



Hopefluent Group Holdings Limited

合富輝煌集團控股有限公司

(Incorporated in the Cayman Islands with limited liability) Stock Code: 733



2023
ANNUAL REPORT



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Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. ZHU Rongbin (*Chairman*)

Mr. GAO Bin (*President*)

Mr. FU Wai Chung

Mr. LO Yat Fung

Non-Executive Director

Mr. FU Ear Ly (*Vice Chairman*)

Independent Non-Executive Directors

Mr. LAM King Pui

Mr. CAO Qimeng

Ms. XU Jing

MEMBERS OF AUDIT COMMITTEE

Mr. LAM King Pui

Mr. CAO Qimeng

Ms. XU Jing

MEMBERS OF REMUNERATION COMMITTEE

Mr. LAM King Pui

Mr. CAO Qimeng

Ms. XU Jing

MEMBERS OF NOMINATION COMMITTEE

Mr. ZHU Rongbin

Mr. FU Ear Ly

Mr. LAM King Pui

Mr. CAO Qimeng

Ms. XU Jing

COMPANY SECRETARY

Mr. LO Hang Fong, solicitor, Hong Kong

AUTHORISED REPRESENTATIVES

Mr. FU Wai Chung

Mr. LO Yat Fung

REGISTERED OFFICE

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

9–10/F, One Bravo

1 Jinsui Road

Zhujiang New Town

Tianhe District, Guangzhou

People's Republic of China (the "PRC")

PLACE OF BUSINESS IN HONG KONG

Room 3611, 36th Floor

Shun Tak Centre West Tower

200 Connaught Road Central

Hong Kong

AUDITOR

BDO Limited

Certified Public Accountants and

Registered Public Interest Entity Auditor

25th Floor, Wing On Centre

111 Connaught Road Central

Hong Kong

LEGAL ADVISERS

Guantao & Chow Solicitors and Notaries

Suites 1801-3, 18/F, One Taikoo Place

979 King's Road, Quarry Bay

Hong Kong

PRINCIPAL BANKERS

Industrial and Commercial Bank of China

1/F, Citic Plaza

233 Tian He Bei Road

Guangzhou, PRC

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited

3rd Floor, Royal Bank House

24 Shedden Road, George Town

Grand Cayman KY1-1110

Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

17/F

Far East Finance Centre

16 Harcourt Road

Hong Kong

STOCK CODE

733

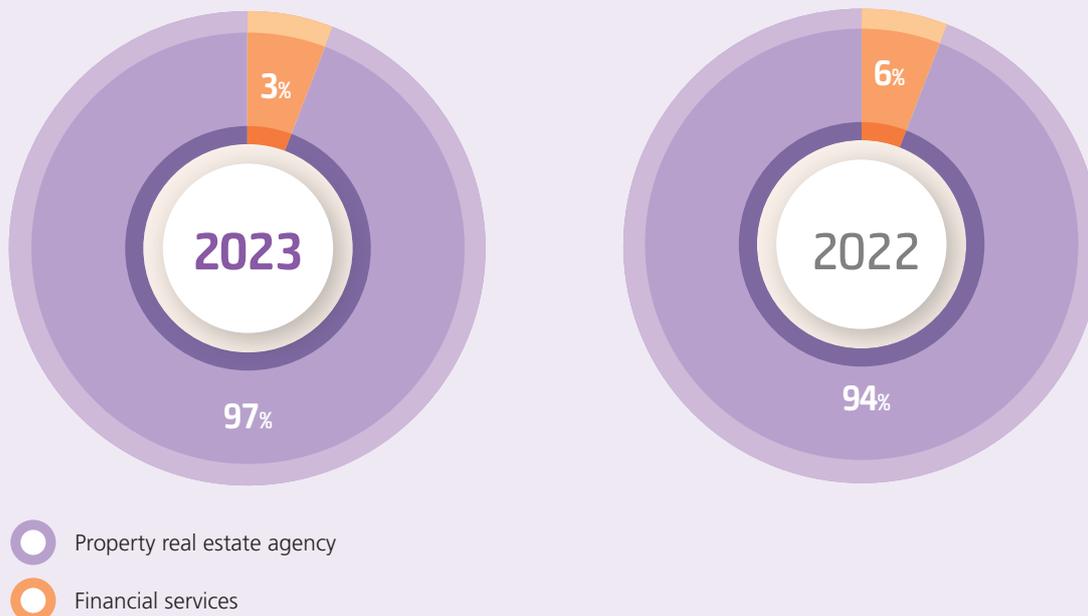
WEBSITE

www.hopefluent.com

Financial Highlights

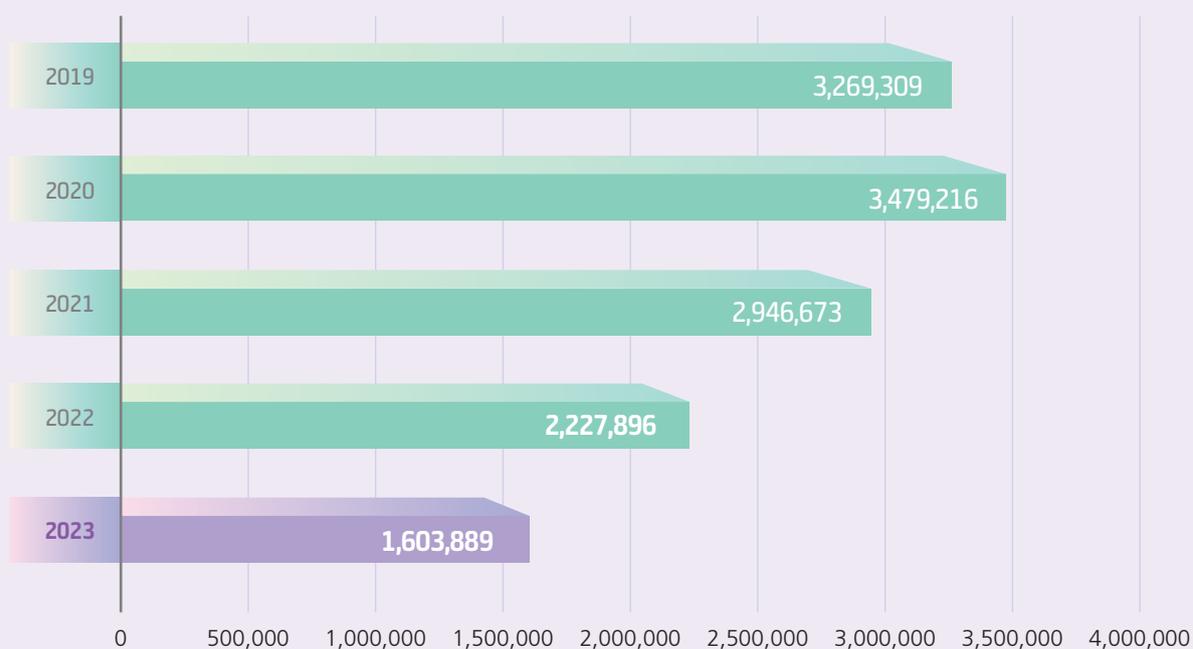
Turnover by Business

For the year ended 31st December



Shareholders' Funds

(HK\$'000)



Year in Review

The Group serves more than **50** cities. Currently, the Group has become the close partner of renowned developers such as Vanke, Yuexiu, Poly, China Resources Land, China Railway Group, China Railway Construction, China Green Town, Jinmao, Citic, Kingold, China Merchants Property Development, KWG Property, Logan, Country Garden, Huafa and Gemdale. The Group is continuing its efforts to expand its customer base and services and secure more agency projects in different regions, reinforcing its leading position in China's property service market.

vanke 城市之光

7米南向大阳台
阳光清风满堂
生活诗意暖阳

PHOENIX MASSIVA

视野宽阔无限 拥揽一线山景 缤纷生活体验

山海城芯 低密洋房

0756-3996 888 112-1531 低密六层洋房

ADD 天津滨海新区塘沽泰达路与通泰路交叉口西南侧

合富辉煌

凤凰公馆

7米南向大阳台
阳光清风满堂
生活诗意暖阳

PHOENIX MASSIVA

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ADD 天津滨海新区塘沽泰达路与通泰路交叉口西南侧

合富辉煌

新世界·天馥
中心四区 置业首选

白鹅潭CBD百亿大盘 首开在即

THE SILLAGE
新世界·天馥

预约专线: 13682238369
广州·白鹅潭CBD

清水城芯 理想人居

零森林园林

5.5亿 包河TOP1

125m² 港系精装洋房 新品预约中

ETERNAL RESIDENCE
招商 行季臻席

高端
向心瞩目

一致
淝河2.0

5.5亿 包河TOP1

125m² 港系精装洋房 新品预约中

ETERNAL RESIDENCE
招商 行季臻席

高品质社区的调性简直难以想象

地库都是星空顶
我只在酒店见识过

凤鸣朝阳

光影入口，臻致星空穹顶
星级泊车场域，尊贵入户大堂
目之所及，皆是星级酒店礼遇

5660 8666

新年团圆礼
保利更给力

4重惊喜团圆礼 新春置业超给力

购房礼 赠送团圆礼包一份
无忧礼 成交前5名送车位使用权
家电礼 成交送金厨家电一套
上房礼 95m²主房户型限量加推

0252-0204

06-104# 天子系南向精装 深中通道口2M品质生活

为
而来
传奇时代

从开江到微序
不忘初心，谨打造城市藏品

独与江山为传奇

125-130m² 精工精装 分门臻席
143-220m² 墅级豪宅 席席难求
营销中心: 佛山南海区 桂城街道 3110688

越秀·观樾

献给未来的自然主义豪宅

天河低密 140-250m² 临湖大平层 即将献映

Naturalistic Mansion

ADD 中国广州·天河·世界大观

Year in Review

In 2023, the property agency services will continue to be the core business of the Group. Given the prevalence of internet technology, the Group has integrated mobile network and online financial services with its traditional service so as to improve the operational mode of the industry and create room for sustainable development, thus ultimately providing more comprehensive services to customers.



Comprehensive Networks in PRC



Biographical Details of Directors & Senior Management

DIRECTORS

Executive Directors

Mr. Zhu Rongbin (*Chairman*), aged 51, is responsible for formulating the overall development strategy and business planning of the Group. Mr. Zhu graduated from the Faculty of Civil Engineering of Tsinghua University with a master degree and is a senior engineer. Mr. Zhu has over 28 years of experience in property development and related business.

Mr. Gao Bin (*President*), aged 41, is responsible for the execution of the management and business development of the Group. Mr. Gao obtained a bachelor degree in Engineering Management and a master degree in Real Estate Economics from Zhongnan University of Economics and Law, and was awarded the degree of master of business administration of China Europe International Business School. Mr. Gao has over 15 years of experience in property related business.

Mr. Fu Wai Chung (“Mr. Fu”), aged 74, the co-founder of the Group, is responsible for the strategic planning and overall management of the Group. Mr. Fu is a graduate of 華南工學院 (Wahnan Industrial College, the PRC) and holds a certificate in mechanical engineering. Mr. Fu has over 30 years of experience in real estate agency business management and administration in the PRC.

Mr. Lo Yat Fung, aged 59, is a certified public accountant in Hong Kong and has over 30 years of experience in accounting and financial management. Mr. Lo holds a Master of Science degree in Sustainable Urban Development from the University of Oxford. He is a fellow member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants.

Non-Executive Director

Mr. Fu Ear Ly (*Vice Chairman*), aged 39, is responsible for overseeing the Group’s overall development strategic and business planning. Mr. Fu Ear Ly graduated from Bentley University in the United States with a Bachelor’s degree in Finance and has over 10 years of experience in real estate investment business. Mr. Fu Ear Ly is the son of Mr. Fu.

Independent Non-Executive Directors

Mr. Lam King Pui, aged 58, is a chief accountant of a Hong Kong company and company secretary of several Hong Kong companies. He holds a Bachelor of Arts degree in accountancy from the Hong Kong Polytechnic University and has over 30 years of experience in accounting. Mr. Lam is a fellow member of the Association of Chartered Certified Accountants, a Certified Public Accountant, an associate member of the Hong Kong Institute of Certified Public Accountants and an associate member of the Hong Kong Chartered Governance Institute.

Mr. Cao Qimeng, aged 41, holds an Executive Master of Business Administration degree from Fudan University and has over 15 years of experience in the financial industry. Mr. Cao is currently the general manager of Top Set China (上海致上投資諮詢有限公司). Mr. Cao had experience of working in international investment bank. Mr. Cao has working experience in Mainland China, Hong Kong, Singapore and New York.

Ms. Xu Jing, aged 38, holds a bachelor degree in business administration (finance) from Carnegie Mellon University in the United States and has about 10 years of experience in real estate and investment industry. Ms. Xu is currently the vice chairman of a property developer in China, leading project research and investment decisions.

Biographical Details of Directors & Senior Management

AUDIT COMMITTEE

The Company established an audit committee on 24th June, 2004. The primary duties of the audit committee are to review and supervise the financial reporting process and risk management and internal control systems of the Group. The audit committee has reviewed the audited financial statements for the year ended 31st December, 2023.

As at the date of the annual report, the audit committee of the Group consists of three independent non-executive directors, namely Mr. Lam King Pui, Mr. Cao Qimeng and Ms. Xu Jing. Mr. Lam King Pui was appointed as the chairman of the audit committee.

SENIOR MANAGEMENT

Mr. Cai Mingli, 38 years old, is the financial controller of the Group, and is responsible for the financial management for primary and secondary property agency business of the Group. Mr. Cai holds a bachelor's degree in Management from Zhongnan University of Economics and Law, the PRC, and is a certified public accountant in China.

Ms. Yang Xiaojia, aged 37, is the manager of the administration department and is responsible for the administration and human resources of the Group. Ms. Yang holds a bachelor's degree in economics from Beijing Technology and Business University, the PRC (中國北京工商大學), and a master's degree in law from the University of East Anglia in United Kingdom.

Mr. Zheng Songjie, aged 46, is the deputy general manager of the Group and is responsible for formulation of development strategies and overall business management for primary property agency business of the Group. Mr. Zheng holds a bachelor's degree in business administration from the Guangdong Commercial College, the PRC (廣東商學院).

Mr. Xie Yu Han, aged 59, is the deputy general manager and is responsible for market research and analysis, property projects development planning and management of related information services. Mr. Xie holds a professional diploma in corporate management from the Jinan University, the PRC (中國暨南大學).

Mr. Li Wei, aged 52, is the deputy general manager, and is responsible for the formulation of development strategies and overall business management for the secondary property agency business as well as primary property agency business in the Western China Region of the Group. Mr. Li holds a bachelor's degree in material science and engineering from the Guangdong Industrial University, the PRC (廣東工業大學).

Mr. Sun Ke, aged 48, is the general manager of Southern China region and is responsible for promotion strategies and management of sales agency business for primary properties in Southern China region. Mr. Sun holds a bachelor's degree in architecture from Guangdong Industrial University, the PRC (廣東工業大學).

Mr. Liu Lian, aged 52, is the general manager of business in Eastern China region and is responsible for the promotion strategies and management of sales agency business for primary properties in Eastern China region. Mr. Liu holds a professional diploma in financial management from the Shanghai Railway Institute, the PRC (中國上海鐵道學院) and a professional diploma in corporate management from the International Business Faculty of the Nanjing University, the PRC (中國南京大學國際商學院).

Mr. Ouyang Da Hui, aged 56, is the general manager of business in Northern China region and is responsible for promotion strategies and management of sales agency business for primary properties in Northern China region. Mr. Ouyang holds a bachelor's degree in engineering from the Shenzhen University, the PRC (中國深圳大學).

Mr. Guo Rui, aged 43, is the general manager of regional businesses at the Guangzhou Headquarters, and is responsible for the promotion strategies and management of sales agency business for primary properties in Guangzhou region. Mr. Guo holds a bachelor's degree in Engineering Management from the Guangzhou University.

Biographical Details of Directors & Senior Management

SENIOR MANAGEMENT (Continued)

Ms. Hu Yun, aged 51, is the manager of the architectural design advisory department and is responsible for construction, planning and research for real estates and management of related consultancy business. Ms. Hu holds a bachelor's degree in architecture from the South China University of Technology, the PRC (中國華南理工大學).

Mr. Su Qi Gang, aged 50, is the general manager of the information technology department and is responsible for research and development of products of Internet application systems and management of related department. He has over 20 years of experience in information technology and Internet. Mr. Su holds a bachelor's degree in computational science from the Sun Yat-sen University (中山大學).

Mr. Zhen Zhong Xing, aged 40, is the general manager of financial services and is responsible for financial service business. Mr. Zhen holds a bachelor's degree from the Guangdong University of Finance & Economics (廣東財經大學).

COMPANY SECRETARY

Mr. Lo Hang Fong, aged 60, is a solicitor practising in Hong Kong and the company secretary of the Company. Mr. Lo holds a bachelor's degree in laws from the University of Bristol in England and a diploma in Chinese laws from the China Law Society. He has acquired over 15 years of experience in corporate advisory on mergers and acquisitions, initial public offerings and loan syndication.

Management Discussion and Analysis

BUSINESS REVIEW

I. Market Review for the Year 2023

In 2023, the real estate industry continued to undergo major adjustments, and sales of commercial properties plummeted in China. According to data from the National Bureau of Statistics, the sales area of commercial properties in China was 1.12 billion square meters in 2023, down by approximately 17.7% year-on-year, with sales value at RMB11.7 trillion, down by approximately 12.5% year-on-year. To promote the healthy development of the industry, the central and local governments introduced policies to protect the market, both on the supply and demand side. Policies have been gradually relaxed in the pursuit of stability and practicality, hedging the market downturn and bringing stability to the market.

It will nonetheless require time to regain confidence and momentum during the market adjustment stage — a period in which the agency industry has been seriously affected by the general environment, with competition continuing to intensify as well. Despite the challenging operating environment, the Group has remained pragmatic and proactively employed a series of adjustment measures to seize industry opportunities and respond promptly to changes.

II. Business Review of the Group

As at 31st December, 2023, the Group's turnover reached approximately HK\$1,295 million (2022: approximately HK\$1,517 million), a decrease of approximately 15% from the same period last year, and loss attributable to shareholders amounted to approximately HK\$531 million (2022: approximately HK\$580 million). Basic loss per share was HK78.8 cents (2022: HK86.1 cents). The board of directors did not recommended the payment of a final dividend for the year ended 31st December, 2023.

Turnover of the Group's property real estate agency business in 2023 was approximately HK\$1,251 million (2022: approximately HK\$1,426 million), which accounted for approximately 97% of the Group's total turnover, while the turnover of the financial services business was approximately HK\$44 million (2022: approximately HK\$91 million), which accounted for approximately 3% of the Group's total turnover.

For the entire 2023 year, the Group's total value of properties transacted was approximately RMB110 billion. It handled a total of approximately 53,000 transactions with a total gross floor area of approximately 5.5 million square meters.

1. Property Real Estate Agency Business

Turnover from the Group's property real estate agency business fell from approximately HK\$1,426 million in 2022 to approximately HK\$1,251 million. In July 2023, the management put forward the management requirements of "saving cost, increasing income, raising quality and efficiency" and comprehensively implemented management improvements for the Company. Firstly, focusing on the main business as the core, the long-term lease business in Guangzhou and Shenzhen has been transferred, and managed under the "internal marketisation" principle. Secondly, the Group has implemented a "comprehensive budget management" approach, guided by a capital plan. This initiative aims to strengthen receivables collection by improving overall staff efficiency through the organisation of similar business types, streamlining the empowerment platform, and eliminating inefficient projects. Thirdly, with regard to internal informatisation, reform and upgrade were carried out in phases to integrate the "business — manpower — financial" systems in order to improve the efficiency of the internal decision-making process and reduce overall management costs. The fourth area that the Group has targeted is cash flow and profitability. The Group actively reduced inefficient projects in some regions and cities, to increase project efficiency and per capita transaction amount. Although the market was still in a period of in-depth adjustment and periodic risks have yet to be eliminated, the performance of the Group's property real estate agency services reached the Group's pre-established goals in 2023, owing to the implementation of these management measures.

Despite the difficulties, the Group has continued to strive for breakthroughs during the review year. It remained committed to comprehensively developing diversified services centered on real estate transactions, deeply integrating into China's urbanisation and urban upgrading development process, and further intensifying development of the real estate internet marketing and new media business. At the same time, the Group has maintained focus on meeting customers' needs and actively consolidating industry resources. By leveraging business digitalisation and informatisation, the Group provided customers with comprehensive and diversified services, broadened its online customer base, and promoted the growth of its property real estate agency services business.

Management Discussion and Analysis

In response to market developments, the secondary real estate agency business promptly adjusted its structure to leverage its strengths and mitigate its weaknesses. Firstly, it continued to leverage resources and layout advantages of medium and high-end luxury properties in Guangzhou, focusing on targeting projects and customer retention. And secondly, it promptly adjusted the organisational structure, streamlined the proportion of back-office personnel, enhanced the efficiency of back-office services, and optimised the company's operating cost structure.

At present, the Group's property agency business covers more than 50 large and small cities across the country, with more than 900 agency projects and approximately 110 secondary branches.

2. Financial Services Business

Affected by the overall investment environment, the financial services business recorded turnover of approximately HK\$44 million (2022: approximately HK\$91 million).

During the year, the business focused on serving existing high-quality customers, and took a prudent and pragmatic stance in implementing strict risk controls and conducting business operations. It also actively adjusted its positioning and strategies to respond to changes in the market and related regulatory policies in a timely manner.

3. Other value-added services

The valuation research business was actively restructured during 2023. First, various data releases were optimised in terms of pace and data coverage to enhance timeliness and breadth. Additionally, efforts were made to promote the productisation of research results, thereby boosting brand influence. Furthermore, new media content was cultivated, and research outcomes were utilised to develop solutions for home-buying customers.

The focus of the asset appraisal business has returned to core service capabilities and expertise, leveraging technology to meet the growing demand for appraising new asset types, transfer and disposal of corporate assets, and various incremental businesses.

III. Prospects for 2024

Since 2023, the Chinese government has actively made efforts to stabilise assets, implementing numerous easing measures. On the regulatory side, the four major first-tier cities simultaneously liberalised loan and purchase restrictions, vigorously stabilizing market expectations. On the monetary side, the market was boosted by extraordinary measures designed to reduce interest rates and RRR, which further highlighted the value of core assets. The 5-year Loan Prime Rate (LPR) fell sharply to 3.95%, with lower interest rates for residential mortgages helping to promote home purchases. On the financing side, the real estate financing coordination mechanism was implemented quickly to resolve project-related issues, helping to stabilise market confidence. The year 2024 will be a time of recovery for the mainland real estate market, with the contradiction between supply and demand expected to further ease. As favorable policies are gradually introduced, home prices are anticipated to slowly stabilise. The prices of homes in first-tier cities will be the first to rebound, and properties with quality improvements will be more sought after by the market.

In 2024, the Group plans to implement the following measures:

1. Strengthen the new housing business. To continue to consolidate the Group's business advantages in Guangzhou and the Greater Bay Area, and further optimise the layout and scale of the new housing business.
2. Improve existing transactions, valuation research and appraisal, and other businesses. In 2024, the Group will continue to strengthen existing businesses and the synergies between its primary and secondary real estate services. At the same time, it will comprehensively upgrade its talent, resources and operation roadmaps to boost its business growth and income generation capability.



Management Discussion and Analysis

3. Seek breakthroughs in new operation models and promote technological development. Cultivate the new media business, actively cooperate with Internet companies and adopt Internet technologies to empower the Group's offline transaction service advantages, and gradually develop multi-channel network (MCN) and other innovative businesses, as well as construct online platforms to expand the scale of resource integration and enhance the Group's across-the-board competitiveness.

Recently, China has introduced a series of systems and measures, proactively implemented monetary policies, fully relaxed property purchase and loan restrictions, and advanced the real estate financing coordination mechanism. The supply and demand disparity in the market will gradually dissipate, and the market is expected to stabilise. As always, the Group will adopt a prudent and pragmatic approach, further improve its service standards, continue to develop innovative businesses, work diligently to achieve a business turnaround as soon as practicable and promote sustainable development.

AUDIT COMMITTEE

The Audit Committee of the Company, comprising the three existing independent non-executive directors, has reviewed the audited financial statements for the year ended 31st December, 2023.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31st December, 2023, the Group maintained a sound financial position where the cash and bank deposits and current ratio, as a ratio of current assets to current liabilities, were approximately HK\$299 million (2022: HK\$394 million) and 4.26 (2022: 3.72) respectively. Total borrowings amounted to approximately HK\$167 million which are secured and unsecured bank loan and other borrowings (2022: approximately HK\$232 million). The Group's gearing ratio, which was computed by dividing the total borrowings by total assets, was approximately 7.8% (2022: 7.6%). The Group's borrowings are denominated in Renminbi. The Group had no material contingent liabilities as at 31st December, 2023.

PLEDGE OF ASSETS

As at 31st December, 2023, the Group pledged its investment properties and property, plant and equipment with an aggregate amount of approximately HK\$27 million (2022: HK\$35 million) to banks to secure bank borrowings of the Group.

FOREIGN EXCHANGE EXPOSURE

Most of the Group's business transactions were denominated in either Hong Kong dollars or Renminbi. As such, the Group had no significant exposure to foreign exchange fluctuations.

EMPLOYEES

As at 31st December, 2023, the Group had approximately 5,300 full time employees. Employees are regarded as the greatest and valuable assets of the Group. Competitive remuneration packages are structured to commensurate with individual job duties, qualification, performance and years of experience.

ENVIRONMENTAL POLICY

The Group is committed to building an environmental friendly working environment that conserves natural resources. The Group strives to minimise the environmental impact by saving electricity and water and encouraging recycle of office supplies.

CAPITAL STRUCTURE

As at 31st December, 2023, the total number of shares (the "Shares") of HK\$0.01 each in the capital of the Company in issue was 674,149,989.

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The board of directors of the Company (the “Board”) and the management of the Company and its subsidiaries (the “Group”) are committed to establishing good corporate governance practices and procedures. The maintenance of high standard of business ethics and corporate governance practices have always been one of the Group’s goals. The Company believes that good corporate governance provides a framework that is essential for effective management, successful business growth and a healthy corporate culture, thereby leading to the enhancement of shareholders’ value.

The Board leads to establish, promote and continually reinforce the desired corporate culture of the Company which is underpinned by our corporate values of committing high standard of business ethics and integrity. Our sound corporate culture reaches all levels of the Group, and aligns with the Company’s corporate values and strategies.

The Board has adopted the Corporate Governance Code (the “CG Code”) as set out in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). Continuous efforts are made to review and enhance the Group’s risk management and internal controls and procedures in light of changes in regulations and developments in best practices. To us, maintaining high standards of corporate governance practices is not just complying with the provisions but also the intent of the regulations to enhance corporate performance and accountability.

The Board is pleased to report compliance with the code provisions of the CG Code for the year ended 31st December, 2023, except where otherwise stated.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules (the “Model Code”) as its own code of conduct regarding securities transactions by directors. Having made specific enquiry with all directors, the directors confirmed that they all had complied with the required standard set out in the Model Code throughout the year.

BOARD OF DIRECTORS

The Board comprises:

| | | |
|-------------------------------------|---|--|
| Executive Directors | : | Mr. ZHU Rongbin (<i>Chairman</i>) Mr. GAO Bin (<i>President</i>) Mr. FU Wai Chung Mr. LO Yat Fung |
| Non-executive Director | : | Mr. FU Ear Ly (<i>Vice Chairman</i>) |
| Independent Non-executive Directors | : | Mr. LAM King Pui Mr. CAO Qimeng Ms. XU Jing |

Each independent non-executive director has given an annual confirmation of his/her independence to the Company, and the Company considers them to be independent under Rule 3.13 of the Listing Rules.

Each of Mr. Zhu and Mr. Gao, executive directors appointed during the year, confirm that they have obtained the legal advice referred to under Rule 3.09D of the Listing Rules on 24th May, 2023 and understand their legal obligations as directors of a listed issuer under the Listing Rules.

Each of Mr. Cao and Ms. Xu, independent non-executive directors appointed during the year, confirm that they have obtained the legal advice referred to under Rule 3.09D of the Listing Rules on 17th April, 2023 and understand their legal obligations as directors of a listed issuer under the Listing Rules.

Corporate Governance Report

BOARD OF DIRECTORS (Continued)

During the financial year ended 31st December, 2023, 10 board meetings, one annual general meeting (“2023 AGM”) and two extraordinary general meetings (“EGMs”) were held and the attendance of each director is set out as follows:

| Name of director | Number of meetings attended in the year ended 31st December, 2023 | | |
|--|---|----------|------|
| | Board meetings | 2023 AGM | EGMs |
| Mr. ZHU Rongbin (Appointed on 24th May, 2023) | 6/6 | 1/1 | 1/1 |
| Mr. GAO Bin (Appointed on 24th May, 2023) | 6/6 | 1/1 | 1/1 |
| Mr. FU Wai Chung | 10/10 | 1/1 | 2/2 |
| Ms. NG Wan (Resigned on 24th May, 2023) | 3/3 | N/A | 1/1 |
| Ms. FU Man (Resigned on 24th May, 2023) | 3/3 | N/A | 1/1 |
| Mr. LO Yat Fung | 10/10 | 1/1 | 2/2 |
| Mr. FU Ear Ly | 10/10 | 0/1 | 2/2 |
| Mr. LAM King Pui | 10/10 | 1/1 | 2/2 |
| Mr. CAO Qimeng (Appointed on 17th April, 2023) | 8/8 | 0/1 | 2/2 |
| Ms. XU Jing (Appointed on 17th April, 2023) | 8/8 | 0/1 | 2/2 |
| Mr. NG Keung (Resigned on 31st August, 2023) | 7/7 | 0/1 | 2/2 |
| Mrs. WONG LAW Kwai Wah, Karen (Resigned on 17th April, 2023) | 1/1 | N/A | N/A |

Certain independent non-executive directors and non-executive director of the Company were unavailable to attend the annual general meeting of the Company held on 15th June, 2023 due to other business commitments.

RESPONSIBILITIES OF THE BOARD

The Board is responsible for leadership and control of the Group and be collectively responsible for promoting the success of the Group by directing and supervising the Group’s affairs. The Board focuses on formulating the Group’s long-term objectives and overall strategies; authorising the development plan and budget; determining and approving financing options; monitoring financial and operating performance; reviewing the effectiveness of the risk management and internal control systems; supervising and managing management’s performance of the Group; and setting the Group’s values and standards. The Board delegates the day-to-day management, administration and operation of the Group to management. The delegated functions are reviewed by the Board periodically to ensure that they accommodate the needs of the Group.

CORPORATE GOVERNANCE FUNCTIONS

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions such as developing and reviewing the Company’s policies, practices on corporate governance, training and continuous professional development of directors and senior management, ensuring the Company’s policies and practices are in compliance with legal and regulatory requirements, etc. The Board reviewed the Company’s policies and practices on corporate governance as well as the Company’s compliance with the CG Code.

The Board held meetings from time to time whenever necessary. At least 14 days notice of regular Board meetings is given to all directors and they can include matters for discussion in the agenda as they think fit. The agenda accompanying board papers are sent to all directors at least 3 days before the date of every board meeting in order to allow sufficient time for the directors to review the documents.

Minutes of every board meeting are circulated to all directors for their perusal and comments. Minutes are open for inspection at any reasonable time on reasonable notice by any director. The Board also ensures that it is supplied in a timely manner with the agenda and all necessary information in a form and of a quality appropriate to enable it to discharge its duties.

Every board member has full access to the advice and services of the company secretary with a view to ensuring that board procedures, and all applicable rules and regulations are followed and they are also entitled to have full access to board papers and related materials so that they are able to make an informed decision and to discharge their duties and responsibilities.

Corporate Governance Report

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

According to code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. During the period from 1st January, 2023 to 23rd May, 2023, Mr. Fu Wai Chung (“Mr. Fu”) was the chairman of the Company while the Company has no such title as the chief executive officer. Mr. Fu has extensive experience in the industry which is beneficial and of great value to the overall development of the Company. The daily operation and management of the Company is monitored by the executive directors as well as the senior management. The Board is of the view that the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals and meet from time to time to discuss issues affecting operation of the Company. The Board has been nevertheless reviewing the structure and composition of the Board from time to time in light of prevailing circumstances, in order to maintain a high standard of corporate governance practices of the Company. Mr. Zhu Rongbin has been appointed as the chairman of the Board and Mr. Gao Bin has been appointed as the president of the Company with effect from 24th May, 2023 which separates the roles of the chairman and the chief executive officer of the Company and enables the Company to comply with code provision C.2.1 of the CG Code.

Ms. Ng Wan is the wife of Mr. Fu and Ms. Fu Man is the sister of Mr. Fu.

Mr. Fu Ear Ly is the son of Mr. Fu and Ms. Ng Wan, and the nephew of Ms. Fu Man.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each executive director is appointed for an initial term which is renewable automatically each year. All independent non-executive directors are currently appointed for a specific term up to year 2024 and 2025 respectively which may be extended as each director and the Company may agree in writing. The term of appointment of the non-executive director is to year 2026 thereafter is renewable automatically each year. However, their appointment are subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provision of the Articles of Association of the Company (the “Articles of Association”).

The Articles of Association of the Company provides that at each annual general meeting, one-third of the directors for the time being shall retire from office by rotation and that every director shall be subject to retirement by rotation at least once every 3 years.

PROFESSIONAL DEVELOPMENT

To assist directors’ continuing professional development, the Company recommends directors to attend relevant seminars to develop and refresh their knowledge and skills. All directors also participate in continuous professional development programmes such as external seminars or webinars organised by qualified professionals, to develop and refresh their knowledge and skills in relation to their contribution to the Board. A record of the training received by the respective directors are kept and updated by the Company.

The individual training record of each director received for the year ended 31st December, 2023 is summarised below:

| | Attending seminar(s)/ webinars/ forum(s)/programme(s)/ conference(s) relevant to the business or directors’ duties |
|------------------|---|
| Mr. ZHU Rongbin | ✓ |
| Mr. GAO Bin | ✓ |
| Mr. FU Wai Chung | ✓ |
| Mr. LO Yat Fung | ✓ |
| Mr. FU Ear Ly | ✓ |
| Mr. LAM King Pui | ✓ |
| Mr. CAO Qimeng | ✓ |
| Ms. XU Jing | ✓ |

Corporate Governance Report

PROFESSIONAL DEVELOPMENT (Continued)

Mr. Zhu Rongbin, Mr. Gao Bin, Mr. Fu Wai Chung and Mr. Lo Yat Fung, being executive directors, Mr. Fu Ear Ly, being a non-executive director, have attended various seminars or webinars and meetings to develop and refresh their knowledge so as to ensure that their contribution to the Board remains informed and relevant. Mr. Lam King Pui, Mr. Cao Qimeng and Ms. Xu Jing, being independent non-executive directors, have participated in continuous professional development programs provided by, among others, the Hong Kong Institute of Certified Public Accountants. All the directors also understand the importance of continuous professional development and are committed to participating any suitable training to develop and refresh their knowledge and skills.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") comprises the three existing independent non-executive directors, who have reviewed the financial statements for the year ended 31st December, 2023. Mr. Lam King Pui, the chairman of the Audit Committee, has professional qualifications and in-depth experience in accounting and related financial management expertise. No member of the Audit Committee is a member of the former or existing auditor of the Company. The terms of reference of the Audit Committee are available at the Company's website and on the website of The Stock Exchange of Hong Kong Limited.

According to the existing terms of reference of the Audit Committee, its major roles and functions are, amongst others, to consider the appointment of the external auditors, the audit fee, and any questions of resignation or dismissal of the external auditors; to review the half-year and annual financial statements before submission to the Board; to monitor the quality of risk management and internal control and to consider major findings of internal investigations and management's response.

Four meetings were held for the year ended 31st December, 2023. The attendance of each member is set out as follows:

| Name of members of Audit Committee | Number of meetings attended in the financial year ended 31st December, 2023 |
|--|--|
| Mr. LAM King Pui | 4/4 |
| Mr. CAO Qimeng (Appointed on 17th April, 2023) | 3/3 |
| Ms. XU Jing (Appointed on 17th April, 2023) | 3/3 |
| Mr. NG Keung (Resigned on 31st August, 2023) | 2/2 |
| Mrs. WONG LAW Kwai Wah, Karen (Resigned on 17th April, 2023) | 1/1 |

At the meetings held during the year, in performing its duties in accordance with its terms of reference, the work performed by the Audit Committee included:

- (a) review and supervise the financial reporting process and risk management and internal control systems of the Company and its subsidiaries;
- (b) make recommendation to the Board, for the approval by shareholders, of the re-appointment of the auditor and approval of their remuneration;
- (c) review the financial statements for the relevant periods; and
- (d) discuss the accounting policies and practices and business development of the Group.

Corporate Governance Report

REMUNERATION COMMITTEE

The remuneration committee of the Company (the “Remuneration Committee”) comprises the three existing independent non-executive directors and Mr. Lam King Pui is the chairman of the Remuneration Committee. The terms of reference of the Remuneration Committee are available at the Company’s website and on the website of The Stock Exchange of Hong Kong Limited.

The roles and functions of the Remuneration Committee include consulting the chairman of the Board about their remuneration proposals for other executive directors, making recommendation to the Board on the Company’s remuneration policy and structure for all directors’ and senior management and to review and/or approve matters relating to share schemes. The Remuneration Committee has adopted the approach under the E.1.2(c)(ii) of the code provisions to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.

The Group’s human resources department assists the Remuneration Committee by providing relevant remuneration data and market conditions for the Committee’s consideration. The remuneration of executive directors and senior management is determined with reference to the Company’s performance and profitability, as well as remuneration benchmarks in the industry and the prevailing market conditions.

Three meetings were held during the year ended 31st December, 2023. During the meetings, remuneration policies of the directors have been discussed and no change has been proposed to the remuneration policies and considered the remuneration of new directors and grant of share options in 2023. Detail of the grant of options to directors reviewed by the remuneration committee have been disclosed in the circular dated 8 August 2023. No director or any of his associates was involved in deciding his own remuneration.

The attendance of each member is set out as follows:

| Name of members of Remuneration Committee | Number of meetings attended in the financial year ended 31st December, 2023 |
|--|---|
| Mr. LAM King Pui | 3/3 |
| Mr. CAO Qimeng (Appointed on 17th April, 2023) | 2/2 |
| Ms. XU Jing (Appointed on 17th April, 2023) | 2/2 |
| Mr. NG Keung (Resigned on 31st August, 2023) | 3/3 |
| Mrs. WONG LAW Kwai Wah, Karen (Resigned on 17th April, 2023) | N/A |

A share option scheme has been adopted in an extraordinary general meeting held on 23rd May, 2023. Details of this share option scheme are set out in a circular dated 3rd May, 2023.

The emolument payable to directors depends on their respective contractual terms under the service contracts and the appointment letters, and as recommended by the Remuneration Committee. Details of the directors’ emolument are set out in note 12 to the consolidated financial statements.

The remuneration of the members of the senior management (other than directors) by band for the year ended 31st December, 2023 is set out below:

| HK\$ | Number of members of senior management |
|------------------------|--|
| 500,000 to 1,000,000 | 5 |
| 1,000,000 to 1,500,000 | 4 |
| 1,500,000 to 2,000,000 | 3 |

Corporate Governance Report

NOMINATION COMMITTEE

The nomination committee of the Company (the “Nomination Committee”) was established on 22nd March, 2012 comprising Mr. Zhu Rongbin, Mr. Fu Ear Ly and the existing three independent non-executive directors. Mr. Zhu Rongbin is currently the chairman of the Nomination Committee. The terms of reference of the Nomination Committee are available at the Company’s website and on the website of The Stock Exchange of Hong Kong Limited.

According to the terms of reference of the Nomination Committee, its major roles and functions are as follows:

- to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
- to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships of the Company;
- to assess the independence of independent non-executive directors of the Company; and
- to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors, in particular the chairman and the chief executive of the Company.

NOMINATION POLICY

In considering the nomination of new directors, the Board and nomination committee will take into account the qualification, ability, working experience, leadership and professional ethics of the candidates, especially their experience in the property real estate agency and consultancy services and/or other professional areas and the diversity criteria set out in the board diversity policy of the Company.

The procedures for the election and appointment of director(s) are that the committee may search for candidates for directors on an extensive scale in the Company, its subsidiaries and the job market, gather information of the preliminary candidates and then shall submit to the board of directors its recommendations on candidates for directors and relevant materials prior to the election of new directors.

Three meetings were held during the year ended 31st December, 2023. The appointment of new directors has been considered and approved during the meetings and the Committee had also confirmed the diversity of the Board.

The attendance of each member is set out as follows:

| Name of members of Nomination Committee | Number of meetings attended in the financial year ended 31st December, 2023 |
|--|--|
| Mr. ZHU Rongbin (Appointed on 24th May, 2023) | N/A |
| Mr. FU Ear Ly (Appointed on 24th May, 2023) | N/A |
| Mr. FU Wai Chung (Ceased as member on 24th May, 2023) | 3/3 |
| Mr. LO Yat Fung (Ceased as member on 24th May, 2023) | 3/3 |
| Mr. LAM King Pui | 3/3 |
| Mr. NG Keung (Resigned on 31st August, 2023) | 3/3 |
| Mrs. WONG LAW Kwai Wah, Karen (Resigned on 17th April, 2023) | 1/1 |
| Mr. CAO Qimeng (Appointed on 17th April, 2023) | 1/1 |
| Ms. XU Jing (Appointed on 17th April, 2023) | 1/1 |

Corporate Governance Report

BOARD AND WORKFORCE DIVERSITY

The Board has a board diversity policy which sets out the approach to achieve a sustainable and balanced development of the Company and also to enhance the quality of performance of the Company.

The Company seeks to achieve board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. 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 as stated in the above. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

As at the date of this report, the Board comprises 8 directors. One of them is women. Three of the directors are independent non-executive directors and independent of management, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of gender, professional background and skills. Biographical details with the professional experience, skills and knowledge of the Directors are available in the section of “Biographical Details of Directors and Senior Management” of this annual report.

The Board comprises eight directors and one of them is female. The Company targets to avoid a single gender Board and will timely review the gender diversity of the Board in accordance with the business development of the Group. The Company believes the balance of gender in the Board would bring more inspiration to the Board and enhance the business development of the Group, thus gender diversity is one of the essential factor for the Company to select suitable candidate as a Director.

As at the date of this report, approximately 90% of the Company’s senior workforce (including the directors and senior management) is male and approximately 10% is female. Same as the gender diversity of the Board, the Company targets to avoid a single gender senior workforce and will timely review the gender diversity of the senior workforce in accordance with the business development of the Group. Details of the Group’s gender diversity at workforce level are set out in the Environmental, Social and Governance report of this annual report.

The following tables further illustrate the diversity of the Board members as of the date of this annual report:

| | | | |
|---|---------------------------------|------------------------------------|---|
|  Category | 4 Executive Directors | 1 Non-Executive Director | 3 Independent Non-Executive Directors |
|  Gender | 7 Male | | 1 Female |
|  Age Group | 4 30-49 | 3 50-69 | 1 Over 70 |

The Company has not set any measurable objectives for implementation of the diversity policy in relation to the Board members and the workforce of the Group (including gender diversity) because property real estate agency service is neither a male nor female dominated industry. However, the Company will consider and review from time to time such diversity policy (including gender diversity) and setting of any measurable objectives (if applicable).

Corporate Governance Report

DIVIDEND POLICY

The Board has approved and adopted a policy for the Company's dividend distribution (the "Dividend Policy") in 2019.

The Dividend Policy of the Company aims at enhancing transparency of the Company and facilitating the shareholders and investors to make informed investment decisions relating to the Company.

Under the Dividend Policy, the Company does not have any pre-determined dividend payout ratio. The declaration, payment and amount of dividends are subject to the Board's discretion having regard to the following factors:

- (1) the Group's actual and expected financial performance;
- (2) the Group's expected working capital requirements, capital expenditure requirements and future expansion plans;
- (3) retained earnings and distributable reserves of the Company and each of the members of the Group;
- (4) the Group's liquidity position;
- (5) the general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group;
- (6) the contractual restrictions on the payment of dividends by the Company to its shareholders (if any);
- (7) the statutory and regulatory restrictions on the payment of dividends by the Company; and
- (8) any other factors that the Board deems relevant.

The Company's dividend distribution record in the past may not be used as a reference or basis to determine the level of dividends that may be declared or paid by the Company in the future.

Such declaration and payment of dividend by the Company is also subject to any restrictions under the Companies Laws of the Cayman Islands, any applicable laws, rule and regulations and the Articles of Association of the Company.

Any declaration and payment of future dividends under the Dividend Policy are subject to the Board's determination that the same would be in the best interests of the Group and the shareholders of the Company as a whole. The Board will review the Dividend Policy from time to time and may exercise at its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time as it deems fit and necessary. There is no assurance that dividends will be paid in any particular amount for any given period.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The management provides such explanation and information to the Board and reports regularly to the Board on financial position and prospects of the business of the Company so as to enable the Board to make an informed assessment of the financial and other information put before the Board for approval.

The directors acknowledge their responsibilities (as set out in the Independent Auditor's Report) for preparing the financial statements of the Group that give a true and fair view of the state of affairs of the Group. The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern and the Board has prepared the financial statements on a going concern basis. The responsibility of the external auditor is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion solely to the shareholders of the Company, as a body, and for no other purpose. A statement by auditor about their reporting responsibility is set out in the Independent Auditor's Report.

Corporate Governance Report

ACCOUNTABILITY AND AUDIT (Continued)

Risk Management and Internal Control Systems

The Board is responsible for the risk management and internal control systems of the Company and reviewing their effectiveness. The Board oversees the overall risk management of the Group and endeavours to identify, control impact of the identified risks and facilitate implementation of coordinated mitigating measures. The risks have been disclosed in the report of the directors of this annual report. The risk management and internal control systems of the Company are designed to manage rather than eliminate the risk of failures to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

Each department of the Company would choose certain material risk events in its field every year and assess and grade the possibility of occurrence and influence of risk events to determine the scope of material risk of the year together with the management of the Company. Each functional department prepares counteractions to deal with material risks in its field and report the execution situation regularly.

The Company has maintained an internal control department (“ICD”) established in 2006 which performs an internal audit function and reported directly to the Board. The function of the ICD audit team is to ensure the branches operation and practices are complied with the Group’s policies and procedures. The team has reviewed and checked the sales performance reports and cash flow of each branch rotationally. The management of the Company has established a set of structure, 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.

The Board reviews the risk management and internal controls annually. The Board has conducted a review of, and is satisfied with the effectiveness and adequacy of the risk management and internal control systems and the internal audit function for the year ended 31st December, 2023.

With respect to the monitoring and disclosure of inside information, the Company has formulated its guidelines, with an aim to ensure that the insiders abide by the confidentiality requirement and fulfil the disclosure obligation of the inside information.

Auditors’ Remuneration

During the financial year ended 31st December, 2023, the fees paid to the Company’s auditors is set out as follows:

The non-audit services provided by the auditors are relating to review of the Company’s interim report.

| Services rendered | Fees paid/payable HK\$’000 |
|----------------------------------|--------------------------------------|
| Audit and audit related services | 3,400 |
| Non-audit services | 330 |
| | <hr/> 3,730 <hr/> |

COMPANY SECRETARY

The Company has engaged Mr. Lo Hang Fong, a solicitor practising in Hong Kong, as its company secretary and Mr. Lo Yat Fung, an executive director of the Company, is the person whom the company secretary can contact. The Board is confident that having Mr. Lo Hang Fong as the company secretary is beneficial to the Group’s compliance of the applicable laws, rules and regulations. The biographical details of Mr. Lo Hang Fong are set out under the section headed “Biographical Details of Directors & Senior Management”.

According to Rule 3.29 of the Listing Rules, Mr. Lo Hang Fong has taken no less than 15 hours of relevant professional training during the financial year ended 31st December, 2023.

Corporate Governance Report

SHAREHOLDERS' RIGHTS

The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. An annual general meeting of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting ("EGM").

— Right to convene EGM

Any one or more members holding at the date of the 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 sent to the Company's business office as set out in the manner below, 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 (2) months after the deposit of such requisition.

The written requisition must state the purposes of the meeting, signed by the requisitionist(s) and deposit it to the Board or the company secretary of the Company at the Company's place of business in Hong Kong at Room 3611, 36th Floor, Shun Tak Centre West Tower, 200 Connaught Road Central, Hong Kong and such may consist of several documents in like form, each signed by one or more requisitionists.

The request will be verified with the Company's branch share registrars in Hong Kong and upon their confirmation that the request is proper and in order, the company secretary of the Company will ask the Board to convene an EGM by serving sufficient notice in accordance with the statutory requirements to all the registered members. On the contrary, if the request has been verified as not in order, the shareholders will be advised of this outcome and accordingly, an EGM will not be convened as requested. If within twenty-one days from the date of the deposit of the requisition the Board fails to proceed to convene such meeting, the requisitionist(s), may convene a meeting 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 by the Company to the requisitionist(s).

The notice period to be given to all the registered members for consideration of the proposal raised by the requisitionist(s) concerned at the EGM varies according to the nature of the proposal, as follows:

- At least 14 clear days' notice in writing if the proposal constitutes an ordinary resolution of the Company;
- At least 21 clear days' notice in writing if calling for an annual general meeting or the proposal constitutes a special resolution of the Company in EGM.

— Right to put enquiries to the Board

Shareholders have the right to put enquiries to the Board. All enquiries shall be in writing and sent by post to the place of business of the Company in Hong Kong or by e-mail to info@hopefluent.com.hk for the attention of the Board or company secretary.

Corporate Governance Report

SHAREHOLDERS' RIGHTS (Continued)

— Right to put forward proposals at general meetings

There are no provisions allowing shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law (2011 Revision). However, shareholders are requested to follow Article 58 of the Company's Articles of Association for including a resolution at an EGM. The requirements and procedures are set out above. Pursuant to Article 88 of the Company's Articles of Association, no person, other than a director retiring at a meeting, shall, unless recommended by the directors for election, be eligible for appointment as a director at any general meeting unless a Notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the registration office provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

The written notice must state that person's biographical details as required by Rule 13.51(2) of the Listing Rules. The procedures for shareholders of the Company to propose a person for election as director is posted on the Company's website.

INVESTOR RELATIONS

Communication with Shareholders

The Company has established a shareholders' communication policy and the Board shall review it on a regular basis to ensure its effectiveness. The Company communicates with the shareholders and/or potential investors mainly by: (i) holding of annual general meeting ("AGM") and extraordinary general meetings which shall be convened for specific purposes (if any) which provide opportunities for the shareholders to communicate with the Board; (ii) the publication of announcements, annual reports, interim reports and/or circulars as required under the Listing Rules; and (iii) the availability of information of the Group on the Company's website at www.hopefluent.com.

Shareholders and investors are welcome to visit the Company's website to raise enquiries where responsible staff contact details are available on the Company's website.

The chairman of the 2023 AGM and the chairman/members of the Board Committees and the external auditor were available at the 2023 AGM to answer questions from the shareholders. The procedures for conducting a poll have been explained during the meeting.

Shareholder communication is effective during the year because shareholders can raise questions to the management of the Company at the 2023 AGM and EGMs and has made enquiries about the Company through contacting the relevant staff.

During the year ended 31st December, 2023, there had been no change in the Company's constitutional documents. The memorandum and articles of association is available on the websites of the Company and of the Stock Exchange.



Directors' Report

The directors present their annual report and the audited consolidated financial statements for the year ended 31st December, 2023.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The activities of its principal subsidiaries are set out in note 44 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December, 2023 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 52 and 53.

On 28th March, 2024, the Board did not recommend the payment of a final dividend for the year ended 31st December, 2023 (2022: nil).

There was no interim dividend declared for the six months ended 30th June, 2023 (six months ended 30th June, 2022: nil).

The dividend policy of the Group is set out in the Corporate Governance Report of this report.

BUSINESS REVIEW

The business review of the Group for the year ended 31st December, 2023 is set out in the section headed "Management Discussion and Analysis" on page 10 respectively of this Annual Report.

RELATIONSHIP WITH STAKEHOLDERS

The Group recognises that employees, customers and business partners are keys to its sustainable development. The Group is committed to establishing a close and caring relationship with its employees, providing quality services to its customers and enhancing cooperation with its business partners.

The Company provides a fair and safe workplace, competitive remuneration and benefits and career development opportunities based on their merits and performance. The Group also puts ongoing efforts to provide trainings and development resources to the employees so that they can keep abreast of the latest development of the market and the industry and, at the same time, improve their performance and self-fulfillment in their positions.

The Group understands that it is important to maintain good relationship with customers and provide property information that satisfy needs and requirements of the customers. The Group enhances the relationship by continuous interaction with customers to gain insight on the changing market demand for the property so that the Group can respond proactively.

The Group is also dedicated to develop good relationship with developers as long-term business partners to ensure stability of the Group's business.

Directors' Report

POSSIBLE RISKS AND UNCERTAINTIES FACING THE COMPANY

The Group's financial conditions, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. The following are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties which are not known to the Group or which may not be material now but could turn out to be material in the future.

Business Risk

The results of operations and prospects of the Group are subject, to a significant degree, to economic, political and legal developments in the PRC. The economy of the PRC differs from the economies of most developed countries in many respects, including the extent of government involvement, the level of development, the growth rate, and government control of foreign exchange. The Group cannot predict whether changes in the PRC's political, economic and social conditions, laws, regulations and policies will have any material adverse effect on the current or future business, results of operation or financial condition of the Group.

Financial Risk

The financial risk management of the Group are set out in note 41b to the consolidated financial statements.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 11th June, 2024 (Tuesday) to 14th June, 2024 (Friday), both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the 2024 Annual General Meeting. In order to be eligible to attend and vote at the 2024 Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrars in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 7th June, 2024 (Friday).

During the period mentioned above, no transfers of shares will be registered.

INVESTMENT PROPERTIES

During the year, the Group revalued all of its investment properties as at 31st December, 2023. The deficit arising on the revaluation amounted to HK\$1,708,000 and has been recognised in the consolidated statement of profit or loss and other comprehensive income. Details of the movements in the investment properties of the Group during the year are set out in note 16 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group spent capital expenditure of HK\$12,388,000 on additions of property, plant and equipment, mostly for the expansion of property agency services throughout the PRC.

Details of the movements in the property, plant and equipment of the Group during the year are set out in note 17 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 30 to the consolidated financial statements.

Directors' Report

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to shareholders as at 31st December, 2023 comprised the share premium, contributed surplus reserve and accumulated losses of approximately HK\$384 million.

Under the Companies Law (Revised) Chapter 22 of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distribution of dividend the Company is able to pay its debts as they fall due in the ordinary course of business. In accordance with the Company's Article of Association, dividends shall be distributed out of the retained profits or other reserves, including the share premium account, of the Company.

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

The Company has not redeemed any of its shares, and neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares during the year ended 31st December, 2023.

BOARD OF DIRECTORS

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

Executive directors

Mr. ZHU Rongbin (*Chairman*) (appointed on 24th May, 2023)

Mr. GAO Bin (*President*) (appointed on 24th May, 2023)

Mr. FU Wai Chung

Ms. FU Man (resigned on 24th May, 2023)

Mr. LO Yat Fung

Non-executive director

Mr. FU Ear Ly (*Vice Chairman*) (re-designated on 24th May, 2023)

Ms. NG Wan (resigned on 24th May, 2023)

Independent non-executive directors

Mr. LAM King Pui

Mr. CAO Qimeng (appointed on 17th April, 2023)

Ms. XU Jing (appointed on 17th April, 2023)

Mr. NG Keung (resigned on 31st August, 2023)

Mrs. WONG LAW Kwai Wah, Karen (resigned on 17th April, 2023)

In accordance with the provisions of the Company's Articles of Association, Mr. Fu Wai Chung, Mr. Lo Yat Fung and Mr. Cao Qimeng shall retire and being eligible, offer themselves for re-election at the 2024 AGM.

The term of office of each independent non-executive director is the period from the date of appointment up to his/her retirement by rotation as required by the provisions of the Company's Articles of Association.

DIRECTORS' SERVICE CONTRACTS

Each of the executive directors of the Company and one non-executive director has entered into a service contract with the Company for an initial term of three years and will continue thereafter until terminated by either party giving to the other not less than three months' advance written notice of termination.

Other than as disclosed above, none of the directors of the Company proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

Directors' Report

DIRECTORS' INTERESTS IN SHARES

At 31st December, 2023, the interests of the directors and their associates in the shares of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

Long positions:

- (i) Ordinary share of HK\$0.01 each and underlying shares under equity derivatives of the Company

| Name of Director | Number of shares | | | Aggregate interest | Approximate percentage of the issued share capital |
|-----------------------------|--|---|---|--------------------|--|
| | Ordinary shares interest held under personal/spouse name | Ordinary shares interests held by controlled corporations | Underlying shares (under equity derivatives of the Company) | | |
| Director | | | | | |
| Mr. Fu Wai Chung ("Mr. Fu") | 35,422,668 (Note 1) | 160,193,644 (Note 1) | – | 195,616,312 | 29.02% |
| Mr. Fu Ear Ly | – | 90,319,938 (Note 2) | – | 90,319,938 | 13.40% |
| Mr. Zhu Rongbin ("Mr. Zhu") | – | – | 30,340,000 (Note 3) | 30,340,000 | 4.50% |
| Mr. Gao Bin ("Mr. Gao") | – | – | 11,740,000 (Note 3) | 11,740,000 | 1.74% |

Notes:

(1) These 29,431,304 shares are registered in the name of Fu's Family Limited which is held as to 70% by Mr. Fu, 15% by Ms. Ng Wan and the remaining 15% by Ms. Fu Man. 112,418,263 shares are registered in the name of China-net Holding Ltd. which is wholly-owned by Mr. Fu. China-net Holding Ltd. is also interested in 18,344,077 shares through its ownership of Happy Chord Limited which is wholly-owned by China-net Holding Ltd.. 28,024,334 shares are held by himself and 7,398,334 shares held by his spouse, Ms. Ng Wan.

(2) These 78,319,938 shares are registered in the name of Rainbow Cross Limited which is wholly-owned by Mr. Fu Ear Ly. He is the son of Mr. Fu and Ms. Ng Wan, and the nephew of Ms. Fu Man.

On 12 July 2023, 12,000,000 shares were acquired by Intelligent Youth Limited which is wholly-owned by Mr. Fu Ear Ly.

(3) Details of share options held by directors are shown in the section of "Share Options".

- (ii) Ordinary shares of US\$1.00 each in Fu's Family Limited

| Name of Director | Number of shares interest | Percentage of shareholding |
|------------------|---------------------------|----------------------------|
| Mr. Fu Wai Chung | 70 | 70% |
| Ms. Ng Wan | 15 | 15% |
| Ms. Fu Man | 15 | 15% |

Directors' Report

DIRECTORS' INTERESTS IN SHARES (Continued)

Long positions: (Continued)

(iii) Ordinary shares of US\$1.00 each in China-net Holding Ltd.

| Name of Director | Number of shares interest | Percentage of shareholding |
|------------------|---------------------------|----------------------------|
| Mr. Fu Wai Chung | 100 | 100% |

Other than as disclosed above, none of the directors nor their associates had any interest or short position in any shares or underlying shares of the Company or any of its associated corporations as at 31st December, 2023.

SHARE OPTIONS

Particulars of the Company's share options scheme were set out in note 37 to the consolidated financial statements.

On 23rd May, 2023, the Company adopted a share option scheme (the "Existing Scheme") to replace the share option scheme adopted in 2014 (the "Old Scheme").

Details of the share options granted under the Existing Scheme during the year ended 31st December, 2023 were as follows:

| Name or category of participant | Date of grant | Exercise period | Vesting period & Performance target | Exercise price per share | Number of Shares subject to share options | | | | As at 31st December, 2023 |
|---------------------------------|-----------------|--|-------------------------------------|--------------------------|---|-------------------------|----------------------------------|---------------------------|---------------------------|
| | | | | | As at 1st January, 2023 | Granted during the year | Cancelled/lapsed during the year | Exercised during the year | |
| Directors | | | | | | | | | |
| Mr. Zhu | 16th June, 2023 | Vesting date to 15th June, 2033 (Note 1) | (Note 1) | HK\$1.85 | – | 30,340,000 | – | – | 30,340,000 |
| Mr. Gao | 16th June, 2023 | Vesting date to 15th June, 2033 (Note 1) | (Note 1) | HK\$1.85 | – | 11,740,000 | – | – | 11,740,000 |
| Employees | | | | | | | | | |
| | 16th June, 2023 | Vesting date to 15th June, 2033 (Note 1) | (Note 1) | HK\$1.85 | – | 25,300,000 | – | – | 25,300,000 |
| Total | | | | | – | 67,380,000 | – | – | 67,380,000 |

Notes:

(1) First Tranche: conditional upon (i) the Group having achieved the annual performance set by the Board for the year ended 31st December, 2023; and (ii) the relevant Grantees having achieved the individual's annual performance targets set by the Group for the year ended 31st December, 2023, then, 70% and 40% of shares granted under the share options to Batch A Grantee and Batch B Grantees (as defined below), respectively, will be vested on 1st July, 2024;

Second Tranche: conditional upon (i) the Group having achieved the annual performance set by the Board for the year ended 31st December, 2024; and (ii) the relevant grantees having achieved the individual's annual performance targets set by the Group for the year ended 31st December, 2024, then, 15% and 30% of shares granted under the share options to Batch A Grantee and Batch B Grantees, respectively, will be vested on 1st April, 2025;

Third Tranche: conditional upon (i) the Group having achieved the annual performance set by the Board for the year ended 31st December, 2025; and (ii) the relevant grantees having achieved the individual's annual performance targets set by the Group for the year ended 31st December, 2025, then, 15% and 30% of shares granted under the share options to Batch A Grantee and Batch B Grantees, respectively, will be vested on 1st April, 2026.

"Batch A Grantee" refers Mr. Zhu.

"Batch B Grantees" refers to Mr. Gao and 18 employees of the Group.

(2) Share options offered to Mr. Zhu and Mr. Gao are subject to approval by the shareholders at a general meeting of the Company and have been approved by the shareholders at the extraordinary general meeting held on 30th August, 2023.

(3) The closing price of the shares immediately before the date on which the options were granted was HK\$1.85.

Directors' Report

SHARE OPTIONS (Continued)

No share options were cancelled, exercised or lapsed during the review year.

Save as disclosed above, as at 31st December, 2023, none of the directors and chief executive of the Company had or were deemed to have any interest or short position in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which has been recorded in the register maintained by the Company pursuant to section 352 of the SFO or which has been notified to the Company and the Stock Exchange pursuant to the Model Code of the Listing Rules.

The number of options available for grant as at 1st January, 2023 under the Old Scheme mandate was 52,370,190 which was terminated on 23rd May, 2023 and as at 31st December, 2023 under the Existing Scheme mandate is 34,998.

The number of shares that may be issued in respect of options granted under the Existing Scheme of the Company during the year is 67,380,000, representing 9.99% of the issued shares of the Company as at the date of the annual report.

DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

Other than the Company's share option scheme as disclosed above, at no time during the year was the Company, or any of its subsidiaries or its fellow subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

USE OF PROCEEDS FROM THE DISPOSAL COMPLETED ON 31ST JULY, 2019

On 10th July, 2019, a wholly-owned subsidiary of the Company as vendor entered into a sale and purchase agreement with an independent third party as purchaser in relation to the disposal of Sino Estate Holdings Limited and its subsidiaries for a consideration of HK\$358,424,550 (subject to adjustments) which would be settled by the purchaser in cash (the "Disposal") by instalments.

As 31st December, 2023, the Group had received approximately HK\$350 million from the Disposal and the Group has utilised approximately HK\$350 million of the proceeds received, of which approximately HK\$200 million was used for the development of the Group's financial services business; approximately HK\$90 million was used for the Group's dividend distribution and approximately HK\$60 million was used for working capital of the Group. Such proceeds have been applied in the manner consistent with that stated in the announcement of the Company dated 10th July, 2019.

Details of the above Disposal have been disclosed in the announcement dated 10th July, 2019.

Directors' Report

CONNECTED TRANSACTION

On 6th November, 2023, Country Garden Property Services HK Holdings Company Limited (碧桂園物業香港控股有限公司) ("CGS HK") (a wholly-owned subsidiary of Country Garden Services Holdings Company Limited (碧桂園服務控股有限公司) ("CGS")), Mr. Fu Wai Chung (an executive director and controlling shareholder of the Company), China-net Holding Ltd. (a company wholly-owned by Mr. Fu Wai Chung and a substantial shareholder of Hopefluent) and the Company entered into a strategic cooperation agreement (the "Strategic Cooperation Agreement") in respect of the possible acquisition of 71,640,000 ordinary shares by CGS HK (as purchaser) from China-net Holding Ltd. (as vendor) and the subscription ("Subscription") for 26,966,000 new ordinary shares (the "Subscription Shares") by CGS HK (as subscriber) from the Company (as issuer) at HK\$1.61 per Subscription Share. On 7th February, 2024, the parties to the Strategic Cooperation Agreement entered into an agreement (the "Termination Agreement") to terminate the Strategic Cooperation Agreement. Pursuant to the Termination Agreement, all antecedent obligations and liabilities of CGS HK, Mr. Fu Wai Chung, China-net Holding Ltd. and the Company under the Strategic Cooperation Agreement shall be absolutely released and discharged in all aspects with immediate effect. Details of which have been disclosed in the circular dated 15th December, 2023 and the announcement dated 7th February, 2024.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Save as disclosed in section headed "Connected Transaction", no transactions, arrangements and contracts of significance, to which the Company, its subsidiaries or fellow subsidiaries, was a party and in which a director of the Company or an entity connected with a director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

There is no transactions, arrangements and contract of significance to the business of the Group between the Company, or any of its subsidiaries, or a controlling shareholder or any of its subsidiaries during the year. During the year, no transactions, arrangements and contract of significance for the provision of services to the Group by a controlling shareholder or any of its subsidiaries was made.

MANAGEMENT CONTRACT

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

PERMITTED INDEMNITY PROVISION

During the financial year and up to the date of this report, a permitted indemnity provision being in force for the benefit of the directors of the Company is in the Articles of Association of the Company. The Articles of Association is available on the website of the Stock Exchange. Directors' liability insurance is arranged to cover the directors of the Company against any potential costs and liabilities arising from claims brought against them.

Directors' Report

SUBSTANTIAL SHAREHOLDERS

As at 31st December, 2023, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain directors, the following shareholders had notified the Company of relevant interests in the issued share capital of the Company:

Long positions:

| Name of shareholder | Capacity | Number of issued ordinary shares or security interests | Approximate percentage of the issued share capital and/or security interest of the Company |
|--|---|--|--|
| Mr. Fu | Beneficial owner/held by controlled corporation/Spouse interests (note 1) | 195,616,312 | 29.02% |
| Concrete Win Limited | Held by controlled corporation (note 2) | 168,537,497 | 25.00% |
| | Held by controlled corporation (security interest) (note 2) | 67,414,999 | 10.00% |
| Country Garden Property Services HK Holdings Company Limited | Beneficial owner (note 2) | 168,537,497 | 25.00% |
| | Person having security interest in shares (note 2) | 67,414,999 | 10.00% |
| Country Garden Services Holdings Company Limited | Held by controlled corporation (note 2) | 168,537,497 | 25.00% |
| | Held by controlled corporation (security interest) (note 2) | 67,414,999 | 10.00% |
| United Gain Group Ltd | Held by controlled corporation (note 2) | 168,537,497 | 25.00% |
| | Held by controlled corporation (security interest) (note 2) | 67,414,999 | 10.00% |
| Ms. YANG Huiyan | Held by controlled corporation (note 2) | 168,537,497 | 25.00% |
| | Held by controlled corporation (security interest) (note 2) | 67,414,999 | 10.00% |
| Mr. CHEN Chong | Interest of spouse (note 2) | 168,537,497 | 25.00% |
| | Interest of spouse (security interest) (note 2) | 67,414,999 | 10.00% |
| China-net Holding Ltd. | Beneficial owner/held by controlled corporation (note 1) | 130,762,340 | 19.40% |
| Mr. Fu Ear Ly | Held by controlled corporation (note 3) | 90,319,938 | 13.40% |
| Rainbow Cross Limited | Beneficial owner (note 3) | 78,319,938 | 11.62% |

Directors' Report

SUBSTANTIAL SHAREHOLDERS (Continued)

Long positions: (Continued)

Notes:

1. Under the SFO, Mr. Fu is deemed to be interested in the shares held by Fu's Family Limited and China-net Holding Ltd.. Mr. Fu's interests include 29,431,304 shares held through Fu's Family Limited, 28,024,334 shares held by himself and 7,398,334 shares held by his spouse, Ms. Ng Wan, 112,418,263 shares are registered in the name of China-net Holding Ltd. which is wholly-owned by Mr. Fu. China-net Holding Ltd. is also interested in 18,344,077 shares through its ownership of Happy Chord Limited which is wholly-owned by China-net Holding Ltd.. Ms. Ng Wan is the spouse of Mr. Fu. Ms. Fu Man is the sister of Mr. Fu. The entire issued share capital of Fu's Family Limited is held as to 70% by Mr. Fu, 15% by Ms. Ng Wan and 15% by Ms. Fu Man. Under the SFO, Mr. Fu is deemed to be interested in all the shares registered in the name of Fu's Family Limited.
2. 168,537,497 shares are registered in the name of Country Garden Property Services HK Holdings Company Limited, a company wholly-owned by United Gain Group Ltd. United Gain Group Ltd is owned as to 100.00% by Country Garden Services Holdings Company Limited ("CG Services"). Ms. Yang Huiyan holds a total of 16.12% shares of CG Services through Concrete Win Limited and Fortune Warrior Global Limited and holds 20% of the voting rights of CG Services' shares (the shares are owned by Guoqiang Public Welfare Foundation (Hong Kong) Limited), thus Ms. Yang is deemed to be interested in a total of 36.12% shares in CG Services. Mr. Chen Chong is the husband of Ms. Yang and is deemed to be interested in the shares in which Ms. Yang is interested. There is a charge over 67,414,999 shares of the Company in favour of Country Garden Property Services HK Holdings Company Limited as security for certain indemnification obligations pursuant to an equity transfer agreement dated 9th November, 2022. Therefore, Country Garden Property Services HK Holdings Company Limited is deemed to have a security interest in these shares.
3. 78,319,938 shares are registered in the name of Rainbow Cross Limited. 12,000,000 shares are resgistered in the name of Intelligent Youth Limited. Both Intelligent Youth Limited and Rainbow Cross Limited are wholly-owned by Mr. Fu Ear Ly. He is the son of Mr. Fu and Ms. Ng Wan, and the nephew of Ms. Fu Man.

Other than as disclosed above, the Company had not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31st December, 2023.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive directors, an annual confirmation of his/her independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange. The Company considers all of the independent non-executive directors as independent.

EMOLUMENT POLICY

The Group remunerates its employees based on their performance, experience and prevailing market rate. Other employee benefits included insurance and medical cover, subsidised training programme as well as share option scheme.

The determination of emoluments of the directors of the Company had taken into consideration of their expertise and job specifications.

PRE-EMPTIVE RIGHTS

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

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate turnover attributable to the Group's five largest customers were less than 30% of total turnover. The Group had no major suppliers due to the nature of the principal activities of the Group.

None of the directors, their associates or any shareholders of the Company which, to the knowledge of the directors, owned more than 5% of the Company's issued share capital, had any interest in any of the five largest customers of the Group.

ENVIRONMENTAL POLICY

The Group is committed to building an environmental friendly working environment that conserves natural resources. The Group strives to minimise the environmental impact by saving electricity and water and encouraging recycle of office supplies. Details of which have been disclosed in the Environmental, Social and Governance report of this report.

Directors' Report

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the financial year, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations by our Group that has a significant impact on the business and operations of our Group.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31st December, 2023. Based on information that is publicly available to the Company and within the knowledge of the directors, the percentage of the ordinary shares in public hands exceeds 25% as at 28th March, 2024.

RELATED PARTY TRANSACTION

Details of the major related party transactions undertaken in the normal course of business are provided under note 39 to the consolidated financial statements of this annual report, none of which constitutes a discloseable continuing connected transaction or connected transaction as defined under the Listing Rules.

AUDITOR

BDO Limited will retire, and being eligible, offer themselves for re-appointment at the forthcoming annual general meeting.

A resolution will be submitted to the annual general meeting to re-appoint BDO Limited as auditor of the Company.

On behalf of the Board

Zhu Rongbin

Chairman

Hong Kong

28th March, 2024



Environmental, Social and Governance Report

The Board of the Company are pleased to present this report in accordance with the Environmental, Social and Governance Reporting Guide (the “ESG Guide”) as set out in Appendix C2 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

This report covers the financial year ended 31st December, 2023 and describes how the Company fulfils the ESG Guide. This report covers the Company and all of its subsidiaries and branches in the People’s Republic of China (the “PRC”) and Hong Kong (the “Group”).

MANAGEMENT APPROACH, STRATEGY, PRIORITIES AND OBJECTIVES

The Board is responsible for the environmental and social governance strategy to ensure that the relevant environmental and social policies are in place. The Board also believes that the success of the Group is not only based on the performance of its operations and activities, but is also based upon its responsibility and commitment towards the environment, employees, suppliers, customers, and the community. The Group has adopted various policies in the environmental and social aspects in order to support the Group’s sustainability growth.

The Group manages its operations and businesses in an environmentally and socially responsible manner and this report sets out the summary of how the Group implements its environmental and social policies during the year ended 31st December, 2023. The Board has carried out a series of processes based on the ESG Guide which includes, among others, setting ESG target and reviewing the progress made against them during the financial year.

The management of the Company has confirmed to the Board about the effectiveness of the environmental and social policies, and this report has been reviewed and approved by the Board.

STATEMENT FROM THE BOARD

The Board hereby presents you this report for the financial year ended 31st December, 2023. Our Group strives to create values for its shareholders while fulfilling corporate social responsibility. The Board is responsible for overseeing the Group’s corporate governance as well as the ESG management approach. The Board has a supervisory role in the data collection, drafting and review of the ESG report.

The ESG working team of the Group is composed of certain full-time staff from different departments and branches who are responsible for collecting relevant information on its ESG aspects for compiling the ESG Report. The Board and the ESG working team assess the significance of multiple ESG topics with reference to different stakeholders’ opinions by communicating with the Group’s stakeholders.

The representative of ESG working team periodically reports to the Board, assists in identifying and assessing the Group’s ESG risks and the effectiveness of the internal control mechanisms. Such team also examines and evaluates the Group’s performances in different aspects, such as environmental protection, recruitment practices, and other ESG aspects. The Board sets the general direction for the Group’s ESG strategies, ensuring the effectiveness of risk management and internal control mechanisms. The Group has been adopting measures to reduce its environmental impacts on different areas and regularly reviews the effectiveness of such measures. The Group has set emission targets to maintained at the level of year 2023 for year 2024 in relation to the total GHG emission, non-hazardous waste and use of resources with an approximate 5% reduction target. We will continue to adopt the measures in this ESG report to achieve the targets.

Environmental, Social and Governance Report

REPORTING PRINCIPLES

The Group has adopted the following reporting principles in the preparation of this report:

(i) Materiality

The Group has held discussions among our management and employees of different departments to assess the materiality of these issues in consideration of the Group's business and all relevant stakeholders, as well as to propose suggestions and action plans to improve decision-making and accountability from a social and environmental perspective. In this ESG report, we include details of ESG-related issues that were identified during such discussions and which we considered material.

(ii) Quantitative

The Group provides quantitative information on the Group's ESG performance. The calculation methods used are described in the relevant sections.

(iii) Balance

The report provides an unbiased picture of the Group's ESG and avoids selections, omissions, or presentation formats that may mislead the readers.

(iv) Consistency

The Group applies a consistent methodology to aggregate ESG factors to ensure the meaningful comparison over time. Unless otherwise stated, there were no changes to the calculation method or the scope of aggregation in the preparation of the report for financial year ended 31st December, 2023. The report includes ESG data of Poly Consultancy Group for a period from 1st January, 2022 to 31st August, 2022 in year 2022 due to the Proposed Restructuring because of the derecognition of Poly Consultancy Group on 31st August, 2022. Details of which have been disclosed in the note 7 and note 33 to the consolidated financial statements.

REPORTING BOUNDARY

As a general principle, this report focuses mainly on the property real estate agency services business operated by the Group in the PRC.

FURTHER INFORMATION

The Group values feedback from its stakeholders. If you have any opinions or suggestions regarding this ESG report or the Group's performance, please feel free to contact us by post to the place of business of the Company in Hong Kong or by emailing to info@hopefluent.com.hk.

Environmental, Social and Governance Report

STAKEHOLDER ENGAGEMENT

The Group values its stakeholders and their feedback regarding its businesses and ESG performance. To better understand and address their concerns and expectations, the Group has maintained communication with its key stakeholders on a regular basis through various channels. The following table summarises stakeholders' participation channels and their concerns and expectations:

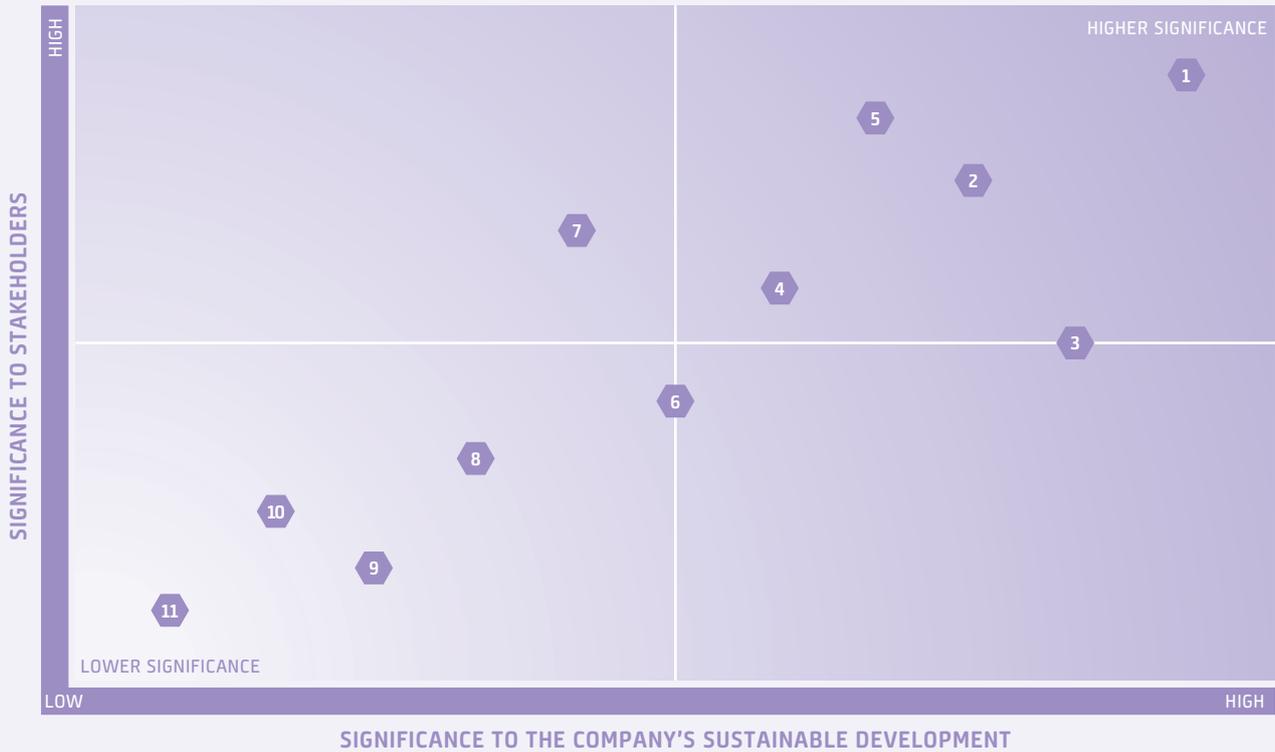
| Stakeholders | Communication Channels | Concerns and Expectations |
|--|--|--|
| Shareholders/Investors | — General meetings | — Financial performance |
| | — Annual and interim report | — Business development |
| | — Announcements and notices | — Accurate, complete and timely information disclosure |
| | — Company website | — Shareholders' rights and interest |
| Customers | — Customer service | — Customer's satisfaction |
| | — Customer email | — Protection of customers' privacy |
| | — Company website | |
| | — Online chat service | |
| Employees | — Regular performance appraisals | — Career development |
| | — Frequent meetings | — Occupational health and safety |
| | — Training programmes | — Remuneration and benefits |
| Suppliers | — Order | — Equal opportunity |
| | — Tele-conferences | — Product quality |
| | | — Fair and open procurement |
| Communities/Non-governmental organisations | — Donations and support to the community | — Stable relationship |
| | | — Contribution to society |
| | | — Compliance with laws and regulations |
| | | — Voluntary service |

Environmental, Social and Governance Report

MATERIALITY ASSESSMENT

The management and employees have prepared the ESG report, helped the Group to identify key ESG issues and assessed the importance of these issues to its businesses and stakeholders. A questionnaire has been utilised to the relevant departments and business teams of the Group to identify material ESG aspects.

The following materiality tables summarises the influence and significance level of the Group's ESG issues as set out in the ESG Report:



- | | |
|---|----------------------------|
| 1. Anti-corruption | 7. Service quality |
| 2. Development and training | 8. Supply chain management |
| 3. Recruitment practices and labour standards | 9. Use of resources |
| 4. Compliance with regulatory requirements | 10. Community investment |
| 5. Customer privacy and information | 11. Emissions |
| 6. Health and safety | |

Environmental, Social and Governance Report

ENVIRONMENTAL

Emissions

The Group is engaged in the businesses of provision of real estate agency service, mortgage referral services, advertising, marketing services, financial services and investment holding.

The Group's direct environment impact is immaterial as we are in the service industry and primarily an office based company with low energy, power and water consumption. Therefore, the operations of the Group does not have significant impact to the environment and does not generate significant air and greenhouse gas ("GHG") emissions, discharges into water and land and hazardous and non-hazardous waste. The emissions generated by the Group mainly consist of GHG such as carbon dioxide emitted from the consumption of electricity.

Therefore, during the year ended 31st December, 2023, the Group and its office did not generate significant emissions, water pollutants and hazardous wastes during the operation, except for GHG emissions and non-hazardous waste.

The non-hazardous wastes generated by the Group's operations mainly consist of toner cartridges and ink cartridges. During the current year and prior year, the consumption volume generated by the Group is shown as below:

| Non-hazardous waste category | 2023 Pieces | 2022 Pieces |
|-------------------------------------|------------------------|------------------------|
| Toner cartridge | 305 | 2,300 |
| Ink cartridge | 220 | 860 |

Consumption of toner and ink cartridge declined due to property transactions handled by the Group decreased because of the property market downturn and exclusion of Poly Consultancy Group usage during the year.

The Group's workplace effluents and wastes are limited which are attributed to the operation of the Company's offices and property real estate agency service branches. Workplace wastes are treated by the property management companies maintaining the Group's offices and branches. Our GHG emissions are indirect, principally resulting from electricity consumed at the Company's offices and branches as well as from business travel by some employees.

Owing to its business nature, the main air emissions of the Group are the GHG emissions, arising from the use of electricity in the office and branch operations. The total GHG emissions for the year was about 2,333 tonnes (2022: approximately 4,414 tonnes) in carbon dioxide equivalent.

| GHG Performance Summary | 2023 Tonnes | 2022 Tonnes |
|---|------------------------|------------------------|
| Direct GHG emission — petrol consumption | 300 | 1,030 |
| Indirect GHG emission — electricity consumption | 2,030 | 3,380 |
| Other indirect GHG emission — paper and water consumption | 3 | 4 |
| Total GHG emission | 2,333 | 4,414 |

Paper and water consumption and electricity consumption have been decreased due to the decrease in the number of property transactions and in the number of employees caused by derecognition of Poly Consultancy Group since August 2022 during the review year. Consumption of petrol has been decreased because of a decrease in property transactions due to the overall downturn in the real estate market, tough competition in the property real estate agency industry and exclusion of Poly Consultancy Group usage.

The Group is committed to the principles of waste management for the proper handling and disposal of all wastes from our business activities. The Group also takes steps to closely monitor and manage the environmental effect of the operations.

Environmental, Social and Governance Report

ENVIRONMENTAL (Continued)

Our View on the Environment

It is the Group's objective to reduce energy consumption and carbon emissions. The Group adopts green practices into its operation. The Group recognises that preserving the global environment is one of our missions. In order to meet our target to continuously reduce our burden on the global environment and promote environmental protection, we have been implementing the following initiatives. For example, at the Group's offices and branches, the indoor temperature and the running time of air-conditioning system are controlled to reduce energy consumption and carbon emissions.

The Group does not produce hazardous wastes in its business activities.

Use of Resources

Since the Company's operation is office based, the energy, power and water utilisation of the Group is relatively low. Resources such as electricity and water are mainly consumed by its offices and branches. The Group is committed to building an environmental friendly working environment that conserves natural resources. The Group targets to minimise the environmental impact by saving electricity and water, encouraging recycle of office supplies, and using environmental friendly equipments and tools in the marketing events of the property promotion project.

The water consumption of the Group is limited, and much of the water consumption is for basic cleaning, sanitation and daily domestic uses in the office and branches. We also promote water conservation awareness to the employees, and inspect water supply facilities to reduce water wastage.

Concerning the use of energy and office electricity control, the Group requires employees to make sure that all lights, computers, office equipment, and other electronic appliances are switched off after office hour or when they are not utilised. Furthermore, when we purchase office equipment and electronic appliances, we take into great consideration about the energy consumption efficiency of the office equipment and electronic appliances.

For office consumables consumption management, the Group encourages its employees to handle documents electronically. Concerning the reduction of use of papers, we require the employee to assess the necessity of printing, and adopt the practice of double-sided printing and reusing single-sided printed papers. In addition, internet-meeting practices through video conference or telephone conference, instead of face-to-face meetings, are encouraged to avoid unnecessary travel. We also encourage recycle of office supplies.

During the financial year, the Group's use of major resources and energy is as follows:

Gasoline

During the financial year, the Group consumed gasoline of vehicles of approximately 120 tonnes (2022: approximately 420 tonnes), which was mainly used for the daily consumption by the office vehicles of the Company. The decrease in the consumption of gasoline was in line with the decreased property transactions and exclusion of property transactions conducted by Poly Consultancy Group.

Electricity

During the financial year, the electricity consumption of the Group was approximately 2,900,000 kWh (2022: approximately 4,825,000 kWh), which was consumption for the daily operation of the Company. The decline is due to the decrease in number of property transactions and employees and exclusion of Poly Consultancy Group usage during the year.

Use of Water

During the financial year, the water consumption of the Group was approximately 21,200 tonnes (2022: approximately 24,300 tonnes). The water consumption is classified as daily consumed water. Water consumption has been reduced due to the decrease in number of employees caused by exclusion of Poly Consultancy Group manpower during the review year.

Environmental, Social and Governance Report

ENVIRONMENTAL (Continued)

Use of Resources (Continued)

Paper

During the financial year, the Company procured a total of approximately 13 tonnes (2022: 40 tonnes) of paper, which was mainly for general office purposes.

| Resource Consumption | 2023 Tonnes/kWh | 2022 Tonnes/kWh |
|----------------------|--------------------|--------------------|
| Gasoline | 120 | 420 |
| Electricity | 2,900,000 | 4,825,000 |
| Water | 21,200 | 24,300 |
| Paper | 13 | 40 |

Since the Group operates in the provision of service industry, other than the above major resource consumption categories, there is no other category of resource consumption that needs to be disclosed in accordance with relevant laws and regulations. The Group strictly follows the environmental laws and regulations in the PRC, and there has been no material environmental problem during the year.

In addition, due to the nature of business, the Group did not have physical products for sale and therefore did not involve any use of packaging materials. Therefore, such disclosure is not applicable to the Group.

The Group has complied with relevant environmental laws and regulations, including but not limited to Environmental Protection Law of the PRC, Water Pollution Prevention and Control Law of the PRC, Law of the PRC on Prevention and Control of Air Pollution and Environmental Protection Law of Solid Waste Pollution of the PRC. During the year ended 31st December, 2023, the Group was not aware of any material non-compliance with laws and regulations relating to the air and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous wastes that would have a significant impact on the Group.

The Environment and Natural Resources

Although the Group's environment impact and the use of natural resources is limited, the Group still aims to work towards environmental best practice during the activities and operations of the Group in order to minimise any environmental impact.

We also promote environmental awareness among the employees to achieve environmental sustainability and require employees to use resources reasonably. We also assess the environmental risks of our operation and activities from time to time.

Response to Climate Change

The Group recognises the following issues that are already occurring or will likely occur in the future, in relation to climate change and the following actions have been taken for each of them:

| Climate Change-related Issues | Actions |
|--|--|
| Increase in relevant costs such as carbon tax (i.e. a tax levied on the carbon emissions) | Reduce our carbon dioxide and greenhouse gas emissions by implementing the power reduction measures as mentioned above |
| The potential impact that climate change may have on the risks of extreme events (e.g., floods, storms, pandemics). If these physical risks materialise, our property agency services will be affected | Provide certain property agency services online |

Environmental, Social and Governance Report

SOCIAL

Employment and Labour Practices

Employment

The Group always regards the employees as its most important asset. The Group from time to time reviews its policies relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, anti-discrimination, and other benefits and welfare of the employees.

The Company recruits and promotes employees on an open and fair basis without regard to age, nationality, race, religion, sexual orientation, marital status, pregnancy, disability and political beliefs. The Company enters employment contracts with all employees of the Company in the PRC and Hong Kong. The Company also has employee handbook to set out employment policies of the Company.

Competitive remuneration packages are structured to commensurate with individual's job duties, qualification, performance and years of experience. The level of compensation of the employees is reviewed regularly based on the employees' performance and market standard. The Group rewards and recognises the good performance of the employees by providing a competitive remuneration package, performance bonus and share option scheme.

The Group also provides various employee benefits to the employees, such as insurance, medical cover, and subsidised training programme.

We also encourage employees at all levels to express their views and make suggestions to the Company in order to achieve a good and fair working environment.

The Group's practices and policies strictly comply with relevant laws, regulations, and other administrative rules and measures applicable in the PRC and Hong Kong relating to recruitment, labour relations, remuneration, welfare, rights and entitlement of employees.

We also comply with the social security laws and regulations in the PRC and the Mandatory Provident Fund Schemes Ordinance in Hong Kong. The Group paid social insurances and mandatory provident fund contribution for all the staff in accordance with the legal requirements.

| Employment type | 2023 | | 2022 | 2022 |
|-------------------|--------------------------|----------------------------|--------------------------|----------------------------|
| | Number of male employees | Number of female employees | Number of male employees | Number of female employees |
| Regular employees | 2,600 | 2,700 | 3,800 | 3,500 |
| Total | 2,600 | 2,700 | 3,800 | 3,500 |

| Age | 2023 | 2022 |
|---------------------------|---------------------|---------------------|
| | Number of employees | Number of employees |
| Below 25 years old | 500 | 900 |
| 25–29 years old | 1,200 | 2,000 |
| 30–39 years old | 2,600 | 3,400 |
| 40–49 years old | 900 | 900 |
| 50 years old or above | 100 | 100 |
| Total number of employees | 5,300 | 7,300 |

Environmental, Social and Governance Report

SOCIAL (Continued)

Employment and Labour Practices (Continued)

Employment (Continued)

| Employment type | 2023 Number of employees | 2022 Number of employees |
|-------------------------------------|--------------------------------|--------------------------------|
| Employees in Hong Kong | 11 | 8 |
| Employees in "outside of Hong Kong" | 5,289 | 7,292 |

The following table shows the retention rate of our employees for 2023 and 2022

| | 2023 | 2022 |
|----------------------------|------|------|
| Retention rate (Employees) | 90% | 91% |

The retention rate maintained almost the same level.

Note: Retention rate = (Average number of employees at the end of every month during the period — Average numbers of resignees at the end of every month during the period)/Average numbers of employees at the end of every month during the period. The data was obtained from the Group's human resources department based on the employment contracts entered into between the Group and its employees.

| | 2023 male | 2023 female | 2022 male | 2022 female |
|----------------------------|--------------|----------------|--------------|----------------|
| Retention rate (Employees) | 89% | 91% | 91% | 92% |

| | 2023 HK | 2023 Non-HK | 2022 HK | 2022 Non-HK |
|----------------------------|------------|----------------|------------|----------------|
| Retention rate (Employees) | 100% | 90% | 100% | 91% |

| | 2023 Age 30 or below | 2023 Age over 30 | 2022 Age 30 or below | 2022 Age over 30 |
|----------------------------|-------------------------|---------------------|-------------------------|---------------------|
| Retention rate (Employees) | 83% | 93% | 86% | 94% |

Health and Safety

The Group concerns employees' health and occupational safety. We work hard to provide a safe, healthy and hygienic working environment for employees. The Group has established an office security, safety standards to identify and minimise potential risks in the workplace and provided staff training regularly to impart occupational safety knowledge to its employees such as driving safely. We comply with the laws and regulations on occupational health and safety in the PRC and Hong Kong. During the year ended 31st December, 2023, the Group did not encounter any major accidents during the operation.

For the past three years including year 2023, there were no work-related fatalities.

Environmental, Social and Governance Report

SOCIAL (Continued)

Employment and Labour Practices (Continued)

Health and Safety (Continued)

The number of lost days due to work injury during the following years is set out below:

| | 2023 days | 2022 days |
|------------------------------|--------------|--------------|
| Lost days due to work injury | 380 | 980 |

Development and Training

In order to better serve and realise the needs of the customers, the Company provides training to the employees to improve the work quality and performance of the employees.

The Group has a comprehensive employee training management system. To encourage employee development, the Company provides human resource trainings, including new graduates training, customised training seminars, to help the employees to be equipped with the knowledge and relevant skills, in particularly in the areas of real estate industry, and marketing skills.

A training scheme known as “星青年” has been launched for 12 years which recruits graduates and provides thorough training including headquarter’s training, on-site sale and marketing training, one-to-one mentor and trainee training.

The senior employees will act as mentors to the new or junior employees. This arrangement not only can provide guidance and on-the-job training to the new and junior employees, but also enhance the communication and team spirit among all levels of the Company.

The Group has been working to support the growth of staff talents for better work performance and the enhancement of knowledge by providing in-house training and on-the-job training for newcomers as disclosed above.

The training hours per full-time employees for 2023 and 2022 are as follows:

| | 2023 hour | 2022 hour |
|---------------------------------------|--------------|--------------|
| Training hours per full-time employee | 9 | 8 |

Employees regardless their gender need to attend training. Details of directors’ training have been disclosed in the corporate governance report in this report.

Apart from providing trainings, workshops, seminars and conferences according to the needs of the employees, the Company also from time to time provides updated information about the real estate industry and the relevant laws and regulations to the employees which would affect their responsibilities and duties. We believe that providing training to the employees is beneficial to both the personal growth and development of the employees and the sustainability of the Company’s business.

Environmental, Social and Governance Report

SOCIAL (Continued)

Operating Practices

Labour Standards

The Company tolerates neither recruitment of child nor forced labor and has complied with the Labor Contract law of the PRC and the employment law in Hong Kong.

During the Reporting Period, the Group was not aware of any non-compliance incident with PRC and local employment-related laws and regulations in that would have a significant impact on the Group.

During the recruitment process, the Company checks and verifies the documentation proofs of the job applicant's identity, academic qualifications and working experience to avoid child and forced labour. The Group is committed to labor protection, and provides the employees with reasonable remuneration and various welfare. The Group enters employment contract with each of its employee in accordance with relevant laws and regulations in the PRC and Hong Kong in order to protect the rights of the employees.

Supply Chain Management

The Group values the good relationship and effective communication with the suppliers.

While selecting the suppliers, the Company considers and assesses the background, qualification, expertise, past experience, financial status, professionalism, business ethics, integrity, and environmental and social responsibility of the suppliers. The Group manages the supply chain in a socially and environmentally responsible manner. The Group also chooses suppliers that meet the Group's corporate, environmental and social responsibility requirements. For example, in the course of selecting suppliers, we assess whether the materials used by the suppliers in the activities are hazardous to the environment.

During the cooperation with the suppliers, the Company has built up continuous communication with suppliers. The Group discusses with the suppliers about the routine operation and how to make improvement.

The Group is always improving the supplier management system through continuous quality control, supervision, and assessment. The Company will review the performance of the existing suppliers and may source alternative suppliers if necessary.

During the review year, the Group worked with approximate 30 suppliers, of which 5 located in Hong Kong, and 25 located in the PRC.

Suppliers disclosed in this section are those providing papers and toners to the Group which are not specific to the Group's business.

Product Responsibility

The Group aims to provide services to its customers by the highest possible standard. The Group has established relevant policies which cover service quality, intellectual property, advertising and privacy.

The number of complaint cases during the following years is set out below:

| | 2023 number | 2022 number |
|-----------------|----------------|----------------|
| Complaint cases | 25 | 31 |

Regarding service quality, the Company confirms the property information and details with customers to make sure that the property meets the customers' requirements. The Company also actively provides valued-added services to the customers such as mortgage referral and loan financing services. If there is any complaint from customers, the Company immediately assess the complaint, conducts an internal investigation, and finds the reasonable solution to settle the problem. The Group has close connection with customers and provides sufficient channels of communication between the customers and the Company.

During the review year, there were no services being recalled for safety and health reasons.

Environmental, Social and Governance Report

SOCIAL (Continued)

Operating Practices (Continued)

Product Responsibility (Continued)

The Company encourages all employees to protect the “HOPEFLUENT” brand. Employees and developers are encouraged to report any suspected intellectual property rights infringement. The Company will take corresponding anti-infringement actions.

The Company strictly complies with the advertising law of the PRC and Hong Kong. The Group requires that employees of sales department must provide customers with accurate and true information on property being promoted.

Regarding privacy and confidentiality protection, the Company employees are obligated to retain in confidence all information obtained in connection with their employment, including, but not limited to, trade secrets, know-how, client’s information and personal data, supplier information and other proprietary and confidential information. We also maintain security systems to prevent the unauthorised access of confidential information.

During the year ended 31st December, 2023, the Group complies with relevant laws governing the confidentiality of data and intellectual property, including but not limited to Hong Kong Intellectual Property Law, Patent Law of the PRC, Trademark Law of the PRC and Copyright Law of the PRC.

Anti-corruption

We do not tolerate bribery, extortion, fraud and money laundering. The Group complies with the Prevention of Bribery Ordinance in Hong Kong and relevant legislation on anti-corruption and anti-bribery in the PRC. The Group has code of conduct about anti-corruption under standards known as “Sunshine Action” and strongly prohibits corruption, and bribery behaviour of the employees. In the cases of conflict of interest or suspected bribery, the employees must declare the conflict of interest and report the matters to the Group’s management. Employees are strictly prohibited to use business opportunities, power or personal position for personal interest or benefit.

During the review year, the Group has provided anti-money laundering training to the staff.

The Group has whistleblowing policy and anti-corruption policy and standards for all levels and operation known as “Sunshine Action” standards. The Group also provides anti-corruption training to all staff, demand all employees to build a habit of strict compliance with policies and procedures, and to prevent all bribery. The Group has “Sunshine Action” in place which including ways for reporting any concerns about malpractices or improprieties. If employees have any relevant concerns, they can report to the Group, via email, telephone or letter. A full investigation will then be conducted by “Sunshine Action” team, disciplinary action will be applied to the employees involved upon confirmation of the occurrence, and further legal action may be taken depending on the nature and particular circumstances of each case.

During the financial year, no legal cases regarding corrupt practices brought against the issuer or its employees.

Community

Community Investment

The Group always makes contribution to the communities and society in order to create a harmonious, beautiful and peaceful community.

The Group will also actively encourages employees to take part in volunteering activities to contribute to our society and environment. The Group’s Hopefluent Volunteer Team has been established by the staff members from various functions and departments of the Group (including those from its subsidiaries) on a voluntary basis. There are about 120 members in the team. They are committed to care for the elderly, children, farmers and other vulnerable groups in different regions by organising and participating in different activities, such as “blood donation”, “purchase and distribution crops” e.g. fruit, and consolation money distribution, “poverty alleviation”.

Our staff also participated in activities to clean up piles and debris in the green belts and conducted health promotions to surrounding residents to further strengthen the comprehensive improvement of community environmental sanitation, and optimize the living environment.

In Shandong, our staff assisted the police to improve community residents’ anti-deception awareness and prevent and reduce the occurrence of community network telecommunications deception cases.



Environmental, Social and Governance Report

During the year under review, our staff and volunteers carried out targeted activities such as material donation, food distribution and actively mobilised the Company resources to provide assistance to people and groups in need. For example: purchasing 9,000 cabbages of oranges from Jiangxi farmers for distribution.

Our Group joined 26 low-carbon living demonstration activities effectively raising students, residents, and shop owners' awareness and recognition of low-carbon living, promotes changes in the living habits and behaviour. Low-carbon living knowledge promotion and low-carbon facility visits were also organised to call on the public to reduce environmental burden and bear environmental responsibility.

Joining hands with a Guangzhou environmental protection promotion association, our Group had organised activities to attract the attention of young people to environmental protection activities.

Independent Auditor's Report



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TO THE SHAREHOLDERS OF HOPEFLUENT GROUP HOLDINGS LIMITED

合富輝煌集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Hopefluent Group Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 52 to 125, which comprise the consolidated statement of financial position as at 31st December, 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the 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, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31st 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 OPINION

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional 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.

Independent Auditor's Report

KEY AUDIT MATTERS (Continued)

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| <p><i>Recoverability of accounts receivable</i></p> <p>At 31st December, 2023, the Group's accounts receivable amounted to HK\$577 million (2022: HK\$657 million), net of allowance for doubtful debts of HK\$394 million (2022: HK\$383 million) as disclosed in note 22 to the consolidated financial statements, representing 38% (2022: 36%) of the current assets of the Group.</p> <p>Loss allowances for accounts receivable are based on management's estimate of the lifetime expected credit losses ("ECLs") to be incurred, which is estimated by taking into account the credit loss experience, ageing of overdue accounts receivable, customers' repayment history and customers' credit rating, financial position and an assessment of both the current and forecast general economic conditions, all of which involve a significant degree of management judgment.</p> <p>Independent professional valuer is engaged to assist the assessment of ECL allowance for accounts receivable.</p> <p>Assessment of the recoverability of accounts receivable and recognition of ECL allowance are inherently subjective and requires significant management judgment, hence, we identified the recoverability of accounts receivable as key audit matter.</p> | <p>Our procedures in relation to the recoverability of accounts receivable included, amongst others:</p> <ul style="list-style-type: none">• Assessing, on a sample basis, whether items in the accounts receivable report were classified within the appropriate ageing bracket by comparing individual items in the report with the relevant invoices;• Considering the appropriateness of the ECL loss allowance recorded against accounts receivable, with reference to the ageing of accounts receivable balances, economic conditions, concentration of counterparty risk and past history of debt recovery;• Evaluating the competency, capabilities and objectivity of the independent professional valuer of the Group;• Obtaining external valuation report and meeting with external valuers to understand the results of their work;• Involving our internal valuation experts to evaluate the management of the Group's judgment in assessing the valuation's key assumptions and methodology in deriving the ECL; and• Reviewing subsequent settlement records and challenging management regarding their reasons for not considering a provision against any unsettled past-due balances. |

Independent Auditor's Report

KEY AUDIT MATTERS (Continued)

Key audit matter

How our audit addressed the key audit matter

Recoverability of loan receivables

As at 31st December, 2023, the carrying amount of loan receivables was HK\$296 million (2022: HK\$574 million), net of allowance on loan receivables of HK\$383 million (2022: HK\$156 million) as disclosed in note 21 to the consolidated financial statements, representing 14% (2022: 19%) of the total assets of the Group. As at 31st December, 2023, the carrying amounts of loan receivables of HK\$0.6 million (2022: HK\$531 million) were receivable in more than one year. The loans bear fixed interest rates ranging from 6% to 18% (2022: from 6% to 21.6%) per annum.

Loss allowances for loan receivables are based on management's estimate of the 12 months ECL to be incurred, which is estimated by taking into account the credit loss experience, ageing of overdue loan receivables, customers' repayment history and customers' financial position and an assessment of both the current and forecast general economic conditions, all of which involve a significant degree of management judgment.

Independent professional valuer is engaged to assist the assessment of ECL allowance for loan receivables.

Assessment of the recoverability of loan receivables and recognition of ECL allowance are inherently subjective and requires significant management judgment, hence, we identified the recoverability of loan receivables as a key audit matter.

Our procedures in relation to the recoverability of loan receivables included, amongst others:

- Obtaining an understanding on how the allowance on loan receivables is estimated by the management and assessing the management's process in determining the estimated future cash flows of loan receivables;
- Checking the ageing analysis, on a sample basis, against repayment terms set out on loan agreements and subsequent settlements of the loan receivables, on a sample basis, to the source documents, including bank statements;
- Identifying any loan receivables with delay in payments during the year from the register of loan receivables and evaluating the management's assessment of the recoverability of each of these loan receivables with reference to the status of each of these individual borrowers and the Group's debt collection actions;
- Assessing the reasonableness of allowance on loan receivables with reference to the credit history including individual's personal credit rating reports, delay in payments, interest settlement records, subsequent settlements and ageing analysis of the loan receivables;
- Evaluating the historical accuracy of the management's assessment of impairment for loan receivables, on a sample basis, by examining the actual write-offs, the reversals of previous recorded allowance and new allowances recorded in the current year in respect of loan receivables at the end of the previous financial year;
- Reviewing the appropriateness of ECL three-stage model and ECL allowance against loan receivables and challenging management regarding their reasons for not considering a lifetime ECL against any credit-impaired balances;
- Obtaining external valuation report and meeting with external valuers to understand the results of their work; and
- Involving our internal valuation experts to evaluate the management of the Group's judgment in assessing the valuation's key assumptions and methodology in deriving the ECL.



Independent Auditor's Report

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included 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 do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of these consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

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 solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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.

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

Independent Auditor's Report

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

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

BDO Limited

Certified Public Accountants

Amy Yau Shuk Yuen

Practising Certificate No. P06095

Hong Kong, 28th March, 2024

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31st December, 2023

| | NOTES | 2023 HK\$'000 | 2022 HK\$'000 |
|---|-------|------------------|------------------|
| Continuing operations | | | |
| Revenue | 6 | 1,294,513 | 1,516,862 |
| Other income | 8 | 20,381 | 23,948 |
| Change in fair value on investment properties | | (1,708) | (4,135) |
| Selling expenses | | (1,190,663) | (1,383,509) |
| Administrative expenses | | (404,802) | (488,036) |
| Other gains and losses, net | 11 | (2,184) | (4,012) |
| Allowance (recognised)/reversed on financial assets | 11 | (259,613) | 59,731 |
| Share of results of associates and a joint venture | | – | (417) |
| (Loss)/gain on disposal of investment properties | | (4,928) | 27 |
| (Loss)/gain on disposal of subsidiaries | 32 | (18,914) | 842 |
| Loss on disposal of an associate | | – | (1,476) |
| Finance costs | 9 | (26,242) | (48,657) |
| Loss before tax | | (594,160) | (328,832) |
| Income tax credit/(expense) | 10 | 64,742 | (22,169) |
| Loss for the year from continuing operations | 11 | (529,418) | (351,001) |
| Discontinued operations | | | |
| Loss for the period from discontinued operations | 33 | – | (397,366) |
| Loss for the year | | (529,418) | (748,367) |
| Other comprehensive income/(expense) | | | |
| <i>Item that may not be reclassified subsequently to profit or loss:</i> | | | |
| Gain on property revaluation, net of tax | | 10,439 | – |
| <i>Items that may be reclassified subsequently to profit or loss:</i> | | | |
| Exchange differences on translating to presentation currency | | (118,335) | (144,602) |
| Exchange differences reclassified to profit or loss upon disposal of subsidiaries | | (1,011) | – |
| Exchange differences reclassified to profit or loss upon derecognition of discontinued operations | | – | (51,562) |
| Share of other comprehensive expense of associates and a joint venture | | – | (298) |
| | | (108,907) | (196,462) |
| Total comprehensive expense for the year | | (638,325) | (944,829) |

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31st December, 2023

| | NOTES | 2023 HK\$'000 | 2022 HK\$'000 |
|---|-------|------------------------|------------------|
| Loss for the year attributable to: | | | |
| Owners of the Company | | | |
| Loss for the year from continuing operations | | (530,950) | (246,020) |
| Loss for the period from discontinued operations | | – | (334,357) |
| | | (530,950) | (580,377) |
| Non-controlling interests | | | |
| Profit/(loss) for the year from continuing operations | | 1,532 | (104,981) |
| Loss for the period from discontinued operations | | – | (63,009) |
| | | 1,532 | (167,990) |
| | | (529,418) | (748,367) |
| Total comprehensive (expense)/income for the year attributable to: | | | |
| Owners of the Company | | (639,512) | (718,777) |
| Non-controlling interests | | 1,187 | (226,052) |
| | | (638,325) | (944,829) |
| Loss per share | | | |
| Loss per share from continuing and discontinued operations | | | |
| — Basic and diluted | 15 | HK (78.8) cents | HK (86.1) cents |
| Loss per share from continuing operations | | | |
| — Basic and diluted | 15 | HK (78.8) cents | HK (36.5) cents |

Consolidated Statement of Financial Position

As at 31st December, 2023

| | NOTES | 2023 HK\$'000 | 2022 HK\$'000 (Restated) |
|---|-------|------------------|--------------------------------|
| NON-CURRENT ASSETS | | | |
| Investment properties | 16 | 120,377 | 139,282 |
| Property, plant and equipment | 17 | 245,676 | 288,899 |
| Right-of-use assets | 18 | 66,301 | 94,966 |
| Goodwill | 19 | 11,321 | 11,707 |
| Interest in a joint venture | 20 | – | – |
| Loan receivables | 21 | 608 | 531,116 |
| Other receivables and deposits | 23 | 3,875 | 7,752 |
| Deferred tax assets | 31 | 194,296 | 147,395 |
| | | 642,454 | 1,221,117 |
| CURRENT ASSETS | | | |
| Accounts receivable | 22 | 577,097 | 656,951 |
| Loan receivables | 21 | 295,794 | 42,585 |
| Other receivables, deposits and prepayments | 23 | 311,378 | 710,921 |
| Amount due from a joint venture | 24 | 15,301 | 17,980 |
| Financial assets at fair value through profit or loss ("FVTPL") | 25 | 4,383 | 7,500 |
| Bank balances and cash | 26 | 298,659 | 393,966 |
| | | 1,502,612 | 1,829,903 |
| CURRENT LIABILITIES | | | |
| Payables and accruals | 27 | 149,794 | 310,755 |
| Contract liabilities | 28 | 21,489 | 25,642 |
| Lease liabilities | 18 | 19,597 | 43,037 |
| Tax liabilities | | 38,721 | 61,773 |
| Bank and other borrowings | 29 | 122,857 | 50,659 |
| | | 352,458 | 491,866 |
| NET CURRENT ASSET | | 1,150,154 | 1,338,037 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | 1,792,608 | 2,559,154 |

Consolidated Statement of Financial Position

As at 31st December, 2023

| | NOTES | 2023 HK\$'000 | 2022 HK\$'000 (Restated) |
|--|-------|------------------|--------------------------------|
| NON-CURRENT LIABILITIES | | | |
| Lease liabilities | 18 | 43,387 | 35,665 |
| Deferred tax liabilities | 31 | 93,911 | 108,205 |
| Bank and other borrowings | 29 | 44,396 | 181,250 |
| | | 181,694 | 325,120 |
| CAPITAL AND RESERVES | | | |
| Share capital | 30 | 6,741 | 6,741 |
| Share premium and reserves | | 1,597,148 | 2,221,155 |
| Equity attributable to owners of the Company | | 1,603,889 | 2,227,896 |
| Non-controlling interests | | 7,025 | 6,138 |
| TOTAL EQUITY | | | |
| | | 1,610,914 | 2,234,034 |
| | | 1,792,608 | 2,559,154 |

The consolidated financial statements on pages 52 to 125 were approved and authorised for issue by the board of directors on 28th March, 2024 and are signed on its behalf by:

Fu Wai Chung
DIRECTOR

Lo Yat Fung
DIRECTOR

Consolidated Statement of Changes in Equity

For the year ended 31st December, 2023

| | Attributable to owners of the Company | | | | | | | | | |
|--|---------------------------------------|----------------|----------------------|---------------------------|---------------------|------------------------------|-------------------|------------------|---------------------------|------------------|
| | Share capital | Share premium | Special reserve | Statutory surplus reserve | Translation reserve | Property revaluation reserve | Retained earnings | Sub-total | Non-controlling interests | Total |
| | HK\$'000 | HK\$'000 | HK\$'000 (note a) | HK\$'000 (note b) | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| At 1st January, 2022 | 6,741 | 416,637 | 29,315 | 155,883 | 27,359 | 5,527 | 2,305,211 | 2,946,673 | 1,165,804 | 4,112,477 |
| Other comprehensive expense for the year | - | - | - | - | (138,400) | - | - | (138,400) | (58,062) | (196,462) |
| Loss for the year | - | - | - | - | - | - | (580,377) | (580,377) | (167,990) | (748,367) |
| Total comprehensive expense for the year | - | - | - | - | (138,400) | - | (580,377) | (718,777) | (226,052) | (944,829) |
| Distribution to non-controlling interests | - | - | - | - | - | - | - | - | (602,330) | (602,330) |
| Derecognition of discontinued operations | - | - | - | (30,343) | 7,742 | - | 22,601 | - | (331,397) | (331,397) |
| Disposal of subsidiaries | - | - | - | - | (119) | - | 119 | - | 113 | 113 |
| Transfer | - | - | - | 48,724 | - | - | (48,724) | - | - | - |
| At 31st December, 2022 and 1st January, 2023 | 6,741 | 416,637 | 29,315 | 174,264 | (103,418) | 5,527 | 1,698,830 | 2,227,896 | 6,138 | 2,234,034 |
| Other comprehensive (expense)/income for the year | - | - | - | - | (119,001) | 10,439 | - | (108,562) | (345) | (108,907) |
| (Loss)/profit for the year | - | - | - | - | - | - | (530,950) | (530,950) | 1,532 | (529,418) |
| Total comprehensive (expense)/income for the year | - | - | - | - | (119,001) | 10,439 | (530,950) | (639,512) | 1,187 | (638,325) |
| Lapse of share option | - | - | (13,135) | - | - | - | 13,135 | - | - | - |
| Equity-settled share-based payments | - | - | 16,433 | - | - | - | - | 16,433 | - | 16,433 |
| Distribution to non-controlling interests | - | - | - | - | - | - | - | - | (436) | (436) |
| Disposal of subsidiaries | - | - | - | (928) | - | - | - | (928) | - | (928) |
| Capital contribution from non-controlling interests | - | - | - | - | - | - | - | - | 136 | 136 |
| Transfer | - | - | - | 16 | - | - | (16) | - | - | - |
| At 31st December, 2023 | 6,741 | 416,637 | 32,613 | 173,352 | (222,419) | 15,966 | 1,180,999 | 1,603,889 | 7,025 | 1,610,914 |

Note a: Special reserve

The special reserve of the Group includes (i) an amount of HK\$5,760,000 (2022: HK\$5,760,000) representing the difference between the nominal value of the share capital issued by the Company and the nominal value of the share capital of the subsidiaries acquired pursuant to the Group reorganisation in 2004; (ii) an amount of HK\$16,433,000 (2022: HK\$13,135,000) representing the equity-settled share-based payments; and (iii) an amount of HK\$10,420,000 (2022: HK\$10,420,000) representing the difference between the consideration paid in acquisition of additional interests in subsidiaries from the non-controlling shareholders and the adjustment to the non-controlling interests in subsidiaries net with the translation reserve and retained profits during the year ended 31st December, 2017.

Note b: Statutory surplus reserve

As stipulated by the relevant laws and regulations of the People's Republic of China (the "PRC"), the Group's subsidiaries in the PRC shall set aside 10% of their profit after taxation for the statutory surplus reserve until the statutory surplus reserve reaches 50% of the registered capital of the respective subsidiaries. The reserve can only be used, upon approval by the board of directors of the PRC subsidiaries and by the relevant authority, to offset accumulated losses or increase capital.

Consolidated Statement of Cash Flows

For the year ended 31st December, 2023

| | NOTES | 2023 HK\$'000 | 2022 HK\$'000 |
|--|-------|------------------|------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Loss before tax from continuing operations | | (594,160) | (328,832) |
| Loss before tax from discontinued operations | | – | (358,810) |
| | | (594,160) | (687,642) |
| Adjustments for: | | | |
| Depreciation of property, plant and equipment | 17 | 19,645 | 35,284 |
| Depreciation of right-of-use assets | 18 | 34,618 | 77,368 |
| Allowances recognised/(reversed) on accounts receivable | | 24,240 | (26,498) |
| Allowances recognised/(reversed) on loan receivables | | 235,373 | (33,142) |
| Finance costs | | 26,242 | 53,802 |
| Share of results of associates | | – | (2,146) |
| Change in fair value of investment properties | | 1,708 | 4,135 |
| Gain on disposal and write-off of property, plant and equipment | | (472) | (1,338) |
| Loss/(gain) on disposal of investment properties | | 4,928 | (27) |
| Loss on disposal of financial assets at FVTPL | | 60 | 3,107 |
| Loss/(gain) on disposal of subsidiaries | 32 | 18,914 | (842) |
| Loss on disposal of an associate | | – | 1,476 |
| Loss on derecognition of discontinued operations | 33 | – | 210,771 |
| Fair value changes of financial assets at FVTPL | | 2,596 | 1,921 |
| Share-based payments | | 16,433 | – |
| Interest income | | (3,118) | (4,762) |
| Operating cash flows before movements in working capital | | (212,993) | (368,533) |
| Decrease in accounts receivable | | 37,741 | 142,827 |
| Decrease in loan receivables | | 24,429 | 117,363 |
| Decrease in other receivables, deposits and prepayments | | 359,183 | 390,610 |
| (Decrease)/increase in accruals, payables and contract liabilities | | (169,389) | 239,684 |
| Cash generated from operations | | 38,971 | 521,951 |
| PRC income tax paid | | (21,249) | (24,125) |
| NET CASH GENERATED FROM OPERATING ACTIVITIES | | 17,722 | 497,826 |
| INVESTING ACTIVITIES | | | |
| Interest received | | 3,118 | 4,762 |
| Proceeds from disposal of property, plant and equipment | | 10,295 | 2,814 |
| Proceeds from disposal of investment properties | | 29,812 | 1,243 |
| Repayment from a joint venture | | 2,185 | 5,519 |
| Decrease in amount due to associates | | – | (4,900) |
| Purchase of investment properties | | – | (38,201) |
| Purchase of property, plant and equipment | | (12,388) | (46,327) |
| Net cash inflow/(outflow) on disposal of subsidiaries | 32 | 833 | (18,686) |
| Net cash outflow on derecognition of discontinued operations | | – | (675,206) |
| Decrease in financial assets at FVTPL | | 410 | 2,292 |
| Decrease in pledged bank deposits | | – | 10,589 |
| NET CASH GENERATED FROM/(USED IN) INVESTING ACTIVITIES | | 34,265 | (756,101) |

Consolidated Statement of Cash Flows

For the year ended 31st December, 2023

| | NOTES | 2023 HK\$'000 | 2022 HK\$'000 |
|--|-------|------------------|------------------|
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| New bank and other borrowings raised | | 222 | 55,294 |
| Repayment of bank and other borrowings | | (57,222) | (307,635) |
| Capital contribution from non-controlling equity holders | | 136 | – |
| Payment of lease liabilities | | (31,262) | (93,803) |
| Interest paid | | (17,049) | (30,560) |
| Distribution to non-controlling interests | | (436) | (602,330) |
| NET CASH USED IN FINANCING ACTIVITIES | | (105,611) | (979,034) |
| NET DECREASE IN CASH AND CASH EQUIVALENTS | | | |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR | | 393,966 | 1,720,919 |
| EFFECT OF FOREIGN EXCHANGE RATE CHANGES | | (41,683) | (89,644) |
| CASH AND CASH EQUIVALENTS AT END OF THE YEAR | | | |
| Represented by bank balances and cash | | 298,659 | 393,966 |
| Note: | | | |
| Interest received included in operating activities | | 7,992 | 83,332 |

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

1. GENERAL

Hopefluent Group Holdings Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of its registered office and principal place of business of the Company are disclosed in the “Corporate Information” section to the annual report.

The consolidated financial statements are presented in Hong Kong dollars while the functional currency of the Company is Renminbi (“RMB”). The directors selected Hong Kong dollars as the presentation currency because the shares of the Company are listed on the Stock Exchange.

The Company is an investment holding company. Particulars of the principal activities of its subsidiaries are set out in note 44.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(a) Adoption of new or amended HKFRSs

The following new or amended HKFRSs are mandatory for the first time for the financial year beginning 1st January, 2023 and the impacts of the adoption are disclosed below.

| | |
|---|-----------------------------------|
| Amendments to HKAS 1 and HKFRS Practice Statement 2 | Disclosure of Accounting Policies |
|---|-----------------------------------|

The amendments to HKAS 1 and HKFRS Practice Statement 2 aim to make accounting policy disclosures more informative by replacing the requirement to disclose ‘significant accounting policies’ with ‘material accounting policy information’. The amendments also provide guidance under what circumstance, the accounting policy information is likely to be considered material and therefore requiring disclosure. These amendments have no effect on the measurement or presentation of any items in the consolidated financial statements of the Group but affect the disclosure of accounting policies of the Company. The Company has revisited the accounting policy disclosures in the financial statements and removed certain immaterial accounting policy disclosures.

The following new or amended HKFRSs are mandatory for the first time for the financial year beginning 1st January, 2023, but have no material effect on the Group’s reported results and financial position for the current and prior accounting periods.

| | |
|-------------------------------------|--|
| HKFRS 17 and amendments to HKFRS 17 | Insurance Contracts and related amendments |
| Amendments to HKFRS 17 | Initial Application of HKFRS 17 and HKFRS 9 — Comparative Information |
| Amendments to HKAS 8 | Definition of Accounting Estimates |
| Amendments to HKAS 12 | Deferred Tax related to Assets and Liabilities arising from a Single Transaction |
| Amendments to HKAS 12 | International Tax Reform — Pillar Two Model Rules |

(b) New or amended HKFRSs that have been issued but are not yet effective

| | |
|------------------------------------|--|
| Amendments to HKFRS 16 | Lease Liability in a Sale and Leaseback ¹ |
| Amendments to HKAS 1 | Classification of Liabilities as Current or Non-Current ¹ |
| Amendments to HKAS 1 | Non-current Liabilities with Covenants ¹ |
| Amendments to HKAS 7 and HKFRS 7 | Supplier Finance Arrangements ¹ |
| Amendments to HKAS 21 | Lack of Exchangeability ² |
| Amendments to HKFRS 10 and HKAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³ |

1. Effective for annual periods beginning on or after 1st January, 2024.

2. Effective for annual periods beginning on or after 1st January, 2025.

3. Effective for annual periods beginning on or after a date to be determined.

The directors of the Company do not anticipate that the application of the amendments and revision in the future will have significant impacts on the consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

3. MATERIAL ACCOUNTING POLICIES

(a) Basis of accounting

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRSs”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and financial assets at FVTPL which are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods or services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with HKFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

A fair-value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

3. MATERIAL ACCOUNTING POLICIES (Continued)

(b) Impairment losses on tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of tangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment, right-of-use assets, and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs.

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual CGU, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

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 (or a CGU) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of CGUs. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU or a group of CGUs) 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 had no impairment loss been recognised for the asset (or a CGU or a group of CGUs) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

3. MATERIAL ACCOUNTING POLICIES (Continued)

(c) Revenue recognition

Revenue from real estate agency services is recognised at a point in time when the service is rendered and (a) the property buyer has executed the sales and purchase agreement and made the required down-payment to the relevant property developers or (b) the sales and purchase agreement has been registered with the relevant government authorities according to the terms and conditions stated in different agency contracts. Based on terms and conditions in agency contracts and customary industry practice, real estate agency service income is not required to return to property sellers when the property buyers have made the required payments to the relevant property developers which became non-refundable.

Revenue from mortgage referral and other financial service income is recognised at a point in time when the service is rendered and the individual parties or entities have signed legally binding agreements with customers, since only by that time the Group has an enforceable right to payment for the services performed.

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial assets.

Rental income, including rental invoiced in advance from properties under operating leases, is recognised on a straight-line basis over the period of the relevant leases.

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

(d) Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of asset within the time frame established by regulation or convention in the marketplace concerned.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest/dividend income which are derived from the Group's ordinary course of business are presented as revenue.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

3. MATERIAL ACCOUNTING POLICIES (Continued)

(d) Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVOCI"):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income ("OCI") if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term;
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) *Financial assets at FVTPL*

Financial assets that do not meet the criteria for being measured at amortised cost or FVOCI or designated as FVOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend earned on the financial asset and is included in the "other gains and losses" line item.

(ii) *Equity instruments designated as at FVOCI*

Investments in equity instruments at FVOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained earnings.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

3. MATERIAL ACCOUNTING POLICIES (Continued)

(d) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including accounts and loan receivables, other receivables, amount due from a joint venture and bank balances) which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for accounts receivable. The Group has established a provision matrix that is based on the Group’s historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Unless identified at initial recognition, the management considered loan receivables are unimpaired and without significant increase in credit risk on which a 12m ECL is recognised. Loan receivables are deemed to have suffered a significant increase in credit risk since initial recognition when they are 31 days past due and are transferred from stage 1 to stage 2 on which a lifetime ECL is recognised. For loan receivables past due over 91 days, they are considered to be credit-impaired and are transferred from stage 2 to stage 3.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

3. MATERIAL ACCOUNTING POLICIES (Continued)

(d) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the probability of default, loss given default for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flows obligation. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 365 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

3. MATERIAL ACCOUNTING POLICIES (Continued)

(d) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of rental receivables, when the amounts are over 2 years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

The measurement of ECL on accounts receivable and loan receivables are assessed on an individual basis for customers with good credit rating or with high credit risk, and the remaining is assessed collectively using provision matrix. The Group uses a practical expedient in estimating ECL on those assets using a provision matrix taking into consideration historical settlement pattern, past default experience of the debtor, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of rental receivables where the corresponding adjustment is recognised through a loss allowance account.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

3. MATERIAL ACCOUNTING POLICIES (Continued)

(d) Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in a debt instrument classified as at FVOCI, the cumulative gain or loss previously accumulated in the FVOCI reserve is reclassified to profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained profits.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which HKFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term;
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

3. MATERIAL ACCOUNTING POLICIES (Continued)

(d) Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities at FVTPL (Continued)

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. For financial liabilities that contain embedded derivatives, such as convertible loan notes, the changes in fair value of the embedded derivatives are excluded in determining the amount to be presented in other comprehensive income. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained profits upon derecognition of the financial liability.

Financial liabilities at amortised cost

Financial liabilities including payables and accruals, amount due to an associate and bank and other borrowings are subsequently measured at amortised cost, using the effective interest method.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

4. OTHER ACCOUNTING POLICIES

(a) Basis of consolidation

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

4. OTHER ACCOUNTING POLICIES (Continued)

(a) Basis of consolidation (Continued)

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS9 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Business combinations

Acquisitions of businesses, other than business combination under common control, are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date;
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date (except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value). Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

4. OTHER ACCOUNTING POLICIES (Continued)

(a) Basis of consolidation (Continued)

Business combinations (Continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

4. OTHER ACCOUNTING POLICIES (Continued)

(a) Basis of consolidation (Continued)

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's CGUs (or groups of CGUs) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of CGUs).

On disposal of the relevant CGU or any of the CGU within the group of CGUs, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the CGU (or a CGU within a group of CGUs), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the CGU) disposed of and the portion of the CGU (or the group of CGUs) retained.

(b) Investments in an associate/a joint venture

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and joint venture are incorporated in the consolidated financial statements using the equity method of accounting. The financial statements of associates and joint venture used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Appropriate adjustments have been made to conform the associate's and the joint venture's accounting policies to those of the Group. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Changes in net assets of the associate/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

4. OTHER ACCOUNTING POLICIES (Continued)

(b) Investments in an associate/a joint venture (Continued)

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

(c) Contract liabilities

A contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customers.

(d) Equity-settled share-based payment transactions

The fair value of services received determined by reference to the fair value of share options/shares granted at the grant date is recognised as an expense in full at the grant date when the share options/shares granted vest immediately, with a corresponding increase in equity (share options reserve).

When the share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained earnings.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

4. OTHER ACCOUNTING POLICIES (Continued)

(e) Property, plant and equipment

Property, plant and equipment including leasehold land and buildings held for use in the supply of services or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

If a property becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in properties revaluation reserve. On the subsequent sale or retirement of the property, the relevant revaluation reserve will be transferred directly to retained profits.

(f) Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties also include leased properties which are being recognised as right-of-use assets upon application of HKFRS 16 and subleased by the Group under operating leases.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values adjusted to exclude any prepaid or accrued operating lease income.

All of the Group's land and buildings and rights of use assets (where the Group is a lessee) held to earn rentals or for capital appreciation purposes are accounted for as investment properties and are measured using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

(g) Leasing

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

4. OTHER ACCOUNTING POLICIES (Continued)

(g) Leasing (Continued)

The Group as a lessee (Continued)

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of property that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 *Financial Instruments* and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

4. OTHER ACCOUNTING POLICIES (Continued)

(g) Leasing (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group as a lessor

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies HKFRS 15 to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Sublease

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

4. OTHER ACCOUNTING POLICIES (Continued)

(h) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of the translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

(i) Capitalisation of 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 added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remains outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings.

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.

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

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

4. OTHER ACCOUNTING POLICIES (Continued)

(j) Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that are receivables as compensation for expenses or losses already incurred or for the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under 'other income'.

(k) Retirement benefit costs

Payments to state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme (the "MPF Scheme") are recognised as expenses when employees have rendered service entitling them to the contributions.

(l) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

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

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, associates, and joint venture, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the 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 assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

4. OTHER ACCOUNTING POLICIES (Continued)

(l) Taxation (Continued)

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 entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

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 are related to income taxes levied by the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

(m) Discontinued operations

A discontinued operations is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group, and which represents a separate major line of business or geographical area of operations, or is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It also occurs if the operations is abandoned.

(n) 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 chief operating decision makers including executive directors and senior management ("CODMs") for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

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

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's material accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

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

PRC enterprise income tax and deferred taxation

The Group is subject to income taxes in Mainland China. As a result of the fact that certain matters relating to the income taxes have not been confirmed by the local tax bureau, estimate and judgment based on currently enacted tax laws, regulations and other related policies are required in determining the provision of income taxes to be made. Where the final tax outcome of these matters is different from the amounts originally recorded, the differences will have impact on the income tax and tax provision in the period in which the differences realise.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

Fair value measurements and valuation processes

The Group's certain assets are measured at fair value for financial reporting purposes.

In estimating the fair value of an asset, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation.

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of investment properties and certain types of financial instruments. Notes 16 and 41c provide detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of various assets.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Critical judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from 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 presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment properties are depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. Therefore, in measuring the Group's deferred taxation on investment properties, the directors have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. As a result, the Group has recognised the deferred taxes on changes in fair value of investment properties as the Group is subject to enterprise income tax ("EIT") and land appreciation tax ("LAT") on disposal of its investment properties.

6. REVENUE

Revenue represents agency commission in respect of property real estate agency services, financial services income and interest income from loan receivables, net of business tax and other taxes. An analysis of the Group's revenue for the year is as follows:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|---|------------------|------------------|
| Disaggregation of revenue | | |
| Revenue from contracts with customers within the scope of HKFRS 15 | | |
| Agency commission | | |
| — from continuing operations | 1,250,506 | 1,425,835 |
| — from discontinued operations (note 33) | — | 2,792,666 |
| | 1,250,506 | 4,218,501 |
| Revenue from other sources out of the scope of HKFRS 15 | | |
| Finance income | | |
| Interest income from loan receivables | 38,789 | 84,804 |
| Financial services income | 5,218 | 6,223 |
| | 1,294,513 | 4,309,528 |
| Timing of revenue recognition | | |
| At a point in time | | |
| Agency commission | | |
| — from continuing operations | 1,250,506 | 1,425,835 |
| — from discontinued operations (note 33) | — | 2,792,666 |
| Financial services income | 5,218 | 6,223 |
| Over-time | | |
| Interest income from loan receivables | 38,789 | 84,804 |
| | 1,294,513 | 4,309,528 |



Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

7. SEGMENT INFORMATION

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

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 business activities.

Segment revenue, expenses, results and assets include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment, but exclude exceptional items. Segment capital expenditure is the total cost incurred during the year to acquire segment assets (both tangible and intangible) that are expected to be used for more than one year. Corporate portions of expenses and assets mainly comprise corporate administrative and financing expenses and corporate financial assets respectively.

The Group has the following operating segments during the year ended 31st December, 2023. These segments are managed separately. No operating segments have been aggregated to the following reportable segments.

- Property real estate agency is the provision of first hand real estate services and secondary real estate services to property developers, corporates and individuals; and
- Financial services is the provision of mortgage referral and loan financing services to individuals or companies.

The Group was involved in the following segment which was discontinued during the year ended 31st December, 2022:

On 31st March, 2022, the Company entered into a conditional shareholder cooperation adjustment agreement (the "Agreement") with Poly Developments and Holdings Group Co., Ltd. ("Poly") to dispose the entire issued share capital of Poly Real Estate Investment Consultancy Co., Ltd. and its subsidiaries ("Poly Consultancy Group"). The operation of Poly Consultancy Group representing the provision of property real estate agency services in the PRC was classified as discontinued operations.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

7. SEGMENT INFORMATION (Continued)

The following is an analysis of the Group's revenue by geographical markets:

For the year ended 31st December, 2023

| | Continuing Operations | | | Discontinued Operations | Total HK\$'000 |
|----------------|---|--------------------------------|-----------------------|---|-------------------|
| | Property real estate agency HK\$'000 | Financial services HK\$'000 | Sub-total HK\$'000 | Property real estate agency HK\$'000 | |
| The PRC | 1,250,506 | 44,007 | 1,294,513 | – | 1,294,513 |

For the year ended 31st December, 2022

| | Continuing Operations | | | Discontinued Operations | Total HK\$'000 |
|-----------|---|--------------------------------|-----------------------|---|-------------------|
| | Property real estate agency HK\$'000 | Financial services HK\$'000 | Sub-total HK\$'000 | Property real estate agency HK\$'000 | |
| The PRC | 1,419,017 | 91,027 | 1,510,044 | 2,792,666 | 4,302,710 |
| Australia | 6,818 | – | 6,818 | – | 6,818 |
| | 1,425,835 | 91,027 | 1,516,862 | 2,792,666 | 4,309,528 |

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

7. SEGMENT INFORMATION (Continued)

The following is an analysis of the Group's results by operating and reportable segment:

For the year ended 31st December, 2023

| | Continuing Operations | | | Discontinued Operations | Total HK\$'000 |
|---|---|--------------------------------|-----------------------|---|-------------------|
| | Property real estate agency HK\$'000 | Financial services HK\$'000 | Sub-total HK\$'000 | Property real estate agency HK\$'000 | |
| Segment revenue | 1,250,506 | 44,007 | 1,294,513 | – | 1,294,513 |
| Segment loss | (232,509) | (13,111) | (245,620) | – | (245,620) |
| Other income | | | 20,381 | – | 20,381 |
| Central administrative costs | | | (55,332) | – | (55,332) |
| Other gains and losses, net | | | (2,184) | – | (2,184) |
| Allowance recognised on financial assets | | | (259,613) | – | (259,613) |
| Loss on disposal of subsidiaries | | | (18,914) | – | (18,914) |
| Loss on disposal of investment properties | | | (4,928) | – | (4,928) |
| Decrease in fair value of investment properties | | | (1,708) | – | (1,708) |
| Finance costs | | | (26,242) | – | (26,242) |
| Loss before tax | | | (594,160) | – | (594,160) |

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

7. SEGMENT INFORMATION (Continued)

For the year ended 31st December, 2022

| | Continuing Operations | | | Discontinued Operations | Total HK\$'000 |
|---|---|--------------------------------|-----------------------|---|-------------------|
| | Property real estate agency HK\$'000 | Financial services HK\$'000 | Sub-total HK\$'000 | Property real estate agency HK\$'000 | |
| Segment revenue | 1,425,835 | 91,027 | 1,516,862 | 2,792,666 | 4,309,528 |
| Segment (loss)/profit | (312,589) | 22,470 | (290,119) | (153,870) | (443,989) |
| Other income | | | 23,948 | 8,182 | 32,130 |
| Central administrative costs | | | (64,564) | – | (64,564) |
| Other gains and losses, net | | | (4,012) | 322 | (3,690) |
| Allowance reversed/(recognised) on financial assets | | | 59,731 | (91) | 59,640 |
| Gain on disposal of subsidiaries | | | 842 | – | 842 |
| Share of results of associates | | | (417) | 2,563 | 2,146 |
| Gain on disposal of investment properties | | | 27 | – | 27 |
| Decrease in fair value of investment properties | | | (4,135) | – | (4,135) |
| Loss on disposal of an associate | | | (1,476) | – | (1,476) |
| Finance costs | | | (48,657) | (5,145) | (53,802) |
| Loss before tax | | | (328,832) | (148,039) | (476,871) |

The accounting policies of the operating segments are the same as the Group's other accounting policies described in note 4. Total segment revenue represents the Group's consolidated turnover as set out in the consolidated statement of profit or loss and other comprehensive income. Segment profit represents the profit earned by each segment without allocation of other income, central administrative costs including directors' emoluments, other gains and losses, impairment loss of financial assets gain on disposal of investment properties, gain on disposal of subsidiaries, share of results of associates and a joint venture, change in fair value of investment properties and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

Segment assets and liabilities

As the Group's segment assets and liabilities are not regularly reviewed by the CODMs, the measure of total assets and liabilities for each operating segment is therefore not presented.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

7. SEGMENT INFORMATION (Continued)

Other segment information

2023

| | Continuing Operations | | | Total HK\$'000 |
|--|--|-----------------------------------|-------------------------|-------------------|
| | Property real estate agency HK\$'000 | Financial services HK\$'000 | Unallocated HK\$'000 | |
| | Additions to non-current assets | 25,941 | 234 | |
| Depreciation of property, plant and equipment | 18,581 | 741 | 323 | 19,645 |
| Depreciation of right-of-use assets | 29,245 | 5,373 | – | 34,618 |
| Allowance recognised on accounts receivable | 3,303 | 20,937 | – | 24,240 |
| Allowances recognised on loan receivables | – | 235,373 | – | 235,373 |
| Gain on disposal and written off of property, plant and equipment | (472) | – | – | (472) |

2022

| | Continuing Operations | | | Discontinued Operations | Total HK\$'000 |
|--|---|-----------------------------------|-------------------------|--|-------------------|
| | Property real estate agency HK\$'000 | Financial services HK\$'000 | Unallocated HK\$'000 | Property real estate agency HK\$'000 | |
| | Additions to non-current assets (restated) | 119,028 | 548 | – | |
| Depreciation of property, plant and equipment | 24,707 | 888 | 346 | 9,343 | 35,284 |
| Depreciation of right-of-use assets | 48,103 | 8,060 | – | 21,205 | 77,368 |
| Allowance (reversed)/recognised on accounts receivable (restated) | (24,913) | (1,676) | – | 91 | (26,498) |
| Allowances reversed on loan receivables | – | (33,142) | – | – | (33,142) |
| (Gain)/loss on disposal and written off of property, plant and equipment | (1,031) | 15 | – | (322) | (1,338) |

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

7. SEGMENT INFORMATION (Continued)

Geographical information

The Group's businesses are located in Hong Kong and other parts of the PRC. Majority of the Group's property real estate agency and financial services businesses are located in the PRC. The Group's revenue is substantially derived from customers located in the PRC.

At the end of each reporting period, the non-current assets are substantially located in the PRC.

Information about major customers

There was no revenue from any customer that contributed over 10% of total revenue of the Group for either year.

8. OTHER INCOME

| | 2023 HK\$'000 | 2022 HK\$'000 |
|---|------------------|------------------|
| Rental income, net of direct expenses of HK\$883,000 (2022:HK\$1,146,000) | 7,146 | 9,273 |
| Other services income | 5,439 | 5,343 |
| Bank interest income | 3,118 | 862 |
| Government grants (note) | 4,678 | 8,470 |
| | 20,381 | 23,948 |

Note: The amount represents government grants received from various PRC government authorities in connection with the enterprise development support, fiscal subsidy and various tax incentives, which had no conditions imposed by the respective PRC government authorities.

9. FINANCE COSTS

| | 2023 HK\$'000 | 2022 HK\$'000 |
|---------------------|------------------|------------------|
| Interest on: | | |
| — Bank borrowings | 4,380 | 6,053 |
| — Other borrowings | 12,669 | 24,507 |
| — Lease liabilities | 9,193 | 18,097 |
| | 26,242 | 48,657 |

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

10. INCOME TAX (CREDIT)/EXPENSE

| | 2023 HK\$'000 | 2022 HK\$'000 |
|-------------------------------------|------------------|------------------|
| Current tax: | | |
| — PRC Enterprise Income tax (“EIT”) | 588 | 8,270 |
| Deferred tax (note 31): | | |
| — Deferred tax assets | (52,352) | 14,933 |
| — Deferred tax liabilities | (12,978) | (1,034) |
| | (64,742) | 22,169 |

Under the Law of the PRC on EIT and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1st January, 2008 onwards. Taxation arising from other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

PRC withholding income tax of 10% is levied on the dividends declared by the companies established in the PRC to their foreign investors out of their profits earned after 1st January, 2008.

No Hong Kong profits tax has been provided in both years in the consolidated financial statements as the Group has no estimated assessable profits arising in Hong Kong for both years.

The income tax expense for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|--|------------------|------------------|
| Loss before tax | (594,160) | (328,832) |
| Tax at the applicable rate of 25% | (148,540) | (82,208) |
| Tax effect of share of results of associates and a joint venture | – | 104 |
| Tax effect of expenses not deductible for tax purposes | 64,253 | 142,902 |
| Tax effect of income not taxable for tax purposes | (3,871) | (17,266) |
| Tax effect of different tax rates of subsidiaries operating in other jurisdictions | 944 | (8,063) |
| Tax effect of tax loss not recognised | 64,325 | 8,646 |
| Utilisation of tax loss previously not recognised | (41,853) | (21,946) |
| Income tax (credit)/expense for the year | (64,742) | 22,169 |

Details of deferred tax are set out in note 31.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

11. LOSS FOR THE YEAR

| | 2023 HK\$'000 | 2022 HK\$'000 |
|--|------------------|------------------|
| Loss for the year from continuing operations has been arrived at after charging/(crediting): | | |
| Directors' remuneration, including retirement benefits scheme contributions and share-based payments (note 12) | 23,141 | 11,298 |
| Other staff costs | 909,459 | 1,206,443 |
| Share-based payments to employees (excluding directors) | 5,523 | – |
| Other retirement benefits scheme contributions | 80,926 | 121,664 |
| Total staff costs | 1,019,049 | 1,339,405 |
| Auditor's remuneration | | |
| — Audit and audit related work | 3,400 | 4,200 |
| — Non-audit work | 330 | 330 |
| | 3,730 | 4,530 |
| Depreciation expense for the year | | |
| — Property, plant and equipment (note 17) | 19,645 | 25,941 |
| — Right-of-use assets (note 18) | 34,618 | 56,163 |
| | 54,263 | 82,104 |
| Allowance recognised/(reversed) on financial assets | | |
| — Allowance recognised/(reversed) on accounts receivable | 24,240 | (26,589) |
| — Allowance recognised/(reversed) on loan receivables | 235,373 | (33,142) |
| | 259,613 | (59,731) |
| Gain on disposal of, and written-off property, plant and equipment (included in other gains and losses) | (472) | (1,016) |
| Loss on fair value changes of financial assets at FVTPL (included in other gains and losses) | 2,596 | 1,921 |
| Loss on disposal of financial assets at FVTPL (included in other gains and losses) | 60 | 3,107 |
| Total other losses, net | 2,184 | 4,012 |

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

12. DIRECTORS' EMOLUMENTS (INCLUDING CHIEF EXECUTIVE)

Directors' and chief executive's remuneration for both years, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance is as follows:

For the year ended 31st December, 2023

| | Executive Directors | | | | | Independent Non-executive Directors | | | | | Non-executive Directors | | Total |
|--|---|---|--|--|------------------------------------|--|--|--|--|---------------------------------------|------------------------------------|------------|---------------|
| | Mr. Zhu Rongbin (Chairman) (note i) HK\$'000 | Mr. Gao Bin (Chief Executive) (note ii) HK\$'000 | Mr. Fu Wai Chung (note iii) HK\$'000 | Mr. Lo Yat Fung (note iv) HK\$'000 | Ms. Fu Man (note v) HK\$'000 | Mr. Ng Keung King Pui (note vi) HK\$'000 | Mr. Cao Qimeng (note vii) HK\$'000 | Ms. Xu Jing (note viii) HK\$'000 | Mrs. Wong Law Kwai Wah, Karen (note ix) HK\$'000 | Mr. Fu Ear Ly (note x) HK\$'000 | Ms. Ng Wan (note x) HK\$'000 | HK\$'000 | |
| Fees | - | - | - | - | - | 80 | 228 | 90 | 90 | 100 | - | - | 588 |
| Salaries and other benefits | 1,566 | 1,479 | 2,867 | 2,660 | 1,006 | - | - | - | - | - | 1,800 | 100 | 11,478 |
| Share-based payments (note xi) | 8,301 | 2,609 | - | - | - | - | - | - | - | - | - | - | 10,910 |
| Retirement benefits scheme contributions | 24 | 97 | - | 18 | 8 | - | - | - | - | - | 18 | - | 165 |
| Total emoluments | 9,891 | 4,185 | 2,867 | 2,678 | 1,014 | 80 | 228 | 90 | 90 | 100 | 1,818 | 100 | 23,141 |

For the year ended 31st December, 2022

| | Executive Directors | | | | Independent Non-executive Directors | | | | Non-executive Directors | | Total |
|--|--|-------------------------------------|--|--|---|--|--|------------------------------------|-------------------------|--|-------|
| | Mr. Fu Wai Chung (Chairman & Chief Executive) (note iii) HK\$'000 | Ms. Fu Man (note iv) HK\$'000 | Mr. Lo Yat Fung (note iv) HK\$'000 | Mr. Fu Ear Ly (note ix) HK\$'000 | Mr. Ng Keung King Pui (note v) HK\$'000 | Mr. Lam King Pui (note v) HK\$'000 | Mrs. Wong Law Kwai Wah, Karen (note viii) HK\$'000 | Ms. Ng Wan (note x) HK\$'000 | HK\$'000 | | |
| Fees | - | - | - | - | 120 | 228 | 300 | 240 | 888 | | |
| Salaries and other benefits | 2,894 | 2,280 | 2,676 | 1,800 | - | - | - | 706 | 10,356 | | |
| Retirement benefits scheme contributions | - | 18 | 18 | 18 | - | - | - | - | 54 | | |
| Total emoluments | 2,894 | 2,298 | 2,694 | 1,818 | 120 | 228 | 300 | 946 | 11,298 | | |

Notes:

- (i) Mr. Zhu Rongbin appointed as an executive director and chairman with effective from 24th May, 2023.
- (ii) Mr. Gao Bin appointed as an executive director and president with effective from 24th May, 2023.
- (iii) Mr. Fu Wai Chung resigned as chairman with effective from 24th May, 2023.
- (iv) Ms. Fu Man resigned as an executive director with effective from 24th May, 2023.
- (v) Mr. Ng Keung resigned as an independent non-executive director with effective from 31st August, 2023.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

12. DIRECTORS' EMOLUMENTS (INCLUDING CHIEF EXECUTIVE) (Continued)

Notes: (Continued)

- (vi) Mr. Cao Qimeng appointed as an independent non-executive director with effective from 17th April, 2023.
- (vii) Ms. Xu Jing appointed as an independent non-executive director with effective from 17th April, 2023.
- (viii) Mrs. Wong Law Kwai Wah, Karen resigned as an independent non-executive director with effective from 17th April, 2023.
- (ix) Mr. Fu Ear Ly re-designated from an executive director to a non-executive director and appointed as the vice chairman with effective from 24th May, 2023.
- (x) Ms. Ng Wan resigned as a non-executive director with effective from 24th May, 2023.
- (xi) Share-based payments represent the estimated value of share options granted to the directors under the Company's share option scheme. The value of these share options is measured according to the accounting policies for equity-settled share-based payment transactions as set out in note 4 to the consolidated financial statements. Further details of the options granted are set out in note 37 to the consolidated financial statements.

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group, the non-executive directors' emoluments shown above were for their services as directors of the Company and the independent non-executive directors' emoluments shown above were for their services as directors of the Company.

The Group also provided rent-free accommodation to Mr. Fu Wai Chung for the years ended 31st December, 2023 and 2022. The estimated monetary value of the rental involved, amounted to HK\$840,000 (2022: HK\$840,000).

For both 2023 and 2022, no emoluments were paid by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office. No directors waived any emoluments for both 2023 and 2022.

13. FIVE HIGHEST PAID EMPLOYEES

During the year ended 31st December, 2023, the five individuals whose emoluments were the highest in the Group for the year included five (2022: four) directors whose emoluments are reflected in the analysis shown in note 12. The emoluments of the remaining one for the year ended 31st December, 2022 was as follows:

| | 2022 HK\$'000 |
|--|------------------|
| Salaries and other benefits | 1,727 |
| Retirement benefits scheme contributions | 68 |
| | 1,795 |

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follow:

| | 2022 |
|--------------------------------|------|
| HK\$1,500,001 to HK\$2,000,000 | 1 |

During the year ended 31st December, 2022, no share option expense was recognised by the Group and included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

14. DIVIDENDS

The directors of the Company do not recommend the payment of any dividend for the year ended 31st December, 2023 (2022: nil).

15. LOSS PER SHARE

(a) Basic

For continuing and discontinued operations

| | 2023 HK\$'000 | 2022 HK\$'000 |
|---|------------------|------------------|
| Loss for the purpose of calculating basic loss per share (loss for the year attributable to owners of the Company) | (530,950) | (580,377) |

Number of shares

| | 2023 '000 | 2022 '000 |
|---|--------------|--------------|
| Weighted average number of ordinary shares in issue | 674,150 | 674,150 |

For continuing operations

| | 2023 HK\$'000 | 2022 HK\$'000 |
|---|------------------|------------------|
| Loss for the purpose of calculating basic loss per share (loss for the year attributable to owners of the Company) | (530,950) | (580,377) |
| Less: loss for the period from discontinued operations | – | 334,357 |
| | (530,950) | (246,020) |

| | 2023 | 2022 |
|--|------|------|
| Basic loss per share (HK cents per share) | | |
| — Continuing and discontinued operations | 78.8 | 86.1 |
| — Continuing operations | 78.8 | 36.5 |

(b) Diluted

The basic and diluted loss per share were the same for the year ended 31st December, 2023 as the effect of share options outstanding were anti-dilutive. The basic and diluted loss per share were the same for the year ended 31st December, 2022 as there were no potential dilutive shares in issue during the year ended 31st December, 2022.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

16. INVESTMENT PROPERTIES

| | HK\$'000 | |
|---|-----------------|-----------------|
| FAIR VALUE | | |
| At 1st January, 2022 | | 138,836 |
| Exchange adjustments | | (8,888) |
| Derecognition of discontinued operations (note 33) | | (23,516) |
| Additions | | 38,201 |
| Disposals | | (1,216) |
| Net decrease in fair value recognised in profit or loss | | (4,135) |
| At 31st December, 2022 and 1st January, 2023 | | 139,282 |
| Exchange adjustments | | (4,279) |
| Additions | | 4,987 |
| Disposals | | (34,740) |
| Net decrease in fair value recognised in profit or loss | | (1,708) |
| Transfer from property, plant and equipment (note 17) | | 2,916 |
| Net increase in fair value recognised in other comprehensive income | | 13,919 |
| At 31st December, 2023 | | 120,377 |
| | 2023 | 2022 |
| | HK\$'000 | HK\$'000 |
| Unrealised loss on property revaluation included in profit or loss (included in change in fair value of investment properties) | (1,708) | (4,135) |

The investment properties of the Group are held under medium term land use rights in the PRC.

All of the Group's properties held to earn rentals or for capital appreciation purpose are measured using the fair value model and are classified and accounted for as investment properties.

During the year ended 31st December, 2023, rental income of HK\$7,146,000 (2022: HK\$9,273,000) and rental yield of 5.94% (2022: 6.66%) were generated from the investment properties.

There were no transfer into or out of Level 3 during the year.

The fair values of the Group's investment properties at 31st December, 2023 and 2022 have been arrived at on the basis of a valuation carried out on that date by BMI Appraisals Limited ("BMI"), an independent qualified valuer not connected to the Group. BMI is a member of the Institute of Valuers. The fair value was determined based on the direct comparison approach, where assuming sales in their existing states with the benefit of vacant possession and by making reference to market evidence of transaction prices for similar properties in the same locations and conditions. There has been no change from the valuation technique used in prior year.

In estimating the fair value of the properties, the highest and best use of the properties is their current use, which does not differ from their actual use.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

16. INVESTMENT PROPERTIES (Continued)

One of the key inputs used in valuing the investment properties was the market price per square meter using direct market comparable and taking into account the differences between the investment properties and the comparable in terms of age, time, location, floor level and other relevant factors, ranging from RMB6,000 to RMB71,000 (2022: ranging from RMB8,000 to RMB71,000) per square meter. An increase in the market price per square meter will result in a same level increase in fair value of the investment properties, and vice versa.

| | Valuation technique | Key inputs | Sensitivity |
|--------------------------|---------------------|--|---|
| Residential units | | | |
| Guangdong | Direct comparison | Market unit rate, taking into account the recent transaction prices for similar properties adjusted for nature and location of the property, which ranging from HK\$7,000 to HK\$45,000 (2022: ranging from HK\$9,000 to HK\$79,000) per square metre ("sqm"). | A significant decrease in the market unit rate used would result in a significant decrease in fair value, and vice versa. |
| Commercial units | | | |
| Guangdong | Direct comparison | Market unit rate, taking into account the recent transaction prices for similar properties adjusted for nature and location of the property, which ranging from HK\$21,000 to HK\$78,000 (2022: ranging from HK\$23,000 and HK\$81,000) per sqm. | A significant decrease in the market unit rate used would result in a significant decrease in fair value, and vice versa. |

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

17. PROPERTY, PLANT AND EQUIPMENT

| | Leasehold land and buildings HK\$'000 | Leasehold improvements HK\$'000 | Office equipment, furniture and fixtures HK\$'000 | Motor vehicles HK\$'000 | Total HK\$'000 |
|---|--|---------------------------------------|---|-------------------------------|-------------------|
| COST | | | | | |
| At 1st January, 2022 | 173,690 | 618,389 | 151,194 | 58,650 | 1,001,923 |
| Exchange adjustments | (5,164) | (45,347) | (11,217) | (3,261) | (64,989) |
| Additions | 68,522 | 5,794 | 16,269 | 2,021 | 92,606 |
| Derecognition of discontinued operations (note 33) | (69,468) | (2,799) | (39,474) | (411) | (112,152) |
| Disposal of subsidiaries (note 32) | – | (944) | (312) | – | (1,256) |
| Disposals and written off | – | – | (7,766) | (8,966) | (16,732) |
| At 31st December, 2022 and 1st January, 2023 | 167,580 | 575,093 | 108,694 | 48,033 | 899,400 |
| Exchange adjustments | (896) | (19,880) | (3,565) | (1,333) | (25,674) |
| Additions | – | 8,662 | 956 | 2,770 | 12,388 |
| Transfer to investment properties (note 16) | (3,742) | – | – | – | (3,742) |
| Disposal of subsidiaries (note 32) | – | (39,169) | (90) | – | (39,259) |
| Disposals and written off | (9,175) | – | (1,975) | (8,037) | (19,187) |
| At 31st December, 2023 | 153,767 | 524,706 | 104,020 | 41,433 | 823,926 |
| DEPRECIATION | | | | | |
| At 1st January, 2022 | 39,098 | 516,967 | 77,222 | 43,660 | 676,947 |
| Exchange adjustments | (2,862) | (37,063) | (5,169) | (2,238) | (47,332) |
| Derecognition of discontinued operations (note 33) | (21,465) | (2,799) | (14,524) | (136) | (38,924) |
| Disposal of subsidiaries (note 32) | – | (68) | (150) | – | (218) |
| Provided for the year | 5,731 | 20,407 | 6,481 | 2,665 | 35,284 |
| Disposals and written off | – | – | (6,997) | (8,259) | (15,256) |
| At 31st December, 2022 and 1st January, 2023 | 20,502 | 497,444 | 56,863 | 35,692 | 610,501 |
| Exchange adjustments | (681) | (16,998) | (1,871) | (934) | (20,484) |
| Transfer to investment properties (note 16) | (826) | – | – | – | (826) |
| Disposal of subsidiaries (note 32) | – | (21,136) | (86) | – | (21,222) |
| Provided for the year | 492 | 15,316 | 2,038 | 1,799 | 19,645 |
| Disposals and written off | – | – | (1,901) | (7,463) | (9,364) |
| At 31st December, 2023 | 19,487 | 474,626 | 55,043 | 29,094 | 578,250 |
| CARRYING AMOUNTS | | | | | |
| At 31st December, 2023 | 134,280 | 50,080 | 48,977 | 12,339 | 245,676 |
| At 31st December, 2022 | 147,078 | 77,649 | 51,831 | 12,341 | 288,899 |

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

| | |
|--|---|
| Leasehold land and buildings | Over the term of the leases or 40 years, whichever is shorter |
| Leasehold improvements | Over the term of the leases or 5 years, whichever is shorter |
| Office equipment, furniture and fixtures | 20% |
| Motor vehicles | 20% |

The leasehold land and buildings of the Group are held under medium term land use rights in the PRC.

As at 31st December, 2023, the certificate of ownership in respect of certain buildings of the Group in the PRC with carrying amount of HK\$104,927,000 (2022: HK\$130,691,000) have not been issued by the relevant PRC authority.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

18. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The Group leases shop premises for its operation. Lease contracts are entered into for term of 1 year to 9 years (2022: 1 year to 10 years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

| Right-of-use assets | Leasehold land and buildings HK\$'000 |
|--|---|
| COST | |
| At 1st January, 2022 | 478,839 |
| Exchange adjustments | (50,352) |
| Additions | 50,097 |
| Derecognition of discontinued operations (note 33) | (166,234) |
| Disposal of subsidiaries (note 32) | (3,214) |
| Derecognition | (19,938) |
| At 31st December, 2022 and 1st January, 2023 | 289,198 |
| Exchange adjustments | (10,851) |
| Additions | 8,800 |
| At 31st December, 2023 | 287,147 |
| DEPRECIATION | |
| At 1st January, 2022 | 208,315 |
| Exchange adjustments | (13,587) |
| Provided for the year | 77,368 |
| Derecognition of discontinued operations (note 33) | (55,194) |
| Disposal of subsidiaries (note 32) | (2,732) |
| Derecognition | (19,938) |
| At 31st December, 2022 and 1st January, 2023 | 194,232 |
| Exchange adjustments | (8,004) |
| Provided for the year | 34,618 |
| At 31st December, 2023 | 220,846 |
| CARRYING AMOUNTS | |
| At 31st December, 2023 | 66,301 |
| At 31st December, 2022 | 94,966 |

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

18. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (Continued)

Set out below are the carrying amounts of lease liabilities and the movements during the year:

| Lease liabilities | Leasehold land and buildings HK\$'000 |
|--|---|
| At 1st January, 2022 | 249,258 |
| Exchange adjustments | (11,584) |
| Additions | 50,097 |
| Interest expense | 23,242 |
| Derecognition of discontinued operations | (137,896) |
| Payments | (93,803) |
| Disposal of subsidiaries | (612) |
| At 31st December, 2022 and 1st January, 2023 | 78,702 |
| Exchange adjustments | (2,449) |
| Additions | 8,800 |
| Interest expense | 9,193 |
| Payments | (31,262) |
| At 31st December, 2023 | 62,984 |

Analysed by:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|-------------|------------------|------------------|
| Current | 19,597 | 43,037 |
| Non-current | 43,387 | 35,665 |
| | 62,984 | 78,702 |

| | 2023 HK\$'000 | 2022 HK\$'000 |
|---|------------------|------------------|
| Depreciation expense on right-of-use assets | 34,618 | 77,368 |
| Interest expense on lease liabilities | 9,193 | 23,242 |
| Total cash outflow for leases | 135,923 | 232,733 |
| Additions to right-of-use assets | 8,800 | 50,097 |

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

19. GOODWILL

| | HK\$'000 |
|--|---------------|
| COST | |
| At 1st January, 2022 | 218,604 |
| Derecognition of discontinued operations (note 33) | (206,040) |
| Exchange adjustments | (857) |
| At 31st December, 2022 and 1st January, 2023 | 11,707 |
| Exchange adjustments | (386) |
| At 31st December, 2023 | 11,321 |

For the purposes of impairment testing, goodwill as detailed above has been allocated to the subsidiaries as individual CGU from which goodwill arose. The carrying amount of goodwill as at 31st December, 2023 and 2022 allocated to the unit is as follows:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|--|------------------|------------------|
| Provision of primary real estate agency services in the PRC ("Unit A") | 11,321 | 11,707 |

The recoverable amount of the CGU has been determined based on a value in use calculations. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period, and a discount rate 14.98% for Unit A (2022: 16.05%). The set of cash flows beyond five-year period are extrapolated using a growth rate of 3% (2022: a growth rate of 3%), as determined by management. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include commission income of Unit A and respective profit margin, such estimation is based on unit's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of the CGU to exceed the aggregate recoverable amount.

20. INTEREST IN A JOINT VENTURE

| | 2023 HK\$'000 | 2022 HK\$'000 |
|--|------------------|------------------|
| At 1st January | – | 40,882 |
| Disposal | – | (2,351) |
| Derecognition of discontinued operations (note 33) | – | (37,816) |
| Share of post-acquisition loss and other comprehensive expense | – | (715) |
| At 31st December | – | – |

The directors of the Company consider that the investment in a joint venture as at 31st December, 2023 was not significant to the Group and thus the individual financial information of the investment accounted for using the equity method was not disclosed.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

21. LOAN RECEIVABLES

| | 2023 HK\$'000 | 2022 HK\$'000 |
|---|------------------|------------------|
| Fixed-rate loan receivables, net of allowance | 296,402 | 573,701 |
| Analysed as: | | |
| Current | 295,794 | 42,585 |
| Non-current | 608 | 531,116 |
| | 296,402 | 573,701 |

At 31st December, 2023, loan receivables of HK\$296,245,000 (2022: HK\$569,148,000) are unsecured. The carrying amounts of HK\$608,000 (2022: HK\$531,116,000) are classified as non-current loan receivables and are recoverable by instalments within 2 to 5 years (2022: 2 to 6 years). During the year ended 31st December, 2023, the Group had granted loans to 927 (2022: 936) customers with principal amount ranging from RMB1,000 to approximately RMB65,000,000 (2022: RMB1,000 to RMB65,000,000) per loan. As at 31st December, 2023, loan receivables bear fixed interest rates ranging from 6% to 18% per annum (2022: 6% to 21.6% per annum). During the year, HK\$38,789,000 (2022: HK\$84,804,000) of interest income was recognised from the loan receivables.

All of the loan receivables are guaranteed by independent property owners or entities. Details of the assessment of the creditworthiness of the individuals or entities are set out in note 41b.

Movement in the allowance on loan receivables

| | 2023 HK\$'000 | 2022 HK\$'000 |
|--|------------------|------------------|
| At 1st January | 155,595 | 201,335 |
| Exchange adjustment | (7,716) | (12,598) |
| Allowances recognised/(reversed) on loan receivables | 235,373 | (33,142) |
| At 31st December | 383,252 | 155,595 |

The following table shows the movement in ECL that has been recognised for loan receivables:

| | 12m ECL HK\$'000 | Lifetime ECL (credit-impaired) HK\$'000 | Total HK\$'000 |
|---|---------------------|---|-------------------|
| At 1st January, 2022 | 7,600 | 193,735 | 201,335 |
| Exchange adjustments | (268) | (12,330) | (12,598) |
| Allowance reversed on receivables, net | (249) | (32,893) | (33,142) |
| As at 31st December, 2022 and 1st January, 2023 | 7,083 | 148,512 | 155,595 |
| Exchange adjustments | (234) | (7,482) | (7,716) |
| Allowance recognised on receivables, net | 13,404 | 221,969 | 235,373 |
| At 31st December, 2023 | 20,253 | 362,999 | 383,252 |

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

22. ACCOUNTS RECEIVABLE

The Group allows an average credit period ranging from 30 to 180 days (2022: 30 to 180 days) to its customers. The ageing analysis of accounts receivable net of allowance for doubtful debts presented based on the invoice date at the end of the reporting period is as follows:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|---------------|------------------|------------------|
| 0–30 days | 267,925 | 265,143 |
| 31–60 days | 25,024 | 16,254 |
| 61–90 days | 13,298 | 13,932 |
| 91–120 days | 17,391 | 14,622 |
| 121–180 days | 14,636 | 21,695 |
| Over 180 days | 238,823 | 325,305 |
| | 577,097 | 656,951 |

Included in the Group's accounts receivable balance are debtors with aggregate carrying amount of HK\$10,014,000 (2022: HK\$20,479,000) which are past due as at the reporting date for which the Group has not provided for impairment loss because management is of the opinion that the fundamental credit quality of these customers has not deteriorated.

Before accepting any new customer, the Group assesses the potential customer's credit quality. The credit quality is reviewed periodically. Majority of the accounts receivable that are neither past due nor impaired have no default payment history. The Group does not hold any collateral over these balances.

Movement in the allowance for doubtful debts

| | 2023 HK\$'000 | 2022 HK\$'000 |
|---|------------------|------------------|
| At 1st January | 382,572 | 438,128 |
| Exchange adjustments | (12,879) | (28,870) |
| Allowance recognised/(reversed) on receivable | 24,240 | (26,498) |
| Derecognition of discontinued operations | – | (188) |
| At 31st December | 393,933 | 382,572 |

The following table shows the movement in ECL that has been recognised for accounts receivable under simplified approach:

| | Lifetime ECL (not credit- impaired) HK\$'000 | Lifetime ECL (credit-impaired) HK\$'000 | Total HK\$'000 |
|---|---|---|-------------------|
| At 1st January, 2022 | 69,959 | 368,169 | 438,128 |
| Exchange adjustments | (15,876) | (12,994) | (28,870) |
| Allowance recognised/(reversed) on receivables, net | 5,459 | (31,957) | (26,498) |
| Derecognition of discontinued operations | (188) | – | (188) |
| As at 31st December, 2022 and 1st January, 2023 | 59,354 | 323,218 | 382,572 |
| Exchange adjustments | (980) | (11,899) | (12,879) |
| Transfer to credit-impaired | (1,583) | 1,583 | – |
| Allowance (reversed)/recognised on receivables, net | (8,287) | 32,527 | 24,240 |
| At 31st December, 2023 | 48,504 | 345,429 | 393,933 |

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For the year ended 31st December, 2023

23. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

| | 2023 HK\$'000 | 2022 HK\$'000 (Restated) |
|---|------------------|--------------------------------|
| Prepayments for property marketing projects | 14,900 | 126,758 |
| Rental deposits | 20,388 | 52,296 |
| Advances to staffs | 19,384 | 21,968 |
| Security deposit (note (i)) | 20,921 | 37,660 |
| Other receivables and deposits (note (ii)) | 239,660 | 479,991 |
| | 315,253 | 718,673 |
| Less: Non-current portion | | |
| Rental deposits | 3,875 | 6,877 |
| Other receivables | – | 875 |
| Current portion | 311,378 | 710,921 |

Notes:

- (i) The amounts mainly represent security deposits paid by the Group to property developers enabling the Group to carry out the property real estate agency services in the primary market projects, which will be released to the Group at the earlier of (i) period agreed in the respective agreements; or (ii) upon the respective agreements.
- (ii) Included in other receivables as at 31st December, 2023, (a) a contingent consideration receivable approximately of HK\$6,492,000 (2022: HK\$35,842,000) arose from derecognition of discontinued operations in prior years; (b) deposit paid for acquired of investment properties approximately of HK\$178,789,000 (2022: HK\$183,776,000).

24. AMOUNT DUE FROM A JOINT VENTURE

The amount is non-trade nature, unsecured, interest-free and repayable on demand. In the opinion of the directors of the Company, the amount is expected to be recovered within twelve months from the end of the reporting period.

25. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (“FVTPL”)

| | 2023 HK\$'000 | 2022 HK\$'000 |
|--|------------------|------------------|
| Financial assets at FVTPL | | |
| — Listed equity securities issued in the PRC | – | 2,315 |
| — Listed equity securities issued in Hong Kong | 4,383 | 5,185 |
| | 4,383 | 7,500 |

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

26. BANK BALANCES AND CASH

Bank balances and cash comprises cash held by the Group and short-term bank deposits that are interest-bearing at market interest rate ranging from 0.01% to 5.50% p.a. (2022: 0.01% to 1.73% p.a.) and have original maturity of three months or less.

For the years ended 31st December, 2023 and 2022, the Group performed impairment assessment on bank balances and concluded that the probability of defaults of the counterparties are insignificant and accordingly no allowance for credit losses is provided.

As at 31st December, 2023, included in bank balances and cash of the Group approximately HK\$240,059,000 (2022: approximately HK\$326,586,000) of bank balances denominated in RMB are placed with the banks in the PRC. Remittance of funds out of mainland China is subjected to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

27. PAYABLES AND ACCRUALS

| | 2023 HK\$'000 | 2022 HK\$'000 |
|------------------------------------|------------------|------------------|
| Accrued other taxation | 34,859 | 28,880 |
| Accrued operating expenses | 43,826 | 64,593 |
| Temporary receipts from customers | 1,924 | 6,202 |
| Accrued staffs costs | 37,207 | 104,291 |
| Other payables and accruals (note) | 31,978 | 106,789 |
| | 149,794 | 310,755 |

Note: Other payables and accruals mainly comprise of deposit received on behalf of property developers of approximately HK\$30,782,000 (2022: HK\$102,810,000).

28. CONTRACT LIABILITIES

The Group has recognised the following revenue-related contract liabilities:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|--|------------------|------------------|
| Contract liabilities in respect of third parties | 21,489 | 25,642 |

The contract liabilities of the Group mainly arise from the advance payments received from customers which the underlying services are not yet provided. The contract liabilities are recognised as revenue after the Group satisfies its performance obligations to the customers.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

28. CONTRACT LIABILITIES (Continued) Movement in contract liabilities

| | 2023 HK\$'000 | 2022 HK\$'000 |
|--|------------------|------------------|
| At 1st January | 25,642 | 837,505 |
| Decrease as a result of recognising revenue | (23,078) | (837,505) |
| Increase as a result of receiving advance payments | 19,340 | 597,249 |
| Derecognition of discontinued operations | – | (570,702) |
| Exchange adjustments | (415) | (905) |
| At 31st December | 21,489 | 25,642 |

29. BANK AND OTHER BORROWINGS

| | 2023 HK\$'000 | 2022 HK\$'000 |
|---|------------------|------------------|
| Bank borrowings | 46,154 | 60,795 |
| Other borrowings | 121,099 | 171,114 |
| | 167,253 | 231,909 |
| The maturity of the bank and other borrowings is analysed as follows: | | |
| Within 1 year | 122,857 | 50,659 |
| Between 1 year to 2 years | 44,396 | 127,045 |
| Between 2 years to 5 years | – | 54,205 |
| | 167,253 | 231,909 |
| Less: Amounts due within 1 year shown under current liabilities | (122,857) | (50,659) |
| Amounts due after 1 year shown under non-current liabilities | 44,396 | 181,250 |

As at 31st December, 2023, bank borrowings approximately of HK\$44,396,000 (2022: HK\$48,750,000) of the Group were secured by certain of the Group's property, plant and equipment and investment properties. Details of pledge of assets are set out in note 35.

The Group's bank and other borrowings carry interest at fixed rates and effective interest rates on the Group's borrowings are as follows:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|---|------------------|------------------|
| Effective interest rate: | | |
| Fixed-rate bank borrowings range from 5.9% to 6.5% p.a. (2022: 5.9% to 8.1% p.a.) | 46,154 | 60,795 |
| Fixed-rate other borrowings range from 8.5% to 12.0% p.a. (2022: 8.5% to 15.0% p.a.) | 121,099 | 171,114 |
| | 167,253 | 231,909 |

As at 31st December, 2023, the Group's borrowings are denominated in RMB (2022: RMB).

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For the year ended 31st December, 2023

30. SHARE CAPITAL

| | Number of shares | Nominal amounts HK\$'000 |
|---|---------------------|--------------------------------|
| Ordinary shares of HK\$0.01 each | | |
| Authorised: | | |
| At 1st January, 2022, 31st December, 2022, 1st January, 2023 and 31st December, 2023 | 8,000,000,000 | 80,000 |
| Issued and fully paid: | | |
| At 1st January, 2022, 31st December, 2022, 1st January, 2023 and 31st December, 2023 | 674,149,989 | 6,741 |

31. DEFERRED TAX ASSETS/(LIABILITIES)

The deferred tax assets/liabilities recognised by the Group and the movements thereon during the current and prior years are as follows:

| | Provision for doubtful debts HK\$'000 | Revenue recognised for accounting purpose but not for tax purpose HK\$'000 | Fair value of investment properties HK\$'000 | Accelerated tax depreciation HK\$'000 | Total HK\$'000 |
|--|---|---|---|---|-------------------|
| At 1st January, 2022 | 155,704 | (24,056) | (10,614) | (27,536) | 93,498 |
| (Charged)/credited to profit or loss | | | | | |
| — continuing operations (note 10) | (14,933) | – | 1,034 | – | (13,899) |
| — discontinued operations | (430) | (21,582) | – | 290 | (21,722) |
| Derecognition of discontinued operations | 17,129 | (17,619) | – | (1,765) | (2,255) |
| Exchange adjustments | (10,075) | (7,081) | 724 | – | (16,432) |
| At 31st December, 2022 and 1st January, 2023 | 147,395 | (70,338) | (8,856) | (29,011) | 39,190 |
| Credited to profit or loss | 52,352 | 10,174 | 427 | 2,377 | 65,330 |
| Exchange adjustments | (5,451) | (1,136) | 353 | 2,099 | (4,135) |
| At 31st December, 2023 | 194,296 | (61,300) | (8,076) | (24,535) | 100,385 |

At 31st December, 2023, the Group's PRC subsidiaries had unused tax losses of HK\$228,286,000 (2022: HK\$138,355,000) not recognised available for offset against future profits.

In addition, the Group (other than its subsidiaries in the PRC) had unused tax losses of HK\$185,068,000 (2022: HK\$185,129,000) available for offset against future profits. Such unrecognised tax losses may be carried forward indefinitely.

No deferred tax asset has been recognised in respect of such tax losses due to the unpredictability of future profit streams.

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1st January, 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of the temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to HK\$3,914,965,000 (2022: HK\$3,914,965,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

32. DISPOSAL OF SUBSIDIARIES

- A. During the year ended 31st December, 2023, the Group disposal of its 100% interest in a subsidiary named Guangzhou Chuangyu Property Leasing Service Co., Ltd.* (“Guangzhou Chuangyu”). Guangzhou Chuangyu was engaged in providing property real estate services in the PRC. On 1st July, 2023, Guangzhou Hopefluent Chuangzhan Investment Co., Ltd. (“Chuangzhan Investment”) and Guangzhou Hopefluent Enterprise Development Co., Ltd. (“Guangzhou Enterprise Development”), subsidiaries of the Group, entered into an agreement with an independent third party company, pursuant to which Chuangzhan Investment and Guangzhou Enterprise Development disposed of its total 100% of the equity interest in Guangzhou Chuangyu, at a consideration of RMB1,475,000 (approximately of HK\$1,587,000). The disposal was completed subsequently.

The net assets of Guangzhou Chuangyu on the date of disposal were as follows:

| | HK\$'000 |
|---|----------|
| Property, plant and equipment | 12,637 |
| Other receivables, deposits and prepayments | 4,109 |
| Bank balances and cash | 486 |
| Payables and accruals | (1,547) |
| Net asset value | 15,685 |
| Loss on disposal | (14,098) |
| Consideration received | 1,587 |
| Net cash inflow arising on disposal: | |
| Cash consideration | 1,587 |
| Cash and bank disposed of | (486) |
| | 1,101 |

- B. During the year ended 31st December, 2022, the Group disposal of its 60% of the entity interest in a subsidiary, Hopefluent (Australia) Pty Limited (“Hopefluent Australia”). Hopefluent Australia is engaged in the provision of real estate agency services in Australia. On 28th December, 2022, Hope Land Realty Investment Ltd. (“Hope Land Realty”), a 100% indirectly owned subsidiary of the Company, entered into an agreement for sale of shares with an independent third party, pursuant to which Hope Land Realty disposed of its 60% of the equity interest in Hopefluent Australia, at a consideration of AUD1,050,000 (approximately of HK\$5,570,000). The disposal was completed subsequently.

The net assets of Hopefluent Australia on the date of disposal were as follows:

| | HK\$'000 |
|---|----------|
| Property, plant and equipment | 1,038 |
| Right-of-use assets | 482 |
| Other receivables, deposits and prepayments | 14,799 |
| Bank balances and cash | 18,616 |
| Bank and other borrowings | (5,617) |
| Payables and accruals | (22,021) |
| Net asset value | 7,297 |
| 60% of its asset value | 4,378 |
| Gain on disposal | 1,192 |
| Consideration receivable | 5,570 |
| Net cash outflow arising on disposal: | |
| Cash consideration | – |
| Cash and bank disposed of | (18,616) |
| | (18,616) |

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For the year ended 31st December, 2023

32. DISPOSAL OF SUBSIDIARIES (Continued)

- C. During the year ended 31st December, 2022, the Group disposal of its 100% of the entity interest in a subsidiary, Guangzhou Ruiwo Investment Co., Ltd.* (“Ruiwo Investment”). Ruiwo Investment is engaged in the provision for financial services in PRC. On 2nd December, 2022, Guangzhou Chun Wui Investment Consultancy Limited Ltd. (“Chun Wui Investment”), a 100% indirectly-owned subsidiary of the Company, entered into an agreement for sale of shares with an independent third party, pursuant to which Chun Wui Investment disposed of its 100% of the equity interest in Ruiwo Investment, at a consideration of RMB5,000,000 (approximately of HK\$5,354,000). The disposal was completed subsequently.

The net assets of Ruiwo Investment on the date of disposal were as follows:

| | HK\$'000 |
|---|----------|
| Other receivables, deposits and prepayments | 6,018 |
| Bank balances and cash | 70 |
| Payables and accruals | (384) |
| Net asset value | 5,704 |
| Loss on disposal | (350) |
| Consideration receivable | 5,354 |
| Net cash inflow arising on disposal: | |
| Cash consideration | – |
| Cash and bank disposed of | (70) |
| | (70) |

* For identification purpose only

33. DISCONTINUED OPERATIONS

The Company entered into the Agreement dated 31st March, 2022 with Poly. Poly has 43.9% equity interest of Hopefluent (China) Real Estate Consultancy Co., Ltd. (“Hopefluent China”), a company established under the law of the PRC and an indirect non-wholly-owned subsidiary of the Company. Pursuant to the Agreement, the Company conditionally agreed to sell, and Poly conditionally agreed to acquire the entire issued share capital of Poly Consultancy Group for the consideration of 43.9% equity interest of Hopefluent China (the “Proposed Restructuring”). Upon the completion of the Proposed Restructuring, Hopefluent China will become an indirectly wholly-owned subsidiary of the Company and Poly Consultancy Group will cease to be subsidiaries of the Company.

Subsequent to the date of signing the Agreement, the obligations of the Company and Poly fulfilled the conditions precedent stated in the Agreement. Both parties mutually agreed that Poly Consultancy Group was ceased to be subsidiaries of the Company and 43.9% equity interest of Hopefluent China held by Poly was derecognised as non-controlling interest on 31st August, 2022 (the Date of Derecognition).

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For the year ended 31st December, 2023

33. DISCONTINUED OPERATIONS (Continued)

The results of the discontinued operations for the relevant period, which have been included in the consolidated statement of profit or loss and other comprehensive income were as follows:

| | 1st January, 2022 to 31st August, 2022 (Date of Derecognition) HK\$'000 |
|--|--|
| Revenue | 2,792,666 |
| Other income | 8,182 |
| Selling expenses | (2,777,578) |
| Administrative expenses | (168,958) |
| Other gains and losses | 322 |
| Allowance recognised on financial assets | (91) |
| Share of results of associates | 2,563 |
| Finance costs | (5,145) |
| Loss before tax | (148,039) |
| Income tax expense | (38,556) |
| Loss for the period from discontinued operations | (186,595) |
| Loss on derecognition of discontinued operations | (210,771) |
| | (397,366) |
| Loss for the period from discontinued operations has been arrived at after charging: | |
| Staff costs | 1,157,873 |
| Other retirement benefits scheme contributions | 96,469 |
| | 1,254,342 |
| Depreciation expense for the period | |
| Property, plant and equipment (note 17) | 9,343 |
| Right-of-use assets (note 18) | 21,205 |
| | 30,548 |
| Gain on disposal of and written-off property, plant and equipment | (322) |
| Cash flow from discontinued operations | |
| Net cash generated from operating activities | 520,793 |
| Net cash used in investing activities | (33,750) |
| Net cash used in financing activities | (648,351) |
| Net cash decrease in cash and cash equivalents | (161,308) |
| Effect of foreign exchange rate charges | (49,270) |
| Net cash outflow | (210,578) |

For the purpose of presenting the above discontinued operations, the comparative consolidated statement of profit or loss and other comprehensive income and the related notes have been re-presented as if the operations discontinued during the year had been discontinued at the beginning of the comparative period.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

33. DISCONTINUED OPERATIONS (Continued)

The net assets of Poly Consultancy Group at the Date of Derecognition as follows:

| | HK\$'000 | |
|--|-----------|-------------|
| Net assets derecognised of: | | |
| Investment properties | | 23,516 |
| Property, plant and equipment | | 73,228 |
| Right-of-use assets | | 111,040 |
| Interests in associates | | 37,816 |
| Accounts and other receivables | | 1,504,694 |
| Bank balances and cash | | 675,206 |
| Payables and other liabilities | | (2,125,920) |
| | | 299,580 |
| | HK\$'000 | HK\$'000 |
| Net assets of Hopefluent China as at the Date of Derecognition | 372,056 | |
| 43.9% of equity interest held by Poly | | 163,333 |
| Net assets of Poly Consultancy Group as at the Date of Derecognition | (299,580) | |
| Less: Non-controlling interests | 131,516 | (168,064) |
| Goodwill derecognition | | (206,040) |
| | | (210,771) |
| Net cash outflow arising on derecognition | | |
| Cash received | | – |
| Less: Bank balance and cash equivalents derecognised | | (675,206) |
| Net cash outflow | | (675,206) |

Notes to the Consolidated Financial Statements

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34. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

| | Bank and other borrowings | Lease liabilities | Total |
|--|--------------------------------------|--------------------------|----------------|
| | HK\$'000 | HK\$'000 | HK\$'000 |
| At 1st January, 2022 | 516,068 | 249,258 | 765,326 |
| Changes from cash flows: | | | |
| New bank and other borrowings raised | 55,294 | – | 55,294 |
| Repayment of bank and other borrowings | (307,635) | – | (307,635) |
| Repayment of principal of lease liabilities | – | (93,803) | (93,803) |
| Interest paid | (30,560) | – | (30,560) |
| Total changes from financing activities | (282,901) | (93,803) | (376,704) |
| Other changes: | | | |
| Foreign exchange | (26,201) | (11,584) | (37,785) |
| Interest expenses | 30,560 | 23,242 | 53,802 |
| New leases | – | 50,097 | 50,097 |
| Derecognition of discontinued operations | – | (137,896) | (137,896) |
| Disposal of subsidiaries | (5,617) | (612) | (6,229) |
| Total other changes | (1,258) | (76,753) | (78,011) |
| At 31st December, 2022 and 1st January, 2023 | 231,909 | 78,702 | 310,611 |
| Changes from cash flows: | | | |
| New bank and other borrowings raised | 222 | – | 222 |
| Repayment of bank and other borrowings | (57,222) | – | (57,222) |
| Repayment of principal of lease liabilities | – | (31,262) | (31,262) |
| Interest paid | (17,049) | – | (17,049) |
| Total changes from financing activities | (74,049) | (31,262) | (105,311) |
| Other changes: | | | |
| Foreign exchange | (7,656) | (2,449) | (10,105) |
| Interest expenses | 17,049 | 9,193 | 26,242 |
| New leases | – | 8,800 | 8,800 |
| Total other changes | 9,393 | 15,544 | 24,937 |
| At 31st December, 2023 | 167,253 | 62,984 | 230,237 |

Notes to the Consolidated Financial Statements

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35. PLEDGE OF ASSETS

The Group had pledged the following assets for bank borrowings granted to the Group:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|-------------------------------|------------------|------------------|
| Investment properties | 18,439 | 25,000 |
| Property, plant and equipment | 8,897 | 9,693 |
| | 27,336 | 34,693 |

36. OPERATING LEASES

The Group as lessee

The Group made minimum lease payments under operating leases in respect of office premises and shops of HK\$104,661,000 (2022: HK\$138,930,000).

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|-----------------|------------------|------------------|
| Within one year | 73,472 | 129,881 |

The Group has certain leases of shops with lease terms of 12 months or less. The Group applies the "short-term lease" recognition exemptions for these leases and the future minimum lease payments regarding these leases are disclosed as above.

The Group as lessor

Property rental income earned during the year was HK\$7,146,000 (2022: HK\$9,791,000). All of the investment properties held have committed tenants for the next 1 to 6 years (2022: 1 to 6 years).

At the end of the reporting periods, the Group had contracted with tenants for the following future minimum lease payments:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|--|------------------|------------------|
| Within one year | 2,200 | 6,997 |
| In the second to fifth years inclusive | 5,146 | 3,499 |
| Over five years | 2,200 | 3,502 |
| | 9,546 | 13,998 |

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37. SHARE OPTIONS SCHEME

In order to attract and retain the best quality employees for the development of the Group's businesses and to provide additional incentives or rewards to selected qualifying participants, the Company adopted a share option scheme on 23rd May 2023 (the "Scheme"). The eligible participants mainly include employees of the Group, Directors, the directors of any member of the group, the directors and employees (whether full-time or part-time) of the holding companies, fellow subsidiaries or associated companies of Company. The Scheme, unless otherwise cancelled or amended, will remain in force for 10 years since 23rd May, 2023.

The options may be exercised within the period commencing from the date of grant of the option and expiring on the date following 10 years from the date of grant of the options subject to terms under the Scheme. The vesting period for options shall be determined by the board (the "Board") and in any case, shall not be less than twelve (12) months. A shorter vesting period may be granted at the discretion of the Board in certain circumstances. The Board and/or the remuneration committee may determine in its absolute discretion and set any performance target or impose any condition, restriction or limitation in relation to the vesting of the options. The offer of the grant of share options under the Scheme may be accepted within 30 days after the date of the offer, at a consideration of HK\$1, payable by the grantee upon the acceptance of the offer.

The subscription price of the share options is determinable by the Directors, but shall be the highest of (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant, which must be a business day; (ii) the average closing price of the shares as stated in the daily quotations sheet of the Stock Exchange for the five (5) business days immediately preceding the date of grant; and (iii) the 90% of the average closing price as stated in the daily quotations sheets of the Stock Exchange for the twenty (20) business days immediately preceding the date of grant.

Pursuant to the Scheme, the maximum number of shares in the Company in respect of which options may be granted when aggregated with any other share option scheme of the Company must not exceed 10% of the issued share capital of the Company as at the date of adoption of the Scheme (i.e. 67,414,998 shares). Subject to the issue of a circular and the approval of the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Board may refresh the limit to 10% of the total number of shares in issue as at the date of approval by the shareholders of the Company in general meeting.

Unless shareholder approval has been obtained, no option may be granted to any person if the total number of shares of the Company already issued and issuable to him under all the options granted to him in any 12-month period up to and including the date of grant exceeding 1% of total number of shares in issue as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to the issue of a circular by the Company and the approval of the shareholders in general meeting. Such participant and his associate (as defined in the Listing Rules) have to abstain from voting and/or comply with other requirements prescribed under the Listing Rules from time to time. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's shares in issue within any 12-month period must be approved in advance by the Company's shareholders.

Subject to the compliance of the requirements under the Scheme, the share options are exercisable only if the eligible participants remain in the service of the Group from the grant date of the share options up to the designated exercise date. On 16th June, 2023, the Company granted share options under the share option scheme under which the option holders are entitled to acquire an aggregate of 67,380,000 shares of the Company. Pursuant to the terms of the share option scheme, the options granted are subject to certain performance conditions.

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37. SHARE OPTIONS SCHEME (Continued)

The options granted to the grantees will be vested based on the following rates on the vesting date for the relevant financial year, provided that the vesting conditions above are satisfied in the relevant financial year: (i) 70% and 40% of the total number of the share options to Mr. Zhu Rongbin (“Mr. Zhu”) and other grantees respectively, will be vested on 1st July, 2024; (ii) 15% and 30% of the total number of the share options to Mr. Zhu and other grantees respectively, will be vested on 1st April, 2025; and (iii) 15% and 30% of the total number of the share options to Mr. Zhu and other grantees respectively, will be vested on 1st April, 2026. If the vesting conditions above have not been fulfilled during the relevant financial year, the corresponding percentage of the share options granted will lapse upon the expiry of the relevant validity period. All the options under the share option scheme should be exercisable after vesting but before the expiry of 10 years after the grant date at the exercise price of HK\$1.85 per share.

The following tables show the movements in the Company’s share options granted under the Scheme:

| | Date of grant | Exercise price per share | Vesting period | Exercisable period | Held at 1st January, 2023 | Options granted during the year | Held at 31st December, 2023 |
|-------------------|-----------------|--------------------------|-------------------------------------|------------------------------------|---------------------------|---------------------------------|-----------------------------|
| The Scheme | | | | | | | |
| (A) Employees | 16th June, 2023 | HK\$1.85 | 16th June, 2023 to 30th June, 2024 | 1st July, 2024 to 15th June, 2033 | – | 10,120,000 | 10,120,000 |
| | | | 16th June, 2023 to 31st March, 2025 | 1st April, 2025 to 15th June, 2033 | – | 7,590,000 | 7,590,000 |
| | | | 16th June, 2023 to 31st March, 2026 | 1st April, 2026 to 15th June, 2033 | – | 7,590,000 | 7,590,000 |
| (B) Directors | | | | | | | |
| Zhu Rongbin | 16th June, 2023 | HK\$1.85 | 16th June, 2023 to 30th June, 2024 | 1st July, 2024 to 15th June, 2033 | – | 21,238,000 | 21,238,000 |
| | | | 16th June, 2023 to 31st March, 2025 | 1st April, 2025 to 15th June, 2033 | – | 4,551,000 | 4,551,000 |
| | | | 16th June, 2023 to 31st March, 2026 | 1st April, 2026 to 15th June, 2033 | – | 4,551,000 | 4,551,000 |
| Gao Bin | 16th June, 2023 | HK\$1.85 | 16th June, 2023 to 30th June, 2024 | 1st July, 2024 to 15th June, 2033 | – | 4,696,000 | 4,696,000 |
| | | | 16th June, 2023 to 31st March, 2025 | 1st April, 2025 to 15th June, 2033 | – | 3,522,000 | 3,522,000 |
| | | | 16th June, 2023 to 31st March, 2026 | 1st April, 2026 to 15th June, 2033 | – | 3,522,000 | 3,522,000 |
| | | | | | – | 67,380,000 | 67,380,000 |

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37. SHARE OPTIONS SCHEME (Continued)

| | Weighted average exercise price HK\$ | 2023 Number of share options |
|------------------------------|--|------------------------------------|
| Outstanding at 1st January | – | – |
| Granted during the year | 1.85 | 67,380,000 |
| Outstanding at 31st December | 1.85 | 67,380,000 |
| Exercisable at 31st December | – | – |

The exercise price of options outstanding at 31st December, 2023 is HK\$1.85 (2022: HK\$nil) and their weighted average remaining contractual life was 9.46 years (2022: nil). None of the share options under the Scheme were vested during the year and the remaining 67,380,000 share options (2022: nil) will be vested in 2024, 2025 and 2026, respectively.

The fair value of options granted during the year ended 31st December, 2023 under the Scheme determined using the Binomial Option Pricing model was approximately HK\$41,648,000. The significant inputs into the model were share price of HK\$1.85, at the grant date and adjusted for the effect of the share subdivision, exercise price shown above, expected volatility is 41.29%, annual risk-free interest rate of 3.53%. Expected life of options of approximately 10 years and dividend yield of 4.26%. The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices from 16th June, 2013 to 15th June, 2023. During the year ended 31st December, 2023, share-based payments approximately HK\$16,433,000 (2022: HK\$nil) were charged to profit or loss.

38. RETIREMENT BENEFITS SCHEMES

The Group operates a MPF Scheme for all qualifying employees in Hong Kong. MPF Scheme is a defined contribution scheme in accordance with the principle of Mandatory Provident Fund Scheme Ordinance. The Group contributes 5% of relevant payroll costs which limited to HK\$18,000 (2022: HK\$18,000) per annum of each individual employee to the Scheme, where contribution is matched by employees. Any forfeited contributions in respect of unvested benefits of staff leavers will be used to reduce the Group's contributions. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees.

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefits scheme operated by the government of the PRC. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contributions.

The contributions paid and payable to the schemes by the Group in respect of the year which were charged to profit or loss amounted to HK\$81,091,000 (2022: HK\$218,187,000).

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39. RELATED PARTY TRANSACTIONS

Except as disclosed elsewhere in the consolidated financial statements, the Group entered into the following material transactions with related parties during the year:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|---|------------------|------------------|
| Non-controlling interest | | |
| Revenue | – | 1,504 |
| Related parties of non-controlling interest (note b) | | |
| Revenue | – | 1,966,754 |
| Rental expense | – | 17,673 |
| Building management fee | – | 10,266 |

Note a: These transactions were carried out in accordance with terms and conditions mutually agreed by the parties involved.

Note b: A non-controlling interest has controlled and joint controlled or significant influence over those corporations.

Compensation of key management personnel

The remuneration of key management during the year is as follows:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|--|------------------|------------------|
| Fees, salaries and other benefits | 12,066 | 12,971 |
| Share-based payments | 10,910 | – |
| Retirement benefits scheme contributions | 165 | 122 |
| | 23,141 | 13,093 |

The remuneration of key management including directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

40. CAPITAL RISK MANAGEMENT

The Group's objective of managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

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

As consistent with industry practice, the Group monitors its capital structure on the basis of the gearing ratio. This ratio is calculated as total liabilities divided by total assets.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

40. CAPITAL RISK MANAGEMENT (Continued)

The gearing ratio as at the end of the reporting period is as follows:

| | 2023 HK\$'000 | 2022 HK\$'000 |
|-------------------|------------------|------------------|
| Total liabilities | 534,152 | 816,986 |
| Total assets | 2,145,066 | 3,051,020 |
| Gearing ratio | 24.90% | 26.78% |

41. FINANCIAL INSTRUMENTS

41a. Categories of financial instruments

| | 2023 HK\$'000 | 2022 HK\$'000 |
|------------------------------|------------------|------------------|
| Financial assets | | |
| Amortised cost | 1,309,023 | 2,050,737 |
| FVTPL | 4,383 | 7,500 |
| Financial liabilities | | |
| Amortised cost | 199,959 | 340,921 |
| Lease liabilities | 62,984 | 78,702 |

41b. Financial risk management objectives and policies

The Group's major financial instruments include accounts receivable, amount due from a joint venture, loan receivables, other receivables and deposits, financial assets at FVTPL, bank balances and cash, payables, lease liabilities and bank and other borrowings. Details of the financial instruments are disclosed in respective notes. The main risks arising from the Group's financial instruments in the normal course of the Group's business are market risk, credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Currency risk

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

Interest rate risk

The Group is not exposed to fair value interest rate risk as all loan receivables and bank and other borrowings bear fixed interest rate.

The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances because these balances carry interest at prevailing rates and they are of short maturity.

The Group currently does not have any interest rate hedging policy in relation to fair value interest rate risk and cash flow interest rate risk. The directors monitor the Group's exposure on ongoing basis and will consider hedging the interest rate should the need arise.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

41. FINANCIAL INSTRUMENTS (Continued)

41b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

Other price risk

The Group is exposed to equity price risk through its investments in listed equity securities. The management manages this exposure by closely monitoring the price fluctuation of the investment. As at 31st December, 2023, the Group's equity price risk is mainly concentrated on the equity instruments operating in different industry sectors listed on the Hong Kong Stock Exchange.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risks at the reporting date.

If the prices of the equity instrument had been 5% (2022: 5%) higher/lower and all other variables were held constant for the year ended 31st December, 2023, the Group's post-tax profit and equity for the year would have increased/decreased by HK\$219,000 (2022: HK\$375,000) as a result of the changes in fair value of financial assets at FVTPL.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent price risk as the year end exposure does not reflect the exposure during the year.

Credit risk

As at 31st December, 2023, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group's concentration of credit risk by geographical locations is mainly in the PRC, which accounted for 100% (2022: 100%) of the total loan receivables, accounts receivable and amount due from a joint venture as at 31st December, 2023. The Group also has concentration of credit risk as 7.06% (2022: 16.51%) and 2.44% (2022: 6.20%) of the total accounts receivable was due from the Group's five largest customers and the largest customer, respectively, whom are within the property real estate agency segment with good reputation and satisfactory repayment history. For the financial services business, the largest borrower accounted for approximately 31.93% (2022: 17.95%) and the five largest borrowers accounted for approximately 71.66% (2022: 61.47%) in terms of the Group's total outstanding loan receivables of approximately HK\$296 million as at 31st December, 2023.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

41. FINANCIAL INSTRUMENTS (Continued)

41b. Financial risk management objectives and policies (Continued)

Credit risk (Continued)

For the amount due from a joint venture as disclosed in note 24, the management of the Group closely monitors the financial position and repayment status of the joint venture, and considers that the credit risk is limited.

Other than concentration of credit risk on loan receivables, accounts receivable and amount due from a joint venture, the Group does not have any other significant concentration of credit risk.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. With respect to the microcredit business, the Group has delegated a team responsible for determination of credit limits and credit approvals. The team monitors customers' repayment ability and requests the customers to provide guarantees. In addition, the Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for accounts receivable. The management of The Group performs impairment assessment on individual debtors basis to estimate the amount of lifetime ECL of accounts receivable based on internal credit rating, ageing, repayment history and/or past due status of respective debtors. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information.

An impairment loss under ECL model, net of reversal, of approximately HK\$393,933,000 (2022: HK\$382,572,000) is recognised for accounts receivable for the year ended 31st December, 2023. Details of the quantitative disclosure are set out below in this note.

The management of the Group performs impairment assessment on individual debtor basis to estimate the amount of ECL of loan receivables based on internal credit rating, ageing, collateral, repayment history and/or past due status of respective receivables and adjusted for forward-looking information. An aggregate amount of impairment for the ECL of loan receivables of approximately HK\$383,252,000 (2022: HK\$155,595,000) was recognised as at 31st December, 2023.

The Group's internal credit risk grading assessment comprises following categories:

| Internal credit rating level | Description | Accounts receivable | Other financial assets |
|------------------------------|---|------------------------------------|--------------------------------|
| High | The counterparty has good ability of repayment, but may infrequently settle after due date. | Lifetime ECL — not credit-impaired | 12m ECL |
| Medium | The counterparty has enough ability of repayment, but may settle in full after due date. | Lifetime ECL — not credit-impaired | 12m ECL |
| Low | There is evidence indicating the asset is credit-impaired | Lifetime ECL — credit-impaired | Lifetime ECL — credit impaired |
| Write-off | There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery. | Amount is written off | Amount is written off |

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

41. FINANCIAL INSTRUMENTS (Continued)

41b. Financial risk management objectives and policies (Continued)

Credit risk (Continued)

The following tables provide information about the Group's exposure to credit risk and ECLs for financial assets as at 31st December, 2023:

(a) *Accounts receivable*

| | ECL rate % | 2023 Gross carrying amount HK\$'000 | Loss allowance HK\$'000 | 2022 Loss allowance HK\$'000 |
|-----------------------------|---------------|--|-------------------------------|---------------------------------------|
| High credit rating | | | | |
| Current to 90 days | – | 13,451 | – | – |
| 91–120 days | 0.01 – 0.04 | 2,977 | – | – |
| 121–180 days | 0.02 – 0.08 | 3,126 | 1 | – |
| Over 180 days | 0.07 – 0.25 | 10,031 | 17 | 17 |
| | | 29,585 | 18 | 17 |
| Medium credit rating | | | | |
| Current to 90 days | – | 292,790 | – | – |
| 91–120 days | 2.86 | 14,838 | 424 | 386 |
| 121–180 days | 5.71 | 12,208 | 698 | 1,114 |
| Over 180 days | 17.15 | 276,173 | 47,364 | 57,837 |
| | | 596,009 | 48,486 | 59,337 |
| Low credit rating | | | | |
| Current to 90 days | 98.41 – 100 | 330 | 324 | 7,055 |
| 91–120 days | 98.41 – 100 | 20 | 20 | 1,221 |
| 121–180 days | 98.41 – 100 | 32 | 31 | 1,864 |
| Over 180 days | 100 | 345,054 | 345,054 | 313,078 |
| | | 345,436 | 345,429 | 323,218 |

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

41. FINANCIAL INSTRUMENTS (Continued)

41b. Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(b) *Loan receivables*

| | ECL rate % | 2023 Gross carrying amount HK\$'000 | Loss allowance HK\$'000 | 2022 Loss allowance HK\$'000 |
|---------|---------------|--|-------------------------------|---------------------------------------|
| Stage 1 | 6.40 | 316,655 | 20,253 | 7,083 |
| Stage 2 | N/A | – | – | 67,102 |
| Stage 3 | 100 | 362,999 | 362,999 | 81,410 |
| | | 679,654 | 383,252 | 155,595 |

(c) *Other receivables, deposits and amount due from a joint venture*

Other receivables, deposits and amount due from a joint venture are considered to have low credit risk and the 12m ECLs were limited. In the opinion of the directors of the Company, the identified impairment loss of those financial assets was immaterial after the assessment.

(d) *Bank balances*

The management of the Group assessed that the Group's bank balances are at low credit risk because they are placed with reputable banks with higher internal credit rating with reference to either international or PRC credit-rating agencies, and ECL is insignificant.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings.

In addition to the Group's own capital and earnings to finance the Group's operations, the Group relies on bank and other borrowings as additional source of liquidity. As at 31st December, 2023, the Group has bank borrowings of HK\$46,154,000 (2022: HK\$60,795,000) and other borrowings of HK\$121,099,000 (2022: HK\$171,114,000). Furthermore, as at 31st December, 2023, the Group has unutilised bank facilities of RMB20,000,000 (approximately HK\$21,978,000) (2022: RMB12,500,000 (approximately HK\$14,205,000)).

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

41. FINANCIAL INSTRUMENTS (Continued)

41b. Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity risk tables

| | Weighted average interest rate % | On demand or less than 1 month HK\$'000 | 1-3 months HK\$'000 | 3 months to 1 year HK\$'000 | After 1 year HK\$'000 | Total undiscounted cash flows HK\$'000 | Carrying amount at 31.12.2023 HK\$'000 |
|--------------------------------------|---|--|------------------------|-----------------------------------|-----------------------------|---|---|
| 2023 | | | | | | | |
| Non-derivative financial liabilities | | | | | | | |
| Payables | - | 32,706 | - | - | - | 32,706 | 32,706 |
| Lease liabilities | 6.00 | 2,559 | 5,144 | 23,970 | 59,315 | 90,988 | 62,984 |
| Bank borrowings — fixed rate | 6.48 | 324 | 736 | 10,313 | 38,887 | 50,260 | 46,154 |
| Other borrowings — fixed rate | 8.51 | 856 | 34,257 | 88,755 | - | 123,868 | 121,099 |
| | | 36,445 | 40,137 | 123,038 | 98,202 | 297,822 | 262,943 |
| 2022 | | | | | | | |
| Non-derivative financial liabilities | | | | | | | |
| Payables | - | 109,012 | - | - | - | 109,012 | 109,012 |
| Lease liabilities | 6.00 | 3,166 | 6,364 | 29,656 | 58,013 | 97,199 | 78,702 |
| Bank borrowings — fixed rate | 7.84 | 36 | 1,352 | 8,504 | 61,266 | 71,158 | 60,795 |
| Other borrowings — fixed rate | 8.66 | 1,915 | 2,412 | 54,437 | 128,094 | 186,858 | 171,114 |
| | | 114,129 | 10,128 | 92,597 | 247,373 | 464,227 | 419,623 |

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

41. FINANCIAL INSTRUMENTS (Continued)

41c. Fair value measurements of financial instruments

The fair values of financial assets and financial liabilities are determined as follows:

- the fair values of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The following table shows the carrying amount and fair value of financial assets and financial liabilities:

| | 2023 | | 2022 | |
|--|-----------------------------|------------------------|-----------------------------|------------------------|
| | Carrying amount HK\$'000 | Fair value HK\$'000 | Carrying amount HK\$'000 | Fair value HK\$'000 |
| Financial assets | | | | |
| Financial assets at FVTPL | – | 4,383 | – | 7,500 |
| Financial assets measured at amortised cost | | | | |
| Bank balances and cash | 298,659 | – | 393,966 | – |
| Accounts receivable | 577,097 | – | 656,951 | – |
| Loan receivables | 296,402 | – | 573,701 | – |
| Other receivables and deposits | 121,564 | – | 408,139 | – |
| Amount due from a joint venture | 15,301 | – | 17,980 | – |
| Financial liabilities | | | | |
| Financial liabilities measured at amortised cost | | | | |
| Payables | 32,706 | – | 109,012 | – |
| Lease liabilities | 62,984 | – | 78,702 | – |
| Bank and other borrowings | 167,253 | – | 231,909 | – |

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate to their corresponding fair values.

Financial assets at FVTPL are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and input(s) used).

| | Fair value as at 31st December, 2023 HK\$'000 | Fair value as at 31st December, 2022 HK\$'000 | Fair value hierarchy | Valuation technique(s) and key input(s) |
|--|---|---|-------------------------|--|
| Listed equity securities classified as financial assets at FVTPL | 4,383 | 7,500 | Level 1 | Quoted bid price in an active market |

42. EVENT AFTER THE REPORTING PERIOD

As of the approval date on these financial statements, the Group had no significant events after reporting period which need to be disclosed.

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

43. MAJOR NON-CASH TRANSACTIONS

During the year ended 31st December, 2022, certain accounts receivable with aggregate amount approximately of HK\$53,871,000 were settled by the counter parties and accounted as property, plant and equipment on the consolidated statement of financial position.

On 31st August, 2022, the Group has derecognised Poly Consultancy Group as subsidiaries and 43.9% equity interest of Hopefluent China held by Purchaser as non-controlling interests respectively. Further details of the derecognition are set out in note 33.

44. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the Group's principal subsidiaries at the end of the reporting period are set out as below:

| Name of subsidiary | Place of incorporation/ registration | Class of share held | Nominal value of share issued/ registered capital | Attributable effective equity interest held by the Company (note a) | | Principal activities | Place of operation |
|--|--------------------------------------|---------------------|---|---|--------|--|--------------------|
| | | | | 2023 % | 2022 % | | |
| Guangdong Hope Real Properties Limited (notes c and d) | The PRC | Registered | RMB10,000,000 | 100 | 100 | Provision of real estate agency services | The PRC |
| Guangzhou New Profits Investment Consultancy Limited (notes c and d) | The PRC | Registered | RMB1,000,000 | 100 | 100 | Provision of real estate agency services | The PRC |
| Hopefluent (BVI) Limited (note c) | British Virgin Islands ("BVI") | N/A | US\$100 | 100 | 100 | Investment holding | Hong Kong |
| Guangzhou Hope Profits Properties Agency Limited (notes c and d) | The PRC | Registered | RMB1,000,000 | 100 | 100 | Provision of real estate agency services | The PRC |
| Hopefluent (China) Real Properties Consultancy Limited (notes b, c and d) | The PRC | Registered | RMB109,304,813 | 100 | 100 | Provision of real estate agency services | The PRC |
| Tianjin Hopefluent Real Properties Sales and Marketing Limited (notes c and d) | The PRC | Registered | RMB4,000,000 | 100 | 100 | Provision of real estate agency services | The PRC |
| Hopefluent Properties Limited (note c) | Hong Kong | Ordinary | HK\$100 | 100 | 100 | Provision of real estate agency services | Hong Kong |
| Hopefluent Promotion Limited (note c) | Hong Kong | Ordinary | HK\$100 | 100 | 100 | Provision of advertising and marketing service | Hong Kong |
| Hopefluent (Hong Kong) Limited (note c) | Hong Kong | Ordinary | HK\$100,000 | 100 | 100 | Investment holding | Hong Kong |
| Foshan Hopefluent Real Properties Consultancy Limited (notes c and d) | The PRC | Registered | RMB1,000,000 | 100 | 100 | Provision of real estate agency services | The PRC |
| Dongguan Hopefluent Real Properties Consultancy Limited (notes c and d) | The PRC | Registered | RMB1,000,000 | 100 | 100 | Provision of real estate agency services | The PRC |
| Guangzhou Hopefluent Financial Services Limited (notes c and d) | The PRC | Registered | RMB201,000,000 | 100 | 100 | Investment and consultancy services | The PRC |

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

44. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

| Name of subsidiary | Place of incorporation/ registration | Class of share held | Nominal value of issued share capital/ registered capital | Attributable effective equity interest held by the Company (note a) | | Principal activities | Place of operation |
|---|--------------------------------------|---------------------|---|---|--------|--|--------------------|
| | | | | 2023 % | 2022 % | | |
| Guangdong Hopefluent Real Properties Consultancy Limited (notes c and d) | The PRC | Registered | RMB5,000,000 | 100 | 100 | Provision of real estate agency services | The PRC |
| Henan Hopefluent Real Properties Consultancy Limited (notes c and d) | The PRC | Registered | RMB1,000,000 | 100 | 100 | Provision of real estate agency services | The PRC |
| Shandong Hopefluent Real Properties Consultancy Limited (notes c and d) | The PRC | Registered | RMB2,010,000 | 100 | 100 | Provision of real estate agency services | The PRC |
| Anhui Hopefluent Real Properties Consultancy Limited (notes c and d) | The PRC | Registered | RMB20,000,000 | 100 | 100 | Provision of real estate agency services | The PRC |
| Guizhou Hopefluent Real Properties Consultancy Limited (notes c and d) | The PRC | Registered | RMB1,000,000 | 100 | 100 | Provision of real estate agency services | The PRC |
| Guangzhou Chun Wui Investment Consultancy Limited (notes c and d) | The PRC | Registered | HK\$100,000,000 | 100 | 100 | Investment holding | The PRC |
| Guangzhou Hopefluent Microcredit Business Limited (notes c and d) | The PRC | Registered | RMB240,000,000 | 100 | 100 | Provision of Microcredit business | The PRC |
| Guangzhou Hopefluent Real Properties Consultancy Limited (notes c and d) | The PRC | Registered | RMB10,000,000 | 100 | 100 | Provision of real estate agency services | The PRC |
| Guangzhou House King Business Services Limited (notes c and d) | The PRC | Registered | RMB5,000,000 | 100 | 100 | Provision of real estate agency services | The PRC |
| Jiangsu Hopefluent Real Properties Consultancy Limited (notes c and d) | The PRC | Registered | RMB5,000,000 | 100 | 100 | Provision of real estate agency services | The PRC |
| Zhejiang Hopefluent Real Properties Consultancy Limited (notes c and d) | The PRC | Registered | RMB10,000,000 | 100 | 100 | Provision of real estate agency services | The PRC |
| Guangxi Hopefluent Real Properties Consultancy Limited (notes c and d) | The PRC | Registered | RMB10,000,000 | 100 | 100 | Provision of real estate agency services | The PRC |
| Guangzhou Nansha Hopefluent Real Properties Consultancy Limited (notes c and d) | The PRC | Registered | RMB10,000,000 | 100 | 100 | Provision of real estate agency services | The PRC |

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

44. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

Note:

- (a) The Company directly holds the equity interest in Hopefluent (BVI) Limited. All other interests shown above are indirectly held by the Company.
- (b) The companies are sino-foreign equity joint ventures with limited liability.
- (c) The companies are limited liability companies.
- (d) The English name is for identification purposes only.

The above table lists the subsidiaries of the Group as at 31st December, 2023 and 2022 which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

45. SUMMARY OF FINANCIAL INFORMATION OF THE COMPANY

| | 2023 HK\$'000 | 2022 HK\$'000 |
|--|------------------|------------------|
| Non-current Asset | | |
| Unlisted investments in subsidiaries | 149,518 | 149,518 |
| Current Assets | | |
| Other receivables | 9,775 | 9,210 |
| Amounts due from subsidiaries | 230,966 | 233,407 |
| Bank balances and cash | 455 | 557 |
| | 241,196 | 243,174 |
| Current Liability | | |
| Accruals | (11) | (11) |
| Net Current Assets | 241,185 | 243,163 |
| Total Assets less Current Liability | 390,703 | 392,681 |
| Capital and Reserves | | |
| Share capital (note 30) | 6,741 | 6,741 |
| Share premium and reserves | 383,962 | 385,940 |
| Total Equity | 390,703 | 392,681 |

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2023

45. SUMMARY OF FINANCIAL INFORMATION OF THE COMPANY (Continued)

Movement in reserves

| | Share premium | Contributed surplus reserve (note) | Share option reserve | Accumulated losses | Total |
|---|----------------|---------------------------------------|----------------------|--------------------|-----------------|
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| At 1st January, 2022 | 416,637 | 67,385 | – | (96,077) | 387,945 |
| Loss and other comprehensive expense for the year | – | – | – | (2,005) | (2,005) |
| At 31st December, 2022 and 1st January, 2023 | 416,637 | 67,385 | – | (98,082) | 385,940 |
| Equity-settled share-based payments | – | – | 16,433 | – | 16,433 |
| Loss and other comprehensive expense for the year | – | – | – | (18,411) | (18,411) |
| At 31st December, 2023 | 416,637 | 67,385 | 16,433 | (116,493) | 383,962 |

Note: The contributed surplus reserve of the Company represents the difference between the aggregate net tangible assets of the subsidiaries acquired by the Company under a corporate reorganisation in 2004 and the nominal amount of the Company's shares issued for the acquisition.

46. COMPARATIVES

Certain comparative amounts have been reclassified to conform with current year's presentation.

Financial Summary

A summary of results, assets and liabilities of the Group for the last five financial years is as follows:

| | For the year ended 31st December, | | | | |
|-----------------------------|-----------------------------------|------------------|------------------|------------------|------------------|
| | 2019 HK\$'000 | 2020 HK\$'000 | 2021 HK\$'000 | 2022 HK\$'000 | 2023 HK\$'000 |
| RESULTS | | | | | |
| Turnover | 6,417,988 | 6,192,527 | 7,165,879 | 1,516,862 | 1,294,513 |
| Profit/(loss) before tax | 884,666 | 473,236 | (851,692) | (726,198) | (594,160) |
| Income tax (expense)/credit | (184,581) | (106,863) | 98,965 | (22,169) | 64,742 |
| Profit/(loss) for the year | 700,085 | 366,373 | (752,727) | (748,367) | (529,418) |
| Attributable to: | | | | | |
| Owners of the Company | 484,321 | 183,951 | (544,799) | (580,377) | (530,950) |
| Non-controlling interests | 215,764 | 182,422 | (207,928) | (167,990) | 1,532 |
| | 700,085 | 366,373 | (752,727) | (748,367) | (529,418) |

| | At 31st December, | | | | |
|-------------------------------|-------------------|------------------|------------------|------------------|------------------|
| | 2019 HK\$'000 | 2020 HK\$'000 | 2021 HK\$'000 | 2022 HK\$'000 | 2023 HK\$'000 |
| ASSETS AND LIABILITIES | | | | | |
| Total assets | 6,379,695 | 7,471,578 | 6,994,101 | 3,051,020 | 2,145,066 |
| Total liabilities | (2,007,117) | (2,658,649) | (2,881,624) | (816,986) | (534,152) |
| Total equity | 4,372,578 | 4,812,929 | 4,112,477 | 2,234,034 | 1,610,914 |
| Attributable to: | | | | | |
| Owners of the Company | 3,269,309 | 3,479,216 | 2,946,673 | 2,227,896 | 1,603,889 |
| Non-controlling interests | 1,103,269 | 1,333,713 | 1,165,804 | 6,138 | 7,025 |
| | 4,372,578 | 4,812,929 | 4,112,477 | 2,234,034 | 1,610,914 |