賃負債之利息	(177)	(241)
		(12,158)	(8,290)
Finance costs, net	財務費用－淨額	(11,475)	(7,693)

10 INCOME TAX EXPENSE

No Hong Kong profits tax has been provided as the Group has no estimated assessable profit in Hong Kong for the period (2022: same). Income tax on the Group's subsidiaries established and operate in Mainland China has been calculated on the estimated assessable profit for the period at the rates of taxation as applicable to the relevant subsidiaries.

10 稅項支出

本集團期內概無來自香港的估計應課稅溢利，因此並無就香港利得稅作出撥備（二零二二年：相同）。中國所得稅乃根據於中國內地經營之附屬公司於本期間內之估計應課稅溢利按該等附屬公司所在地之適用稅率計算撥備。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

10 INCOME TAX EXPENSE (Continued)

The amount of income tax charged to the interim consolidated income statement represents:

		Unaudited 未經審核	
		Six months ended 31st December 截至十二月三十一日止六個月	
		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
Current income tax	本期稅項		
– Hong Kong profits tax	– 香港利得稅	—	—
– Mainland China corporate income tax	– 中國內地企業所得稅	7,409	3,900
		7,409	3,900
Deferred income tax (credit)/charge	遞延稅項(抵免)/費用	(2,935)	2,688
		4,474	6,588

Deferred income tax assets are recognised for tax losses carry-forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. At 31st December 2023, the Group had unrecognised tax losses to be carried forward against future taxable income amounted to HK\$439,608,000 (as at 30th June 2023: HK\$396,567,000). Aside from tax losses generated from certain subsidiaries incorporated in Mainland China amounted to HK\$55,718,000 (as at 30th June 2023: HK\$42,776,000) with expiry dates from 2023 to 2027, the remaining tax losses have no expiry date. The potential deferred income tax assets in respect of these tax losses which have not been recognised amounted to approximately HK\$77,217,000 (as at 30th June 2023: HK\$69,070,000).

簡明綜合中期財務資料附註(續)

10 稅項支出(續)

中期簡明綜合收益表之稅項支出為：

		Unaudited 未經審核	
		Six months ended 31st December 截至十二月三十一日止六個月	
		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
Current income tax	本期稅項		
– Hong Kong profits tax	– 香港利得稅	—	—
– Mainland China corporate income tax	– 中國內地企業所得稅	7,409	3,900
		7,409	3,900
Deferred income tax (credit)/charge	遞延稅項(抵免)/費用	(2,935)	2,688
		4,474	6,588

就結轉的稅務虧損而確認的遞延所得稅資產僅限於有關之稅務利益有可能透過未來應課稅盈利實現的部分。於二零二三年十二月三十一日，本集團並無就可結轉以抵銷未來應課稅收益的稅務虧損約439,608,000港元(於二零二三年六月三十日：396,567,000港元)確認遞延所得稅資產約77,217,000港元(於二零二三年六月三十日：69,070,000港元)。於中國內地成立的附屬公司所產生由二零二三年至二零二七年到期的稅務虧損約為55,718,000港元(於二零二三年六月三十日：42,776,000港元)，其餘稅務虧損並無到期日。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

11 DIVIDENDS

On 29th September 2022, the Directors proposed a final dividend of HK2.0 cents per share, totalling HK\$7,384,000 for the year ended 30th June 2022, which was paid during the six months 31st December 2022.

On 27th February 2023, the Directors resolved not to declare any interim dividend for the six months ended 31st December 2022.

On 28th September 2023, the Directors resolved not to declare any final dividend for the year ended 30th June 2023.

On 28th February 2024, the Directors resolved not to declare any interim dividend for the six months ended 31st December 2023.

12 LOSS PER SHARE

The calculation of basic loss per share is based on the loss attributable to equity holders of the Company for the period of HK\$18,412,000 (six months ended 31st December 2022: HK\$34,092,000) and 369,200,000 (six months ended 31st December 2022: 369,200,000) ordinary shares in issue during the period.

Dilutive loss per share for the period ended 31st December 2023 and 2022 equal basic loss per share as there was no dilutive potential ordinary share as at the period ended 31st December 2023 and 2022.

簡明綜合中期財務資料附註(續)

11 股息

於二零二二年九月二十九日，董事建議就截至二零二二年六月三十日止年度派發末期股息每股2.0港仙，共7,384,000港元。此項股息已於截至二零二二年十二月三十一日止六個月內支付。

於二零二三年二月二十七日，董事議決不就截至二零二二年十二月三十一日止六個月宣派任何中期股息。

於二零二三年九月二十八日，董事議決不就截至二零二三年六月三十日止年度宣派任何末期股息。

於二零二四年二月二十八日，董事議決不就截至二零二三年十二月三十一日止六個月宣派任何中期股息。

12 每股虧損

每股基本虧損乃根據本期公司股東應佔虧損18,412,000港元(截至二零二二年十二月三十一日止六個月：34,092,000港元)及期內已發行普通股369,200,000股(截至二零二二年十二月三十一日止六個月：369,200,000股)計算。

於二零二三年十二月三十一日及二零二二年十二月三十一日，本公司並無具攤薄潛力之普通股，因此，於截至二零二三年十二月三十一日及二零二二年十二月三十一日止兩個期間，每股攤薄虧損相等於每股基本虧損。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

簡明綜合中期財務資料附註(續)

13 PROPERTY, PLANT AND EQUIPMENT, RIGHT-OF-USE ASSETS AND INVESTMENT PROPERTIES

13 物業、廠房及設備、使用權資產和投資物業

		Unaudited 未經審核		
		Property, plant and equipment 物業、廠房及 設備 HK\$'000 千港元	Right-of-use assets 使用權資產 HK\$'000 千港元	Investment properties 投資物業 HK\$'000 千港元
Net book value as at 1st July 2023	於二零二三年七月一日之 賬面淨額	99,714	25,333	155,426
Additions	增加	3,875	—	—
Disposal	出售	(349)	—	—
Depreciation (Note 8)	折舊(附註8)	(7,690)	(2,974)	—
Net book value as at 31st December 2023	於二零二三年十二月三十一日 之賬面淨額	95,550	22,359	155,426
Net book value as at 1st July 2022	於二零二二年七月一日之 賬面淨額	111,503	30,826	155,160
Currency translation differences	匯兌差額	(5,170)	(1,481)	(1,667)
Additions	增加	4,642	864	—
Disposal	出售	(188)	—	—
Depreciation (Note 8)	折舊(附註8)	(8,128)	(3,041)	—
Net book value as at 31st December 2022	於二零二二年十二月三十一日 之賬面淨額	102,659	27,168	153,493

NOTES TO THE CONDENSED CONSOLIDATED INTERIM
FINANCIAL INFORMATION (Continued)

簡明綜合中期財務資料附註(續)

14 TRADE AND BILLS RECEIVABLES

14 貿易應收款及應收票據

		Unaudited 未經審核 31st December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元	Audited 經審核 30th June 2023 於二零二三年 六月三十日 HK\$'000 千港元
Trade receivables	貿易應收款	194,006	184,072
Less: loss allowance	減：虧損撥備	(3,130)	(4,689)
		190,876	179,383
Bills receivables	應收票據	44,211	37,863
		235,087	217,246

At 31st December 2023, the aging analysis of trade receivables, based on invoice date, is as follows:

於二零二三年十二月三十一日貿易應收款根據發票日期之賬齡分析如下：

		Unaudited 未經審核 31st December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元	Audited 經審核 30th June 2023 於二零二三年 六月三十日 HK\$'000 千港元
Below 90 days	90日內	189,608	173,159
91-180 days	91—180日	1,268	6,208
Over 180 days	超過180日	3,130	4,705
		194,006	184,072

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

14 TRADE AND BILLS RECEIVABLES (Continued)

The majority of the Group's sales are with credit terms of 30 to 90 days. The remaining amounts are on letter of credit or documents against payment.

Bill receivables are mainly with maturity period within 180 days.

At 31st December 2023, there are bills of exchange of HK\$33,106,000 (as at 30th June 2023: HK\$9,660,000) factored to banks with recourse in exchange for cash. The transactions had been accounted for as collateralised bank advances (Note 18).

15 OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

簡明綜合中期財務資料附註(續)

14 貿易應收款及應收票據(續)

本集團大部份銷售的信貸期為三十至九十日，其餘以信用狀或付款交單方式進行。

應收票據之到期日主要為一百八十日內。

於二零二三年十二月三十一日，並無任何附追索權之貼現票據轉讓予若干銀行以換取現金33,106,000港元(於二零二三年六月三十日：9,660,000港元)。有關交易已列為抵押化的銀行墊款(附註18)。

15 其他應收款項、預付款及按金

		Unaudited 未經審核 31st December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元	Audited 經審核 30th June 2023 於二零二三年 六月三十日 HK\$'000 千港元
Other receivables	其他應收款項	11,264	4,869
Prepayments	預付款	23,495	17,694
Deposits	按金	2,101	2,305
		36,860	24,868

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

簡明綜合中期財務資料附註(續)

16 TRADE PAYABLES

At 31st December 2023, the aging analysis of trade payables, based on invoice date, is as follows:

16 貿易應付款

於二零二三年十二月三十一日貿易應付款根據發票日期之賬齡分析如下：

		Unaudited 未經審核 31st December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元	Audited 經審核 30th June 2023 於二零二三年 六月三十日 HK\$'000 千港元
Below 90 days	90日內	66,201	55,692
91-180 days	91—180日	888	70
Over 180 days	超過180日	960	1,007
		68,049	56,769

NOTES TO THE CONDENSED CONSOLIDATED INTERIM
FINANCIAL INFORMATION (Continued)

簡明綜合中期財務資料附註(續)

17 OTHER PAYABLES, DEPOSITS RECEIVED AND ACCRUALS

17 其他應付款及預提費用

		Unaudited	Audited
		未經審核	經審核
		31st December	30th June
		2023	2023
		於二零二三年	於二零二三年
		十二月三十一日	六月三十日
		HK\$'000	HK\$'000
		千港元	千港元
Contract liabilities	合約負債	8,607	9,005
Other payable and accruals	其他應付款及預提費用	35,641	27,991
		44,248	36,996

NOTES TO THE CONDENSED CONSOLIDATED INTERIM
FINANCIAL INFORMATION (Continued)

簡明綜合中期財務資料附註(續)

18 BANK BORROWINGS

18 銀行借貸

		Unaudited 未經審核 31st December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元	Audited 經審核 30th June 2023 於二零二三年 六月三十日 HK\$'000 千港元
Bank loans due for repayment within one year - secured	需於一年內償還之銀行貸款 — 有抵押	56,981	143,449
Trust receipt loans due for repayment within one year - secured	需於一年內償還之信託收據貸款 — 有抵押	236,790	185,813
Bank advances for discounted bills (Note 14)	銀行貼現票據墊款(附註14)	33,106	9,660
Total borrowings	總借貸	326,877	338,922

Movements in borrowings are analysed as follows:

借貸變動分析如下：

		Unaudited 未經審核 six months ended 31st December 截至十二月三十一日止六個月 2023 HK\$'000 千港元	2022 HK\$'000 千港元
Opening amount as at 1st July	於七月一日之期初金額	338,922	392,827
Currency translation differences	匯兌差額	—	(1,573)
Repayment of borrowings	償還借貸	(117,456)	(21,945)
Drawdown of new borrowings	新借貸款	54,434	50,138
Increase/(decrease) in trust receipt loans	信託收據貸款增加/(減少)	50,977	(104,791)
Closing amount as at 31st December	於十二月三十一日之期末金額	326,877	314,656

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

18 BANK BORROWINGS (Continued)

The Group has the following undrawn borrowing facilities:

		Unaudited 未經審核 31st December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元	Audited 經審核 30th June 2023 於二零二三年 六月三十日 HK\$'000 千港元
Floating rate	浮動利率	339,108	298,978

Notes:

- (a) Bank borrowings of the Group are secured by certain property, plant and equipment, rights-of-use assets, investment properties and restricted cash with carrying amounts of HK\$29,461,000 (as at 30th June 2023: HK\$30,843,000), HK\$3,633,000 (as at 30th June 2023: HK\$3,894,000), HK\$40,010,000 (as at 30th June 2023: HK\$40,010,000) and HK\$36,345,000 (as at 30th June 2023: HK\$33,196,000), respectively.
- (b) As at 31st December 2023, the Company had provided guarantees in respect of banking facilities made available to its subsidiaries amounting to HK\$293,770,000 (as at 30th June 2023: HK\$329,262,000).

19 DERIVATIVE FINANCIAL INSTRUMENTS

As at 31st December 2023, the Group had two (as at 30th June 2023: one) outstanding forward foreign exchange contracts of HK\$335,000 (as at 30th June 2023: HK\$135,000) mainly to purchase USD (as at 30th June 2023: purchase USD). The maximum notional principal amount of the outstanding forward foreign exchange contract at 31st December 2023 was HK\$109,200,000 (as at 30th June 2023: HK\$156,000,000).

簡明綜合中期財務資料附註(續)

18 銀行借貸(續)

本集團有以下未使用之借貸額度：

		Unaudited 未經審核 31st December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元	Audited 經審核 30th June 2023 於二零二三年 六月三十日 HK\$'000 千港元
Floating rate	浮動利率	339,108	298,978

附註：

- (a) 本集團之銀行貸款以部分物業、廠房及設備、使用權資產、投資物業及受限制的銀行存款為抵押，其賬面值分別為29,461,000港元(於二零二三年六月三十日：30,843,000港元)、3,633,000港元(於二零二三年六月三十日：3,894,000港元)、40,010,000港元(於二零二三年六月三十日：40,010,000港元)及36,345,000港元(於二零二三年六月三十日：33,196,000港元)。
- (b) 於二零二三年十二月三十一日本公司就其附屬公司之銀行信貸提供合共293,770,000港元(截至二零二三年六月三十日：329,262,000港元)之擔保。

19 衍生金融工具

於二零二三年十二月三十一日，本集團有兩份(於二零二三年六月三十日：一份)約值335,000港元(於二零二三年六月三十日：135,000港元)之未交收外匯遠期合約主要以買美元(於二零二三年六月三十日：買美元)。於二零二三年十二月三十一日此等未交收外匯遠期合約之最高設定本金額為109,200,000港元(於二零二三年六月三十日：156,000,000港元)。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

簡明綜合中期財務資料附註(續)

20 SHARE CAPITAL

20 股本

		Unaudited 未經審核 31st December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元	Audited 經審核 30th June 2023 於二零二三年 六月三十日 HK\$'000 千港元
Authorised:	法定股本：		
800,000,000 (30th June 2023: 800,000,000) ordinary shares of HK\$0.10 each	800,000,000 (於二零二三年 六月三十日：800,000,000) 每股面值0.10港元之普通股	80,000	80,000
Issued and fully paid:	已發行及繳足股本：		
369,200,000 (30th June 2023: 369,200,000) ordinary shares of HK\$0.10 each	369,200,000 (於二零二三年 六月三十日：369,200,000) 每股面值0.10港元之普通股	36,920	36,920

21 COMMITMENTS

Capital commitments

21 承擔

資本承擔

		Unaudited 未經審核 31st December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元	Audited 經審核 30th June 2023 於二零二三年 六月三十日 HK\$'000 千港元
Property, plant and equipment: Contracted but not provided for	物業、廠房及設備： 已授權但未簽約	949	1,439

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

22 RELATED PARTY TRANSACTIONS

The Group is controlled by Good Benefit Limited, a company incorporated in the British Virgin Islands, which owns 53.3% of the Company's shares. The remaining 46.7% of the shares were widely held. Substantially all of the shares of Good Benefit Limited are beneficially owned by certain Directors of the Company.

Details of compensation paid to key management of the Group (all being Executive Directors of the Company) are as follows:

簡明綜合中期財務資料附註(續)

22 關連人士交易

本集團由 Good Benefit Limited (在英屬處女群島註冊成立之公司) 控制，其擁有本公司百分之五十三點三股權，其餘之百分之四十六點七股權為廣泛持有。Good Benefit Limited 實質上大部分股權由本公司之部分董事實益持有。

支付予本集團主要管理人員(均為本公司之執行董事)之酬金詳情如下：

		Unaudited 未經審核	
		six months ended 31st December 截至十二月三十一日止六個月	
		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
Basic salaries, allowances and other benefits in kind	基本薪酬、津貼及其他實物利益	6,658	6,488
Pensions - defined contribution plans	退休金－界定供款計劃	54	54
		6,712	6,542

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Continued)

簡明綜合中期財務資料附註(續)

22 RELATED PARTY TRANSACTIONS (Continued)

In addition to key management compensation disclosed above, the following transactions were carried out with related parties:

22 關連人士交易(續)

除主要管理人員之酬金外，與關連人士進行的交易如下：

		Unaudited 未經審核	
		Six months ended 31st December 截至十二月三十一日止六個月	
		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
Lease payment to related parties:	交付予關聯人士之應付租賃款項：		
– Build Fair Limited (Note i)	– 景聰有限公司(附註i)	494	494
– Shine Systems Plastic Material Company Limited (Note ii)	– 百亮塑膠原料有限公司(附註ii)	463	481
– Mr. HUI Sai Chung (Note iii)	– 許世聰先生(附註iii)	150	153
		1,107	1,128
Addition of right-of-use assets from related parties	來自關聯人士之使用權資產增加		
– Mr. HUI Sai Chung (Note iii)	– 許世聰先生(附註iii)	—	864

NOTES TO THE CONDENSED CONSOLIDATED INTERIM
FINANCIAL INFORMATION (Continued)

簡明綜合中期財務資料附註(續)

22 RELATED PARTY TRANSACTIONS (Continued)

22 關連人士交易(續)

		Unaudited 未經審核 31st December 2023 於二零二二年 十二月三十一日 HK\$'000 千港元	Audited 經審核 30th June 2023 於二零二二年 六月三十日 HK\$'000 千港元
Lease liabilities to related parties:	予關聯人士之租賃負債：		
– Build Fair Limited (Note i)	– 景聰有限公司(附註i)	328	816
– Shine Systems Plastic Material Company Limited (Note ii)	– 百亮塑膠原料有限公司 (附註ii)	741	1,183
– Mr. HUI Sai Chung (Note iii)	– 許世聰先生(附註iii)	552	688
		1,621	2,687

Notes:

- (i) Build Fair Limited is a company wholly owned by Mr. HUI Sai Chung, a Director of the Company.
- (ii) Shine Systems Plastic Material Company Limited is a company wholly owned by Mr. HUI Kwok Kwong, a Director of the Company.
- (iii) Mr. HUI Sai Chung is a Director of the Company.

Lease payments made to related parties are on mutually agreed basis.

附註：

- (i) 景聰有限公司由本公司董事許世聰先生全資擁有。
- (ii) 百亮塑膠原料有限公司由本公司董事許國光先生全資擁有。
- (iii) 許世聰先生為本公司董事。

支付予有關連人士的應付租賃款項根據一般商業條款及條件訂立。

INTERIM DIVIDEND

The Board has resolved not to declare any interim dividend for the six months ended 31st December 2023.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

In the second half of 2023, substantial changes happened in the global political, economic and energy landscapes. International turmoil was escalating, developed economies rushed to tighten monetary policies and interest rates climbed quickly in the US and Europe, weighing down the mean price of oil, and prices of plastic materials continued to stay low. During the period, although orders increased at the Group continuing to improve product quality and expand customer base, the operating environment remained under pressure due to the decline in plastic material price. The Group recorded total turnover of HK\$649,296,000 for the six months ended 31st December 2023 (2022: HK\$637,858,000), a slight increase of 1.8% against the same period last year.

During the period under review, the Group's overall gross profit increased by 24.9% to HK\$89,913,000 (2022: HK\$71,996,000). Continuing to implement stringent cost trimming measures, gross profit margin of the Group widened by 2.6 percentage points against the same period last year to 13.8%. Loss attributable to equity holders of the Company narrowed significantly by 46% year-on-year to HK\$18,412,000 (2022: loss attributable to equity holders of the Company: HK\$34,092,000). Basic loss per share was HK4.99 cents (2022: basic loss per share: HK9.23 cents).

To reserve funds for business development, the Board of Directors does not recommend payment of interim dividend.

中期股息

董事會議決不就截至二零二三年十二月三十一日止六個月宣派任何中期股息。

管理層討論及分析

業務回顧

回顧二零二三下半年，全球政治、經濟、能源格局正發生深遠演變。國際形勢動蕩加劇，發達經濟體貨幣政策收緊、美歐大幅快速加息，令油價中樞進一步下移，塑膠原料價格持續低走。本集團期內持續提升產品質量及拓展客戶群基礎，訂單數量有所回升，惟經營環境因塑膠原料價格下行接連承壓。截至二零二三年十二月三十一日止六個月，本集團之總營業額為649,296,000港元(二零二二年：637,858,000港元)，較去年同期微升百分之一點八。

回顧期內，整體毛利增加百分之二十四點九至89,913,000港元(二零二二年：71,996,000港元)。本集團繼續實行嚴格的精簡成本措施，毛利率較去年同期上升二點六個百分點至百分之十三點八。公司股東應佔虧損亦較去年同期大幅收窄百分之四十六至18,412,000港元(二零二二年：公司股東應佔虧損34,092,000港元)。每股基本虧損為4.99港仙(二零二二年：每股基本虧損9.23港仙)。

為保留充裕資金以發展業務，董事會建議不派發中期股息。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

BUSINESS REVIEW (Continued)

For the colorant, pigment and compounded plastic resin business, geopolitical issues prompted many overseas customers to return to placing orders in China in the second half of 2023. As a result, the mainland market gradually recovered, production activities improved notably and orders quickly rebounded. The Group seized those opportunities to build a stable customer base covering such sectors as automotive applications, food packaging and new energy. During the period, turnover of the business segment increased by 18.7% to HK\$185,369,000 (2022: HK\$156,226,000), with gross profit margin increased by 3.2 percentage points. Profit before income tax more than doubled to HK\$14,422,000 (2022: HK\$7,134,000).

During the period, engineering plastic business recorded turnover of HK\$65,136,000 (2022: HK\$64,269,000), similar to that in the same period in 2022, with gross profit margin down by 2.4 percentage points. Taking into account the one-off special inventory provision of HK\$4,535,000 for internal operational adjustments made by the Group in response to market changes during the period, loss before taxation was HK\$2,028,000 (2022: HK\$1,719,000). Excluding that one-off special inventory provision, the business indeed turned around to profit for the six months ended 31st December 2023. The end products of the business include general household appliances such as household products, electrical appliances and high-end kitchenware.

During the period under review, the price of plastic materials dropped alongside plunging international crude oil price. Thus, although overall sales volume increased, turnover of the plastic raw material trading business still saw a 4.4% drop to HK\$398,791,000 against the same period last year (2022: HK\$417,363,000), with gross profit margin recording a slight increase of 1.6 percentage points. Facing weak consumption sentiment in the market, despite the continuous effort of the sales team to find new customer sources, in the high interest rate environment, financial costs stayed high. Loss before taxation of the segment narrowed to HK\$23,679,000 (2022: HK\$31,528,000).

管理層討論及分析(續)

業務回顧(續)

着色劑、色粉及混料業務方面，受地緣政治因素影響，二零二三下半年回流至國內生產的海外客戶訂單湧現，國內市場逐漸回暖，生產活動顯著改善，訂單量快速反彈。本集團緊抓商機，趁勢建立穩定的客戶群，行業包括汽車應用、食品包裝及新能源行業等。期內，此業務之營業額上升百分之十八點七至185,369,000港元(二零二二年：156,226,000港元)，毛利率上升三點二個百分點。除稅前溢利大幅上升逾一倍至14,422,000港元(二零二二年：7,134,000港元)。

期內，工程塑料業務的營業額與二零二二年同期相約，為65,136,000港元(二零二二年：64,269,000港元)，毛利率錄得二點四個百分點的跌幅。經計及本集團期內因應市場變化而採取內部營運調整的一次性特別存貨撥備4,535,000港元，除稅前虧損為2,028,000港元(二零二二年：1,719,000港元)。若撇除該一次性特別存貨撥備，截至二零二三年十二月三十一日止六個月，該業務實現轉虧為盈。此業務終端產品涵括一般家庭電器，如家具電器、高端廚具等。

由於回顧期內國際原油價格明顯回調，導致塑料價格隨之下跌，雖整體銷量增加，塑料原料貿易業務營業額仍較去年同期下降百分之四點四至398,791,000港元(二零二二年：417,363,000港元)，毛利率錄得一點六個百分點的輕微增幅。面對疲弱的市場消費氣氛，儘管本集團銷售團隊不斷拓展新客源，但高息環境令財務費用高企，除稅前虧損收窄至23,679,000港元(二零二二年：31,528,000港元)。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

PROSPECTS

Looking ahead at 2024, economic uncertainties worldwide and in mainland China will continue to pose challenges to the Group's business. In light of that, the Group will continue to deepen its sound business strategy and manage finance with prudence. It will promote long-term development via two main pursuits – the plans it has mapped out for its three major businesses and its expansion plan in the ASEAN region.

The colorants, pigments and compounded plastic resins business has shown clear signs of recovery. The number of customers from the food packaging and automotive application industries have grown, and order volume has been on the rise. Among them, the automotive industry has bright development prospects. In 2023, the mainland government implemented policies in favor of auto sales to promote growth of the auto market. While, in recent years, the Group has been actively rallying customers in the automotive application industry, in the hope of securing more product orders with high value-adding potential. For the engineering plastic business, the Group will closely watch market trends to prepare for the consumption rebound when market conditions recover, the interest rate hike cycle in Europe and the United States stabilizes and inflation turns steady. Stable geopolitics will be conducive to a profitable plastic raw material trading business. However, uncertainties are prevailing currently, so the Group is maintaining a conservative and cautious strategy.

Following its 2022/23 blueprint for tapping new ASEAN markets, the Group has found a stronghold in the region for exploring and building a new customer base with tremendous potential, which is expected to officially start operation in the first half of 2024. It will help the Group open up wider channels to bring in overseas customers, contributing to the Group achieving continuous business growth and expanding its business footprint.

In addition to the aforementioned business expansion strategies, global green and low-carbon transformation and innovation have become an irreversible trend. In 2023, the Group's subsidiaries had secured ISCC PLUS certification. In the future, the Group expects market suppliers to assume a stronger leading role in promoting capital and social adaptation and acceptance of environmentally friendly materials, as such, it believes demand for environmentally friendly materials will keep growing.

管理層討論及分析(續)

展望

展望二零二四年，全球及國內經濟的不明朗因素仍將為本集團業務帶來諸多挑戰。有見及此，本集團將繼續深化穩健的業務策略和審慎的理財方針，配合三大業務的規劃佈局及東盟地區的拓展計劃，雙管齊下促進本集團長遠發展。

着色劑、色粉及混料業務回暖信號明晰，食品包裝及汽車應用行業客戶基數增長，訂單量亦保持上升趨勢。其中，汽車行業發展前景尤為亮麗。內地在二零二三年明確落實擴大汽車消費政策，促進汽車市場增長。本集團近年積極開拓汽車應用行業客戶群，期望能爭取獲得更多高增值潛力的產品訂單。工程塑料業務方面，本集團將聚焦市場風向，以待市況復甦好轉、歐美加息週期穩企、通脹轉趨平穩，為屆時的消費反彈蓄力準備。而穩定的地緣政治將有益於塑料原料貿易業務的正面利益格局，然而當前不確定因素依然存在，故本集團現維持保守謹慎策略。

繼二零二二／二三年度的東盟新市場進軍藍圖，本集團現已於該地區物色到一個據點，挖掘並建立了潛力巨大的新客戶群。該據點預計於二零二四年上半年正式投入營運，有望助力本集團打通更為廣闊的海外客源引流渠道，以實現可持續的業務增長及版圖擴張。

除上述業務拓展策略外，全球綠色低碳轉型創新已成為不可逆轉的大趨勢。二零二三年，本集團旗下附屬公司成功獲得了國際永續發展與碳驗證證書 (ISCC PLUS) 認證。未來，本集團期待市場供應商加強發揮主導作用，以促進資本及社會的適應與認受，相信環保物料的需求將日益旺盛。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

PROSPECTS (Continued)

The Group has grown its business in the industry for more than 50 years, able to push forward relentlessly and overcome various difficulties, all owed to the support from customers and shareholders and the hard work and dedication of the management team and staff. It expresses its heartfelt gratitude to them all. In the future, the Group will uphold its professional and prudent management strategy and pragmatic approach, and as always continue to strive for long-term development and optimum returns to shareholders.

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its operations with internally generated cashflow and banking facilities provided by its principal bankers. As at 31st December 2023, the Group has available aggregate bank loan facilities of approximately HK\$632,878,000 of which HK\$293,771,000 have been utilised and were secured by corporate guarantee issued by the Group and legal charges on certain leasehold land and buildings, investment properties and machinery and equipment in Mainland China and Hong Kong owned by the Group. The Group's cash and bank balances as at 31st December 2023 amounted to approximately HK\$108,968,000. The Group's gearing ratio as at 31st December 2023 was approximately 65.9%, based on the total bank borrowings of approximately HK\$326,877,000 and the shareholders' funds of approximately HK\$496,239,000.

Details of the Group's capital commitments are disclosed in Note 21 to the condensed consolidated interim financial information.

管理層討論及分析(續)

展望(續)

本集團於行業深耕已逾五十年，馳而不息，風雨如磐，全仰仗於客戶及股東的支持和管理團隊及全體員工的辛勤貢獻，僅此表示誠摯的謝意。未來，本集團將秉持一貫之專業審慎的管理戰略和務實進取的態度，一如既往致力為集團的長遠發展與股東的最佳回報而努力。

流動資金及財務資源

本集團一般以內部流動現金及主要銀行提供銀行貸款作為營運資金。於二零二三年十二月三十一日，本集團可動用銀行貸款約632,878,000港元，經已動用合共約293,771,000港元，該等貸款乃由本集團發出的擔保及本集團擁有之若干中國內地及香港租賃土地及樓宇、投資物業及機器及設備之法定抵押作擔保。本集團於二零二三年十二月三十一日之現金及銀行結餘約為108,968,000港元。根據銀行貸款總額約326,877,000港元及股東資金約496,239,000港元計算，本集團於二零二三年十二月三十一日之資產負債比率約為百分之六十五點九。

有關本集團之資本承擔已刊載於簡明綜合中期財務資料附註21。

FOREIGN EXCHANGE RISK

The Group's bank borrowings and cash and cash equivalents are primarily denominated in Hong Kong dollars, Renminbi and US dollars. The Group's purchases were principally denominated in US dollars. The Group closely monitors currency fluctuations and manages its exchange risk by entering into forward exchange contracts from time to time.

The maximum notional amount for the outstanding settlement committed by the Group in respect of forward contracts in order to manage the Group's exposure in foreign currencies from its operations is as follows:

	31st December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元	30th June 2023 於二零二三年 六月三十日 HK\$'000 千港元
Sell HK dollars for US dollars	沽售港元以買入美元	109,200
		156,000

EMPLOYEE INFORMATION

As at 31st December 2023, the Group employed a total of approximately 602 full-time employees. The Group's emolument policies are formulated on the performance of individual employees and are reviewed annually. The Group has an incentive scheme which is geared to the profit of the Group and the performance of its employees, as an incentive to motivate its employees to increase their contribution to the Group. The Group also provides social and medical insurance coverage, and provident fund scheme (as the case may be) to its employees depending on the location of such employees.

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

The Company has not redeemed any of its shares during the period. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's listed securities during the period.

外匯風險

本集團之銀行借貸及現金及現金等額主要為港元、人民幣及美元。本集團的採購主要以美元計算。本集團不時密切監察匯率波動情況及透過對沖遠期外匯合約管理匯率波動風險。

為管理營運帶來之外匯風險，本集團訂立外匯遠期合約。本集團承擔之未交收最高設定本金額如下：

	31st December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元	30th June 2023 於二零二三年 六月三十日 HK\$'000 千港元
Sell HK dollars for US dollars	沽售港元以買入美元	109,200
		156,000

僱員資料

於二零二三年十二月三十一日，本集團有合共約602名全職僱員。本集團之酬金政策乃按個別僱員之表現而制訂，並每年定期檢討。本集團亦為其僱員提供一個獎勵計劃，以鼓勵員工增加對公司之貢獻，惟須視本集團之溢利及僱員之表現而定。本集團不同地區之僱員亦獲提供社會及醫療保險保障以及公積金計劃。

購買、出售及贖回本公司之上市證券

本公司於期內並無贖回其股票。本公司或其任何附屬公司於期內亦無購買或出售本公司之上市證券。

SHARE OPTIONS

On 17th November 2022, the Company has adopted a share option scheme (the "Scheme") and terminated the share option scheme adopted by the Company on 22nd November 2012. Under the terms of the Scheme, the Directors may, at their discretion, invite eligible participants to take up Share Options to subscribe for the shares of the Company subject to the terms and conditions stipulated therein.

No Share Options under the Scheme were granted, exercised or cancelled during the period.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

At 31st December 2023, the interests and short positions of each Director and chief executive in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

Ordinary shares of HK\$0.10 each in the Company

Name of Directors	董事姓名		Number of shares of the Company beneficially held			
			Personal interests	Corporate interests	Family interests	Other interests
			個人權益	法團權益	家屬權益	其他權益
Mr. HUI Sai Chung	許世聰先生	Long Positions 好倉	20,137,600	202,721,500(a)	—	—
Mr. HUI Kwok Kwong	許國光先生	Long Positions 好倉	19,850,400	198,803,500(b)	—	—
Mr. HUI Yan Kuen	許人權先生	Long Positions 好倉	—	—	—	(c)
Mr. HUI Yan Lung Geoffrey	許人龍先生	Long Positions 好倉	—	—	—	(d)
Mr. HUI Man Wai	許文偉先生	Long Positions 好倉	250,000	—	—	(e)

購股權

本公司之股東於二零二二年十一月十七日採納了購股權計劃(「購股權計劃」)，並同日取消了本公司之股東於二零二二年十一月二十二日接納之購股權計劃。根據購股權計劃之條款及條件，董事會可酌情邀請合資格參與者接納可認購本公司股份之購股權。

於期內概無根據購股權計劃授出、行使或取消任何購股權。

董事及最高行政人員於本公司或其任何相聯法團股份、相關股份及債券之權益及淡倉

於二零二三年十二月三十一日，本公司各董事及最高行政人員於本公司或其任何相關法團(定義見證券及期貨條例(「證券期貨條例」)第XV部)須向本公司申報之權益或已登記於根據證券期貨條例第352條存置之名冊之股份，相關股份及債券之權益及淡倉，或根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)之上市公司董事進行證券交易的標準守則(「標準守則」)已向本公司及聯交所申報者如下：

本公司每股面值0.10港元之普通股

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (Continued)

Notes:

- (a) 196,721,500 of these shares are held by Good Benefit Limited ("Good Benefit"), a company in which Ever Win Limited ("Ever Win") holds a 45.1% interest (note (e)). In addition, 6,000,000 shares are held by Ever Win directly.

50,001 ordinary shares of one Canadian dollar each in Ever Win are held by Mr. HUI Sai Chung. Mr. HUI Sai Chung and his spouse further own 33,957 and 5 class A non-convertible redeemable preferred shares of no par value in Ever Win respectively.

- (b) 196,721,500 of these shares are held by Good Benefit, a company in which Evergrow Company Limited ("Evergrow") holds a 45.1% interest (note (e)). In addition, 2,082,000 shares are held by Evergrow directly.

50,000 ordinary shares of one Canadian dollar each in Evergrow are held by Mr. HUI Kwok Kwong. Mr. HUI Kwok Kwong further owns 30,823 class A non-convertible redeemable preferred shares of no par value in Evergrow.

- (c) 196,721,500 of these shares are held by Good Benefit, a company in which Ever Win holds a 45.1% interest (note (e)). In addition, 6,000,000 shares are held by Ever Win directly. 333 ordinary shares of one Canadian dollar each in Ever Win are held by Mr. HUI Yan Kuen.

- (d) 196,721,500 of these shares are held by Good Benefit, a company in which Ever Win holds a 45.1% interest (note (e)). In addition, 6,000,000 shares are held by Ever Win directly. 333 ordinary shares of one Canadian dollar each in Ever Win are held by Mr. HUI Yan Lung Geoffrey.

董事及最高行政人員於本公司或其任何相聯法團股份、相關股份及債券之權益及淡倉(續)

附註：

- (a) 該等股份中之196,721,500股乃由Good Benefit Limited (「Good Benefit」)持有。Ever Win Limited (「Ever Win」)持有Good Benefit百分之四十五點一權益(附註(e))。此外，6,000,000股股份由Ever Win直接持有。

Ever Win每股面值1加元之普通股份50,001股由許世聰先生持有。許世聰先生及其配偶另分別擁有Ever Win A級無面值不可兌換可贖回優先股份33,957股及5股。

- (b) 該等股份中之196,721,500股乃由Good Benefit持有。Evergrow Company Limited (「Evergrow」)持有Good Benefit百分之四十五點一權益(附註(e))。此外，2,082,000股股份由Evergrow直接持有。

Evergrow每股面值1加元之普通股份50,000股由許國光先生持有。許國光先生另擁有Evergrow A級無面值不可兌換可贖回優先股份30,823股。

- (c) 該等股份中之196,721,500股乃由Good Benefit持有。Ever Win持有Good Benefit百分之四十五點一權益(附註(e))。此外，6,000,000股股份由Ever Win直接持有。Ever Win每股面值1加元之普通股份333股由許人權先生持有。

- (d) 該等股份中之196,721,500股乃由Good Benefit持有。Ever Win持有Good Benefit百分之四十五點一權益(附註(e))。此外，6,000,000股股份由Ever Win直接持有。Ever Win每股面值1加元之普通股份333股由許人龍先生持有。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (Continued)

Notes: (Continued)

- (e) The beneficial interests of the Directors in the share capital of Good Benefit, which held 196,721,500 shares of the Company as at 31st December 2023 are as follows:

Name of Directors	董事姓名	Number of shares 股份數目	Percentage of holding 持股百分比
Mr. HUI Sai Chung	許世聰先生	4,510	45.1%
Mr. HUI Kwok Kwong	許國光先生	4,510	45.1%
Mr. HUI Man Wai	許文偉先生	360	3.6%
Others	其他	620	6.2%
		10,000	100.0%

At 31st December 2023, the following Directors owned interests in non-voting deferred shares in Ngai Hing Hong Plastic Materials Limited, which are subject to an option granted to Ngai Hing (International) Company Limited to acquire the said non-voting deferred shares.

Name of Directors	董事姓名	Number of non-voting deferred shares held 持有無投票權遞延股份數目	
		Personal interests 個人權益	Other interests 其他權益
Mr. HUI Sai Chung	許世聰先生	200,000	50,000 (i)
Mr. HUI Kwok Kwong	許國光先生	200,000	50,000 (ii)

Notes:

- (i) These shares are held by Ever Win.
(ii) These shares are held by Evergrow.

董事及最高行政人員於本公司或其任何相聯法團股份、相關股份及債券之權益及淡倉(續)

附註：(續)

- (e) 董事在Good Benefit(於二零二三年十二月三十一日持有本公司196,721,500股股份)股本之實益權益如下：

於二零二三年十二月三十一日，下列董事擁有毅興塑膠原料有限公司無投票權遞延股份權益，而該公司並已授予Ngai Hing (International) Company Limited可購買上述無投票權遞延股份之購股權。

附註：

- (i) 該等股份由Ever Win持有。
(ii) 該等股份由Evergrow持有。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (Continued)

Save as disclosed above and other than certain nominee shares in the subsidiaries of the Company held by certain Directors of the Company in trust for the Group as at 31st December 2023, none of the Directors and chief executives have any beneficial or non-beneficial interests in the share capital of the Company and associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save as disclosed under the section headed by "Share Options" above,

- (a) at no time during the period was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors or chief executives of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate; and
- (b) none of the Directors, chief executives, their spouses or children under the age of 18 had been granted any right to subscribe for shares in or debentures of the Company, or exercised any such right.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31st December 2023, the register of substantial shareholders maintained under Section 336 of the SFO shows that the Company had not been notified of any substantial shareholders' interests and short positions, being 5% or more of the Company's issued share capital, other than those of the Directors and chief executives as disclosed above.

董事及最高行政人員於本公司或其任何相聯法團股份、相關股份及債券之權益及淡倉(續)

除上文所披露及本公司若干董事以信託方式代本集團持有本公司若干附屬公司代理人股份外，於二零二三年十二月三十一日，根據證券期貨條例第352條規定存置之名冊所記錄或根據標準守則而向本公司及聯交所作出的知會，各董事及最高行政人員於本公司及相關法團(具有證券期貨條例第XV部的涵義)之股本中概無擁有任何根據證券期貨條例須予披露之實益或非實益權益。

除上述「購股權」一段所列外：

- (a) 於本期間任何時間內，本公司、其控股公司或其任何附屬公司並無參與訂立任何安排，致使本公司董事或最高行政人員可藉購買本公司或任何其他法人團體之股份或債券而獲益；及
- (b) 各董事、最高行政人員、其配偶或十八歲以下之子女概無獲授予可認購本公司股份或債券之權利，或已行使此等權利。

主要股東於本公司股份及相關股份之權益及淡倉

除上文所披露有關董事之權益外，根據本公司按證券期貨條例第336條而存置之主要股東名冊所顯示，本公司概無接獲任何人士於二零二三年十二月三十一日擁有本公司已發行股本百分之五或以上權益及淡倉之通知。

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' securities transaction. The Company has made specific enquiry to all Directors and all Directors confirmed that they had complied with the required standard of dealings set out therein during the period.

CORPORATE GOVERNANCE PRACTICE

The Company is committed to the establishment of good corporate governance practices and procedures which serve as an important element of risk management throughout the growth and expansion of the Company. The Company emphasises on maintaining and carrying out sound, solid and effective corporate governance principles and structures.

The Company has complied with all the applicable code provisions as set out in Corporate Governance Code and Corporate Governance Report to the Appendix 14 of the Listing Rules (the "CG Code") throughout the six months ended 31st December 2023, except for the deviation as mentioned below.

According to the code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Up to the date of this interim report, the Board has not appointed any individual to be the chief executive. The roles of the chief executive have been performed collectively by all the executive directors, including the chairman, of the Company. The Board considers that this arrangement allows contributions from all executive directors with different expertise and is beneficial to the continuity of the Company's policies and strategies. Going forward, the Board will periodically review the effectiveness of this arrangement and considers appointing an individual to chief executive when it thinks appropriate.

For the purpose of enhancing the risk management and internal control systems, the Company has engaged an external consultant to assist the Board and the audit committee of the Company (the "Audit Committee") in ongoing monitoring and in performing the internal audit functions for the Group. Deficiencies in the design and implementation of internal controls are identified and recommendations are proposed for improvement. Significant internal control deficiencies are reported to the Audit Committee and the Board on a timely basis to ensure prompt remediation actions are taken.

遵守董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載之標準守則作為董事進行證券交易之標準守則。本公司已向所有董事作出特定查詢，而全體董事已確認彼等於期內均有遵守當中所要求之買賣標準。

企業管治常規

本公司致力建立良好企業管治常規及程序，在擴大本公司的業務中，該常規及程序為風險管理之重要元素。本公司著重維持及執行優良、穩健及有效的良好企業管治常規及架構。

除下文所述的偏離外，截至二零二三年十二月三十一日止六個月，本公司一直遵守上市規則附錄14《企業管治守則》及《企業管治報告》(「守則」)所載列之所有適用守則條文。

根據守則條文第A.2.1條，主席及行政總裁之職能應分開，不應由一人同時兼任。直至本中期報告日期，董事會尚未委任任何人士擔任行政總裁。行政總裁之職責乃由本公司所有執行董事(包括主席)共同擔任。董事會認為，該安排讓各位擁有不同專業的執行董事共同決策，亦可貫徹執行本公司之政策及策略，故符合本集團利益。展望未來，董事會將定期檢討該安排之成效，及考慮於適當時候委任行政總裁。

就加強風險管理及內部監控系統，本公司已委聘外界顧問負責協助董事會及本公司的審核委員會(「審核委員會」)以持續監控及執行本集團之內部審核功能，並將發現內部監控設計及執行之缺失及提供改善建議。重大內部監控缺失將適時向董事會及審核委員匯報以確保儘快執行整改行動。

CORPORATE GOVERNANCE PRACTICE (Continued)

The Board has reviewed and considered the Group's risk management and internal control systems were effective and adequate during the period. The risk management and internal control systems of the Group are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

NOMINATION COMMITTEE

The Company has formulated written terms of reference for the nomination committee of the Company (the "Nomination Committee") in accordance with the requirements of the Stock Exchange. The Nomination Committee consists of all Independent Non-executive Directors, namely Mr. HO Wai Chi, Paul, Mr. CHING Yu Lung and Mr. YU Chi Kwong and an Executive Director, Mr. HUI Sai Chung.

The Nomination Committee is responsible for reviewing the structure, size and composition of the Board (including the skills, knowledge and experience) on a regular basis and make recommendations to the Board regarding any proposed changes; identifying individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships; assessing the independence of Independent Non-executive Directors; and making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors. The Nomination Committee would review the Board's composition from time to time where Board diversity would be considered from a number of aspects, including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of services. The Nomination Committee meets at least once a year to assess the structure, size and composition of the Board.

企業管治常規(續)

本期間內董事會已檢討本集團的風險管理及內部監控系統的有效性，並認為已足夠。設立本集團的風險管理及內部監控系統旨在管理而非消除未能達成業務目標之風險，並只合理而非絕對保證可防範重大失實陳述或損失。

提名委員會

本公司根據聯交所之規定擬定本公司的提名委員會(「提名委員會」)的職權範圍。提名委員會由全體獨立非執行董事(何偉志先生、程如龍先生及余志光先生)及一名執行董事(許世聰先生)組成。

提名委員會負責定期檢討董事會的架構、規模及組合(包括技術、知識及經驗)，並就任何建議變更向董事會提出意見；識別具合適資格成為董事會成員的個人及就獲提名成為董事的個人作出篩選或向董事會作出選擇建議；評定獨立非執行董事的獨立性；及就有關董事的委任或再委任及董事的接任計劃之相關事項向董事會提供建議。提名委員會不時檢討董事會之組成，從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識以及服務年期。提名委員會每年最少就董事會的架構、規模及組合舉行一次會議。

NOMINATION COMMITTEE (Continued)

Board Diversity Policy

The Board has updated a board diversity policy (the "Board Diversity Policy") in July 2022 which sets out the approach to achieve diversity on the Board.

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. 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.

In designing the Board's composition, the Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service.

The Board has reviewed the current composition and is committed to achieve gender diversity on the Board by maintaining an appropriate level of female members on the Board and to provide the Company with a good balance and diversity of skills and experience appropriate to the requirements of its business. The Board plans to appoint at least one female Director by 31st December 2024. The Board will continue to review its composition from time to time taking into consideration specific needs for the Group's business.

Independence

The Board includes a balanced composition of Executive, Non-executive and Independent Non-executive Directors so that there is a strong element of independence in the Board. The Independent Non-executive Directors shall be of sufficient caliber and stature for their views to carry weight.

Gender and age

The Company is committed to maintaining an environment of respect for people regardless of their gender in all business dealings and achieving a workplace environment free of harassment and discrimination on the basis of gender, physical or mental state, race, nationality, religion, age or family status. The same principle is applied to the selection of potential candidates for appointment to the Board.

提名委員會(續)

董事會成員多元化政策

董事會已經於二零二二年七月更新董事會成員多元化政策(「董事會成員多元化政策」)，當中列出董事會成員多元化達標的方法。

為達致可持續的均衡發展，本公司視董事會層面日益多元化為支持其達到策略目標及維持可持續發展的關鍵元素。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

在構思董事會之組成時，董事會成員多元化已從多個方面進行考慮，包括但不限於性別、年齡、文化和教育背景、專業經驗、技能、知識以及服務任期。

董事會已檢討目前的成員組合以及致力於董事會保持適當水平的女性成員以實現董事會性別多元化，並提供切合本公司業務所需的均衡及多元化技能和經驗。董事會計劃於二零二四年十二月三十一日前任命至少一位女性董事。董事會會繼續按本集團的業務需要不時檢討其成員組合。

獨立性

董事會中執行董事、非執行董事，以及獨立非執行董事的組合應保持均衡，以確保董事會具備高度的獨立性。獨立非執行董事需具備充分才幹及視野，其意見才具影響力。

性別及年齡

本公司承諾在所有營運業務範疇提供一個不論性別相互尊重的環境，並致力維持一個不受滋擾或不存有任任何性別、身體或精神狀況、種族、國籍、宗教、年齡或家庭狀況歧視的工作間。同樣的原則也適用於董事候選人的甄選。

NOMINATION COMMITTEE (Continued)

Skills and experience

The Board members should possess a balance of skills appropriate for the requirements of the business of the Group, including the Independent Non-executive Directors possessing professional accounting and other qualifications. The Directors have a mix of finance, academic and management backgrounds that taken together provide the Group with considerable experience in a range of activities including varied industries, education, government, investment and the professions.

AUDIT COMMITTEE

The Company has formulated written terms of reference for the Audit Committee in accordance with the requirements of the Stock Exchange. The Audit Committee consists of all Independent Non-executive Directors, namely Mr. HO Wai Chi, Paul, Mr. CHING Yu Lung and Mr. YU Chi Kwong.

The principal duties of the Audit Committee are to ensure the objectivity and credibility of financial reporting and internal control procedures as well as to maintain an appropriate relationship with the external auditor of the Company. The terms of reference of the Audit Committee are aligned with the recommendations set out in "A Guide for Effective Audit Committees" issued by the Hong Kong Institute of Certified Public Accountants and Listing Rules.

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a review of the unaudited condensed consolidated interim financial information for the six months ended 31st December 2023 with the Directors.

REMUNERATION COMMITTEE

The Company has updated the written terms of reference for the remuneration committee of the Company (the "Remuneration Committee") in September 2023 in accordance with the requirements of the Stock Exchange. The Remuneration Committee consists of three Independent Non-executive Directors, namely Mr. HO Wai Chi, Paul, Mr. CHING Yu Lung and Mr. YU Chi Kwong and an Executive Director, Mr. HUI Sai Chung.

提名委員會(續)

技能及經驗

董事會成員應具備配合本集團業務需要的不同技能，當中包括具備專業會計及其他資格的獨立非執行董事。結合擁有金融、學術和管理背景的董事，為本集團提供了不同業務範疇(包括不同的工業、教育、政界、投資和專業服務)的豐富經驗。

審核委員會

本公司根據聯交所之規定擬定審核委員會之職權範圍。審核委員會由全體獨立非執行董事(何偉志先生、程如龍先生及余志光先生)組成。

審核委員會主要職責為確保財務報告及內部監控程序之客觀性及可信度，以及與本公司外聘的核數師保持良好關係。審核委員會的職權範圍與香港會計師公會頒布的《審核委員會有效運作指引》及上市規則內載的建議相符。

審核委員會已經與管理層審閱本集團所採納之會計原則及方法，並與董事討論有關內部監控及財務匯報事宜，包括審閱截至二零二三年十二月三十一日止六個月之未經審核簡明綜合中期財務資料。

薪酬委員會

本公司根據聯交所之規定已於二零二三年九月更新本公司的薪酬委員會(「薪酬委員會」)之職權範圍。薪酬委員會由三位獨立非執行董事(何偉志先生、程如龍先生及余志光先生)及一位執行董事(許世聰先生)組成。

REMUNERATION COMMITTEE (Continued)

The Remuneration Committee is responsible for ensuring formal and transparent procedures for developing remuneration policies and making recommendations to the Board on the remuneration packages of the individual executive Director and senior management. This includes benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment. It takes into consideration on factors such as salaries paid by comparable companies, time commitment and responsibilities of Directors and senior management. The Remuneration Committee meets at least once a year to assess the performance and review the annual salaries and bonus of the senior executives.

Remuneration Policy

The remuneration of employees (including the Directors and Senior Management) of the Group are generally structured by reference to market terms and individual merits, which is reviewed on a regular basis. The Group also provides various other benefits to designated staff, including discretionary bonus, social insurance or medical insurance, share option scheme, continuing education and training programmes. The Group also launched key performance indicators assessment scheme and annual bonus scheme to boost individual performance and operational efficiency.

CORPORATE GOVERNANCE COMMITTEE

The Company has formulated written terms of reference for the corporate governance committee of the Company (the "Corporate Governance Committee") in accordance with the CG Code. The Corporate Governance Committee consists of all Independent Non-executive Directors, namely Mr. HO Wai Chi, Paul, Mr. CHING Yu Lung and Mr. YU Chi Kwong.

The Corporate Governance Committee is responsible for developing and reviewing the policies and practices on corporate governance of the Group and making recommendations to the Board; reviewing and monitoring the training and continuous professional development of Directors and senior management; reviewing and monitoring the Group's policies and practices on compliance with legal and regulatory requirements; developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors; and reviewing the Group's compliance with the CG Code and disclosure in the Corporate Governance Report of the Company. The Corporate Governance Committee meets at least once a year to review the corporate governance functions.

薪酬委員會(續)

薪酬委員會負責確保正式及具透明度之薪酬政策制訂程序，及向董事會就個別執行董事及高級管理層之薪酬組合提出建議，這包括實物利益、退休金權利及補償(當中包括因失去或中止其職務或委任引致之任何應付補償)。薪酬委員會考慮之因素包括可比較公司之薪金水平、各董事及高級管理人員所投入之時間及職責等。薪酬委員會每年最少舉行一次會議以評估表現及審閱高級管理人員每年之薪酬及獎金。

薪酬政策

本集團僱員(包括董事及高層管理人員)之薪酬一般乃參照市場條款及個人資歷而釐定，並定期作出檢討。本集團亦向特定員工提供多項其他福利，包括酌情花紅、社會保險或醫療保險、購股權計劃、持續進修及培訓課程。本集團亦推行關鍵績效指標評核計劃及年度獎勵計劃，以提升僱員個人表現及營運效率。

企業管治委員會

本公司根據守則之規定擬定本公司的企業管治委員會(「企業管治委員會」)的職權範圍。企業管治委員會由全體獨立非執行董事(何偉志先生、程如龍先生及余志光先生)組成。

企業管治委員會負責發展及檢討本集團企業管治的政策及實施並向董事會提出意見；檢討及監察董事及高級管理人員的培訓及持續專業進修；檢討及監察本集團就法律及規則的合規性要求的政策及實施；發展、檢討及監察適用於員工及董事的行為準則及合規手冊(如有)；及檢討本集團就守則的合規性及本公司於企業管治報告的披露。企業管治委員會每年最少就企業管治功能舉行一次會議。

INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for overseeing the risk management and internal control systems of the Group and reviewing their effectiveness. The Group has formulated and adopted a risk management process which includes risk identification, risk evaluation, risk mitigation, risk monitoring and reporting. At least on an annual basis, the management of the Company identifies risks that would adversely affect the achievement of the Group's objectives, and assesses and prioritises the identified risks according to a set of standard criteria. Risk mitigation plans are then established for those risks considered to be significant, which include regular reporting to the Audit Committee and the Board.

The management of the Company has established a set of comprehensive policies, standards and procedures in areas of operational, financial and risk controls for safeguarding assets against unauthorised use or disposition; for maintaining proper accounting records; and for ensuring the reliability of financial information to achieve a satisfactory level of assurance against the likelihood of the occurrence of fraud and errors. In addition, the Group has established internal control protocols and control self-assessment process on major operations. Assessment results are submitted to the Board for ongoing monitoring purpose.

For the purpose of enhancing the risk management and internal control systems, the Company has engaged an external consultant to assist the Board and the Audit Committee in ongoing monitoring and in performing the internal audit functions for the Group. Deficiencies in the design and implementation of internal controls are identified and recommendations are proposed for improvement. Significant internal control deficiencies are reported to the Audit Committee and the Board on a timely basis to ensure prompt remediation actions are taken.

The Board has reviewed and considered the Group's risk management and internal control systems were effective and adequate during the period. The risk management and internal control systems of the Group are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

內部監控及風險管理

董事會需負責監察本集團的風險管理及內部監控系統及檢討其效能。本集團已制定及採納風險管理程序，包括風險識別、風險評估、風險轉移、風險監控及匯報。本公司管理層每年最少進行一次識別對達致本集團目標有不良影響之風險，並根據一系列標準規範評估已發現風險及排列優先次序，然後就視作重大的風險建立風險轉移計劃，當中包括向審核委員會及董事會匯報。

本公司的管理層已制定一套完善的政策、標準及程序，範圍包括運作監控、財務監控及風險監控，以保證資產得到保護並免受未經授權的使用或處置；保持適當的會計紀錄；及確保財務資料的可靠性，以達致滿意程度的保證，防止欺詐或錯誤的情況出現。此外，本集團已就主要經營建立內部監控協定及監控自我評估程序，評估結果提交予董事會以作持續監控。

就加強風險管理及內部監控系統，本公司已委聘外界顧問負責協助董事會及審核委員以持續監控及執行本集團之內部審核功能，並將發現內部監控設計及執行之缺失及提供改善建議。重大內部監控缺失將適時向董事會及審核委員匯報以確保儘快執行整改行動。

本期間內董事會已檢討本集團的風險管理及內部監控系統的有效性，並認為已足夠。設立本集團的風險管理及內部監控系統旨在管理而非消除未能達成業務目標之風險，並只合理而非絕對保證可防範重大失實陳述或損失。

WHISTLE BLOWING POLICY

The Group is committed to achieving and maintaining the highest standards of openness, probity and accountability. The Company has formulated the Whistle Blowing Policy in accordance with the requirements of the Stock Exchange. It was approved and adopted by the Board of Directors of the Company, with the authority and responsibility being delegated to the Audit Committee. Details of the Whistle Blowing Policy of the Company are disclosed on the Company's corporate website <https://www.nhh.com.hk>.

External parties may raise concerns about the relevant matter against the Company by using below channel:

Email: auditcommittee@nhh.com.hk

ANTI-CORRUPTION POLICY

The Group is committed to achieving the highest standards of business conduct and has zero tolerance for corruption and related malpractice. The Company has formulated the Anti-Corruption Policy and it was approved and adopted by the Board of Directors of the Company in accordance with the requirements of the Stock Exchange. Details of the Anti-Corruption Policy of the Company are disclosed on the Company's corporate website <https://www.nhh.com.hk>.

On behalf of the Board

HUI Sai Chung

Chairman

Hong Kong,

28th February 2024

舉報政策

本集團致力達到並維持最高水平的透明、廉潔及問責制度。本公司根據聯交所之規定擬定舉報政策。舉報政策經由本公司董事會通過而採納，並賦於審核委員會權力執行。有關本公司之舉報政策詳情已於本公司網站 <https://www.nhh.com.hk> 內披露。

外部人士可利用以下渠道投訴／舉報涉及本公司之相關事項：

電郵： auditcommittee@nhh.com.hk

反貪腐政策

本集團致力達致最高的商業行為標準，對貪腐和任何舞弊行為零容忍。本公司根據聯交所之規定擬定並經由本公司董事會通過而採納之反貪腐政策。有關本公司之反貪腐政策詳情已於本公司網站 <https://www.nhh.com.hk> 內披露。

代表董事會

主席

許世聰

香港，

二零二四年二月二十八日



Ngai Hing Hong Company Limited
毅興行有限公司