



年 報

雷士國際控股有限公司

NVC INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with Limited Liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 02222 

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Corporate Information

公司資料

Executive Directors

WANG Donglei
CHAN Kim Yung, Eva
XIAO Yu
WANG Keven Dun

Non-Executive Director

YE Yong

Independent Non-Executive Directors

LEE Kong Wai, Conway
WANG Xuexian
CHEN Hong

Company Secretary

KWOK Siu Ying Sarah

Authorised Representatives

CHAN Kim Yung, Eva
KWOK Siu Ying Sarah

Registered Office

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P.O. Box 2681, Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong

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Corporate Website

www.nvc-international.com

Investor Relations

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Stock Code

02222

執行董事

王冬雷
陳劍瑢
肖宇
王頓

非執行董事

叶勇

獨立非執行董事

李港衛
王學先
陳弘

公司秘書

郭兆瑩

授權代表

陳劍瑢
郭兆瑩

註冊辦事處

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P.O. Box 2681, Grand Cayman, KY1-1111
Cayman Islands

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投資者關係

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股份代號

02222

Corporate Information 公司資料

Principal Share Registrar and Transfer Office

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

Hong Kong Branch Share Registrar and Transfer Office

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

Principal Legal Advisor as to Hong Kong Laws

Sidley Austin

Auditor

Deloitte Touche Tohmatsu, *Certified Public Accountants*
Public Interest Entity Auditors
registered in accordance with
the Financial Reporting Council Ordinance

Principal Bankers

Citibank, N.A.
United Overseas Bank Limited
The Hongkong and Shanghai Banking Corporation Limited
Industrial and Commercial Bank of China Limited

股份過戶及登記總處

Suntera (Cayman) Limited
Suite 3204, Unit 2A,
Block 3, Building D, P.O. Box 1586,
Gardenia Court, Camana Bay,
Grand Cayman, KY1-1100,
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香港股份過戶及登記分處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17樓
1712-1716號舖

香港法律主要法律顧問

盛德律師事務所

核數師

德勤•關黃陳方會計師行，執業會計師
於《財務匯報局條例》下的
註冊公眾利益實體核數師

主要往來銀行

花旗銀行
大華銀行有限公司
香港上海滙豐銀行有限公司
中國工商銀行股份有限公司

Company Profile

公司介紹

NVC International Holdings Limited (formerly known as NVC Lighting Holding Limited) (the “Company”, and together with its subsidiaries, the “Group”) is a well-known lighting product supplier in the industry, mainly engaged in the design, development, production, promotion and sales of various lighting products. After the completion of the disposal of majority equity of lighting business of NVC in the PRC in late 2019, the Group, in addition to its international lighting business, formally started a new chapter for strategic adjustment and business transformation, focused on creating environmental, safe and healthy smart home and commercial office environment and promoted the Group to grow to be a global brand service provider for industrialised, chain-based and one-stop solutions. The Group has production plants in Zhejiang, Shanghai, Zhuhai in China and Vietnam, etc. It also has overseas product development centers that meet European standards. We have set up operation agencies in more than 40 countries and regions around the world.

Since the establishment in 1998, we always insist on independent innovation in product research and development, and are committed to providing efficient, energy-saving, healthy and comfortable lighting solutions for the fields of construction, transportation, urban lighting, supermarket, hotel, office, housing, school and industry. On 20 May 2010, the Company's shares were listed on the main board of the Stock Exchange (stock code: 02222). On 12 December 2019, the Group officially completed the disposal of the majority equity of lighting business of NVC in the PRC. Since then, the Group has shifted the focus of traditional lighting business from the PRC professional lighting to international professional lighting. Meanwhile, we have shifted the focus on promoting non-lighting products for quality smart life solutions.

Our products and application solutions are selected and used by a number of famous projects and brands, the Group was the lighting and service cooperative partner of the Olympic Council of Asia in 2011 and provided lighting products and solutions for famous projects including Rio Olympic Games, G20 Hangzhou Summit, Milan Expo, Guangzhou Asian Games, Shanghai World Expo, Beijing Olympic Games, Royal Wharf in London, Birmingham Airport in the UK, Villas of Saudi Arabia Sabic Group, and Qatar Beverly Hills. The Group has been committed to beautifying the commercial and living space with artificial lighting and protecting the ecological environment with environmental-friendly and energy-saving lighting. The Group started to launch a new brand strategy in 2020. The new brand mission of “Life As You Wish • 讓生活如你所願” was put forward to connect the corporate vision and brand mission with the construction of human daily life and conduct business operation from a perspective with more humanistic value.

雷士國際控股有限公司（原名為雷士照明控股有限公司）（「本公司」，連同其附屬公司統稱「本集團」），是行業知名的照明產品供貨商，主要從事各類照明產品的設計、開發、生產、推廣和銷售。於2019年底出售雷士中國照明業務大部分股權後，除國際照明業務外，本集團正式開啟戰略調整及業務轉型的全新篇章，致力於打造環境、安全、健康的智能家居以及商用辦公環境，推動本集團向產業化、鏈條化及一站式解決方案的全球品牌服務商延伸。本集團目前在中國浙江、上海、珠海及越南等擁有生產基地，在海外亦建有符合歐洲標準的產品開發中心。我們在全球超過40個國家和地區設立了經銷機構。

自1998年創立以來，我們始終堅持產品研發的自主創新，致力於為建築、交通、城市亮化、商超、酒店、辦公、家居、學校、工業等領域提供高效節能、健康舒適的照明解決方案。於2010年5月20日，本公司股份在聯交所主板上市（股份代號：02222）。於2019年12月12日，本集團正式完成了出售雷士中國照明業務大部分股權的交易，自此本集團將傳統照明業務的重心由中國專業照明轉向國際專業照明，同時將重點轉向優質智慧生活方案的非照明產品。

我們的產品及應用解決方案獲眾多著名工程和知名品牌所採用，本集團曾在2011年成為亞洲奧林匹克理事會照明及服務合作夥伴，並為里約奧運會、杭州G20峰會、米蘭世博會、廣州亞運會、上海世博會、北京奧運會、倫敦皇家碼頭、英國伯明翰機場、沙特阿拉伯Sabic集團別墅群、卡塔爾貝弗利山莊等著名工程提供照明產品及解決方案。本集團致力於以人工照明美化商業與人居空間，並以環保節能照明保護健康的生態環境。本集團於2020年踐行新品牌戰略。「Life As You Wish • 讓生活如你所願」全新品牌主張的提出，將企業願景和品牌使命與人類生活構築相銜接，用更加人文的價值視角進行企業經營和運作。

Financial Highlights

財務概要

For the Years Ended 31 December

截至12月31日止年度

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元	2022 2022年 US\$'000 千美元	2021 2021年 US\$'000 千美元	2020 2020年 US\$'000 千美元
Continuing Operations	持續經營業務					
Revenue	收入	236,603	235,978	279,468	368,357	340,809
Gross profit	毛利	74,651	67,318	63,850	102,744	97,550
Gross profit margin (Note 1)	毛利率 (附註1)	31.6%	28.5%	22.8%	27.9%	28.6%
(Loss)/Profit before income tax	所得稅前 (虧損) / 利潤	(12,307)	40,436	(3,425)	9,770	(1,807)
(Loss)/Profit margin before income tax (Note 1)	所得稅前 (虧損) / 利潤率 (附註1)	(5.2%)	17.1%	(1.2%)	2.7%	(0.5%)
(Loss)/Profit for the year from continuing operations	持續經營業務之 本年 (虧損) / 利潤	(15,355)	37,650	(5,547)	5,191	(2,901)
Net (loss)/profit margin from continuing operations (Note 1)	持續經營業務之 淨 (虧損) / 利潤率 (附註1)	(6.5%)	16.0%	(2.0%)	1.4%	(0.9%)
Profit for the year from discontinued operations	非持續經營業務之 本年利潤	-	-	-	-	-
(Loss)/Profit for the year from continuing and discontinued operations (Note 2)	持續經營業務及 非持續經營業務之 本年 (虧損) / 利潤 (附註2)	(15,355)	37,650	(5,547)	5,191	(2,901)
Attributable to:	以下各方應佔：					
Owners of the Company	本公司擁有人	(17,450)	35,713	(9,785)	902	(7,506)
Non-controlling interests	非控制性權益	2,095	1,937	4,238	4,289	4,605

Note 1: Gross profit margin equals to gross profit divided by revenue; (loss)/profit margin before income tax equals to (loss)/profit before income tax divided by revenue; net (loss)/profit margin equals to (loss)/profit for the year divided by revenue.

附註1：毛利率等於毛利除以收入；所得稅前 (虧損) / 利潤率等於所得稅前 (虧損) / 利潤除以收入；淨 (虧損) / 利潤率等於本年 (虧損) / 利潤除以收入。

Note 2: (Loss)/Profit for the year represents (loss)/profit before netting off profit for the year attributable to non-controlling interests.

附註2：本年 (虧損) / 利潤為扣除非控制性權益應佔本年利潤前的 (虧損) / 利潤。

Financial Highlights

財務概要

As at 31 December

於12月31日

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元	2022 2022年 US\$'000 千美元	2021 2021年 US\$'000 千美元	2020 2020年 US\$'000 千美元
Non-current assets	非流動資產	312,182	350,596	322,945	317,198	310,852
Current assets	流動資產	249,238	241,507	266,077	364,517	359,509
Current liabilities	流動負債	82,541	79,178	106,640	152,171	146,377
Net current assets	淨流動資產	166,697	162,329	159,437	212,346	213,132
Total assets less current liabilities	總資產減流動負債	478,879	512,925	482,382	529,544	523,984
Non-current liabilities	非流動負債	10,949	10,324	10,974	14,385	15,944
Total equity	總權益	467,930	502,601	471,408	515,159	508,039
Including:	其中：					
Equity attributable to owners of the Company	本公司擁有人應佔權益	456,498	483,771	454,492	501,150	494,203
Non-controlling interests	非控制性權益	11,432	18,830	16,916	14,009	13,836
Current ratio (Note 1)	流動比率 (附註1)	3.02	3.05	2.50	2.40	2.46

Note 1: Current ratio equals to current assets divided by current liabilities.

附註1：流動比率等於流動資產除以流動負債。

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the Board, I hereby present to you the 2024 annual report of the Group.

Review in 2024:

In 2024, in the face of the global economic slowdown, coupled with the Russian-Ukrainian war and the high inflation index, the market economy environment was constantly changing, and all the industries were facing major challenges in their operation. Major banks and financial institutions had lowered their GDP growth forecasts for various countries one after another, resulting in a sharp drop in their confidence in economic growth this year. The global economy growth was expected to remain stable at 3.2% in 2024 according to the latest World Economic Outlook published by the International Monetary Fund.

With the continued downturn in the economic environment, the demand in the consumer market has declined as a whole, and the competitive pressure in the terminal market has further increased. It is of particular importance to reduce product costs to enhance the competitiveness of the Group's products. The Group has been adjusting its procurement strategy, using bidding, price negotiation processes for large-value orders, monitoring the trend of bulk raw materials and its correlation with the pricing of purchased materials, and expanding in-house proportion of blow molded, extruded and roll-formed parts to ensure the reduction of procurement costs.

During the Reporting Period, international lighting business was still the Group's core business and contributed a majority of revenue to Group. Despite the challenging economic environment, the Group implemented several reforms to maintain its business health. These include, among others, the development of new products designs, launch of new products, evaluation of the Group's procurement strategies, all of which helped to enhance the competitiveness of the Group's products in term of prices and functionalities.

致各位股東：

本人謹代表董事會，向各位提呈本集團2024年年度報告。

2024年回顧：

2024年，面對全球經濟放緩，加上俄烏戰爭、通脹指數處於高位，造成市場經濟環境變化多端，各行各業的經營面臨重大的挑戰。主要銀行、金融機構紛紛下調各國的GDP增速預期，導致對於本年度的經濟增長信心大幅下降。國際貨幣基金組織IMF在最新的《世界經濟展望》報告中指出，預計2024年全球經濟成長將維持穩定在3.2%。

隨著經濟環境的持續不景氣，消費市場需求整體下滑，終端市場競爭壓力進一步擴大。縮減產品成本從而增加本集團產品競爭力顯得尤為重要。本集團調整採購戰略，採用招標、大訂單議價、監控大宗原材料走勢並與採購物料定價的相關性及擴大吹塑、擠塑和輥壓零件的自製比例，確保採購成本的下降。

於報告年度內，國際照明業務仍是本集團的核心業務，為本集團貢獻了大部分收入。儘管本集團面對困難的經濟環境，為了維持本集團業務的健康發展，本集團實施多項改革，包括開發新產品設計、推出新產品、評估本集團的採購策略，有助於提升本集團產品在價格及功能上的競爭力。

Chairman's Statement

主席報告

Outlook for 2025:

In 2025, international lighting business will still be the core business of the Group. In addition to this, the Group will continue to promote the development of the indoor air quality business to enhance the Group's revenue stream in the future. Although it is expected that the global economic environment will remain uncertain for 2025, the Group believes that a series of reforms conducted in 2024 will bring benefits to the Group in 2025, in particular the efforts from the Group's research and development team, whose innovation allows the Group to expand its current products portfolio in a speedy and cost-efficient way. The Group intends to promote cost-effective and intelligent products to the customers. Further, the Group will proactively improve its brand image to enhance its brand awareness in the international markets.

North American Market

Due to the uncertain macroeconomic conditions in 2025, the rising interest rate environment affects the demand for home improvement. In 2025, the Group will continue to increase investment in the development of the ETI brand, promote sales on online platforms, and form a basis for offline store sales growth by reaching end consumers online.

In addition, we will continue to optimize our product lines through principles such as platformization, modularization and standardization to maintain our position as a strategic supplier. On the other hand, based on our insights into the retail market, we will use new technologies and materials to develop new product lines such as outdoor decorative lights, outdoor commercial products, safety lights and PRO mirror lights. Due to fierce external competition, we will adopt a strategy combining self-production and outsourcing, arrange the product roadmap in advance, and grasp the opportunity of cooperation with customers, so as to lay a solid foundation for the business take-off in 2025.

In 2025, we will summarize the experiences from bidding with new customers in 2024 and recommend new products more accurately based on customer needs, so as to be well prepared for each bidding and strive to secure more new projects.

In addition to the retail channels, OEM business has also improved. In 2025, we will strive to develop more OEM customers, which will become another growth point for sales.

ETI brand will launch more than 60 new products across various channels in 2025, and the linear light series will also be available in early 2025. The key task is to ensure that every key point of these products will be implemented as planned, and that these products will be launched in time and become a growth point for sales in 2025.

2025年展望：

2025年，國際照明業務仍將是本集團的核心業務。除此之外，本集團將持續推動室內空氣質量業務的發展，有助於提升本集團未來的收入來源。儘管預計2025年全球經濟環境仍將充滿不確定性，但本集團相信2024年進行的一系列改革可以在2025年為本集團帶來多項效益。尤其是本集團研發團隊的努力，他們的創新使本集團能夠以快速且具成本效益的方式擴展其現有產品組合。本集團擬向顧客推廣高性價比、智慧化的產品。另外，本集團亦將積極提升品牌形象，推動品牌在國際市場的知名度。

北美市場

2025年宏觀經濟狀況不確定，利率上升的環境影響了家裝需求。2025年，集團會繼續加大ETI品牌的開發投入，推動網上平臺銷售，透過線上接觸終端消費者，形成對線下門店銷售增長的依據。

此外，我們會繼續通過平臺化、模組化、標準化等原則優化產品線，保持戰略供應商地位。另一方面，我們結合對零售市場的洞察，運用新技術、新材料全力開發戶外裝飾燈、戶外商用產品還有安全燈、PRO鏡前燈等新產品線。由於外部競爭激烈，我們將採用自製和外購方式進行，提前佈置好產品路線圖，把握好和客人合作的步伐，為2025年業務的騰飛打下夯實的基礎。

2025將總結2024年與新客戶投標的經驗和教訓，根據客戶需求更精準地推薦新產品，做好每一次投標準備，爭取拿到更多的新項目。

除了零售渠道，OEM業務也有所改善，2025年將盡力開發更多的OEM客戶，成為銷售額的另外一個增長點。

ETI品牌在2025年將有60多款新產品在各個渠道上市，線條燈系列產品也將於2025年初上市，重點工作必須保證這些產品按計劃落實每一個關鍵點，確保按時上市，成為2025年銷售的增長點。

Chairman's Statement

主席報告

Japanese Market

The Japanese economy is expected to face certain uncertainties in 2025, and although the government may take measures to stimulate the economy, the overall growth may still be limited. Among the growth of prices, wages and interest rates, wage increases are the most important factor determining Japan's economy. Japan now looks set to record a third straight year of wage increases next year, which will change consumer behavior. As the cost of living increases due to rising prices, consumers will continue to prefer more cost-effective products and services. Therefore, lighting products in retail channels need to pay more attention to price competitiveness and energy efficiency.

It is expected that the demand for lighting products at the retail end will not rebound significantly in 2025 and may remain at a relatively low level. Competition among lighting companies is fierce, with price wars compressing profit margins. The lighting demand in the Japanese market is expected to remain flat in 2025. E-commerce continues to develop in the Japanese market, but physical stores will still play an important role. In the future, the online-and-offline integration model may become more common. The Company intends to add new product lines in retail channels, including small ceiling lamps, small chandeliers and other new products.

The Japanese team will strive to expand sales in 2025, with the main task of promoting the ceiling lamp own-brand business while focusing on developing new customers. We will continue to optimize production processes to reduce costs and improve product competitiveness, and will expand sales channels and strengthen online sales.

UK and Nordic Markets

The economic indicators for 2025 closely reflect the trends observed in the second half of 2024.

The increase in container and insurance costs moderated in the latter part of 2024; however, the margin benefits will materialize in 2025 due to lead times and stock consumption. Weak domestic demand in China has significantly improved our negotiating position with suppliers, creating opportunities for margin enhancement. However, weak market demand particularly in the UK may prompt competitors to leverage these lower ex-factory costs to reduce their own prices in 2025.

In 2025, we plan to focus on enhancing performance in the Danish market, re-entering the Norwegian market more seriously, and piloting the AURA linear product offering. The 2025 plan commits to a recovery in sales, further positive development in gross margin, and the introduction of new sales leadership to the business in early 2025. Efforts are also underway to address structural overhead.

日本市場

預計2025年日本經濟將面臨一定的不確定性，儘管政府可能會採取措施刺激經濟，但整體增長可能仍然有限。在價格、工資和利率三者的增長中，工資上漲是決定日本經濟的最重要因素，目前看來日本有望在明年連續第三年實現工資上漲，這將改變消費者的行為。由於物價上漲帶來的生活成本增加，消費者將繼續傾向於性價比更高的產品和服務。因此，零售渠道中的照明產品需要更加注重價格競爭力和能源效率。

預計2025年零售端照明產品需求不會出現大幅反彈，可能仍將維持在相對較低水準。照明企業競爭激烈，價格戰壓縮利潤空間。日本市場2025年照明需求預計持平，電商在日本市場持續發展，但實體店仍然具有重要地位。未來線上線下融合的模式可能會更加普遍。公司計畫在零售渠道增加產品線其中包括小吸頂燈、小吊燈等新品。

日本團隊在2025年將努力擴大銷售規模，爭取吸頂燈自有品牌業務的同時致力於開發新客戶為主要任務。我們將繼續優化生產流程，降低成本，提高產品競爭力，拓展銷售渠道，加強線上銷售。

英國及北歐市場

2025年的經濟指標與2024年下半年的趨勢密切相關。

2024年下半年貨櫃及保險成本的增幅放緩；然而，由於交貨時間及庫存消耗，利潤效益將在2025年實現。中國國內需求疲軟大大提高了我們與供應商的談判地位，為提高利潤率創造了機會。然而，市場需求疲軟（尤其是英國的需求）可能會促使競爭對手利用這些較低的出廠成本於2025年降低其自身價格。

2025年，我們計劃專注於提升丹麥市場的業績，更認真地重新進入挪威市場，並試行AURA線性產品。2025年計劃致力於恢復銷售額、進一步提高毛利率並於2025年初為業務推出新的銷售領先。我們亦在努力解決結構性開銷問題。

Chairman's Statement

主席報告

Other Overseas Markets

In terms of markets and channels in 2025, for the Vietnamese market, we will continue to follow up on key projects by promoting the conversion rate of project reserves and facilitating the implementation of orders. In particular, we will follow up with distributors, contractors, designers and homeowners on related projects, while preparing for key projects in the coming year. In 2025, we will focus on following up on the distribution channels. We have already contacted several key distribution channel distributors in the south and the north. We need to prepare for the launch of distribution products as soon as possible in order to sign orders with customers. Finally, we are also starting to promote electrical products in the Vietnamese market, hoping to first expand through distribution channels and open up the entire local and regional markets.

For the Singapore market, we will continue to drive business growth through three aspects. Firstly, in terms of projects, we will continue to follow up on key projects by promoting the conversion rate of project reserves and facilitating the implementation of orders. Secondly, we will expand into new projects and acquire new customers such as project distributors, contractors, homeowners or designers. Finally, we will expand our business in distribution and retail channels. We hope that through these efforts, we can fully open up our business.

For overseas markets, we will continue to focus on the development of key new markets, such as Indonesia, Malaysia and other Southeast Asian countries, entering local markets through project and distribution channels to prepare for future business growth.

In terms of products, we will continue to focus on key product lines and enrich product lines to maintain our gross profit, and will also follow up on newly launched product lines and enhance the implementation of potential new orders. In terms of product management, we will maintain the competitiveness of product performance and pricing to manage updates. We will introduce new product lines such as AURA, linear lighting for data center applications, and electrical products.

In terms of operations, we will establish effective project sales-related demand forecasts and streamline the entire operational process to increase efficiency and control costs.

In terms of branding, for the local markets of Singapore and Vietnam, we will continue to organize one-to-one communication with customers in the office through the showrooms. In terms of brand promotion, we will continue to carry out targeted promotion on relevant platforms. For overseas markets, we will focus on participating in important exhibitions in some key countries as important platforms for the continued exposure of NVC Lighting products and brands.

其他海外市場

2025年在市場和渠道方面，針對越南市場，我們會持續跟進重點項目，推進項目儲備的轉化率，促成訂單落地。尤其是跟進相關項目的經銷商、承包商、設計師和業主，同時為來年的重點項目做預備。在2025年我們會重點跟進流通渠道，在南部和北部已經接洽幾個重點流通渠道經銷商，需要儘快預備流通產品的上市，以便和客戶簽單。最後我們在越南市場也在開始推廣電工產品，希望首先通過流通渠道鋪開，為整個本地市場以及區域市場打開局面。

針對新加坡市場，我們通過三個方面持續推動業務增長。首先在項目方面持續跟進重點項目，推進項目儲備的轉化率，促成訂單落地。同時擴展新的項目和新的客戶，無論是項目經銷商，承包商還是業主方面還是設計師渠道；最後在流通零售渠道方面拓展業務，希望通過這些方面全面打開業務局面。

針對海外市場，我們繼續聚焦在重點新市場開發，例如印尼、馬來西亞等東南亞國家，通過項目和流通渠道進入當地市場，為未來業務增長做預備。

在產品方面，我們繼續推進重點產品線的專注和豐富產品線，保持毛利水準，跟進新上市的產品線，說明增加潛在新訂單的落地。在產品管理方面保持產品性能價格競爭力，做好更新換代的管理。並且引進新的產品線，例如AURA，用於資料中心應用的線性照明以及電工產品。

在運營方面，建立有效的項目銷售相關的需求預測，尤其是從流通渠道入手，梳理整個運營流程增加效率，控制成本。

在品牌方面，針對新加坡和越南本地市場，繼續通過展示廳組織客戶一對一在辦公室的溝通交流。在品牌推廣方面繼續有針對性的在相關平臺進行推廣。針對海外市場，重點支持一些重點國家的重要展會，作為NVC Lighting 產品和品牌持續曝光的重要平台。

Chairman's Statement

主席報告

Brand Building, Product Development and Internal Management

Brand growth and business development complement each other. In 2025, the Group's branding strategy continues to emphasize steady and continuous investment, consolidating and maintaining a matrix of sub-brands covering different consumer levels, including "high, medium and new", and continuing to give each brand a suitable image and clear connotation. In 2025, some sub-brands will also see a complete revitalization of their brand images, promotional videos, official websites and social media. At the same time, the Group will also invest in marketing and promotional resources to enhance the visibility of each brand and help develop business opportunities.

In future product research and development, we will further promote the core value of "NVCi – driven by nature and presented with technology". We will research lighting technologies that improve the human environment, expand the application of core patented technologies and continue to improve the cost performance of our products in the depth and breadth of our existing product lines. We will also rationally utilize platformization, serialization, modularization and standardization to continuously provide new products and services that meet market needs, thereby empowering consumers and users, providing a comfortable and healthy lighting environment and improving people's quality of life.

As market competition further intensifies, the cost competitiveness of products needs to be further improved. In terms of the supply chain, price control of raw materials will be a key concern of the Group. The Group will strengthen management in terms of material prices, inventory control and team personnel optimization. The Group intends to further improve the competitiveness of its future products and transformed the same into the Group's comprehensive strength through the following means: annual bidding and price negotiation; expanding localized procurement in Vietnam; and accelerating the comprehensive self-production of blow moulding, extrusion and roll parts. In addition, the Group will continue to promote the digitalisation and informatisation construction throughout the Group. In 2025, the Group is devoted to promoting the ERP system transformation of its subsidiaries, so as to achieve globally cross-regional cooperation and resource sharing among main businesses, thereby enhancing the overall operating efficiency of the Group. Meanwhile, the Group will enhance its ERP function and, by adding different functions, further enhance its governance effectiveness.

品牌塑造、產品開發及內部管理

品牌成長與業務發展相輔相成。2025年，本集團的品牌戰略繼續強調穩紮穩打、持續投入，鞏固和維護涵蓋「高、中、新」不同消費層次的子品牌矩陣，持續賦予各品牌適合的形象和清晰的內涵。2025年，部分子品牌的品牌形象、宣傳片、官網、社交媒體等也將迎來全面煥新。同時，集團亦會投入相應的市場宣傳資源，致力提升各品牌知名度，輔助拓展業務機遇。

未來產品研究及開發，我們將進一步推行「NVCi-以自然驅動，用科技呈現」這一核心價值觀，研究改善人類環境照明技術，拓展核心專利技術的應用，繼續在現有產品線的深度和廣度上提升產品的性價比，合理利用平臺化、系列化、模組化、標準化不斷提供符合市場需求的新產品和服務，為消費者和使用者賦能，提供舒適健康的照明環境，提升人們的品質生活。

隨著市場競爭的進一步加劇，產品的成本競爭力需要進一步提升。在供應鏈方面，原材料價格控制將會是本集團重點關注事項。本集團將在材料價格、庫存控制、團隊人員優化等工作上加強管理。本集團擬透過以下方式進一步提升未來產品的競爭力，並將其轉化為本集團的綜合實力：年度招標議價；擴大越南本土化採購；加快推進吹塑、擠塑和輥壓零件的全面自製。此外，本集團將繼續推動全集團的數碼化和信息化建設，2025年致力推動各附屬公司的ERP系統切換，實現主要業務的全球性跨區域合作和資源分享，提升本集團整體營運效率。本集團將同時提升ERP的功能，通過加入不同功能，進一步提升管治效能。

Chairman's Statement

主席報告

Acknowledgement

Our stable development for over 20 years depends on the wholehearted contributions and persistent support from the Board and all staff members. I would like to express my heartfelt thanks to the long-term support of all shareholders, clients, suppliers and distributors. In the future, we will strive forward steadily as in the past with full responsibility to all shareholders, clients, suppliers and distributors, with an aim to make the Group's brand "NVC International" a world-wide respected brand and secure satisfactory results to repay the support from various sectors.

WANG Donglei
Chairman

Hong Kong
28 March 2025

致謝

我們二十餘年的穩步發展，離不開董事會全仁及全體員工的全心全意及努力不懈的貢獻。本人對各股東、客戶、供貨商及經銷商的長期支持深表感謝。未來，我們將繼續秉承著對各股東、客戶、供貨商及經銷商負責的態度，穩健務實地走好每一步，將本集團的雷士國際品牌打造成讓世人尊敬的品牌，以令人滿意的業績回饋各界的支持。

王冬雷
董事長

香港
2025年3月28日

Management Discussion and Analysis

管理層討論與分析

Market and Performance Review

In 2024, in the face of the global economic slowdown, coupled with the Russian-Ukrainian war and the high inflation index, the market economy environment was constantly changing, and all the industries were facing major challenges in their operation. Major banks and financial institutions had lowered their GDP growth forecasts for various countries one after another, resulting in a sharp drop in their confidence in economic growth this year. The global economy growth was expected to remain stable at 3.2% in 2024 according to the latest World Economic Outlook published by the International Monetary Fund.

With the continued downturn in the economic environment, the demand in the consumer market has declined as a whole, and the competitive pressure in the terminal market has further increased. It is of particular importance to reduce product costs to enhance the competitiveness of the Group's products. The Group has been adjusting its procurement strategy, using bidding, price negotiation processes for large-value orders, monitoring the trend of bulk raw materials and its correlation with the pricing of purchased materials, and expanding in-house proportion of blow molded, extruded and roll-formed parts to ensure the reduction of procurement costs.

During the Reporting Period, international lighting business was still the Group's core business and contributed a majority of revenue to Group. Despite the challenging economic environment, the Group implemented several reforms to maintain its business health. These include, among others, the development of new products designs, launch of new products, evaluation of the Group's procurement strategies, all of which helped to enhance the competitiveness of the Group's products in term of prices and functionalities.

Selling and Distribution

The Group has established sales networks and channels in major countries and regions including North America, Europe, Australia, East Asia, Middle East, Southeast Asia and the PRC leveraging its extensive marketing experience and superior globe-based operation team.

市場及業績回顧

2024年，面對全球經濟放緩，加上俄烏戰爭、通脹指數處於高位，造成市場經濟環境變化多端，各行各業的經營面臨重大的挑戰。主要銀行、金融機構紛紛下調各國的GDP增速預期，導致對於本年度的經濟增長信心大幅下降。國際貨幣基金組織IMF在最新的《世界經濟展望》報告中指出，預計2024年全球經濟成長將維持穩定在3.2%。

隨著經濟環境的持續不景氣，消費市場需求整體下滑，終端市場競爭壓力進一步擴大。縮減產品成本從而增加本集團產品競爭力顯得尤為重要。本集團調整採購戰略，採用招標、大訂單議價、監控大宗原材料走勢並與採購物料定價的相關性及擴大吹塑、擠塑和輥壓零件的自製比例，確保採購成本的下降。

於報告年度內，國際照明業務仍是本集團的核心業務，為本集團貢獻了大部分收入。儘管本集團面對困難的經濟環境，為了維持本集團業務的健康發展，本集團實施多項改革，包括開發新產品設計、推出新產品、評估本集團的採購策略，有助於提升本集團產品在價格及功能上的競爭力。

銷售及分銷

憑藉豐富的營銷經驗及優秀的全球化運作團隊，本集團目前已於北美、歐洲、澳洲、東亞、中東、東南亞及中國等主要國家及地區建立銷售網絡及渠道。

Management Discussion and Analysis

管理層討論與分析

North American Market

In 2024, the global lighting market continued to grow, driven by technology, environmental protection needs and smart home trends. The Asia-Pacific region remained the world's largest lighting market, with urbanization and infrastructure construction in emerging economies such as China and India driving demand growth. Developed markets such as North America and Europe had strong demand for energy-saving and smart lighting products, with policy support further promoting market expansion. The lighting market in the Middle East and Africa also grew steadily due to urbanization and the need to improve energy efficiency.

In 2024, the U.S. dollar remained strong. Due to the weak global economy and the noticeable slowdown in the real estate market, end consumers reduced their spending, market demand was suppressed. The United States LED general lighting market was generally weak in 2024. Having said that, the Group's largest customer in the United States, a global home improvement retailer, recorded a positive sales growth throughout the year, mainly benefiting from its strategic transformation from a retail company to a service-oriented company.

The development direction in 2024 and the next few years will continue to focus on product optimization and maintain strong competitive advantages. We will consistently uphold our advantages in terms of pricing and specifications for hot-selling products, and analyze the reasons for less popular products and decisively make technical improvements or replace them with new product offerings.

In 2024, new customers and new projects brought considerable sales to the retail channels and project channels. However, sales in the commercial channel were lower than expected mainly because of the underperformance and the unsatisfactory sales completion rate of agents. Additionally, the construction projects, especially those involving high-priced products, started slowly with stagnated demand.

Japanese Market

In 2024, the U.S. dollar continued to strengthen, and the exchange rate once fell to 161.5 Japanese yen to 1 US dollar, setting the lowest level of Japanese yen depreciation in 34 years since 1990. The trend of rising prices caused by the depreciation of the Japanese Yen has not changed, which has had a significant impact on residents' consumption. Japan's actual economic growth rate in 2024 was -0.3%.

北美市場

2024年全球照明市場在技術、環保需求和智慧家居趨勢的推動下持續增長。亞太地區仍是全球最大的照明市場，中國、印度等新興經濟體的城市化進程和基礎設施建設推動了需求增長；北美和歐洲等發達市場對節能和智慧照明產品的需求強勁，政策支持也進一步促進了市場擴展；中東和非洲這些地區由於城市化進程和能源效率提升的需求等，照明市場亦穩定增長中。

2024年，美元繼續保持相對強勢，受累於全球經濟疲軟和房地產市場明顯放緩，終端消費者減少支出，市場需求受到抑制，美國LED通用照明市場在2024年整體呈現疲軟狀態。集團的美國最大客戶，某全球家居裝修零售商，全年銷售錄得正增長，主要受益於戰略轉型，從零售公司蛻變為服務型公司。

2024年和未來幾年的發展方向將會持續專注於產品優化、保持強而有力的競爭優勢。熱銷產品繼續保持價格和規格領先；銷售不好的產品分析原因，果斷進行技術改進或者用新產品替換。

2024年，新客戶及新項目為零售渠道及項目渠道，帶來了可觀的銷售額。商用渠道銷售較預期低，主要因為代理商表現不及預期，銷售完成率不理想；工程項目特別是高價產品的項目開工緩慢，需求停滯。

日本市場

2024年，美元持續走強，匯率一度跌至161.5日元兌換1美元，創下1990年後34年以來日元貶值最低水準，日元貶值導致的物價上漲的趨勢依然沒改變，對居民消費形成了較大的衝擊，2024年日本實際經濟增長率為-0.3%。

Management Discussion and Analysis

管理層討論與分析

Rising prices have led to an increase of the cost of living for residents, thereby suppressing overall consumer spending. As a result, consumers may turn to cheaper alternatives or reduce consumption. The overall demand for lighting products at the retail end has shrunk compared with the year of 2023. The demand for both ceiling lamps and light bulbs have dropped significantly as compared with 2023. Coupled with the market recession in 2023, the lighting-related market has become increasingly grim. According to the statistics of the Japanese Industrial Association on the market situation in 2024, the demand for domestic LED lighting products in 2024 was only 90% of that in 2023, and the market has shrunk relatively. Sales in the Japanese market fell year-on-year, mainly due to the depreciation of the Japanese Yen and reduced demand.

UK and Nordic Markets

The UK and European markets continued to be impacted by slow economic growth, high interest rates, and a lack of liquidity. The security crisis in Ukraine has specifically affected the Finnish market, where there is a shared border with Russia.

Regarding the UK market, some of the largest wholesalers introduced cost-cutting measures in the latter part of 2024, primarily targeting reductions in headcount within their branch networks. Notably, the upper segment of the residential, hospitality, and heritage markets in the UK, where DERNIER & HAMLYN ("D&H"), a century-old high-quality luxury lighting manufacturer, operates, remained relatively unaffected by the broader macro-economic challenges facing the UK.

This situation continues to validate the "channel-only" sales approach, despite the efforts invested to drive demand for the NVC Lighting brand and our focus on larger, more financially robust wholesalers.

UK NVC also retains its commitment to managing processes using International Organization for Standardization (ISO) standards, and along with the ISO 9001/14001/45001 in place at the end of 2022 in the UK and Nordics, and added ISO 22301 (Business Continuity), and ISO 50001 (Energy Management) to the operating standards. The lighting test facility continues to be certified by the UK Lighting Industry Association.

In addition, we have invested in EPD (Environmental Product Declaration) Certification for our professional product offering, being relaunched as "PROe", to reflect our commitment.

物價上漲導致居民生活成本增加，從而抑制整體消費支出，消費者可能會轉向更便宜的替代品或減少消費，零售端照明產品的整體需求同期相比有所萎縮，吸頂燈和燈泡均比去年大幅(有所)下降，加上去年市場不景氣，使得照明相關市場變得越來越困難。日本工業協會統計了2024年市場情況，國內LED照明產品2024年的需求量只有2023年的90%，市場相對萎縮了。日本市場銷售同比下降，日元貶值和需求減少是主要原因。

英國及北歐市場

英國及歐洲市場持續受到經濟成長緩慢、高利率及流動性缺乏的影響。烏克蘭的安全危機尤其影響了與俄羅斯接壤的芬蘭市場。

就英國市場而言，一些最大的批發商已在2024年下半年推出了削減成本的措施，主要針對減少其分支機構網路內的員工數量。值得注意的是，百年英倫優質照明生產商DERNIER & HAMLYN (「D&H」) 所在的英國住宅、酒店及文化遺產市場的高端市場，相對而言並未受到英國面臨的更廣泛宏觀經濟挑戰的影響。

儘管我們投入了大量精力來推動雷士照明品牌的需求並專注於規模更大、財力更雄厚的批發商，但這種情況繼續驗證了「僅限渠道」的銷售方式。

英國雷士亦保留其使用國際標準化組織(ISO)標準管理流程的承諾，以及於2022年底在英國及北歐實行ISO 9001/14001/45001，並將ISO 22301(業務連續性)及ISO 50001(能源管理)加入到營運標準。照明測試設施繼續獲得英國照明工業協會的認證。

此外，為了體現我們的承諾，我們亦為我們的專業產品供應投資了EPD(環境產品聲明)認證，並將其重新推出為「PROe」。

Management Discussion and Analysis

管理層討論與分析

Other Overseas Markets

The Southeast Asian market mainly comprises of three parts, namely the overseas markets, the local market in Singapore and the local market in Vietnam. The overseas market mainly includes countries such as Pakistan, Sri Lanka, Uruguay and Mongolia. The dual-channel (project and distribution) business strategy formulated at the beginning of 2024 yielded obvious results throughout the year.

First of all, the project channel performed strongly in the Vietnamese market in 2024, mainly in the fields of outdoor landscape and street lighting, indoor office building lighting and factory and industrial lighting, and secured considerable orders. We also gained certain profits in the Singapore local market. We worked directly with local terminal home owners to provide public lighting project solutions and won orders from competitors. In terms of overseas markets, our projects in Uruguay grew rapidly, making breakthroughs in both commercial and retail projects. In the distribution channels, our Vietnamese team entered the home distribution channel, opened up the situation and secured orders, laying a solid foundation for long-term cultivation of this target market in the future. In the overseas market of New Guinea, we achieved very significant business breakthroughs by cooperating with a large local supermarket chain. In terms of brand marketing activities, we focused on the local markets of Vietnam and Singapore by holding customer seminars, participating in key exhibitions and building office showrooms to invite customers for one-on-one product introductions and business negotiations.

Through the above efforts, we not only effectively introduced and promoted our product solutions, but also created great influence on the brand. We are very gratified to see that the activities we held directly led to the placement of sales orders and the promotion of the brand, establishing a solid foundation for building a credible, professional and quality brand. At the same time, we were also facing some market challenges. In Pakistan, due to the local general election in the first quarter of 2024, government projects were directly affected, resulting in a direct impact on and delays of our business. Commercial projects in Sri Lanka continued to suffer from past national bankruptcies/economic crises and were slow to progress.

其他海外市場

東南亞市場主要包括三個部分，海外市場、新加坡本地市場和越南本地市場。海外市場以巴基斯坦、斯里蘭卡、烏拉圭和蒙古等國家為主導。於2024年初制定的雙渠道（項目和流通）業務策略於全年有明顯的果效。

首先從項目渠道2024年於越南市場表現強勁，以戶外景觀和路燈照明，室內辦公樓照明和工廠工業照明領域為主，取到可觀的訂單。新加坡本地市場也獲得一定的收益。我們和當地終端業主直接合作，提供公共照明項目解決方案，並從競爭對手當中獲勝取得訂單。海外市場烏拉圭項目增長快速，在商業和零售項目方面取得突破。在流通渠道，我們越南團隊進入家居流通渠道，打開局面並鎖定訂單，為以後長期耕耘這個目標市場打下堅實的基礎。在海外市場新布幾內亞，我們取得非常顯著的業務突破，成功與當地某大型商超連鎖店合作。在品牌行銷建設方面，我們聚焦在越南和新加坡本地市場，舉辦了客戶研討會，參加重點展會以及搭建辦公室展示廳來邀請客戶做一對一的產品介紹和商務洽談。

不僅有效的介紹推廣我們的產品方案，同時在品牌方面創造大的影響力，我們非常可喜的看到我們舉辦的活動直接帶動銷售訂單的落地以及擦亮品牌的果效，為把品牌打造成區域可信，專業和有品質的品牌定位建立堅實的基礎。同時，我們也面對一些市場的挑戰，巴基斯坦由於當地2024年第一季度的大選，政府項目直接受到影響，我們的業務也受到直接的影響而延遲。斯里蘭卡商業項目持續受到過去國家破產／經濟危機的影響，進度緩慢。

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In 2024, in the Middle East and North Africa, we began to participate in the quotations of large-scale projects in different regions, including hotels and villa complexes in Saudi Arabia, real estate projects in the UAE, and projects of the Kuwait Ministry of Housing and Urban-Rural Development. At the same time, we have carried out further product updates and brand promotions for existing distributors to improve brand competitiveness and strengthen the investment of the designer team.

Brand Image Building and New Product Research and Development

“Light”, “Air”, and “Water” are the three key elements of the Group’s business development and also the three main threads of brand building. In 2024, “Light” remained the continuous driving force and core foundation of the Group’s development. The Group has not only completed the brand upgrade and re-launch of the Group’s brand and a number of its lighting sub-brands this year, giving them a younger vitality; it has also re-integrated and repositioned its other businesses and brands. In the business areas where each brand operates, each sub-brand has been actively utilizing various marketing activities and social media to continually build up its brand image, enhance brand recognition and loyalty, and help capture more market share.

In 2024, the Group continued to review and upgrade its owned brands, in line with its branding strategy of “Advancement through Stability” in 2023. First of all, the brand image of “ETI”, the lighting brand in North America, was renewed. On the basis of the continuation of the original brand color and key identifying graphics, the “ETI” brand logo has been optimized to a greater extent, and a new interpretation of the brand concept has been injected to make “ETI” more youthful and approachable.

Subsequently, the Group has revamped logo and visual identity system of the Group’s own brand “NVC International”, refocusing on the core elements of NVC and injecting more vitality by increasing the saturation and brightness of the colors. The new version of the Group’s brand identity has been put into use in the third quarter of 2024, while a new promotional video, introduction brochure of the Group and a series of office document sets have also been released simultaneously.

2024年在中東及北非地區上，開始陸續參與不同區域的大型項目報價，包括沙地阿拉伯的酒店及別墅群、阿聯酋房的地產項目、科威特住建部項目等。同時針對現有經銷商做進一步的產品更新及品牌推廣，以提高品牌競爭力，強化設計師團隊的投入。

建立品牌形象及新品研發

「光」、「空氣」、「水」是本集團業務發展的三大要素，也是品牌建設的三條主線。在2024年，「光」仍然是本集團發展的持續動力與核心根本。本集團在今年不僅完成了對集團品牌及旗下多個照明子品牌的品牌升級和重新發佈，賦予了它們更年輕的生命力；更對其它業務和品牌進行了重新的整合和定位。在各品牌所在的業務區域，各子品牌積極透過各類行銷活動與社交媒體，持續建立自身品牌形象，提升品牌認知度和忠誠度，助力搶佔更多市場份額。

2024年，本集團延續「穩中求進」的品牌策略，持續對集團內部各品牌進行檢視和升級。首先迎來的是北美地區照明品牌「ETI」的品牌形象更新。在延續原有品牌色調及主要識別圖形的基礎上，對「ETI」品牌標識作了較大程度的優化，同時注入全新的品牌理念詮釋，使「ETI」品牌形象更年輕化、更具親和力。

其後，本集團煥新了集團自身品牌「NVC International」形象標識以及視覺識別系統，重新聚焦於NVC核心元素，並通過提高色彩飽和度和明度，為集團形象注入更鮮活的生命力。新版集團品牌形象已在2024年第三季度投入使用，同時，全新的集團宣傳片、集團業務介紹書及一系列辦公文件套裝等亦已全面發佈。

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In the fourth quarter of 2024, on the occasion of the fifth anniversary of the establishment of the Vietnam Branch, the Group's first integrated brand showroom was inaugurated at the Vietnam Manufacturing Centre, bringing together four of the Group's most important lighting brands and showcasing their brand strength, R&D innovation capabilities and core products.

In addition, the Group's sub-brands have also been actively engaged in local market activities. AURA and NVC Lighting made their debut at industry exhibitions in North America and Southeast Asia, both of which were well received by the market.

The Group's strategy is to illuminate the world with an unmatched portfolio of LED lighting solutions. We accomplish this through a vertically integrated global supply chain, deep partnership with our global network of independent distributors and a diverse portfolio of brands, applications, and products in the lighting and electricals sectors. The Group attaches great importance to the research and development of innovative technologies. The research department propelled the operating model of "synchronous development and concurrent engineering" within the Company by adhering to the R&D concept of "innovation, speed, quality and cost" and the R&D ideas of "three generations (production generation, development generation and pre-research generation)", greatly speeding up the efficiency of new product research and development. In the process of developing a series of new products in 2024, the focus was on platformization, serialization, modularization and standardization of key product categories. The platformization and serialization work of major product categories was successfully completed, and the introduction of some new processes and new materials enhanced the competitiveness of the manufacturing system.

2024年第四季度，乘越南分公司成立五週年之際，本集團第一個綜合品牌展廳於越南製造中心落成，集合旗下四個最重要的照明品牌，集中展示品牌實力、研發創新能力和核心產品。

此外，本集團旗下各個子品牌亦在當地市場積極活動，AURA及NVC Lighting先後在北美及東南亞地區的行業展會中亮相，均獲得不俗市場反響。

本集團的企業戰略是通過一體化的全球供應鏈，與全球獨立分銷商的深度合作以及在照明和電氣領域擁有多樣化的品牌、應用和產品相結合，為世界提供極致卓越的LED照明解決方案。本集團十分重視創新技術的研發。研究部門秉持「創新、速度、質量、成本」的研發理念，「三個一代」即「生產一代、開發一代、預研一代」的研發思路、在公司體系內推進「同步開發、並行工程」的運作模式，大大加快了新產品研發的效率。2024年在系列新產品研發過程中，重點注意主要產品類別的平臺化、系列化、模塊化、標準化工作，順利完成了主要大類產品的平臺化/系列化工作，以及部分新工藝新材料的導入提升了製造系統的競爭力。

Management Discussion and Analysis

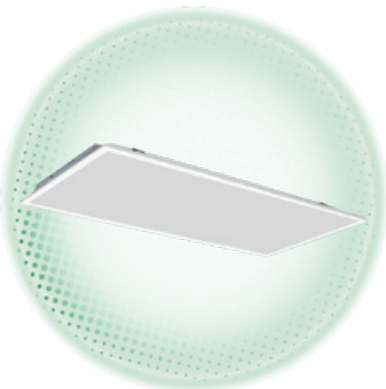
管理層討論與分析

The Group's Main New Products

The Group focuses on developing creative research and development capability and providing customers with professional and optimised lighting and non-lighting solutions. It aims to promote the global energy-saving and emission-reduction and enhance green lighting industry forward to more sustainable, healthy and well-regulated growth. The Group has now established sales networks in major countries and regions such as North America, Europe, Australia, East Asia, the Middle East and Southeast Asia. The Group develops and promotes products according to regional characteristics and customer needs, providing distributors, project customers and consumers with customised and differentiated products and services. The following shows the main new products developed and successfully marketed by the Group during the Reporting Period.

本集團主要新品

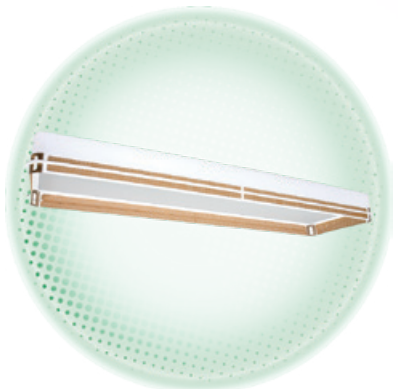
本集團致力於打造創新性研發能力，為客戶提供專業的照明及非照明優化解決方案，以推進國際節能減排，發展綠色照明環保產業為使命，推進照明產業持續、健康、有序的發展。目前本集團已於北美、歐洲、澳洲、東亞、中東及東南亞等主要國家及地區建立銷售網絡，並按區域特徵及客戶需求進行產品開發和推廣，為廣大經銷商、工程客戶及消費者提供定制化和差異化的產品及服務。下列展示本集團於報告年度內開發並成功上市的主要新品。



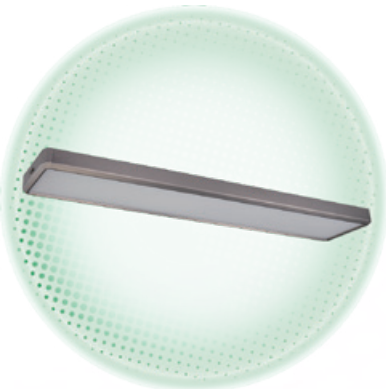
Daylight Harvesting Panel
感光面板燈



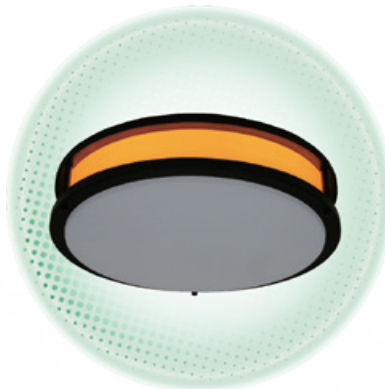
3 LIGHT Vanity Light
三頭鏡前燈



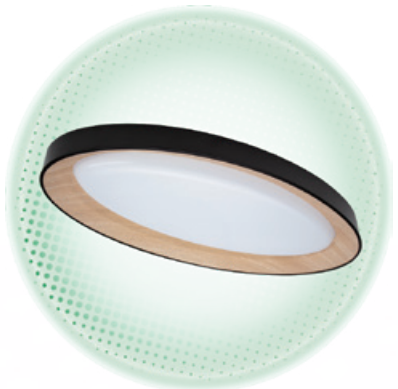
White Soft Gold Rattan Panel
藤感裝飾面板燈



White Soft Gold Rattan Panel
裝飾面板燈



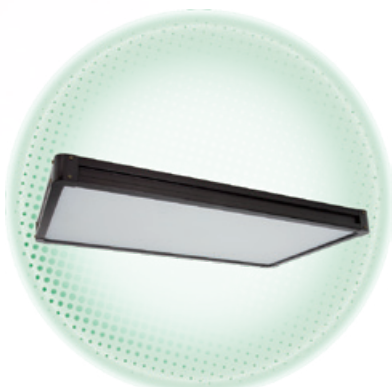
MB Orbit Night Light
帶夜燈的雙層裝飾性吸頂燈



Oval Matte Black White Oak Interior
橢圓白橡木吸頂燈

Management Discussion and Analysis

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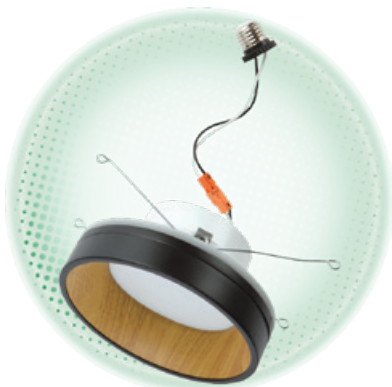
MB Rectangle Panel
長方形面板燈



Mini Flushmount
小型吸頂燈



Retrofit Trim Press Lens Inner
Ring Night Light Adaptor
按壓調色溫筒燈



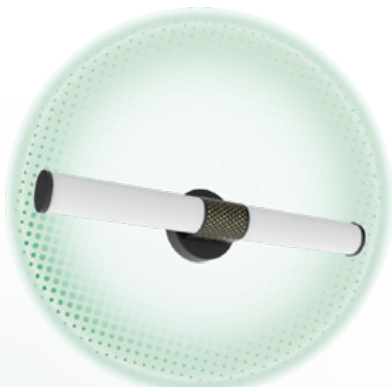
Matte Black Retrofit White Oak
Interior Night Light Adaptor
裝飾性筒燈



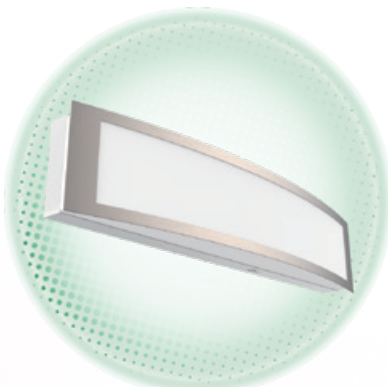
Canless Inner Ring Night
Light Metal Housing
帶前置式夜燈的筒燈



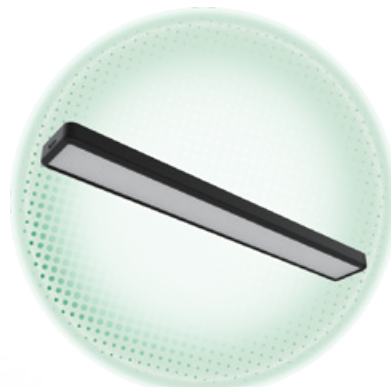
Disk Light
飛碟筒燈



RGB Vanity
智能鏡前燈

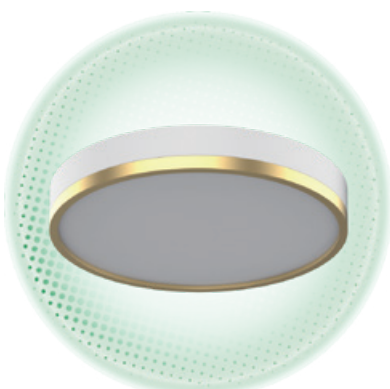


Woodbury Vanity Light
長條形鏡前燈

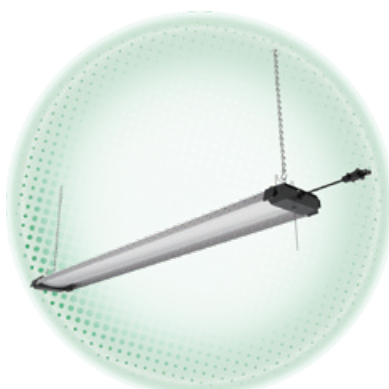


Deco Panel Light
裝飾面板燈

Management Discussion and Analysis 管理層討論與分析



Flush-Mount
裝飾性吸頂燈



Shop Light
吊裝支架燈



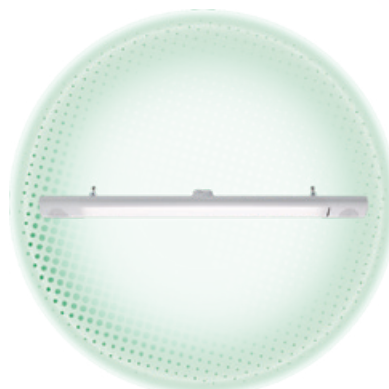
Under Cabinet
櫥櫃燈



Wrap Light
帶端蓋的吸頂燈



Panel Ceiling Light
小導光板吸頂燈



Linear Ceiling Light
長條形音響吸頂燈



Ceiling Light
全面發光吸頂燈



LED Lamp With Motion Sensor
人感燈



Filament Lamp
燈絲燈A形

Management Discussion and Analysis

管理層討論與分析

Financial Review

Sales Revenue

Sales revenue represents the invoiced value of goods sold, after allowances for returns and trade discounts. During the Reporting Period, the sales revenue of the Group amounted to US\$236,603,000, representing an increase of 0.3% as compared with the sales revenue in the Corresponding Period.

For business management need and the nature of business units based on the products and market, the Group classified the reportable operating segments as follows:

Revenue by geographical locations, NVC brand sales and non-NVC brand sales

The table below sets forth the sales revenue by geographical locations, NVC brand products and non-NVC brand products and the growth rate of each item. Our non-NVC brand products primarily consist of ODM products.

財務回顧

銷售收入

銷售收入指已售貨物的發票價值，經扣除退貨和折扣的淨額。於報告年度內，本集團取得銷售收入為236,603千美元，較同期的銷售收入增加0.3%。

出於經營管理需要及其產品和市場組成業務單元的性質，本集團劃分以下報告業務分部：

按地理位置及雷士品牌與非雷士品牌銷售劃分的收入

下表載列按地理位置及雷士品牌產品和非雷士品牌產品劃分的銷售收入及各項目的增長率。我們的非雷士品牌產品主要由ODM產品組成。

		Year ended 31 December 截至12月31日止年度		Growth rate 增長率
		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元	
Sales revenue from the PRC market	來自中國的銷售收入			
Non-NVC brands	非雷士品牌	11,458	14,041	(18.4%)
<i>Subtotal</i>	<i>小計</i>	11,458	14,041	(18.4%)
Sales revenue from international markets	來自國際的銷售收入			
NVC brands	雷士品牌	31,986	36,839	(13.2%)
Non-NVC brands	非雷士品牌	193,159	185,098	4.4%
<i>Subtotal</i>	<i>小計</i>	225,145	221,937	1.4%
Total	合計	236,603	235,978	0.3%

Management Discussion and Analysis

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The Group continues to focus on the lighting products in overseas markets. During the Reporting Period, sales revenue from the PRC decreased by 18.4%, due to the increasingly fierce competition from other competitors. Meanwhile, international sales slightly increased by 1.4%. This led to a slight increase in the overall sales revenue by 0.3% comparing with the Corresponding Period.

Cost of Sales

Cost of sales mainly consists of the cost of raw materials, outsourced manufacturing costs, labor costs and indirect costs. Major raw materials of the Group include iron, aluminum and alloys, glass tubes, electronics components and LED packaged chips. Outsourced manufacturing costs primarily include the cost of purchased semi-finished products used in the production of our products and finished products produced by other manufacturers. Indirect costs primarily include water, electricity, depreciation and amortisation and others. The table below sets forth the composition of our cost of sales:

本集團在海外市場繼續專注於照明產品。報告年度內來自中國的銷售收入減少18.4%，原因是其他競爭對手的競爭日益激烈。而國際銷售略有增加1.4%。這導致整體銷售收入較同期略有增加0.3%。

銷售成本

銷售成本主要包括原材料成本、外包生產成本、勞工成本及間接費用。本集團的主要原材料包括鐵、鋁及合金、玻璃管、電子元器件以及LED封裝晶片等。外包生產成本主要包括採購其他製造商生產的半成品以及成品以用於我們的產品生產的成本。間接費用成本主要包括水、電、折舊和攤銷以及其他。下表列示銷售成本的組成：

		Year ended 31 December 截至12月31日止年度			
		2024 2024年		2023 2023年	
		US\$'000	Percentage in revenue (%)	US\$'000	Percentage in revenue (%)
		千美元	佔收入比例 (%)	千美元	佔收入比例 (%)
Raw materials (including outsourced manufacturing costs)	原材料 (含外包生產成本)	131,273	55.5%	136,557	57.9%
Labor costs	勞工成本	16,915	7.1%	15,373	6.5%
Indirect costs	間接費用	13,764	5.8%	16,730	7.1%
Total	合計	161,952	68.4%	168,660	71.5%

During the Reporting Period, the cost of sales as a percentage in revenue decreased from 71.5% to 68.4%, while the gross profit margin increased from 28.5% to 31.6%, which was mainly attributable to the adjustments on procurement strategy and shipping cost have become normalised.

於報告年度內，銷售成本佔收入的百分比從71.5%降至68.4%，毛利率從28.5%增至31.6%，主要是由於調整了採購策略及運輸成本已經正常化。

Management Discussion and Analysis

管理層討論與分析

Gross Profit and Gross Profit Margin

Gross profit is calculated as the net value of sales revenue less cost of sales.

During the Reporting Period, gross profit was US\$74,651,000, representing an increase of 10.9% as compared with the gross profit of sales from the continuing operations of the Corresponding Period, and gross profit margin of sales increased from 28.5% to 31.6%.

The table below shows the gross profit and gross profit margin by geographical locations and NVC brand products and non-NVC brand products for the periods indicated:

毛利及毛利率

毛利指銷售收入減去銷售成本後的淨額。

於報告年度內，實現毛利為74,651千美元，較同期的持續經營業務的銷售毛利增加10.9%，銷售毛利率從28.5%增至31.6%。

下表列示所示期間的按地理位置及雷士品牌產品及非雷士品牌產品的毛利及毛利率：

		Year ended 31 December 截至12月31日止年度			
		2024 2024年		2023 2023年	
		US\$'000 千美元	(%) (%)	US\$'000 千美元	(%) (%)
Gross profit from PRC sales:	中國銷售產生的毛利：				
Non-NVC brands	非雷士品牌	1,568	13.7%	1,719	12.2%
<i>Subtotal</i>	<i>小計</i>	1,568	13.7%	1,719	12.2%
Gross profit from international sales:	國際銷售產生的毛利：				
NVC brands	雷士品牌	13,230	41.4%	12,688	34.4%
Non-NVC brands	非雷士品牌	59,853	31.0%	52,911	28.6%
<i>Subtotal</i>	<i>小計</i>	73,083	32.5%	65,599	29.6%
Total	合計	74,651	31.6%	67,318	28.5%

With the continued downturn in the economic environment, overall demand in the consumer market has declined, and competitive pressure in the terminal market has intensified. It is particularly important to reduce product costs to enhance the competitiveness of the Group's products. Firstly, the Group transferred its best-selling product lines to factories in Vietnam, where more favorable trade policies are in place. Additionally, the Group strengthened its procurement strategy and technology to reduce costs. Secondly, the Group implemented self-production processes for blow molding, extrusion, and roll parts, replacing purchases from third-party vendors for assembly. With the combined effects, the overall gross profit margin of the Group during the Reporting Period increased from 28.5% to 31.6% as compared with the Corresponding Period.

隨著經濟環境持續低迷，消費市場整體需求下降，終端市場競爭壓力加劇。降低產品成本對提升本集團產品的競爭力尤其重要。首先，本集團將暢銷產品線轉移到貿易政策更優惠的越南工廠。此外，本集團加強了採購策略及技術以降低成本。其次，本集團對吹塑、擠塑、輥壓零件實施自主生產，取代向第三方供應商採購組裝。基於該等綜合影響，本集團於報告年度內的整體毛利率較同期由28.5%增至31.6%。

Management Discussion and Analysis

管理層討論與分析

Other Income

Our other income mainly consists of government grants and other subsidies, bank and other interest income, surcharges from suppliers, rental income, consultancy service income, trademark licensing fee and others (the breakdown of which is provided in note 7 to the consolidated financial statement in this annual report). We received various types of government grants in the form of tax subsidies, incentives for research and development activities and expansion of production capacity of energy-saving lamp.

Other Gains and Losses

This item represents the Group's net foreign exchange gains, gains (losses) on fair value changes of held-for-trade investments, loss on disposal of property, plant and equipment and, loss on fair value of contingent consideration payable and others during the Reporting Period. During the Reporting Period, other gains and losses of the Group decreased as compared with the other gains and losses from the Corresponding Period, which was mainly due to combined effects of decrease in net foreign exchange gains, loss on fair value of contingent consideration payable, loss on disposal of property, plant and equipment, and increase of gain (loss) on fair value changes of held-for-trading investments and others.

Selling and Distribution Costs

Our selling and distribution costs mainly consist of freight costs, advertising and promotion expenses, staff costs and other costs including office expenses, customs clearance expenses, travelling expenses, depreciation and amortisation, insurance fees and other miscellaneous costs.

During the Reporting Period, the selling and distribution costs were US\$30,843,000, representing a decrease of 11.5% as compared with the selling and distribution costs from the Corresponding Period. The selling and distribution costs as a percentage in revenue decreased from 14.8% to 13.0%, which is mainly resulted from a decrease of market research fee.

Administrative Expenses

Our administrative expenses mainly consist of staff costs, amortisation and depreciation, office expenses and other expenses including tax expenses, audit fees, other professional fees, and other miscellaneous expenses. These taxes mainly include land use tax and stamp duty in connection with our administrative functions.

其他收入

我們的其他收入主要包括政府補助及其他補貼、銀行及其他利息收入、來自供應商的附加費、租金收入、諮詢服務收入、商標許可費及其他（其組成請參照本年報內綜合財務報表附註7）。同時我們收到各種作為稅收補貼、鼓勵進行科技研發和擴大節能燈產能的政府補貼。

其他損益

本項反映於報告年度內本集團的外匯淨收益、交易性持有投資的公允價值變動收益（損失）、處置物業、廠房及設備的損失、應付或有代價的公允價值虧損及其他等。於報告年度內，本集團的其他損益較同期的其他損益有所減少，主要是由於外匯淨收益減少、應付或有代價的公允價值虧損、處置物業、廠房及設備的損失、交易性持有投資的公允價值變動收益（虧損）增加以及其他的綜合影響所致。

銷售及分銷費用

我們的銷售及分銷費用主要包括運費、宣傳和推廣費、員工成本和其他費用，包括辦公費、報關費、交通費、折舊和攤銷、保險費和其他雜項。

於報告年度內，銷售及分銷費用較同期之銷售及分銷費用下降11.5%，至30,843千美元，同時銷售及分銷費用佔收入的比例由14.8%下降至13.0%，主要是由於市場調研費減少。

管理費用

管理費用主要包括員工成本、攤銷和折舊、辦公費用及其他費用，其他費用主要包括稅項、審計費、其他專業費用和其他雜項。這些稅項主要包括與我們的行政部門有關的土地使用稅和印花稅。

Management Discussion and Analysis

管理層討論與分析

During the Reporting Period, the administrative expenses were US\$33,939,000, representing a decrease of 7.2% as compared with the administrative expenses from continuing operations of the Corresponding Period, which was mainly resulted from a decrease of depreciation and amortisation. Our administrative expenses as a percentage in revenue decreased from 15.5% for the Corresponding Period to 14.3% for the Reporting Period.

Finance Costs

Finance costs represent the expenses of interest on bank loans, interest on lease liabilities and interest on vendor financing.

Share of Results of Associates

This item represents the Group's share of net profits or net losses in the associates during the Reporting Period.

Impairment assessment of interests in an associate, Brilliant Lights International Holding Pte. Ltd.

More details about the impairment assessment of interests in an associate are provided in note 24 to the consolidated financial statements on pages 251 to 255 of this annual report.

Income Tax

During the Reporting Period, the Group's income tax increased to US\$3,048,000 as compared with the income tax from the Corresponding Period. It is mainly due to the increase of current income tax provision from other countries including Vietnam, during the Corresponding Period.

Loss for the Year (including Profit Attributable to Non-controlling Interests)

Due to the factors mentioned above, our loss for the year (including profit attributable to non-controlling interests) was US\$15,355,000 during the Reporting Period.

Loss Attributable to Owners of the Company for the Year

Due to the factors mentioned above, loss attributable to owners of the Company was US\$17,450,000 during the Reporting Period.

Profit for the Year Attributable to Non-controlling Interests

During the Reporting Period, profit for the year attributable to non-controlling interests was US\$2,095,000.

於報告年度內，管理費用較同期持續經營業務之管理費用減少7.2%，至33,939千美元，乃主要由於折舊及攤銷減少所致。管理費用佔收入的比例由同期的15.5%下降至報告年度的14.3%。

財務費用

財務費用為銀行貸款利息、租賃負債利息及供應商融資利息支出。

應佔聯營公司業績

本項反映於報告年度內本集團在聯營公司中享有的淨利潤或承擔的淨虧損份額。

於一家聯營公司Brilliant Lights International Holding Pte. Ltd.的權益減值評估

有關一家聯營公司權益減值評估的詳細情況請參照本年報第251頁至第255頁的綜合財務報表附註24。

所得稅

於報告年度內，本集團所得稅較同期之所得稅增加至3,048千美元，主要是由於包括越南在內的其他國家的即期所得稅撥備同期增加所致。

本年虧損（包括非控制性權益應佔利潤）

由於上述因素，於報告年度內，我們的本年虧損（包括非控制性權益應佔利潤）為15,355千美元。

本公司擁有人應佔的本年虧損

由於上述因素，於報告年度內，本公司擁有人應佔的本年虧損為17,450千美元。

非控制性權益應佔的本年利潤

於報告年度內，非控制性權益應佔的本年利潤為2,095千美元。

Management Discussion and Analysis

管理層討論與分析

Cash Flow and Liquidity

Cash flow

The table below sets out selected cash flow data from our consolidated statement of cash flows.

現金流量及流動性

現金流量

下表載列從我們的綜合現金流量表中節選的現金流量數據。

		31 December 12月31日	
		2024 2024年 US\$' 000 千美元	2023 2023年 US\$' 000 千美元
Net cash flows from operating activities	經營活動所得現金流量淨額	18,310	35,095
Net cash flows (used in)/from investing activities	投資活動(所用)/所得現金流量淨額	(29,435)	25,206
Net cash flows used in financing activities	融資活動所用現金流量淨額	(3,923)	(30,924)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(15,048)	29,377
Cash and cash equivalents at beginning of year	年初現金及現金等價物	108,273	85,057
Effect of foreign exchange rate changes, net	匯率變動影響淨額	703	(6,161)
Cash and cash equivalents as stated in the consolidated statement of cash flows	於綜合現金流量表中呈列的現金及現金等價物	93,928	108,273

At the end of the Reporting Period, the cash and bank balances of the Group were mainly denominated in US\$, RMB, HK\$, GBP, JPY, SGD and VND. RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

於報告年度末，本集團的現金及銀行結餘主要以美元、人民幣、港元、英鎊、日元、新幣及越南盾計值。人民幣不可自由轉換為其他貨幣。然而，根據中國內地的《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准通過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

Management Discussion and Analysis

管理層討論與分析

Liquidity

Sufficiency of net current assets and working capital

The table below sets out our current assets, current liabilities and net current assets as at the end of the Reporting Period.

流動性

淨流動資產及營運資金的充足性

下表載列於報告年度末的流動資產、流動負債及淨流動資產。

		Year ended 31 December 截至12月31日止年度	
		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
CURRENT ASSETS	流動資產		
Inventories	存貨	40,361	45,236
Trade and bills receivables	貿易及票據應收賬款	49,535	49,464
Other receivables, deposits and prepayments	其他應收賬款、保證金及預付款	10,671	13,437
Tax recoverable	預付稅項	12	–
Financial assets at fair value through profit or loss (“FVTPL”)	按公允價值計入損益 (「按公允價值計入損益」) 的 金融資產	54,731	3,939
Fixed deposits with maturity of more than three months	期限超過三個月的定期存款	–	21,158
Cash and cash equivalents	現金及現金等價物	93,928	108,273
Subtotal current assets	流動資產小計	249,238	241,507
CURRENT LIABILITIES	流動負債		
Trade payables	貿易應付賬款	40,854	39,445
Other payables and accruals	其他應付賬款及預提費用	32,498	29,501
Contract liabilities	合同負債	2,184	5,516
Borrowings	借款	2,603	1,699
Deferred income	遞延收益	140	142
Lease liabilities	租賃負債	1,436	1,793
Financial liabilities at FVTPL	按公允價值計入損益的金融負債	334	–
Tax liabilities	稅務負債	2,492	1,082
Subtotal current liabilities	流動負債小計	82,541	79,178
NET CURRENT ASSETS	淨流動資產	166,697	162,329

Management Discussion and Analysis

管理層討論與分析

As at 31 December 2024 and 31 December 2023, the total net current assets of the Group amounted to US\$166,697,000 and US\$162,329,000, respectively, and the current ratio was 3.02 and 3.05, respectively. In light of our current liquidity position and our projected cash inflows generated from operations, the Directors believe that the Group has sufficient working capital for our present requirements and for the next 12 months.

On 24 October 2024, the Company entered into an investment management agreement (the “Agreement”) with Parametric Portfolio Associates LLC (the “Manager”), pursuant to which the Company agreed to appoint the Manager, and the Manager agreed to accept such appointment, as manager in relation to the provision of discretionary investment services by the Manager to the Company with respect to an investment advisory account established by Morgan Stanley Smith Barney LLC on behalf of the Company, pursuant to the terms and subject to the conditions of the Agreement. The proposed investment amount is not more than US\$50 million. For further details, please refer to the Company’s announcements dated 24 October 2024 and 19 December 2024 respectively and the circular of the Company dated 25 November 2024.

Capital Management

The table below sets out our gearing ratio as at the end of the Reporting Period.

於2024年12月31日和2023年12月31日，本集團的淨流動資產總額分別為166,697千美元及162,329千美元，流動比率分別為3.02及3.05。鑒於我們目前的流動性狀況及預期因經營而產生的現金流入，董事認為本集團擁有充足的營運資金以應付目前及未來12個月的資金需求。

於2024年10月24日，本公司與Parametric Portfolio Associates LLC（「管理人」）訂立投資管理協議（「該協議」），據此，本公司同意委任管理人，而管理人同意接受獲委任為管理人，根據該協議的條款並受其條件約束的情況下向本公司提供Morgan Stanley Wealth Management代表本公司設立的投資顧問賬戶的全權委託投資服務。擬投資金額不超過50百萬美元。進一步詳情，請參閱本公司日期分別為2024年10月24日及2024年12月19日的公告以及日期為2024年11月25日的通函。

資本管理

下表載列於報告年度末的資本負債比率。

		Year ended 31 December 截至12月31日止年度	
		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Borrowings	借款	2,603	1,699
Total debt	債務合計	2,603	1,699
Less: cash and cash equivalents and Fixed deposits with maturity of more than three months	減：現金及現金等價物及期限超過三個月的定期存款	(93,928)	(129,431)
Net debt	淨債務	N/A 不適用	N/A 不適用
Total equity attributable to owners of the Company	本公司擁有人應佔總權益	456,498	483,771
Gearing ratio	資本負債比率	N/A 不適用	N/A 不適用

Management Discussion and Analysis

管理層討論與分析

The primary goal of our capital management is to maintain the stability and growth of our financial position. We regularly review and manage our capital structure and make corresponding adjustments, after taking into consideration changes in economic conditions, our future capital requirements, prevailing and projected profitability and operating cash flows, projected capital expenditures and projected strategic investment opportunities. We manage our capital by monitoring our gearing ratio (which is calculated as net debt divided by the total equity attributable to owners of the Company). Net debt is the balance of borrowings less cash and cash equivalents.

Inventories

The balance of inventories represents our balance of stock of raw materials, work in progress and finished goods as at the end of the Reporting Period. We monitor our inventories on a regular basis.

More details about the inventories are provided in note 28 to the consolidated financial statements on page 260 of this annual report.

Trade and bills receivables

Trade receivables of the Group mainly represented proceeds receivable from sale of goods. The Group's trading terms with its customers are mainly on credit, except for new customers where payment in advance is normally required. The credit periods generally range from 30 to 180 days for major customers. Each major customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivables balance.

More details about the trade and bills receivables are provided in note 26 to the consolidated financial statements on pages 256 to 258 of this annual report.

Trade and bills payables

More details about the trade and bills payables are provided in note 31 to the consolidated financial statements on pages 262 to 263 of this annual report.

Borrowings

More details about the borrowings are provided in note 35 to the consolidated financial statements on page 268 of this annual report.

我們資本管理的主要目標是保持公司財務狀況的穩定性及增長。我們定期審查並管理我們的資本結構，並在考慮經濟狀況的轉變、未來資本需要、當前及預期的盈利能力及營運現金流量、預期資本支出及預期策略性投資機會後作出相應的調整。我們透過監控公司的資本負債比率（淨債務除以本公司擁有人應佔總權益）來管理資本。淨債務為借款扣除現金及現金等價物。

存貨

存貨結餘指本集團在報告年度末的原材料、在製品及產成品庫存餘額。本集團對存貨進行定期監控。

有關存貨的詳細情況請參照本年報第260頁的綜合財務報表附註28。

貿易及票據應收賬款

本集團的貿易應收賬款主要指來自貨物銷售的應收所得賬款。本集團與客戶之間主要通過信用交易，但新客戶一般需要提前支付。主要客戶的信用期限一般介於30天至180天不等。每位主要客戶均設置最高信用限額。本集團尋求對其未結清應收賬款維持嚴格監控，並已建立一個信用監控部門以將信用風險降至最低。高級管理人員定期覆核逾期結餘。鑒於上述情況及本集團貿易應收賬款與大量分散客戶有關，信用風險的集中度並不高。本集團並無就其貿易應收賬款結餘持有任何抵押品或採取其他信用增級。

有關貿易及票據應收賬款的詳細情況請參照本年報第256頁至第258頁的綜合財務報表附註26。

貿易及票據應付賬款

有關貿易及票據應付賬款的詳細情況請參照本年報第262頁至第263頁的綜合財務報表附註31。

借款

有關借款的詳細情況請參照本年報第268頁綜合財務報表附註35。

Management Discussion and Analysis

管理層討論與分析

Capital Expenditure

We funded our capital expenditure with cash generated from operations and bank loans. Our capital expenditure is primarily related to expenditure on property, plant and equipment and other intangible assets. During the Reporting Period, the Group's capital expenditure amounted to US\$20,952,000, mainly attributable to the increase in cost of machinery equipment and other intangible assets.

Off-balance Sheet Arrangement

As at 31 December 2024, the Group did not have any outstanding derivative financial instruments and off-balance sheet guarantees for outstanding loans. The Group did not engage in trading activities involving non-exchange traded contracts during the Reporting Period.

Capital Commitments

As at 31 December 2024, the capital commitments in respect of purchase of property, plant and equipment were US\$484,000 (31 December 2022: US\$971,000).

Continuing Connected Transactions

During the Reporting Period, the continuing connected transactions of the Group did not exceed the annual caps previously disclosed in the relevant announcements of the Company.

Mergers, Acquisitions, Investments and Disposals and Significant Investments Held

On 8 March 2024, NVC Lighting Limited (as purchaser, a direct wholly-owned subsidiary of the Company) ("NVC Lighting") on one part, and Shining Beauty AB and Opeco AB (as vendors) on the other part, entered into a share purchase agreement, pursuant to which NVC Lighting agreed to purchase shares in NVC Lighting AB (being a non-wholly-owned subsidiary of the Group), which represented the remaining 40% interest in NVC Lighting AB, for an initial consideration of SEK6,000,000 (equivalent to US\$582,000) (the "Acquisition"). Based on NVC Lighting AB's earnings before interest, taxation, depreciation and amortisation in years 2024 to 2027, the vendors may be entitled to a separate earn-out consideration, provided that the maximum total consideration for the Acquisition shall be no more than SEK100 million (equivalent to approximately US\$9.7 million) in aggregate. NVC Lighting AB has become a wholly-owned subsidiary of the Group with effect from 8 March 2024. For further details of the Acquisition, please refer to the Company's announcements dated 8 March 2024 and 29 April 2024, respectively.

資本支出

我們的資本支出來源為經營業務所產生的現金以及銀行貸款所取得的現金。資本支出主要為有關物業、廠房及設備及其他無形資產。於報告年度內，本集團資本支出為20,952千美元，主要是機器設備及其他無形資產費用的增加。

表外安排

於2024年12月31日，本集團概無任何已發行的衍生金融工具及未還貸款的表外擔保。本集團於報告年度內概未從事涉及非交易所買賣合同的交易活動。

資本承諾

於2024年12月31日，購置物業、廠房及設備的資本承諾為484千美元（2022年12月31日：971千美元）。

持續關連交易

於報告年度內，本集團的持續關連交易沒有超過本公司早前於相關公告中所披露的年度上限。

兼併、收購、投資及出售及持有的重大投資

於2024年3月8日，NVC Lighting Limited（作為買方，為本公司的直接全資附屬公司）（「NVC Lighting」）與Shining Beauty AB及Opeco AB（作為賣方）訂立購股協議，據此NVC Lighting同意購買NVC Lighting AB（為本集團的非全資附屬公司）的股份（佔NVC Lighting AB的餘下40%權益），初始代價為6,000,000克朗（相當於582千美元）（「收購事項」）。賣方可能有權根據NVC Lighting AB於2024年至2027年的未計利息、稅項、折舊及攤銷的盈利，獲得單獨的獲利代價，惟收購事項的最高總代價合共不得超過100百萬克朗（相當於約9.7百萬美元）。自2024年3月8日起，NVC Lighting AB已成為本集團的全資附屬公司。有關收購事項的進一步詳情，請參閱本公司日期分別為2024年3月8日及2024年4月29日的公告。

Management Discussion and Analysis

管理層討論與分析

On 12 June 2024, ETI Solid State Lighting Inc. (as purchaser, an indirect wholly-owned subsidiary of the Company) ("ETI Solid State") and Thurmon Tanner Logistics II Owner LLC (as seller) ("Thurmon Tanner") entered into a sale and purchase agreement, pursuant to which ETI Solid State conditionally agreed to acquire, and Thurmon Tanner conditionally agreed to dispose of, certain parcel of land lying and being in Land Lots 97 and 113, 8th Land District, City of Flowery Branch, Hall County, Georgia, the United States (the "Real Property"), all buildings, structures, fixtures, parking areas and improvements owned by Thurmon Tanner and located on the Real Property (the "Improvements") thereon, all of Thurmon Tanner's right, title and interest in and to the ownership or operation of the Improvements, and all of Thurmon Tanner's right, title and interest in, to and under the licenses and permits, the intangible property and the engineering product as relate solely to the Real Property (collectively, the "Property"), at the consideration of US\$15,250,000. Completion of the acquisition of the Property took place on 28 August 2024. For further details, please refer to the Company's announcements dated 12 June 2024 and 29 August 2024 respectively.

Save as disclosed above and in this report, the Group made no material acquisition, merger, investment or disposal of subsidiaries, associates and joint ventures and there were no significant investments held during the Reporting Period; and the Group did not hold any significant investments as at 31 December 2024.

Future Plans for Material Investments or Capital Assets

Save as disclosed in this report, there were no material investments or additions of capital assets authorised by the Board as at the date of this report.

於2024年6月12日，ETI Solid State Lighting Inc.（作為買方，為本公司的間接全資附屬公司）（「ETI Solid State」）與Thurmon Tanner Logistics II Owner LLC（作為賣方）（「Thurmon Tanner」）訂立買賣協議，據此，ETI Solid State有條件同意收購，而Thurmon Tanner有條件同意出售位於Land Lots 97 and 113, 8th Land District, City of Flowery Branch, Hall County, Georgia, the United States的若干地塊（「不動產」）、其上Thurmon Tanner所擁有位於不動產的所有建築物、構築物、固定附著物、停車位及改進設施（「改進設施」）、Thurmon Tanner於改進設施的所有權或運營的所有權利、產權及權益，及Thurmon Tanner於僅與不動產相關的執照及許可、無形資產及工程產品的所有權利、產權及權益（統稱為「該物業」），代價為15,250千美元。該物業的收購已於2024年8月28日完成。進一步詳情，請參閱本公司日期分別為2024年6月12日及2024年8月29日的公告。

除上文及本報告所披露者外，於報告年度內，本集團沒有進行重大附屬公司、聯營公司及合營企業的收購、兼併、投資或出售，亦並無持有任何重大投資；且於2024年12月31日，本集團並無持有任何重大投資。

重大投資或資本資產的未來計劃

除本報告所披露者外，於本報告日期，並無董事會授權的重大投資或資本資產添置。

Management Discussion and Analysis

管理層討論與分析

Use of Net Proceeds

On 9 July 2023, the Company and Canopy Capital Limited (being the “Subscriber”) entered into a subscription agreement (the “Subscription Agreement”), pursuant to which the Subscriber conditionally agreed to subscribe and the Company conditionally agreed to allot and issue a total of 845,456,130 new Shares (the “Subscription Shares”). The subscription price of HK\$0.083 per Subscription Share. The net proceeds from the issue of the Subscription Shares amounted to approximately HK\$69.7 million (equivalent to US\$8.9 million).

During the Reporting Period, the remaining unutilized net proceeds of US\$7.2 million, carried forward from 31 December 2023, had been fully utilized with their intended purposes, US\$6.3 million of the net proceeds had been used for the overseas business development and expansion and US\$0.9 million of the net proceeds had been used for general working capital.

Other Significant Investment and Performance

Except for the information disclosed in other parts of this annual report, the Group did not make or hold any significant investments (including any investment in an investee company with a value of 5 percent or more of the Group’s total assets as of 31 December 2024) during the Reporting Period.

所得款項淨額用途

於2023年7月9日，本公司與天蓬資本有限公司（「認購人」）訂立一份認購協議（「認購協議」），據此，認購人已有條件同意認購，而本公司已有條件同意配發及發行合共845,456,130股新股份（「認購股份」）。認購價每股認購股份0.083港元。發行認購股份的所得款項淨額約為69.7百萬港元（相等於8.9百萬美元）。

於報告年度內，自2023年12月31日起結轉的剩餘未使用所得款項淨額7.2百萬美元已全部用於其擬定用途，所得款項淨額中6.3百萬美元已用於海外業務發展及擴張，而所得款項淨額中0.9百萬美元已用作一般營運資金。

其他重大投資及表現

除本年報其他部份內容所披露資料外，本集團於報告年度內並無進行或持有任何重大投資（包括對被投資公司的任何投資，價值佔本集團於2024年12月31日總資產的5%或以上）。

Management Discussion and Analysis

管理層討論與分析

Pledge of Assets

The Group's borrowings had been secured by the pledge of the Group's assets and the carrying amounts of the respective assets are as follows:

		2024 2024年 US\$' 000 千美元	2023 2023年 US\$' 000 千美元
Property, plant and equipment	物業、廠房及設備	5,618	5,715
Trade receivables	貿易應收賬款	7,777	9,795

Market Risks

We are exposed to various market risks in the ordinary course of business. Our risk management strategy aims to minimise the adverse effects of these risks to our financial results.

Foreign Currency Risk

We are exposed to transactional currency risk. Such risk arises from sales or procurement by an operating unit in currencies other than its functional currency. As a result, we are exposed to fluctuations in the exchange rate between the functional currencies and foreign currencies. During the Reporting Period, the Group had entered into several forward exchange contracts in place to hedge the foreign exchange exposure and did not experience any material difficulties or negative impacts on our operations or liquidity as a result of fluctuations on currency exchange rates.

Commodity Price Risk

We are exposed to fluctuations in the prices of raw materials which are influenced by global changes as well as regional supply and demand conditions. Fluctuations in the prices of raw materials could adversely affect our financial performance. We did not enter into any commodity derivative instruments to hedge the potential commodity price changes.

抵押資產

本集團的借款以本集團的資產作抵押，相關資產的賬面值如下：

	2024 2024年 US\$' 000 千美元	2023 2023年 US\$' 000 千美元
Property, plant and equipment	5,618	5,715
Trade receivables	7,777	9,795

市場風險

在日常業務過程中，我們面臨各種市場風險。我們的風險管理策略旨在將這些風險對我們財務業績的影響降至最低。

外幣風險

我們承受交易貨幣風險。該等風險因營運單位以其功能貨幣以外的貨幣進行銷售或採購而產生。因此，我們面臨功能貨幣與外幣之間的匯率波動的風險。於報告年度內，本集團簽訂若干匯率遠期合同以對沖匯率風險，因此並無因貨幣匯率的波動而令我們營運或流動資金出現任何重大困難或負面影響。

商品價格風險

我們承受原材料價格波動的風險。原材料價格受全球變動及地區性供求狀況的影響。原材料價格的波動可能對我們的財務業績產生不利影響。本公司尚未簽訂任何商品衍生工具以對沖潛在的商品價格變化。

Management Discussion and Analysis

管理層討論與分析

Liquidity Risk

We monitor our risk of having a shortage of funds by managing the maturity of our financial instruments, financial assets and liabilities and projected cash flows from operations. Our goal is to maintain a balance between continuity and flexibility of funding through the use of bank loans and other interest-bearing loans. Our Directors have reviewed our working capital and capital expenditure requirements and determined that we have no significant liquidity risk.

Credit Risk

Our major credit risk arises from exposure to a substantial number of trade and bills receivables, deposits and other receivables from debtors. We have policies in place to ensure that the sales of products are made to customers with an appropriate credit limit, and we have strict control over credit limits of trade receivables. Our cash and short-term deposits are mainly deposited with registered banks in Mainland China, Hong Kong and Singapore. We also have policies that limit our credit risk exposure to any financial institutions. The carrying amounts of trade and bills receivables, deposits and other receivables, cash and cash equivalents and short-term deposits included in the consolidated statement of financial position represent our maximum exposure to credit risk in relation to our financial assets. We have no other financial assets which carry significant exposure to credit risk. In 2024, we entered into a number of one-year insurance contracts with China Export & Credit Insurance Corporation, which covered 90% uncollectible receivables from international sales during the period from 1 July 2024 to 30 June 2025 with a maximum compensation amount of US\$20,000,000. We purchased such insurance in order to minimise our exposure to credit risk as we expand our business. We plan to renew such insurance contracts when they become due.

Employees

As at 31 December 2024, the Group had approximately 2,163 employees in total (31 December 2023: 1,967). The Group regularly reviews remuneration and benefits of its employees according to the relevant market practice and individual performance of the employees. In addition to basic salary, employees are entitled to other benefits including social insurance contributions, employee provident fund schemes, discretionary incentive and restricted share unit scheme.

Contingent Liability

Please refer to note 47 to the consolidated financial statement for details.

流動資金風險

我們通過管理我們金融票據、金融資產及負債的到期日和預計從營運產生的現金流量來監控資金短缺的風險。我們的目標是通過使用銀行貸款和其他計息貸款使資金的連續性和靈活性保持平衡。我們的董事已審核我們的營運資金及資本開支要求，並確定我們沒有重大流動資金風險。

信用風險

我們的主要信用風險來自於債務人的大量貿易及票據應收賬款、保證金及其他應收賬款。我們已訂立政策確保產品出售予有適當信用額度的客戶，且我們嚴格控制貿易應收賬款的信用額度。我們的現金和短期存款主要存於中國大陸、香港及新加坡的註冊銀行。我們亦有限制信用風險暴露於任何金融機構的政策。綜合財務狀況表中的貿易及票據應收賬款、保證金及其他應收賬款的賬面值、現金及現金等價物和短期存款反映了本集團就有關金融資產的最大信用風險。我們沒有其他帶有重大信用風險的金融資產。於2024年，我們與中國出口信用保險公司訂立若干一年期保險合同，在其承保範圍內，覆蓋於2024年7月1日至2025年6月30日期間的國際銷售應收賬款不可能收回的金額之90%，最高賠償金額為20,000千美元。我們購買上述保險是為了最大程度降低我們擴張業務所帶來的信用風險。我們計劃於到期時將該等保險合同續期。

僱員

於2024年12月31日，本集團的總員工人數約2,163名（2023年12月31日：1,967名）。本集團會定期就有關市場慣例及個別僱員的表現審核僱員薪酬及福利。除支付基本薪金外，僱員也享受其他福利包括社會保險、員工公積金計劃、酌情性獎勵及受限制股份單位計劃。

或有負債

詳情請參閱綜合財務報表附註47。

Directors and Senior Management

董事及高級管理層



Executive Directors 執行董事

Mr. WANG Donglei (王冬雷), aged 60, is an executive Director, chairman and the chief technology officer of the Company. He is also the former chief executive officer of the Company (Mr. Wang has resigned as the chief executive officer of the Company on 22 February 2019, has been re-designated from an executive Director to a non-executive Director on 20 May 2020 and has been re-designated again from a non-executive Director to an executive Director on 17 July 2020). Mr. Wang has been appointed as the chief technology officer of the Company with effect from 19 July 2021. He is also a director of a subsidiary of the Company. In addition, Mr. Wang has been appointed as a director of Brilliant Lights (Finco) Pte. Ltd. and Brilliant Lights International Holding Pte. Ltd., the associates of the Company, with effect from 12 December 2019.

Mr. Wang joined the Group in January 2013. He has many years of experience in product research and development, manufacturing and business management. In 1996, Mr. Wang participated in the founding of Zhuhai China Resource Appliance Co., Ltd.* (珠海華潤電器有限公司) (which was subsequently renamed as Elec-Tech International Co., Ltd.* (安徽德豪潤達電氣股份有限公司) ("ETIC"), a substantial shareholder of the Company, and the shares of which were listed on the Shenzhen Stock Exchange in China in 2004) and served as the chairman and the general manager. He has been serving as a director and the chairman of ETIC from 2001 and has resigned as the chairman of ETIC on 8 October 2018; and resigned as director of ETIC on 11 May 2021. Mr. Wang graduated from China Dalian Institute of Technology (subsequently renamed as Dalian University of Technology) with a bachelor's degree in engineering. Mr. Wang is the father of Mr. WANG Keven Dun. Mr. WANG Keven Dun is an executive Director of the Company.

王冬雷先生，現年60歲，是本公司執行董事、董事長及首席技術官，王先生亦是本公司前任首席執行官（他已於2019年2月22日辭任本公司首席執行官，於2020年5月20日由執行董事調任為非執行董事，於2020年7月17日由非執行董事重新調任為執行董事）。王先生於2021年7月19日獲委任為本公司首席技術官。他同時為本公司一間附屬公司董事。此外，王先生自2019年12月12日起擔任本公司聯營公司Brilliant Lights (Finco) Pte. Ltd. 及Brilliant Lights International Holding Pte. Ltd.董事。

王先生於2013年1月加入本集團。他擁有多年的產品研發、生產製造、企業管理經驗。王先生曾於1996年參與創辦珠海華潤電器有限公司（後更名為安徽德豪潤達電氣股份有限公司（「德豪潤達」），本公司的主要股東，其股份於2004年在中國深圳證券交易所上市），並擔任董事長兼總經理。他自2001年起擔任德豪潤達的董事及董事長，於2018年10月8日辭任德豪潤達董事長並於2021年5月11日辭任德豪潤達董事。王先生畢業於中國大連工學院（後更名為大連理工大學），並獲得工學學士學位。王先生是王頓先生的父親，王頓先生是本公司的執行董事。

Directors and Senior Management 董事及高級管理層



Ms. CHAN Kim Yung, Eva (陳劍瑤), aged 57, is an executive Director, the vice chairman and chief executive officer of the Company. Ms. Chan joined the Group in November 2018 and has been appointed as the chief executive officer of the Company with effect from 22 February 2019. She is also a director of certain subsidiaries of the Company. In addition, Ms. Chan has been appointed as a director of Brilliant Lights (Finco) Pte. Ltd. and Brilliant Lights International Holding Pte. Ltd., the associates of the Company, with effect from 12 December 2019.

From 1998 to 2004, Ms. Chan served as the general manager and vice president of Zhuhai China Resource Appliance Co., Ltd.* (珠海華潤電器有限公司) (now known as Elec-Tech International Co., Ltd.* (安徽德豪潤達電氣股份有限公司) ("ETIC"), a substantial shareholder of the Company), where she was in charge of the sales and marketing of global business; from 2004 to 2012, she served as the senior vice president of ETIC where she was in charge of the company's global business strategy and risk management; from 2012 to 2018, she served as the chief executive officer of Elec-Tech Solid State Lighting (HK) Limited, a subsidiary of the Company mainly engaged in international LED lighting business. Ms. Chan graduated from University of Saskatchewan where she obtained a bachelor's degree in Engineering in 1991, a master's degree in Engineering in 1993 and a master's degree in Business Administration in 1995.

陳劍瑤女士，現年57歲，是本公司執行董事、副董事長兼首席執行官。陳女士於2018年11月加入本集團並於2019年2月22日起獲委任為本公司首席執行官。她同時為本公司若干附屬公司董事。此外，陳女士自2019年12月12日起擔任本公司聯營公司Brilliant Lights (Finco) Pte. Ltd.及Brilliant Lights International Holding Pte. Ltd.董事。

陳女士自1998年至2004年，於珠海華潤電器有限公司（現名為安徽德豪潤達電氣股份有限公司（「德豪潤達」），本公司之主要股東）擔任總經理及副總裁，負責全球市場及銷售；自2004年至2012年，於德豪潤達擔任高級副總裁，負責該公司之全球業務戰略及風險管理；自2012年至2018年，於本公司一間附屬公司怡達（香港）光電科技有限公司（該公司主要從事國際LED照明業務）擔任首席執行官。陳女士畢業於薩斯喀徹溫大學，於1991年獲工程學學士學位，於1993年獲工程學碩士學位，及於1995年獲工商管理碩士學位。

Directors and Senior Management

董事及高級管理層



Mr. XIAO Yu (肖宇), aged 65, is an executive director of the Company and vice president of manufacturing of the Company. Mr. Xiao joined the Group in May 2014 as a non-executive Director and re-designated as an executive Director in August 2014. He is also a director/chairman of certain subsidiaries of the Company.

Mr. Xiao has extensive experience in enterprise production management. He once served as a senior officer in companies listed in Mainland China for several years and therefore has in-depth knowledge and understanding on corporate governance and enterprise management. From July 1986 to June 1996, Mr. Xiao worked in Beijing Beinei Group* (北京北內集團) as the deputy chief coordinator and the party secretary of the Communist Party of China of the Central Coordination Office, during which he was awarded the titles of Beijing Model Worker and Beijing Excellent Young Intellectual. He was the chairman and general manager of Westar (Zhongshan) Electrical Appliance Manufacturing Co., Ltd.* (威斯達電器(中山)製造有限公司), a subsidiary of ETIC Group from July 1996 to August 2004, was the deputy general manager of the ETIC Group and the chairman of Westar (Zhongshan) Electrical Appliance Manufacturing Co., Ltd.* (威斯達電器(中山)製造有限公司) from September 2004 to February 2008, and was senior vice president of ETIC from March 2012 to December 2014. From May 2008 to December 2019, he had successively served as the consultant to the president of ETIC Group, the chairman and general manager of Elec-Tech Photoelectric Technology (Dalian) Co., Ltd.* (大連德豪光電科技有限公司) and the general manager of Elec-Tech Photoelectric Technology (Wuhu) Co., Ltd.* (蕪湖德豪潤達光電科技有限公司). Mr. Xiao previously worked in different subsidiaries of ETIC Group as: a director of Appliance of America (Zhuhai) Limited* (北美電器(珠海)有限公司), an executive director of Elec-Tech Photoelectric Technology (Dalian) Co., Ltd.* (大連德豪光電科技有限公司) and an executive director of Huizhou Thorled-opto Co., Ltd.* (惠州雷通光電器件有限公司). Mr. Xiao graduated from Dalian Institute of Technology (later renamed as Dalian University of Technology) with a bachelor's degree in 1985 and also graduated with an EMBA's degree from School of Economics and Management of Tsinghua University in 2008. He holds the engineer's qualification certificate.

肖宇先生，現年65歲，是本公司執行董事及負責生產製造的副總裁。肖先生於2014年5月加入本集團，擔任非執行董事，其後於2014年8月調任為執行董事。他同時為本公司若干附屬公司董事／董事長。

肖先生具有長期的企業生產管理工作經驗，其間數年擔任中國大陸上市公司高級管理人員，對公司治理及企業管理具有深入的認識和理解。肖先生曾於1986年7月至1996年6月期間在北京北內集團總公司工作，擔任副總調度長兼總調度室黨委書記，期間曾被評為北京市勞動模範、北京市優秀青年知識份子。他亦曾於1996年7月至2004年8月期間擔任德豪潤達集團下屬公司威斯達電器(中山)製造有限公司的董事長兼總經理、於2004年9月至2008年2月期間擔任德豪潤達集團常務副總經理兼威斯達電器(中山)製造有限公司的董事長及於2012年3月至2014年12月期間擔任德豪潤達高級副總裁。他自2008年5月至2019年12月間歷任德豪潤達集團的總裁顧問、大連德豪光電科技有限公司的董事長兼總經理及蕪湖德豪潤達光電科技有限公司總經理。肖先生過往曾分別於以下德豪潤達集團的附屬公司中擔任職務：北美電器(珠海)有限公司董事、大連德豪光電科技有限公司執行董事、惠州雷通光電器件有限公司執行董事。肖先生於1985年畢業於大連工學院(後更名為大連理工大學)並取得學士學位及於2008年畢業於清華大學經濟管理學院高級工商管理專業，獲碩士學位。他具有中國工程師資格證書。

Directors and Senior Management 董事及高級管理層



Mr. WANG Keven Dun (王頓), aged 32, is an executive director of the Company (Mr. Wang has been re-designated from a non-executive Director to an executive Director on 1 September 2022) and was appointed a vice president of the Company and a member of the Strategy and Planning Committee from 1 September 2022. Mr. Wang joined the Group in December 2016. He is also a director of certain subsidiaries of the Company. Mr. Wang has been the analyst in Compass Lexecon LLC. from August 2014 to December 2016. Mr. WANG obtained a bachelor's degree in Economics and Molecular and Cell Biology from University of California, Berkeley in 2014 and a master's degree in Business Administration from Harvard Business School in 2022. Mr. WANG Keven Dun is the son of Mr. WANG Donglei. Mr. WANG Donglei is an executive director and the chairman of the Company.

Mr. WANG Keven Dun indirectly held 84,545,613 shares of the Company, representing 16.67% of issued shares of the Company as of 31 December 2024.

王頓先生，現年32歲，是本公司執行董事（王先生已於2022年9月1日由非執行董事調任為執行董事），並於2022年9月1日獲委任為本公司副總裁及戰略與規劃委員會成員。王先生於2016年12月加入本集團。他同時為本公司若干附屬公司董事。王先生自2014年8月至2016年12月於Compass Lexecon LLC.擔任分析師。王先生於2014年於加州大學伯克利分校取得經濟學和分子與細胞生物學學士學位，並於2022年於哈佛商學院取得工商管理碩士學位。王頓先生是王冬雷先生的兒子，而王冬雷先生是本公司的執行董事兼董事長。

王頓先生間接持有本公司股份84,545,613股，佔本公司於2024年12月31日已發行股份的16.67%。

Directors and Senior Management

董事及高級管理層



Non-executive Director 非執行董事

Mr. YE Yong (叶勇), aged 56, is a non-executive director of the Company. Mr. Ye joined the Company in November 2018. From 1991 to 1994, Mr. Ye served as the department manager of Chongqing Qinwang Company Limited* (重慶秦王有限公司), where he was involved in the foreign trade and management matters; in 1994, he founded and had served as the chairman and general manager of Xiehe Lighting Company Limited* (協和照明有限公司) till 1999. He founded Sichuan NVC Lighting Equipment Operations Co., Ltd.* (四川雷士照明器材運營有限公司) ("Sichuan NVC") in 1999 and has served as the chairman since then, in charge of sales and management of the Company's business in Sichuan Province. Mr. Ye graduated from economical management department of Southwest University in 1991 with a college diploma.

Mr. Ye and his spouse held an aggregate of 28,147,200 shares of the Company, representing 5.55% of the issued shares of the Company as of 31 December 2024.

叶勇先生，現年56歲，是本公司非執行董事。叶先生於2018年11月加入本公司。叶先生自1991年至1994年，於重慶秦王有限公司擔任部門經理，從事外貿及管理工作；於1994年，創辦協和照明有限公司，並自1994年至1999年擔任董事長及總經理；於1999年，創辦四川雷士照明器材運營有限公司（「四川雷士」）並擔任董事長，負責本公司於四川省的銷售及管理工作。叶先生於1991年畢業於西南大學經濟管理專業，專科學歷。

叶先生與其配偶合共持有本公司股份28,147,200股，佔本公司於2024年12月31日已發行股份的5.55%。

Directors and Senior Management

董事及高級管理層



Independent Non-executive Directors 獨立非執行董事

Mr. LEE Kong Wai, Conway (李港衛), aged 70, is an independent non-executive director of the Company. Mr. Lee joined the Company in November 2012. He received a bachelor of arts degree from Kingston University (formerly known as Kingston Polytechnic) in London and further obtained his postgraduate diploma in business from Curtin University of Technology in Australia. Mr. Lee served as a partner of Ernst & Young ("EY") for over 29 years, until 2009, during which he held key leadership positions in the development of EY in China. Mr. Lee is a member of the Institute of Chartered Accountants in England and Wales, the Institute of Chartered Accountants, Australia and New Zealand, Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Macau Society of Certified Practising Accountants. Mr. Lee currently also serves as an independent non-executive director of Chaowei Power Holdings Limited, West China Cement Limited, China Modern Dairy Holdings Ltd., GCL New Energy Holdings Limited, (the shares of all these companies are listed on the main board of the Stock Exchange), and Intchains Group Limited (the shares of which are listed on NASDAQ Stock Exchange). He previously acted as an independent non-executive director of CITIC Securities Company Limited (the shares of which are listed on main board of the Stock Exchange and the Shanghai Stock Exchange) from November 2011 to May 2016, Tibet Water Resources Ltd (the shares of which are listed on the main board of the Stock Exchange) from March 2011 to February 2020, China Rundong Auto Group Limited (the shares of which were previously listed on main board of the Stock Exchange and were delisted in 2022) from July 2014 to December 2020, WH Group Limited (the shares of which are listed on main board of the Stock Exchange) from July 2014 to June 2022, Yashili International Holdings Ltd (the listing of the shares on the Stock Exchange being withdrawn in July 2023) from November 2013 to July 2023, GOME Retail Holdings Limited (the shares of which are listed on the Main Board of the Stock Exchange) from Marh 2011 to September 2023, and Guotai Junan Securities Co., Ltd. (the shares of which are listed on the main board of the Stock Exchange and the Shanghai Stock Exchange) from October 2016 to November 2023, respectively. Mr. Lee was a member of the Chinese People's Political Consultative Conference of Hunan Province (中國湖南省政協委員) in China from 2008 to 2017.

李港衛先生，現年70歲，是本公司獨立非執行董事。李先生於2012年11月加入本公司。彼於倫敦金斯頓大學（前身為金斯頓理工學院）獲得文學學士學位，隨後於澳大利亞科廷理工大學獲得商學深造文憑。李先生直至2009年止曾任安永會計師事務所（「安永」）合夥人逾29年，為安永發展中國業務擔當主要領導角色。李先生是英格蘭及威爾斯特許會計師公會、澳大利亞及新西蘭特許會計師公會、英國特許會計師公會、香港會計師公會及澳門會計師公會會員。李先生現為超威動力控股有限公司、中國西部水泥有限公司、中國現代牧業控股有限公司、協鑫新能源控股有限公司（上述公司之股份均在聯交所主板上市）和聰鏈集團公司（一間股份於美國納斯達克證券市場上市之公司）之獨立非執行董事。彼曾分別於2011年11月至2016年5月期間、於2011年3月至2020年2月期間、於2014年7月至2020年12月及於2014年7月至2022年6月期間、於2013年11月至2023年7月期間、於2011年3月至2023年9月期間及於2016年10月至2023年11月期間擔任中信証券股份有限公司（一間股份於聯交所主板及上海證券交易所上市之公司）、西藏水資源有限公司（一間股份於聯交所主板上市之公司）、中國潤東汽車集團有限公司（一間股份曾於聯交所主板上市並於2022年除牌之公司）、萬洲國際有限公司（一間股份於聯交所主板上市之公司）、雅士利國際控股有限公司（一間股份於2023年7月撤銷在聯交所上市之公司）、國美零售控股有限公司（一間股份於聯交所主板上市之公司）和國泰君安証券股份有限公司（一間股份於聯交所主板及上海證券交易所上市之公司）之獨立非執行董事。李先生於2008年至2017年期間曾任中國政協湖南省委員會委員。

Directors and Senior Management

董事及高級管理層



Mr. WANG Xuexian (王學先), aged 61, is an independent non-executive director of the Company. Mr. Wang joined the Company in May 2014. Mr. Wang graduated from Renmin University of China with a Master's degree in Civil Laws in January 1990. He is a lawyer in China, and his qualification for serving as an independent director has been approved by the Shanghai Stock Exchange. From January 1990 to the present, Mr. Wang has worked as an assistant professor and lecturer in Dalian University of Technology. He currently serves as a deputy professor of Dalian University of Technology, a lawyer of Heng Xin Law Office* (遼寧恒信律師事務所) in Liaoning. Mr. Wang has extensive experience in law studies, teaching and the work of lawyers, once served as an independent director of several listed or unlisted companies in the Mainland China, and has in-depth knowledge and understanding on domestic and overseas laws, corporate management and corporate governance. Mr. Wang acted as an independent director of ETIC from April 2014 to October 2018.

王學先先生，現年61歲，是本公司獨立非執行董事。王先生於2014年5月加入本公司。王先生於1990年1月畢業於中國人民大學，並獲得民法學碩士學位。他具有中國律師資格，並已取得上海證券交易所獨立董事資格。王先生自1990年1月至今在大連理工大學工作，歷任助教、講師。目前，王先生擔任大連理工大學副教授、遼寧恒信律師事務所律師。王先生具有長期的法律研究、教學及律師工作經驗，也曾擔任數家中國大陸上市及非上市公司獨立董事，對境內外法律、企業管理及公司治理具有深刻的認識和理解。王先生曾於2014年4月至2018年10月期間擔任德豪潤達的獨立董事。

Directors and Senior Management 董事及高級管理層



Mr. CHEN Hong (陳弘), aged 59, is an independent non-executive director of the Company. Mr. Chen joined the Company in December 2021. He served as an engineer of Guangzhou Wenchong Shipyard Co., Ltd. * (廣州文冲船廠有限責任公司) from September 1986 to January 1991. From July 2002 to July 2020, Mr. Chen served as a lawyer of Guangdong Yinghui Law Firm* (廣東盈輝律師事務所). Since August 2020, he has been serving as a lawyer of Guangdong Jiegao Law Firm* (廣東捷高律師事務所). Mr. Chen graduated from Dalian Institute of Technology* (大連工學院) (currently known as Dalian University of Technology* (大連理工大學)) and obtained a bachelor's degree in ship engineering in July 1986. He also obtained the legal professional qualification certificate from the Ministry of Justice of the People's Republic of China in September 2002.

陳弘先生，59歲，是本公司獨立非執行董事。陳先生於2021年12月加入本公司。自1986年9月至1991年1月，彼在廣州文冲船廠有限責任公司擔任工程師。陳先生自2002年7月至2020年7月，在廣東盈輝律師事務所擔任律師。自2020年8月起，在廣東捷高律師事務所擔任律師。陳先生於1986年7月畢業於大連工學院（現稱：大連理工大學），取得船舶工程專業學士學位。彼亦於2002年9月獲中華人民共和國司法部授予法律職業資格。

Directors and Senior Management

董事及高級管理層

Senior Management

高級管理層



Mr. WANG Donglei (王冬雷), aged 60, is the chairman and the chief technology officer of the Company. His biographical details are set out above under the paragraph headed “Executive Directors”.

王冬雷先生，現年60歲，是本公司的董事長及首席技術官。他的個人簡介已在上文「執行董事」一段中述明。



Ms. CHAN Kim Yung, Eva (陳劍瑤), aged 57, is the chief executive officer and vice chairman of the Company. Her biographical details are set out above under the paragraph headed “Executive Directors”.

陳劍瑤女士，現年57歲，是本公司的首席執行官兼副董事長。她的個人簡介已在上文「執行董事」一段中述明。



Mr. XIAO Yu (肖宇), aged 65, is the vice-president in charge of the manufacturing of the Company. His biographical details are set out above under the paragraph headed “Executive Directors”.

肖宇先生，現年65歲，是本公司負責生產製造的副總裁。他的個人簡介已在上文「執行董事」一段中述明。

Directors and Senior Management

董事及高級管理層



Mr. NG Hon Lun (伍嘆倫), aged 44, is the chief financial officer of the Company. Mr. Ng joined the Group in 2020 as chief financial advisor of the Company and was appointed as the chief financial officer of the Company with effect from 5 January 2021. Mr. Ng has more than 22 years of experience in finance and accounting. Prior to joining the Company, Mr. Ng processed professional accounting and auditing experience with RSM Hong Kong as deputy audit manager. After that, he acted as financial controller in TCL Communication Technology Holdings Limited, a company which shares were previously listed on the Stock Exchange and were delisted in the year 2016 (stock code: 2618), vice president and chief financial officer in Unisplendour Technology (Holdings) Limited (now known as Sino ICT Holdings Limited), a company which shares are listed on the Stock Exchange (stock code: 0365); and deputy general manager and financial controller in Shenzhen Infinova Limited, a company which shares are listed on the Shenzhen Stock Exchange (stock code: 2528), respectively. Mr. Ng graduated from the Hong Kong University of Science and Technology with a bachelor's degree in accounting obtained in 2002. He is a fellow member of the Association of Chartered Certified Accountants.

伍嘆倫先生，現年44歲，是本公司的首席財務官。伍先生於2020年加入本集團，任職本公司的首席財務顧問，於2021年1月5日獲委任為首席財務官。伍先生於財務及會計方面擁有逾22年經驗。在加入本公司之前，伍先生在羅申美會計師事務所擔任審計副經理，具備專業的會計和審計經驗。其後他曾先後在TCL通訊科技控股有限公司（其股份曾於聯交所上市（股份代號：2618）並於2016年除牌）擔任財務總監、紫光科技（控股）有限公司（現稱芯成科技控股有限公司）（其股份於聯交所上市（股份代號：0365））擔任副總裁及首席財務官，以及在深圳英飛拓科技股份有限公司（其股份於深圳交易所上市（股份代號：2528））擔任副總經理及財務總監。伍先生於2002年於香港科技大學會計學本科畢業。他現為特許公認會計師公會的資深會員。

Directors and Senior Management

董事及高級管理層



Ms. YANG Yan, aged 50, is the chief operating officer of the Company. Ms. Yang joined the Group in September 2023 as assistant to the chief executive officer of the Company and was appointed as the chief operating officer of the Company with effect from December 2023. Ms. Yang has more than 26 years of experience in home appliance industry especially in oversea market. Prior to joining the Company, Ms. Yang served ETIC, a substantial shareholder of the Company, as vice president between April 2014 and May 2023, and as director of ETIC from April 2014 to June 2022. Ms. Yang graduated from Dongbei University of Finance and Economics where she obtained Bachelor's degree in International Trade in 1998 and also graduated with an EMBA's degree from Sun Yat-Sen University in 2002.

楊燕女士，50歲，是本公司的首席營運官。楊女士於2023年9月加入本集團，擔任本公司的行政總裁助理，並於2023年12月起獲委任為本公司的首席營運官。楊女士在家電產業尤其是海外市場擁有超過26年的經驗。加入本公司前，楊女士於2014年4月至2023年5月期間擔任本公司主要股東德豪潤達的副總裁，並於2014年4月至2022年6月期間擔任德豪潤達的董事。楊女士於1998年畢業於東北財經大學，獲國際貿易專業學士學位，並於2002年畢業於中山大學，獲得高級管理人員工商管理碩士學位。



Ms. XIE Dongmei (謝冬梅), Aged 51, is the vice president in charge of new business development of the Company. Ms. Xie joined the Group in November of 2018. She has many years of experience in oversea market development, international business negotiation and operations management. She served Elec-Tech International Co., Ltd.* (安徽德豪潤達電氣股份有限公司) ("ETIC"), a substantial shareholder of the Company, as sales manager and sales director etc. between 2003 and 2011. From 2012 to 2018, she served HKSSL as assistant general manager and executive deputy general manager. In addition, Ms. Xie has been appointed as a director of NVC Lighting Japan K.K., a subsidiary of the Company effective from December 2019. Ms. Xie graduated from Economics Department of Sun Yat-Sen University where she obtained Bachelor's degree in Economics in 1995. She is also a certified Intermediate Economist and International Business Engineer.

謝冬梅女士，現年51歲，是本公司負責新業務開發的副總裁。謝女士於2018年11月加入本集團。她具有多年電子電器行業海外市場拓展、國際商務談判及企業運營管理經驗，她於2003年至2011年在安徽德豪潤達電氣股份有限公司（「德豪潤達」，本公司之主要股東），歷任銷售經理及銷售總監等職務。自2012年至2018擔任香港怡達副總經理及常務總經理。謝女士並於2019年12月起擔任本公司之附屬公司NVC Lighting Japan株式會社董事。謝女士於1995年畢業於中山大學經濟學系，並獲經濟學學士學位。謝女士具有中級金融經濟師及國際商務師資格證書。

Directors and Senior Management 董事及高級管理層



Ms. FAN Qianwen (范倩雯), aged 51, is the sales vice deputy general manager of HKSSL, a subsidiary of the Company, in charge of sales management and business development. Ms. Fan joined the Group in July, 2012, has years of experience in oversea market development and new business management. She served ETIC, a substantial shareholder of the Company, as sales manager and sales vice-director etc. between 1998 and 2012. Ms. Fan graduated from Master's degree in International Marketing of Macquarie University in 2014.

范倩雯女士，現年51歲，是本公司附屬公司香港怡達的銷售副總經理，負責怡達事業部的銷售管理及業務拓展。范女士於2012年7月加入本集團，具備多年的海外市場拓展及新業務管理工作的經驗。她於1998年至2012年在德豪潤達（本公司之主要股東），歷任銷售經理及銷售副總監等職務。范女士於2014年畢業於麥考瑞大學，獲得國際市場營銷碩士學位。



Mr. Akira MORITSUNE (森恒章), aged 63, is an executive director of NVC Lighting Japan Co., Ltd. ("NVCJP"), in charge of the overall operation of all NVCJP business unit since his appointment by the Group on 5 July 2021. After Mr. Moritsune graduated from Yokohama National University with a degree in economics, he joined for Toshiba group company which is one of Japan's leading international companies. He has led the group for many years as head of sales for the lighting businesses which include housing, public facilities building, lamps and equipment at Toshiba Lighting & Technology Corporation.

森恒章先生，63歲，是NVC Lighting Japan Co., Ltd. (「NVCJP」) 的執行董事，自2021年7月5日被本集團任命以來，負責NVCJP業務單元的整體運營。森先生畢業於橫濱國立大學，獲得經濟學學位後，他加入了東芝集團公司（日本領先的國際公司之一）。他曾在東芝照明技術公司擔任照明業務的銷售主管多年，該業務包括住宅、公共設施建築、燈具和設備。

Directors and Senior Management

董事及高級管理層



Mr. Chikao SANO (佐野史生), aged 60, is an executive director of NVC Lighting Japan Co., Ltd. ("NVCJP"), in charge of the overall operation of all NVCJP business unit since joining the Group on 1 January 2019. After Mr. CHIKAO graduated from Kanto Gakuin University with a degree in engineering, he joined for Toshiba group company which is one of Japan's leading international companies. He served as the head of lighting equipment and electrical equipment at Toshiba Lighting & Technology Corporation for many years, primarily responsible for residential lighting.

佐野史生先生，60歲，是NVC Lighting Japan Co., Ltd. (「NVCJP」) 的執行董事，自2019年1月1日加入本集團以來，負責NVCJP業務單元的整體運營。佐野先生畢業於關東學院大學，獲得工學學位後，他加入了東芝集團公司（日本領先的國際公司之一）。他曾在東芝照明技術公司擔任照明設備和電氣設備部長多年，主要負責住宅照明。



Mr. Joe CLARK, aged 65, is the chief executive officer of NVC Lighting Limited ("NVC UK"), a subsidiary of the Company, and a director of UK and Nordic subsidiaries. Joe obtained a bachelor's degree in Mechanical Engineering. Mr. Joe joined the Group in late 2016, has held senior positions in a number of overseas market-leading electrical product manufacturers and distributors. Mr. Joe leads NVC UK's development programs across multiple areas of the business.

Joe CLARK先生，現年65歲，是本公司附屬公司NVC Lighting Limited (「英國雷士」) 的首席執行官以及英國及北歐附屬公司的董事。Joe獲得機械工程學士學位。Joe於2016年底加入本集團，曾於多家海外市場領先的電器產品製造商及經銷商擔任要職。Joe領導推行英國雷士在多個業務領域的發展計劃。

Directors and Senior Management

董事及高級管理層



Mr. Andy PAGETT, aged 59, is an executive director of NVC UK. Andy joined the Group in October 2017. He is the chief operating officer of UK and Nordic subsidiaries. Andy has extensive experience in operational management. From 2007 to 2017, he worked for a privately owned UK company, Unipart Group of Companies, running both forward and reverse logistics and repair operations for various blue-chip companies, from Vodafone, Sky and Three Mobile. Andy has an extensive knowledge and experience in implementation of lean manufacturing, having worked with Industry Forum, a lean consultancy, during his time with Unipart. Prior to 2007, Andy has worked in several manufacturing sectors, including Defence, automotive and aerospace. Andy graduated from Coventry University with a MSc in Engineering Business Management.

Andy PAGETT先生，現年59歲，是英國雷士的執行董事。Andy於2017年10月加入本集團。他是英國及北歐附屬公司的首席運營官。Andy在運營管理方面擁有豐富的經驗。從2007年到2017年，他在英國一家私營公司Unipart Group of Companies工作，為Vodafone、Sky及Three Mobile等多家藍籌公司運營正向及逆向物流及維修業務。Andy在精益製造實施方面擁有豐富的知識及經驗，在Unipart任職期間曾在精益諮詢公司Industry Forum工作。於2007年前，Andy曾在多個製造行業工作，包括國防、汽車及航空航天。Andy畢業於Coventry University，獲得工程商業管理理學碩士學位。



Mr. Neil CLYDESDALE, aged 52, is the commercial and finance director of NVC UK and a director of UK and Nordic subsidiaries. Neil joined the Group in later 2020, bringing experience from a career exclusively in the electrical product industry, including significant tenure at overseas market leading businesses such as Honeywell MK Electric and Weidmuller. Neil is a Chartered Management Accountant (ACMA), having begun his career in finance and subsequently transitioned into senior commercial and business leadership roles. Neil leads the wider commercial development and oversees all business support functions.

Neil CLYDESDALE先生，52歲，為英國雷士的商業及財務總監，以及英國及北歐附屬公司的董事。Neil於2020年下半年加入本集團，帶來了其在電氣產品行業的豐富職業經驗，包括在Honeywell MK Electric及Weidmuller等海外市場領先企業任職的重要經歷。Neil是一名特許管理會計師(ACMA)，其職業生涯始於金融領域，隨後轉向高級商業及業務領導職位。Neil領導更廣泛的商業發展並監督所有業務支援功能。

Directors and Senior Management

董事及高級管理層



Company Secretary 公司秘書

Ms. KWOK Siu Ying Sarah (郭兆瑩), aged 41, was appointed as the company secretary of the Company on 26 August 2022. Ms. Kwok is currently a manager of corporate services of Vistra Corporate Services (HK) Limited. She has over nine years of experience in the corporate services industry.

Ms. Kwok obtained a bachelor's degree in Business Studies from University College Dublin, National University of Ireland in June 2012 and a master's degree in Corporate Governance from Hong Kong Metropolitan University in November 2017. She has been an associate member of The Hong Kong Chartered Governance Institute and an associate member of The Chartered Governance Institute in the United Kingdom since 2018. She is also an affiliate member of The Society of Trust and Estate Practitioners.

Ms. Kwok is currently the joint company secretary of Shanghai Bio-heart Biological Technology Co., Ltd., a company listed on the Main Board of the Stock Exchange (stock code: 2185), Shanghai HeartCare Medical Technology Corporation Limited, a company listed on the Main Board of the Stock Exchange (stock code: 6609), Beauty Farm Medical and Health Industry Inc., a company listed on the Main Board of the Stock Exchange (stock code: 2373) and Black Sesame International Holding Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2533).

郭兆瑩女士，41歲，於2022年8月26日獲委任為本公司公司秘書。郭女士現擔任Vistra Corporate Services (HK) Limited的企業服務經理。彼在企業服務行業擁有逾九年經驗。

郭女士於2012年6月獲得愛爾蘭國立都柏林大學商業學學士學位，並於2017年11月獲香港都會大學頒授企業管治碩士學位。彼自2018年起一直為香港公司治理公會的會士，以及英國特許公司治理公會的會士。彼亦為國際信託及資產規劃學會附屬會員。

郭女士現為上海百心安生物技術股份有限公司（一家於聯交所主板上市的公司，股份代號：2185）、上海心瑋醫療科技股份有限公司（一家於聯交所主板上市的公司，股份代號：6609）、美麗田園醫療健康產業有限公司（一家於聯交所主板上市的公司，股份代號：2373）及黑芝麻智能國際控股有限公司（一家於聯交所主板上市的公司，股份代號：2533）的聯席公司秘書。

Report of Directors

董事會報告

The Board presents this report together with the audited financial statements for the year ended 31 December 2024 ("Financial Statements").

Principal Activities

The Company was redomiciled from the British Virgin Islands to the Cayman Islands on 30 March 2010 and incorporated as an exempted company with limited liability. The Group's operations are conducted mainly through the direct and indirect subsidiaries of the Company. The Group is principally engaged in the design, development, production, marketing and sale of a variety of lighting products, and gradually extend to non-lighting business areas. During the Reporting Period, there is no significant change in the Group's principal activities. The financial performance of the principal activities of the Group during the Reporting Period is set out in the consolidated statement of profit or loss of the consolidated financial statements on pages 180 to 183.

Subsidiaries and Associates

Particulars of the Company's principal subsidiaries as at 31 December 2024 are set out in note 40 to the consolidated financial statements. Particulars of the Group's interests in associates are set out in note 24 to the consolidated financial statements.

Results and Dividends

The Group's profit for the Reporting Period and the state of affairs of the Group as at 31 December 2024 are set out in the consolidated financial statements on pages 180 to 304 of this annual report.

The Board has proposed not to declare final dividend for the year ended 31 December 2024.

Annual General Meeting

The annual general meeting ("Annual General Meeting") of the Company is scheduled to be held on 13 June 2025. A notice convening the Annual General Meeting will be published and dispatched to the Shareholders in due course.

Closure of Register of Members

The register of members of the Company will be closed from Tuesday, 10 June 2025 to Friday, 13 June 2025 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Monday, 9 June 2025.

董事會呈報本報告連同本集團截至2024年12月31日止年度經審核財務報表（「財務報表」）。

主營業務

本公司於2010年3月30日從英屬維爾京群島遷至開曼群島註冊成立為獲豁免有限責任公司。本集團的經營主要通過本公司的直接及間接附屬公司進行。本集團的主要業務是設計、開發、生產、推廣和銷售各種各樣的照明產品，並逐步向非照明業務領域延伸。報告年度內，本集團的主營業務沒有重大變化。本集團於報告年度主營業務的財務業績，載於綜合財務報表第180頁至第183頁的綜合損益表。

附屬公司及聯營公司

截至2024年12月31日，本公司主要附屬公司的詳細情況載於綜合財務報表附註40。本集團於聯營公司的權益之詳情載於綜合財務報表附註24。

業績及股息

本集團於報告年度的利潤以及本集團截至2024年12月31日的業務狀況載於本年報第180頁至第304頁的綜合財務報表。

董事會已建議不派發截至2024年12月31日止年度之末期股息。

股東周年大會

本公司之股東周年大會（「股東周年大會」）謹訂於2025年6月13日舉行。召開股東周年大會之通告將於適當時候刊發及寄發予股東。

暫停辦理股票過戶登記手續

本公司將於2025年6月10日（星期二）至2025年6月13日（星期五）（包括首尾兩天）期間暫停辦理過戶登記手續。股東如欲符合資格出席股東周年大會並於會上投票，所有股份過戶文件連同有關股票必須於2025年6月9日（星期一）下午四時三十分之前送達本公司的香港股份過戶登記分處香港中央證券登記有限公司辦理登記手續，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

Report of Directors

董事會報告

Business Review

The discussion for the business review of the Reporting Period of the Group as well as the major risks and uncertainty factors facing the Group are set forth in the “Management Discussion and Analysis” on pages 13 to 35 of this annual report. The future business development of the Group is set forth in the “Chairman’s Statement” on pages 7 to 12 of this annual report. The critical indices adopted in the financial statements for the analysis of the performance of the Group during the Reporting Period are set forth in the “Management Discussion and Analysis” on pages 13 to 35 of this annual report.

Compliance with Laws and Regulations

The Group has complied with relevant laws and regulations affecting the operation of the Group significantly.

Relationship with Stakeholders

The Group acknowledges that our employees, clients and business cooperative partners are the key to our sustainable development. The Group is committed to the establishment of close relationship with our employees and the provision of industrialised, chain-based and one-stop solutions to our clients, and continues to strengthen the cooperation with our business cooperative partners so as to attain the win-win outcome for various parties and push ahead with the healthy and rapid development of the lighting industry.

Environmental Protection and Social Responsibility

The Group is committed to the support for the sustainable environmental protection. As the well-known supplier for lighting products in the industry, the Group shall comply with various environmental protection laws and regulations formulated by the relevant international and local government departments. The Group is the advocate pioneer for green lighting and committed to the promotion of “Lighting Environment”: to beautify the commercial and living space with artificial lighting, protect the healthy living environment for mankind with energy-saving lighting for environmental protection, and support the energy-saving environmental protection business for the whole world with action taken. The Group will go further to continue to carry out the enterprise social responsibilities as a means of feedback to our society.

業務回顧

本集團報告年度內之業務回顧以及本集團面對的主要風險及不確定性因素之討論載於本年報第13頁至第35頁之「管理層討論與分析」。有關本集團未來業務發展載於本年報第7頁至第12頁之「主席報告」。採用財務表現關鍵指標對本集團報告年度內表現之分析載於本年報第13頁至第35頁之「管理層討論與分析」。

遵守法律法規

本集團已遵守對本集團營運構成重大影響的相關法律和法規。

與持份者的關係

本集團確認我們的僱員、客戶及業務夥伴是我們可持續發展的關鍵。本集團致力與僱員建立密切關係、為客戶提供產業化、鏈條化及一站式的解決方案，並持續加強與我們的業務夥伴合作，以達到多方共贏，推動照明產業健康、快速的向前發展。

環境保護及社會責任

本集團致力支持環境可持續性。作為行業內知名的照明產品供應商，本集團須遵守有關國際及當地政府部門制定的各項環保法律和法規。本集團是綠色照明的宣導者，致力宣導「光環境」：以人工照明美化商業及人居空間，以環保型節能照明保護人類健康生存環境，以行動支持世界的節能環保事業。本集團將再接再厲，繼續努力實踐企業社會責任，回饋社會。

Report of Directors

董事會報告

Equity-Linked Agreement

Save as disclosed in the “Restricted Share Unit Scheme” section in this annual report, the Group neither entered into nor had any equity-linked agreement during the Reporting Period.

Permitted Indemnity Provision

According to the Company's Articles of Association, each Director is entitled to the compensation out of the assets and profits of the Company for all actions, costs, charges, losses, damages, expenses or liabilities incurred due to the execution of his/her duties or taken place related to such execution. The Company has taken out the appropriate Directors' and officers' liability insurance policy for the Directors and officers of the Group as a means of security.

Financial Highlights

A summary of the audited results and of the assets and liabilities of the Group for the last five reporting periods is set out on pages 5 to 6 of this annual report.

Bank Loans

Details of bank loans are set out in note 35 to the consolidated financial statements on page 268 of this annual report.

Save as disclosed in this annual report, the Group did not grant any loans to any entities, nor did it offer any financial assistance to its associates or make any guarantee for the facilities granted to its associates.

Property, Plant and Equipment

Details of movements in the property, plant and equipment for the Reporting Period are set out in note 18 to the consolidated financial statements on pages 243 to 244 of this annual report.

Share Capital

Details of movements in the share capital for the Reporting Period are set out in note 38 to the consolidated financial statements on page 271 of this annual report.

股票掛鈎協議

除本年報「受限制股份單位計劃」一節所披露者外，在報告年度內，本集團並無訂立或存在任何股票掛鈎協議。

獲准許的彌償條文

根據本公司之組織章程，每位董事有權就其任期內，或因執行其職務而可能遭致或發生與此相關之一切訴訟、費用、收費、損失、損害、開支或責任從本公司資產及利潤中獲得賠償。本公司已為本集團董事及高級職員購買適當的董事及高級職員責任保險作為保障。

財務概要

本集團過去五個報告年度的經審計的業績和資產及負債之概要，載於本年報第5頁至第6頁。

銀行貸款

有關銀行貸款的詳情，載於本年報第268頁綜合財務報表附註35。

除本年報所披露者外，本集團沒有給予某實體的貸款，也沒有提供予聯屬公司的財務資助或為聯屬公司融資所作出的擔保。

物業、廠房及設備

於報告年度內，物業、廠房及設備的變動詳情，載於本年報第243頁至第244頁綜合財務報表附註18。

股本

於報告年度內的股本變動詳情，載於本年報第271頁綜合財務報表附註38。

Report of Directors

董事會報告

Reserves

Details of movements in the reserves of the Company and the Group for the Reporting Period are set out in note 46 to the consolidated financial statements on pages 303 to 304 and the consolidated statement of changes in equity on pages 184 to 186 of this annual report.

Distributable Reserves

As at 31 December 2024, the Company's reserves available for distribution amounted to US\$336,707,000.

Public Float

As of the date of this annual report, based on the information publicly available to the Company and to the best knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules for the Reporting Period and at any time prior to the date of this annual report.

Important events after the Reporting Period

No important events affecting the Company occurred since 31 December 2024 and up to the date of this report.

Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Company's Articles of Association or applicable laws of the Cayman Islands where the Company was incorporated.

Tax Allowances

The Company is not aware of any particular tax allowances granted to the Company's Shareholders due to their interests in its securities.

儲備

於報告年度內，本公司及本集團的儲備變動詳情，載於本年報第303頁至第304頁綜合財務報表附註46和第184頁至第186頁綜合權益變動表。

可供分派之儲備

於2024年12月31日，本公司的可供分派之儲備為336,707千美元。

公眾持股量

截至本年報日期，根據本公司可公開取得之資料及就本公司董事會所知悉，本公司在報告年度內，及截至本年報日期前任何時間保持《上市規則》所指定之公眾持股量。

報告年度後重大事項

自2024年12月31日起至本報告日期，概無發生影響本公司的重大事項。

優先購買權

本公司組織章程或其註冊成立所在地開曼群島之適用法律並無載列有關優先購買權的條文。

稅項減免

本公司並不知悉本公司股東因持有本公司證券而可獲得任何稅項減免。

Report of Directors

董事會報告

Directors

The Directors during the Reporting Period and up to the date of this annual report are as follows:

Executive Directors

WANG Donglei	appointed as a non-executive Director on 11 January 2013, re-designated as an executive Director on 2 February 2015, resigned as the chief executive officer on 22 February 2019, re-designated as a non-executive Director on 20 May 2020, re-designated again as an executive Director on 17 July 2020 and appointed as the chief technology officer on 19 July 2021
CHAN Kim Yung, Eva	appointed as an executive Director and vice chairman of the Company on 25 November 2018 and appointed as the chief executive officer on 22 February 2019
XIAO Yu	appointed as a non-executive Director on 29 May 2014 and re-designated as an executive Director on 8 August 2014
WANG Keven Dun	appointed as an executive Director on 12 December 2016 and re-designated as a non-executive Director on 20 May 2020, re-designated as an executive Director on 1 September 2022

Non-executive Director

YE Yong	appointed on 25 November 2018
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Independent Non-executive Directors

LEE Kong Wai, Conway	appointed on 28 November 2012
WANG Xuexian	appointed on 29 May 2014
CHEN Hong	appointed on 1 December 2021

Directors' and Senior Management's Biographies

Directors' and senior management's biographies are set out in the section headed "Directors and Senior Management" on pages 36 to 50 of this annual report.

董事

於報告年度內及截至本年報日期，董事名單如下：

執行董事

王冬雷	於2013年1月11日獲委任為非執行董事，於2015年2月2日調任為執行董事，並於2019年2月22日辭任首席執行官，於2020年5月20日被調任為非執行董事，於2020年7月17日被重新調任為執行董事及於2021年7月19日獲委任為首席技術官
陳劍瑢	於2018年11月25日獲委任為本公司執行董事及副董事長，並於2019年2月22日獲委任為首席執行官
肖宇	於2014年5月29日獲委任非執行董事，並於2014年8月8日調任為執行董事
王頓	於2016年12月12日獲委任為執行董事，並於2020年5月20日調任為非執行董事、於2022年9月1日調任為執行董事

非執行董事

叶勇	於2018年11月25日獲委任
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獨立非執行董事

李港衛	於2012年11月28日獲委任
王學先	於2014年5月29日獲委任
陳弘	於2021年12月1日獲委任

董事及高級管理層履歷

董事及高級管理層履歷載於本年報第36頁至第50頁的「董事及高級管理層」一節。

Report of Directors

董事會報告

Directors' Service Contracts

None of the Directors who is proposed for re-election at the forthcoming Annual General Meeting has a service contract with us that is not determinable by the Company or any of its subsidiaries within one year without payment of compensation (other than statutory compensation).

The relevant information on Directors' service contracts is set out in the section headed "Appointment and Re-election of Directors" in the "Corporate Governance Report" on pages 72 to 94 of this annual report.

Directors' Interests in Transactions, Arrangements or Contracts of Significance

Save for certain continuing connected transactions as disclosed in the section headed "Continuing Connected Transactions" in this report, no Director nor an entity connected with a Director had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party during or subsisted at the end of the Reporting Period or at any time during the Reporting Period.

Confirmation of Independence from the Independent Non-Executive Directors

The Company has received from each of the independent non-executive Directors, namely Mr. LEE Kong Wai, Conway, Mr. WANG Xuexian and Mr. CHEN Hong, the annual confirmation letter of their respective independence. The Company considers that the independent non-executive Directors were independent from their respective date of appointment to 31 December 2024 and remain independent as of the date of this annual report.

Arrangement to Acquire Shares or Debentures

Save as disclosed in the "Restricted Share Unit Scheme" section in this annual report, at no time during the Reporting Period or at the end of the Reporting Period was the Company, its subsidiaries, its holding company or the subsidiaries of its holding company, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

董事服務合同

擬在即將舉行的股東周年大會上重選的董事概不存在與本公司或任何附屬公司簽訂不可在一年內不予賠償（法定賠償除外）的情況下終止的服務合約。

董事服務合同相關資訊載於本年報第72頁至第94頁的「企業管治報告」中的「董事的委任及重選」一節。

董事於重大交易、安排及合同之權益

除本報告標題為「持續關連交易」一節披露的若干持續關連交易外，於報告年度或報告年度任何時間，概無董事或與董事有關連之實體於本公司之控股公司或其任何附屬公司或同系附屬公司所參與訂立，且對本集團之業務有重大意義之任何交易、安排或合同中直接或間接擁有重大權益。

獨立非執行董事確認其獨立性

本公司已接獲各獨立非執行董事（李港衛先生、王學先先生及陳弘先生）各自發出之年度獨立性確認函。本公司認為，各獨立非執行董事從各自委任日期起至2024年12月31日期間一直屬獨立人士，截至本年報日期仍然如此。

收購股份或債權證的安排

除本年報「受限制股份單位計劃」一節所披露者外，在報告年度內任何時間或報告年度末，本公司、其附屬公司、其控股公司或控股公司的附屬公司，並無參與訂立任何安排，致使董事可藉收購本公司或任何其他法人團體的股份或債權證來獲取利益。

Report of Directors

董事會報告

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares or Debentures

As at 31 December 2024, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or recorded in the register required to be maintained pursuant to Section 352 of Part XV of the SFO, or which were otherwise required to be notified to the Company and the Stock Exchange pursuant to the provisions of the Model Code were as follows:

董事及最高行政人員於股份、相關股份或債權證中擁有的權益及淡倉

於2024年12月31日，本公司董事及最高行政人員於本公司及其相聯法團（定義見《證券及期貨條例》第XV部份）的股份、相關股份及債權證中擁有根據《證券及期貨條例》第XV部份第7及8部份須知會本公司及聯交所（包括根據《證券及期貨條例》規定，彼等當作或視為擁有之權益或淡倉）或根據《證券及期貨條例》第XV部份第352條規定須予存置之登記冊或根據標準守則須另行知會本公司及聯交所之權益及淡倉如下：

Name of Director	Nature of interests	Class of Shares	Number of Shares or underlying Shares	Approximate percentage of the total issued Shares (Note 1) 佔已發行股份總數的概約百分比 (附註1)
董事姓名	權益性質	股份類別	股份或相關股份數目	
YE Yong 叶勇	Beneficial owner 實益擁有人	Ordinary Shares 普通股	27,403,900 (L)	5.40%
	Spouse's interest 配偶的權益	Ordinary Shares 普通股	743,300 (L) (Note 2) (附註2)	0.15%
WANG Keven Dun 王頓	Beneficial owner 實益擁有人	Ordinary Shares 普通股	84,545,613 (L) (Note 3) (附註3)	16.67%

Notes:

附註：

- The approximate percentage of the total issued Shares is calculated with reference to the Company's number of Shares in issue as at 31 December 2024, i.e. 507,273,677 Shares.
- As these Shares are held by Ms. GAO Xia, the spouse of Mr. YE Yong, Mr. YE Yong is deemed to be interested in these Shares.
- These Shares were held by Canopy Capital Limited. As Canopy Capital Limited is indirectly wholly-owned by Mr. WANG Keven Dun, Mr. WANG Keven Dun is deemed to be interested in these Shares.
- (L) represents long position.
- 佔已發行股份總數的概約百分比乃參照本公司於2024年12月31日之已發行股份數目（即507,273,677股股份）計算。
- 由於該等股份由叶勇先生的配偶高霞女士持有，因此叶勇先生被視為於該等股份中擁有權益。
- 該等股份由天蓬資本有限公司持有。由於天蓬資本有限公司由王頓先生間接全資擁有，王頓先生被視為於該等股份中擁有權益。
- (L)代表好倉。

Report of Directors

董事會報告

Saved as disclosed above, as at 31 December 2024, none of the Directors or chief executives of the Company had or was deemed to have interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were notifiable to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or recorded in the register required to be maintained by the Company pursuant to Section 352 of the SFO, or which were notifiable to the Company and the Stock Exchange pursuant to the provisions of the Model Code.

Interests and Short Positions of Substantial Shareholders in the Shares and Underlying Shares

As at 31 December 2024, to the best knowledge of the Directors and chief executives of the Company, the following persons (other than Directors or chief executives of the Company) had 5% or more interests or short positions in the issued Shares and underlying Shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

除上文所披露者外，於2024年12月31日，本公司董事或最高行政人員並無於本公司或其相聯法團（定義見《證券及期貨條例》第XV部份）之股份、相關股份或債權證中擁有或被視為擁有任何根據《證券及期貨條例》第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據《證券及期貨條例》彼等被當作或被視為持有的權益及淡倉）或須記入根據《證券及期貨條例》第352條規定本公司存置之記錄冊或根據標準守則須知會本公司及聯交所之權益或淡倉。

主要股東所持股份及相關股份的權益及淡倉

於2024年12月31日，就本公司董事及最高行政人員所知，根據《證券及期貨條例》第336條須存置之登記名冊顯示，下列人士（非本公司董事或最高行政人員）於已發行股份及相關股份中擁有5%或以上的權益或淡倉：

Name of Shareholder	Nature of interests	Class of Shares	Number of Shares or underlying Shares	Approximate percentage of the total issued Shares (Note 1) 佔已發行股份總數的概約百分比 (附註1)
股東名稱	權益性質	股份類別	股份或相關股份數目	
Elec-Tech International (H.K.) Company Limited 德豪潤達國際（香港）有限公司	Beneficial owner 實益擁有人	Ordinary Shares 普通股	74,034,600 (L)	14.59%
ETIC 德豪潤達	Interest of corporation controlled by the substantial shareholder 主要股東所控制的法團的權益	Ordinary Shares 普通股	74,034,600 (L) (Note 2) (附註2)	14.59%
Gold Interact Investment Limited 金中和投資有限公司	Security interest 抵押權益	Ordinary Shares 普通股	64,935,064 (L) (Note 3) (附註3)	12.80%
SU Lixin 蘇立新	Beneficial owner 實益擁有人	Ordinary Shares 普通股	64,935,064 (L)	12.80%
Rising Wealth Limited 財升有限公司	Beneficial owner 實益擁有人	Ordinary Shares 普通股	63,840,000 (L)	12.58%
ZHAO Yu 趙煜	Interest of corporation controlled by the substantial Shareholder 主要股東所控制的法團的權益	Ordinary Shares 普通股	63,840,000 (L) (Note 4) (附註4)	12.58%
Harbour Faith Enterprises Limited	Beneficial owner 實益擁有人	Ordinary Shares 普通股	41,491,100 (L)	8.18%
CHAN Sin Wa Carrie 陳倩華	Interest of corporation controlled by the substantial Shareholder 主要股東所控制的法團的權益	Ordinary Shares 普通股	41,491,100 (L) (Note 5) (附註5)	8.18%
Canopy Capital Limited 天蓬資本有限公司	Beneficial owner 實益擁有人	Ordinary Shares 普通股	84,545,613 (L)	16.67%

Report of Directors

董事會報告

Name of Shareholder	Nature of interests	Class of Shares	Number of Shares or underlying Shares	Approximate percentage of the total issued Shares (Note 1) 佔已發行股份總數的概約百分比 (附註1)
股東名稱	權益性質	股份類別	股份或相關股份數目	
Leap Gain Limited	Interest of corporation controlled by the substantial Shareholder 主要股東所控制的法團的權益	Ordinary Shares 普通股	84,545,613 (L) (Note 6) (附註6)	16.67%
Oneworld Legend Limited	Interest of corporation controlled by the substantial Shareholder 主要股東所控制的法團的權益	Ordinary Shares 普通股	84,545,613 (L) (Note 6) (附註6)	16.67%
Harker Hall Capital Ltd.	Interest of corporation controlled by the substantial Shareholder 主要股東所控制的法團的權益	Ordinary Shares 普通股	84,545,613 (L) (Note 6) (附註6)	16.67%

Notes:

附註：

- The approximate percentage of the total issued Shares is calculated with reference to the Company's number of Shares in issue as at 31 December 2024, i.e. 507,273,677 Shares.
- These Shares were held by Elec-Tech International (H.K.) Company Limited. As Elec-Tech International (H.K.) Company Limited is a wholly-owned subsidiary of ETIC, ETIC is deemed to be interested in all these Shares.
- Gold Interact Investment Limited has entered into a share charge as chargee with Mr. SU Lixin as chargor, pursuant to which 64,935,064 Shares were charged. Gold Interact Investment Limited is deemed to have interest in these Shares by virtue of its security interest.
- These Shares were held by Rising Wealth Limited. As Rising Wealth Limited is wholly-owned by Ms. ZHAO Yu, Ms. ZHAO Yu is deemed to be interested in these Shares.
- These Shares were held by Harbour Faith Enterprises Limited. As Harbour Faith Enterprises Limited is wholly-owned by Ms. CHAN Sin Wa Carrie, Ms. CHAN Sin Wa Carrie is deemed to be interested in these Shares.
- These Shares were held by Canopy Capital Limited. Canopy Capital Limited is a wholly-owned subsidiary of Leap Gain Limited, which is in turn wholly owned by Oneworld Legend Limited. As Oneworld Legend Limited is wholly owned by Harker Hall Capital Ltd., which is in turn wholly owned by Mr. WANG Keven Dun, Mr. WANG Keven Dun is deemed to be interested in these Shares.
- (L) represents long position.

- 佔已發行股份總數的概約百分比乃參照本公司於2024年12月31日之已發行股份數目(即507,273,677股股份)計算。
- 該等股份由德豪潤達國際(香港)有限公司持有。德豪潤達國際(香港)有限公司是德豪潤達的全資附屬公司，因此德豪潤達被視為於該等股份中擁有權益。
- 金中和投資有限公司(作為承押人)已與蘇立新先生(作為押記人)訂立股份押記協議，據此將押記 64,935,064 股股份。金中和投資有限公司因擔保權益而被視為於該等股份擁有權益。
- 該等股份由財升有限公司持有。由於財升有限公司由趙煜女士全資擁有，故趙煜女士被視為於該等股份中擁有權益。
- 該等股份由Harbour Faith Enterprises Limited持有。由於Harbour Faith Enterprises Limited由陳倩華女士全資擁有。陳倩華女士被視為於該等股份中擁有權益。
- 該等股份由天蓬資本有限公司持有。天蓬資本有限公司是Leap Gain Limited的全資附屬公司，Leap Gain Limited則由Oneworld Legend Limited全資擁有。由於Oneworld Legend Limited由Harker Hall Capital Ltd.全資擁有，而Harker Hall Capital Ltd.由王頓先生全資擁有，王頓先生被視為於該等股份中擁有權益。
- (L)代表好倉。

Save as disclosed above, as at 31 December 2024, so far as the Directors are aware, no other person (except the Directors and chief executive) or corporation had 5% or more interests or short positions in the Shares and underlying Shares which were recorded in the register required to be maintained by the Company pursuant to Section 336 of the SFO.

除上文所披露者外，就董事所知，於2024年12月31日，概無任何人士(本公司董事或最高行政人員除外)或法團擁有須登記於根據《證券及期貨條例》第336條規定本公司須備存的登記冊內的股份及相關股份5%或以上的權益或淡倉。

Report of Directors

董事會報告

Restricted Share Unit Scheme

Purposes

The restricted share unit scheme of the Company (the “RSU Scheme”) was approved and adopted by the Shareholders on January 25, 2019 (the “Adoption Date”). The purpose of the RSU Scheme is to further improve corporate governance, enhance the sense of responsibility and sense of mission of the Company’s management team and to promote healthy development and sustainability of the Company so as to ensure that the Company’s growth objective will be achieved by providing certain individuals with the opportunity to acquire equity interests in the Company.

Participants in the RSU Scheme

The Directors (including executive Directors, non-executive Directors and independent non-executive Directors), the directors of the Company’s subsidiaries and the employees of the Group or any other person as determined by the Board who the Board considers, in its absolute discretion, have contributed or will contribute to the Group.

Maximum Number of Shares under the RSU Scheme

The total number of Shares in respect of which RSUs may be granted pursuant to the RSU Scheme and any other share-based incentive schemes of the Company is 5 percent of the Shares in issue as at the Adoption Date (the “Scheme Mandate Limit”). At any time during the Term (as defined below), the maximum aggregate number of Shares that may underlie the RSUs granted pursuant to the RSU Scheme shall be the Scheme Mandate Limit minus (a) the maximum aggregate number of Shares underlying the RSUs already granted pursuant to the RSU Scheme; and (b) the maximum aggregate number of Shares that may be issued and/or transferred upon the vesting or exercise of any awards already granted pursuant to any other equity-based incentive plans of the Company.

As at the date of this annual report, no Shares are held by the trustee of the RSU Scheme (the “Trustee”) for future grant of RSUs. As the RSU Scheme expired in February 2024, the total number of shares available for issue as at the date of this annual report in connection with the RSU Scheme is nil.

Maximum Entitlement of Each Participant

The number of Shares entitled by a participant is subject to such terms, conditions and undertakings as the Board considers, in its sole and absolute discretion, appropriate.

受限制股份單位計劃

目的

本公司的受限制股份單位計劃（「受限制股份單位計劃」）於 2019 年 1 月 25 日（「採納日期」）獲股東批准及採納。受限制股份單位計劃旨在進一步完善企業治理，增強本公司經營管理團隊的責任感及使命感，促進本公司健康發展及可持續發展，從而確保通過向若干個人提供獲得本公司股權的機會來實現本公司的增長目標。

受限制股份單位計劃的參與人士

董事（包括執行董事、非執行董事及獨立非執行董事）、本公司附屬公司董事及本集團僱員或由董事會所釐定其全權酌情認為已為或將會為本集團作出貢獻的任何其他人士。

受限制股份單位計劃項下的最大股份數目

根據受限制股份單位計劃及本公司任何其他基於股份的激勵計劃可授出受限制股份單位涉及的股份總數為截至採納日期已發行股份的5%（「計劃授權限額」）。於期限（定義見下文）內的任何時間，根據受限制股份單位計劃授予的受限制股份單位可依據的最大股份總數應為計劃授權限額減去(a)根據受限制股份單位計劃已授出的受限制股份單位相關的最大總數股份；及(b)根據本公司任何其他基於股份的激勵計劃已授出的任何獎勵獲歸屬或行使時可能發行及／或轉讓的最大股份總數。

於本年報日期，概無股份由受限制股份單位計劃的受託人（「受託人」）持有，以供日後授予受限制股份單位。由於受限制股份單位計劃於2024年2月屆滿，截至本年報日期，與受限制股份單位計劃有關的可供發行股份總數為零。

每名參與人士的最大配額

參與人士有權獲得的股份數目受董事會全權酌情認為適當的條款、條件及承諾所約束。

Report of Directors

董事會報告

Vesting

The Board may, at its absolute discretion, determine the vesting terms and conditions and the vesting schedule.

Upon the vesting of RSUs on the vesting date, the Company shall, in its absolute discretion, satisfy such RSUs either by: (a) directing and procuring the Trustee to transfer to the grantee the relevant number of Shares credited as fully paid; or (b) paying or procuring the payment of a cash payment to the grantee, and (c) to the extent that the grantee has any Shares purchased by the Trustee (the “Purchased Shares”) which were held by the Trustee, directing and procuring the Trustee to transfer such Purchased Shares to the grantee and remit to the grantee any distributions received by the Trustee in respect of Purchased Shares held on trust by it (if any).

Notwithstanding the foregoing, if the Company, the Trustee or any grantee would or might be prohibited from dealing in the Shares by the Listing Rules or by any other applicable laws, regulations or rules within the period specified above, the date on which the relevant Shares shall be transferred to the grantee shall occur as soon as possible after the date when such dealing is permitted by the Listing Rules or by any other applicable laws, regulations or rules.

Duration

The RSU Scheme was valid and effective for a period commencing from the Adoption Date and expired on the fifth anniversary thereof (the “Term”). The RSU Scheme expired in February 2024.

Details of RSUs Granted under the RSU Scheme

The Company has not granted any RSUs to the Participants pursuant to the RSU Scheme since the Adoption Date.

Purchase, Sale or Redemption of the Company's Listed Securities

During the Reporting Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any listed securities of the Company (including the sale of treasury shares). As at 31 December 2024, the Company did not hold any treasury shares.

歸屬

董事會可全權酌情決定歸屬條款及條件以及歸屬時間表。

當受限制股份單位於歸屬日期歸屬，本公司應全權酌情決定按以下方式滿足有關受限制股份單位：(a)指示並促使受託人向承授人轉讓入賬為繳足的相關數目的股份；或(b)向承授人支付或促成支付現金，及 (c)（倘承授人讓受託人購買由受託人持有的任何股份（「已購股份」））指示並促使受託人將有關已購股份轉讓予承授人，並將受託人就其以信託方式持有的已購股份收到的任何分配匯予承授人（如有）。

儘管有上述規定，倘本公司、受託人或任何承授人將或可能被上市規則或任何其他適用法律、法規或規則禁止於上述期間內買賣股份，相關股份轉讓予承授人的日期應在上市規則或任何其他適用法律、法規或規則允許有關交易的日期後儘快發生。

持續期間

受限制股份單位計劃於自採納日期起至其第五個週年止期間（「期限」）有效。此受限制股份單位計劃已於2024年2月屆滿。

根據受限制股份單位計劃授予的受限制股份單位的詳情

自採納日期起，本公司並無根據受限制股份單位計劃向參與人士授出任何受限制股份單位。

購買、出售或贖回本公司任何上市證券

於報告年度，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券（包括出售庫存股）。於2024年12月31日，本公司並無持有任何庫存股。

Report of Directors

董事會報告

Interests of Directors in Competing Business

During the Reporting period, so far as the Directors were aware, none of the Directors nor their respective close associate (as defined under the Listing Rules) had any direct or indirect interests in any businesses that constitutes or may constitute a competing business of the Company.

Controlling Shareholders and Their Pledge of Shares

During the Reporting Period, the Company did not have any controlling shareholders.

Connected Transaction

On 8 March 2024, NVC Lighting (as purchaser, a direct wholly-owned subsidiary of the Company) on one part, and Shining Beauty AB and Opeco AB (as vendors) on the other part, entered into a share purchase agreement in relation to the Acquisition. Further details of the Acquisition (including, among others, the terms, consideration and purpose) are set out in the section headed “Mergers, Acquisitions, Investments and Disposals and Significant Investments held” of this report and the Company’s announcements dated 8 March 2024 and 29 April 2024.

As at the date of the Acquisition, each of the Vendors held 20% of the entire issued share capital of NVC Lighting AB. Accordingly, each of Shining Beauty AB and Opeco AB was a substantial shareholder of NVC Lighting AB and a connected person of the Company at the subsidiary level under Rule 14A.07(1) of the Listing Rules. The Acquisition constituted a connected transaction of the Company under Chapter 14A of the Listing Rules. The Acquisition was subject to the reporting and announcement requirements, and is exempt from the circular, independent financial advice and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

董事於競爭業務之權益

於報告年度內，據董事所知，董事或其各自的緊密聯繫人（定義見《上市規則》）均無於構成或可能構成本公司競爭業務的任何業務中持有任何直接或間接權益。

控股股東及其質押股份

於報告年度內，本公司沒有任何控股股東。

關連交易

於2024年3月8日，NVC Lighting Limited（作為買方，為本公司的直接全資附屬公司）與 Shining Beauty AB及Opeco AB（作為賣方）就收購事項訂立購股協議。有關收購事項的進一步詳情（包括但不限於條款、代價及目的），載於本報告「兼併、收購、投資及出售及持有的重大投資」一節以及本公司日期為2024年3月8日及2024年4月29日的公告。

於收購事項日期，各賣方持有NVC Lighting AB全部已發行股本的20%。因此，根據上市規則第14A.07(1)條，Shining Beauty AB及Opeco AB均為NVC Lighting AB的主要股東及本公司於附屬公司層面的關連人士。收購事項構成本公司於上市規則第十四A章項下的關連交易。根據上市規則第十四A章，收購事項須遵守申報及公告規定，惟獲豁免遵守通函、獨立財務意見及獨立股東批准規定。

Report of Directors

董事會報告

Continuing Connected Transactions

Framework Finished Products and Raw Materials Purchase Agreement

The Company entered into a framework finished products and raw materials purchase agreement on 10 December 2018 with ETIC (the "ETIC Purchase Agreement"), pursuant to which, the Company agreed to purchase finished products and raw materials including but not limited to LED chips, LED power sources and LED lamp products from ETIC and its subsidiaries on a non-exclusive basis. As ETIC is a substantial shareholder of the Company, ETIC and its subsidiaries are connected persons of the Company (as defined under the Listing Rules), and the transactions between ETIC and its subsidiaries and the Company constitute connected transactions under Chapter 14A of Listing Rules. The quality, quantity and technical standards of the products delivered by ETIC and its subsidiaries must meet the Company's standards as set out in the sub-contract for each purchase order. The prices charged by ETIC and its subsidiaries will be agreed following arm's length negotiations between the parties with reference to the prevailing market price. The term of the framework agreement was three years commencing on 1 January 2019. The Company entered into such purchase agreement given the Group has a continuous demand for the relevant finished products and raw materials in the next three years and the fees charged by ETIC and its subsidiaries are competitive (please refer to the Company's announcement dated 10 December 2018 for details). The Company entered into a renewed framework finished products and raw materials purchase agreement with ETIC (the "New ETIC Purchase Agreement") on 26 November 2021, which the Company agreed to purchase finished products and raw materials including but not limited to LED chips, LED power sources and LED lamp products from ETIC and its subsidiaries on a non-exclusive basis. The New ETIC Purchase Agreement has a term of three years commencing from 1 January 2022 (please refer to the Company's announcement dated 26 November 2021 for details).

持續關連交易

產成品及原材料採購框架協議

2018年12月10日，本公司與德豪潤達訂立了一份產成品及原材料採購框架協議（「德豪潤達採購協議」）。根據該協議，本公司同意按非排他性基準從德豪潤達及其附屬公司採購產成品及原材料，包括但不限於LED晶片、LED電源和LED光源等產品。由於德豪潤達為本公司主要股東，德豪潤達及其附屬公司為本公司關連人士（定義見《上市規則》），而德豪潤達及其附屬公司與本公司之間的交易構成上市規則第14A章項下的關連交易。德豪潤達及其附屬公司交付的產品的品質、數量及技術標準須符合為每筆採購訂單而簽訂的單項合同中載明的本公司標準。德豪潤達及其附屬公司所收取的價格將由雙方通過公平磋商參照市場現行收費標準釐定。該框架協議自2019年1月1日起，為期三年。鑒於本集團於未來三年對相關產成品和原材料的持續需求，而德豪潤達及其附屬公司所收取的費用具有競爭力，故本公司訂立該採購協議（詳情請參見本公司日期為2018年12月10日的公告）。於2021年11月26日，本公司與德豪潤達訂立了續期產成品及原材料採購框架協議（「新德豪潤達採購協議」）。根據該協議，本公司同意按非排他性基準從德豪潤達及其附屬公司採購產成品及原材料，包括但不限於LED晶片、LED電源和LED光源等產品。新德豪潤達採購協議期限為自2022年1月1日起三年（詳情請參見本公司日期為2021年11月26日的公告）。

Report of Directors

董事會報告

The maximum aggregate annual amount payable by us to ETIC and its subsidiaries under the New ETIC Purchase Agreement for the year ended 31 December 2024 is US\$18,126,000. During the Reporting Period, the actual amount paid by us to ETIC and its subsidiaries under the New ETIC Purchase Agreement was approximately US\$515,000 which did not exceed the annual cap.

ETIC Sales Agreement

The Company entered into a framework sales agreement (the “ETIC Sales Agreement”) on 10 December 2018 with ETIC, pursuant to which, the Company agreed to sell finished products and raw materials including but not limited to LED luminaire products to ETIC and its associates on a non-exclusive basis. As ETIC is a substantial shareholder of the Company, ETIC and its associates are connected persons of the Company (as defined under the Listing Rules), and the transactions between ETIC and its associates and the Company constitute connected transactions under Chapter 14A of Listing Rules. The quality, quantity and technical standards of the products delivered by the Group must meet ETIC and its associates’ standards as set out in the sub-contract for each sales order. The prices charged by the Group will be agreed following arm’s length negotiations between the parties with reference to the prevailing market price. The term of the framework agreement was three years commencing on 1 January 2019. The Company entered into such sales agreement given the continued demand for such finished products and raw materials by ETIC and its associates in the next three years and the fees paid/payable by ETIC and its associates are competitive (please refer to the Company’s announcement dated 10 December 2018 for details).

截至2024年12月31日止年度，我們就新德豪潤達採購協議而應付德豪潤達及其附屬公司的最高年度總額為18,126千美元。於報告年度內，我們就新德豪潤達採購協議而已付德豪潤達及其附屬公司的實際金額約為515千美元，沒有超過年度上限。

德豪潤達銷售協議

2018年12月10日，本公司與德豪潤達訂立了一份銷售框架協議（「德豪潤達銷售協議」）。根據該協議，本公司同意按非排他性基準向德豪潤達及其聯繫人銷售產成品和原材料，包括但不限於LED燈具。由於德豪潤達為本公司主要股東，德豪潤達及其聯繫人為本公司關連人士（定義見《上市規則》），而德豪潤達及其聯繫人與本公司之間的交易構成上市規則第14A章項下的關聯交易。本集團交付的產品的品質、數量及技術標準須符合為每筆銷售訂單而簽訂的單項合同中載明的德豪潤達及其聯繫人的標準。本集團所收取的價格將由雙方通過公平磋商參照市場現行收費標準釐定。該框架協議自2019年1月1日起，為期三年。鑒於德豪潤達及其聯繫人於未來三年對相關產成品和原材料的持續需求，而德豪潤達及其聯繫人於所已付／應付的費用具有競爭力，故本公司訂立該銷售協議（詳情請參見本公司日期為2018年12月10日的公告）。

Report of Directors

董事會報告

As the ETIC Sale Agreement entered between the Company and ETIC expired on 31 December 2021 and the Company intends to continue carrying out certain transactions thereunder in the ordinary and usual course of business with ETIC, the Company entered into a renewed framework sales agreement (the “New ETIC Sales Agreement”) with ETIC on 26 November 2021, which the Company agreed to sell finished products and raw materials including but not limited to LED luminaire products to ETIC and its associates on a non-exclusive basis. The New ETIC Sale Agreement has a term of three years commencing from 1 January 2022 (please refer to the Company’s announcement dated 26 November 2021 for details).

The maximum aggregate annual amount receivable by us from ETIC and its subsidiaries under the New ETIC Sales Agreement for the year ended 31 December 2024 is US\$3,934,000. During the Reporting Period, the actual amount received by us from ETIC and its subsidiaries under the New ETIC Sales Agreement was less than US\$1,000 which did not exceed the annual cap.

The Lease Agreement I

The Company entered into a lease agreement on 10 December 2018 with ETIC, pursuant to which the Group agrees to lease certain properties from ETIC and its associates (the “Lease Agreement I”). As ETIC is a substantial shareholder of the Company, ETIC and its associates are connected persons of the Company (as defined under the Listing Rules), and the transactions between ETIC and its associates and the Company constitute connected transactions under Chapter 14A of Listing Rules. Details of each properties to be leased will be set out in the sub-contract for each lease. The rent charged by ETIC and its associates will be agreed following arm’s length negotiations between the parties with reference to the prevailing market price. The term of the Lease Agreement I was three years commencing on 1 January 2019. The Company decided to enter into the Lease Agreement I given the Group has a continuous demand for the relevant properties in the next three years and the rent charged by ETIC and its associates are competitive (please refer to the Company’s announcement dated 10 December 2018 for details).

As the Lease Agreement I entered between the Company and ETIC expired on 31 December 2021 and the Company intends to continue carrying out certain transactions thereunder in the ordinary and usual course of business with ETIC, the Company entered into a renewed lease agreement with ETIC, pursuant to which the Group agrees to lease certain properties from ETIC and its associates (the “New Lease Agreement I”). The New Lease Agreement I has a term of three years commencing from 1 January 2022 (please refer to the Company’s announcement dated 26 November 2021 for details).

由於本公司與德豪潤達訂立的德豪潤達銷售協議已於2021年12月31日屆滿，而本公司擬繼續於一般及日常業務過程中與德豪潤達進行若干交易，因此，於2021年11月26日，本公司與德豪潤達訂立了續期銷售框架協議（「新德豪潤達銷售協議」）。根據該協議，本公司同意按非排他性基準向德豪潤達及其聯繫人銷售產成品和原材料，包括但不限於LED燈具。新德豪潤達銷售協議期限為自2022年1月1日起三年（詳情請參見本公司日期為2021年11月26日的公告）。

截至2024年12月31日止年度，我們就新德豪潤達銷售協議而應收德豪潤達及其附屬公司的最高年度總額為3,934千美元。於報告年度內，我們就新德豪潤達銷售協議而已收取德豪潤達及其附屬公司的實際金額為少於一千美元，沒有超過年度上限。

租賃協議一

2018年12月10日，本公司與德豪潤達訂立了一份租賃協議，據此本集團同意自德豪潤達及其聯繫人租賃若干物業（「租賃協議一」）。由於德豪潤達為本公司主要股東，德豪潤達及其聯繫人為本公司關連人士（定義見《上市規則》），而德豪潤達及其聯繫人與本公司之間的交易構成上市規則第14A章項下的關聯交易。有關將予租賃的各項物業的詳情將載於各項租賃的單項合同。德豪潤達及其聯繫人所收取的租金將由協議雙方通過公平磋商參照市場現行收費標準釐定。該租賃協議一自2019年1月1日起，為期三年。鑒於本集團於未來三年對相關物業的持續需求，且德豪潤達及其聯繫人所收取的租金具有競爭力，故本公司決定訂立租賃協議一（詳情請參見本公司日期為2018年12月10日的公告）。

由於本公司與德豪潤達訂立的租賃協議一已於2021年12月31日屆滿，而本公司擬繼續於一般及日常業務過程中與德豪潤達進行若干交易，因此，本公司與德豪潤達訂立了續期租賃協議，據此本集團同意自德豪潤達及其聯繫人租賃若干物業（「新租賃協議一」）。新租賃協議一期限為自2022年1月1日起三年（詳情請參見本公司日期為2021年11月26日的公告）。

Report of Directors

董事會報告

The maximum aggregate annual amount payable by us to ETIC and its subsidiaries under the New Lease Agreement I for the year ended 31 December 2024 is US\$703,000. During the Reporting Period, no transactions occurred under the New Lease Agreement I.

The Lease Agreement II

The Company entered into a lease agreement on 10 December 2018 with ETIC, pursuant to which the Group agrees to lease certain properties to ETIC and its associates (the "Lease Agreement II"). As ETIC is a substantial shareholder of the Company, ETIC and its associates are connected persons of the Company (as defined under the Listing Rules), and the transactions between ETIC and its associates and the Company constitute connected transactions under Chapter 14A of Listing Rules. Details of each properties to be leased will be set out in the sub-contract for each lease. The rent charged by the Group will be agreed following arm's length negotiations between the parties with reference to the prevailing market price. The term of the Lease Agreement II was three years commencing on 1 January 2019. The Company entered into the Lease Agreement II given ETIC and its associates have a continuous demand for such properties in the next three years and the rent paid/payable by ETIC and its associates are competitive (please refer to the Company's announcement dated 10 December 2018 for details).

As the Lease Agreement II entered between the Company and ETIC expired on 31 December 2021 and the Company intends to continue carrying out certain transactions thereunder in the ordinary and usual course of business with ETIC, the Company entered into a renewed lease agreement with ETIC, pursuant to which the Group agrees to lease certain properties to ETIC and its associates (the "New Lease Agreement II"). The New Lease Agreement II has a term of three years commencing from 1 January 2022 (please refer to the Company's announcement dated 26 November 2021 for details).

The maximum aggregate annual amount payable by us to ETIC and its subsidiaries under the New Lease Agreement II for the year ended 31 December 2024 is US\$703,000. During the Reporting Period, no transactions occurred under the New Lease Agreement II.

截至2024年12月31日止年度，我們就新租賃協議一而應付德豪潤達及其附屬公司的最高年度總額為703千美元。於報告年度內，新租賃協議一項下並無發生任何交易。

租賃協議二

2018年12月10日，本公司與德豪潤達訂立了一份租賃協議，據此本集團同意租賃若干物業予德豪潤達及其聯繫人（「租賃協議二」）。由於德豪潤達為本公司主要股東，德豪潤達及其聯繫人為本公司關連人士（定義見《上市規則》），而德豪潤達及其聯繫人與本公司之間的交易構成上市規則第14A章項下的關聯交易。有關將予租賃的各項物業的詳情將載於為各項租賃簽訂的單項合同。本集團所收取的租金將由協議雙方通過公平磋商參照市場現行收費標準釐定。該租賃協議二自2019年1月1日起，為期三年。鑒於德豪潤達及其聯繫人於未來三年對該等物業的持續需求，且德豪潤達及其聯繫人已付／應付的租金具有競爭力，故本公司訂立租賃協議二（詳情請參見本公司日期為2018年12月10日的公告）。

由於本公司與德豪潤達訂立的租賃協議二已於2021年12月31日屆滿，而本公司擬繼續於一般及日常業務過程中與德豪潤達進行若干交易，因此，本公司與德豪潤達訂立了續期租賃協議，據此本集團同意租賃若干物業予德豪潤達及其聯繫人（「新租賃協議二」）。新租賃協議二期限為自2022年1月1日起三年（詳情請參見本公司日期為2021年11月26日的公告）。

截至2024年12月31日止年度，我們就新租賃協議二而應付德豪潤達及其附屬公司的最高年度總額為703千美元。於報告年度內，新租賃協議二項下並無發生任何交易。

Report of Directors

董事會報告

Confirmation on Continuing Connected Transactions

Pursuant to Rule 14A.55 of the Listing Rules, the above continuing connected transactions have been reviewed by the independent non-executive Directors, who confirmed that these continuing connected transactions were entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or better; and
- (iii) according to relevant agreements governing them on terms that were fair and reasonable and in the interests of the Shareholders as a whole.

The Company's auditor was engaged to report on the Group's the connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits and Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued a letter to the Board containing a conclusion that the continuing connected transactions disclosed by the Group above have no non-compliance with Rule 14A.56 of the Listing Rules. The auditor's letter has confirmed that nothing has come to their attention that causes them to believe that the continuing connected transactions:

- (i) have not been approved by the Board;
- (ii) were not, in all material respects, in accordance with the pricing policies of the Group as stated in this annual report;
- (iii) were not entered into, in all material respects, in accordance with the relevant agreements governing the continuing connected transactions; and
- (iv) have exceeded their respective annual caps for the financial year ended 31 December 2024 set out in the previous announcements of the Company.

During the year ended 31 December 2024, the Group entered into certain transactions with "related parties" as defined under the applicable accounting standards, which include transactions that constitute continuing connected transactions of the Group for which the disclosure requirements under Chapter 14A of the Listing Rules have been complied with. Details of the material related party transactions are disclosed in note 41 to the consolidated financial statements of this annual report.

持續關連交易的確認

根據《上市規則》第14A.55條，獨立非執行董事已審閱上述持續關連交易。獨立非執行董事確認，該等持續關連交易是：

- (i) 於本集團一般及日常業務過程中訂立；
- (ii) 按一般商業條款或更優的條款進行；及
- (iii) 根據規管有關交易的相關協議進行，條款公平合理且符合股東的整體利益。

本公司核數師已獲聘請根據香港會計師公會發出的香港審驗服務準則第3000號（經修訂）「審核及審閱歷史財務資料以外的審驗服務」，及參考香港會計師公會的執行指引第740號（經修訂）「關於香港上市規則所述持續關連交易的核數師函件」以匯報本集團持續關連交易。核數師已向董事會出具函件，總結本集團上述披露的持續關連交易中，並無違反《上市規則》第14A.56條。核數師的函件確認其並未注意到任何事情可使他們認為持續關連交易：

- (i) 並未獲董事會批准；
- (ii) 在各重大方面沒有按照本年報所述的本集團定價政策進行；
- (iii) 在各重大方面沒有根據持續關連交易的有關協議進行；及
- (iv) 超逾在本公司之前發出的公告中所載其各自於截至2024年12月31日止財政年度的年度上限。

截至2024年12月31日止年度，本集團與根據適用會計準則界定的「關聯方」訂立若干交易，包括構成《上市規則》第14A章項下本集團的持續關連交易並已遵守其披露規定的交易。重大關聯方交易的詳情披露於本年報之綜合財務報表附註41。

Report of Directors

董事會報告

Changes of Directors and Changes in Their Information

From 1 January 2024 and up to the date of this report, there is no change in the Board and the information of Directors that should be disclosed under Rule 13.51B(1) of the Listing Rules.

Disclosures Pursuant to Rules 13.21 and 13.22 of the Listing Rules

The Board is not aware of any circumstances resulting in the responsibility of disclosure under Rules 13.21 and 13.22 of the Listing Rules.

Employees

As at 31 December 2024, the Group had approximately 2,163 employees in total (31 December 2023: 1,967). The Group regularly reviews remuneration and benefits of its employees according to the relevant market practice and individual performance of the employees. In addition to basic salary, employees are entitled to other benefits including social insurance contributions, employee provident fund schemes, discretionary incentive and restricted share unit scheme.

Employee Training

The Group regards training management as a part of its daily operations, and continuously improves its internal staff training system to better help staff to improve their professional skills. According to the work and training needs of each department, we formulate scientific and reasonable employee training and development plans. In terms of training forms, we combine classroom lectures with practical operations to encourage employees to apply what they have learned. After the training, the Group also conducts an effectiveness assessment to understand the learning outcomes of employees. If the assessment result is not satisfactory, we will improve the training method or reorganize the training according to the situation.

董事及其資料變更

自2024年1月1日起至本報告日期，董事會及董事資料未發生根據上市規則13.51B(1)條須作出披露的變動。

根據上市規則第13.21條及13.22條的披露

董事會並不知悉任何根據《上市規則》第13.21條及13.22條須予披露的情況。

僱員

於2024年12月31日，本集團的總員工人數約2,163名（2023年12月31日：1,967名）。本集團會定期就有關市場慣例及個別僱員的表現審核僱員薪酬及福利。除支付基本薪金外，僱員也享受其他福利包括社會保險、員工公積金計劃、酌情性獎勵及受限制股份單位計劃。

員工培訓

本集團將培訓管理視為日常運營的一部分，不斷完善內部員工培訓體系，以更好地幫助員工實現職業技能提升。依據各部門的工作與培訓需求，我們制定科學合理的員工培訓及發展計劃。在培訓形式上，我們將課堂講解與實踐相結合，鼓勵員工學以致用。在培訓結束後，本集團亦將開展有效性評估，了解員工的學習成果。如評估結果不理想，我們亦會根據情況改進培訓方式或重新組織培訓。

Report of Directors

董事會報告

Remuneration Policy

The Group's remuneration policy is to compensate our employees based on their performance, qualifications and our results of operations.

The emoluments of our Directors and senior management are determined by our Remuneration Committee with reference to our results of operations, their individual performance and the comparable market statistics.

The Company was not aware of any arrangement under which a Director has waived or agreed to waive any emoluments. Details of the remuneration of the Directors and the Group's five highest-paid individuals during the Reporting Period are set out in note 14 and note 15 to the consolidated financial statements on pages 237 to 241 of this annual report, respectively.

Housing Fund and Pension Scheme

According to the relevant PRC laws and regulations, the Group's subsidiaries operating in the PRC are required to participate in the housing fund and the contribution pension scheme operated by local governments. Under these schemes, the Group is required to pay to the contribution pension scheme based on a certain percentage of the remuneration of its employees. The only obligation of the Group with respect to the housing fund and pension scheme is to make the required contributions under the scheme. Contributions made under the housing fund and pension scheme are charged in the statements of profit or loss as incurred.

The Group operates a Mandatory Provident Fund Scheme ("MPF Scheme") for all qualifying employees in Hong Kong under the Mandatory Provident Fund Scheme Ordinance. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the Scheme.

The Group also participates in defined contribution retirement scheme organised by the relevant local government authorities in the United States, Japan and Vietnam etc.. Certain employees of the Group eligible for participating in the retirement schemes are entitled to retirement benefits from the scheme. The Group is required to make contributions to the retirement scheme up to the time of the retirement of the eligible employees, excluding those employees who resign before retirement, at a percentage that is specified by the local government authorities.

薪酬政策

本集團的薪酬政策為根據僱員表現、資歷及本集團經營業績作出回報。

本公司董事及高級管理人員的薪酬由薪酬委員會依據本公司的經營業績、個人表現及可比較的市場統計而決定。

本公司並未獲悉任何董事已放棄或同意放棄任何薪酬的安排。於報告年度內董事薪酬及本集團五名最高薪酬人士的詳情分別載於本年報第237頁至第241頁的綜合財務報表附註14和附註15。

住房公積金及退休金計劃

根據中國相關的法律及法規，本集團於中國經營的附屬公司均須參與地方政府組織的住房公積金及退休金供款計劃。根據該等計劃，本集團須按其僱員薪金的若干百分比向退休金供款計劃供款。本集團對住房公積金及退休金計劃的唯一義務乃支付現在所需的供款。對住房公積金及退休金計劃作出的供款於發生時在損益表扣除。

本集團根據強制性公積金計劃條例為所有香港合資格員工設立強制性公積金計劃（「強積金計劃」）。強積金計劃的資產與本集團的資產分開於受獨立受託人控制的基金中持有。根據強積金計劃規則，僱主及其員工各自須按規則訂明的百分比作出供款。本集團對強積金計劃的唯一責任是根據計劃作出所需供款。

本集團亦參與由美國、日本及越南等國家有關當地政府機構組織的定額供款退休計劃。本集團符合參與退休計劃的若干員工享有計劃的退休福利。本集團須於截至合資格員工退休之時對退休計劃作出供款（不包括於退休前辭任的員工），供款百分比由當地政府機構訂明。

Report of Directors

董事會報告

The Company may not utilise any forfeited contributions in order to make fewer contributions than the current amounts.

During the Reporting Period, the Group's contributions to the housing fund and pension scheme from continuing operations were US\$4,140,000. Details of the Group's contributions to the housing fund and pension scheme are set out in note 13 on page 236 to the consolidated financial statements of this annual report.

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Reporting Period.

Charitable Donations

The Group has not made any charitable donation of not less than HK\$10,000 during the Reporting Period.

Major Customers and Suppliers

During the Reporting Period, the revenue from the sales of goods or rendering of services to our largest customer and top five customers accounted for 28.8% and 83.4% of the Group's total revenue respectively; and the purchases of goods and services from our largest supplier and top five suppliers accounted for 4.3% and 14.8% of the Group's total purchases respectively.

None of the Directors or their respective associates (as defined under the Listing Rules) or any Shareholder (which to the knowledge of the Directors owns more than 5% of the number of issued shares of the Company) had, at any time during the Reporting Period, a beneficial interest in any of the Group's five largest customers or five largest suppliers.

Compliance with the Code on Corporate Governance

During the Reporting Period, the Directors are of the opinion that the Company had fully complied with the principles and codes provisions set out in the CG Code.

本公司不可以動用已被沒收的供款以減低現有的供款水準。

報告年度內，本集團的持續經營業務就住房公積金及退休金計劃所作的供款為4,140千美元。本集團就住房公積金及退休金計劃的供款詳情載於本年報綜合財務報表第236頁附註13。

管理合同

於報告年度內，本公司並無進行或簽署任何與本公司全部或重大部份業務之管理及行政有關之合同。

慈善捐款

於報告年度內，本集團並無作出不少於10千港元的慈善捐款。

主要客戶及供貨商

於報告年度內，我們從最大客戶及前五大客戶的銷售所得的收入分別佔本集團總收入的28.8%及83.4%；而我們向最大供應商及前五大供應商採購的貨物及服務分別佔本集團總採購的4.3%及14.8%。

於報告年度內或報告年度末，並無任何董事、彼等之聯繫人（定義見《上市規則》）或據董事所知擁有本公司已發行股份數目超過5%之任何股東於本集團前五大客戶或五大供應商中擁有實益權益。

遵守企業管治守則

董事會認為，於報告年度內，本公司一直全面遵守企業管治守則所載的原則和守則條文。

Report of Directors

董事會報告

Model Code for Securities Transactions

The Company has adopted the Model Code as its code of conduct regarding Directors' securities transactions. Specific enquiry has been made to all Directors, and all of them have confirmed that they have complied with all relevant requirements as set out in the Model Code during the Reporting Period.

Audit Committee

The Audit Committee of the Company has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2024.

Auditor

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income and the consolidated statement of changes in equity and the related notes thereto for the year ended 31 December 2024 as set out in this annual report have been audited by Deloitte Touche Tohmatsu, to the amounts set out in the Group's audited consolidated financial statements for the year.

A resolution to re-appoint Deloitte Touche Tohmatsu as our auditor will be submitted for Shareholders' approval at forthcoming annual general meeting.

There have been no changes of independent auditor during the preceding three years.

By order of the Board
Chairman
WANG Donglei

Hong Kong
28 March 2025

證券交易的標準守則

本公司已採納標準守則作為有關董事進行證券交易的行為守則。本公司已向所有董事作出個別查詢，而所有董事已確認於報告年度內已遵從標準守則所載的所有相關規定。

審核委員會

本公司審核委員會已審閱本集團截至2024年12月31日止年度之經審核綜合財務報表。

核數師

本年報所列截至2024年12月31日止年度的本集團綜合財務狀況表、綜合損益表以及綜合損益及其他全面收入表、綜合權益變動表及有關附註載明的本集團於該年度經審核綜合財務報表金額數字經已獲德勤•關黃陳方會計師行審核。

本公司擬續聘德勤•關黃陳方會計師行為本公司核數師的決議案將於本公司即將舉行的股東周年大會上提呈予股東批准。

過往三年沒有獨立核數師的變動。

承董事會命
董事長
王冬雷

香港
2025年3月28日

Corporate Governance Report

企業管治報告

The Board presents this Corporate Governance Report in the Group's annual report for the year ended 31 December 2024.

Corporate Culture

The Board believes that corporate culture underpins the long-term business, economic success and sustainable growth of the Group. A strong culture enables the Company to deliver long-term sustainable performance and fulfil its role as a responsible corporate citizen. The Company is committed to developing a positive and progressive culture that is built on its Vision, Mission and Values.

During 2024, the Company continued to strengthen its cultural framework by focusing on the following:

- Vision: For our customers, we aim to be the world's leading provider of products and solutions across the construction fixtures sector, embodying meticulous craftsmanship, human-centric innovation, and thoughtful design.

For our partners, we work tirelessly to be a partner of choice in doing business. NVC champions a culture of radical candor, constant improvement, and a value-creation mindset for all stakeholders we work with.

For our employees, we strive to build an organization that embodies true meritocracy. We commit ourselves to the ideals of diversity and inclusion, and to an "aspiration" centered culture that empowers everyone to achieve more.

For society, we endeavor to create superior value for our shareholders through sustainable, profitable growth. Equally important is our goal of becoming a trusted steward of the earth by developing technologies and products that are consistent with our commitment to sustainability and a zero-carbon future.

- Mission: To build products that transform the spaces we love and enrich all aspects of life.
- Values: Customer Obsession
Aspiration Centered Culture
Brands Above All
Product Perfectionism

董事會提呈載於本集團截至2024年12月31日止年度年報的企業管治報告。

企業文化

董事會相信，企業文化是本集團長期業務、經濟成功及可持續發展的基礎。強大的文化使本公司能夠交出長期可持續的業績，並履行其作為負責任的企業公民的職責。本公司致力於發展以其願景、使命及價值觀為基礎的積極進取的文化。

2024年，本公司繼續加強其文化框架，重點關注以下方面：

- 願景：對於客戶，我們致力於成為全球領先的建築照明設備產品及解決方案供應商，以匠心精神展現精湛的工藝、以人為本的創新和細緻入微的設計。

對於合作夥伴，我們致力於成為專業領域業務首選的合作企業，透過培養坦誠互信的合作文化、持續提升合作體驗以及不斷為企業和社會創造價值的思維理念實現這一目標。

對於員工，我們致力於建立一個真正實行精英主義的組織，為員工創造一個多元和包容的工作環境，並強調以「有追求」的文化作為理念中心，賦予每位員工更大的實現目標的力量。

對於社會，我們專注於透過可持續的獲利性成長為股東創造卓越的品牌價值。同樣值得關注的是，我們立志成為地球可信賴的保護者。為實現這一目標，我們不斷研發先進技術和產品，以滿足我們對可持續性和零碳未來的承諾。

- 使命：用心打造能够改變並充實人類與生活空間之間關係的產品。
- 價值觀：以客戶為中心
以奮鬥者為本
品牌至上原則
產品完美主義

Corporate Governance Report

企業管治報告

The Board sets and promotes corporate culture and expects and requires all employees to reinforce. All of our new employees are required to attend orientation and training programs so that they may better understand our corporate culture, structure and policies, learn relevant laws and regulations, and raise their quality awareness. In addition, from time to time, the Company will invite external experts to provide training to our management personnel to improve their relevant knowledge and management skills.

The Board considers that the corporate culture and the purpose, values and strategy of the Group are aligned.

Corporate Governance Practices

The Board is committed to achieving high corporate governance standards.

The Company has adopted the code provisions as set out in Part 2 of the CG Code as its own code to govern its corporate governance practices.

The Board believes that high corporate governance standards are essential in providing a framework for the Group to safeguard the interests of Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Board is of the opinion that, during the Reporting Period, the Company had complied with the principles and code provisions as set out in the CG Code.

Model Code For Securities Transactions

The Company has adopted the Model Code which was set out in Appendix C3 to the Listing Rules as its code of conduct regarding directors' securities transactions.

Specific enquiry has been made to all the Directors and all of them have confirmed that they have complied with the Model Code throughout the year ended 31 December 2024.

The Company has also established written guidelines no less exacting than the Model Code for securities transactions by the relevant employees who are likely to be in possession of unpublished price-sensitive information of the Company (the "Employees Written Guidelines").

The Company is not aware of any incident of non-compliance of the Employees Written Guidelines by the relevant employees.

董事會制定及推廣企業文化，期望及要求全體僱員加強實行。我們所有的新僱員均須參加入職及培訓計劃，以便彼等們更好地了解我們的企業文化、架構及政策，學習相關的法律法規，提高彼等的質量意識。此外，本公司將不定期邀請外部專家對我們的管理人員進行培訓，以提高彼等的相關知識及管理技能。

董事會認為企業文化與本集團的宗旨、價值觀及戰略相契合。

企業管治常規

董事會致力達致高水準的企業管治。

本公司已採納企業管治守則第2部所載的守則條文作為其自身守則，以規管其企業管治常規。

董事會相信，高水準的企業管治可提供一個重要框架，使本集團能保障股東利益、提高企業價值、制定其業務策略及政策、以及提高其透明度和問責性。

董事會認為，於報告年度內，本公司一直遵守企業管治守則所載的原則和守則條文。

證券交易的標準守則

本公司已採納《上市規則》附錄C3所載標準守則作為有關董事進行證券交易的行為守則。

本公司已向所有董事作出個別查詢，而所有董事已確認彼等已於截至2024年12月31日止整個年度內一直遵守標準守則。

就可能擁有本公司非公開股價敏感資料的有關僱員所進行的證券交易，本公司亦已制定嚴苛程度不遜於標準守則的書面指引（「僱員書面指引」）。

本公司並不知悉任何有關僱員未遵守僱員書面指引的事件。

Corporate Governance Report

企業管治報告

Board of Directors

The Company is headed by an effective Board which oversees the Group's businesses, strategic decisions and performance and takes decisions objectively in the best interests of the Company.

The Board should regularly reviews the contribution required from a Director to perform his/her responsibilities to the Company, and whether the Director is spending sufficient time performing them.

Board Independence

The Company recognizes that Board independence is key to good corporate governance. The Company has put in place effective mechanisms that underpin an independent Board with independent views. The current composition of the Board, comprising more than one third of the independent non-executive Directors and the members of the Audit Committee are all independent non-executive Directors which comply with the independence requirements under the Listing Rules. The Remuneration Committee and the Audit Committee are all chaired by independent non-executive Directors. The remuneration of independent non-executive Directors are subject to a regular review to maintain competitiveness and commensurate with their responsibilities and workload. The independence of each independent non-executive Director is assessed upon his/her appointment and annually.

Directors are requested to declare their direct or indirect interests, if any, in proposals or transactions to be considered by the Board at the Board meetings and abstain from voting, where appropriate. External independent professional advice is available to all Directors, including independent non-executive Directors, whenever deemed necessary. The independent non-executive Directors have consistently demonstrated strong commitment and the ability to devote sufficient time to discharge their responsibilities at the Board.

The Company has also established channels through formal and informal means whereby independent non-executive Directors can express their views in an open manner, and in a confidential manner, should circumstances requires.

On the basis of the above measures that have been put into place, the Board is of the view that the above mechanism was effective in ensuring that independent views and input were available to the Board throughout 2024.

董事會

本公司由高效的董事會領導，其負責監管本集團業務、策略決策及表現，並應客觀行事，所作決策須符合本公司的最佳利益。

董事會定期檢討董事於履行其對本公司的職責時所須作出的貢獻，以及其是否投入足夠時間以履行該等職責。

董事會獨立性

本公司認識到董事會獨立性是良好企業管治的關鍵。本公司已建立有效的機制來支持具有獨立意見的獨立董事會。目前董事會的組成中，超過三分之一為獨立非執行董事及審核委員會成員全部為獨立非執行董事，符合上市規則對獨立性的規定。薪酬委員會及審核委員會主席均由獨立非執行董事擔任。獨立非執行董事的薪酬會定期檢討，以保持競爭力並與其職責及工作量相稱。每名獨立非執行董事的獨立性於其獲委任時及每年進行一次評估。

董事須申報其在董事會會議上董事會將審議的提案或交易中的直接或間接利益（如有），並在適當情況下放棄投票。必要時，包括獨立非執行董事在內的所有董事均可獲得外部獨立專業意見。獨立非執行董事一貫表現出對董事會的堅定承諾，並有能力投入足夠的時間履行其在董事會的職責。

本公司亦已建立正式及非正式渠道，讓獨立非執行董事可公開表達意見，並於情況需要時以保密方式發表意見。

根據以上已建立的措施，董事會認為上述機制於整個2024年在確保董事會可獲得獨立的意見及看法方面行之有效。

Corporate Governance Report

企業管治報告

Board Composition

During the Reporting Period and up to the date of this annual report, the Board comprises the following Directors:

Executive Directors	WANG Donglei (<i>Chairman and chief technology officer</i>)
	CHAN Kim Yung, Eva (<i>Vice chairman and chief executive officer</i>)
	XIAO Yu
	WANG Keven Dun
Non-executive Director	YE Yong
Independent Non-executive Directors	LEE Kong Wai, Conway
	WANG Xuexian
	CHEN Hong

The biographical information of the existing Directors is set out in the section headed "Directors and Senior Management" on pages 36 to 50 of this annual report.

The relationships between the Directors are disclosed in the respective Director's biography under the section "Directors and Senior Management" on pages 36 to 50 of this annual report.

Chairman and Chief Executive Officer

Code Provision C.2.1 of Part 2 of CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

During the Reporting Period, Mr. WANG Donglei serves as the chairman of the Company and Ms. CHAN Kim Yung, Eva serves as the chief executive officer of the Company. The Company had fully complied with the Code Provision C.2.1 as set out in Part 2 of CG Code.

董事會架構

於報告年度內及截至本年報日期，董事會由以下董事組成：

執行董事	王冬雷 (<i>董事長兼首席技術官</i>)
	陳劍瑢 (<i>副董事長及首席執行官</i>)
	肖宇
	王頓
非執行董事	叶勇
獨立非執行董事	李港衛
	王學先
	陳弘

現任董事的履歷資料載於本年報第36至第50頁「董事及高級管理層」一節。

董事之間的關係於本年報第36至第50頁「董事及高級管理層」一節項下各董事的履歷中披露。

董事長及首席執行官

企業管治守則第2部的守則條文第C.2.1條規定主席及行政總裁的角色應分開及不應由同一個人擔任。

於報告年度內，王冬雷先生擔任本公司董事長，而陳劍瑢女士則擔任本公司首席執行官。本公司已全面遵守企業管治守則第2部所載的守則條文第C.2.1條。

Corporate Governance Report

企業管治報告

Independent Non-executive Directors

Rule 3.10(1) and 3.10A of Listing Rules required every board of directors of a listed issuer must including at least three independent non-executive directors and an issuer must appoint independent non-executive directors representing at least one-third of the board. The Board comprises eight Directors, and three of whom are independent non-executive Directors. The Board met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing at least one-third of the Board. One of them is possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors, namely Mr. LEE Kong Wai, Conway, Mr. WANG Xuexian, Mr. CHEN Hong in respect of their independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company considers all independent non-executive Directors were independent from their respective date of appointment to 31 December 2024.

Appointment and Re-election of Directors

Code Provision B.2.2 of Part 2 of the CG Code states that all directors appointed to fill a casual vacancy should be subject to election by Shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

The procedures and process of appointment, re-election and removal of Directors are laid down in the Company's Articles of Association. The Nomination Committee is responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of directors, monitoring the appointment and succession planning of Directors and assessing the independence of independent non-executive directors.

獨立非執行董事

《上市規則》第3.10(1)條及第3.10A條規定，上市發行人的董事會必須包括至少三名獨立非執行董事，且發行人必須委任佔董事會至少三分之一的獨立非執行董事。董事會由八名董事組成，其中三名為獨立非執行董事。董事會已遵守《上市規則》的規定，即委任至少三名獨立非執行董事（至少佔董事會的三分之一）。並且其中一名獨立非執行董事具備適當的專業資格或會計或相關財務管理專業知識。

本公司已接獲各獨立非執行董事（即李港衛先生、王學先先生及陳弘先生）根據《上市規則》第3.13條所載之獨立性指引發出之年度獨立性確認函。本公司認為，所有獨立非執行董事從各自委任日期起至2024年12月31日期間止一直屬獨立人士。

董事的委任及重選

企業管治守則第2部的守則條文第B.2.2條指出，所有獲委任填補臨時空缺的董事須在獲委任後首次股東大會上由股東選任，且每位董事（包括按指定任期委任的董事）須至少每三年輪席告退一次。

董事委任、重選及罷免程序及過程載於本公司組織章程。提名委員會負責檢討董事會架構，發展及制定提名及委任董事的相關程序，監察董事委任及繼任安排以及評估獨立非執行董事的獨立性。

Corporate Governance Report

企業管治報告

Each of the executive Directors has entered into a service contract with the Company for a term of three years with effect from their respective date of appointment unless terminated by not less than three months' written notice served by either the executive Directors or the Company.

Each of the non-executive Directors and independent non-executive Directors has signed an appointment letter with the Company for a term of three years with effect from their respective date of appointment unless terminated by not less than three months' written notice served by either the non-executive Directors/independent non-executive Directors or the Company.

The above appointments are subject to the provisions of retirement and rotation of Directors under the Company's Articles of Association.

In accordance with Article 83(3) of the Company's Articles of Association, any new Director appointed to fill a causal vacancy or as an addition to the Board shall hold office until the next annual general meeting and shall then be eligible for re-election.

In accordance with Article 84(1) and (2) of the Company's Articles of Association, at each annual general meeting one-third of the directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring director shall be eligible for re-election and shall continue to act as a director throughout the meeting at which he/she retires. The directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any director who wishes to retire and not to offer himself/herself for re-election. Any further directors so to retire shall be those of the directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Ms. CHAN Kim Yung, Eva, Mr. YE Yong and Mr. LEE Kong Wai, Conway will retire at the forthcoming annual general meeting and being eligible, will offer themselves for re-election at the forthcoming annual general meeting. None of the Directors who is proposed for re-election at the forthcoming annual general meeting or any other Directors has a service contract with us that is not determinable by the Company or any of its subsidiaries within one year without payment of compensation (other than statutory compensation).

各執行董事已與本公司訂立服務合約，除非該等執行董事或本公司以不少於三個月的書面通知終止合約，否則該等合約自各自委任日期起計為期三年。

各非執行董事及獨立非執行董事已各自與本公司簽立委任書，除非該等非執行董事／獨立非執行董事或本公司以發出不少於三個月之書面通知而終止合約，否則該等合約自各自委任日期起計為期三年。

上述委任須遵守本公司組織章程項下董事退任及輪席告退的規定。

根據本公司的組織章程細則第83(3)條，任何獲委任以填補臨時空缺或新加入董事會之新任董事應任職至下一次股東周年大會且屆時有資格膺選連任。

根據本公司的組織章程細則第84(1)及(2)條，於每屆股東周年大會上，當時為數三分之一的董事（或如董事人數並非三的倍數，則須為最接近但不少於三分之一的董事人數）均須輪席退任，惟每位董事須至少每三年於股東周年大會上退任一次。退任董事有資格膺選連任，並可於彼退任的整個會議期間繼續擔任董事。輪席退任的董事須包括（就必需確定輪席退任董事數目而言）願意退任且不擬膺選連任的任何董事。其他須如此退任的董事乃自上次連任或獲委任起計任期最長而須輪席退任的董事，惟倘有數位人士於同日出任或連任董事，則應以抽籤方式決定退任董事人選（除非彼等之間另有協定）。因此，陳劍瑢女士、叶勇先生及李港衛先生將於應屆股東周年大會退任董事職務，且合資格亦願意於應屆股東周年大會上膺選連任。待於應屆股東周年大會重選的董事以及任何其他董事概不存在本公司或任何其附屬公司在一年內不可在不予賠償（法定賠償除外）的情況下終止的服務合約。

Corporate Governance Report

企業管治報告

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board should assume responsibility for leadership and control of the Company; and is collectively responsible for directing and supervising the Company's affairs.

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

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his/her responsibilities to the Company.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company.

Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the chief executive officer and the senior management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the abovementioned officers.

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

董事及管理層職責、問責及貢獻

董事會負責領導及控制本公司，並共同負責指引及監督本公司業務。

董事會直接及間接透過其委員會定立戰略向管理層指導及提供方向，並監督其實施，監控本集團的營運及財務業績，並確保有效的內部控制及風險管理系統得以實施。

所有董事（包括非執行董事及獨立非執行董事）已為董事會帶來多領域的寶貴業務經驗、知識及專長，使其高效及有效地運作。

獨立非執行董事負責確保本公司高水準的監管申報，在董事會於企業行動及營運帶來有效的獨立判斷提供平衡。

所有董事均可全面並及時獲得本公司所有資料以及可按要求在適當情況下尋求獨立專業意見，以向本公司履行其職責，費用由本公司承擔。

董事須向本公司披露彼等擔任的其他職務的詳情，而董事會定期審閱各董事向本公司履行其職責時須作出的貢獻。

董事會負責決定所有重要事宜，當中涉及政策事宜、策略及預算、內部監控及風險管理、重大交易（特別是或會涉及利益衝突者）、財務資料、委任董事及本公司其他重大營運事宜。

有關執行董事會決策、指導及協調本公司日常營運及管理之職責乃授予首席執行官及高級管理層。獲授權職能及工作任務乃定期檢討。上述高級職員訂立任何重大交易前須取得董事會批准。

董事持續專業發展

董事應及時了解監管動態及變化以有效履行彼等職責及確保他們對董事會作出適切貢獻。

Corporate Governance Report

企業管治報告

Every newly appointed Director will receive a formal and comprehensive induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading material on relevant topics would be provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

The records of continuous professional development relating to director's duties, regulatory requirements and business development that have been received by the Directors for the year ended 31 December 2024 are summarised as follows:

每名新委任董事首次獲委任時將接受正式及全面的就任需知，以確保董事適當了解本公司的業務及運作，並完全得知其於《上市規則》及有關法定規例下的職責及責任。

董事應參與適用的持續專業發展，務求發展及更新彼等的知識及技能。本公司將為董事安排內部籌辦的簡報會，於適當情況下向董事發出相關題材的閱讀資料，並鼓勵所有董事出席相關培訓課程，費用由本公司承擔。

董事於截至2024年12月31日止年度收到的有關董事職責、監管要求及業務發展的持續性的專業發展記錄概述如下：

Name of Directors 董事姓名	Type of Training (Note 1) 培訓類別 (附註1)
Executive Directors	執行董事
WANG Donglei	王冬雷 A, B
CHAN Kim Yung, Eva	陳劍瑤 A, B
XIAO Yu	肖宇 A, B
WANG Keven Dun	王頓 A, B
Non-executive Director	非執行董事
YE Yong	叶勇 A, B
Independent Non-executive Directors	獨立非執行董事
LEE Kong Wai, Conway	李港衛 A, B
WANG Xuexian	王學先 A, B
CHEN Hong	陳弘 A, B

Note:

附註：

1. Types of Training

- A: Attending training sessions, including but not limited to, briefings, seminars, conferences and workshops
- B: Reading relevant news alerts, newspapers, journals, magazines and relevant publications

1. 培訓類別

- A: 參加培訓課程，包括但不限於介紹會、研討會、會議和講習班
- B: 閱讀相關新聞快訊、報紙、期刊、雜誌和相關出版物

Corporate Governance Report

企業管治報告

Board Committees

The Board has established the following committees, namely the Audit Committee, the Remuneration Committee, the Nomination Committee and the Strategy and Planning Committee, for overseeing particular aspects of the Company's affairs. The terms of reference of the Audit Committee, Remuneration Committee and Nomination Committee are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

The majority of the members of Audit Committee, Remuneration Committee and Nomination Committee are independent non-executive Directors.

Audit Committee

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the CG Code. The primary duties of the Audit Committee include maintaining relationship with the auditor of the Group, reviewing financial information of the Group, supervising the financial reporting system, risk management and internal control system of the Group, and the duties of corporate governance delegated by the Board.

During the Reporting Period, the Audit Committee held two meetings to review the annual financial results and reports for the year ended 31 December 2023, the interim results and reports for the period ended 30 June 2024 and to review significant issues on the financial reporting, operational and compliance controls, the effectiveness of the risk management and internal control systems and internal audit function, anti-corruption policy and whistleblowing policy, re-appointment of external auditor and engagement of non-audit services and relevant scope of works connected transactions and arrangements for employees to raise concerns about possible improprieties, as well as reviewing the corporate governance compliance.

During the Reporting Period, the Audit Committee also met the external auditor twice.

Rule 3.21 of the Listing Rules requires the Audit Committee to comprise a minimum of three members with independent non-executive Directors in majority and at least one member with appropriate professional qualifications or accounting or related financial management expertise. During the Reporting Period, the Company has complied with the composition requirement of the Audit Committee under Rule 3.21 of the Listing Rules.

董事委員會

董事會已成立以下委員會，分別為審核委員會、薪酬委員會、提名委員會及戰略與規劃委員會，以監察本公司特定方面的事務。審核委員會、薪酬委員會及提名委員會的職權範圍刊載於本公司網站及聯交所網站，並於股東要求時可供查閱。

審核委員會、薪酬委員會及提名委員會的成員大多數為獨立非執行董事。

審核委員會

審核委員會的職權範圍的嚴苛程度概不遜於企業管治守則所載列的標準。審核委員會的主要職責包括維持與本集團核數師的關係、審閱本集團的財務資料、監督本集團的財務報告制度、風險管理及內部監控系統、以及董事會指派的企業管治職責。

於報告年度內，審核委員會共舉行了兩次會議，以審閱截至2023年12月31日止年度的年度財務業績及報告、截至2024年6月30日止期間的中期業績及報告，以及審閱有關財務報告、經營及合規控制、風險管理及內部監控制度與內部審核職能的有效性、反貪污政策及舉報政策、續聘外聘核數師及參與非審核服務及工作的相關範圍、關連交易及保證員工就或有不當行為提出關注的安排以及檢討企業管治合規情況等重大議題。

於報告年度內，審核委員會亦曾與外聘核數師舉行兩次會議。

《上市規則》第3.21條規定審核委員會須包括至少三名成員，獨立非執行董事須佔大多數，以及至少一名成員具備適當的專業資格或會計或相關財務管理專業知識。於報告年度內，本公司已符合《上市規則》第3.21條下審核委員會的組成規定。

Corporate Governance Report

企業管治報告

As of the date of this annual report, the Audit Committee consists of three members, namely, Mr. LEE Kong Wai, Conway, Mr. WANG Xuexian and Mr. CHEN Hong, and all of them are independent non-executive Directors. Mr. LEE Kong Wai, Conway, with appropriate professional qualifications and accounting or related finance management expertise, is the chairman of the Audit Committee.

Remuneration Committee

The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code. The primary functions of the Remuneration Committee include reviewing and making recommendations to the Board on the remuneration packages of individual Directors and senior management, the remuneration policy and structure for all Directors and senior management, and establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration.

The Remuneration Committee adopted the model set out in item (ii) under the Code Provision E.1.2(c) of Part 2 of the CG Code), i.e., making recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

During the Reporting Period, the Remuneration Committee met once to review and make recommendation to the Board on the remuneration policy and structure of the Company, and the performance and the remuneration packages of the executive Directors and senior management and review the terms of executive Directors' service contracts and other related matters during the Reporting Period.

As of the date of this annual report, the Remuneration Committee consists of three members, namely, Ms. CHAN Kim Yung, Eva, the executive Director, Mr. LEE Kong Wai, Conway, the independent non-executive Director and Mr. WANG Xuexian, the independent non-executive Director, respectively. Mr. LEE Kong Wai, Conway is the chairman of the Remuneration Committee.

截至本年報日期，審核委員會由三名成員組成，分別為李港衛先生、王學先先生及陳弘先生，彼等均為獨立非執行董事。李港衛先生具備適當專業資格及會計或相關財務管理專業知識，為審核委員會主席。

薪酬委員會

薪酬委員會的職權範圍的嚴苛程度概不遜於企業管治守則所載列的標準。薪酬委員會的主要職責包括審閱個別董事及高級管理層的薪酬待遇、全體董事及高級管理層的薪酬政策及架構並就此向董事會提供意見，及設立透明程序以制定有關薪酬政策及架構，從而確保概無董事或任何彼等的聯繫人士參與釐定彼等自身的薪酬。

薪酬委員會採取了企業管治守則第2部條文第E.1.2(c)條項下第(ii)款中所列模式，即向董事會建議個別執行董事及高級管理人員的薪酬待遇。

薪酬委員會於報告年度舉行了一次會議，以審閱本公司薪酬政策及架構，以及執行董事及高級管理層的表現及薪酬待遇、審閱執行董事的服務合約條款及其他相關事宜，並就此向董事會提供意見。

於本年報日期，薪酬委員會由三位成員組成，分別為執行董事陳劍瑢女士、獨立非執行董事李港衛先生及獨立非執行董事王學先先生。李港衛先生為薪酬委員會主席。

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In addition to the information about remuneration disclosed in note 14 and note 15 to the consolidated financial statements on pages 237 to 241 of this annual report, the remuneration of the other senior management of the Company falls in the following bands:

除於本年報第237頁至第241頁的綜合財務報表附註14和附註15披露的薪酬資料外，本公司其他高級管理人員的薪酬等級在以下組別內：

		Number of Members of Senior Management 高級管理層人數
Nil to HK\$1,000,000	零至1,000,000港元	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	2
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	4

Nomination Committee

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code. The primary duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, and assessing the independence of independent non-executive Directors.

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company's Board Diversity Policy. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's relevant criteria as set out in the Director Nomination Policy below that are necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

During the Reporting Period, the Nomination Committee met once to review the structure, size and composition of the Board and the independence of the independent non-executive Directors, to consider the qualifications of the retiring Directors standing for election at the annual general meeting and other related matters. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained.

提名委員會

提名委員會的職權範圍的嚴苛程度概不遜於企業管治守則所載列的標準。提名委員會的主要職責包括檢討董事會的架構，發展及制定提名及委任董事的相關程序，就董事委任及繼任計劃向董事會提供意見，以及評估獨立非執行董事的獨立性。

評估董事會的組成時，提名委員會會考慮本公司董事會成員多元化政策所列的有關董事會成員多元化的不同方面及因素。提名委員會會討論及就董事會成員多元化可量化目標達成共識(如需要)，並建議董事會採納。

在物色及挑選本公司董事合適候選人時，提名委員會向董事會提出建議前，會考慮到以下載於董事提名政策相關必要條件，以配合企業策略及達成董事會成員多元化(如適合)。

於報告年度內，提名委員會舉行一次會議以檢討董事會結構、人數及組成以及獨立非執行董事的獨立性，考慮於股東周年大會上膺選連任的退任董事的資格以及其他相關事宜。提名委員會認為，董事會已維持適當平衡的多元化觀點。

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Rule 3.27A of the Listing Rules requires an issuer to establish a Nomination Committee chaired by the chairman of the board or an independent non-executive Director and comprises a majority of independent non-executive Directors. During the Reporting Period, the Company has complied with the composition requirement of the Nomination Committee under Rule 3.27A of the Listing Rules.

As of the date of this annual report, the Nomination Committee consists of three members, namely, Mr. WANG Donglei, the executive Director and the chairman of the Company, Mr. LEE Kong Wai, Conway, the independent non-executive Director and Mr. CHEN Hong, the independent non-executive Director, respectively. Mr. WANG Donglei is the chairman of the Nomination Committee.

Board Diversity Policy

The Company has adopted a Board Diversity Policy which sets out the approach to achieve diversity of the Board. The Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage.

Pursuant to the Board Diversity Policy, the Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile. In relation to reviewing and assessing the Board composition, the Nomination Committee is committed to diversity at all levels and will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and regional and industry experience.

The Company aims to maintain an appropriate balance of diversity perspectives that are relevant to the Company's business growth and is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered.

The Board will consider setting measurable objectives to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives.

上市規則第3.27A條規定，發行人須成立提名委員會，由董事會主席或獨立非執行董事擔任主席及獨立非執行董事應佔大多數。於報告年度內，本公司已符合上市規則第3.27A條下提名委員會的組成規定。

於本年報日期，提名委員會由三位成員組成，分別為本公司執行董事及董事長王冬雷先生、獨立非執行董事李港衛先生及獨立非執行董事陳弘先生。王冬雷先生為提名委員會主席。

董事會多元化政策

本公司已採納董事會多元化政策，當中載列達致董事會多元化的方法。本公司明白並深信董事會多元化的裨益，並視董事會層面日益多元化為維持本公司競爭優勢的要素。

根據董事會多元化政策，提名委員會將每年檢討董事會的架構、規模及組成，並在適當情況下，就為了配合本公司的企業戰略而擬對董事會作出之變動及確保董事會保持均衡、多元化構成的事宜，提出建議。就檢討及評估董事會構成而言，提名委員會致力於尋求各個層面的多元化，以及將考慮多個方面，包括但不限於性別、年齡、文化及教育背景、專業資質、技能、知識以及地區及行業經驗。

本公司旨在就本公司業務增長維持適當平衡的多元化觀點，同時亦致力確保自董事會以下各級人員的招聘及甄選流程具有適當架構，以便招徠多元背景的人選供本公司考慮。

董事會將考慮設定可計量的目標，以落實多元化政策，並不時檢討該等目標，以確保其合適性及確定達致該等目標的進度。

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As at the date of this annual report, our Board consists of one female member and seven male members and one in the age group of 30-40; four in the age group of 50-60; three in the age group of 61-70. The Board has an appropriate mix of skills, experience and diversity that are relevant to the Company's strategy, governance and business, five of the Directors are experienced in leadership and strategy, one Director is an accounting professionals and two Directors are legal professionals.

The Board targets to maintain at least the current level of female representation, with the ultimate goal of achieving gender balance.

At present, the Nomination Committee considered that the Board is sufficiently diverse and the Board has not set any measurable objectives.

The Nomination Committee reviews the Board Diversity Policy annually to ensure its effectiveness.

Workforce Diversity

The gender ratio in the workforce (including senior management) for the year ended December 31, 2024 is 0.58: 1. The Group will aim to achieve the gender diversity in workforce. For further details of gender ratio, please refer to the disclosure in the Environment, Social and Governance Report.

Director Nomination Policy

The Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee.

The Company has adopted a Director Nomination Policy which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

截至本年報日期，董事會由一名女性成員及七名男性成員組成，而一名董事年齡在30-40歲之間；四名在50-60歲年齡段；三名在61-70歲年齡段。董事會擁有與本公司戰略、管治及業務相關的技能、經驗及多元化適當組合，其中五名董事具備領導及戰略經驗、一名董事是會計專業人士及兩名董事是法律專業人士。

董事會的目標是至少保持目前的女性代表水平，最終目標則是實現性別平衡。

提名委員會現時認為董事會具有足夠的多元化，而董事會未設定任何可計量的目標。

提名委員會每年檢討董事會多元化政策，以確保其行之有效。

員工隊伍多元化

截至2024年12月31日止年度，員工隊伍（包括高級管理人員）的性別比例為0.58:1。本集團將致力維持員工隊伍的性別多元化。有關性別比例的更多詳情，請參閱環境、社會及管治報告中的披露。

董事提名政策

董事會將其甄選及委任董事的責任及權利指派予提名委員會。

本公司已採納董事提名政策，當中載列有關董事提名及委任的甄選準則及程序及董事會繼任計劃考慮因素，旨在確保董事會成員具備切合本公司要求及董事會持續性的技能、經驗及多元觀點以及維持董事會的領導角色。

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The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- Character and integrity;
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- Diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- Requirements of independent non-executive Directors on the Board and independence of the proposed independent non-executive Directors in accordance with the Listing Rules; and
- Commitment in respect of available time and relevant interest to discharge duties as a member of the Board and/or Board committee(s) of the Company.

The Director Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings.

The Nomination Committee reviews the Director Nomination Policy annually to ensure its effectiveness.

Strategy and Planning Committee

The primary function of the Strategy and Planning Committee is to propose and formulate the strategic development plan of the Company for the Board's consideration.

As of the date of this annual report, the Strategy and Planning Committee consists of five members, namely, Mr. WANG Donglei, the executive Director, Mr. XIAO Yu, the executive Director, Ms. CHAN Kim Yung, Eva, the executive Director, Mr. WANG Keven Dun, the executive Director and Mr. WANG Xuexian, the independent non-executive Director, respectively. Mr. WANG Donglei is the chairman of the Strategy and Planning Committee. During the Reporting Period, no meeting was convened by the Strategy and Planning Committee.

董事提名政策載列評估候選人是否適任及對董事會的潛在貢獻的有關因素，包括但不限於以下各項：

- 品格及誠信；
- 資格，包括與本公司業務及公司戰略有關的專業資格、技能、知識及經驗；
- 所有方面的多元化，包括但不限於性別、年齡（18歲或以上）、文化及教育背景、民族、專業經驗、技能、知識及服務年期；
- 根據《上市規則》對董事會獨立非執行董事的要求及候任獨立非執行董事的獨立性；及
- 就作為本公司董事會及／或董事委員會成員履行職責投入的時間及關注而作出的承諾。

董事提名政策亦載列於股東大會上甄選及委任新董事以及重選董事的程序。

提名委員會每年檢討董事提名政策，以確保其行之有效。

戰略與規劃委員會

戰略與規劃委員會的主要職責為建議及制定本公司策略發展計劃以供董事會考慮。

於本年報日期，戰略與規劃委員會由五位成員組成，分別為執行董事王冬雷先生、執行董事肖宇先生、執行董事陳劍瑤女士、執行董事王頓先生及獨立非執行董事王學先先生。王冬雷先生為戰略與規劃委員會主席。於報告年度內，戰略與規劃委員會並未召開會議。

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Corporate Governance Functions

The Board has delegated the responsibility for performing the functions set out in the Code Provision A.2.1 of Part 2 of the CG Code to the Audit Committee.

During the Reporting Period, the Audit Committee had reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and Employee Written Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

Attendance Records of Directors

Regular Board meetings should be held at least four times a year involving active participation, either in person or through electronic means of communication, of a majority of Directors.

During the Reporting Period, the Company held six Board meetings in total. The attendance record of each Director at the Board and Board committee meetings and the general meetings of the Company held during the Reporting Period is set out in the table below:

企業管治職能

董事會已指派審核委員會負責履行企業管治守則第2部的守則條文第A.2.1條所載職能。

於報告年度內，審核委員會已檢討本公司企業管治政策及常規、董事及高級管理層的培訓及持續專業發展、本公司遵守法律及監管規定的政策及常規、遵守標準守則及僱員書面指引的情況，以及本公司遵守企業管治守則及於本企業管治報告作出披露的情況。

董事出席會議的記錄

定期董事會會議須每年至少召開四次，由大部份董事親身或透過電子通訊方式出席。

於報告年度內，本公司共舉行六次董事會會議。各董事出席於報告年度舉行的董事會及董事委員會會議以及本公司股東大會的記錄載列於下表：

Name of Directors	董事姓名	Attendance/Number of Meetings 出席／會議舉行次數				Strategy and Planning Committee 戰略與 規劃委員會	General Meeting 股東大會
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會		
WANG Donglei	王冬雷	6/6			1/1	N/A 不適用	0/2
CHAN Kim Yong, Eva	陳劍瑤	5/6		1/1		N/A 不適用	0/2
XIAO Yu	肖宇	6/6				N/A 不適用	2/2
WANG Keven Dun	王頓	6/6				N/A 不適用	2/2
YE Yong	叶勇	6/6				N/A 不適用	1/2
LEE Kong Wai, Conway	李港衛	6/6	2/2	1/1	1/1	N/A 不適用	1/2
WANG Xuexian	王學先	6/6	2/2	1/1		N/A 不適用	0/2
CHEN Hong	陳弘	6/6	2/2		1/1	N/A 不適用	1/2

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During the Reporting Period, no Board or Committee meeting was attended by a Director's alternate.

Apart from regular Board meetings, the Chairman also held one meeting with independent non-executive Directors without the presence of other Directors during the Reporting Period.

During the Reporting Period, the Company convened one annual general meeting on 14 June 2024 and one extraordinary general meetings on 19 December 2024.

Risk Management and Internal Controls

The Board confirms its responsibilities for the risk management and internal control of the Group and it shall examine its effectiveness through the Audit Committee to safeguard the assets and investment of the Group as well as the interests of Shareholders. The risk management and internal control system aims at the management but not the elimination of risks of failure to attain the business target, and only provides reasonable but not absolute guarantee for not having material misstatements or losses.

Characteristics of the risk management and internal control system of the Company, and the program for reviewing the effectiveness of the risk management and internal control system:

The Board shall be responsible for the risk management and internal control system, continue to inspect its effectiveness and warrant that the Group shall establish and maintain the effective risk management and internal control system; inspect the risk management and internal control system of the Group at least once a year; supervise the management in respect of the design, implementation and supervision of the risk management and internal control system.

The Audit Committee shall be responsible for the inspection of the risk management and internal control system of the Company; the assessment for the outcome of the evaluating and auditing the risk management and internal control system; the supervision and promotion of rectifying the defects of the risk management and internal control; the discussion with the management over the risk management and internal control system in order to ensure that the management has performed its duties to set up the effective system; at the same time, proactively or upon the appointment by the Board, the research in respect of the material investigation outcome regarding the matters of the risk management and internal control system and the response of the management for the outcome of the investigation.

於報告年度內，概無替任董事代為出席董事會或委員會會議。

除定期董事會會議外，於報告年度內，主席亦與獨立非執行董事舉行一次會議，而並無其他董事出席。

於報告年度內，本公司於2024年6月14日召開股東周年大會，及於2024年12月19日召開股東特別大會。

風險管理及內部監控

董事會確認其對本集團風險管理和內部控制系統的責任，並通過審核委員會審查其有效性，以保障本集團的資產及投資以及股東利益。該風險管理及內部控制系統乃旨在管理而非消除未能達成業務目標之風險，而且只能就不會有重大失實陳述或損失作出合理而非絕對保證。

本公司的風險管理和內部控制系統的特點，以及用以檢討風險管理及內部監控系統有效性的程序：

董事會對風險管理及內部控制系統負責並持續檢查其有效性，保證本集團建立及維持有效的風險管理及內部監控系統；最少每年一次對本集團的風險管理及內部控制系統進行檢查；監督管理層對風險管理及內部控制系統的設計、實施及監督。

審核委員會負責檢查本公司風險管理及內部控制系統；評估風險管理及內部控制評價和審計的結果，督促風險管理及內控缺陷的整改；並與管理層討論風險管理及內部控制系統，確保管理層已履行職責建立有效的系統；同時，主動或應董事會的委派，就有關風險管理及內部控制事宜的重要調查結果及管理層對調查結果的回應進行研究。

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The management shall undertake the duties of risk management and internal control; formulate the appropriate strategy in response to the risk; conduct the risk alert in advance and promptly issue the risk management report; at the same time, be responsible for evaluating the internal control; identify the defects of the internal control and formulate the rectification scheme; inform the Board and the Audit Committee of the relevant information.

Programs for Identifying, Assessing and Managing the Material Risk:

Risk identification: to determine the standards for measuring the risk; identify the potential risk which may affect the Group.

Risk assessment: to assess the identified risk and classify the level of the risk.

Risk response: to select the strategy in response to the level of the risk for the risk control department to follow up whether the strategy in response is effective; at the same time, formulate the relevant policy in response to avoid the recurrence of the risk or minimise the relevant risk.

Risk supervision: to continue the regular inspection of the relevant risk; promptly revise the risk management and internal control procedure; ensure that the relevant controlling procedure is appropriate and effective; provide the management and the Board with the regular report on the outcome of risk supervision.

The Company has set up the internal audit and risk control department to regularly monitor and assess the internal risk and control system of each department in order to determine the risk which may affect the business and other aspects of the Group (including key operational and financial processes, regulatory compliance and information safety).

With the support from the Audit Committee, the Board, having examined the risk management and internal control system for the year as of 31 December 2024 (including the financial, operational and compliance control) by means of the risk assessment report and the internal audit report, is of the opinion that such systems are effective and adequate. The annual examination has also covered the adequacy of resources, employees' qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions.

The Company has set up the program for the purpose of issue-reporting, so as to encourage the employees of the Company to express their concerns on the premise of confidentiality in respect of the potential misconduct concerning the financial report, the internal control or other matters of the Company.

管理層承擔風險管理及內部監控的職責，制定應對風險的對策，進行風險預警及按時出具風險管理報告。同時，負責內部控制評價工作，識別內部控制缺陷並制定整改方案，並將相關資料回饋至董事會及審核委員會。

用於識別、評估及管理重大風險的程序：

風險識別：確定風險衡量標準，識別可能對本集團構成潛在影響的風險。

風險評估：對識別出的風險進行評估並劃分風險等級。

風險應對：根據風險等級選擇應對策略，並由風險管控部門跟進相關應對策略是否有效；同時制定相關對策避免風險的再次發生或降低相關風險。

風險監督：持續並定期檢查有關風險，適時修訂風險管理及內部監控程序，保證相關監控程序適當及有效；向管理層及董事會定期匯報風險監督的結果。

本公司已設立內部審核與風險控制部，以定期對各部門進行內部風險和控制系統進行監控和評估，以確定可能影響本集團業務及其他方面（包括關鍵營運及財務流程、監管合規及信息安全）的風險。

董事會在審核委員會的支持下藉助風險評估報告及內部審核報告審查了截至2024年12月31日止年度的風險管理和內部監控制度，包括財務、營運及合規控制，並認為該等體系為有效及足夠。年度審查亦涵蓋本公司在會計、內部審核及財務匯報職能方面的資源、員工資歷和經驗、員工培訓及有關預算的充足性。

本公司設立舉報程序，以鼓勵本公司職員在保密的前提下就財務報告、內部監控或本公司其他事項可能出現的不當行為提出關注。

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As for the surveillance and disclosure of the inside information, the Company has adopted the policy for the disclosure of inside information, with the aim to ensure that the internal personnel shall comply with the requirements for confidentiality and perform the responsibility for the disclosure of inside information. The policy has expressly set forth the identification of inside information and the decision-making tree for taking the required action. The employees and other relevant parties shall maintain strict confidentiality in respect of the inside information. In the event of disclosing the inside information, it shall be made on the fair, true and effective basis.

Anti-Corruption Policy

The Company does not tolerate any form of bribery, whether direct or indirect, by, or of, its Directors, officers, employees, agents or consultants or any persons or companies acting for it or on its behalf. The Company adopts the anti-corruption policy in assisting the employees in recognising circumstances which may lead to or give the appearance of being involved in corruption or unethical business conduct, so as to avoid such conduct which is clearly prohibited, and to promptly seek guidance if necessary.

The anti-corruption policy will be reviewed on a regular basis, any convicted cases will be reported to the Audit Committee.

Whistleblowing Policy

The Company expects and encourages employees of the Group and those who deal with the Group (e.g. suppliers, customers, creditors and debtors) to report to the Company, in confidence, any suspected impropriety, misconduct or malpractice concerning the Group. The Company adopts the whistleblowing policy to provide reporting channels and guidance on reporting possible improprieties and reassurance to whistleblowers of the protection that the Group will extend to them in the formal system.

The whistleblowing policy will be reviewed on a regular basis, any suspected cases will be reported to the Audit Committee.

Directors' Responsibility in Respect of the Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements of the Group for the year ended 31 December 2024.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

有關內幕消息之監視及披露，本公司已採納內幕消息披露政策，旨在確保內部人士遵守保密要求，並履行內幕消息的披露責任。政策清晰載述辨別內幕消息及所需採取行動之決策樹。僱員及其他相關方須對內幕消息嚴謹保密。倘就內幕消息作出披露，方法須為公平、真實及有效。

反貪污政策

本公司不容忍其董事、高級職員、僱員、代理人或顧問或為本公司或代表本公司行事的任何個人或公司進行任何形式的直接或間接賄賂。本公司採納反貪污政策，協助僱員識別可能導致或看似捲入貪污或不道德商業行為的情況，從而避免此類明確禁止的行為並在必要時及時尋求指導。

反貪污政策會定期檢討，任何定罪個案均會上報予審核委員會。

舉報政策

本公司期望並鼓勵本集團僱員及與本集團有業務往來的人士（例如，供應商、客戶、債權人及債務人）向本公司秘密報告與本集團有關的任何涉嫌不當行為、失當行為或瀆職。本公司採納舉報政策，為舉報可能的不當行為提供舉報渠道及指導，並向舉報人保證本集團將在正式系統中向其提供保護。

舉報政策會定期檢討，任何涉嫌個案均會上報予審核委員會。

董事有關財務報表的責任

董事確認彼等編製本集團截至2024年12月31日止年度財務報表的責任。

董事並不知悉任何重大不確定因素涉及可能對本公司持續經營能力造成重大疑惑的事件或情況。

Corporate Governance Report

企業管治報告

The statement of the independent auditor of the Company about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on pages 173 to 179 of this annual report.

Auditors' Remuneration

The remuneration paid to the Company's external auditor of the Company, Deloitte Touche Tohmatsu, in respect of audit and non-audit services for the Reporting Period is set out below:

Service Category	服務項目	Fees Paid/Payable 已付／應付費用 US\$000 千美元
Audit Services:	審核服務：	
– mainly related to annual audit	– 主要涉及年度審計	522
Non-audit Services:	非審核服務：	
– mainly related to interim and other review	– 主要涉及中期及其他審閱	138
– mainly related to tax consultancy services	– 主要涉及稅務諮詢服務	171
		831

Company Secretary

Ms. KWOK Siu Ying Sarah has been appointed as the company secretary of the Company.

Ms. Kwok is a manager of corporate services of Vistra Corporate Services (HK) Limited, a professional services provider specializing in company secretarial services.

All Directors have access to the advice and services of the company secretary on corporate governance and board practices and matters. Mr. NG Hon Lun, the chief financial officer of the Company has been designated as the primary contact person at the Company for working and communicating with Ms. Kwok Siu Ying Sarah on the Company's corporate governance and secretarial and administrative matters.

During the Reporting Period, Ms. Kwok Siu Ying Sarah has undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

本公司獨立核數師有關其對綜合財務報表的申報責任的聲明載於本年報第173頁至第179頁的獨立核數師報告內。

核數師酬金

本公司就報告年度的審核及非審核服務支付予本公司外聘核數師德勤•關黃陳方會計師行的薪金載列如下：

公司秘書

郭兆瑩女士已獲委任為本公司公司秘書。

郭女士為Vistra Corporate Services (HK) Limited的經理，該公司為一間專門提供公司秘書服務的專業服務公司。

全體董事均可就企業管治及董事會常規及事宜取得公司秘書的意見及服務。本公司首席財務官伍嘆倫先生已獲指定為本公司主要聯絡人士，就本公司企業管治、秘書及行政事宜與郭兆瑩女士協作及溝通。

於報告年度內，郭兆瑩女士已遵守《上市規則》第3.29條的規定，接受不少於15小時的相關專業培訓。

Corporate Governance Report

企業管治報告

Shareholders' Rights

To safeguard Shareholders' interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual Director. Pursuant to the Listing Rules, all resolutions put forward at general meetings will be voted on by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

Convening an Extraordinary General Meeting by Shareholders

Pursuant to Article 58 of the Company's Articles of Association, an extraordinary general meeting (the "EGM") may be convened by the Board upon requisition of one or more Shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of the deposit of the requisition, the Board fails to proceed to convene such EGM, the requisitionist(s) himself (themselves) may do so in the same manner, while all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

The requisitionist(s) must state the objects clearly in the requisition, sign the requisition and deposit the same to the Board or the company secretary or the primary contact person of the Company.

Putting Forward Proposals at General Meetings

Pursuant to Article 58 of the Company's Articles of Association, any one or more Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to add resolutions to the agenda of a general meeting.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

股東權利

為保障股東權益及權利，各重大個別事宜（包括推選個別董事）以獨立決議案形式於股東大會上提呈。根據《上市規則》，除主席以誠實信用原則作出決定，容許純粹有關程序或行政事宜的決議案以舉手方式表決外，所有於股東大會上提呈的決議案將以投票方式表決，而投票表決結果將於各股東大會後刊載於本公司及聯交所網站。

股東召開股東特別大會

根據本公司組織章程細則第58條，持有不少於本公司繳足股本（附有於本公司股東大會的投票權）十分之一的一名或以上股東遞交要求後，董事會可召開股東特別大會（「股東特別大會」）。有關會議須於有關要求遞交後兩個月內舉行。倘於要求遞交後21日內，董事會未能召開股東特別大會，則遞交要求人士可自行按相同方式召開有關大會，而遞交要求人士因董事會未能召開有關大會而產生的所有合理費用須由本公司補償予遞交要求人士。

遞交要求人士須在要求中指明大會目的，簽署要求書並將其遞交予本公司董事會或公司秘書或主要聯絡人士。

於股東大會上提出議案

根據本公司組織章程細則第58條，任何一位或以上於遞呈要求當日持有本公司有權於大會上投票之繳足股本不少於十分之一的成員，有權隨時透過向本公司董事會或秘書發出書面要求，要求將決議案添加至股東大會的議程。

向董事會作出查詢

就向董事會作出任何查詢而言，股東可將書面查詢送交至本公司。本公司通常不會處理口頭或匿名查詢。

Corporate Governance Report

企業管治報告

Contact Details

Shareholders may send their requisitions, proposed resolutions for the general meeting or enquiries to the Board as mentioned above to the primary contact person of the Company as set out below:

Name: The Chairman of NVC International Holdings Limited
Address: Unit 705, 7/F., Building 20E, Phase 3, Hong Kong Science Park,
Pak Shek Kok, New Territories, Hong Kong
Fax: (852) 2375 1385
Email: ir@nvc-international.com

For the avoidance of doubt, Shareholders must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

Communication with Shareholders and Investors

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company recognizes the importance of timely and non-selective disclosure of information, which will enable Shareholders and investors to make the informed investment decisions. The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. The chairman of the Board as well as chairman of Audit Committee, Remuneration Committee and Nomination Committee or, in their absence, other members of the respective committees will make themselves available at the annual general meetings to meet Shareholders and answer their enquiries.

The Company has in place a Shareholders' Communication Policy to ensure that Shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness.

To promote effective communication, the Company maintains a website at www.nvc-international.com, where information and updates on the Company's business developments and operations, financial information, corporate governance practices and other information are available for public access.

聯絡詳情

股東可將上文召開股東大會的要求、提呈議案或向董事會的查詢送交至下文所載本公司主要聯絡人士：

名稱：雷士國際控股有限公司董事長
地址：香港新界白石角香港科學園三期
20E大樓7樓705室
傳真：(852) 2375 1385
電郵：ir@nvc-international.com

為免生疑，股東須於上述地址存置及發出正式簽署之書面要求、通知或聲明或查詢（視情況而定）之正本，並提供其全名、聯絡詳情及身份，以便本公司回覆。股東資料可能根據法律規定而予披露。

與股東及投資者的溝通

本公司相信，與股東有效溝通乃促進投資者關係及投資者瞭解本集團業務表現及策略所必需。本公司深明及時及無選擇性資料披露的重要性，可讓股東及投資者作出知情的投資決定。本公司盡力保持與股東之間的對話，尤其是透過股東周年大會及其他股東大會。董事會主席、審核委員會主席、薪酬委員會主席及提名委員會主席（如彼等未能出席，則各委員會成員），將出席股東周年大會，以會見股東及回答彼等的提問。

本公司已制定股東溝通政策，以確保妥善處理股東的意見及關注事項。該政策予以定期檢討，以確保其行之有效。

為促進有效溝通，本公司設有網站 www.nvc-international.com，網站載有本公司業務發展及營運、財務資料、企業管治常規及其他資料，以供公眾人士查閱。

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The Company has also established a range of communication channels between itself and its Shareholders, investors and other stakeholders. These include (i) the publication of interim and annual reports and/or circulars, notices, and other announcements; (ii) the annual general meeting or extraordinary general meeting providing a forum for Shareholders to raise comments and exchanging views with the Board; (iii) the provision of updated and key information of the Group available on the Company's website and the Stock Exchange's website; (iv) the Company's website offering communication channel between the Company and its stakeholders; (v) the Company's share registrar in Hong Kong serving the Shareholders in respect of all share registration matters; and (vi) convening investor meeting and/or analyst briefings, which are led by our executive Directors with existing and potential investors.

Having considered the multiple channels of communication and shareholders engagement conducted by the Group during the year, the Board is satisfied that the shareholders communication policy has been properly implemented during 2024 and is effective.

Dividend Policy

The Company has adopted a Dividend Policy on payment of dividends pursuant to Code Provision F.1.1 of Part 2 of the CG Code. In recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its Shareholder value. The Company intends to distribute no less than 30% of its annual net profits as dividends to its Shareholders, subject to the conditions and factors as set out below.

The Board has the discretion to declare and distribute dividends to the Shareholders of the Company, subject to the Memorandum and Articles of the Association of the Company and all applicable laws and regulations and the factors set out below. The Board shall also take into account the following factors of the Group when considering the declaration and payment of dividends, including financial results, cash flow situation, business conditions and strategies, future operations and earnings, capital requirements and expenditure plans, interests of Shareholders, any restrictions on payment of dividends and any other factors that the Board may consider relevant.

There is no arrangement under which a Shareholder has waived or agreed to waive any dividend.

本公司亦已在其與股東、投資者及其他持份者之間建立一系列溝通渠道。當中包括(i)發佈中期及年度報告及／或通函、通告及其他公告；(ii)股東周年大會或股東特別大會，為股東提供發表意見及與董事會交換意見的平台；(iii)於本公司網站及聯交所網站提供本集團的最新及主要資料；(iv)本公司網站提供本公司與其持份者之間的溝通渠道；(v)本公司的香港股份過戶及登記處就所有股份過戶及登記事宜為股東提供服務；以及(vi)召開由執行董事所主持面向現有及潛在投資者的投資者會議及／或分析師簡報會。

考慮到本集團於年內舉行的多種溝通渠道及股東參與，董事會信納股東溝通政策於2024年得到妥善實施並行之有效。

股息政策

本公司已根據企業管治守則第2部的守則條文第F.1.1條，就股息派付採納股息政策。於建議或宣派股息時，本公司應維持足夠現金儲備，以應付其營運資金需求、未來增長以及其股權價值。在符合下列條件及因素的情況下，本公司擬向其股東分派不少於其年度淨利潤的30%，作為股息。

根據本公司組織章程大綱及細則、所有適用法律法規及下列因素，董事會可酌情宣派及分派股息予本公司股東。董事會在考慮宣派股息時，應同時考慮下列有關本集團的因素，包括財務業績、現金流狀況、業務狀況及策略、未來營運及收入、資金需求及支出計劃、股東的利益、任何派付股息的限制及董事會可能視為相關的任何其他因素。

股東並無訂立放棄或同意放棄任何股息的安排。

Corporate Governance Report

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Depending on the financial conditions of the Company and the Group and the conditions and factors as set out above, dividends may be proposed and/or declared by the Board for a financial year or period as interim dividend, final dividend, special dividend and any distribution of net profits that the Board may deem appropriate. Any final dividend for a financial year will be subject to Shareholders' approval. The Company may declare and pay dividends by way of cash or scrip or by other means that the Board considers appropriate. Any dividend unclaimed shall be forfeited and shall revert to the Company in accordance with the Company's Memorandum and Articles of Association.

The Board will review the Dividend Policy as appropriate from time to time.

Constitutional Documents

During the Reporting Period, the Company has amended its Memorandum and Articles of Association by way of a special resolution passed on 14 June 2024. Details of the amendments are set out in the circular dated 25 April 2024 to the Shareholders.

Save as disclosed above, there was no change in constitutional documents of the Company during the Reporting Period.

Going Concern

There are no material uncertainties relating to events or conditions that cast significant doubt upon the Company's ability to continue as a going concern.

根據本公司及本集團的財政狀況以及上述條件及因素，董事會可於財政年度或期間建議及／或宣派中期股息、年度股息、特別股息及任何董事會認為適當的淨利潤分派作為股息。任何財政年度的年度股息均須經股東批准。本公司可以現金、以股代息或董事會認為合適的其他方式宣派及派付股息。任何未領取的股息應根據本公司組織章程大綱及細則被沒收及應復歸本公司。

董事會將視情況不時檢討股息政策。

憲章文件

於報告年度內，本公司已於2024年6月14日通過特別決議案修訂了其組織章程大綱及細則。修訂詳情載於日期為2024年4月25日致股東的通函。

除上文所披露者外，本公司的憲章文件於報告年度內並無任何變動。

持續經營能力

概無有關任何事件或情況的重大不明朗因素可對本公司的持續經營能力構成重大疑問。

Environmental, Social and Governance Report

環境、社會及管治報告

About the Report

This Report is the ninth Environmental, Social and Governance Report (the “Report”) published by NVC International Holdings Limited (the “Group” or “we”), aiming to disclose the management methods and data performance on environmental, social and governance (“ESG”) issues in the financial year from 1 January 2024 to 31 December 2024 (the “Year”), so as to deepen the understanding of various stakeholders of the Group’s sustainable development strategies and measures. This Report is available in both Chinese and English versions. If there is any discrepancy between the two versions, the Chinese version shall prevail. For information on the Corporate Governance section, see pages 72 to 94 of the Annual Report.

Reporting Guideline and Principle

This Report has been prepared in accordance with the Environmental, Social and Governance Reporting Code (formerly named as the Environmental, Social and Governance Reporting Guide, hereinafter referred to as the “Reporting Code”) set out in Appendix C2 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the Global Reporting Initiative Sustainability Reporting Standards and the actual situation of the Group. This Report follows the principles of “materiality”, “quantitative” and “consistency”, and the contents and data disclosed are based on the internal records and files of the Group.

Reporting Boundary

The boundary of this Year’s report remains the same as last year. The threshold in this Report’s boundary is set at companies in which we have a stake exceeding 50%. The social performance data in the Report cover the Guangdong Zhuhai headquarter office of NVC International Holdings Limited, Zhejiang Jiangshan Base, Shanghai Qingpu Base, Guangdong Zhuhai Base, Thailand Base and Vietnam NVC; and the environmental performance data cover Zhejiang Jiangshan Base, Shanghai Qingpu Base, Guangdong Zhuhai Base, Thailand Base and Vietnam NVC.

Feedback

We are committed to continuously improving our ESG disclosures and welcome your comments and suggestions on this Report. Contact information is as follows:

NVC International Holdings Limited
Address: Unit 705, 7/F., Building 20E, Phase 3, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong
Email address: ir@nvc-international.com
Tel: (852) 3970 2238/3970 2237
Fax: (852) 2865 1638
Website: www.nvc-international.com

關於本報告

本報告為雷士國際控股有限公司（下文簡稱為「本集團」或「我們」）發佈的第九份《環境、社會及管治報告》（「本報告」），披露二零二四年一月一日至二零二四年十二月三十一日的財政年度（「本年度」）於環境、社會及管治（「ESG」）議題方面的管理方法及數據表現，以加深各利益相關方對本集團可持續發展策略及措施的了解。本報告提供中英文兩個版本，若兩個版本間出現差異，請以中文版本為準。有關企業管治相關信息，請參閱年報第72頁至第94頁。

報告指引及原則

本報告乃根據香港聯合交易所有限公司（「聯交所」）證券上市規則附錄C2所載的《環境、社會及管治報告守則》（前稱《環境、社會及管治報告指引》，下稱「報告守則」），並參考《全球報告倡議組織可持續發展報告標準》，結合本集團的實際情況編製而成。本報告遵循「重要性」、「量化」、「一致性」的原則，所披露的內容及數據均引用自本集團之內部記錄及文件。

報告範圍

本年度報告範圍與去年一致。本報告邊界之標準設定為包含控股權大於50%的企業，報告中的社會表現數據覆蓋雷士國際控股有限公司總部廣東珠海辦公室、浙江江山基地、上海青浦基地、廣東珠海基地、泰國基地及越南雷士；環境表現數據覆蓋浙江江山基地、上海青浦基地、廣東珠海基地、泰國基地及越南雷士。

意見反饋

我們致力持續完善ESG披露水平，歡迎您對本報告提出意見及建議。聯繫方式如下：

雷士國際控股有限公司
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Chairman's Message

Dear Stakeholders,

In 2024, NVC International made steady progress in its journey into the global lighting market, adhering to its corporate mission of “to build products that transform the spaces we love and enrich all aspects of life” and striving to build a green, innovative, efficient and sustainable enterprise. Facing the complex and ever-changing market environment and fierce competition, we have always been committed to high-quality development and green development. We are fully aware of the intrinsic connection and coordinated development between the circular economy and social welfare, and have been leading the global lighting industry to move forward steadily on the path of green transformation and innovative upgrading.

We are well aware that sustainable development is not only the responsibility of the enterprise, but also the core of its future competitiveness. The Group has been deeply engaged in green operations, adhering to the concept of green development throughout the entire process of operation and management, building complete and strict environmental management systems and controlling resource utilisation from the source. Faced with the challenges brought by climate change, the Group identified risks and took proactive measures to address them, seizing opportunities to transform and upgrade its green manufacturing industry. The Group has been promoting the synergy between environmental responsibility and business growth by comprehensively improving energy efficiency, vigorously promoting carbon emission reduction technologies and efficiently handling waste.

Upholding the servicing philosophy of customer obsession and the corporate values of “customer first, practical innovation”, NVC International has built a comprehensive, accurate and efficient big data analysis system to achieve in-depth application of data across the entire chain. Through in-depth data analysis, NVC International has gained an accurate and comprehensive insight into customers' diverse needs in the lighting field, and has ingeniously created a series of targeted lighting solutions that integrate many advantages such as intelligence, environmental protection, and technology. In addition, NVC International attaches great importance to improving the energy efficiency of its products and reducing the negative impact on the environment. It is committed to bringing better quality, more environmentally friendly and more intelligent lighting experience to global users and creating a brighter and more sustainable future. In order to implement the “innovation-driven” development strategy, we continue to increase our investment in scientific research, actively build a diversified scientific research platform, and bring together top professional talents in the industry to comprehensively enhance our technological research and development capabilities and our core competitiveness.

主席致辭

致各利益相關方：

2024年，雷士國際在全球照明市場的征程中穩步邁進，秉持「用心打造能夠改變並充實人類與生活空間之間關係的產品」的企業使命，全力塑造綠色、創新、高效的可持續企業。面對複雜多變的市場環境與激烈的競爭態勢，我們始終緊扣高質量發展與綠色發展的脈絡，深諳循環經濟與社會福祉的內在關聯與協同發展之道，引領全球照明產業在綠色轉型與創新升級的道路上穩步前行。

我們深知，可持續發展不僅是企業的責任，更是未來競爭力的核心。本集團深耕綠色運營，秉持綠色發展理念貫穿於運營管理全流程，構建完善且嚴格的環境管理體系，從源頭把控資源利用。面對氣候變化帶來的挑戰，集團識別風險並積極採取應對措施，抓住機遇進行綠色製造業轉型與升級。通過全面提升能源使用效率、大力推廣碳減排技術、高效處理廢棄物等措施，集團持續推動環境責任與業務增長的協同共進。

雷士國際秉持著「以客戶為核心」的服務理念與「客戶至上、實用創新」的企業價值觀，搭建功能完備、精準高效的大數據分析系統，從而實現全鏈條的數據深度運用。通過數據深度剖析，雷士國際精準且全面地洞察客戶在照明領域的多元需求，匠心打造出一系列集智能、環保、科技等諸多優勢於一體，且具針對性的照明解決方案。此外，雷士國際高度重視產品能源利用效率的提升，減低對環境的負面影響，矢志為全球用戶帶來更優質、環保、智能的照明體驗，創造更加明亮且可持續的未來。貫徹「創新驅動」發展戰略，我們不斷加大科研投入力度，積極搭建多元的科研平台，匯聚行業內頂尖的專業人才，全面提升技術研發能力與企業核心競爭力。

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Talents inject development momentum into enterprises. The Group assists employees in their development in all aspects, allowing them to realise their personal values in a harmonious environment, grow together with the Company, and lay a solid foundation for long-term development. The Group adheres to the core policy of “safety first, prevention first, and full participation” to create a safe and healthy management environment. The Group attaches great importance to equality and diversity, and has specially set up the Procedures for the Labour Protection of Female Employees to provide humanistic care for female employees. In terms of employee development, the Group plans growth paths for employees and builds career development platforms. In terms of incentive mechanisms, we have established multi-dimensional reward programmes such as performance and innovation to motivate employees to be proactive. In terms of communication and collaboration, we have created open and efficient communication channels and encouraged employees to express their ideas through the Communication Management Procedures. At the same time, cross-departmental cooperation and team-building activities were organised to enhance employee understanding and improve team cohesion.

The Group has been actively building a supply chain management system and is committed to creating a high-quality supply chain ecosystem. The Group has established strict entry thresholds, optimised cooperation processes, and updated and upgraded its supplier list through a regular and systematic performance appraisal mechanism. We adhere to the principles of prudence and fairness when it comes to new partners, and use a comprehensive and rigorous evaluation system to conduct an all-round review. We require new partners to meet predetermined standards during the probation period and undergo multiple verifications before we formally establish long-term partnerships with them. This series of measures ensures that our partnership with suppliers is always based on mutual trust, transparency and sustainable development.

Looking ahead, NVC International will continue to work together with all stakeholders to promote sustainable development and create more value as it moves toward the forefront of the global lighting industry. On behalf of the Board of Directors, I would like to express my sincere gratitude to all stakeholders who have given their trust and support to NVC International over the years. We will continue to uphold the corporate value of “taking social responsibility as our own responsibility” and closely integrate the fulfillment of social responsibility into the entire process of brand growth.

WANG Donglei

Chairman

28 March 2025

人才為企業注入發展動力，本集團全方位助力員工發展，讓員工在和諧環境中實現個人價值，與企業共成長，為長遠發展築牢根基。集團遵循「安全至上、預防為先、全員參與」的核心方針，打造安全健康管理環境。集團重視平等與多元，特設《女職工勞動保護程序》為女職工提供人文關懷。員工發展方面，集團為員工規劃成長路徑、搭建職業發展平台。激勵機制方面，設立績效、創新等多維度獎勵項目，激勵員工積極進取。溝通協作層面，打造開放高效溝通渠道，借助《溝通管理程序》，鼓勵員工表達想法。同時，組織跨部門合作與團建活動，增進員工默契，提升團隊凝聚力。

本集團積極構建供應鏈管理體系，致力於打造優質供應鏈生態。集團制定嚴格准入門檻，優化合作流程，借定期系統的績效考核機制實現供應商名單更新升級。對新合作夥伴，秉持審慎公正的原則，並運用全面且嚴格的評估體系進行全方位審查。我們要求新合作夥伴在試用期內達到預定的標準，並經過多方面的驗證，方可正式建立長期合作關係。這一系列措施確保了我們與供應商的合作關係始終建立在互信、透明和可持續發展的基礎上。

展望未來，雷士國際在推動企業邁向全球照明行業前沿地位的進程中，將繼續與各利益相關方齊心協力，攜手推動可持續發展與創造更多價值。在此，我謹代表董事會向長期以來給予雷士國際信任與支持的各利益相關方致以誠摯謝意，我們將繼續堅守「社會責任為己任」這一企業價值觀，把履行社會責任緊密貫穿於品牌成長的全過程。

王冬雷

董事長

2025年3月28日

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About NVC International

NVC International focuses on the development of the global lighting industry and is committed to providing efficient and innovative LED lighting solutions. Since its establishment in 1998, NVC International has always adhered to “human-centric innovation” and continuously optimised its product portfolio, covering multiple fields such as commercial, industrial, home, outdoor landscape and decorative lighting, providing global customers with high-quality lighting experience.

With its profound industry accumulation, NVC International continues to invest to build a global sales and service network. Currently, we have regional sales offices in Birmingham in the UK, Atlanta in the USA, Stockholm in Sweden, Tokyo in Japan, Singapore and Zhuhai in China, and have established lighting operation organisations in 22 countries and regions around the world, with business covering more than 30 countries and regions. By strengthening local operations and global collaborative development, we will further enhance our market competitiveness and provide customers with more convenient and efficient services.

In terms of R&D and manufacturing, NVC International has always insisted on technological innovation to promote industry development. NVC International has five wholly-owned advanced factories and three cutting-edge R&D centres in the Asia-Pacific region, with excellent manufacturing capabilities and technical R&D strengths to ensure the excellent quality of its products. In recent years, NVC International has actively expanded the product applications of the three core elements of “light”, “air” and “water”, focusing on the core life needs of human beings, promoting the development of indoor air quality (IAQ) technology, and achieving breakthroughs in the fields of air disinfection equipment, water purification systems and fresh air disinfection equipment, and has obtained multiple recognitions.

In addition, through its global brand matrix strategy, NVC International has deeply integrated its many well-known brands, covering high-end lighting, LED technology, architectural lighting and other fields, to provide customised solutions for different market needs. At the same time, we have also established cooperative relationships with internationally renowned lighting companies to further expand overseas markets and provide consumers with high-quality lighting products.

關於雷士國際

雷士國際專註於全球照明行業的發展，致力於提供高效、創新的LED照明解決方案。自1998年成立以來，雷士國際始終堅持「以人為本的創新」，不斷優化產品佈局，涵蓋商業、工業、家居、戶外景觀及裝飾照明等多個領域，為全球客戶提供優質的照明體驗。

憑藉深厚的行業積累，雷士國際持續投資，打造覆蓋全球的銷售與服務網絡。目前，我們在英國伯明翰、美國亞特蘭大、瑞典斯德哥爾摩、日本東京、新加坡及中國珠海設有地區銷售辦事處，並在全球22個國家和地區建立照明運營機構，業務覆蓋30多個國家和地區。通過強化本地化經營與全球協同發展，進一步提升市場競爭力，為客戶提供更便捷、高效的服務。

在研發和製造方面，雷士國際始終堅持技術創新，推動行業發展。雷士國際擁有5家全資先進工廠和3家位於亞太地區的前沿研發中心，具備優異的製造能力與技術研發實力，確保產品的卓越品質。雷士國際近年來積極拓展「光」、「空氣」、「水」三大核心要素的產品應用，聚焦人類核心生活需求，推動室內空氣品質(IAQ)技術發展，在空氣消毒設備、水淨化系統及新風空氣消毒設備等領域取得突破，並獲得多項認可。

此外，雷士國際通過全球品牌矩陣戰略，深度整合旗下多個知名品牌，涵蓋高端照明、LED技術及建築照明等領域，為不同市場需求提供定制化解決方案。同時，亦與國際知名照明企業建立合作關係，進一步拓展海外市場，為消費者提供高品質的照明產品。

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In the future, NVC International will continue to deepen its global market presence, promote innovation in lighting and non-lighting products, thereby creating a more intelligent, environmentally friendly and technologically advanced living space, and will continue to lead the development of the global lighting industry.

未來，雷士國際將繼續深化全球市場佈局，推動照明及非照明產品的創新，打造更加智能、環保、科技的生活空間，持續引領全球照明行業的發展。



Industry Award Received 獲取的行業獎項

- Our brand won the German iF Industrie Forum Design award
- 旗下品牌榮獲德國iF國際設計 (iF Industrie Forum Design) 獎項

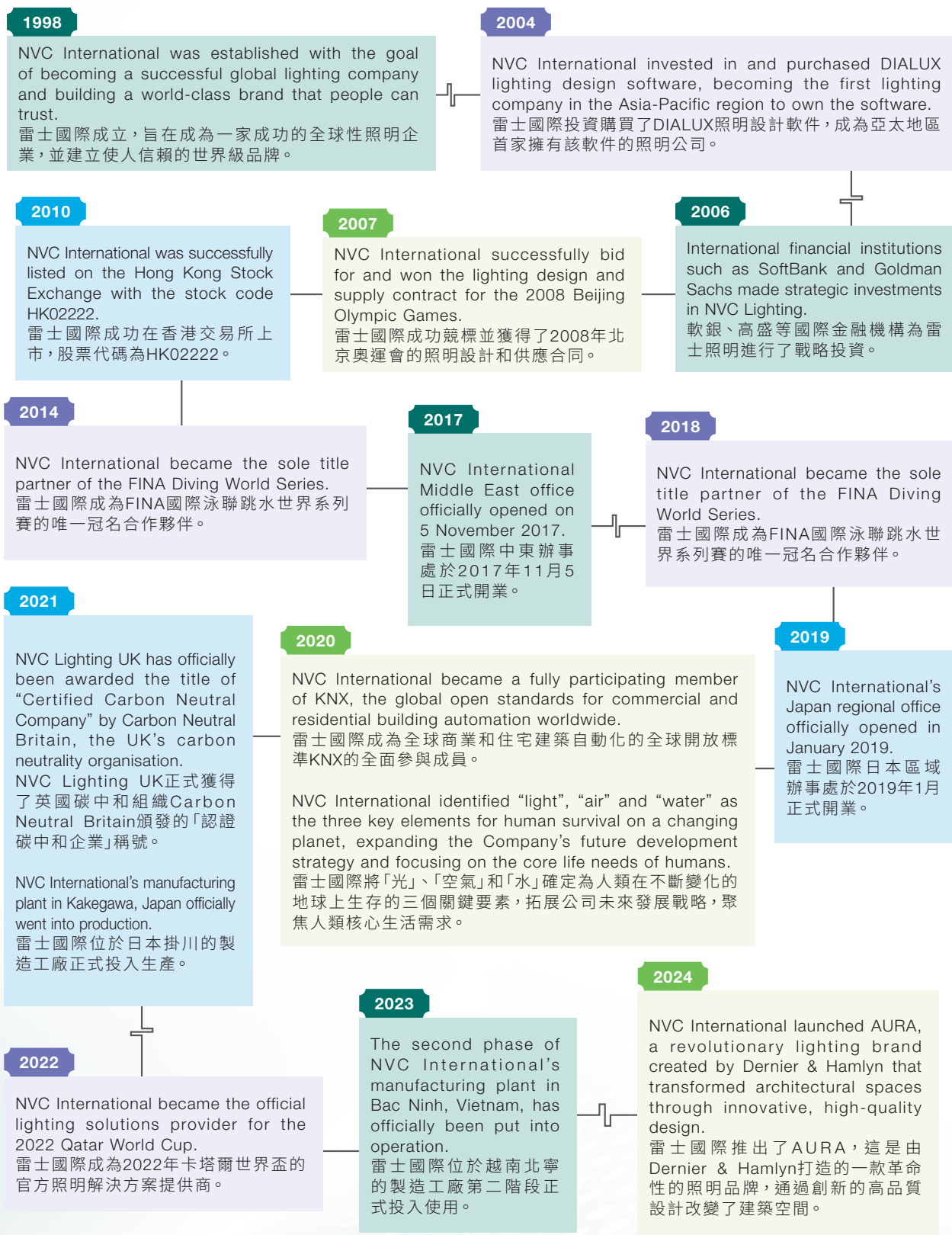


Industry Associations 參與的行業協會

- KNX China User Organisation Committee
- KNX中國用戶組織委員會
- Shenzhen Internet of Things Industry Association
- 深圳市物聯網產業協會
- China Smart Home Industry Alliance (CSHIA)
- 中國智能家居產業聯盟CSHIA
- Shanghai Pudong Intelligent Lighting Federation
- 上海浦東照明聯合會
- Guangdong Custom Home Association
- 廣東省定制家居行業協會
- China Wood Protection Industry Association, Garden and Balcony Custom Branch
- 中國木材保護工業協會花園與陽台定制分會

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Sustainability Management

Board Statement

NVC International is committed to maintaining good corporate governance and fulfilling social responsibilities. It has formulated the Social Responsibility Procedures in accordance with the laws and regulations of the countries where it operates and its own business characteristics to establish behavioural standards covering core areas such as social responsibility, labour, environment, safety and health, and business ethics. We continuously optimise our strategic layout through regular internal audits and management method assessments to ensure the foresight and efficiency of our governance system, and take remedial and improvement measures in a timely manner to continuously deepen the implementation of our sustainable development concept. The Board is the highest governing body overseeing ESG risks. The Audit Committee is responsible for reviewing all risks of the Group including ESG and climate risks. The Board authorises the CEO to urge all functional departments to conduct constant assessments of ESG risks, review the formulation process of sustainable development issues that have a significant impact on the Group, and the progress of the achievement of sustainable development goals. The Board believes that a robust sustainable development strategy is in line with the Group's vision of becoming a model of industry excellence and will further consolidate its brand value to enhance its market competitive advantage and drive long-term corporate growth, while contributing greater strength to the global sustainable development process.

The Board of Directors confirms its responsibility for ensuring the integrity of the sustainability report, and to the best of its knowledge, this Report covers all relevant significant issues and provides an impartial account of the Group's ESG performance. The Board of Directors confirms that it has reviewed and approved this Report.

可持續發展管理

董事會聲明

雷士國際致力維持良好的企業管治與履行社會責任，並依據營運所在地的國家法律法規及自身業務特性，制定《社會責任程序》，構建涵蓋社會責任、勞工、環境、安全健康、商業道德等核心領域的行為標準。我們透過定期內部審核與管理方法評估，持續優化策略佈局，確保治理體系的前瞻性與高效性，並適時採取補救和改進措施，以持續深化可持續發展理念的落實。董事會乃監督ESG風險之最高架構，審核委員會負責審議本集團所有風險，包括ESG及氣候相關風險。董事會授權首席執行官推動各職能部門對ESG風險進行恆常評估，審視對集團具重大影響的可持續發展議題之制定過程，以及可持續發展目標實現的進程。董事會相信，穩健的可持續發展策略契合本集團邁向行業卓越典範的願景，並將進一步鞏固品牌價值，增強市場競爭優勢，推動企業長遠增長，同時為全球可持續發展進程貢獻更大力量。

董事會確認其有責任確保可持續發展報告的完整性，且據其所深知，本報告已涵蓋所有相關重要議題，並不偏不倚地闡述本集團的ESG表現。董事會確認已審閱並批准本報告。

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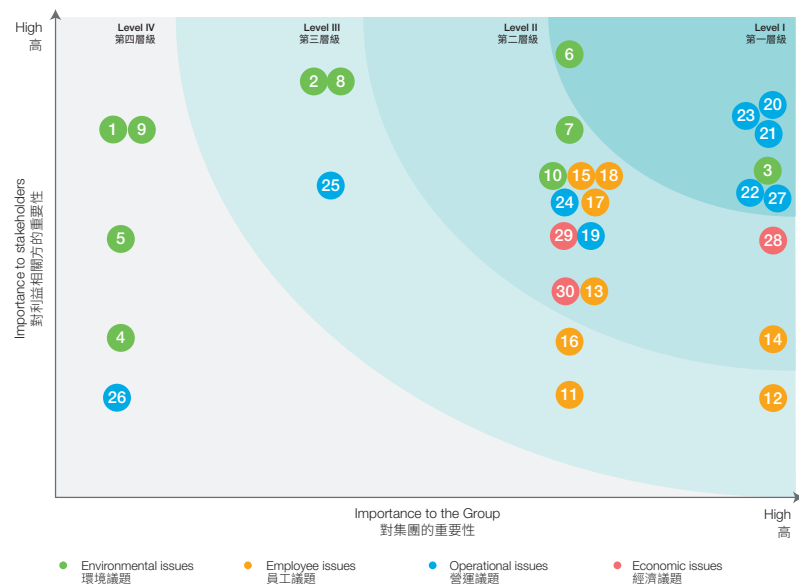
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Materiality Assessment

The Group attaches great importance to communication with internal and external stakeholders. It gathers opinions from all parties and maintains close contact through multiple communication channels, including opinion surveys, regular meetings and corporate reports, to ensure that the concerns of all parties are fully considered. In terms of issue identification and management, the Group comprehensively considers the Stock Exchange's Environmental, Social and Governance Reporting Code, the Hong Kong industry issues of the Sustainability Accounting Standards Board (SASB), the key industry issues defined by Morgan Stanley Capital International (MSCI), as well as peer benchmark analysis and other industry-leading standards to establish an issue library, and conducts assessment in accordance with the "materiality" reporting principle required by the ESG Guide. The assessment results for this Year are as follows:

重要議題評估

本集團重視與內外部利益相關方的溝通，利用多元的溝通渠道廣泛收集各方意見並維持緊密聯繫，包括意見調查、定期會議及公司報告等方式，以確保各方關切得以充分考量。在議題識別與管理方面，本集團綜合考量聯交所《環境、社會及管治報告守則》、可持續發展會計準則委員會(SASB)香港行業議題、摩根士丹利資本國際公司(MSCI)所界定的行業關鍵議題，以及同業基準分析與其他行業領先標準建立議題庫，並依循ESG指引要求的「重要性」報告原則開展評估工作。本年度評估結果如下：



Level I 第一層級	Level II 第二層級	Level III 第三層級	Level IV 第四層級
<ul style="list-style-type: none"> 3 能源效益 Energy efficiency 6 綠色產品 Green products 20 客戶滿意度 Customer satisfaction 21 產品銷售及標籤 Product marketing and labelling 22 產品質量管理 Product quality management 23 研發及知識產權 Research and development, and intellectual property rights 27 公司治理 Corporate Governance 	<ul style="list-style-type: none"> 7 原材料管理 Raw material management 10 清潔技術機遇 Cleantech Opportunities 13 職業健康與安全 Occupational health and safety 14 員工溝通 Employee communication 15 員工培訓和發展 Training and development 17 員工準則 Employee guidelines 18 反歧視 Anti-discrimination 19 供應鏈管理 Supply chain management 24 產品健康與安全 Product health and safety 28 經濟效益 Economic benefits 29 反貪腐 Anti-corruption 30 商業道德 Business ethics 	<ul style="list-style-type: none"> 2 廢棄物、廢氣和廢水管理 Waste, exhaust and wastewater management 8 環保合規 Environmental compliance 11 薪酬與福利 Compensation and benefits 12 人才管理 Talent management 16 多元化及平等機會 Diversity and equal opportunities 25 客戶隱私與網絡安全 Customer privacy and network security 	<ul style="list-style-type: none"> 1 水資源 Water resources management 4 溫室氣體排放 Greenhouse gas emissions 5 應對氣候變化 Tackling climate change 9 環保投入 Environmental protection investment 26 社區參與與福祉 Community engagement and well-being

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環境、社會及管治報告

The Group's Sustainability Pillars 集團可持續發展支柱

Our Actions 我們的行動

Environmental Protection Green Commitment

環境保護
綠色承諾



- The Group has complied with all relevant international and local environmental laws and regulations, and formulated a series of internal management policies such as the Procedures for Legal, Regulatory and Other Requirements, the Corrective and Preventive Control Procedures and the Environmental Management
- The Group has established an environmental management system led by the operations management department and assigned responsibilities to each department, so as to fully implement and be responsible for the Group's water and electricity management, comprehensive utilisation and disposal of waste and other environmental management work
- The Group formulated corresponding management measures for waste gas, waste and sewage generated during operation, and managed discharge from three aspects (namely online monitoring, technical processing and contingency plans), so as to meet the requirements of laws and regulations in the place of operation
- The Group has scientifically planned energy consumption during operations to improve energy usage efficiency and reduce energy consumption
- 遵守有關國際及營運所在地的各項環保法律和法規，制定《法律法規及其他要求程序》《糾正和預防措施控制程序》和《環境管理》等一系列內部管理政策
- 建立由運營管理部領導，各部門負責的環境管理體系，全面落實負責本集團用水、用電管理及垃圾綜合利用和處置等環境管理工作
- 針對營運過程中所產生的廢氣、廢棄物、污水等制定對應的管理辦法，從在線監測、技術處理、應急預案三方面管理排放，以符合營運所在地的法律法規要求
- 科學規劃運營過程中的能源消耗，提高能源的使用效率，減少能耗

Cherishing Talents Creating the Future Together

珍視人才
共創未來



- Based on the principle of "fairness, impartiality, openness and job matching", we absorb diverse talents through internal selection, employees recommendation, external recruitment, campus recruitment and other channels
- Prohibit all forms of discrimination, and eliminate acts of discrimination or rights interference due to employees' race, social class, nationality, clan, disability, gender, etc.
- We have formulated institutional documents such as the Salary and Welfare Management Procedures to motivate employees to work
- We have a complete employee complaint system, and employees can express their opinions and suggestions through the suggestion box, employee representatives and other channels
- Sort out and integrate information on new products and services, so that customers can obtain accurate and sufficient product information directly on the Group's official website anytime, anywhere
- The After-sales Claims Settlement Process and Policy to clarify the internal after-sales service management process and ensure stable and effective after-sales services, improve customer complaint mechanism and enhance customer satisfaction

Responsibility to Customers Trust and Common Prosperity

客戶責任
信賴共榮



- 基於「公平、公正、公開、能崗匹配」的原則，通過內部選拔、員工推薦、外部招聘、校園招聘等渠道吸納多元化人才
- 禁止一切形式的歧視行為，杜絕因僱員種族、社會等級、國籍、宗族、殘疾、性別等方面而採取歧視或權益干涉的行為
- 制定《工資福利管理程序》等制度性文件，激勵僱員的工作積極性
- 設有完善的員工申訴體系，支持員工通過意見箱、員工代表等渠道表達自己的意見與建議
- 對新產品及服務信息進行梳理整合，支持客戶隨時隨地直接於本集團官網獲得準確且充分的產品信息
- 《售後理賠流程及政策》列明內部售後服務管理流程，以保障售後服務工作平穩高效運行，完善客戶投訴機制，提升客戶滿意度

Environmental, Social and Governance Report

環境、社會及管治報告

The Group's Sustainability Pillars 集團可持續發展支柱

Our Actions

我們的行動

Excellence in Operations Striving for Excellence

卓越運營 精益求精



- Implement strict procurement standards
- Management Measures on Suppliers' Social Responsibility
- ISO9001:2015 quality management system certification
- Seven national and international product certifications
- Whole-process quality monitoring and inspection system
- Recall mechanism for defective products, and specify the control, review and disposal process for defective products of accessories and products, and clarify the responsibilities of each responsible department
- Strict selection of raw materials to eliminate harmful substances
- Improvement of product labelling to ensure customers have accurate labelling information
- Clarify information such as product names, specifications, energy efficiency levels, and safety instructions to help customers quickly understand product features, usage scenarios, safety precautions, and other usage precautions
- Mature full life cycle management mechanism for product research and development
- A matrix of scientific research laboratories in the "Technology Product Innovation Iron Triangle"
- Focus on incorporating environmental factors into product design, raw material acquisition, etc., and continuously improve the energy efficiency of our products to reduce the negative impact on the environment
- Guangdong Zhuhai Base was recognized as a national high-tech enterprise
- This Year, we obtained 7 invention patents, 7 utility model patents and 4 design patents, and we also applied for 2 utility model patents, 2 design patents, 9 invention patents, and 4 copyrights
- The Legal Department of the Group issued the Warning Letter on Confidentiality Obligations, which made detailed and standardised requirements for the confidentiality obligations of NVC International and other NVC international subsidiaries
- Revenue amounting to US\$236,603,000
- Losses for the Year amounting to US\$15,355,000
- Net assets amounting to US\$467,930,000
- 貫徹落實嚴格的採購標準
- 設立供應商社會責任管理方法
- 擁有ISO9001:2015品質管理體系認證
- 取得7項國家級及國際級產品認證
- 全流程質量監測檢驗體系
- 不合格品召回機制，並列明對於配件及產品之不合格品的控制、評審及處置流程，並明確各責任部門的工作職責
- 嚴格把控原材料質量，杜絕有害物質
- 完善產品標籤，確保客戶了解準確訊息
- 明確產品名稱、規格、能效等級及安全說明等信息，幫助客戶快速了解產品特性、使用場景、安全預防措施及其他使用注意事項
- 成熟的產品研發全生命週期管理機制
- 建設「科技鐵三角」科研實驗室矩陣
- 著力從產品設計、原材料獲取等方面納入環保因素的考量，不斷提升自身產品的能源效益，減低對環境的負面影響
- 廣東珠海基地獲得國家高新技術企業認定
- 本年度獲得發明專利授權共7項，實用新型專利授權共7項，外觀設計專利授權共4項，並於本年度申請實用新型專利授權2項，外觀設計專利2項，發明專利9項，申報著作權4項
- 本集團法務部發佈《關於保密義務的警示函》，對雷士國際及其他各子公司的保密義務做出詳細說明及規範要求
- 收入為236,603千元美元
- 年度虧損為15,355千元美元
- 資產淨額為467,930千元美元

Environmental, Social and Governance Report

環境、社會及管治報告

Environmental Protection

As a smart lighting solutions provider, the Group recognises the importance of environmental sustainability to the long-term development of the business. We actively promote the innovation and application of energy-saving and emission-reduction technologies, and are committed to optimising product energy efficiency, improving resource utilisation, and strengthening environmental protection measures in operations management to reduce the impact on the environment.

The Group strictly abides by various environmental laws and regulations in the international and local areas of operation¹, and has established an environmental management system to ensure the standardised execution and effective implementation of various environmental protection measures. We clearly define environmental governance requirements in internal management policy documents such as the Procedures for Legal, Regulatory and Other Requirements, the Corrective and Preventive Control Procedures and the Environmental Management to promote standardised and systematic environmental management.

The environmental management work is jointly advanced by various departments, covering core areas such as efficient utilisation of energy and resources, refined waste management and pollution prevention. We comprehensively strengthen water resources and energy management to improve resource utilisation efficiency; and at the same time, we optimise waste classification and comprehensive disposal measures, promote waste resource utilisation and reduction and actively respond to environmental challenges, contributing to green and sustainable development.

環境保護

作為智慧照明解決方案提供商，本集團深知環境可持續性對企業長遠發展的重要性。我們積極推動節能減排技術的創新與應用，致力於優化產品能效、提升資源利用率，並在營運管理中加強環保措施，減少對環境的影響。

本集團嚴格遵循國際及營運所在地的各項環保法律法規¹，並構建環境管理體系，以確保各項環境保護舉措的規範執行和有效落實。我們於《法律法規及其他要求程序》《糾正和預防措施控制程序》及《環境管理》等內部管理政策文件中明確環境治理要求，推動標準化、系統化的環境管理。

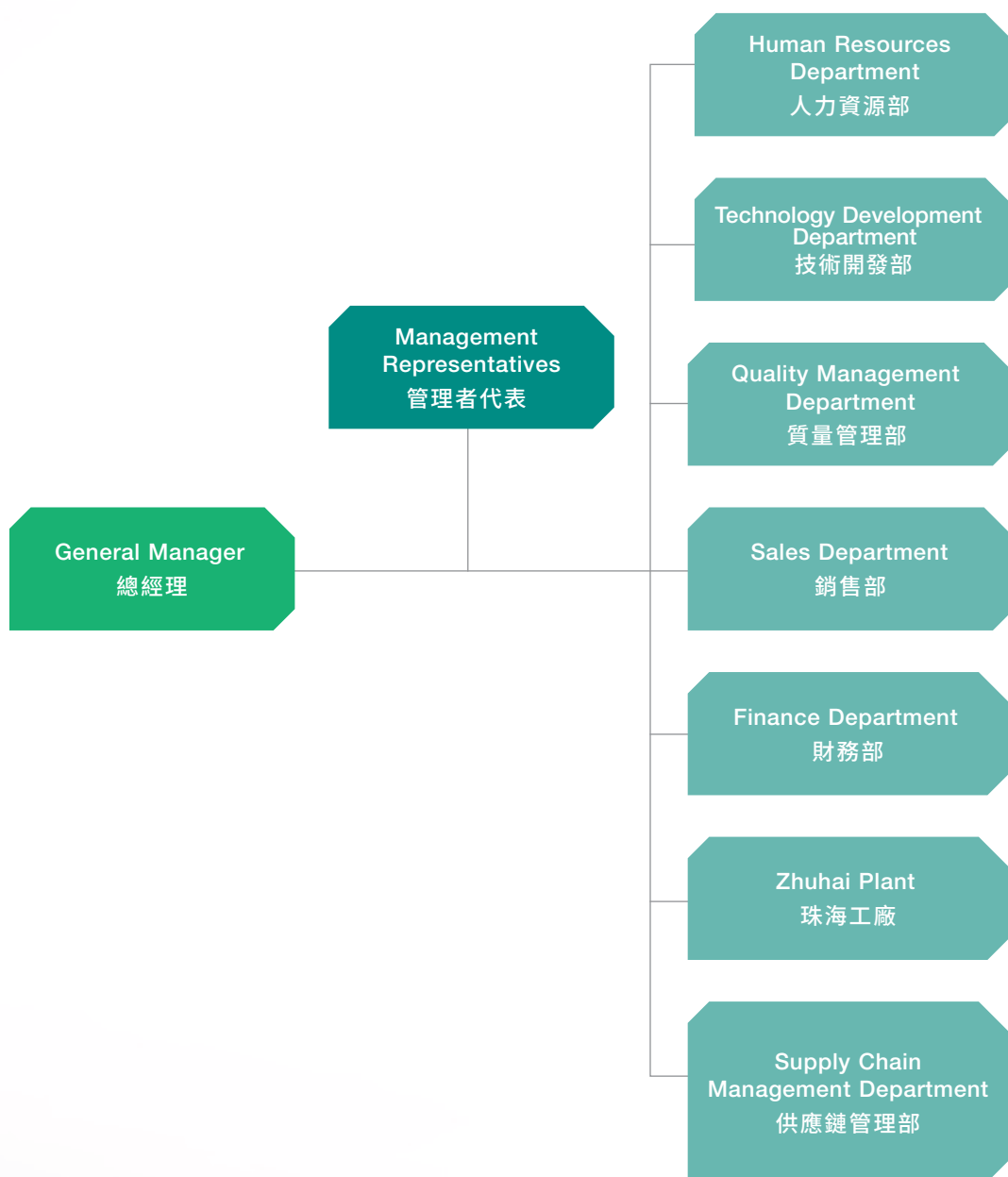
環境管理工作由各部門協同推進，涵蓋能源與資源高效利用、廢棄物精細化管理及污染防治等核心領域。我們全面強化水資源與能源管理，提升資源利用效率；同時，優化垃圾分類與綜合處置措施，促進廢棄物資源化與減量化，積極應對環境挑戰，為綠色可持續發展貢獻力量。

¹ For relevant laws and regulations, please refer to the “Laws and Regulations” section of this report

¹ 相關法律法規，請參見本報告「法律及法規」章節

Environmental, Social and Governance Report

環境、社會及管治報告



Schematic diagram of environmental management system
環境管理體系架構圖

Environmental, Social and Governance Report

環境、社會及管治報告

Water Consumption

The Group continues to optimise water resource management to enhance water use efficiency and sustainability. We have introduced water-saving equipment in each production base, strengthened water recycling and reuse, and reduced the demand for new water intake. At the same time, through regular monitoring and equipment maintenance, we ensure accurate and efficient water management, actively cultivate employees' awareness of water conservation, and explore innovative water-saving solutions to further reduce water waste and improve operational efficiency, thereby achieving the goal of "saving water and eliminating unnecessary water waste such as dripping and leaking".

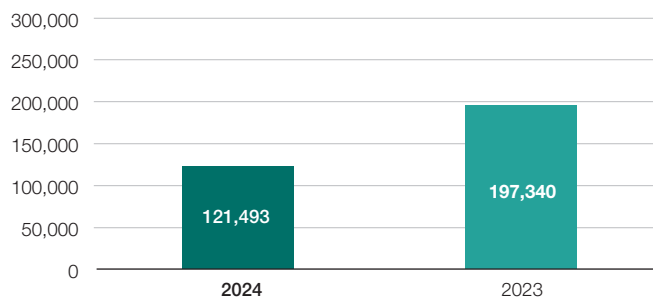
The Group uses tap water for its operations. The total water consumption during the Year was 121,493 tonnes² with a water consumption intensity of 0.5135 tonnes/thousand US\$ revenue. There were no issues in sourcing water that was fit for the purpose during the Year.

水資源耗用

本集團持續優化水資源管理，以提升用水效率與可持續性。我們在各生產基地引入節水設備，強化水循環再利用，降低新水需求。同時，透過定期監測與設備維護，確保用水管理精準高效，並積極培養員工節水意識，探索創新節水方案，以進一步減少水資源浪費並提升運營效率，達成「節約用水，杜絕滴、漏等不必要浪費水」的目標。

本集團營運使用自來水，全年總用水量為121,493公噸²，用水密度為0.5135公噸／千美元營業額。本年度，本集團在獲取適用水源上並無問題。

Water Consumption (Tonne)
水資源耗用量(公噸)



² Due to the relocation of Vietnam NVC's factory in this Year, related facilities and water use management have been optimised, and water consumption has decreased compared to last year

² 本年度因越南雷士廠區遷移，相關設施與用水管理得到優化，耗水量較去年減少

Environmental, Social and Governance Report

環境、社會及管治報告

Consumption of Packaging Materials

The Group mainly uses plastic bags, colour boxes, paper boxes, labels and other packaging materials in operations. The total consumption of packaging materials was 22,797 tonnes in the Year, and the intensity was 0.0963 tonnes/thousand US\$ revenue. The Group adheres to the concept of environmental protection, strives to minimise the use of unnecessary packaging materials, and gives priority to recyclable or reusable materials to improve resource utilisation efficiency. We will continue to pay attention to industry trends and relevant requirements, and evaluate more environmentally friendly and efficient packaging options based on actual operational needs to balance sustainable development and business development needs.

包裝材料耗用

本集團營運耗用的包裝材料主要為塑料袋、彩盒、紙箱、標籤等。本年度，我們共消耗22,797公噸包裝材料，耗用密度為0.0963公噸／千元美元營業額。本集團秉持環保理念，盡可能減少不必要的包裝材料使用，並優先選擇可回收或可再利用的物料，以提升資源利用效率。我們將持續關注行業趨勢與相關要求，根據實際運營需求評估更環保、高效的包裝選項，以平衡可持續發展與業務發展需求。

Packaging material consumption (tonnes)	包裝材料消耗量 (公噸)	2024	2023
Plastic bags	塑膠袋	125	82
Colour boxes	彩盒	2,167	2,857
Paper boxes	紙箱	20,477	19,540
Labels	標籤	28	9
Others	其他	0	50
Total	包裝材料總量	22,797	22,538

Environmental, Social and Governance Report

環境、社會及管治報告

Ecological Environment Conservation

The Group attaches great importance to ecological and environmental safety. It has established environmental risk response mechanisms at various production bases and equipped them with dedicated emergency response teams to ensure that potential environmental risks can be identified and responded to in a timely manner, minimising the impact of emergencies on the ecology. In addition, we regularly conduct environmental emergency drills and special training to strengthen employees' environmental management capabilities and improve response efficiency to ensure the coordinated development of corporate operations and ecological protection.

To further strengthen environmental risk prevention and control, the Group has optimised its environmental emergency management mechanism in accordance with the Environmental Protection Law of the People's Republic of China and relevant regulations. We have formulated and implemented systems such as the Rules on Emergency Management of Environmental Risk Accidents, the Rules on Emergency Management of Chemical Spill and the Emergency Plans and Corresponding Control Procedures to ensure that risks can be identified in a timely manner and response measures can be taken quickly to minimise the impact of environmental incidents on the ecology.

生態環境保護

本集團重視生態環境安全，在各生產基地建立環境風險應對機制，並配備專門的應急響應團隊，以確保能夠及時識別與應對潛在環境風險，將突發事件對生態的影響降至最低。此外，我們定期開展環境應急演練與專項培訓，強化員工的環境管理能力，提升應變效率，以確保企業運營與生態保護協調發展。

為進一步強化環境風險防控，本集團依據《中華人民共和國環境保護法》及相關法規，優化環境應急管理機制。我們制定並落實《環境風險事故應急管理規定》《化學品洩漏應急管理規定》及《應急準備與應對控制程序》等制度，確保能夠及時識別風險並快速採取應對措施，最大限度減少環境事件對生態的影響。



Environmental, Social and Governance Report

環境、社會及管治報告

Emission Control

Air Emissions

The exhaust gases generated by the Group's factory production and daily operations mainly include nitrogen oxides (NO_x), sulfur oxides (SO_x) and particulate matter (PM). During the Year, the Group discharged a total of 0.2068 tonnes of nitrogen oxides, 0.0345 tonnes of sulfur oxides³ and 0.3720 tonnes of PM⁴. In addition, volatile organic compound emissions totalled 0.0320 tonnes this Year.

In order to further reduce the emission of harmful gases and improve the effect of air treatment, the Group has formulated waste gas management measures in accordance with relevant international and local laws, regulations and management rules and other documents⁵, and strengthened emission control through advanced technology processing, real-time online monitoring systems and emergency plans to ensure that various emission standards are strictly complied with and effectively prevent sudden environmental incidents.

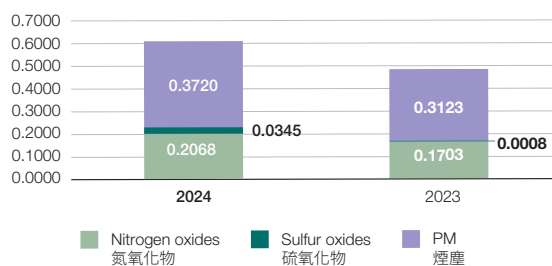
排放控制

廢氣排放

本集團工廠生產和日常運營所產生的廢氣主要包括氮氧化物(NO_x)、硫氧化物(SO_x)及煙塵。本年度，本集團總計排放氮氧化物0.2068公噸，硫氧化物0.0345公噸³及煙塵0.3720公噸⁴。此外，本年度揮發性有機物排放量共計0.0320公噸。

為進一步減少有害氣體的排放並提升大氣治理效果，本集團依據相關的國際及工廠所在地法律法規和管理條例等⁵文件制定廢氣管理辦法，通過先進技術處理、實時在線監測系統以及應急預案來加強排放管控，確保各項排放標準得到嚴格遵守，有效預防突發環境事件。

Air Pollutants Emissions (Tonne)
空氣污染物排放量 (公噸)



³ The increase in sulfur oxides in this Year compared to last year was mainly due to the addition of self-tested emissions from the Patton operation site in Thailand, totaling 0.0338 tonnes

⁴ Since the PM of Vietnam NVC in this Year is recorded in units of mg/Nm³ in accordance with Vietnam's environmental laws, the PM of the Vietnam factory here is not included in the total statistics. The PM emission data generated by the four monitoring points of the Vietnam factory are: 29.80 mg/Nm³, 31.30 mg/Nm³, 30.96 mg/Nm³, 31.15 mg/Nm³

⁵ For relevant laws and regulations, please refer to the "Laws and Regulations" section of this report

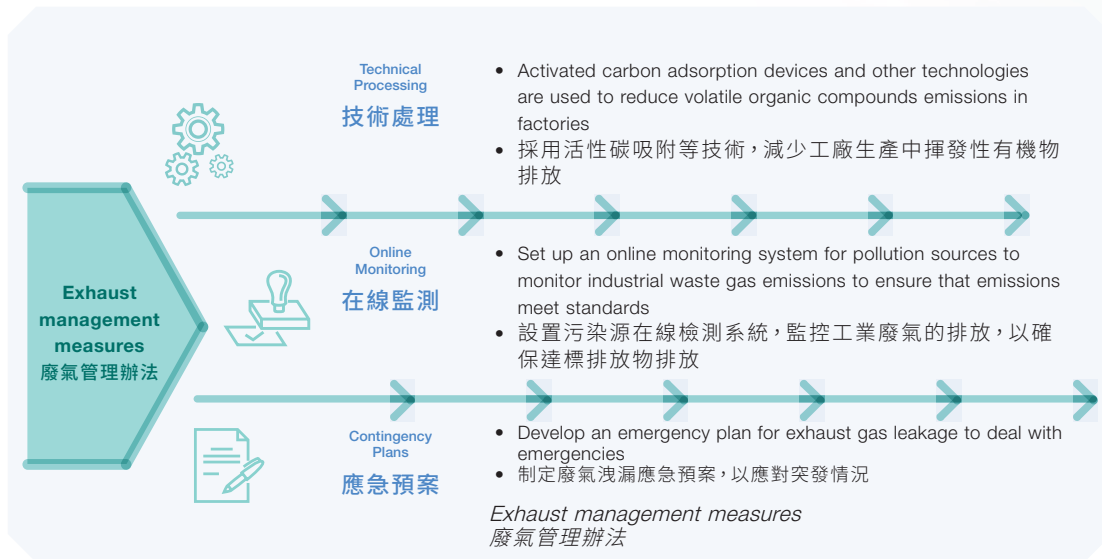
³ 本年度硫氧化物較去年增加，主要原因為加入泰國巴頓營運點自行檢測之排放，共計0.0338公噸

⁴ 本年度越南雷士之煙塵按照越南環境法律規定以mg/Nm³為單位記錄，因此，此處越南工廠煙塵未納入總量統計。越南工廠四個監測點所產生的煙塵排放量數據分別為：29.80mg/Nm³，31.30mg/Nm³，30.96mg/Nm³，31.15mg/Nm³

⁵ 相關法律法規，請參見本報告「法律及法規」章節

Environmental, Social and Governance Report

環境、社會及管治報告



Solid Waste Management

The Group continues to strengthen the scientific management of waste under the guidance of the Waste Management Rules. We focus on hazardous waste generated from the R&D and production of lighting products, such as used light bulbs, mercury-containing materials and waste circuit boards. For these hazardous wastes, the Group cooperates with qualified professional institutions to adopt the method of centralised collection and environmentally friendly treatment to ensure that the treatment process complies with environmental legal requirements. During the Year, the Group generated a total of 5.65 tonnes of hazardous waste and 1,260.82 metric tonnes of non-hazardous waste. The generation intensity of hazardous waste is 0.00002 tonnes/thousand US\$ revenue.

固體廢棄物管理

本集團以所制定的《廢棄物管理規定》為指引，持續加強廢棄物的科學管理。我們重點關注來自照明產品研發及生產環節的有害廢棄物，如廢舊燈管、含汞物料和廢棄電路板等。對於這些有害廢棄物，本集團與符合資質的專業機構合作，採用集中收集和環保處理方式，確保處理過程符合環境法律要求。本年度，本集團總計產生5.65公噸有害廢棄物，1,260.82公噸一般廢棄物。其中有害廢棄物的產生密度為0.00002公噸／千元美元營業額。

Category (Tonne)	類別 (公噸)	2024	2023
Hazardous waste	有害廢棄物	5.65	13.22
Non-hazardous waste	一般廢棄物	1,260.82	1,020.05

The Group actively responds to the call for sustainable resource utilisation and environmental protection policies. In order to achieve the goal of waste resource-utilisation, waste reduction and 100%-compliance disposal, we divide the non-hazardous waste generated by daily operations into recyclable and non-recyclable categories. Recyclable waste, such as waste paper, plastic products and metal parts, are recycled and reused through professional channels; and non-recyclable parts are delivered to the municipal sanitation department for unified disposal in strict accordance with relevant regulations. During the Year, the Group generated 844.74 tonnes of recyclable waste and 416.08 tonnes of non-recyclable waste, both of which were 100%-compliant.

本集團積極響應資源可持續利用及環保政策號召，為達成廢棄物資源化、減量化及100%合規處置的目標，我們將日常運營產生的一般廢棄物，細分為可回收類與不可回收類。可回收廢棄物，如廢紙、塑料製品及金屬部件等，通過專業渠道回收再利用；不可回收的部分，則嚴格依照相關規定，交付所屬區域的市政環衛部門統一處置。本年度，本集團分別產生844.74公噸可回收廢棄物和416.08公噸不可回收廢棄物，均實現100%合規處理。

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環境、社會及管治報告

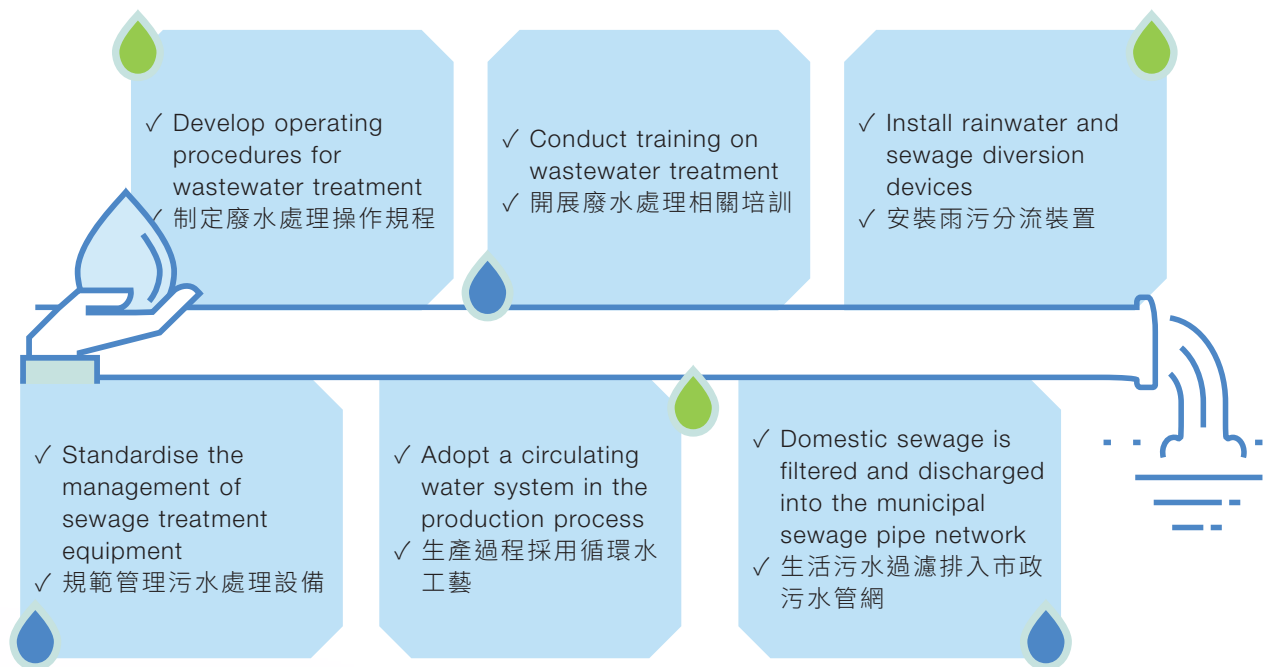
Wastewater Management

The Group's wastewater mainly comes from domestic wastewater generated during the production process and the daily lives of its employees. We strictly manage the wastewater treatment process to ensure that discharge meets standards. In the Year, the chemical oxygen demand (COD) discharged by the Group in wastewater⁶ was 0.08 tonnes and the ammonia nitrogen pollutant discharged was 0 tonnes. In the future, we will continue to improve the treatment mechanism and monitoring system to ensure that wastewater is discharged in a stable and standard manner.

廢水管理

本集團的廢水主要源於生產過程及員工日常生活產生的生活廢水。我們嚴格管理廢水處理流程，確保達標排放。本年度，本集團排放的廢水⁶中，化學需氧量(COD)排放量為0.08公噸，氨氮污染物排放量為0公噸。未來，我們將不斷完善處理機制與監測體系，確保廢水穩定達標排放。

Wastewater Management Measures 廢水管理措施



⁶ Since the wastewater discharge from Vietnam NVC under the Group in this Year is recorded in mg/l in accordance with Vietnamese environmental laws, the wastewater discharge in Vietnam is not included in the total statistics. The pollutant data produced by the Vietnam factory are: COD 40mg/l and NH_4^+ 0.15 mg/l.

⁶ 本年度集團越南雷士的廢水排放物按照越南環境法律規定以mg/l為單位紀錄，因此，此處越南廢水排放物未納入總量統計。越南工廠所產生的污染物數據分別為：COD 40mg/l和 NH_4^+ 0.15mg/l。

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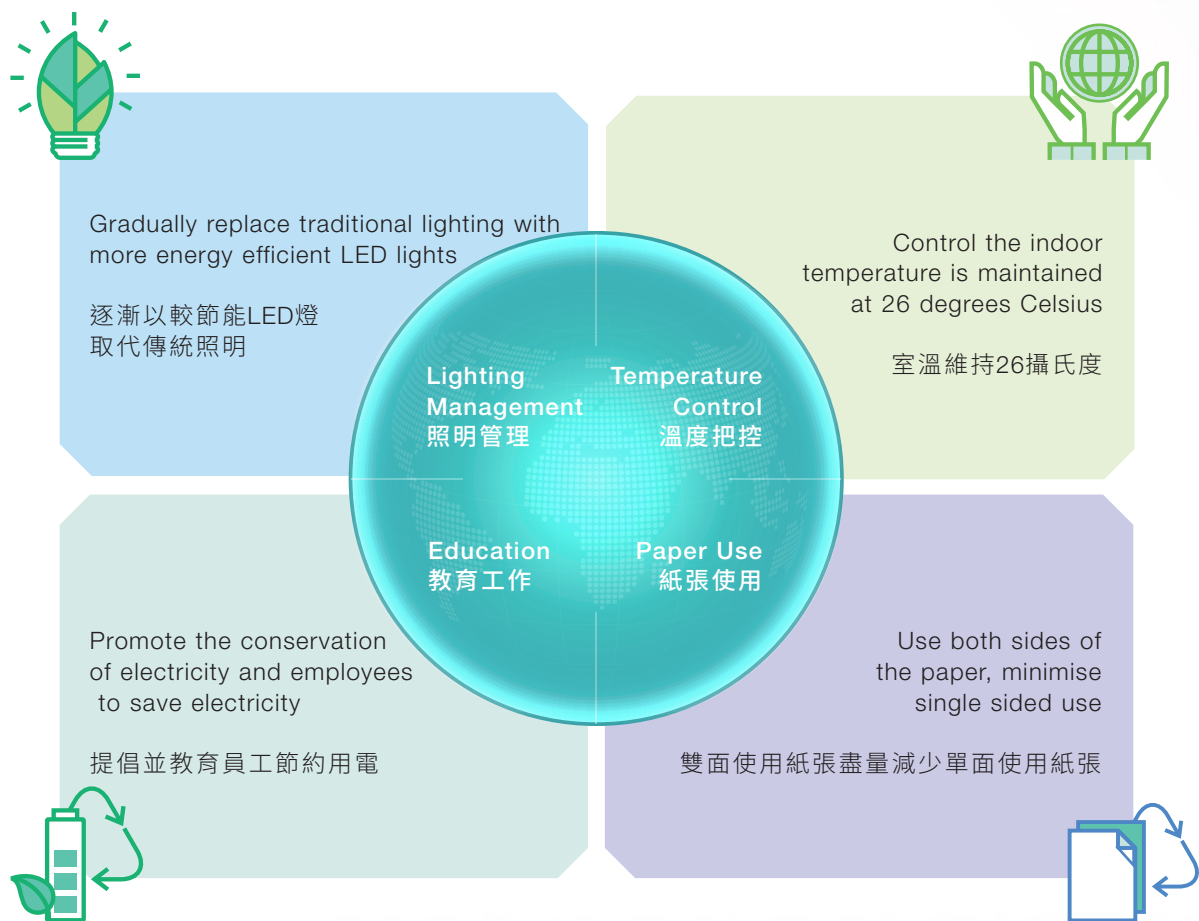
環境、社會及管治報告

Green Office

The Group actively practices the concept of green development, creates a green office model in all aspects, and vigorously promotes a series of energy-saving measures. By optimising the energy consumption management of office equipment and other means, the energy consumption level has been effectively reduced and the energy utilisation efficiency has been significantly improved.

綠色辦公

集團積極踐行綠色發展理念，全方位打造綠色辦公模式，大力推行一系列節能舉措。通過優化辦公設備能耗管理等手段，有效降低能源消耗水準，顯著提升能源利用效率。



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Tackling Climate Change

The Group recognises the profound impact of climate change on the global economy and corporate sustainable development, and is actively taking measures to address related risks and opportunities. To ensure the compliance of climate information disclosure, we refer to the requirements of International Financial Reporting Standard S2 - Climate-related Disclosures (IFRS S2) and the Stock Exchange's Environmental, Social and Governance Reporting Code to identify, assess and manage climate-related risks and opportunities, and continuously optimise our climate change response strategies. The Group has incorporated climate change-related risks and opportunities into risk management, strategic planning and decision-making, ensuring that climate factors are fully considered in business development and operational management to enhance the Group's resilience and sustainable competitiveness.

By focusing on the three aspects of "mitigation measures, adaptive capacity, and policy review", the Group has formulated the Climate Change Policy as follows:

應對氣候變化

本集團深知氣候變化對全球經濟及企業可持續發展的深遠影響，並積極採取措施應對相關風險與機遇。為確保氣候資訊披露的規範性，我們參考《國際財務報告準則S2號——氣候相關披露》(IFRS S2)及聯交所《環境、社會及管治報告守則》的要求，識別、評估及管理氣候相關風險與機遇，並持續優化氣候變化應對策略。本集團已將氣候變化相關風險與機遇納入風險管理、戰略規劃及決策當中，確保氣候因素在業務發展和經營管理中得到充分考量，以提升集團的韌性與可持續競爭力。

本集團圍繞「減緩措施、適應能力、政策審查」三個方面制定如下《氣候變化政策》：



Mitigation Measures 減緩措施

- Improve the production process, minimise the use of fossil energy in production projects, and increase the use of renewable energy;
- 改善生產工藝，最大限度減少生產工程中化石能源使用量，增加可再生能源的利用；
- Improve the level of industrial energy utilisation efficiency and promote the application of the Group's energy-saving technologies;
- 提高工業能源利用有效性，推動集團節能技術的應用；
- Incorporate climate change into procurement considerations, and encourage the use of low- or zero-carbon and energy-efficient products and materials;
- 將氣候變化納入採購的考慮因素，鼓勵使用低碳或零碳及具能源效益的產品和物料；
- Draw on the industry's advanced practices to formulate voluntary carbon reduction targets.
- 借鑒行業先進實踐，制定自願減碳目標。



Adaptive Capacity 適應能力

- Improve organisational leadership on climate change to prevent or reduce the costs of climate change;
- 完善應對氣候變化的組織領導，以預防或降低氣候變化造成的損失；
- Promote the popularization and publicity of scientific knowledge on addressing climate change, and vigorously advocate low-carbon production methods;
- 推進應對氣候變化科學知識的普及和宣傳，大力倡導低碳生產方式；
- Upgrade enterprise risk management systems to incorporate climate change and extreme weather events into management procedures;
- 升級企業風險管理系統，將氣候變化和極端天氣事件納入管理程序內；
- Collaborate with various stakeholders, including employees, suppliers and customers, to strengthen the resilience of all parties to climate change.
- 協同包括員工、供貨商及顧客等各持份者，加強各方對氣候變化的適應能力。



Policy Review 政策審查

- Regularly monitor and review the impact of climate change on the Group's employees and business operations;
- 定期監察和檢討氣候變化對集團僱員和業務運營的影響；
- Regularly review and update the Group's climate change policy and report to the Board on a regular basis.
- 定期審查和更新本集團氣候變化政策，並定期向董事會匯報。

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Governance

The Group's Board is responsible for overseeing climate-related risks, while the management team is responsible for identifying and managing risks and opportunities related to climate change, and promoting the implementation of relevant policies and various energy-saving and emission-reduction measures to mitigate the potential impact of climate change on business operations and ensure that climate actions are closely integrated with the Group's overall strategy and operations.

Strategy and Risk Management

The Group has incorporated the management of climate-related risks and opportunities into its sustainable development strategy and systematically identified and assessed their impact on its business. Based on this, the management formulates and implements corresponding policies to ensure that relevant challenges are effectively addressed and opportunities are seized. We have allocated sufficient resources for possible emergencies so that we can quickly implement response and remedial measures when necessary. The following are the climate risks and opportunities identified by the Group, their potential financial implications, and the actions taken accordingly:

管治

本集團董事會負責監督氣候相關風險，管理團隊負責識別和管理氣候變化相關的風險與機遇，並推動相關政策與各項節能減排措施的執行及落實，以減緩氣候變化對業務運營的潛在影響，確保氣候行動與集團整體戰略和運營緊密結合。

策略及風險管理

本集團已將氣候相關風險與機遇管理納入可持續發展策略中，並系統識別與評估其對業務的影響。管理層據此制定並落實相應政策，確保有效應對相關挑戰並把握機遇。我們已為可能發生的突發事件預留充足資源，以便在需要時迅速執行應對和補救措施。以下為本集團所識別的氣候風險與機遇、其潛在財務影響，以及相應採取的行動：

Risk Type 風險類型	Risk Description 風險描述	Potential Financial Implications 潛在財務影響	Strategies and Measures 策略及措施
Physical risks 實體風險			
• Acute risks	• Risks driven by extreme weather events, such as typhoons, hurricanes or floods, may damage production bases and offices, resulting in failure of normal operations, damage to operating facilities, equipment, storage areas and goods, etc.	• Reduced revenue: being unable to produce and deliver on time with business operations affected • Asset reduction: asset damage and depreciation • Increased expenditure: repair and replacement of damaged facilities and equipment	• Set up relevant contingency plans, upgrade enterprise risk management systems, and incorporate climate change and extreme weather events into management procedures • Strengthen the maintenance of special facilities and equipment for flood control and drainage in production bases and offices, and manage rain damage and tide damage in key areas
• 急性風險	• 由極端天氣事件驅動的風險，如颱風、颶風或洪水，破壞生產基地及辦公室，導致無法正常運營，損壞營運設施、設備、倉儲區和貨物等	• 收入減少：無法生產和按時交貨，業務營運受影響 • 資產減少：資產受損貶值 • 支出增加：維修、更換毀損的設施及設備	• 設定相關應急預案，升級企業風險管理系統，將氣候變化和極端天氣事件納入管理程序 • 加強生產基地及辦公室的防洪排水專用設施和設備維護，以及對重點區域防雨損和潮損管理

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Risk Type 風險類型	Risk Description 風險描述	Potential Financial Implications 潛在財務影響	Strategies and Measures 策略及措施
<ul style="list-style-type: none"> Chronic risks 慢性風險 	<ul style="list-style-type: none"> Prolonged changes in climate patterns, incremental changes in climate (sea level rise, rainfall changes and continued high temperature) may lead to more frequent and severe extreme events, and more frequent transportation delays, affecting supply chain reliability 氣候模式長期轉變，氣候的增量變化（海平面上升、降雨量變化及持續高溫）導致極端事件更加的頻繁和嚴重，且運輸延誤愈加頻繁，影響供應鏈可靠性 	<ul style="list-style-type: none"> Reduced revenue: business operations are affected, and the market demand for products is decreasing 收入減少：業務營運受影響，市場對產品需求日益降低 	<ul style="list-style-type: none"> Set up corresponding management teams Prepare corresponding contingency plans in advance and look for alternative transportation options to strengthen supply chain resilience 組建相應管理隊伍 提前準備相應的應急預案，尋找替代運輸方案，加強供應鏈韌性
Transitional risks 轉型風險			
<ul style="list-style-type: none"> Policy and legal risks 政策及法律風險 	<ul style="list-style-type: none"> Directly or indirectly affected by policies and laws formulated to limit the impact of climate change and/or to improve adaptation to climate change, including the implementation of carbon pricing mechanisms, increased environmental disclosure requirements and stricter environmental protection and climate policies 直接或間接受到為限制氣候變化影響和／或為提高對氣候變化適應性而制定的政策法律的影響，包括碳定價機制實施、環境披露要求提高及更嚴格的環保與氣候政策 	<ul style="list-style-type: none"> Increased costs: increased emission costs and retrofit costs, as well as litigation claims arising from non-compliance 成本增加：增加排放成本和翻新改造費用，以及由違規引發的訴訟索賠 	<ul style="list-style-type: none"> Regularly collect and update regulations through various channels such as government agencies and the Internet to ensure operational compliance Periodic examination 定期通過政府機關、互聯網等各類渠道收集和更新法規，以確保營運合規 定期進行考核
<ul style="list-style-type: none"> Technology risks 科技風險 	<ul style="list-style-type: none"> Directly or indirectly affected by technological changes, including industry support for global low-carbon transformation, increased R&D and investment in renewable energy technologies, and the widespread application of new energy-saving facilities prompting the purchase of new facilities and the replacement of old equipment 直接或間接地受到技術變化帶來的影響，包括行業支持全球低碳轉型，加大在可再生能源技術方面的研發及投入，新型節能設施的廣泛應用促使採購新設施、替換舊設備 	<ul style="list-style-type: none"> Increased costs: increase investment in research and development of green technologies and products, and purchase new equipment that is more environmentally friendly and energy-saving Asset reduction: old equipment decommissioned 成本增加：加大對於綠色技術和產品的研發投入，採購更環保和節能的新設備 資產減少：原有設備停用 	<ul style="list-style-type: none"> Incorporate environmental protection specification requirements into product design and production Accelerate the energy-saving transformation and automation transformation of equipment, and improve the production process Promote the use of new and clean energy 於產品設計和生產各環節中納入環保規範要求 加快推進設備的節能改造和自動化改造，改進生產工藝 推動新能源和清潔能源的使用
<ul style="list-style-type: none"> Market risks 市場風險 	<ul style="list-style-type: none"> Climate change affects the supply and demand of certain goods, products and services in markets, including higher resource prices such as energy and raw materials 氣候變化影響市場上某些商品、產品和服務的供求情況，包括資源價格（如能源和原材料）的升高 	<ul style="list-style-type: none"> Increased costs: rising raw material prices 成本增加：原材料價格上升 	<ul style="list-style-type: none"> Implement flexible supply chain management to promote low-carbon transformation 實行彈性的供應鏈管理，推進低碳轉型

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Opportunity Type 機遇類型	Opportunity Description 機遇描述	Potential Financial Implications 潛在財務影響	Strategies and Measures 策略及措施
Opportunities 機遇			
<ul style="list-style-type: none"> Opportunities for energy efficiency 	<ul style="list-style-type: none"> In the medium to long term, improving energy efficiency can bring immediate cost savings to operations and contribute to limiting global carbon emissions 	<ul style="list-style-type: none"> Cost reduction: lower operating costs 	<ul style="list-style-type: none"> Promote the efficient application of energy-saving technologies and equipment in production and operation Actively promote the efficient use of new and clean energy Promote the construction of an energy management system and optimise the energy structure
<ul style="list-style-type: none"> 能源效益機遇 	<ul style="list-style-type: none"> 從中長期來看，提升能源效率能為營運帶來直接的成本節約，並為限制全球碳排放做出貢獻 	<ul style="list-style-type: none"> 成本降低：降低營運成本 	<ul style="list-style-type: none"> 推進節能技術和設備在生產及營運中的高效應用 積極推動新能源和清潔能源的高效利用 推進能源管理體系建設，優化能源結構
<ul style="list-style-type: none"> Opportunities for products 	<ul style="list-style-type: none"> Innovating and developing products and services with low carbon emissions can improve our market competitiveness. For instance, customers prefer more environmentally friendly service or product suppliers, and investors prefer environmentally friendly enterprises 	<ul style="list-style-type: none"> Cost reduction: lower financing costs Increased revenue: increased product sales 	<ul style="list-style-type: none"> Actively participate in the low-carbon transition and consider low-carbon/zero-carbon and energy-efficient raw materials or products Collect market information to understand stakeholders' demand for environmental protection and energy-saving products and propose product plans Promote green supply chain management
<ul style="list-style-type: none"> 產品機遇 	<ul style="list-style-type: none"> 創新和開發低碳排放的產品和服務能提高市場競爭地位，如客戶偏好較環保的服務或產品供應商，投資者偏向環境友好型企業 	<ul style="list-style-type: none"> 成本降低：降低融資成本 收入增加：增加產品銷量 	<ul style="list-style-type: none"> 積極參與低碳轉型，考慮低碳／零碳和具能源效益的原材料或產品 收集市場信息，知悉利益相關者對環保節能屬性產品需求，提出產品規劃 推進綠色供應鏈管理

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Metrics and Targets

Energy Consumption

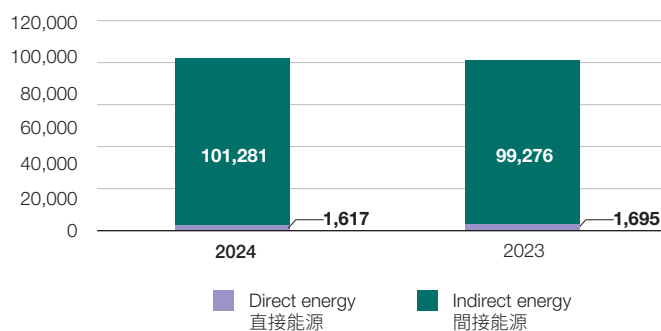
The Group continues to strengthen the management of energy use, scientifically plan energy consumption during operations, and improve energy use efficiency, thereby reducing energy consumption. Energy consumption in the Group's daily operations includes petrol, diesel (direct energy) and purchased electricity (indirect energy). In 2024, the Group's total energy consumption was 102,898 GJ, with an intensity of 0.4349 GJ/thousand US\$ revenue. The direct energy consumption was 1,617 GJ and the indirect energy consumption was 101,281 GJ.

指標及目標

能源消耗

本集團持續加強對能源使用的管理，對運營過程中的能源消耗進行科學規劃，提高能源的使用效率，從而減少能源消耗。日常營運中涉及的能源消耗包括汽油和柴油（直接能源）以及外購電力（間接能源）。2024年，本集團能源總耗量為102,898千兆焦耳，密度為0.4349千兆焦耳／千元美元營業額。直接能源消耗量為1,617千兆焦耳，間接能源消耗量為101,281千兆焦耳。

Total Energy Consumption (GJ)
能源消耗總量(千兆焦耳)



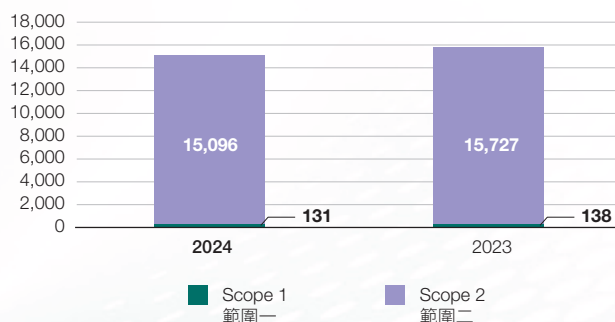
Greenhouse Gas Emissions

In 2024, the Group's total greenhouse gas emissions totalled 15,227 tCO₂e, and the emission intensity was 0.0644 tCO₂e/thousand US\$ revenue. Among them, the direct greenhouse gas emissions caused by the use of gasoline, diesel and other fuels used in factory production and vehicles are 131 tCO₂e; and the indirect greenhouse gas emissions caused by purchased electricity are 15,096 tCO₂e.

溫室氣體排放

2024年，本集團溫室氣體排放總量總計15,227公噸二氧化碳當量，排放密度為0.0644公噸二氧化碳當量／千元美元營業額。其中，由於工廠生產、車輛使用的汽油、柴油等燃料使用所帶來的直接溫室氣體排放為131公噸二氧化碳當量；由外購電力所帶來的間接溫室氣體排放為15,096公噸二氧化碳當量。

GHG Emissions (tCO₂e)
溫室氣體排放量(公噸)



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Cherishing Talents

The Group firmly believes that outstanding talents are the core driving force for corporate development. To this end, we are committed to building a diverse and inclusive corporate culture, inspiring employees' innovative thinking and teamwork spirit, and promoting the coordinated development of enterprises and individuals. By adhering to the people-oriented principle, we continuously improve our internal management system and effectively protect the rights and interests of our employees. To support the long-term development of our employees, we have developed clear career development paths to help them improve their professional skills, explore their personal potential, and strengthen their professional qualities. At the same time, we pay great attention to the physical and mental health of our employees and actively create a high-quality working environment to ensure that our employees can continue to grow in a good workplace atmosphere.

Employee Composition

As of 31 December 2024, the Group had a total of 2,163 employees with a male-to-female ratio of 0.58:1, most of whom were aged between 30 and 50. Among them, front-line employees accounted for 81.14% of the total number of employees with no part-time employees during the Year. During the Year, the Group's quarterly average employee turnover rate was 10.14%, and the quarterly average new hire rate was 11.86%. For detailed employee data, please refer to the "Performance Data Summary".

珍視人才

本集團深信，優秀人才是企業發展的核心動力。為此，我們致力於構建多元且包容的企業文化，激發員工的創新思維與團隊協作精神，促進企業與個人協同發展。我們秉持以人為本的原則，持續完善內部管理制度，切實保障員工權益。為助力員工長遠發展，我們制定清晰的職業發展路徑，幫助員工提升專業技能，發掘個人潛能，並強化職業素養。同時，我們高度關注員工的身心健康，積極打造優質的工作環境，確保員工能夠在良好的職場氛圍中持續成長。

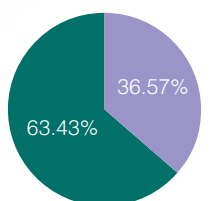
員工組成

截至2024年12月31日，本集團共有2,163名員工，男女比例為0.58:1。年齡主要集中於30-50歲。其中前線員工佔81.14%，本集團本年度無兼職僱員。年內，本集團的員工季度平均流失率為10.14%，季度平均新入職率為11.86%。員工詳細數據請參見「數據表現摘要」。

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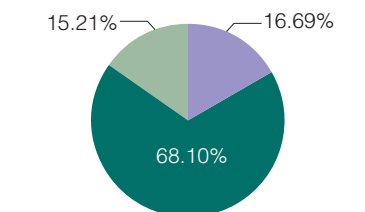
環境、社會及管治報告

Gender Distribution
員工性別分佈



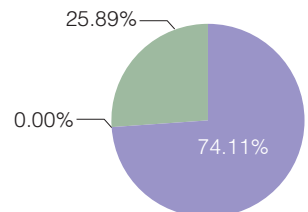
Male 男性
Female 女性

Age Distribution
員工年齡分佈



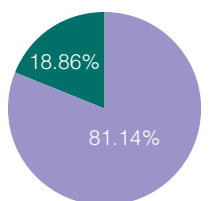
<30 少於30歲
30-50 30至50歲
>50 50歲以上

Region Distribution
員工區域分佈



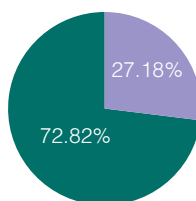
Mainland China 內地
Hong Kong 香港
Overseas 海外

Functional Distribution
員工職能分佈



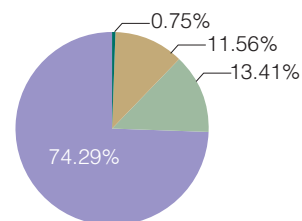
Front-line 前線
Management 管理人員

Contract Type Distribution
員工合約類型分佈



Long-term contract 長期合同
Fixed-term contract 固定期合同

Educational Distribution
員工學歷分佈

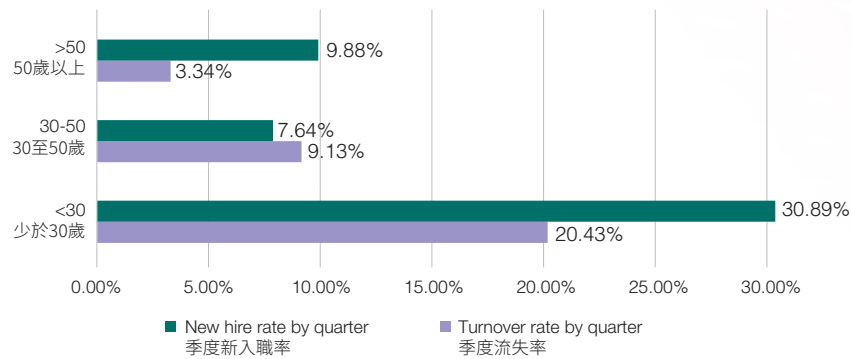


Master's degree 碩士
Bachelor's degree 本科
Associate degree 大專
Below associate degree 大專以下學歷

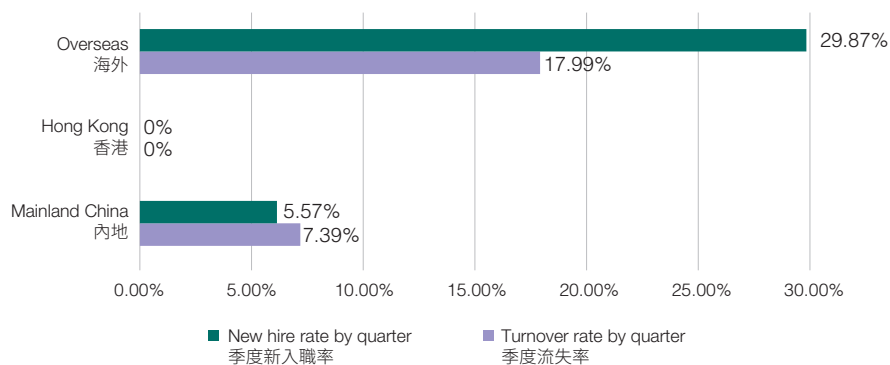
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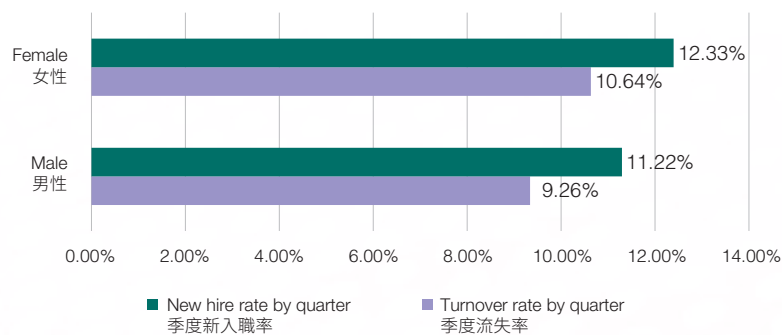
Quarterly Turnover Rate and New Hire Rate by Age
按年齡劃分的季度員工流失率與新入職率



Quarterly Turnover Rate and New Hire Rate by Region
按地區劃分的季度員工流失率與新入職率



Quarterly Turnover Rate and New Hire Rate by Gender
按性別劃分的季度員工流失率與新入職率



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環境、社會及管治報告

Talent Recruitment

The Group adheres to the recruitment principles of “fairness, justice, openness and job matching” and strictly follows the Recruitment Management Procedures to clarify the standards and processes and ensure that all applicants are treated fairly under the same conditions. In order to expand talent sources, we have established diversified recruitment channels, recruiting talents through internal selection, employees’ recommendations, external recruitment and campus recruitment, so as to promote the diversity and innovation of the team. We always adhere to integrity and compliance, have zero-tolerance for any discrimination or misconduct in the recruitment process, and strictly require recruitment personnel to abide by professional ethics to eliminate any form of bribery and violations. Any violations will be investigated in accordance with the law in order to maintain an open, transparent, fair and rigorous talent selection environment and attract and retain the best talents.

Protection of Employees’ Rights and Interests

The Group regards the protection of employees’ rights and interests as its core responsibility and ensures that all employees are properly respected and treated fairly in the workplace. We explicitly regulate employment management and strictly eliminate any form of discrimination, including but not limited to unfair treatment caused by factors such as race, nationality, social class, gender, sexual orientation, age, political stance or physical and mental condition.

To further enhance workplace protection, we have formulated the Management Rules on the Protection of Female Workers and improved relevant measures to provide necessary support for female employees. At the same time, we value the opinions and demands of employees, ensuring that their reasonable demands are responded to and handled in a timely manner, and also standardise corresponding mechanisms to promote information transparency and internal communication. We select employee representatives in accordance with the Employee Representative Election Procedures. Employee representatives work together with the Human Resources Department to collect employees’ inquiries, questions and complaints, and coordinate follow-up handling. The Group holds employee representative conferences regularly, where employee representatives participate in discussions on the factory’s performance in social responsibility, including issues such as work conditions and discrimination, and continuously optimises the working environment so that every employee can fully realise their potential.

人才招聘

本集團堅持以「公平、公正、公開、能崗匹配」為招聘準則，並嚴格遵循《招聘管理程序》，明確標準與流程，確保所有應聘者在同等條件下獲得公正對待。為拓展人才來源，我們建立多元化的招聘渠道，通過內部選拔、員工推薦、外部招聘及校園招聘等方式招賢納士，推動團隊的多樣性與創新力。我們始終堅持誠信與合規，對招聘過程中的任何歧視或不當行為零容忍，並嚴格要求招聘負責人員恪守職業操守，杜絕任何形式的賄賂與違規行為。如有違反，將依法追究責任，以維護公開透明、公正嚴謹的選才環境，吸引並留住最優秀的人才。

保障員工權益

本集團將員工權益保障視為核心責任，確保所有員工在職場中受到應有的尊重與公平對待。我們明確規範用工管理，嚴格杜絕任何形式的歧視行為，包括但不限於種族、國籍、社會階層、性別、性取向、年齡、政治立場或身心狀況等因素所導致的不公待遇。

為進一步提升職場保障，我們制定《女工保護管理規定》，完善相關措施，為女性員工提供必要的支持。同時，我們重視員工的意見與訴求，確保其合理訴求能夠得到及時回應與處理，並規範相應機制以促進信息透明與內部溝通。我們根據《員工代表選舉程序》選出員工代表，員工代表與人事部共同協同，負責收集員工的諮詢、質疑與投訴，並協調跟進處理情況。集團定期召開員工代表大會，員工代表參與討論工廠在社會責任方面的表現，包括工作待遇、歧視等議題，持續優化勞動環境，使每位員工都能充分發揮潛能。

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環境、社會及管治報告

Compensation and Benefits

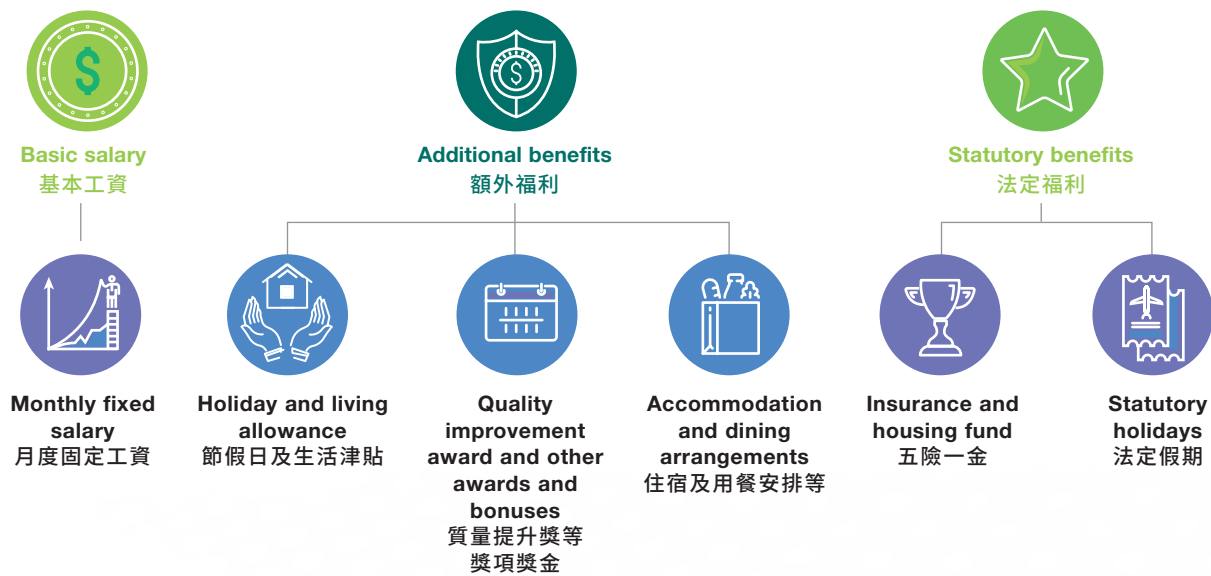
The Group continues to improve its salary and welfare management system. Adhering to the principle of “performance-oriented compensation, prioritising efficiency and considering fairness”, we have formulated relevant documents such as the Salary and Welfare Management Procedures to clarify the standards for the payment of wages and benefits, ensure that salary distribution complies with the principles of distribution according to work and equal pay for equal work, and clearly regulate overtime pay. At the same time, we strictly abide by local laws and regulations⁷ to ensure the compliance of working hours and holiday benefits, and provide employees with a stable and competitive salary system.

We also pay attention to the well-being of our employees and have created a welfare system that balances work and life, covering vacations, accommodation, meals and other aspects, to create a workplace environment with a greater sense of belonging. Since October 2023, the Group has officially implemented parental leave and nursing leave in response to the Family Planning Regulations issued by the Human Resources and Social Security Department of Guangdong Province, further supporting employees’ family responsibilities and helping them balance personal and family needs while developing in the workplace.

薪酬福利

本集團持續完善薪資與福利管理制度，我們秉持「按勞分配、效率優先、兼顧公平」的原則，制定《工資福利管理程序》等相關文件，明確工資及福利的發放標準，確保薪酬分配符合按勞分配及同工同酬的原則，並對加班薪資進行明確規範。同時，我們嚴格遵循當地法律法規⁷，確保工時與假期福利的合規性，為員工提供穩定且具有競爭力的薪酬體系。

我們亦關注員工福祉，打造兼顧工作與生活的福利體系，涵蓋休假、住宿、用餐等多個方面，營造更具歸屬感的職場環境。自2023年10月起，本集團正式推行育兒假與護理假，響應廣東省人社廳發布的《計生條例》，進一步支持員工的家庭責任，幫助其在職場發展的同時兼顧個人與家庭需求。



Employee benefit composition
員工福利構成

⁷ For relevant laws and regulations, please refer to the “Laws and Regulations” section of this report

⁷ 相關法律法規，請參見本報告「法律及法規」章節

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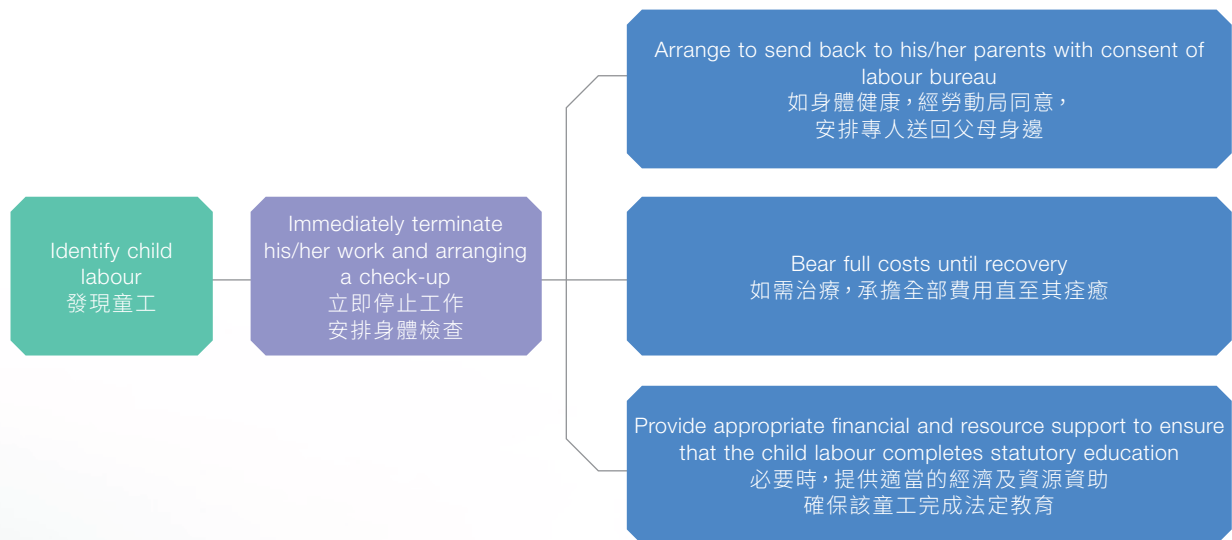
環境、社會及管治報告

Prevention of Child and Forced Labour

The Group strictly abides by applicable labour laws and regulations⁸ to ensure that all employees enjoy the rights of freedom of employment, freedom of resignation, freedom of overtime, freedom of movement, etc., and eliminates any form of forced labour. We have established an internal management mechanism. All labour contracts and related rules and regulations must be approved by employee representatives and reported to the local labour department for review and filing. The Group firmly opposes the use of child labour and forced labour, and has adopted institutional documents such as the Control Procedures for Prohibition of Forced Labour, the Management Rules on Preventing the Employment of Child Labour and the Management Rules for Minors to implement strict regulations on recruitment and employment management. We implement strict entry screening and verify applicants' identity documents to ensure that all employees are over 16 years old, and strictly manage employee personnel files to eliminate the possibility of child labour from the source. If any child labour is found to be employed by mistake, the Group will immediately activate the response mechanism, stop their work, arrange for physical examinations, report to the local labour department, and take appropriate measures based on the actual situation. If necessary, we will also provide the necessary financial and resource support to help them complete their statutory education.

防止童工及強制勞工

本集團嚴格遵循所適用的勞動法規⁸，確保所有員工均享有僱傭自由、辭工自由、加班自由、行動自由等權利，杜絕任何形式的強制勞動。我們建立內部管理機制，所有勞動合同及相關規章制度均須經員工代表同意，並上報當地勞動部門審核備案。本集團堅決反對使用童工及強制勞工，並通過《禁止強迫勞動控制程序》《防止聘用童工管理規定》及《未成年工管理規定》等制度性文件，對招聘及用人管理執行嚴格規範。我們實行嚴格的入職審查，核對應聘者身份證件，確保所有僱員年滿16周歲，並嚴格管理員工人事檔案，從源頭杜絕童工僱傭的可能性。若出現誤錄用童工的情況，本集團將立即啟動應對機制，停止其工作，安排身體檢查，並向當地勞動部門報告，根據實際情況採取適當措施。如有需要，我們亦會提供必要的經濟及資源支持，協助其完成法定教育。



Remedial procedures after the discovery of child labour
發現僱用童工補救程序

⁸ For relevant laws and regulations, please refer to the "Laws and Regulations" section

⁸ 相關法律法規，請參見「法律及法規」章節

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環境、社會及管治報告

Caring for Employees

The Group attaches great importance to internal communication and ensures that employees' opinions can be effectively conveyed and responded to. We have formulated the Communication Management Procedures and regularly hold employee sharing sessions to encourage cross-departmental communication and experience exchange to promote teamwork and corporate culture building. At the same time, we have set up various communication channels such as labour unions, suggestion boxes and employee representative mechanisms to promote democratic management and maintain the harmonious development of labour-management relations.

In this Year, we held a variety of activities to let employees feel the care and warmth of the Group after work.

員工關懷

本集團重視內部溝通，確保員工意見能夠有效傳達與回應。我們制定《溝通管理程序》，定期舉辦員工分享會，鼓勵跨部門溝通與經驗交流，以促進團隊協作與企業文化建設。同時，我們設立工會、意見箱及員工代表機制等多種溝通渠道，推動民主管理，維護勞資關係的和諧發展。

本年度，我們舉辦多樣化的活動，讓員工在工作之餘感受到集團的關心與溫暖。

Special Event for International Women's Day – Sharing Session of “A Letter to Women” 三八婦女節特別策劃活動——《寫給女性的一封信》分享會

The Women's Committee of the Zhuhai Labour Union specially organised a sharing session on “A Letter to Women”, and invited three female senior managers, namely the senior director of human resources administration, the deputy director of quality, and the senior sales manager, to share their experiences. At the meeting, guests shared and interacted on topics such as gender, age, life goals, and women's core competitiveness in the workplace.



珠海地區工會女職工委員會特別舉辦——《寫給女性的一封信》分享會，特邀三位女性高級管理人員：人資行政高級總監、質量副總監、高級銷售經理進行分享。會上，與會嘉賓就性別、年齡、人生目標以及女性職場核心競爭力等話題進行分享與互動。

Annual Event 年度盛會

In March, we successfully held our annual event in Zhuhai with the theme of “聚焦增長，創新前行·Growth-Minded, Forward-Thinking”. The event invited many board members, overseas senior leaders and the China team to participate, and everyone gathered together to celebrate the event.



3月，我們於珠海成功舉辦了「聚焦增長，創新前行·Growth-Minded, Forward-Thinking」年度盛會。活動邀請多位董事會成員及海外高層領導與中國區團隊共同參與，大家齊聚一堂，共襄盛舉。

Corporate Cultural Activities in Zhuhai Office 珠海辦公區企業文化活動

In order to further enhance employees' sense of belonging and happiness, the Zhuhai office regularly holds various corporate cultural activities. For example, birthday parties are held to send blessings and care to employees, and cooling benefits are distributed in the summer to let everyone feel cool and caring in the hot weather. In addition, we launched the “Training at the Grassroots Level” activity to promote team collaboration and growth through snow plum-making courses and round box flower arrangement courses.

為進一步提升員工歸屬感與幸福感，珠海辦公區定期舉辦各類企業文化活動。例如，通過生日會為員工送上祝福與關懷，夏季發放降溫福利，讓大家在炎熱天氣中感受清涼與貼心。此外，開展「培訓送基層」活動，透過雪梅娘製作課程及圓盒花藝課程，促進團隊協作與成長。



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Development and Training

The Group has established a systematic system on internal training management to help employees improve their professional capabilities and occupational qualities. The Human Resources Department formulates an annual training plan based on the training needs of each department to ensure employees' orderly participation and evaluate the effectiveness of training. We continuously optimise course content based on employees' feedback and evaluation results to improve the relevance and effectiveness of training, so that employees can transform what they have learned into practical skills.

發展及培訓

本集團建立系統化內部培訓管理體系，助力員工提升專業能力及職業素養。人力資源部根據各部門培訓需求制定年度培訓計劃，確保員工有序參與並評估培訓成效。我們根據員工反饋與評估結果持續優化課程內容，提升培訓的針對性與實效性，使員工能夠將所學轉化為實際能力。



Internal training system
內部培訓制度

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To ensure that the training meets the needs of different positions, we have established a tiered and classified training mechanism. New employees shall participate in induction training to familiarise themselves with corporate culture and job requirements; special operation staff shall receive statutory training and obtain operation certificates to ensure operation safety; and personnel in positions involving major safety risks shall receive special safety training to improve their risk response capabilities. In addition, we provide a variety of courses covering product knowledge, career development, office software applications, etc. to help employees continuously improve their skills, enhance team effectiveness, and promote the steady development of the Company. During the Year, a total of 1,430 employees of the Group received training, accounting for 66.11% of the total, with the total training hours of employees reaching 33,869 hours and the average training hours per employee being 23.68 hours. The details are as follows:

為確保培訓契合不同崗位需求，我們設立分層分類的培訓機制。新入職員工須參加入職培訓，以熟悉企業文化與崗位要求；特種作業員工須接受法定培訓並獲取操作證明，確保作業安全；涉及重大安全風險的崗位人員須接受專門的安全培訓，提升風險應對能力。此外，我們提供涵蓋產品知識、職業發展、辦公軟件應用等多元化課程，幫助員工不斷精進技能，增強團隊效能，推動企業穩健發展。本年度，本集團共有1,430名員工接受培訓，總體員工受訓百分比為66.11%，員工受訓總時數為33,869小時，每名員工的平均受訓時數為23.68小時。具體的員工受訓情況如下：

Training Performance 員工受訓表現			Unit 單位	2024 2024年
Number of employees trained 員工受訓人數	By age 按性別劃分	Male 男性	person 人	509
		Female 女性	person 人	921
	By function 按職能劃分	Front-line 前線	person 人	1,240
		Management 管理人員	person 人	190
Employee training coverage 員工培訓覆蓋率	By age 按性別劃分	Male 男性	%	
		Female 女性	%	64.35
	By function 按職能劃分	Front-line 前線	%	67.13
		Management 管理人員	%	70.66
			%	46.57
			%	
Number of hours of employee training 員工受訓時數	By age 按性別劃分	Male 男性	hour 小時	15,627
		Female 女性	hour 小時	18,242
	By function 按職能劃分	Front-line 前線	hour 小時	25,352
		Management 管理人員	hour 小時	
			hour 小時	8,517
			hour 小時	

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Training Performance 員工受訓表現			Unit 單位	2024 2024年
Average training hours per employee 員工人均受訓時數	By age 按性別劃分	Male 男性	hour 小時	30.70
		Female 女性	hour 小時	19.81
	By function 按職能劃分	Front-line 前線	hour 小時	20.45
		Management 管理人員	hour 小時	44.83

The Group has established a fair and transparent talent promotion mechanism to promote talent mobility and stimulate the work enthusiasm and potential of employees through reasonable allocation of internal talents. To promote the career development of our employees, we have implemented a “dual-channel career development” model, setting up management channel and professional and technical channel to provide employees with diversified development paths.

本集團已建立公平、透明的人才晉升機制，通過合理配置內部人才，促進人才流動，激發員工的工作積極性與潛力。為促進員工的職業發展，我們推行「雙通道職業發展」模式，設立管理通道和專業技術通道，為員工提供多元化的發展路徑。

Management Channel
管理通道

Cultivate employees’ management and decision-making capabilities to help them gradually advance to higher-level management positions and enhance their organisational coordination and leadership.
培養員工的管理與決策能力，幫助其逐步晉升至更高層級的管理崗位，提升組織協調與領導力。

Professional and Technical Channel
專業技術通道

Focus on deepening professional skills and technologies to help employees grow into technical experts and core backbones in the field, and promote technological innovation and professional breakthroughs.
聚焦專業技能與技術深耕，助力員工成長為領域內的技術專家與核心骨幹，推動技術創新與專業突破。

In addition, the Group has the Monthly Information Updates, in which we have set up a special organisational and personnel section to regularly update the Group’s important personnel change information, thereby encouraging employees to set clear career development goals.

此外，本集團設有信息動態月報，我們在其中專門設立組織人事板塊，定期更新集團重要的人事變動信息，藉此鼓勵員工設立清晰的職業發展目標。

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Health and Safety

We always adhere to the core policy of “safety first, prevention first, mass prevention and control”, and actively create a solid occupational safety and health culture within the Company. The management team works closely with all employees to ensure the full implementation of safety responsibilities by improving the safety management system, implementing risk prevention measures and conducting continuous education and training. We value the physical and mental health of our employees and are committed to providing them with a safe and healthy working environment and effectively reducing risks and accident rates in the workplace.

Safety Management

The Group has formulated and implemented a number of safety management system documents, including the Environmental, Occupational Health Operation and Testing Control Procedures, the Safety Production Management System and the Occupational Health Management System. We explicitly state our safety management purpose in the Employee Handbook – safety is always one of our top concerns. We plan health and safety management matters with employees, encourage employees to actively participate in health and safety programmes in the workplace, and are committed to promoting the establishment of an occupational health and safety culture. To ensure that the health and safety of all employees are fully protected, the Group requires the Company and its branches and project departments to set up a safety production leadership group to supervise and execute related work, and establish complete emergency response procedures to promptly identify and evaluate all potential accidents and emergencies. We will take corresponding preventive measures for various risks and regularly hold first-aid, fire-fighting and evacuation drills to ensure that our employees are capable of dealing with emergencies. In order to continuously improve safety management, we have also established an accident reporting and investigation mechanism to encourage employees to proactively report potential accidents and unsafe factors, jointly promoting the continuous optimisation of safety management.

健康與安全

我們始終遵循「安全第一、預防為主、群防群治」的核心方針，積極在企業內部營造堅實的職業安全與健康文化。管理層與全體員工通力合作，通過完善安全管理體系、實施風險防範措施及持續進行教育培訓，確保安全責任的全面落實。我們重視員工的身心健康，致力於為其提供一個安全、健康的工作環境，並有效降低工作場所的風險與事故發生率。

安全管理

本集團制定並執行《環境、職業健康運行和檢測控制程序》《安全生產管理制度》《職業健康管理制度》等多項安全管理制度文件。我們在《員工手冊》中明確闡述我們的安全管理宗旨——安全始終是我們最為關注的問題之一，並與員工共同規劃健康與安全管理事項，鼓勵員工積極參與工作場所的健康與安全計劃，致力於推動職業健康與安全文化的建立。為確保所有員工的健康與安全得到充分保障，本集團要求公司及各分支機構和項目部設立安全生產領導小組，負責監督並執行相關工作，並建立完善的應急響應程序，及時識別並評估所有潛在的事故和緊急情況。針對各類風險，我們會採取相應的預防措施，同時定期舉辦急救、滅火和疏散演習，確保員工具備應對突發事件的能力。為了不斷改善安全管理，我們還設立了事故報告與調查機制，鼓勵員工主動報告事故隱患及不安全因素，共同推動安全管理的持續優化。

YEAR	年度	2024	2023	2022
Number of work-related fatalities (person)	員工因工亡故人數 (人)	0	0	0
Work-related fatality rate of employees	員工因工亡故比率	0.00%	0.00%	0.00%
Number of working days lost due to work-related injuries (day)	因工傷損失工作日數 (天)	270	331	390

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Safe Production

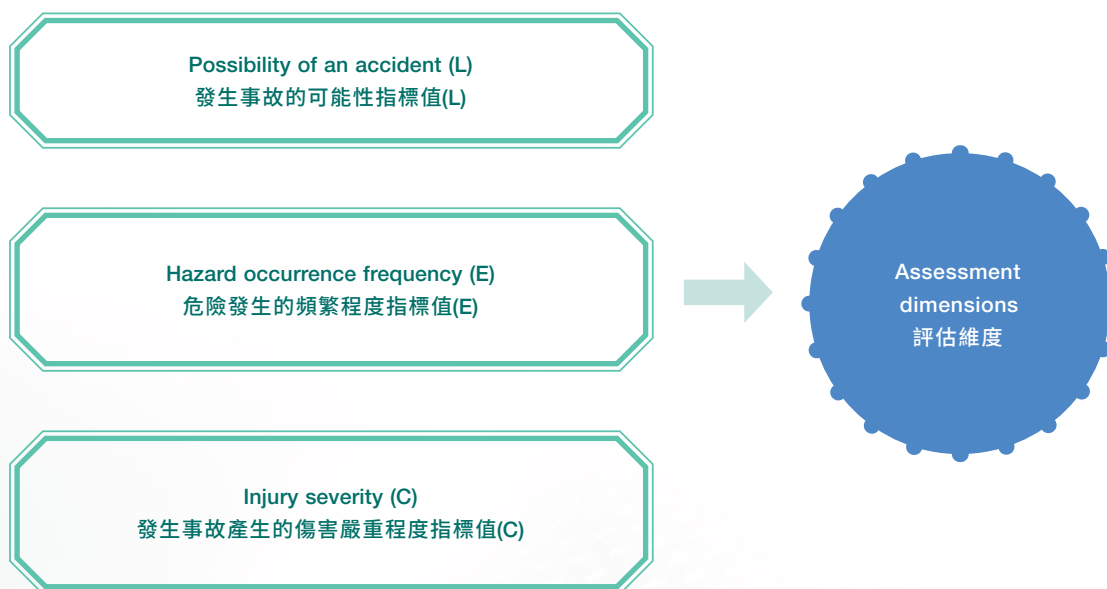
The Group regards production safety as an important part of fulfilling its corporate social responsibility. Before new equipment, new materials, new products, new production processes, etc. are put into use or adopted, we conduct a comprehensive health and safety risk assessment to identify and predict potential hazards that may affect the environment and employee health and safety. We have established and strictly implement a set of high-standard safety operating procedures, requiring employees to fully comply with them during work to ensure their own safety. If any safety hazard is found, employees must immediately report it to the relevant responsible person and handle it. In addition, we regularly organise relevant persons in charge of each department to conduct occupational safety and health examinations and risk assessments, covering all processes, positions, types of work and related materials. Based on the assessment results and potential risks, we take targeted preventive measures to ensure continuous improvement and risk control.

In order to achieve in-depth management of potential hazards, we adopt a multi-dimensional risk assessment approach. The responsible department conducts quantitative analysis based on the possibility of an accident (L), hazard occurrence frequency (E) and injury severity (C), determines the final risk level through calculation, and forms the Hazard Source Risk Assessment Table to ensure the scientific nature and effectiveness of risk control measures and maximize the protection of employee health and corporate safety.

安全生產

本集團將安全生產視為履行企業社會責任的重要組成部分。在新購設備、新材料、新產品、新生產工藝流程等投入使用或採用前，我們進行全面的健康與安全風險評估，識別並預測可能對環境、員工健康及安全產生影響的潛在危險。我們已建立並嚴格執行一套高標準的安全操作規範，要求員工在工作過程中全面遵守，確保自身安全。如發現任何安全隱患，員工須即時向相關責任人報告並處理。此外，我們定期組織各部門相關負責人開展職業安全健康檢查和風險評估，全面覆蓋工序、崗位、工種及相關物料，根據評估結果與潛在風險，採取針對性預防措施，確保持續改進與風險控制。

為實現對潛在危險源的深度管理，我們採用多維度風險評估方法，負責部門根據事故發生的可能性(L)、發生頻率(E)以及事故傷害的嚴重程度(C)進行量化分析，通過計算確定最終的風險等級，並形成《危險源風險評估表》，確保風險控制措施的科學性與有效性，最大限度地保障員工健康與企業安全。



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Health and Safety Training

The Group has established health and safety training procedures and included health and safety training in the annual training plan to ensure that all employees are able to master the necessary safety protection knowledge and response skills. For all new employees, employees transferred from other positions and employees engaged in high-risk operations, we require them to participate in health and safety training to ensure that they can be only officially employed after passing the training. In addition, we provide a variety of training methods, including classroom lectures, seminars, group meetings, blackboard posters, etc., and flexibly use online and offline methods to enhance the coverage and effectiveness of training. In order to further enhance the fire safety awareness and emergency response capabilities of all employees, we regularly organise fire evacuation and fire-fighting drills to strengthen red-line awareness, so as to ensure that employees can respond quickly in emergencies and effectively protect their own safety and the work environment. During the Year, the Group recorded a total of 4,671 person-time participating in safety training, with 18,012 training hours in aggregate.

Prevention of Occupational Accidents and Occupational Diseases

In order to further prevent the occurrence of occupational accidents and occupational diseases, the Group provides necessary labour protection measures to ensure the life safety and health of employees. The Personnel Administration Department is responsible for monitoring and managing occupational risks and providing special protection for female employees in accordance with the Procedures for the Labour Protection of Female Employees. In response to risk factors such as dust, toxic gases, noise, and high-temperature operations, we have formulated and implemented operating specifications and require employees to strictly abide by them to reduce safety risks. In addition, we organise annual employee physical examinations and establish health records in accordance with the Law of the People's Republic of China on the Prevention and Control of Occupational Diseases to ensure that occupational health risks are monitored and controlled.

健康與安全培訓

本集團已建立健康與安全培訓程序，並將健康與安全培訓納入年度培訓計劃，確保所有員工都能夠掌握必要的安全防護知識與應對技能。對於所有新入職員工、崗位調動員工及從事高風險作業的員工，我們要求其參與健康與安全培訓，確保通過培訓後方可正式上崗。此外，我們提供多樣化的培訓方式，包括課堂講授、研討會、小組會議、板報宣導等，並靈活運用線上與線下相結合的形式，以增強培訓的覆蓋面與實效性。為進一步提升全體員工的消防安全意識與應急處置能力，我們定期組織消防疏散及滅火演習，強化紅線意識，確保員工在突發情況下能夠迅速應對，有效保障自身及工作環境的安全。本年度，本集團共錄得4,671人次參與安全培訓，安全培訓總時數為18,012小時。

預防職業事故和職業病

為進一步預防職業事故及職業病的發生，本集團提供必要的勞動保護措施，確保員工的生命安全與健康。人事行政部門負責監控與管理職業風險，並依據《女職工勞動保護程序》為女性員工提供專項保護。針對粉塵、有毒氣體、噪聲、高溫作業等風險因素，我們制定並執行作業規範，要求員工嚴格遵守，以降低安全風險。此外，我們按照《職業病防治法》每年組織員工體檢，建立健康檔案，確保職業健康風險得到監測與控制。

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Excellence in Operations

The Group has strengthened its product quality and safety defence by strictly implementing product responsibilities, building a sound product quality management system and implementing a full-process quality control mechanism, and has also strengthened supply chain management to create high-quality products. We continue to improve our product R&D and innovation capabilities, and by adhering to the customer-centric philosophy, we promote iterative upgrades in product design and comprehensively optimise the user experience. At the same time, we pay attention to the feedback and suggestions of customers and consumers, and are committed to providing users with excellent, safe and sustainable products and services, and continuously meeting the expectations and requirements of domestic and foreign customers.

Green and Product Research and Development and Innovation

With the vision of "Life As You Wish • 讓生活如你所願", NVC International closely integrates its brand mission with human life scenes, provides full lighting solutions based on scene pre-design in overseas markets around the world, and continues to provide high-quality lighting products. On the one hand, we actively increase our investment in research and development, and on the other hand, we keep up with industry development trends and strive to create a smarter, more technological and more environmentally friendly living space. In addition, while continuously improving product performance through technological innovation, we also incorporate environmental factors into multiple links such as product design and raw material procurement, formulate full life cycle management of new products, continuously improve the energy efficiency of products, and reduce their impact on the environment.

卓越運營

本集團築牢產品質量安全防線，嚴格落實產品責任，構建完善的產品質量管理體系，貫徹全流程品質管控機制，並強化供應鏈管理，打造優質產品。我們持續提升產品研發創新能力，秉持以客戶為中心的理念，推動產品設計迭代升級，全面優化使用體驗。同時，我們關注客戶及消費者的反饋和建議，致力於為用戶提供卓越、安全、可持續的產品和服務，不斷滿足國內外客戶的期望和要求。

綠色及產品研發創新

雷士國際以「讓生活如你所願」為願景，將品牌使命與人類生活場景緊密結合，在全球海外市場提供基於場景預設計的全照明解決方案，持續提供優質照明產品。一方面我們積極加大研發投入，一方面我們緊跟行業發展趨勢，努力打造更智能、更科技、更環保的生存空間。另一方面，我們不斷通過科技創新提高產品性能的同時，也將環保因素納入產品設計、原材料獲取等多個環節，制定新產品的全生命週期管理，不斷提升產品的能源效益，降低其對環境的影響。

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Life-cycle management of new products
新產品的全生命週期管理

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Product Research and Development and Innovation

The Group attaches great importance to research and development and innovation and adheres to a new framework oriented towards “users’ needs” for R&D and product design. We have established industrial design, mechanical design and other design teams, and introduced new product development (NPD) and product quality test plan (PQTP) systems to improve product quality and development efficiency. In order to gain further insight into customer needs, we have established a customer-centric big data analysis database, from data collection, data access and storage, visual query and analysis to data-driven decision-making and product intelligence, so as to achieve a fully data-driven linkage, gain a comprehensive insight into user needs and provide recommendations for targeted products and solutions.

The Group has set up the R&D centre in Shanghai, Zhejiang, Guangdong in China and Birmingham in the UK. During the Year, the Group applied for a total of 17 patents and obtained 18 authorisations. The details are as follows:

Type	類型	Number of patent applications 申請專利數量	Number of authorisations 授權數量
Utility model patents	實用新型	2	7
International Patent Cooperation Treaty(PCT)	國際專利合作條約(PCT)	-	-
Copyrights	著作權	4	-
Design patents	外觀設計	2	4
Invention patents	發明專利	9	7

The Group’s Guangdong Zhuhai Base has been recognised as a national high-tech enterprise. In addition, the Group owns three independent core technologies: Arcade ballast technology, HEPAcharged (high-efficiency particulate air filters) and disinfection technology centred on the “water” element. The Group has applied for more than 180 patents, authorised more than 30 invention patents, more than 130 utility model patents, and more than 10 design patents. The Group won the “Design Excellence Award” in the China International Lighting Design Competition many times.

產品研發與創新

本集團高度重視研發創新，堅持以「用戶需求」為導向的全新架構進行研發和產品設計，組建工業設計、機械設計等設計團隊，並引進新產品開發(NPD)及產品質量測試計劃(PQTP)系統，以提升產品品質與開發效率。為更進一步洞悉客戶的需求，我們建立以客戶為中心的大數據分析庫，涵蓋數據採集、數據接入與存儲、可視化查詢與分析以及數據驅動決策和產品智能等方面，實現數據驅動全鏈路，全面洞察用戶需求，並提供針對性的產品和解決方案建議。

本集團於中國的上海、浙江、廣東以及英國的伯明翰設有研發中心。本年度，本集團共申請專利17項，獲授權18項，具體情況如下：

本集團廣東珠海基地已獲得國家高新技術企業認定，此外，本集團擁有三項獨立核心技術：阿卡得鎮流技術、HEPAcharged（高效空氣過濾器）及以水元素為核心的消殺技術。累計申請專利超180項，授權發明專利超30項，實用新型專利超130項，外觀設計超10項。多次榮獲中國國際照明燈具設計大賽「設計優秀獎」。

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Establishment of Vietnam Product Development Office 越南產品開發室設立

In August, the Lighting Product Center of NVC International Research Institute established the Vietnam Product Development Office. The establishment of the Vietnam Product Development Office can not only cooperate and support the Vietnamese factory more efficiently, accelerate the efficiency of new product development in the Vietnamese factory and realise the localisation development of products in Vietnam as soon as possible, but it is also based on the Group's comprehensive consideration of current product research, design and development processes and current status. The establishment of the Vietnam Product Development Office will effectively improve the overall competitiveness of products.



8月，雷士國際研究所照明產品中心組建越南產品開發室。越南產品開發室的落地不僅可以更高效配合與支持越南工廠，加快越南工廠新產品開發效率以及儘快實現產品在越南本土化開發，亦是集團基於當前產品研究、設計開發流程及現狀的綜合考慮。越南產品開發室的成立，將有效提高產品綜合競爭力。

Launch of Product Life-Cycle Management System Project 產品生命週期管理系統項目上線啟動

With the joint efforts of various departments and the PNT team, the Windchill PLM (Product Lifecycle Management) system was officially launched during this Year, laying a solid foundation for product lifecycle management. In the future, we will continue to optimise system functions and promote integration with other information systems to create a smarter and more efficient enterprise information platform.



在各部門及PNT團隊的共同努力下，Windchill PLM（產品生命週期管理）系統於本年度正式上線，為產品生命週期管理奠定了堅實基礎。未來，我們將持續優化系統功能，並推動與其他信息系統的集成，打造更加智慧高效的企業信息化平台。

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Intellectual Property Rights Protection

The Group strictly abides by the intellectual property rights-related laws and regulations⁹ in each place where it operates, and has formulated and implemented systems such as the Intellectual Property Rights Protection Management Procedures and the Intellectual Property Rights Confidentiality Management Procedures. At the same time, the Group regularly reviews the status of intellectual property rights registrations. By strengthening patent application management and other means, we can improve the protection of our own intellectual property rights, safeguard our legitimate rights and interests while fully respecting the intellectual property rights of others, and create a fair and healthy competition environment.

知識產權保護

本集團嚴格遵守各個經營所在地的知識產權相關法律法規⁹，制定並實施《知識產權保護管理程序》《知識產權保密管理程序》等制度。同時，本集團定期梳理知識產權註冊情況，加強專利申請管理等方式，提高對自身知識產權的保護力度，在充分尊重他人知識產權的前提下保障自身合法權益，營造公平、健康的競爭環境。



Three stages for protection of intellectual property rights
知識產權保護工作的三大階段

⁹ For relevant laws and regulations, please refer to the “Laws and Regulations” section

⁹ 相關法律法規，請參見「法律及法規」章節

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Product Responsibility

NVC International adheres to the people-oriented and science-based lighting concept, insists on “being a recommender and practitioner of green lighting for mankind” as the product development direction, and develops and innovates a healthy spectrum close to nature based on the concept of “healthy lighting”, and combines it with advanced intelligent lighting control systems and professional lighting design to achieve a dynamic and rhythmic healthy lighting environment. We also attach importance to product manufacturing, sales and after-sales service. By establishing a full-process quality supervision system, we continuously improve product performance and increase product competitiveness.

Product Quality Management

Product quality is one of the cores of NVC International's long-term development. The Group strictly abides by the relevant laws and regulations on production quality in each operating location¹⁰, specifies and implements strict and unified product quality management standards to strictly control product quality management and prevent the unintended use or delivery of substandard products.

The Group has been certified to ISO 9001:2015 since 2010 and has established a product quality management system in accordance with the system standards. We have developed and implemented full life-cycle quality management procedures, including the Design and Development Control Procedures in the R&D and design stage, the Procedure for Control of Defective Goods and the Corrective and Preventive Control Procedures in the finished product stage, and the Data Analysis Control Procedures and the Customer Satisfaction Measurement Average Procedures in the product harvesting and recycling stage, thereby improving the Group's product quality control capabilities.

產品責任

雷士國際堅持以人為本的科學照明理念，堅持以「做人類綠色照明的推薦者和實踐者」為產品發展方向，圍繞「健康照明」研發創新接近於自然的健康光譜，搭配先進的智能照明控制系統與專業的照明設計，實現動態節律健康照明光環境。我們亦重視產品的生產製造、銷售及售後服務等環節，建立起全流程的質量監管體系，不斷提高產品性能，進而增加產品競爭力。

產品質量管理

產品質量是雷士國際長久發展的核心之一，本集團嚴格遵守各經營地產量質量相關法律法規¹⁰，指定並實施嚴格、統一的產品質量管理標準，嚴格把控產品質量管理，防止不合格品的非預期使用或交付。

本集團自2010年起獲得ISO 9001:2015品質管理體系認證，並根據體系標準要求建立產品質量管理體系，制定並實施全生命週期質量管理程序，包括研發設計階段的《設計和開發控制程序》，製成品階段的《不合格品控制程序》《糾正、預防控制程序》以及產品收穫及回收階段的《數據分析控制程序》《客戶滿意度測量平均程序》，進而提高本集團產品質量控制能力。

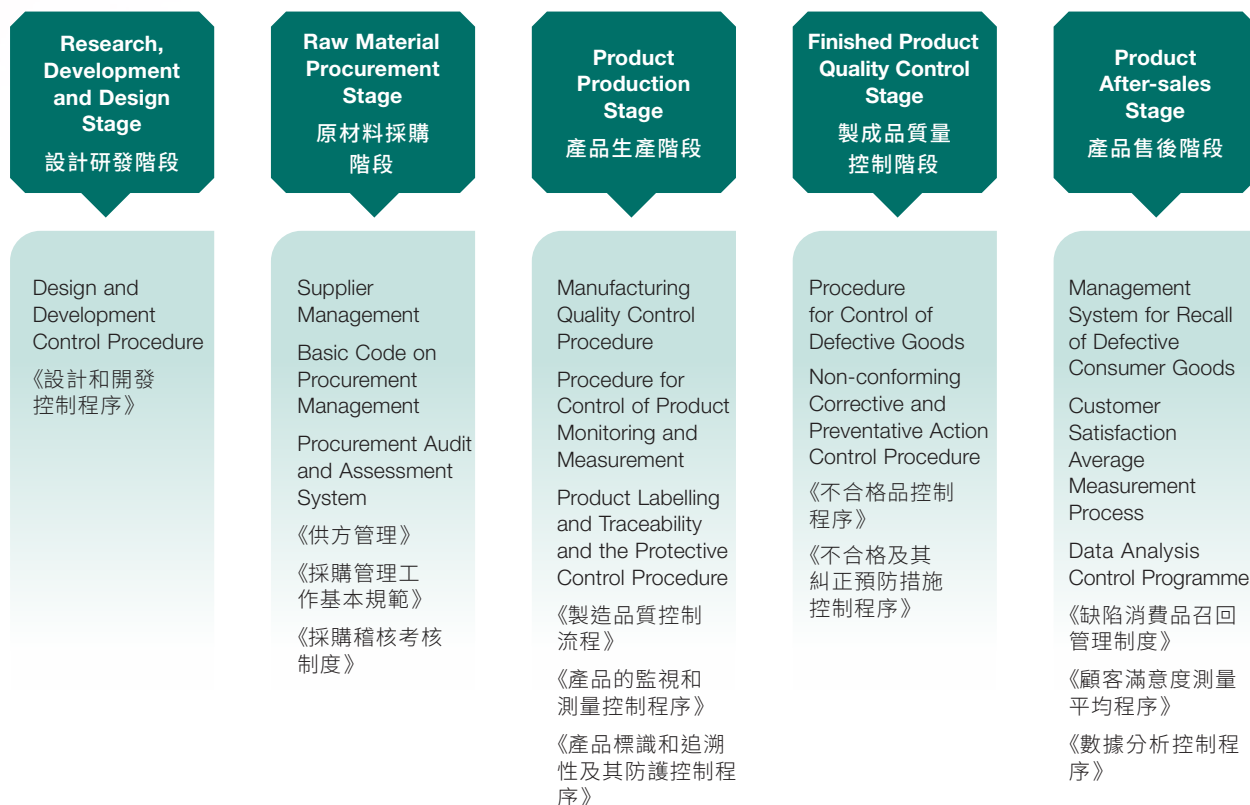


¹⁰ For relevant laws and regulations, please refer to the “Laws and Regulations” section

¹⁰ 相關法律法規，請參見「法律及法規」章節

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Quality management standardised operation guidelines
質量管理標準化操作指引

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In order to further strengthen the Group's product quality management and market reputation, the Group actively relies on authoritative third-party organisations to conduct product supervision and review in line with international standards. Thanks to strict quality control and continuous optimisation, we have obtained product certifications in many countries and regions.

為進一步加強本集團產品質量管理與市場信譽，本集團積極藉助權威第三方機構進行產品監督與審查，對標國際標準。憑藉嚴格的品質管控與持續優化，我們已獲得多個國家和地區的產品認證。



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High-quality Monitoring

The Group's quality monitoring work is jointly led by the Quality Management Department, the Technology Department, the Planning Department and the Production Department. By strictly implementing the quality monitoring process and operating guidelines, the entire process of incoming material quality, production process and product quality is monitored. The Quality Management Department regularly analyzes monitoring results, identifies potential problems and follows up with rectification to ensure that products meet strict quality standards before storage and shipment.

高品質質量監測

本集團的質量監測工作由質量管理部、技術部、計劃部和生產部共同牽頭，通過嚴格落實質量監測流程與操作指引，對來料質量、生產工藝及產品品質進行全流程監控。質量管理部定期分析監測結果，識別潛在問題並跟進整改，確保產品在入庫與出貨前均符合嚴格的品質標準。

Incoming materials monitoring 來料監測

- The Quality Control Department and the Technology Department are responsible for the incoming materials monitoring. Materials that pass the inspection are warehoused for later use, while the defective materials are handled in accordance with the Procedure for Control of Defective Goods
- 質管部及技術部負責來料監測工作，經檢驗合格的物料准予入庫待用，不合格來料依據《不合格品控制程序》處理
- For incoming materials that may probably be accepted but cannot be inspected due to urgent production needs, these four departments shall work together to properly carry out review, identify and record, and separate semi-finished products from finished products in movement, so as to recall and replace defective products in the future
- 對於合格概率較大但因急需生產而未能檢驗判定的來料，四部門需合作做好審核及標識記錄，將半成品及成品隔離流轉，以便日後追回及更換不合格產品

Production process monitoring 生產過程監測

- Production process monitoring mainly includes four major parts, being first inspection, self-inspection, special inspection and in process quality control of the products and the technology, in which different responsible persons carry out multiple inspections to identify potential problems before a product is finished, as far as possible
- 生產過程監測主要分為產品和工藝的首檢、自檢、專檢、巡檢四大部分，由不同負責人員進行多次檢驗，盡量於成品製成前識別潛在問題
- Finally, the Quality Control Department performs sampling inspection on the packaged finished products and make a judgement on the statistical analysis and feedbacks
- 最終由質管部對已包裝成品實施抽樣檢驗及判定

Statistical analysis and feedback 統計分析和反饋

- The Quality Control Department is responsible for collecting all inspection data to conduct regular quality statistics and analysis on incoming materials, process and finished products. If any problems identified, the department will inform responsible departments in a timely manner, and follow up and verify the improvement measures taken by the responsible departments
- 質管部負責收集所有檢測數據，定期開展來料、過程和成品的質量統計和分析，識別出問題後及時告知責任部門，並跟蹤驗證責任部門的改善措施

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Product Recall Procedure

If any product is found to be defective after delivery (including safety and health issues), the Group will promptly notify customers of the relevant information, implement product recalls, and promptly dispose of the relevant products to minimise the impact of defective products on customers. To ensure efficient execution of the recall and disposal process, we have formulated the Procedure for Control of Defective Goods, which articulates the control, review and disposal process of defective accessories and products, and clearly defines the job responsibilities of each responsible department to maximize customer rights and product safety.

不合格品召回機制

若產品交付後被檢測出不合格問題(包括安全因素和健康因素),本集團將第一時間將有關信息通知客戶,並實施產品召回,迅速完成相關產品的處置,以將不合格品對客戶造成的影響降至最低。為確保召回與處置流程的高效執行,我們制定《不合格品控制程序》,該程序中對配件及產品不合格品的控制、評審、及處置流程作出明確闡述,並清晰界定各責任部門的工作職責,以最大限度保障客戶權益與產品安全。

For the disposal of unqualified products returned by customers, the quality department organises confirmation and investigation of the reasons for the failure and the relevant responsible units
對於顧客退貨不合格品的處置,由品質部組織確認、調查不良原因及相關責任單位

Then the technical department proposes a disposal plan based on the poor condition of the returned products, which is countersigned by the relevant departments and then handed over to the supply chain management department for disposal
隨後技術部門依據客退產品的不良狀況提出處置方案,經有關部門會簽後,交供應鏈管理部處置

Returned goods due to customer reasons should be fed back to the marketing center which will communicate with customers for processing
針對因客戶原因造成的退貨品應反饋至營銷中心,由營銷中心與客戶溝通處理

If the product is found defective after the product has been delivered to the customer (including during transportation) or after the customer has put it into use, the customer shall be notified of the unqualified information in time and corresponding measures shall be taken
如已將產品交付給客戶(含在運輸途中)或客戶已投入使用後才發現的不合格品,需及時將不合格信息知會客戶並採取相應的處理措施

Recall unqualified products when necessary, and the recall of unqualified products shall be carried out with reference to the Product Recall Control Procedure
必要時將不合格產品召回,不合格品的召回參照《產品召回控制程序》執行

Product recall procedure
產品召回機制

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Product Marketing and Labelling

The Group strictly complies with the national energy efficiency labelling management regulations and has built an energy efficiency labelling management system. In terms of product labelling management, we strictly implement national standards such as the Energy Conservation Law of the People's Republic of China and the Energy Efficiency Labelling Management Measures as well as the standards of various operating regions to ensure that product label information is complete, standardised and accurate. Each product is clearly labelled with information such as product name, specifications, energy efficiency level and safety instructions. At the same time, we have established a strict quality control system, implementing traceability management in every link from raw material procurement to finished product delivery to ensure the authenticity and reliability of product information.

In terms of marketing and promotion, we strictly abide by the marketing-related laws and regulations in each place of business, such as the relevant provisions of the Advertising Law of the People's Republic of China, to eliminate false propaganda and effectively safeguard the rights and interests of consumers. By continuously optimising the product information disclosure mechanism, we are committed to providing consumers with transparent and reliable product information and promoting the standardised development of the lighting industry.

Supply Chain Management

The Group adheres to rigorous supply chain management to maintain excellent product quality and safety standards. We have established a systematic supplier management system to implement full-process control, covering supplier access, screening, performance evaluation and continuous optimisation. Such system includes strict access mechanisms and evaluation standards, regular performance reviews, and dynamic adjustments to the qualified supplier list to ensure the robustness and compliance of the supply chain. At the same time, we apply ESG standards to supplier management and promote the implementation of sustainable development responsibilities to comprehensively improve operational efficiency and long-term competitiveness of the supply chain.

產品銷售及標籤

本集團嚴格遵循國家能效標識管理規定，構建能效標識管理體系。在產品標籤管理方面，我們嚴格執行《中華人民共和國節約能源法》和《能源效率標識管理辦法》等國家標準要求以及各個經營地區的標準，確保產品標識資訊完整、規範、準確。每款產品均明確標注產品名稱、規格、能效等級及安全說明等信息。同時，我們建立嚴格的品質管控體系，從原材料採購到成品出廠的每個環節都實施可追溯管理，確保產品資訊的真實性和可靠性。

在營銷宣傳方面，我們恪守各個經營所在地營銷相關法律法規，如《中華人民共和國廣告法》相關規定，杜絕虛假宣傳，切實維護消費者權益。通過持續優化產品資訊披露機制，我們致力於為消費者提供透明、可信的產品資訊，推動照明行業規範化發展。

供應鏈管理

本集團秉持嚴謹的供應鏈管理，以維持卓越的產品品質與安全標準。我們設立系統化的供應商管理體系實施全流程管控，涵蓋供應商准入、篩選、績效評估與持續優化。該體系包括嚴格的准入機制與評估標準、定期績效審查、動態調整合格供應商名錄，確保供應鏈的穩健性與合規性。同時，我們將ESG標準應用於供應商管理，推動可持續發展責任的落實，全面提升供應鏈運營效能與長遠競爭力。

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In terms of supply chain sustainability, the Group is committed to building a green supply chain system and implementing sustainable development initiatives to promote the coordinated development of the upstream and downstream of the supply chain. In the future, we will continue to improve the level of supply chain management, ensure the sustainability and resilience of the supply chain, and lay a solid foundation for the long-term and stable development of the Group.

Strict Procurement Standards

The Group has always regarded supply chain management as an important cornerstone for ensuring product quality and achieving sustainable development. We have established a comprehensive supply chain management system, including the Supplier Management System, the Supplier Management Control Procedures, the Basic Specifications for Procurement Management and other systems to comprehensively regulate procurement matters. In the actual process of procurement, the Group strictly controls the review of supply chain qualifications, implements hierarchical and classified management, and regularly evaluates suppliers based on their performance to ensure that the project qualifications, supplied products and behaviours of the Group's suppliers meet the Group's standards, thereby laying the foundation for the stability of the Group's supply chain system.

In the process of supplier selection and management, we not only focus on product quality and delivery capabilities, but also on the sustainability of the supply chain. By continuously optimising procurement processes and strengthening supplier capacity building, we are committed to building an efficient, reliable and sustainable supply chain system to provide solid guarantees for the long-term sustainable development of the Company.

During the Year, the Group had a total of 797 qualified suppliers, of which 711 were located in Mainland China, 5 in Hong Kong, China, and 81 in other regions.

在供應鏈可持續性方面，本集團致力於打造綠色供應鏈體系，實施可持續發展舉措，以推動供應鏈上下游協同發展。未來，我們將持續提升供應鏈管理水準，確保供應鏈的可持續性和韌性，為企業的長期穩健發展奠定堅實基礎。

嚴格採購標準

本集團始終將供應鏈管理視為確保產品品質和實現可持續發展的重要基石。我們已建立起完善的供應鏈管理制度體系，包括《供應商管理制度》《供應商管理控制程式》《採購管理工作基本規範》等制度，全面規範採購事項。在實際採購中，本集團嚴格把控供應鏈資質審核，實施分級分類管理，並定期根據供應商表現進行定期評估，確保本集團供應商的項目資質、所供應產品、行為符合本集團標準，進而為本集團供應鏈體系的穩定奠定基礎。

在供應商選擇和管理過程中，我們不僅關注產品品質和交付能力，也注重供應鏈的可持續性。通過持續優化採購流程、加強供應商能力建設，我們致力於打造高效、可靠、可持續的供應鏈體系，為企業的長期可持續發展提供堅實保障。

本年度，本集團的合格供應商總計797家，其中，711家位於中國大陸，5家位於中國香港，81家位於其他地區。



Supplier management process
供應商管理流程

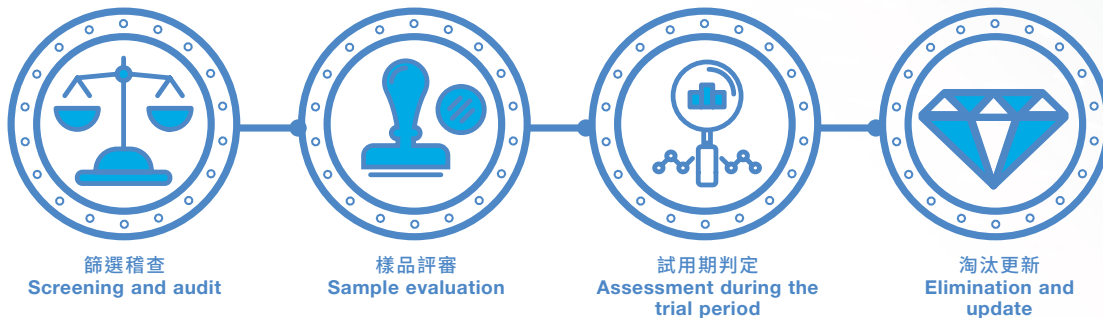
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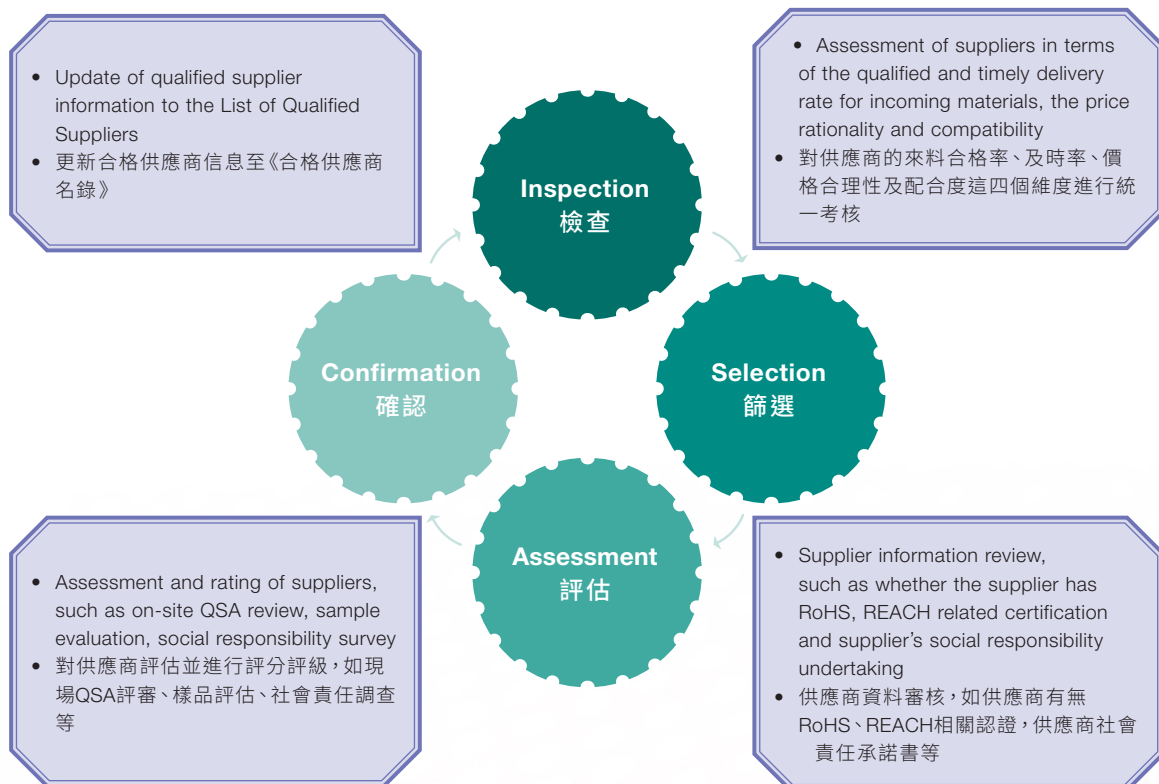
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Supplier admission procedure
供應商准入程序

In order to maintain the quality of suppliers and the quality of the products they supply, the Group scores suppliers based on the supplier index every month. Through actual data display, it strictly controls the quality of suppliers' supplies and ensures the quality of subsequent products with high standards. The Group has formulated and implemented the supplier qualification process for qualified suppliers for many consecutive years, and each link is evaluated and implemented strictly in accordance with the corresponding system documents. The Group's supplier qualification process is as follows:

為保持供應商的質量及所供應產品的質量，本集團每月根據供應商指數進行評分，透過實際的數據展示，嚴格控制供應商供貨質量，並以高標準要求，確保後續產品產出質量。本集團已連續多年對合格供應商制定並實施「篩選合格供應商流程」，每一環節均嚴格按照相應制度文件進行評估、執行。本集團篩選合格供應商流程如下：



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Responsible Procurement

The social responsibility performance of suppliers is one of the important considerations for the Group in selecting suppliers. By requiring suppliers to fill out the EICC Social Responsibility Questionnaire and sign the Social Responsibility Pledge, the Group systematically identifies and manages ESG risks in the supply chain. This management practice not only strengthens suppliers' understanding and commitment to corporate social responsibility, but also helps build a more resilient sustainable supply chain system and ensure the long-term stability and compliance of the Group's supply chain.

責任採購

供應商的社會責任表現是本集團篩選供應商的重要考量準則之一，通過要求供應商填寫《EICC社會責任調查表》並簽署《社會責任承諾書》，系統性地識別和管控供應鏈中的ESG風險。這一管理實踐不僅強化了供應商對企業社會責任的理解與承諾，更有助於構建更具韌性的可持續供應鏈體系，確保本集團供應鏈的長期穩定性和合規性。

Management Measures on Suppliers' Social Responsibility

供應商社會責任管理方法

- Establish a social responsibility performance file for suppliers, and maintain evidence and records of evaluation results and improvement measures
- 建立供應商社會責任表現檔案，保持供應商評估結果和改善措施的證據和記錄
- Select suppliers based on their social responsibility performance, and give priority to suppliers with good performance and willingness to improve
- 根據供應商的社會責任表現挑選供應商，優先選擇表現好且願意改善的供應商
- All suppliers should sign the Social Responsibility Pledge after receiving an order or contract, and promise to abide by local labour regulations and industry standards
- 所有供應商得到訂單或合同都應簽署社會責任承諾書，承諾遵守當地勞動法則和行業標準
- The production department should arrange an on-site audit for suppliers at least once a year to evaluate the supplier's social responsibility performance and follow up on improvement measures
- 生產部每年至少安排一次供應商現場審核，評估供應商社會責任表現，跟進改善措施
- Existing suppliers who intentionally use child labour, forced labour or other violations of labour laws and regulations shall be immediately terminated from the partnership
- 發現有供應商故意使用童工，強迫勞動力或其他違反勞動法則的現象，應立即停止合作關係

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We implement a strategy of prioritising green procurement, taking environmental benefits as a key indicator while ensuring economic benefits. For core suppliers, we require them to hold ISO9001 quality control system certification, RoHS Hazardous Substances Restriction Directive compliance certification and 3C product mandatory certification to evaluate their practice standards in environmental management and social responsibility.

To strengthen the environmental management of the supply chain, we require suppliers to strictly manage chemical substances in their products and control the use of hazardous substances in their products. For suppliers who are subject to administrative penalties for violating environmental protection, labour rights and other social responsibility requirements, the qualification re-examination process will be initiated. If being found to conduct any serious violations, their qualifications as qualified suppliers will be cancelled.

Anti-corruption

The Group adheres to the business principles of integrity and fairness and has a zero-tolerance attitude towards any form of corruption. We are fully aware of the importance of maintaining a fair, transparent and honest business environment for sustainable development. Therefore, on the basis of strictly abiding by relevant laws and regulations¹¹, we have established an internal supervision and review mechanism to effectively prevent and combat any violations. We continue to deepen our compliance culture to ensure that all employees and partners uphold the highest ethical standards, fulfill their duties, jointly maintain the corporate reputation, and practice social responsibility.

我們實施綠色採購優先策略，在確保經濟效益的同時，將環境效益作為關鍵指標。針對核心供應商，我們要求其必須持有ISO9001品質管制體系認證、RoHS有害物質限制指令合規認證以及3C產品強制性認證等資質，以此評估其在環境管理和社會責任方面的實踐水準。

為強化供應鏈環境管理，我們要求供應商嚴格管理產品中的化學物質，控制產品中有害物質的使用。對於因違反環境保護、勞工權益等社會責任要求而受到行政處罰的供應商，將啟動資格重審程式，情節嚴重的將取消其合格供應商資格。

反貪腐

本集團恪守誠信與公正的經營原則，對任何形式的貪污腐敗行為持零容忍態度。我們深諳維護公正、透明且誠信的營商環境對於可持續發展的重要性，因此，在嚴格遵循相關法律法規¹¹的基礎上，我們構建內部監督與審查機制，以有效防範和打擊任何違規行為。我們持續深化合規文化，確保全體員工與合作夥伴秉持最高道德標準，履行職責，共同維護企業聲譽，踐行社會責任。

¹¹ For relevant laws and regulations, please refer to the “Laws and Regulations” section of this report

¹¹ 相關法律法規，請參見「法律及法規」章節

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Building Integrity Culture

The Group has always adhered to a zero-tolerance anti-corruption policy and has actively adopted a series of internal control measures to ensure the transparency and compliance of corporate operations. We have formulated management guidelines such as the Anti-Fraud Management System and the Integrity Practice Regulations to clearly regulate the behavioral standards of employees and eliminate any form of corruption.

We require all employees to sign the Integrity and Self-discipline Commitment and strictly abide by the Group's integrity principles to avoid directly or indirectly participating in bribery, embezzlement, money laundering, misappropriation of public funds, unfair competition and other behaviours that violate professional ethics. In response to fraud risks, we conduct risk identification and assessment every year and formulate precise risk management measures accordingly, including strengthening ethics and compliance training, improving internal review mechanisms and document management systems, etc., to build a solid anti-corruption defence line.

In order to enhance the awareness of all employees and the Board on anti-corruption policies, the Group actively carries out integrity publicity and education, deepens the core values of integrity and honesty, and strengthens the construction of management systems. We publish and publicise related system documents on Incorrupt practices through OA channels, and organise special training on a regular basis to enable employees to have a deep understanding of anti-corruption policies and related regulations, while improving their ethical judgement and compliance awareness in actual work.

During the Year, we continued to carry out integrity education and training for all employees, and 100% of the employees of the Group participated in such training.

建設廉潔文化

本集團始終秉持零容忍的反貪腐政策，並積極採取一系列內部控制措施以確保企業運營的透明與合規。我們制定《反舞弊管理制度》及《廉潔從業規定》等管理準則，以明確規範員工的行為標準，杜絕任何形式的貪腐行為。

我們要求全體員工簽署《廉潔自律承諾書》，嚴格遵循集團廉潔從業原則，避免直接或間接參與賄賂、貪污、洗黑錢、挪用公款及不正當競爭等違背職業操守的行為。針對舞弊風險，我們每年開展風險識別與評估，並據此制定精準的風險管控措施，包括加強道德與合規培訓、完善內部審查機制與文件管理制度等，構築堅實的反貪腐防線。

為提升全體員工及董事會對反貪腐政策的認識，本集團積極開展廉潔宣傳與教育，深化正直誠信的核心價值觀，並強化管理體系建設。我們透過OA渠道發布並公示廉潔從業相關制度文件，並定期組織專題培訓，使員工深入理解反貪腐政策及相關法規，同時提升其在實際工作中的道德判斷與合規意識。

本年度，我們繼續面向全體員工開展廉潔教育培訓，集團員工覆蓋率達100%。

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Whistleblower Mechanism

The Group has established a comprehensive reporting and complaint mechanism, adopting the “four-in-one (i.e. letters, visits, calls and the Internet)” approach to strengthen the supervision and governance of corruption, bribery and other illegal activities. We provide multiple and convenient reporting channels to ensure that employees and stakeholders can flexibly report violations, and strictly regulate the operation process of the mechanism to ensure that all cases can be investigated and handled promptly and rigorously. At the same time, we are committed to protecting the privacy of whistleblowers and preventing any form of retaliation, thereby creating an open and transparent corporate environment and comprehensively enhancing the credibility and effectiveness of anti-corruption work.

We encourage all employees and stakeholders with whom we have direct or indirect business relationships to report any corruption they discover to prevent the breeding of violations. The audit risk control department is responsible for accepting reports, conducting in-depth investigations into suspected commercial violations, and submitting the investigation results to the Board or chairman for review. For individual cases where violations are confirmed, the Board will take appropriate measures in accordance with relevant regulations, including dismissal, demotion or transfer. If the behaviour involves illegality, it will be transferred to judicial authorities for handling in accordance with the law.

舉報機制

本集團已建立完善的舉報投訴機制，採取來信、來訪、來電及網絡「四位一體」的方式，以強化對腐敗、賄賂等不法行為的監管與治理。我們提供多元便捷的舉報渠道，確保員工及利益相關方能靈活舉報違規行為，並嚴格規範機制運行流程，確保所有案件均能即時、嚴謹地調查與處理。同時，我們承諾保護舉報人隱私，防止任何形式的報復，從而營造公開透明的企業環境，全面提升反貪腐工作的公信力與有效性。

我們鼓勵全體員工以及與我們有直接或間接業務關係的利益相關方舉報任何發現的貪腐行為，防範違規問題的滋生。審計風控部門負責受理舉報，對涉嫌商業違法行為展開深入調查，並將調查結果提交董事會或董事長審議。對於確定存在違規行為的個案，董事會將根據相關規定採取相應處置，包括撤職、降級或調職等處置；若行為涉及違法，則依法移交司法機關處理。

The whistleblower reports the corruption event via various channels

知情人士通過多渠道舉報貪腐事件

The Audit and Risk Control Department investigates the event and collects evidence

審計風控部進行調查取證

After confirming violations, they will be dealt with in accordance with relevant regulations

確認違規行為後依據相關規定予以處置

When necessary, a special investigation team is established, and external expert is invited to support the investigation

必要時成立特別調查小組，邀請外部專家協助調查

Anti-corruption reporting process

反貪腐舉報處理流程

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Responsibility to Customers

The Group pays attention to the diverse needs of customers. It is our responsibility to provide customers with safe, high-quality and high-efficiency products through innovative technology and design. In order to better serve our customers, we have established a customer complaint mechanism to listen to customer feedback and respond promptly, continuously improve product and service quality and thus increase customer satisfaction. At the same time, we also attach importance to customer privacy protection. It is our responsibility to protect customer privacy from being leaked.

Customer Complaint Handling

The Group has formulated the After-sales Claims Settlement Process and Policy and the Customer Complaints Handling Procedures to improve the complaint handling mechanism and ensure that customer opinions can be responded to and properly handled efficiently. We have set up customer complaint hotlines and mailboxes, and assigned dedicated persons to manage them to collect and feedback customer opinions in a timely manner. At the same time, customers can submit their opinions and suggestions on products and services through multiple channels such as telephone, Internet and customer satisfaction surveys. All relevant departments, including the customer service department, the quality department, the technology department and the supply chain management department, work together to resolve customer complaints. For major customer complaints, we promise to respond within 4 hours, complete containment measures within 24 hours, and submit an 8D (Eight Disciplines Problem Solving) report within 3 working days. In addition, we regularly record and compile statistics on problematic products and continuously optimise product quality and service standards to enhance customer satisfaction and brand reputation.

During the Year, the Group received a total of 47 complaints, all of which were resolved in accordance with the procedures.

客戶責任

本集團關注客戶的多樣化需求，通過創新技術和設計，為客戶提供安全、高質量、高效能的產品是我們的責任。為更好服務客戶，我們建立客戶投訴機制，以便聆聽客戶反饋並及時作出回應，不斷提高產品質量及服務質量進而提高客戶滿意度。同時，我們也重視客戶隱私保護，保護客戶私隱不被洩露是我們的責任。

客戶投訴處理

本集團通過制定《售後理賠流程及政策》及《顧客投訴處理程序》，以完善投訴處理機制，確保客戶意見能夠高效回應與妥善處理。我們設立客戶投訴熱線及郵箱，並指派專人負責管理，以及時收集並反饋客戶的意見。同時，客戶可通過電話、網絡及客戶滿意度調查等多元渠道提出對產品與服務的意見與建議。各相關部門，包括客服部、品質部、技術部、供應鏈管理部，通力協作，共同解決客戶投訴問題。對於重大客戶投訴，我們承諾在4小時內作出響應，24小時內完成圍堵措施，並於3個工作日內提交8D (Eight Disciplines Problem Solving)報告。此外，我們定期對錄得的問題產品進行記錄與統計，持續優化產品品質與服務標準，以提升客戶滿意度與品牌信譽。

年內，本集團共收到47宗投訴，均已按照流程對所有投訴進行解決。

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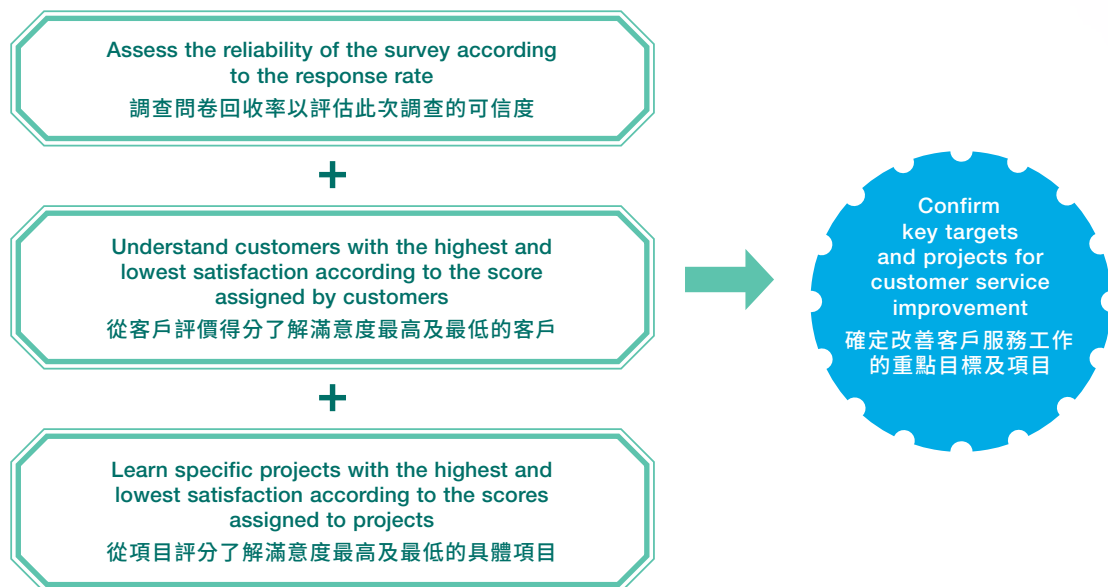
環境、社會及管治報告

Increase Customer Satisfaction

In order to continuously improve customer satisfaction and standardise customer satisfaction surveys, we have established relevant systems such as the Customer Satisfaction Measurement and Evaluation Procedures and the Stakeholder Satisfaction Survey Control Procedures. At the practical level, the Group actively builds customer communication channels and establishes multiple channels including official website, WeChat public account and other social platform accounts, telephone and email to communicate with customers. We regularly sort out and summarise information on new products and services, disseminate them through the above channels and keep them updated with customers. We also actively collect customer feedback to continuously improve customer satisfaction.

提高客戶滿意度

為不斷提高客戶滿意度，規範客戶滿意度調查工作，我們建立《顧客滿意度測量評價程序》和《利益相關方滿意度調查控制程序》等相關制度。在實際操作層面，本集團積極搭建客戶溝通渠道，設立包括官網、微信公眾號及其他社交平台賬號、電話及郵箱等多種渠道與客戶進行溝通。我們定期把新產品及服務信息進行梳理、整合，並通過以上渠道進行傳播以及與客戶同步，並積極收集客戶的反饋，進而不斷提高客戶滿意度。



Customer satisfaction survey mechanism
客戶滿意度調查工作機制

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Customer Privacy Protection

The Group has taken a number of measures to ensure the security of customer information and has strengthened the collection, review, maintenance and management of relevant information. We incorporate customer privacy protection clauses into contracts and further clarify relevant requirements in employment contracts and employee handbooks. The authority of all employees is strictly regulated, and no employee may disclose customer information to a third party without the customer's explicit consent. In addition, in order to further strengthen information confidentiality management, the Group issued the Warning Letter on Confidentiality Obligations in 2022, which provided detailed explanations and requirements on the confidentiality obligations of NVC International and its subsidiaries, effectively avoiding the risk of customer privacy leakage.

Community Engagement

The growth of an enterprise is closely related to the prosperity of society. We continue to pay attention to community development trends and actively explore opportunities to participate in community building in the future to fulfill our corporate responsibility and promote the creation of social value. Looking ahead, we will evaluate appropriate community investment methods based on our business characteristics, explore how to create a positive impact on local communities, and gradually promote the implementation of relevant measures to promote the common development of enterprises and communities.

客戶隱私保護

本集團已採取多項措施以確保客戶信息的安全，並加強了對相關信息的收集、查閱、維護及管理。我們將客戶隱私保護條款納入合同中，並在僱傭合約及員工手冊中對相關要求進行了進一步明確。所有員工的權限均有嚴格規範，未經客戶明確同意，任何員工不得向第三方洩露客戶信息。此外，為進一步加強信息保密管理，本集團於2022年發布了《關於保密義務的警示函》，對雷士國際及其子公司在保密義務方面作出了詳細說明與要求，有效避免了客戶隱私洩露的風險。

社區參與

企業的成長與社會的繁榮息息相關，我們持續關注社區發展動態，積極探索未來參與社區建設的機會，以發揮企業責任並促進社會價值的創造。展望未來，我們將結合業務特點，評估適切的社區投入方式，探索如何為當地社區創造積極影響，並逐步推動相關措施的落實，以促進企業與社區的共同發展。

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Laws and Regulations

The Group establishes and implements internal policies related to the environmental, social, and governance matters to ensure that its business operations comply with applicable laws and regulations. The table below lists the relevant laws and regulations:

法律及法規

本集團設立及實行環境、社會及管治相關的內部政策，確保業務營運遵循適用的法律法規。下表列出有關法律法規：

Aspect 層面	Applicable laws and regulations 適用的法律及法規	Compliance 合規情況
Environment 環境	<ul style="list-style-type: none"> Energy Conservation Law of the People's Republic of China Atmospheric Pollution Prevention and Control Law of the People's Republic of China Water Pollution Prevention and Control Law of the People's Republic of China Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Wastes Comprehensive Emission Standards for Air Pollutants Guangdong Province Air Pollutant Emission Limits Zhejiang Province Air Pollutant Prevention and Control Regulations Environmental Protection Law of the People's Republic of China 《中華人民共和國節約能源法》 《中華人民共和國大氣污染防治法》 《中華人民共和國水污染防治法》 《中華人民共和國固體廢棄物污染環境防治法》 《大氣污染物綜合排放標準》 廣東省《大氣污染物排放限值》 《浙江省大氣污染防治條例》 《中華人民共和國環境保護法》 	<p>During the Year, in terms of exhaust gas and greenhouse gas emissions, discharges to water and land, and generation of hazardous and non-hazardous wastes, the Group did not record any cases of violation of relevant laws and regulations that may have a significant impact on the Group, nor did it cause any significant impact on the environment and natural resources. In addition, there were no issues in sourcing water that was fit for the purpose.</p> <p>於本年度內，在廢氣及溫室氣體排放、向水及土地排污、有害及無害廢棄物的產生方面，本集團並無錄得可能對本集團產生重大影響的違反相關法例法規的個案，亦無對環境及天然資源造成重大影響。此外，本集團於求取適用水源上未存在任何問題。</p>
Employment and labour standards 僱傭及勞工準則	<ul style="list-style-type: none"> Labour Law of the People's Republic of China Labour Contract Law of the People's Republic of China Law of the People's Republic of China on the Protection of Minors Provisions on the Prohibition of Using Child Labour 《中華人民共和國勞動法》 《中華人民共和國勞動合同法》 《中華人民共和國未成年人保護法》 《禁止使用童工規定》 	<p>During the Year, there were no instances of non-compliance with relevant laws and regulations that had a significant impact on the Group relating to remuneration and resignation, recruitment and dismissal, promotion, working hours, holidays, equal opportunities, diversity, anti-discrimination and other treatment and benefits and the prevention of child and forced labour, and there was no reported case regarding child and forced labour.</p> <p>本年度，本集團無任何違反有關薪酬及離職、招聘及解僱、晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利，以及防止童工和強制勞工且對本集團有重大影響的相關法律法規事宜，亦無相關童工及強制勞工個案。</p>

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Aspect 層面	Applicable laws and regulations 適用的法律及法規	Compliance 合規情況
Health and safety 健康與安全	<ul style="list-style-type: none"> Work Safety Law of the People's Republic of China Law of the People's Republic of China on Prevention and Control of Occupational Diseases 《中華人民共和國安全生產法》 《中華人民共和國職業病防治法》 	<p>During the Year, there was no case of non-compliance with relevant laws and regulations which had a significant impact on the Group relating to providing a safe workplace and protecting employees from occupational hazards, and there was no reported case regarding work-related fatalities or occupational diseases.</p> <p>本年度，本集團無任何違反有關提供安全健康場所及保障僱員避免職業危害且對本集團造成重大影響的法律法規事宜，亦無因工死亡或職業病的個案。</p>
Product responsibility 產品責任	<ul style="list-style-type: none"> Patent Law of the People's Republic of China Product Quality Law of the People's Republic of China Tort Law of the People's Republic of China 《中華人民共和國專利法》 《中華人民共和國產品質量法》 《中華人民共和國侵權責任法》 	<p>During the Year, there were no products sold or shipped subject to recalls for safety and health reasons, and the Group was not involved in any litigation related to the infringement of intellectual property rights. There was no incident of non-compliance with laws and regulations regarding health and safety, advertising, labelling and privacy issues and remedies for the products and services provided.</p> <p>本年度，本集團未發生因安全與健康理由而需要回收已售或已運送的產品的情況，亦未涉及任何與侵犯知識產權有關的訴訟。有關所提供產品及服務的健康安全、廣告、標籤、私隱事宜及補救方法方面，並未錄得違反法律及法規的事件。</p>
Anti-corruption 反貪污	<ul style="list-style-type: none"> Criminal Law of the People's Republic of China Anti-Unfair Competition Law of the People's Republic of China 《中華人民共和國刑法》 《中華人民共和國反不正當競爭法》 	<p>During the Year, there was no case of non-compliance with relevant laws and regulations that had a significant impact on the Group relating to bribery, extortion, fraud, and money laundering, and the Group was not involved in any corruption cases.</p> <p>本年度，本集團無任何違反有關賄賂、勒索、欺詐及洗黑錢且對本集團有重大影響的相關法律及法規事宜，亦無涉及任何貪腐個案。</p>

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Performance Data Summary

數據表現摘要

Environmental Data ¹²

環境數據¹²

		2024年	2023年
Resources consumption	資源消耗		
Electricity (kWh)	電力 (度／千瓦時)	28,133,499	27,576,733
Petrol (Litre)	汽油 (公升)	39,515	41,869
Diesel (Litre)	柴油 (公升)	9,989	10,078
Natural gas (m ³)	天然氣 (立方米)	—	—
Total energy consumption (GJ)	能源消耗總量 (千兆焦耳)	102,898	100,972
Total energy intensity (GJ/thousand US\$ revenue)	總能源密度 (千兆焦耳／千元美元營業額)	0.4349	0.4279
Tap water (Tonne) ¹³	自來水 (公噸) ¹³	121,493	197,340
Water consumption intensity (Tonne/thousand US\$ revenue)	用水密度 (公噸／千元美／元營業額)	0.5135	0.8363
Greenhouse gas emissions	溫室氣體排放		
Total emissions (tCO ₂ e)	總排放量 (公噸二氧化碳當量)	15,227	15,865
Direct emission (scope 1) (tCO ₂ e)	直接排放 (範圍一) (公噸二氧化碳當量)	131	138
Indirect emission (scope 2) (tCO ₂ e)	間接排放 (範圍二) (公噸二氧化碳當量)	15,096	15,727
Emission intensity (tCO ₂ e/thousand US\$ revenue)	排放密度 (公噸二氧化碳當量／千元美元營業額)	0.0644	0.0666
Exhaust gas pollutants	廢氣污染物		
Nitrogen oxides (Tonne)	氮氧化物 (公噸)	0.2068	0.1703
Sulphur oxides (Tonne)	硫氧化物 (公噸)	0.0345	0.0008
PM (Tonne) ¹⁴	煙塵 (公噸) ¹⁴	0.3720	0.3123

¹² The diesel consumption data for 2023 has been revised, and the Scope 1 greenhouse gas emissions, exhaust emissions and intensity data related to diesel consumption have also been adjusted accordingly.

¹³ Due to the relocation of Vietnam NVC's factory in this Year, related facilities and water use management have been optimised, and water consumption has decreased compared to last year.

¹⁴ Since the PM of Vietnam NVC in this Year is recorded in units of mg/Nm³ in accordance with Vietnam's environmental laws, the PM of the Vietnam factory here is not included in the total statistics. The PM emission data generated by the four monitoring points of the Vietnam factory are: 29.80 mg/Nm³, 31.30 mg/Nm³, 30.96 mg/Nm³, 31.15 mg/Nm³.

¹² 2023年度柴油消耗數據已修訂，與柴油消耗相關之範圍一溫室氣體排放、廢氣排放及密度數據亦相應調整。

¹³ 本年度因越南雷士廠區遷移，相關設施與用水管理得到優化，耗水量較去年減少。

¹⁴ 本年度越南雷士之煙塵按照越南環境法律規定以mg/Nm³為單位記錄，因此，此處越南工廠煙塵未納入總量統計。越南工廠四個監測點所產生的煙塵排放量數據分別為：29.80 mg/Nm³，31.30 mg/Nm³，30.96 mg/Nm³，31.15 mg/Nm³。

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		2024年	2023年
Wastewater pollutants ¹⁵	廢水污染物¹⁵		
Chemical oxygen demand (Tonne)	化學需氧量 (公噸)	0.08	0.08
Ammonia – Nitrogen (Tonne)	氨氮 (公噸)	–	–
Hazardous waste	有害廢棄物		
Total amount of hazardous waste generated (Tonne)	有害廢棄物總量 (公噸)	5.66	13.22
Waste oil (Tonne)	廢油 (公噸)	–	0.01
Sludge residuals (Tonne)	剩餘污泥 (公噸)	–	–
Packages for waste mineral oil (Tonne)	廢棄礦物油包裝 (公噸)	–	–
Oily wastewater (Tonne)	含油廢水 (公噸)	0.06	0.50
Waste packaging drums (Tonne)	廢包裝桶 (公噸)	2.57	0.05
Waste lamp tubes (Tonne)	廢燈管 (公噸)	1.05	1.06
Activated carbon (Tonne)	活性炭 (公噸)	0.42	2.59
Waste circuit boards (Tonne)	廢舊電路板 (公噸)	1.08	9.00
Others ¹⁶ (Tonne)	其他 ¹⁶ (公噸)	0.49	0.01
Non-hazardous waste	一般廢棄物		
Total amount of non-hazardous waste generated (Tonne)	一般廢棄物總量 (公噸)	1,261	1,020
Recycled waste (Tonne)	回收量 (公噸)	845	542
Non-recyclable waste (Tonne)	不可回收量 (公噸)	416	478
Consumption of packaging materials	包裝材料使用量		
Total amount of packaging materials (Tonne)	包裝材料總量 (公噸)	22,797	22,538
Plastic bags (Tonne)	塑膠袋 (公噸)	125	82
Colour boxes (Tonne)	彩盒 (公噸)	2,167	2,857
Paper boxes (Tonne)	紙箱 (公噸)	20,477	19,540
Labels (Tonne)	標籤 (公噸)	28	9
Others (Tonne)	其他 (公噸)	0	50

¹⁵ Since the wastewater discharge from Vietnam NVC under the Group in this Year is recorded in mg/l in accordance with Vietnamese environmental laws, the wastewater discharge in Vietnam is not included in the total statistics. The pollutant data produced by the Vietnam factory are: COD 40mg/l and NH₄⁺ 0.15 mg/l.

¹⁶ Oil-containing rags and empty waste bottles.

¹⁵ 本年度集團越南雷士的廢水排放物按照越南環境法律規定以mg/l為單位紀錄，因此，此處越南廢水排放物未納入總量統計。越南工廠所產生的污染物數據分別為：COD 40mg/l和NH₄⁺ 0.15 mg/l。

¹⁶ 含油抹布及廢空瓶。

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Employee Data

員工數據

		2024年	2023年
Total number of employees	總人數	2,163	1,967
Gender distribution	性別分佈		
Male	男性	791	734
Female	女性	1,372	1,233
Functional distribution	職能分佈		
Management	管理人員	408	288
Front-line	前線	1,755	1,679
Age distribution	年齡分佈		
<30	<30	361	310
30-50	30-50	1,473	1,451
> 50	> 50	329	206
Regional distribution	地區分佈		
Mainland China	內地	1,603	1,532
Hong Kong	香港	0	0
Overseas	海外	560	435
Employment type distribution	僱傭類型分佈		
Full-time	全職	2,163	1,967
Part-time	兼職	–	–
Contract type distribution	合同類型分佈		
Long-term contract	長期合同	588	478
Fixed-term contract	固定期合同	1,575	1,489
Educational distribution	學歷分佈		
Doctor's degree	博士	–	–
Master's degree	碩士	16	17
Bachelor's degree	本科	250	224
College degree	大專	290	268
Below college degree	大專以下	1,607	1,458
Turnover – by age	流失情況—按年齡		
Number of employees lost	流失人數		
<30	<30	295	323
30-50	30-50	538	535
> 50	> 50	44	58
Quarterly average turnover rate	季度平均流失率		
<30	<30	20.43%	26.05%
30-50	30-50	9.13%	9.22%
> 50	> 50	3.34%	7.04%

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		2024年	2023年
Turnover – by region	流失情況－按地區		
Number of employees lost	流失人數		
Mainland China	內地	474	655
Hong Kong	香港	0	0
Overseas	海外	403	261
Quarterly average turnover rate	季度平均流失率		
Mainland China	內地	7.39%	10.69%
Hong Kong	香港	—	—
Overseas	海外	17.99%	15.00%
Turnover – by gender	流失情況－按性別		
Number of employees lost	流失人數		
Male	男性	293	357
Female	女性	584	559
Quarterly average turnover rate	季度平均流失率		
Male	男性	9.26%	12.16%
Female	女性	10.64%	11.33%
New hire – by age	新招聘情況－按年齡		
Number of new employees	新入職人數		
<30	<30	446	339
30-50	30-50	450	302
> 50	> 50	130	49
Quarterly average new hire rate	季度平均新入職率		
<30	<30	30.89%	27.34%
30-50	30-50	7.64%	5.20%
> 50	> 50	9.88%	5.95%
New hire – by region	新招聘情況－地區		
Number of new employees	新入職人數		
Mainland China	內地	357	355
Hong Kong	香港	0	0
Overseas	海外	669	335
Quarterly average new hire rate	季度平均新入職率		
Mainland China	內地	5.57%	5.79%
Hong Kong	香港	—	—
Overseas	海外	29.87%	19.25%

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		2024年	2023年
New hire – by gender	新招聘情況－按性別		
Number of new employees	新入職人數		
Male	男性	355	295
Female	女性	671	395
Quarterly average new hire rate	季度平均新入職率		
Male	男性	11.22%	10.05%
Female	女性	12.23%	8.01%
Training performance – by gender	培訓績效情況－按性別		
Total number of employees trained	受訓總人數		
Male	男性	509	646
Female	女性	921	979
Percentage of employees trained	受訓百分比		
Male	男性	64.35%	88.01%
Female	女性	67.13%	79.40%
Total training hours	受訓總時數		
Male	男性	15,627	7,260
Female	女性	18,242	12,402
Average training hours	平均受訓時數		
Male	男性	30.70	11.24
Female	女性	19.81	12.67
Training performance – by function	培訓績效情況－按職能		
Total number of employees trained	受訓總人數		
Management	管理人員	190	139
Front-line	前線	1,240	1,486
Percentage of employees trained	受訓百分比		
Management	管理人員	46.57%	48.26%
Front-line	前線	70.66%	88.51%
Total training hours	受訓總時數		
Management	管理人員	8,517	1,578
Front-line	前線	25,352	18,084
Average training hours	平均受訓時數		
Management	管理人員	44.83	11.35
Front-line	前線	20.45	12.17
Occupational safety and health training¹⁷	職業安全與健康培訓¹⁷		
Total training person-time	培訓總人次	4,671	3,618
Total training hours	培訓總時數	18,012	9,785

¹⁷ The data of occupational safety and health training covers data of Zhejiang Jiangshan Base, Shanghai Qingpu Base, Guangdong Zhuhai Base, Thailand Base and Vietnam NVC

¹⁷ 職業安全健康培訓數據披露浙江江山基地、上海青浦基地、廣東珠海基地、泰國基地及越南雷士的數據

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Operational Data

營運數據

				Unit 單位	2024年	2023年
Total number of suppliers	供應商總數	/		家	797	792
Regional distribution	地區分佈					
Hong Kong	香港地區	/		家	5	11
Mainland China	中國大陸	/		家	711	735
Other regions	其他地區	/		家	81	46
Community engagement	社區參與					
Public welfare investment	公益投入	RMB10,000	萬元		–	–
Hours of voluntary work	義務工作時數	Hour	小時		–	–

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Governance Structure	A statement from the board containing the following elements: (i) a disclosure of the board's oversight of ESG issues; (ii) the board's ESG management approach and strategy, including the process used to evaluate, prioritise and manage material ESG-related issues (including risks to the issuer's businesses); and how the board reviews progress made against ESG-related goals and targets with an explanation of how they relate to the issuer's businesses.	Board Statement
管治架構	董事會發出的聲明包含以下內容： (i) 披露董事會對環境、社會及管治事宜的監督； (ii) 董事會的環境、社會及管治管理方針及策略，包括用於評估、優先考慮及管理重大環境、社會及管治相關事宜（包括對發行人業務的風險）的流程；及董事會如何根據環境、社會及管治相關目標審查進展，並解釋其與發行人業務的關係。	董事會聲明

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Aspect 層面	Requirements of HKEX's Environmental, Social and Governance Reporting Code 香港聯交所《環境、社會及管治報告守則》要求	Section/Remark 章節／備註
Reporting Principles	<p>A description of, or an explanation on, the application of the following Reporting Principles in the preparation of the ESG report:</p> <p>(a) Materiality: The ESG report should disclose: (i) the process to identify and the criteria for the selection of material ESG factors; (ii) if a stakeholder engagement is conducted, a description of significant stakeholders identified, and the process and results of the issuer's stakeholder engagement.</p> <p>(b) Quantitative: Information on the standards, methodologies, assumptions and/or calculation tools used, and source of conversion factors used, for the reporting of emissions/energy consumption (where applicable) should be disclosed.</p> <p>(c) Consistency: The issuer should disclose in the ESG report any changes to the methods or KPIs used, or any other relevant factors affecting a meaningful comparison.</p>	<p>Reporting Guideline and Principle</p> <p>Materiality: The content and scope of this Report are based on communication with investors and other stakeholders, and identification of the materiality of ESG issues. For further details, please refer to the relevant content.</p> <p>Quantitative: This Report has provided relevant information on the scope, assumptions and/or calculation tools used to cover the KPIs.</p> <p>Consistency: Unless otherwise explicitly stated, the statistical methods used to disclose data in this Report remain consistent.</p>
報告原則	<p>對以下報告原則在編製環境、社會及管治報告中的應用的描述或解釋：</p> <p>(a) 重要性：環境、社會及管治報告應披露：(i)識別重大環境、社會及管治因素的過程和選擇標準；(ii)如果已進行持份者參與，已識別重要的持份者描述及發行人持份者參與的過程和結果。</p> <p>(b) 量化：有關匯報排放量／能源耗用（如適用）的標準、方法、假設和／或計算工具以及所使用的轉換系數來源的信息。</p> <p>(c) 一致性：發行人應在環境、社會及管治報告中披露統計方法或關鍵績效指標的變更，或任何其他影響有意義比較的相關因素。</p>	<p>報告指引及原則</p> <p>重要性：本報告的內容及範圍基於與投資者及其他利益相關方的溝通，以及對ESG議題實質性的識別。欲進一步了解詳情，請參閱相關內容。</p> <p>量化：本報告已就覆蓋關鍵績效指標所使用之範圍、假設及／或計算工具提供相關信息。</p> <p>一致性：除非另有明確說明，本報告中披露數據所採用的統計方法均保持一致。</p>
Reporting Boundary	<p>A narrative explaining the reporting boundaries of the ESG report and describing the process used to identify which entities or operations are included in the ESG report. If there is a change in the scope, the issuer should explain the difference and reason for the change.</p> <p>說明環境、社會及管治報告的報告邊界並描述挑選哪些實體或業務納入環境、社會及管治報告的過程。若匯報範圍發生變化，發行人應解釋不同之處及變動原因。</p>	<p>Reporting Boundary</p> <p>報告範圍</p>

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Materiality 實質性方面	GRI Indicators GRI指標	ESG Guide ESG指引	Description 描述	Section/Remark 章節／備註
General Disclosure 一般披露				
The Organisation and Its Reporting Practices 組織及其報告做法	2-1	–	Organisational details 組織詳細情況	Annual Report – Company Profile 年報－公司介紹
	2-2	–	Entities included in the Organisation's sustainability reporting 納入組織可持續發展報告的實體	About the Report 關於本報告
	2-3	–	Reporting period, frequency and contact point 報告期、報告頻率和聯繫人	About the Report 關於本報告
	2-4	–	Restatements of information 信息重述	No restatement 無重述
	2-5	–	External assurance 外部鑒證	No external assurance sought yet 無外部鑒證
Activities and Workers 活動和工作人員	2-6	B5.1、B5.2	Activities, value chain and other business relationships 活動、價值鏈和其他業務關係	Annual Report- Report of Directors 年報－董事會報告 Supply Chain Management 供應鏈管理
	2-7	B1.1	Employees 員工	Employee Composition 員工組成
	2-8	B1.1	Workers who are not employees 員工之外的工作人員	Employee Composition 員工組成

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Materiality 實質性方面	GRI Indicators GRI指標	ESG Guide ESG指引	Description 描述	Section/Remark 章節／備註
Governance 管治	2-9	–	Governance structure and composition 管治架構和組成	Annual Report- Corporate Governance Report 年報－企業管治報告
	2-10	–	Nomination and selection of the highest governance body 最高管治機構的提名和遴選	
	2-11	–	Chair of the highest governance body 最高管治機構的主席	
	2-12	–	Role of the highest governance body in overseeing the management of impacts 在管理影響方面，最高管治機構的監督作用	Board Statement 董事會聲明
	2-13	–	Delegation of responsibility for managing impacts 為管理影響的責任授權	Annual Report- Corporate Governance Report 年報－企業管治報告
	2-14	–	Role of the highest governance body in sustainability reporting 最高管治機構在可持續發展報告中的作用	Board Statement 董事會聲明
	2-15	–	Conflicts of interest 利益衝突	Annual Report- Corporate Governance Report 年報－企業管治報告
	2-16	–	Communication of critical concerns 重要關切問題的溝通	Materiality Assessment 重要議題評估
	2-17	–	Collective knowledge of the highest governance body 最高管治機構的共同知識	Board Statement 董事會聲明
	2-18	–	Evaluation of the performance of the highest governance body 對最高管治機構的績效評估	Annual Report- Corporate Governance Report – Remuneration Committee 年報－企業管治報告－薪酬委員會
	2-19	–	Remuneration policies 薪酬政策	
	2-20	–	Process to determine remuneration 確定薪酬的程式	
	2-21	–	Annual total remuneration ratio 年度總薪酬比率	

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Strategy, Policies and Practices 戰略、政策和實踐	2-22	–	Statement on sustainable development strategy 關於可持續發展戰略的聲明	Sustainability Management 可持續發展管理
	2-23	–	Policy commitments 政策承諾	Sustainability Management, Environmental Protection, Cherishing Talents, Excellence in Operations, Responsibility to Customers 可持續發展管理、 環境保護、珍視人才、 卓越運營、客戶責任
	2-24	–	Embedding policy commitments 融合政策承諾	Cherishing Talents 珍視人才
	2-25	–	Processes to remediate negative impacts 補救負面影響的程式	Customer Complaint Handling 客戶投訴處理
	2-26	–	Mechanisms for seeking advice and raising concerns 尋求建議和提出關切的機制	No major violations 無重大違規事例
	2-27	–	Compliance with laws and regulations 遵守法律法規	Sustainability Management 可持續發展管理
	2-28	–	Membership associations 協會的成員資格	
Stakeholder Engagement 利益相關方參與	2-29	–	Approach to stakeholder engagement 利益相關方參與的方法	Materiality Assessment 重要議題評估
	2-30	–	Collective bargaining agreements 集體談判協定	Not applicable for the places of operation, and abide by relevant laws and regulations 運營所在地不適用， 遵守相關法律法規

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Materiality 實質性方面	GRI Indicators GRI指標	ESG Guide ESG指引	Description 描述	Section/Remark 章節／備註
Material Topics 實質性議題				
Waste, Exhaust and Wastewater Management 廢棄物、廢棄和廢水管理	305-1 306 307-1	A1	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Environmental Protection 環境保護
	305-1 305-2 305-3 305-6 305-7	A1.1	The types of emissions and respective emissions data 排放物種類及相關排放數據	Emission Control, Performance Data Summary 排放控制、數據表現摘要
	305-1 305-2 305-4	A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility) 溫室氣體總排放量 (以公噸計算) 及 (如適用) 密度 (如以每產量單位、每項設施計算)	Tackling Climate Change, Performance Data Summary 應對氣候變化、數據表現摘要
	306-3	A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility) 所產生有害廢棄物總量 (以公噸計算) 及 (如適用) 密度 (如以每產量單位、每項設施計算)	Emission Control, Performance Data Summary 排放控制、數據表現摘要
	306-3	A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility) 所產生無害廢棄物總量 (以公噸計算) 及 (如適用) 密度 (如以每產量單位、每項設施計算)	Emission Control, Performance Data Summary 排放控制、數據表現摘要
	305-5	A1.5	Description of emissions target(s) set and steps taken to achieve them 描述減低排放量的措施及所得成果。	Environmental Protection 環境保護
	306-4 306-5	A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果	Emission Control 排放控制

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Energy Management 能源管理	302	A2	Policies on the efficient use of resources, including energy, water and other raw materials 有效使用資源 (包括能源、水及其他原材料) 的政策	Environmental Protection 環境保護
	302-1 302-3	A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility) 按類型劃分的直接及／或間接能源 (如電、氣或油) 總耗量 (以千個千瓦時計算) 及密度 (如以每產量單位、每項設施計算)	Tackling Climate Change, Performance Data Summary 應對氣候變化、數據表現摘要
	303-5	A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility) 總耗水量及密度 (如以每產量單位、每項設施計算)	Water Consumption, Performance Data Summary 水資源耗用、數據表現摘要
	302-4 302-5	A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them 描述能源使用效益計劃及所得成果	Environmental Protection 環境保護
	303-1	A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果	Water Consumption 水資源耗用
		A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced 製成品所用包裝材料的總量 (以公噸計算) 及 (如適用) 每生產單位佔量	Consumption of Packaging Materials 包裝材料耗用

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Materiality 實質性方面	GRI Indicators GRI指標	ESG Guide ESG指引	Description 描述	Section/Remark 章節／備註
Supply Chain Management 供應鏈管理	–	B5	Policies on managing environmental and social risks of the supply chain 管理供應鏈的環境及社會風險政策	Supply Chain Management 供應鏈管理
	–	B5.1	Number of suppliers by geographical region 按地區劃分的供應商數目	Supply Chain Management, Performance Data Summary 供應鏈管理、數據表現摘要
	303-1 308-1 308-2 414-1 414-2	B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法	Supply Chain Management 供應鏈管理
	303-1 308-1 308-2 414-1 414-2	B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法	Supply Chain Management 供應鏈管理
	306 308	B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法	Supply Chain Management 供應鏈管理
Customer Satisfaction 客戶滿意度	416-2 417-2 417-3 418-1 419-1	B6	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Responsibility to Customers 客戶責任
	418-1	B6.2	Number of products and service-related complaints received and how they are dealt with 接獲關於產品及服務的投訴數目以及應對方法	Customer Complaint Handling 客戶投訴處理
	404-1 418	B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored 描述消費者資料保障及私隱政策，以及相關執行及監察方法	Customer Privacy Protection 客戶隱私保護

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Materiality 實質性方面	GRI Indicators GRI指標	ESG Guide ESG指引	Description 描述	Section/Remark 章節／備註
Product and Service Quality Management 產品及服務質量管理	416-2 417-2 417-3 418-1 419-1	B6	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Product Responsibility 產品責任
	–	B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons 已售或已運送產品總數中因安全與健康理由而須回收的百分比	Product Recall Procedure 不合格品召回機制
	418-1	B6.2	Number of products and service-related complaints received and how they are dealt with 接獲關於產品及服務的投訴數目以及應對方法	Customer Complaint Mechanism 客戶投訴機制
	–	B6.3	Description of practices relating to observing and protecting intellectual property rights 描述與維護及保障知識產權有關的慣例	Intellectual Property Rights Protection 知識產權保障
	–	B6.4	Description of quality assurance process and recall procedures 描述質量檢定過程及產品回收程序	Product Recall Procedure 不合格品召回機制
	418	B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored 描述消費者資料保障及私隱政策，以及相關執行及監察方法	Customer Privacy Protection 客戶隱私保護
Research and Development, and Intellectual Property Rights 研發及知識產權	–	B6.3	Description of practices relating to observing and protecting intellectual property rights 描述與維護及保障知識產權有關的慣例。	Intellectual Property Rights Protection 知識產權保護
Economic Benefits 經濟效益	–	–	–	Sustainability Management 可持續發展管理

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Materiality 實質性方面	GRI Indicators GRI指標	ESG Guide ESG指引	Description 描述	Section/Remark 章節／備註
Other Topics 其他議題				
Environmental 環境				
The Environment and Natural Resources 環境及天然資源	–	A3	Policies on minimising the issuer's significant impacts on the environment and natural resources 減低發行人對環境及天然資源造成重大影響的政策	Ecological Environment Conservation 生態環境保護
	303-1 304-2 306-2	A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動	
Climate Change 氣候變化	–	A4	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策	Tackling Climate Change 應對氣候變化
	–	A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動	

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Materiality 實質性方面	GRI Indicators GRI指標	ESG Guide ESG指引	Description 描述	Section/Remark 章節／備註
Social 社會				
Employment 僱傭	–	B1	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例	Cherishing Talents 珍視人才
		B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region 按性別、僱傭類型（如全職或兼職）、年齡組別及地區劃分的僱員總數	Employee Composition 員工組成
		B1.2	Employee turnover rate by gender, age group and geographical region 按性別、年齡組別及地區劃分的僱員流失比率	
Occupational Health and Safety 職業健康及安全	403 419	B2	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Health and Safety 健康與安全
	403-9 403-10	B2.1	Number and rate of work-related fatalities 因工作關係而死亡的人數及比率。	Health and Safety 健康與安全
	–	B2.2	Lost days due to work injury 因工傷損失工作日數	Health and Safety 健康與安全
	403-1 403-3 403-5 403-7	B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored 描述所採納的職業健康與安全措施，以及相關執行和監察方法	Health and Safety 健康與安全

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Materiality 實質性方面	GRI Indicators GRI指標	ESG Guide ESG指引	Description 描述	Section/Remark 章節／備註
Employee Training and Promotion 員工培訓與晉升	404-2	B3	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動	Development and Training 發展及培訓
	–	B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management) 按性別及僱員類別 (如高級管理層、中級管理層等) 劃分的受訓僱員百分比	Development and Training, Performance Data Summary 發展及培訓、數據表現摘要
	404-1	B3.2	The average training hours completed per employee by gender and employee category 按性別及僱員類別劃分，每名僱員完成受訓的平均時數	Development and Training, Performance Data Summary 發展及培訓、數據表現摘要
Labour Standards 勞工準則	408 409 419-1	B4	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Protection of Employees' Rights and Interests 保障員工權益
	408-1 409-1	B4.1	Description of measures to review employment practices to avoid child and forced labour 描述檢討招聘慣例的措施以避免童工及強制勞工	Protection of Employees' Rights and Interests 保障員工權益
	408-1 409-1	B4.2	Description of steps taken to eliminate such practices when discovered 描述在發現違規情況時消除有關情況所採取的步驟	Protection of Employees' Rights and Interests 保障員工權益

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Materiality 實質性方面	GRI Indicators GRI指標	ESG Guide ESG指引	Description 描述	Section/Remark 章節／備註
Anti-corruption 反貪腐	205-2	B7	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Anti-corruption 反貪腐
	205-3	B7.1	Confirmed incidents of corruption and actions taken 已確認的貪腐事件及採取的行動	Anti-corruption 反貪腐
	205-3	B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored 描述防範措施及舉報程序，以及相關執行及監察方法	Anti-corruption 反貪腐
	—	B7.3	Description of anti-corruption training provided to directors and staff 描述向董事及員工提供的反貪污培訓	Anti-corruption 反貪腐
Local Community 當地社區	413	B8	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策	Community Engagement 社區參與
	203-1	B8.1	Focus areas of contribution 專注貢獻範疇	Community Engagement 社區參與
	201-1	B8.2	Resources contributed to the focus area. 在專注範疇所動用資源	Community Engagement, Performance Data Summary 社區參與、數據表現摘要

Independent Auditor's Report

獨立核數師報告

Deloitte.

德勤

TO THE SHAREHOLDERS OF NVC INTERNATIONAL HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

致雷士國際控股有限公司股東
(於開曼群島註冊成立的有限公司)

Opinion

We have audited the consolidated financial statements of NVC International Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 180 to 304, which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (the “IASB”) 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 International Standards on Auditing (“ISAs”). 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 International Ethics Standards Board for Accountants’ International Code of Ethics for Professional Accountants (including International Independence Standards) (the “IESBA Code”), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

本核數師（以下簡稱「我們」）已審計列載於第180頁至304頁雷士國際控股有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）的綜合財務報表，包括於2024年12月31日的綜合財務狀況表及截至該日止年度的綜合損益表以及綜合損益及其他全面收入表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括重大會計政策資料及其他說明性資料。

我們認為，此等綜合財務報表根據國際會計準則委員會（「國際會計準則委員會」）頒佈的國際財務報告準則會計準則真實公平地反映了貴集團於2024年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現及其綜合現金流量，並已按照香港公司條例的披露規定妥善編製。

意見的基礎

我們已根據國際審計準則（「國際審計準則」）進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據國際會計師道德標準委員會頒佈之國際專業會計師道德守則（包括國際獨立性標準）（「國際會計師道德標準委員會守則」），我們獨立於貴集團，並已履行國際會計師道德標準委員會守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

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獨立核數師報告

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.

Key audit matter

關鍵審計事項

Impairment assessment of interest in an associate, Brilliant Lights International Holding Pte. Ltd. ("BLIHP")

於一家聯營公司Brilliant Lights International Holding Pte. Ltd. (「BLIHP」) 的權益減值評估

We identified the impairment assessment of interest in an associate, BLIHP, as a key audit matter due to the significance of the balance to the total assets of the consolidated financial statements, and significant judgment and estimates are involved in determining the recoverable amount of interest in BLIHP.

我們將於聯營公司BLIHP的權益減值評估確定為關鍵審計事項，是由於餘額對綜合財務報表總資產的重要性，且於釐定於BLIHP的權益之可收回金額時涉及重大判斷及估計。

As at 31 December 2024, the Group had interest in BLIHP with carrying amount of approximately US\$112,715,000 which represented 24% of the net assets of the Group. As disclosed in Note 24 to the consolidated financial statements, BLIHP is engaged in investment holding, manufacture and sales of lamps, luminaries, lamp transformers, lighting electronic products and other appliances. Due to the deteriorated financial performance of BLIHP, the Group's management conducted an impairment assessment of the interest in BLIHP by comparing the recoverable amount of the interest in BLIHP which were estimated based on value in use calculation with the carrying amount.

於2024年12月31日，貴集團於BLIHP擁有權益，賬面值約為112,715千美元，佔貴集團淨資產的24%。誠如綜合財務報表附註24所披露，BLIHP從事投資控股以及製造及銷售光源、燈具、燈用鎮流器、照明電子產品及其他電器。由於BLIHP的財務業績惡化，貴集團管理層通過比較於BLIHP權益的可收回金額（根據使用價值計算估計）與賬面值對於BLIHP的權益進行減值評估。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Our procedures in relation to the impairment assessment of interest in BLIHP included:

我們有關於BLIHP的權益減值評估的程序包括：

- Understanding and evaluating the key control over the management's impairment assessment process of its interest in BLIHP;
- 了解及評估管理層就其於BLIHP的權益減值評估過程中所進行的主要控制；
- Evaluating the competence, capabilities and objectivity of the independent qualified professional valuer and obtaining an understanding of its scope of work and terms of engagement;
- 評估獨立合資格專業估值師的勝任能力、專業能力及客觀性，並了解其工作範圍及聘用條款；

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Key Audit Matters (continued)

關鍵審計事項 (續)

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Impairment assessment of interest in an associate, Brilliant Lights International Holding Pte. Ltd. ("BLIHP") (continued)
於一家聯營公司Brilliant Lights International Holding Pte. Ltd. 「BLIHP」的權益減值評估 (續)

The Group's management engaged an independent qualified professional valuer to assist them to determine the recoverable amount of interest in BLIHP, based on the past performance of BLIHP and the expectations from the Group's management for the market development estimate. The value in use calculation is based on the investor's share of the present value of the estimated future cash flows expected to be generated by BLIHP, based on certain key assumptions and inputs, namely sales growth rates, gross margin, long-term growth rates and discount rate, used to estimate future cash flows.

貴集團的管理層委聘獨立合資格專業估值師協助彼等根據BLIHP的過往表現以及貴集團管理層對市場發展估計的預期釐定於BLIHP之權益的可收回金額。計算使用價值基於投資者應佔預期BLIHP將產生的估計未來現金流量的現值，而其估計乃基於若干關鍵假設及輸入，即估計未來現金流量所用的銷售增長率、毛利率、長期增長率及折現率。

Based on the value in use of the interest in BLIHP, impairment loss of US\$26,562,000 was recognised during the year ended 31 December 2024.

基於BLIHP的權益的使用價值，截至2024年12月31日止年度確認減值虧損26,562千美元。

- Challenging the reasonableness of the key assumptions and inputs, namely sales growth rates and gross margin, based on the historical financial performance of BLIHP and the industry trend; and
- 根據BLIHP歷史財務表現及行業趨勢，質詢關鍵假設及輸入（即銷售增長率及毛利率）的合理性；及
- Engaging our internal valuation expert to evaluate the appropriateness of the valuation technique, i.e. discounted cash flows method, and the reasonability of the long-term growth rate and of discount rate used in the value in use calculation.
- 委託我們的內部估值專家評估計算使用價值時使用的估值方法（即折現現金流量法）的適當性及長期增長率及折現率的合理性。

Independent Auditor's Report

獨立核數師報告

Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the 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.

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards as issued by the IASB 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.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他信息

貴公司董事須對其他信息負責。其他信息包括刊載於年報內的信息，但不包括綜合財務報表及我們列載於其中的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

就我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則委員會頒佈的國際財務報告準則會計準則及香港公司條例的披露要求編製真實公平的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

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

治理層須負責監督 貴集團的財務報告過程。

Independent Auditor's Report

獨立核數師報告

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 our agreed terms of 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 ISAs 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 ISAs, 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅按照我們同意的委聘條款向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照國際審計準則進行的審計工作總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們個別或匯總起來可能影響綜合財務報表使用者倚賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據國際審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應此等風險設計及執行審核程序，獲得充足及適當審核憑證為我們的意見提供基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險較因錯誤而導致的重大錯誤陳述的風險為高。
- 了解與審計相關的內部監控，以設計適當的審計程序，但目的並非對貴集團內部監控的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Independent Auditor's Report

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(continued)*

- 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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance 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.

核數師就審計綜合財務報表承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，決定是否存在與事件或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 規劃並執行集團審計，以就集團內實體或業務單位的財務資料獲取充分、適當的審計憑證，以便為形成集團財務報表發表意見提供基準。我們負責指導、監督及審閱為集團審計工作而執行的審計工作。我們對審計意見承擔全部責任。

除其他事項外，我們與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部監控的任何重大缺陷。

Independent Auditor's Report

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(continued)*

We also provide those charged with governance 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, actions taken to eliminate threats or safeguards applied.

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

The engagement partner on the audit resulting in the independent auditor's report is Wong Ka I.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong
28 March 2025

核數師就審計綜合財務報表承擔的責任 (續)

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有和其他事項，以及在適用的情況下，為消除威脅而採取的行動及採用的相關防範措施。

從與治理層溝通的事項中，我們釐定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是黃嘉儀。

德勤•關黃陳方會計師行
執業會計師

香港
2025年3月28日

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 December 2024

截至2024年12月31日止年度

		NOTES 附註	2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Revenue	收入	5	236,603	235,978
Cost of sales	銷售成本		(161,952)	(168,660)
GROSS PROFIT	毛利		74,651	67,318
Other income	其他收入	7	6,699	6,605
Other gains and losses	其他損益	8	(850)	2,253
Selling and distribution expenses	銷售及分銷費用		(30,843)	(34,851)
Administrative expenses	管理費用		(33,939)	(36,572)
(Impairment losses recognised)	就於聯營公司的權益 (確認的	24		
reversal of impairment losses in	減值損失) 減值損失沖銷		(26,562)	24,229
respect of interests in associates				
Reversal of impairment losses	預期信貸損失模型下	9		
under expected credit loss	減值損失沖銷		766	350
model			(7,398)	(5,184)
Other expenses	其他費用	10		
Finance costs	財務費用	11	(709)	(875)
Share of results of associates	應佔聯營公司業績		5,878	17,163
(LOSS) PROFIT BEFORE TAX	稅前 (虧損) 利潤		(12,307)	40,436
Income tax expense	所得稅費用	12	(3,048)	(2,786)
(LOSS) PROFIT FOR THE YEAR	本年 (虧損) 利潤	13	(15,355)	37,650
(Loss) profit for the year attributable	本公司擁有人應佔本年			
to owners of the Company	(虧損) 利潤		(17,450)	35,713
Profit for the year attributable to	非控制性權益應佔本年利潤		2,095	1,937
non-controlling interests			(15,355)	37,650
(LOSS) EARNINGS PER SHARE	每股 (虧損) 盈利		2024	2023
Basic (US\$ cents)	基本 (美仙)	17	(3.44)	7.79

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收入表

For the year ended 31 December 2024

截至2024年12月31日止年度

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
(LOSS) PROFIT FOR THE YEAR	本年（虧損）利潤	(15,355)	37,650
OTHER COMPREHENSIVE INCOME (EXPENSE)	其他全面收入（費用）		
<i>Items that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益表的項目：</i>		
– Fair value gain (loss) on investments in equity instruments at fair value through other comprehensive income ("FVTOCI"), net of related income tax	– 按公允價值計入其他全面收入（「按公允價值計入其他全面收入」）的權益工具投資公允價值收益（虧損），扣除相關所得稅	430	(160)
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後重新分類至損益表的項目：</i>		
– Exchange differences arising on translation of foreign operations	– 換算海外業務產生的匯兌差額	(5,575)	(12,647)
– Share of other comprehensive expense of associates, net of related income tax	– 應佔聯營公司其他全面費用，扣除相關所得稅	(2,109)	(2,080)
		(7,684)	(14,727)
OTHER COMPREHENSIVE EXPENSE FOR THE YEAR	本年其他全面費用	(7,254)	(14,887)
TOTAL COMPREHENSIVE (EXPENSE) INCOME FOR THE YEAR	本年全面（費用）收入合計	(22,609)	22,763
Total comprehensive (expense) income attributable to:	以下各方應佔的全面（費用）收入合計：		
– Owners of the Company	– 本公司擁有人	(25,138)	20,334
– Non-controlling interests	– 非控制性權益	2,529	2,429
		(22,609)	22,763

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2024

於2024年12月31日

		NOTES 附註	31 December 2024 2024年 12月31日 US\$'000 千美元	31 December 2023 2023年 12月31日 US\$'000 千美元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	62,678	50,195
Right-of-use assets	使用權資產	19	21,938	24,627
Investment properties	投資物業	20	1,438	1,540
Goodwill	商譽	21	29,406	29,845
Other intangible assets	其他無形資產	22	37,217	42,481
Interests in associates	於聯營公司之權益	24	114,523	156,478
Equity instruments at FVTOCI	按公允價值計入其他全面 收入的權益工具	25	2,349	1,919
Deferred tax assets	遞延稅項資產	34	1,485	1,518
Deposits	保證金	27	41,148	41,993
			312,182	350,596
CURRENT ASSETS	流動資產			
Inventories	存貨	28	40,361	45,236
Trade and bills receivables	貿易及票據應收賬款	26	49,535	49,464
Other receivables, deposits and prepayments	其他應收賬款、保證金及預付款	27	10,671	13,437
Tax recoverable	預付稅項		12	–
Financial assets at FVTPL	按公允價值計入損益的金融資產	29	54,731	3,939
Fixed deposits with maturity of more than three months	期限超過三個月的定期存款	30	–	21,158
Cash and cash equivalents	現金及現金等價物	30	93,928	108,273
			249,238	241,507
CURRENT LIABILITIES	流動負債			
Trade payables	貿易應付賬款	31	40,854	39,445
Other payables and accruals	其他應付賬款及預提費用	32	32,498	29,501
Contract liabilities	合同負債	33	2,184	5,516
Borrowings	借款	35	2,603	1,699
Deferred income	遞延收益	36	140	142
Lease liabilities	租賃負債	37	1,436	1,793
Financial liabilities at FVTPL	按公允價值計入損益的金融負債	29	334	–
Tax liabilities	稅務負債		2,492	1,082
			82,541	79,178
NET CURRENT ASSETS	淨流動資產		166,697	162,329
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		478,879	512,925

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2024

於2024年12月31日

		NOTES 附註	31 December 2024 2024年 12月31日 US\$'000 千美元	31 December 2023 2023年 12月31日 US\$'000 千美元
NON-CURRENT LIABILITIES	非流動負債			
Deferred income	遞延收益	36	218	221
Lease liabilities	租賃負債	37	2,134	3,438
Deferred tax liabilities	遞延稅項負債	34	6,456	6,665
Financial liabilities at FVTPL	按公允價值計入損益的金融負債	29	2,141	–
			10,949	10,324
NET ASSETS	淨資產		467,930	502,601
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	38	1	1
Reserves	儲備		456,497	483,770
Equity attributable to owners of the Company	本公司擁有人應佔權益		456,498	483,771
Non-controlling interests	非控制性權益		11,432	18,830
TOTAL EQUITY	總權益		467,930	502,601

The consolidated financial statements on pages 180 to 304 were approved and authorised for issue by the board of directors on 28 March 2025 and are signed on its behalf by:

載於第180至304頁之綜合財務報表已於2025年3月28日經董事會批准及授權刊發，並由下列董事代表簽署：

WANG DONGLEI
王冬雷
DIRECTOR
董事

CHAN KIM YUNG, EVA
陳劍瑤
DIRECTOR
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2024

截至2024年12月31日止年度

Attributable to the owners of the Company 本公司擁有人應佔												
	Share capital 股本 US\$'000 千美元	Share premium 股份溢價 US\$'000 千美元	Equity reserve 權益儲備 US\$'000 千美元	Investment revaluation reserve 投資重估儲備 US\$'000 千美元	Statutory reserve 法定公積金 US\$'000 千美元	Foreign currency translation reserve 外幣換算儲備 US\$'000 千美元	Other reserve 其他儲備 US\$'000 千美元	Retained profits 留存利潤 US\$'000 千美元	Total 合計 US\$'000 千美元	Non-controlling interests 非控制性權益 US\$'000 千美元	Total equity 總權益 US\$'000 千美元	
					(note 1)		(note 1)					
					(附註1)		(附註1)					
At 1 January 2023	- *	336,088	(659)	(1,303)	18,655	(39,601)	-	141,312	454,492	16,916	471,408	
Profit for the year	-	-	-	-	-	-	-	35,713	35,713	1,937	37,650	
Other comprehensive (expense) income:												
Fair value loss on investments in equity instruments at FVOCI, net of tax	-	-	-	(160)	-	-	-	-	(160)	-	(160)	
Exchange differences arising on translation of foreign operations	-	-	-	-	-	(13,139)	-	-	(13,139)	492	(12,647)	
Share of other comprehensive expense of associates, net of related income tax	-	-	-	-	-	(2,080)	-	-	(2,080)	-	(2,080)	
Total comprehensive (expense) income for the year	-	-	-	(160)	-	(15,219)	-	35,713	20,334	2,429	22,763	
Dividends paid to non-controlling interests	-	-	-	-	-	-	-	-	-	(515)	(515)	
Issue of shares (Note 38)	1	8,944	-	-	-	-	-	-	8,945	-	8,945	
Transfer to statutory reserve, net of utilisation	-	-	-	-	967	-	-	(967)	-	-	-	
At 31 December 2023	1	345,032	(659)	(1,463)	19,622	(54,820)	-	176,058	483,771	18,830	502,601	

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2024

截至2024年12月31日止年度

Attributable to the owners of the Company 本公司擁有人應佔												
	Share capital	Share premium	Equity reserve	Investment revaluation reserve	Statutory reserve	Foreign currency translation reserve	Other reserve	Retained profits	Total	Non-controlling interests	Total equity	
	股本	股份溢價	權益儲備	重估儲備	法定公積金	外幣換算儲備	其他儲備	留存利潤	合計	非控制性權益	總權益	
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	
	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	
	(note 1)	(note 1)	(note 1)	(note 1)	(note 1)	(note 1)	(note 1)	(note 1)	(note 1)	(note 1)	(note 1)	
	(附註1)	(附註1)	(附註1)	(附註1)	(附註1)	(附註1)	(附註1)	(附註1)	(附註1)	(附註1)	(附註1)	
(Loss) profit for the year	-	-	-	-	-	-	-	(17,450)	(17,450)	2,095	(15,355)	
Other comprehensive income (expense):												
Fair value gain on investments in equity instruments at FVOCI, net of related income tax	-	-	-	430	-	-	-	-	430	-	430	
Exchange differences arising on translation of foreign operations	-	-	-	-	-	(6,009)	-	-	(6,009)	434	(5,575)	
Share of other comprehensive expense of associates, net of related income tax	-	-	-	-	-	(2,109)	-	-	(2,109)	-	(2,109)	
Total comprehensive income (expense) for the year	-	-	-	430	-	(8,118)	-	(17,450)	(25,138)	2,529	(22,609)	
Acquisition of additional interest of a non-wholly owned subsidiary	-	-	-	-	-	-	(2,135)	-	(2,135)	414	(1,721)	
Dividends paid to non-controlling interests (Note 40)	-	-	-	-	-	-	-	-	-	(10,341)	(10,341)	
Transfer to statutory reserve, net of utilisation	-	-	-	-	1,493	-	-	(1,493)	-	-	-	
At 31 December 2024	1	345,032	(659)	(1,033)	21,115	(62,938)	(2,135)	157,115	456,498	11,432	467,930	
				</								

* Less than US\$1,000
* 少於1千美元

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2024

截至2024年12月31日止年度

Notes:

附註：

- (i) In accordance with the Articles of Association of the Company's subsidiaries established in the People's Republic of China (the "PRC") and relevant PRC laws and regulations, these subsidiaries are required to transfer at least 10% of their profit after taxation, which is determined in accordance with the PRC accounting rules and regulations, to a statutory reserve fund (including the general reserve fund and enterprise expansion fund, where appropriate). Transfer to this statutory reserve fund is subject to the approval of the respective board of directors, and is discretionary when the balance of such fund has reached 50% of the registered capital of the respective company. Statutory reserve fund can only be used to offset accumulated losses or to increase capital.
- (ii) On 7 March 2024, the Company acquired additional 40% interest in a non-wholly owned subsidiary from the non-controlling shareholders for a cash consideration of US\$582,000 (equivalent to SEK6,000,000) plus a contingent consideration payable of US\$1,139,000 which is recorded as financial liabilities at fair value though profit or loss at the date of acquisition. The difference between the consideration and the carrying amount of the net liabilities attributable to the additional interest in the non-wholly owned subsidiary acquired from the non-controlling shareholders of US\$2,135,000 was recorded in "other reserve". Upon completion of this acquisition, the non-wholly owned subsidiary became a wholly-owned subsidiary of the Company.

- (i) 根據在中華人民共和國（「中國」）成立的本公司附屬公司的公司章程以及相關中國法律法規，該等附屬公司必須將其根據中國會計準則及法規釐定稅後利潤的至少10%轉撥至法定公積金（包括一般儲備金及企業擴張基金（如適用））。轉撥至該法定公積金需獲得各自董事會批准，並在該基金的餘額達至各自公司註冊資金的50%時可以酌情決定。法定公積金僅可用於抵銷累計虧損或增加資本。
- (ii) 於2024年3月7日，本公司以582千美元（相當於6,000,000瑞典克朗）的現金代價加上應付或有代價1,139千美元（以購買日期按公允價值計入損益的金融負債入賬）向非控制性股東收購了一家非全資附屬公司的額外40%權益。向非控制性股東收購非全資附屬公司額外權益的代價與淨負債賬面價值之間的差額2,135千美元，入賬「其他儲備」。本次收購完成後，該非全資附屬公司成為本公司的全資附屬公司。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2024

截至2024年12月31日止年度

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
OPERATING ACTIVITIES	經營活動		
(Loss) profit before tax	稅前(虧損)利潤	(12,307)	40,436
Adjustments for:	就以下各項作出調整：		
Interest income	利息收入	(2,819)	(1,432)
(Gain) loss on fair value changes of held-for-trading investments	持作買賣投資的公允價值變動(收益)虧損	(792)	668
Loss on fair value changes of contingent consideration payable	應付或有代價的公允價值變動虧損	1,193	—
Loss on disposal of property, plant and equipment	處置物業、廠房及設備項目的虧損	686	385
Impairment losses recognised (reversal of impairment losses) in respect of interests in associates	就於聯營公司的權益確認的減值損失(減值損失沖銷)	26,562	(24,229)
Reversal of impairment losses on trade receivables	貿易應收賬款的減值虧損撥回	(1,022)	(94)
Impairment losses (reversal of impairment losses) on other receivables, net of reversal	其他應收賬款的減值損失(減值損失沖銷)，扣除沖銷	256	(256)
Finance costs	財務費用	709	875
Share of results of associates	應佔聯營公司業績	(5,878)	(17,163)
Amortisation of other intangible assets	其他無形資產攤銷	4,895	6,457
Depreciation of property, plant and equipment	物業、廠房及設備折舊	5,505	5,675
Depreciation of investment properties	投資物業折舊	79	237
Depreciation of right-of-use assets	使用權資產折舊	2,372	2,706
Write-down of inventories	撇減存貨	1,552	1,340

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2024

截至2024年12月31日止年度

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	20,991	15,605
Decrease in inventories	存貨減少	2,700	16,725
Decrease (increase) in trade and bills receivables	貿易及票據應收賬款減少 (增加)	216	(4,298)
Decrease (increase) in other receivables, deposits and prepayments	其他應收賬款、保證金及預付款減少 (增加)	2,338	(1,561)
Increase in trade and bills payables	貿易及票據應付賬款增加	2,009	7,227
(Decrease) increase in other payables and accruals	其他應付賬款及預提費用 (減少) 增加	(4,961)	5,144
(Decrease) increase in contract liabilities	合同負債 (減少) 增加	(3,284)	8
Cash generated from operations	經營產生的現金	20,009	38,850
Income tax paid	已繳所得稅	(1,699)	(3,755)
NET CASH FROM OPERATING ACTIVITIES	經營活動所得現金淨額	18,310	35,095
INVESTING ACTIVITIES	投資活動		
Dividend received from associates	收取來自聯營公司的股息	16,982	—
Placement of fixed deposits with maturity more than three months	存置期限超過三個月的定期存款	—	(21,239)
Withdrawal of fixed deposits with maturity more than three months	動用期限超過三個月的定期存款	21,057	—
Withdrawal of pledged bank deposits	動用抵押的銀行存款	—	52,875
Interest received	已收利息	2,819	1,432
Purchases of property, plant and equipment	購買物業、廠房及設備	(20,222)	(3,645)
Proceeds from disposal of property, plant and equipment	處置物業、廠房及設備的所得款項	429	525
Purchases of financial assets at FVTPL	購買按公允價值計入損益的金融資產	(50,000)	—
Realisation of derivative financial liabilities	衍生金融負債變現	—	(1,405)
Additions to other intangible assets	添置其他無形資產	(500)	(3,337)
NET CASH (USED IN) FROM INVESTING ACTIVITIES	投資活動 (所用) 所得現金淨額	(29,435)	25,206

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2024

截至2024年12月31日止年度

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
FINANCING ACTIVITIES	融資活動		
Issue of shares	發行股份	–	8,945
Proceeds of bank loans	銀行貸款所得款項	29,713	179
Repayment of bank loans	償還銀行貸款	(28,775)	(37,610)
Advance from an associate	聯營公司墊款	8,426	–
Lease payments	租賃付款	(1,655)	(1,563)
Interest paid	已付利息	(709)	(875)
Acquisition of additional interest of a non-wholly owned subsidiary	收購非全資附屬公司的 額外權益	(582)	–
Dividends paid to non-controlling interests	向非控制性權益派付股息	(10,341)	–
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用現金淨額	(3,923)	(30,924)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物 (減少) 增加 淨額	(15,048)	29,377
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF YEAR	年初現金及現金等價物	108,273	85,057
Effect of foreign exchange rate changes, net	匯率變動影響淨額	703	(6,161)
CASH AND CASH EQUIVALENTS AT THE END OF YEAR, represented by bank balances and cash	年末現金及現金等價物， 指銀行結餘及現金	93,928	108,273

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2024

截至2024年12月31日止年度

1. GENERAL INFORMATION

NVC International Holdings Limited (the “Company”) is a public limited company incorporated in the territory of the British Virgin Islands (the “BVI”) as a limited liability company on 2 March 2006 and was redomiciled to the Cayman Islands on 30 March 2010 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. Its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited. Its substantial shareholder is Elec-Tech International Co. Ltd., with its shares listed on the Shenzhen Stock Exchange in the People's Republic of China (the “PRC”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are the manufacture and sale of lamps, luminaries, lighting electronic products and related products. Information on the Group's subsidiaries is set out in Note 40.

The functional currency of the Company is United States dollars (“US\$”), and the consolidated financial statements are presented in US\$ and all values are rounded to the nearest thousand except when otherwise indicated.

1. 一般資料

雷士國際控股有限公司（「本公司」）是一家公眾有限公司，於2006年3月2日在英屬維爾京群島（「英屬維爾京群島」）註冊成立，並於2010年3月30日遷冊至開曼群島，成為開曼群島法例第22章公司法（1961年法例三，經合併及修訂）下的獲豁免有限責任公司。其股份於香港聯合交易所有限公司主板上市。其主要股東為安徽德豪潤達電氣股份有限公司（其股份在中華人民共和國（「中國」）深圳證券交易所上市）。本公司的註冊辦事處及主要營業地點的地址於年報公司資料一節披露。

本公司及其附屬公司（統稱「本集團」）的主要業務為生產及銷售光源、燈具、照明電器及相關產品。本集團附屬公司的資料載於附註40。

本公司的功能貨幣為美元（「美元」），綜合財務報表以美元呈列，除非另有說明，所有數值均四捨五入至最接近的千位。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2024

截至2024年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ACCOUNTING STANDARDS (“IFRS ACCOUNTING STANDARDS”)

Amendments to IFRSs Accounting Standards that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to IFRSs Accounting Standards issued by the International Accounting Standards Board (“IASB”) for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 January 2024 for the preparation of the consolidated financial statements:

Amendments to IFRS 16	Lease Liability in a Sale and Leaseback
Amendments to IAS 1	Classification of Liabilities as Current or Non-current
Amendments to IAS 1	Non-current Liabilities with Covenants
Amendments to IAS 7 and IFRS 7	Supplier Finance Arrangements

The application of the amendments to IFRSs Accounting Standards in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 採用新訂國際財務報告準則會計準則（「國際財務報告準則會計準則」）及其修訂本

於本年度強制生效的國際財務報告準則會計準則之修訂

於本年度，本集團已首次應用由國際會計準則委員會（「國際會計準則委員會」）頒佈並於2024年1月1日開始的本集團年度期間強制生效的以下國際財務報告準則會計準則的修訂，以編製綜合財務報表：

國際財務報告準則第16號之修訂	售後回租中之租賃責任
國際會計準則第1號之修訂	負債分類為流動或非流動
國際會計準則第1號之修訂	有契約之非流動負債
國際會計準則第7號及國際財務報告準則第7號之修訂	供應商融資安排

本年度採用國際財務報告準則會計準則之修訂，對本集團本年度及過往年度的財務狀況和業績及／或此等綜合財務報表中的披露並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2024

截至2024年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ACCOUNTING STANDARDS (“IFRS ACCOUNTING STANDARDS”) (continued)

New and amendments to IFRSs Accounting Standards in issue but not yet effective

The Group has not early applied the following new and amendments to IFRS Accounting Standards that have been issued but are not yet effective:

Amendments to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instruments ³
Amendments to IFRS 9 and IFRS 7	Contracts Referencing Nature-dependent Electricity ³
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to IFRS Accounting Standards	Annual Improvements to IFRS Accounting Standards – Volume 11 ³
Amendments to IAS 21	Lack of Exchangeability ²
IFRS 18	Presentation and Disclosure in Financial Statements ⁴

- ¹ Effective for annual periods beginning on or after a date to be determined.
- ² Effective for annual periods beginning on or after 1 January 2025.
- ³ Effective for annual periods beginning on or after 1 January 2026.
- ⁴ Effective for annual periods beginning on or after 1 January 2027.

Except as described below, the directors of the Company anticipate that the application of all other amendments to IFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

2. 採用新訂國際財務報告準則會計準則（「國際財務報告準則會計準則」）及其修訂本（續）

已頒佈但未生效的新訂國際財務報告準則會計準則及其修訂本

本集團並無提早採用下列已頒佈但尚未生效的新訂國際財務報告準則會計準則及其修訂本：

國際財務報告準則第9號及國際財務報告準則第7號之修訂	金融工具分類及計量之修訂 ³
國際財務報告準則第9號及國際財務報告準則第7號之修訂	涉及依賴自然能源生產電力之合同 ³
國際財務報告準則第10號及國際會計準則第28號之修訂	投資者與其聯營公司或合營企業間之資產出售或注資 ¹
國際財務報告準則會計準則之修訂	國際財務報告準則會計準則年度改進—第11卷 ³
國際會計準則第21號之修訂	缺乏交換性 ²
國際財務報告準則第18號	財務報表呈列及披露 ⁴

- ¹ 於將予釐定的日期或之後開始的年度期間生效。
- ² 自2025年1月1日或之後開始的年度期間生效。
- ³ 自2026年1月1日或之後開始的年度期間生效。
- ⁴ 自2027年1月1日或之後開始的年度期間生效。

除下文所述者外，本公司董事預期應用國際財務報告準則會計準則所有其他修訂本於可見將來不會對綜合財務報表造成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2024

截至2024年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ACCOUNTING STANDARDS (“IFRS ACCOUNTING STANDARDS”) (continued)

IFRS 18 Presentation and Disclosure in Financial Statements

IFRS 18 *Presentation and Disclosure in Financial Statements*, which sets out requirements on presentation and disclosures in financial statements, will replace IAS 1 *Presentation of Financial Statements*. This new IFRS Accounting Standard, while carrying forward many of the requirements in IAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some IAS 1 paragraphs have been moved to IAS 8 and IFRS 7. Minor amendments to IAS 7 *Statement of Cash Flows* and IAS 33 *Earnings per Share* are also made.

IFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of the new standard is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements. The Group is in the process of assessing the detailed impact of IFRS 18 on the Group's consolidated financial statements.

2. 採用新訂國際財務報告準則會計準則（「國際財務報告準則會計準則」）及其修訂本（續）

國際財務報告準則第18號財務報表呈列及披露

國際財務報告準則第18號「財務報表呈列及披露」規定了財務報表呈列及披露的要求，將取代國際會計準則第1號「財務報表呈列」。此項新訂國際財務報告準則會計準則於延續國際會計準則第1號的諸多規定同時，亦引入了新的要求，即在損益表中呈列指定類別及定義的小計；在財務報表附註中披露管理定義的績效指標，並改善財務報表中所披露資料的總計及分解。此外，國際會計準則第1號中的一些段落已移至國際會計準則第8號及國際財務報告準則第7號。對國際會計準則第7號「現金流量表」及國際會計準則第33號「每股盈利」亦作出了微小修改。

國際財務報告準則第18號及其他準則的修訂本將於2027年1月1日或之後開始的年度期間生效，並允許提前應用。預計新訂準則的應用將影響損益表的呈列及未來財務報表的披露。本集團正在評估國際財務報告準則第18號對本集團綜合財務報表的具體影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2024

截至2024年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards issued by the IASB. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") and by the Hong Kong Companies Ordinance.

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

3.2 Material accounting policy information

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and 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.

3. 綜合財務報表的編製基準及重大會計政策資料

3.1 綜合財務報表的編製基準

綜合財務報表乃根據國際會計準則委員會頒佈的國際財務報告準則會計準則編製。就編製綜合財務報表而言，倘有關資料合理預期會影響主要用戶作出的決定，則有關資料被視為重大。此外，綜合財務報表亦載有香港聯合交易所有限公司證券上市規則（「上市規則」）及香港公司條例規定的適用披露事項。

本公司董事在批准綜合財務報表時合理預期本集團有足夠的資源在可預見的未來繼續經營。因此，彼等在編製綜合財務報表時繼續採用持續經營會計基準。

3.2 重大會計政策資料

綜合基準

綜合財務報表包括本公司及其所控制實體及其附屬公司之財務報表。當本公司符合以下要素時，則本公司取得控制權：

- 可對投資對象行使權力；
- 因參與投資對象業務所得之可變回報承擔風險或享有權利；及
- 有能力使用其權力影響其回報。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2024

截至2024年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Basis of consolidation (continued)

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.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of 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.

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

All intragroup 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 present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

綜合基準 (續)

倘有事實及情況顯示上述三項控制權要素有一項或以上出現變動，本集團會重新評估其是否對投資對象擁有控制權。

附屬公司之綜合入賬於本集團取得有關附屬公司之控制權起開始，並於本集團失去有關附屬公司之控制權時終止。

損益及其他全面收入之各項目歸屬於本公司擁有人及非控制性權益。即使會導致非控制性權益錄得虧絀結餘，附屬公司之全面收入總額仍歸屬於本公司擁有人及非控制性權益內。

於必要時，將對附屬公司之財務報表作出調整，以令其會計政策與本集團之會計政策一致。

有關本集團成員公司之間交易的所有集團內公司間之資產及負債、權益、收入、支出及現金流量於合併時悉數對銷。

於附屬公司之非控制性權益與本集團於當中的權益分開呈列，指現時擁有權權益且賦予持有人權利於清盤入賬時按比例分佔相關附屬公司淨資產。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

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.

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.

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

綜合基準 (續)

本集團於現有附屬公司的權益變動

本集團於附屬公司權益之變動，倘未導致本集團喪失對附屬公司之控制權，則入賬列作權益交易。本集團相關權益組成部分及非控制性權益之賬面值予以調整，以反映其於附屬公司相對權益之變動。

非控制性權益之調整額與已付或已收代價公允價值之間的差額，直接於權益確認，並歸屬於本公司擁有人。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

3.2 Material accounting policy information *(continued)*

Goodwill

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

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or group of cash-generating units) 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 cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. If the recoverable amount 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 cash-generating units).

The Group's policy for goodwill arising on the acquisition of an associate is described below.

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

商譽

收購業務產生之商譽按收購業務日期所確立之成本減累計減值虧損 (如有) 列賬。

就減值測試目的而言，商譽會分配至預期將自合併協同效應獲益之本集團各現金產生單位 (或現金產生單位組別)，即就內部管理而言監察商譽的最低層面及不大於經營分部。

獲分配商譽之現金產生單位 (或現金產生單位組別) 將每年進行減值測試，如有跡象顯示單位可能出現減值，則會更頻密地進行測試。倘可收回金額少於其賬面值，則會首先分配減值虧損以調低任何商譽賬面值，然後根據單位 (或現金產生單位組別) 內各資產之賬面值按比例分配至其他資產。

本集團就收購聯營公司產生的商譽之政策載列如下。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2024

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Interests in associates

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.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an interest in an associate 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. When the Group's share of losses of an associate exceeds the Group's interest in that associate, 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.

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

於聯營公司的權益

聯營公司為本集團對其擁有重大影響力的實體。重大影響力為參與被投資方的財務及營運政策的決策的權力，惟並不能夠控制或共同控制有關政策。

聯營公司的業績與資產及負債使用權益會計法合併計入該等綜合財務報表。用作以權益會計法入賬的聯營公司財務報表乃使用本集團有關類似情況下類似交易及事件的統一會計政策編製。根據權益法，於聯營公司的權益初步於綜合財務狀況表按成本確認，並於其後作出調整以確認本集團應佔該聯營公司的損益及其他全面收入。當本集團應佔聯營公司的虧損超出本集團於該聯營公司的權益時，本集團終止確認其應佔的進一步虧損。僅於本集團已產生法定或推定義務或代表該聯營公司作出付款時，方會確認額外虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2024

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Interests in associates (continued)

An interest in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the interest in an associate, 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.

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 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 IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

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

Revenue from contracts with customers

Information about the Group's accounting policies relating to revenue from contracts with customers are disclosed in Note 5.

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

於聯營公司的權益 (續)

於聯營公司的權益由被投資方成為聯營公司當日起使用權益法入賬。於收購於聯營公司的權益時，投資成本超出本集團應佔被投資方的可識別資產及負債的公允價值淨額的任何部分確認為商譽，計入該投資的賬面值。

本集團評估是否有客觀證據表明於聯營公司的權益可能減值。當存在任何客觀證據時，該投資的全部賬面值（包括商譽）按照國際會計準則第36號作為單一資產測試減值，方法為比較其可收回金額（使用價值與公允價值減出售成本的較高者）與賬面值。所確認的任何減值虧損不會分配至任何構成該投資賬面值一部分的資產（包括商譽）。倘其後該投資的可收回金額增加，則按照國際會計準則第36號確認撥回該減值虧損。

倘集團實體與本集團聯營公司進行交易，與聯營公司進行交易所產生的利潤及虧損於本集團的綜合財務報表內確認，惟僅以與本集團無關的聯營公司權益為限。

來自客戶合約之收入

本集團與客來自客戶合約之收入相關的會計政策資料於附註5披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Leases

The Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception of the contract. 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.

Non-lease components are separated from lease component and are accounted for by applying other applicable standards.

Short-term leases

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

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

租賃

本集團根據國際財務報告準則第16號的定義於合約開始時評估該合約是否屬於或包含租賃。除非合約之條款及條件其後出現變動，否則有關合約將不予重新評估。

本集團作為承租人

分配代價至合約組成部分

就包含一項租賃組成部分及一項或以上額外租賃或非租賃組成部分的合約而言，本集團根據租賃組成部分的相對獨立價格及非租賃組成部分的總獨立價格將合約代價分配至各租賃組成部分。

非租賃部分與租賃部分分開並採用其他適用準則入賬。

短期租賃

本集團對租期自開始日期起計為12個月或以下並且不包括購買選擇權的租賃採用短期租賃確認豁免。短期租賃的租賃付款乃於租期內按直線法確認為開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Leases (continued)

The Group as a lessee (continued)

Right-of-use assets

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 are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

租賃 (續)

本集團作為承租人 (續)

使用權資產

使用權資產之成本包括：

- 租賃負債初始計量之金額；
- 於開始日期或之前作出的任何租賃款項減所收取之任何租賃優惠；
- 本集團產生之任何初始直接成本；及
- 本集團拆卸及移除相關資產、恢復該資產所處位置或將相關資產恢復至租賃之條款及條件項下要求之狀態將產生之預計成本。

使用權資產按成本減任何累計折舊及減值虧損計量，並經租賃負債的任何重新計量調整。

使用權資產於其估計可用年期及租期（以較短者為準）按直線法折舊。

本集團於綜合財務狀況表內將使用權資產呈列為單獨項目。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Leases (continued)

The Group as a lessee (continued)

Refundable rental deposits

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

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 The tax currently payable is based on 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.

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

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

租賃 (續)

本集團作為承租人 (續)

可退回租賃按金

已付可退回租賃按金根據國際財務報告準則第9號入賬，並初步按公允價值計量。初步確認時對公允價值的調整被視為額外租賃款項並計入使用權資產成本。

租賃負債

於租賃開始日期，本集團按當日未支付之租賃款項的現值確認及計量租賃負債。計算租賃款項的現值時，倘租賃中隱含的利率不易釐定，則本集團使用於租賃開始日期的增量借款利率。

租賃款項包括固定付款（包括實質性的固定付款）減任何應收租賃優惠。

於開始日期後，租賃負債按利息增長及租賃款項調整。

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

3.2 Material accounting policy information *(continued)*

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. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. When a fair value gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is also recognised in profit or loss. When a fair value gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is also recognised in other comprehensive income.

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. US\$) 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 that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of foreign currency translation reserve (attributed to non-controlling interests as appropriate).

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

外幣

編製各個別集團實體的財務報表時，並非以該實體功能貨幣(外幣)進行的交易按交易當日的現行匯率確認。於報告期末，以外幣計值的貨幣項目乃按當日的現行匯率重新換算。按歷史成本以外幣計量的非貨幣項目概不會重新換算。當非貨幣項目的公允價值損益確認為損益時，該損益中的任何匯兌組成部分亦確認為損益。當非貨幣項目的公允價值損益確認為其他全面收入時，該損益的任何匯兌組成部分亦確認為其他全面收入。

結算及重新換算貨幣項目產生的匯兌差額於產生期間於損益內確認。

就綜合財務報表的呈列而言，本集團業務的資產與負債乃按於各報告期末的通行匯率換算為本集團的呈列貨幣(即美元)。收入及開支項目乃按該期間的平均匯率換算，除非匯率於該期間內出現大幅波動，在此情況下，將採用交易日的匯率換算。所產生的匯兌差額(如有)於其他全面收入內確認，累計於權益下外幣換算儲備內(歸屬於非控制性權益(如適用))。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Foreign currencies (continued)

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

Employee benefits

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense.

A liability is recognised for benefits accruing to employees (such as wages and salaries and annual leave) after deducting any amount already paid.

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

外幣 (續)

收購海外業務所獲得之可識別資產之商譽及公允價值調整被視為該海外業務之資產及負債，並按各報告期末之現行匯率換算。所產生之匯兌差額於其他全面收入確認。

僱員福利

退休福利成本

當僱員提供服務而有權享有供款時，向界定供款退休福利計劃支付的款項被確認為費用。

短期及其他長期僱員福利

短期僱員福利按預期在僱員提供服務時支付的福利的未折現金額確認。所有短期僱員福利均確認為費用。

扣除已支付的金額後，對於僱員應得福利（如工資、薪金及年假）確認為負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

3.2 Material accounting policy information *(continued)*

Taxation

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

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences 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 the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of transaction does not give rise to equal taxable and deductible temporary differences.

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.

3. 綜合財務報表的編製基準及重大會計政策資料 *(續)*

3.2 重大會計政策資料 *(續)*

稅項

所得稅開支指現時應付稅項及遞延稅項的總和。

現時應付稅項乃以年內應課稅利潤為基準。應課稅利潤與除稅前(虧損)利潤不同，因前者不包括在其他年度應課稅或可扣稅的收入或開支項目及毋須課稅或不可扣稅的項目。本集團的當期稅項負債採用於報告期末前已頒佈或實質頒佈的稅率計算。

遞延稅項乃就綜合財務報表中資產及負債的賬面值與用以計算應課稅利潤相應稅基的暫時差額而確認。遞延稅項負債通常會就所有應課稅暫時差額確認。遞延稅項資產通常在應課稅利潤很可能用於抵銷可扣除暫時差額時就所有可扣除暫時差額確認。如暫時差額源自對應課稅利潤及會計利潤皆無影響的交易中資產及負債之初始確認且在交易時不產生同等的應課稅暫時差額及可扣除暫時差額，該等遞延稅項資產及負債將不予確認。

即期及遞延稅項於損益確認，惟其與於其他全面收入或直接於權益確認的項目有關時除外，在此情況下，即期及遞延稅項亦分別於其他全面收入或直接於權益確認。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes (other than buildings under construction as described below). Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Buildings in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, including costs of testing whether the related assets is functioning properly and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets less their residual values 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.

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

物業、廠房及設備

物業、廠房及設備指用於生產或提供貨品或服務，或出於行政目的而持有的有形資產（下文所述在建樓宇除外）。物業、廠房及設備乃按成本減其後累計折舊及其後累計減值虧損（如有）於綜合財務狀況表內入賬。

用作生產、供應或行政用途的在建樓宇以成本減任何已確認的減值虧損列賬。成本包括將資產轉移至能夠以管理層預期的方式營運的必要地點及條件直接產生的任何成本（包括測試相關資產是否正常運作的成本），及就合資格資產而言，包括根據本集團的會計政策資本化的借款成本。該等資產的折舊基準與其他物業資產相同，乃於資產可供用於擬定用途時開始計提。

本集團會確認折舊，以於估計可使用年期內以直線法撇銷資產之成本減剩餘價值。本集團於各報告期末檢討估計可使用年期、剩餘價值及折舊方法，而任何估計變動之影響按未來適用法入賬。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

3.2 Material accounting policy information *(continued)*

Property, plant and equipment (continued)

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.

Intangible assets

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

物業、廠房及設備 (續)

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目產生的任何收益或虧損按出售所得款項與資產賬面值之間的差額釐定，並於損益中確認。

無形資產

業務合併中收購之無形資產

業務合併中收購之無形資產與商譽分開確認，並初步按收購當日之公允價值（被視為成本）確認。

於初步確認後，業務合併所收購具有有限使用年期的無形資產乃按成本減累計攤銷及任何累計減值虧損呈報，基準與單獨收購無形資產相同。業務合併所收購具無限使用年期的無形資產乃按成本減任何其後累計減值虧損入賬。

無形資產於出售或預期使用或出售該無形資產不會產生未來經濟利益時終止確認。因終止確認無形資產而產生之收益及虧損乃按出售所得款項淨額與有關資產賬面值間之差額計量，並在終止確認該資產時於損益確認。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets, intangible 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). Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

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 to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

物業、廠房及設備、使用權資產及無形資產 (商譽除外) 減值

於報告期末，本集團檢討物業、廠房及設備、使用權資產及具有有限使用年期的無形資產之賬面值，以釐定該等資產有否出現減值虧損跡象。倘存在任何有關跡象，則會估計相關資產之可收回金額，以釐定減值虧損程度 (倘有)。具無限可使用年期的無形資產至少每年及於有跡象顯示其可能減值時進行減值測試。

物業、廠房及設備、使用權資產及無形資產的可收回金額個別估計。倘無法個別估計可收回金額，本集團會估計資產所屬現金產生單位之可收回金額。

於對現金產生單位進行減值測試時，倘可以訂立合理及一致的分配基礎，公司資產會被分配至相關現金產生單位，否則將被分配到可訂立合理及一致分配基礎的最小現金產生單位組別中。可收回金額按公司資產所屬的現金產生單位或現金產生單位組別釐定，並與相關現金產生單位或現金產生單位組別之賬面值作比較。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (continued)

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 cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) 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 cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. 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 cash-generating units. 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 cash-generating units. An impairment loss is recognised immediately in profit or loss.

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

物業、廠房及設備、使用權資產及無形資產 (商譽除外) 減值 (續)

可收回金額為公允價值減出售成本與使用價值之較高者。於評估使用價值時，估計未來現金流量乃使用除稅前折現率（反映市場現時對貨幣時間價值之評估及未調整估計未來現金流量之資產（或現金產生單位）之特定風險）折現至現值。

倘資產（或現金產生單位）之可收回金額估計少於其賬面值，則該資產（或現金產生單位）之賬面值會撇減至其可收回金額。就不能按合理及一致基準分配至現金產生單位的公司資產或部分公司資產而言，本集團將一組現金產生單位的賬面值（包括分配至該組現金產生單位的公司資產或部分公司資產的賬面值）與該組現金產生單位的可收回金額進行比較。分配減值虧損時，減值虧損會先分配至減少任何商譽（如適用）之賬面值，然後基於該單位或現金產生單位組別內各項資產之賬面值按比例分配至其他資產。資產之賬面值不會撇減至低於其公允價值減出售成本（如可計量）、其使用價值（如可釐定）及零三者之最高者。分配至資產之減值虧損金額按該單位或現金產生單位組別之其他資產比例分配。減值虧損即時於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2024

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) 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 cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand and demand deposits; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

物業、廠房及設備、使用權資產及無形資產(商譽除外)減值 (續)

倘其後撥回減值虧損，則資產（或現金產生單位或現金產生單位組別）之賬面值會增至經修訂估計之可收回金額，惟增加後之賬面值不得超過假設過往年度並無就資產（或現金產生單位或現金產生單位組別）確認減值虧損而釐定之賬面值。減值虧損之撥回即時於損益確認。

現金及現金等價物

綜合現金流量表所示的現金及現金等價物包括：

- (a) 現金，包括手頭現金及活期存款；及
- (b) 現金等價物，其包括短期（通常原到期日為三個月或更短）、可隨時轉換為已知數額現金且價值變動風險不大的高流動性投資。現金等價物持作滿足短期現金承擔，而非用於投資或其他目的。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

3.2 Material accounting policy information *(continued)*

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

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 date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

3. 綜合財務報表的編製基準及重大會計政策資料 *(續)*

3.2 重大會計政策資料 *(續)*

存貨

存貨按成本與可變現淨值之較低者列賬。存貨成本按加權平均成本法釐定。可變現淨值指存貨之估計售價減所有估計完成成本及作出銷售所需之成本。進行銷售所需的成本包括直接歸屬於銷售的增量成本及本集團為進行銷售而必須產生的非增量成本。

金融工具

當集團實體成為金融資產及金融負債合約條文之訂約方時，便會確認該項工具。金融資產之所有一般買賣按交易日基準確認及終止確認。一般買賣指於市場規例或慣例設定之期限內交付資產之金融資產買賣。

金融資產及金融負債初始按公允價值計量（除與客戶簽訂合約產生的貿易應收賬款初步根據國際財務報告準則第15號計量外）。直接歸屬於購入或發行金融資產及金融負債之交易成本於初始確認時計入金融資產或金融負債（視適用情況而定）之公允價值或從中扣除。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Financial instruments (continued)

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.

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.

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

金融工具 (續)

實際利息法為計算金融資產或金融負債攤銷成本及於相關期間分配利息收入及利息開支之方法。實際利率為於金融工具或金融負債預計年期或（倘適用）較短期間將估計未來現金收款及付款（包括所有組成實際利率完整部分之已付或已收之全部費用及基點、交易成本以及其他溢價或折讓）準確折現至初始確認時之賬面淨值之利率。

金融資產

金融資產的分類及其後計量

滿足下列條件之金融資產於其後按攤銷成本計量：

- 金融資產以目標為收取合約現金流量之業務模式下持有；及
- 合約條款令於特定日期產生之現金流量僅為支付本金及未償還本金之利息。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

Debt instruments that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; 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 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 if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 Business Combinations applies.

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及其後計量 (續)

符合以下條件的債務工具於其後按公允價值計入其他全面收入計量：

- 該金融資產同時以收取合約現金流量及出售金融資產為目的之商業模式下持有；及
- 合約條款令於特定日期產生之現金流量僅為支付本金及未償還本金之利息。

所有其他金融資產其後按公允價值計入損益計量，惟於初始確認金融資產當日，本集團可以不可撤銷地選擇於其他全面收入呈列股權投資公允價值之其後變動，倘該等股權投資並非持作買賣，亦非收購方於國際財務報告準則第3號「業務合併」所應用之業務合併中確認之或有代價。

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綜合財務報表附註

For the year ended 31 December 2024

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- 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 a designated and effective hedging instrument.

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

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及其後計量 (續)

若符合以下條件，則金融資產屬持作買賣：

- 收購主要是為了近期出售；
- 於初始確認時，其屬於本集團集中管理的可辨識金融工具組合的一部分，且近期具有實際短期獲利模式；或
- 其屬衍生工具，且非指定的有效對沖工具。

此外，本集團可不可撤銷地將需按攤銷成本或按公允價值計入其他全面收入計量的金融資產指定為按公允價值計入損益計量的金融資產（若此舉能夠消除或顯著減少會計錯配）。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset.

(ii) Debt instruments/receivables classified as at FVTOCI

Subsequent changes in the carrying amounts for debt instruments/receivables classified as at FVTOCI as a result of interest income calculated using the effective interest method, and foreign exchange gains and losses are recognised in profit or loss. All other changes in the carrying amount of these debt instruments/receivables are recognised in other comprehensive income and accumulated under the heading of investment valuation reserve. Impairment allowances are recognised in profit or loss with corresponding adjustment to other comprehensive income without reducing the carrying amounts of these debt instruments/receivables. When these debt instruments/receivables are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及其後計量 (續)

(i) 攤銷成本及利息收入

就隨後按攤銷成本及按公允價值計入其他全面收入計量的債務工具而言，利息收入使用實際利率法確認。利息收入應用金融資產賬面總值的實際利率計算。

(ii) 分類為按公允價值計入其他全面收入之債務工具／應收賬款

分類為按公允價值計入其他全面收入之債務工具／應收賬款，其賬面值之後續變動會於損益中確認，有關變動乃由實際利率法計算之利息收入及外匯收益及虧損所致。該等債務工具／應收賬款賬面值之所有其他變動均於其他全面收入中確認，並於投資估值儲備項下累計。於損益中確認之減值撥備連同其他全面收入之相應調整並無減少債務工具／應收賬款之賬面值。如該等債務工具／應收賬款被終止確認，則先前於其他全面收入確認之累計收益或虧損將重新分類至損益。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

- (iii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment valuation reserve; and are not subject to impairment assessment. The cumulative gain or loss is not reclassified to profit or loss on disposal of the equity investments, and is transferred to retained profits.

- (iv) Financial assets at FVTPL

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

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及其後計量 (續)

- (iii) 指定為按公允價值計入其他全面收入的權益工具

按公允價值計入其他全面收入的權益工具投資其後以公允價值計量，公允價值變動產生的損益在其他全面收入中確認，並於投資估值儲備中累計；且無需進行減值評估。出售股權投資時，累計收益或虧損不重新分類至損益，而是轉入留存利潤。

- (iv) 按公允價值計入損益的金融資產

不符合按攤銷成本或按公允價值計入其他全面收入計量或指定為按公允價值計入其他全面收入標準的金融資產，按公允價值計入其他全面損益計量。按公允價值計入其他全面損益的金融資產在每個報告期末以公允價值計量，任何公允價值收益或虧損均確認為損益。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets subject to impairment assessment under IFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets. 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. The Group always recognises lifetime ECL for trade receivables, for other instruments, the Group measures the loss allowance equal to 12m ECL.

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

金融工具 (續)

金融資產 (續)

根據國際財務報告準則第9號須予進行減值評估的金融資產減值

本集團採用預期信貸損失（「預期信貸損失」）模型對金融資產進行減值測試。預期信貸損失金額於各報告日期更新，以反映自初始確認以來的信貸風險變動。存續期預期信貸損失指於相關工具的預期年期內所有可能發生的違約事件產生的預期信貸損失。反之，12個月預期信貸損失（「12個月預期信貸損失」）指預期於報告日期後12個月內可能發生的違約事件產生的部分存續期預期信貸損失。本集團始終確認貿易應收賬款的存續期預期信貸損失，對於其他工具，本集團計量相當於12個月預期信貸損失的損失準備。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

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.

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.

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.

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

金融工具 (續)

金融資產 (續)

終止確認金融資產

當自有關資產收取現金流量之合約權利屆滿時，本集團終止確認該等金融資產。

於終止確認按攤銷成本計量之金融資產時，資產賬面值與已收及應收代價總和之差額於損益中確認。

金融負債及權益

分類為債務或權益

債務及權益工具根據已訂合約安排的具體內容及金融負債與權益工具的定義分類為金融負債或權益。

權益工具

權益工具是證明在扣除所有負債後於實體資產之剩餘權益的任何合約。本公司發行的權益工具乃按已收所得款項扣除直接發行成本確認。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Financial liabilities at amortised cost

Financial liabilities including trade payables, other payables and borrowings are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not due to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

3. 綜合財務報表的編製基準及重大會計政策資料 (續)

3.2 重大會計政策資料 (續)

金融工具 (續)

金融負債及權益 (續)

按攤銷成本計量之金融負債

金融負債（包括貿易應付賬款、其他應付賬款及借貸）其後使用實際利息法按攤銷成本計量。

終止確認金融負債

本集團僅在其責任獲免除、取消或終止時，方會終止確認金融負債。終止確認金融負債的賬面值與已付及應付代價的差額於損益中確認。

衍生金融工具

衍生工具最初以衍生工具合約訂立日期的公允價值確認，隨後重新計量為於報告期末的公允價值。由此產生的收益或虧損應計入損益，除非衍生工具被指定為有效對沖工具，而在此情況下，計入損益的時間取決於對沖關係的性質。

如果衍生工具的剩餘期限超過12個月，且不會在12個月內變現或結算，則該工具被列為非流動資產或非流動負債。其他衍生工具則以流動資產或流動負債列示。

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綜合財務報表附註

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's 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 underlying 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 on-going 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.

4. 估計不確定性之主要來源

於應用附註3所述本集團之會計政策時，本公司董事須就無法即時從其他途徑獲取之資產及負債賬面值作出判斷、估計及假設。有關估計及相關假設乃基於過往經驗及其他被視為相關之因素作出。實際結果或會有別於該等估計。

本集團會持續檢討該等估計及相關假設。會計估計之修訂如僅影響作出修訂之期間，則於該期間確認；有關修訂如影響當前及未來期間，則於修訂期間及未來期間確認。

估計不確定性之主要來源

以下為於報告期末有關未來之關鍵假設及估計不確定性之其他主要來源，該等假設可能存在導致對下個財年之資產及負債之賬面值作出重大調整之重大風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2024

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY

Key sources of estimation uncertainty (continued)

Impairment assessment of goodwill

As at 31 December 2024, the Group had goodwill of approximately US\$29,406,000 (2023: US\$29,845,000) which was arise from acquisitions of businesses. The Group's management conducted impairment assessments of the goodwill by comparing the recoverable amounts of the cash generating units (the "CGUs") with respective carrying amounts and engaged an independent qualified professional valuer to assist them to determine the recoverable amounts of the CGUs based on the respective CGUs' past performance and the expectations from the Group's management for the market development estimate. The value in use calculations utilised cash flow projections based on financial budgets and an appropriate discount rate, and involve significant judgement and estimates on certain key inputs, namely sales growth rate, gross margin, perpetual growth rates and discount rate. Where the recoverable amount of the CGU is lower than respective carrying amount, impairment loss would be recognised.

As at 31 December 2024, the carrying amounts of goodwill are US\$29,406,000 (2023: US\$29,845,000). Details of the recoverable amount calculation are disclosed in Note 23.

4. 估計不確定性之主要來源 (續)

估計不確定性之主要來源 (續)

商譽減值評估

於2024年12月31日，本集團收購業務產生商譽約29,406千美元（2023年：29,845千美元）。本集團管理層透過比較現金產生單位的可收回金額與各自的賬面值對商譽進行減值評估，並委聘獨立合資格專業估值師協助彼等根據各現金產生單位的過往表現及本集團管理層對市場發展估計的預期釐定現金產生單位的可收回金額。使用價值計算採用現金流量預測，其基於財務預算及適當折現率，並涉及重大判斷及估計以及若干關鍵輸入，即銷售增長率、毛利率、永久增長率及折現率。倘現金產生單位的可收回金額低於其賬面值，則會確認減值虧損。

於2024年12月31日，商譽的賬面值為29,406千美元（2023年：29,845千美元）。可收回金額的計算詳情於附註23披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY

Key sources of estimation uncertainty (continued)

Impairment assessment of interest in an associate

As at 31 December 2024, the Group had interest in BLIHP with carrying amount of approximately US\$112,715,000 (2023: US\$154,735,000) which represented 24% (2023: 31%) of the net assets of the Group. As disclosed in Note 24 to the consolidated financial statements, BLIHP is engaged in investment holding, manufacture and sales of lamps, luminaries, lamp transformers, lighting electronic products and other appliances. Due to the deteriorated financial performance of BLIHP as disclosed in Note 24, the Group's management conducted an impairment assessment of the interest in BLIHP by comparing the recoverable amount of the interest in BLIHP, which were estimated based on value in use calculation, with the carrying amount.

The Group's management engaged an independent qualified professional valuer to assist them to determine the recoverable amount of interest in BLIHP, based on the past performance of BLIHP and the expectations from the Group's management for the market development estimate. The value in use calculation is based on the investor's share of the present value of the estimated future cash flows expected to be generated by BLIHP, based on certain key assumptions and inputs, namely sales growth rates, gross margin, perpetual growth rates and discount rate, used to estimate future cash flows. In cases where the actual cash flows are less or more than expected, or change in facts and circumstances which result in revision of future cash flows estimation or discount rate, a further reversal or material recognition of impairment may arise, which would be recognised in profit or loss for the period in which such a reversal or further recognition takes place.

During the current year, the management determined an impairment loss amounting to US\$26,562,000 was recognised in profit or loss as the recoverable amount of the interest in BLIHP which represented the value in use was lower than the carrying amount. Details of the impairment assessment are disclosed in Note 24.

4. 估計不確定性之主要來源 (續)

估計不確定性之主要來源 (續)

於聯營公司的權益減值評估

於2024年12月31日，本集團於BLIHP擁有權益，賬面值約為112,715千美元（2023年：154,735千美元），佔本集團淨資產的24%（2023年：31%）。誠如綜合財務報表附註24所披露，BLIHP從事投資控股以及製造及銷售光源、燈具、燈用鎮流器、照明電子產品及其他電器。由於如附註24所披露BLIHP的財務業績惡化，本集團管理層通過比較於BLIHP權益的可收回金額（根據使用價值計算估計）與賬面值對於BLIHP的權益進行了減值評估。

本集團的管理層委聘獨立合資格專業估值師協助彼等根據BLIHP的過往表現以及本集團管理層對市場發展估計的預期釐定於BLIHP之權益的可收回金額。計算使用價值基於投資者應佔預期BLIHP將產生的估計未來現金流量的現值，而其估計乃基於若干關鍵假設及輸入，即估計未來現金流量所用的銷售增長率、毛利率、永久增長率及折現率。倘實際現金流量低於或高於預期，或事實及情況發生變化導致對未來現金流量估計或折現率作出修訂，則可能發生減值的進一步撥回或確認重大減值，並將在發生有關撥回或進一步確認的期間於損益中確認。

於本年度，管理層釐定由於代表使用價值的BLIHP權益的可收回金額低於賬面值，因此於損益中確認減值虧損26,562千美元。減值評估的詳情於附註24披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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5. REVENUE

- (i) Disaggregation of revenue from contracts with customers

5. 收入

- (i) 分列客戶合同收入

For the year ended 31 December 2024

截至2024年12月31日止年度

Segments	分部	International NVC brand 國際 雷士品牌 US\$'000 千美元	Domestic non-NVC brand 國內 非雷士品牌 US\$'000 千美元	International non-NVC brand 國際 非雷士品牌 US\$'000 千美元	Total 合計 US\$'000 千美元
Sales to external customers	銷往外部客戶	31,986	11,458	193,159	236,603
Geographical markets	地理市場				
United States	美國	–	–	150,840	150,840
Japan	日本	18	–	36,232	36,250
The PRC	中國	–	11,458	–	11,458
Netherland	荷蘭	–	–	1,833	1,833
United Kingdom	英國	17,741	–	1,367	19,108
Other countries	其他國家	14,227	–	2,887	17,114
Total	合計	31,986	11,458	193,159	236,603
Timing of revenue recognition	收入確認時間				
A point in time	某時間點	31,986	11,458	193,159	236,603

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2024

截至2024年12月31日止年度

5. REVENUE (continued)

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

5. 收入 (續)

(i) 分列客戶合同收入 (續)

For the year ended 31 December 2023
截至2023年12月31日止年度

Segments	分部	International NVC brand 國際 雷士品牌 US\$'000 千美元	Domestic non-NVC brand 國內 非雷士品牌 US\$'000 千美元	International non-NVC brand 國際 非雷士品牌 US\$'000 千美元	Total US\$'000 千美元
Sales to external customers	銷往外部客戶	36,839	14,041	185,098	235,978
Geographical markets	地理市場				
United States	美國	–	–	132,372	132,372
Japan	日本	7	–	39,926	39,933
The PRC	中國	–	14,041	–	14,041
Netherland	荷蘭	–	–	4,582	4,582
United Kingdom	英國	24,235	–	1,074	25,309
Other countries	其他國家	12,597	–	7,144	19,741
Total	合計	36,839	14,041	185,098	235,978
Timing of revenue recognition	收入確認時間				
A point in time	某時間點	36,839	14,041	185,098	235,978

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綜合財務報表附註

For the year ended 31 December 2024

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5. REVENUE (continued)

(ii) Performance obligations for contracts with customers

The Group sells lighting products to the retailers over the world.

Revenue is recognised when control of the goods has transferred, being when the goods have been shipped to the specific location (delivery). Following the delivery, the customers have full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when selling the goods and bears the risks of obsolescence and loss in relation to the goods. The normal credit term is 30 to 90 days upon delivery.

Under the Group's standard contract terms, customers have a right to exchange for defective products within 30 days. The Group uses its accumulated historical experience to estimate the number of exchange on a portfolio level using the expected value method. Revenue is recognised for sales which are considered highly probable that a significant reversal in the cumulative revenue recognised will not occur. A contract liability is recognised for sales in which revenue has yet been recognised. The Group's right to recover the product when customers exercise their right is recognised as a right to returned goods and a corresponding adjustment to cost of sales.

(iii) Transaction price allocated to the remaining performance obligation for contracts with customers

All goods provided by the Group are for contracts with original expected duration of one year or less. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

5. 收入 (續)

(ii) 客戶合同履約責任

本集團向全世界零售商銷售照明產品。

當貨物的控制權轉移時，即貨物被運送至特定地點（交付）時，確認收入。於交付後，客戶可全權決定貨物的分配方式及銷售價格，在銷售貨物時負有主要責任，並且承擔與貨物有關的陳舊及損失風險。通常信貸期為交付後30至90天。

根據本集團的標準合同條款，客戶有權於30天內更換有缺陷的產品。本集團根據其累積之過往經驗，使用預期價值法於組合層面估計更換數目。本集團就被視為將極可能不會發生重大撥回累計已確認收入之銷售確認收入。本集團就尚未確認收入之銷售確認合同負債。本集團於客戶行使其權利時收回產品之權利確認為退貨權，並相應調整銷售成本。

(iii) 分配予客戶合同之餘下履約責任之交易價格

本集團提供的所有貨品均涉及原始預期期限為一年或以下的合同。根據國際財務報告準則第15號的許可，分配予該等未完成合同之交易價格未予披露。

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6. OPERATING SEGMENTS

Information reported to the executive directors of the Company, being the Chief Operating Decision Maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

Specifically, the Group's reportable segments under IFRS 8 *Operating Segments* are as follows:

- International NVC brand – sales of NVC branded lighting products outside the PRC
- Domestic non-NVC brand – domestic sales of non-NVC branded lighting products in the PRC
- International non-NVC brand – sales of non-NVC branded lighting products outside the PRC

The following is an analysis of the Group's revenue and results by reportable segments:

6. 經營分部

為進行資源分配及評估分部表現而報告予本公司執行董事（即主要營運決策人（「主要營運決策人」））的資料集中於所交付或提供的貨品或服務類型。

具體而言，本集團於國際財務報告準則第8號經營分部下的報告分部如下：

- 國際雷士品牌－於中國境外銷售雷士品牌照明產品
- 國內非雷士品牌－於中國境內銷售非雷士品牌照明產品
- 國際非雷士品牌－於中國境外銷售非雷士品牌照明產品

以下為按呈報分部呈列的本集團的收入及業績分析：

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截至2024年12月31日止年度

		International NVC brand 國際 雷士品牌 US\$'000 千美元	Domestic non-NVC brand 國內 非雷士品牌 US\$'000 千美元	International non-NVC brand 國際 非雷士品牌 US\$'000 千美元	Consolidated 綜合 US\$'000 千美元
Sales to external customers	銷售予外部客戶	31,986	11,458	193,159	236,603
Cost of sales	銷售成本	(18,756)	(9,890)	(133,306)	(161,952)
Segment results	分部業績	13,230	1,568	59,853	74,651
<i>Reconciliation</i>	<i>調節項目</i>				
Other income	其他收入				6,699
Other gains and losses	其他損益				(850)
Unallocated expenses	未分配費用				(72,180)
Impairment losses recognised in respect of interests in an associate	就於聯營公司的權益確認的減值損失				(26,562)
Reversal of impairment losses under ECL model	預期信貸損失模型下減值損失沖銷				766
Finance costs	財務費用				(709)
Share of results of associates	應佔聯營公司業績				5,878
Loss before tax	稅前虧損				(12,307)

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綜合財務報表附註

For the year ended 31 December 2024

截至2024年12月31日止年度

6. OPERATING SEGMENTS (continued)

6. 經營分部 (續)

For the year ended 31 December 2023

截至2023年12月31日止年度

		International NVC brand 國際 雷士品牌 US\$'000 千美元	Domestic non-NVC brand 國內 非雷士品牌 US\$'000 千美元	International non-NVC brand 國際 非雷士品牌 US\$'000 千美元	Consolidated 綜合 US\$'000 千美元
Sales to external customers	銷售予外部客戶	36,839	14,041	185,098	235,978
Cost of sales	銷售成本	(24,151)	(12,322)	(132,187)	(168,660)
Segment results	分部業績	12,688	1,719	52,911	67,318
<i>Reconciliation</i>	<i>調節項目</i>				
Other income	其他收入				6,605
Other gains and losses	其他損益				2,253
Unallocated expenses	未分配費用				(76,607)
Reversal of impairment losses in respect of interests in an associate	有關於聯營公司的權益 的減值損失沖銷				24,229
Reversal of impairment losses under ECL model	預期信貸損失模型下的 減值損失沖銷				350
Finance costs	財務費用				(875)
Share of results of associates	應佔聯營公司業績				17,163
Profit before tax	稅前利潤				40,436

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3. Segment profit represents the profit earned by each segment without allocation of other income, other gains and losses, impairment losses and reversal of impairment losses in respect of interests in associates, reversal of impairment losses under expected credit loss model, unallocated expenses, finance costs and share of results of associates. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

經營分部的會計政策與附註3所述本集團的會計政策相同。分部利潤指各分部所賺取的利潤，未分配其他收入、其他損益、有關於聯營公司的權益的減值損失及減值損失沖銷、預期信貸損失模型下的減值損失沖銷、未分配費用、財務費用及應佔聯營公司業績。此乃報告給主要營運決策人用於資源分配及表現評估的措施。

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綜合財務報表附註

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截至2024年12月31日止年度

6. OPERATING SEGMENTS (continued)

The CODM makes decisions according to operating results of each segment. No analysis of segment asset and segment liability is presented as the CODM does not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

For the year ended 31 December 2024

6. 經營分部 (續)

主要營運決策者根據各分部的經營業績作出決策。由於主要營運決策人不會出於資源分配及表現評估之目的而定期審閱此類資料，因此未呈列分部資產及分部負債分析。因此，僅呈列分部收入及分部業績。

截至2024年12月31日止年度

		International NVC brand 國際 雷士品牌 US\$'000 千美元	Domestic non-NVC brand 國內 非雷士品牌 US\$'000 千美元	International non-NVC brand 國際 非雷士品牌 US\$'000 千美元	Total reportable segments 報告 分部總額 US\$'000 千美元	Others 其他 US\$'000 千美元	Consolidated 綜合 US\$'000 千美元
Amounts included in the measure of segment profit or loss or segment assets:	計入分部損益或分部資產計量的金額：						
Capital expenditure*	資本支出*	484	157	19,713	20,354	598	20,952
Right-of-use assets	使用權資產	-	-	115	115	-	115
Write-down of inventories	撇減存貨	34	(28)	1,546	1,552	-	1,552
Depreciation and amortisation	折舊及攤銷	3,048	1,349	8,224	12,621	230	12,851
Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets:	定期向主要營運決策人提供但不計入分部損益或分部資產計量的金額：						
Reversal of impairment losses on trade receivables and other receivable, net	貿易應收賬款及其他應收賬款的減值虧損沖銷，淨值	(766)	-	-	(766)	-	(766)
Impairment losses recognised in respect of interests in associates	就於聯營公司的權益確認的減值損失	26,562	-	-	26,562	-	26,562

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截至2024年12月31日止年度

6. OPERATING SEGMENTS (continued)

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6. 經營分部 (續)

截至2023年12月31日止年度

		International NVC brand 國際 雷士品牌 US\$'000 千美元	Domestic non-NVC brand 國內 非雷士品牌 US\$'000 千美元	International non-NVC brand 國際 非雷士品牌 US\$'000 千美元	Total reportable segments 報告 分部總額 US\$'000 千美元	Others 其他 US\$'000 千美元	Consolidated 綜合 US\$'000 千美元
Amounts included in the measure of segment profit or loss or segment assets:	計入分部損益或分部資產計量的金額：						
Capital expenditure*	資本支出*	976	150	5,796	6,922	2	6,924
Right-of-use assets	使用權資產	985	1	607	1,593	576	2,169
Write-down of inventories	撇減存貨	(408)	(139)	1,875	1,328	12	1,340
Depreciation and amortisation	折舊及攤銷	1,120	1,569	12,078	14,767	308	15,075
Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets:	定期向主要營運決策人提供但不計入分部損益或分部資產計量的金額：						
Reversal of impairment losses on trade receivables and other receivables, net	有關貿易應收賬款及其他應收賬款的減值損失沖銷，淨值	(256)	-	(94)	(350)	-	(350)
Reversal of impairment losses in respect of interests in associates	有關於聯營公司的權益的減值損失沖銷	(24,229)	-	-	(24,229)	-	(24,229)

* Capital expenditure consists of additions to property, plant and equipment and other intangible assets.

* 資本支出包括添置物業、廠房及設備以及其他無形資產。

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綜合財務報表附註

For the year ended 31 December 2024

截至2024年12月31日止年度

6. OPERATING SEGMENTS (continued)

Geographical information

The Group's operations are located in the PRC and other countries.

Information about the Group's revenue from external customers is presented based on the location of the customers' operations. Information about the Group's non-current assets is presented based on the geographical location of the assets.

6. 經營分部 (續)

地區資料

本集團的業務位於中國及其他國家。

有關本集團來自外部客戶的收入資料乃根據客戶的經營地點呈列。有關本集團非流動資產的資料乃根據資產的地理位置呈列。

		Revenue from external customers Year ended		Non-current assets (note) (附註)	
		外部客戶的收入 截至以下日期止年度		非流動資產	
		31/12/2024 2024年 12月31日 US\$'000 千美元	31/12/2023 2023年 12月31日 US\$'000 千美元	31/12/2024 2024年 12月31日 US\$'000 千美元	31/12/2023 2023年 12月31日 US\$'000 千美元
United States	美國	150,840	132,372	16,993	676
Japan	日本	36,250	39,933	1,912	2,201
United Kingdom	英國	19,108	25,309	7,530	7,897
The PRC	中國	11,458	14,041	254,026	306,081
Netherlands	荷蘭	1,833	4,582	–	–
Other countries	其他國家	17,114	19,741	27,887	30,304
		236,603	235,978	308,348	347,159

Note: Non-current assets excluded equity instruments at FVTOCI and deferred tax assets.

附註：非流動資產不包括按公允價值計入其他全面收入的權益工具及遞延稅項資產。

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綜合財務報表附註

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截至2024年12月31日止年度

6. OPERATING SEGMENTS (continued)

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total sales of the Group are as follows:

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Customer A ¹	客戶A ¹	67,130	65,305
Customer B ¹	客戶B ¹	68,090	55,253
Customer C ¹	客戶C ¹	35,146	39,933

¹ Revenue from International non-NVC brand segment.

6. 經營分部 (續)

有關主要客戶的資料

相應年度貢獻本集團總銷售額10%以上的客戶收入如下：

7. OTHER INCOME

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Bank interest income	銀行利息收入	2,819	1,432
Trademark licensing fee	商標許可費	1,449	1,525
Consultancy service income	諮詢服務收入	1,000	1,063
Government grants and other subsidies (Note)	政府補助及其他補貼 (附註)	891	987
Rental income – lease payments that are fixed	租金收入一定額租賃付款	441	472
Surcharges from suppliers	來自供應商的附加費	36	15
Others	其他	63	1,111
		6,699	6,605

¹ 來自國際非雷士品牌分部的收入。

7. 其他收入

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7. OTHER INCOME (continued)

Note: Government grants of US\$886,000 (2023: US\$980,000) that have been received in the current year. The government grants were unconditional and therefore recognised in the consolidated statement of profit or loss in the current year. Other government grants have been received by the Group's PRC subsidiaries as tax subsidies and incentives for research and development activities and the expansion of production capacity of energy-saving lamps. Government grants associated with assets are recognised as deferred income in the consolidated statement of financial position as disclosed in Note 36.

7. 其他收入 (續)

*附註：*本年度收到政府補助886千美元（2023年：980千美元）。相關政府補貼是無條件的，因此在本年度的綜合損益表中確認。本集團的中國附屬公司已獲得各種其他政府補助，作為研究和開發活動以及擴大節能燈的生產能力的稅收補貼和激勵措施。與資產相關的政府補助已於綜合財務狀況表中確認為遞延收益（誠如附註36所披露）。

8. OTHER GAINS AND LOSSES

8. 其他損益

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Net foreign exchange gains	外匯淨收益	424	3,469
Gain (loss) on fair value changes of held-for-trading investments	交易性持有投資的公允價值變動收益 (損失)	792	(668)
Loss on fair value of contingent consideration payable	應付或有代價的公允價值虧損	(1,193)	—
Loss on disposal of property, plant and equipment	處置物業、廠房及設備之損失	(686)	(385)
Others	其他	(187)	(163)
		(850)	2,253

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9. REVERSAL OF IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL

9. 預期信貸損失模型下的減值損失沖銷

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Impairment losses reversed on (recognised):	就以下項目沖銷(確認)的減值損失:		
– trade receivables	– 貿易應收賬款	1,022	94
– other receivables	– 其他應收賬款	(256)	256
		766	350

Details of impairment assessment are set out in Note 44(b).

減值評估詳情載列於附註44(b)。

10. OTHER EXPENSES

10. 其他費用

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Research and development costs	研究及開發費用	7,398	5,184

11. FINANCE COSTS

11. 財務費用

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Interest on vendor financing	供應商融資利息	127	283
Interest on lease liabilities	租賃負債利息	351	320
Interest on borrowings	借款利息	231	272
		709	875

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12. INCOME TAX EXPENSE

12. 所得稅費用

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Current tax:	即期稅項：		
Hong Kong	香港	663	1,443
PRC Enterprise Income Tax	中國企業所得稅	118	364
Other countries	其他國家	2,003	1,489
		2,784	3,296
(Over) under provision in prior years:	以前年度 (超提) 少提：		
Hong Kong	香港	(78)	78
PRC Enterprise Income Tax	中國企業所得稅	(26)	(45)
Other countries	其他國家	—	47
		(104)	80
Deferred tax (Note 34)	遞延稅項 (附註34)	368	(590)
Total	合計	3,048	2,786

Under the two-tiered profits tax rates regime, the first Hong Kong dollars ("HK\$") 2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

根據兩級利得稅稅率制度，合資格集團實體的首2,000千港元利潤將按8.25%的稅率徵稅，而2,000千港元以上的利潤將按16.5%的稅率徵稅。不符合兩級制利得稅率制度的集團實體的利潤將繼續按16.5%的統一稅率徵稅。

根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，於中國的附屬公司於兩個年度的稅率為25%。

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12. INCOME TAX EXPENSE (continued)

ETI Solid State Lighting (Zhuhai) Limited ("Zhuhai SSL") and Zhejiang Jiangshan Sunny Electron Co., Ltd. ("Sunny") were recognised as high-tech enterprise by the PRC tax authority and entitled a preferential tax rate of 15% during both years.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

The Group is operating in certain jurisdictions where the Pillar Two Rules are enacted but not effective. However, as the Group's consolidated annual revenue is expected to be less than EUR 750,000,000, the management of the Group considered the Group is not liable to top-up tax under the Pillar Two Rules and therefore, has not made relevant disclosures of qualitative and quantitative information about the Group's exposure to the Pillar Two income taxes.

The tax charge for the year can be reconciled to the (loss) profit before tax per the consolidated statement of profit or loss as follows:

12. 所得稅費用 (續)

怡迅(珠海)光電科技有限公司(「珠海怡迅」)及浙江江山三友電子有限公司(「三友」)被中國稅務機關確認為高新技術企業，且於兩個年度內享有15%的優惠稅率。

其他司法權區產生的稅項乃根據有關司法權區現行稅率計算。

本集團在某些已頒佈但尚未生效第二支柱規則的司法權區開展業務。然而，由於本集團的綜合年收入預計低於750,000千歐元，本集團管理層認為，根據第二支柱規則，本集團毋須繳納補充稅，因此，本集團未就第二支柱所得稅風險的定性及定量資料進行相關披露。

年內稅項開支可與綜合損益表載列之稅前(虧損)利潤對賬如下：

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
(Loss) profit before tax	稅前(虧損)利潤	(12,307)	40,436
Tax at the average income tax rate (Note)	按平均所得稅率計算的稅項(附註)	(1,382)	3,658
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	4,408	466
Tax effect of income not taxable for tax purpose	毋須課稅收入的稅務影響	(1,594)	(4,897)
(Over) under provision in prior years	以前年度(超提)少提	(104)	80
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	2,050	4,273
Tax effect of deductible temporary differences not recognised	未確認可抵扣暫時性差異的稅務影響	-	198
Income tax at concessionary rate	按優惠稅率計算的所得稅	(330)	(992)
Income tax expense	所得稅費用	3,048	2,786

Note: The average income tax rates for the years ended 31 December 2024 and 2023 represent the average tax rate of the operations in different jurisdictions on the basis of the relative amounts of (loss) profit before tax and the relevant statutory rates.

附註：截至2024年及2023年12月31日止年度的平均所得稅率指根據稅前(虧損)利潤的相關金額及相關法定稅率算出的不同司法管轄區業務的平均稅率。

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13. (LOSS) PROFIT FOR THE YEAR

(Loss) profit for the year has been arrived at after charging:

13. 本年(虧損)利潤

本年(虧損)利潤乃經扣除以下各項後達致：

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Auditor's remuneration	核數師薪酬	522	550
Cost of inventories recognised as expense	確認為費用的存貨成本	160,400	167,320
Amortisation of other intangible assets (included in "selling and distribution expenses")	其他無形資產攤銷 (計入「銷售及分銷費用」)	4,895	6,457
Depreciation	折舊		
– Property, plant and equipment	– 物業、廠房及設備	5,505	5,675
– Investment properties	– 投資物業	79	237
– Right-of-use-assets	– 使用權資產	2,372	2,706
Total amortisation and depreciation	攤銷及折舊總額	12,851	15,075
Employee benefit expenses (including directors' and chief executive's remuneration (Note 14)):	僱員福利開支(包括董事及最高 行政人員薪酬(附註14)):		
Wages and salaries	工資及薪金	43,918	42,229
Pension scheme contributions	退休金計劃供款	4,140	3,577
Other welfare expenses	其他福利費用	1,391	1,114
Total staff costs	員工成本總額	49,449	46,920
Write-down of inventories (included in "cost of sales")	撇減存貨 (計入「銷售成本」)	1,552	1,340

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14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

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

2024

		Mr. WANG Donglei 王冬雷先生 US\$'000 千美元	Chief Executive Ms. CHAN Kim Yung, Eva 最高行政人員 陳劍瑢女士 US\$'000 千美元	Mr. XIAO Yu 肖宇先生 US\$'000 千美元	Mr. WANG Keven Dun 王頓先生 US\$'000 千美元	Total 合計 US\$'000 千美元
A) EXECUTIVE DIRECTORS	A) 執行董事					
Fees	袍金	33	33	33	33	132
Other emoluments:	其他酬金：					
Salaries and allowance	薪金及津貼	805	990	238	215	2,248
Pension scheme contributions	退休金計劃供款	14	7	-	2	23
Sub-total	小計	852	1,030	271	250	2,403

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.
上述執行董事的酬金乃為彼等就本公司及本集團的管理事務提供服務所支付。

					Mr. YE Yong 叶勇先生 US\$'000 千美元
B) NON-EXECUTIVE DIRECTORS	B) 非執行董事				
Fees	袍金				32
Other emoluments:	其他酬金：				
Salaries and allowance	薪金及津貼				27
Pension scheme contributions	退休金計劃供款				1
Sub-total	小計				60

The non-executive directors' emoluments shown above were for their services as the director of the Company and its subsidiaries, if applicable.
上述非執行董事的酬金乃就其擔任本公司及其附屬公司(如適用)的董事所支付。

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14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

14. 董事及最高行政人員薪酬 (續)

		Mr. WANG Xuexian 王學先先生 US\$'000 千美元	Mr. LEE Kong Wai, Conway 李港衛先生 US\$'000 千美元	Mr. CHEN Hong 陳弘先生 US\$'000 千美元	Total 合計 US\$'000 千美元
C) INDEPENDENT NON-EXECUTIVE DIRECTORS	C) 獨立非執行董事				
Fees	袍金	33	54	33	120
The independent non-executive directors' emoluments shown above were for their services as directors of the Company. 上述獨立非執行董事的酬金乃就彼等擔任本公司董事所支付。					
Total	合計				2,583

2023

2023年

		Mr. WANG Donglei 王冬雷先生 US\$'000 千美元	Chief Executive Ms. CHAN Kim Yung, Eva 最高行政人員 陳劍瑤女士 US\$'000 千美元	Mr. XIAO Yu 肖宇先生 US\$'000 千美元	Mr. WANG Keven Dun 王頓先生 US\$'000 千美元	Ms. CAO Qin 曹琴女士 US\$'000 千美元 (note i) (附註i)	Total 合計 US\$'000 千美元
A) EXECUTIVE DIRECTORS	A) 執行董事						
Fees	袍金	38	38	38	38	79	231
Other emoluments:	其他酬金：						
Salaries and allowance	薪金及津貼	788	984	191	191	–	2,154
Pension scheme contributions	退休金計劃供款	17	9	–	7	1	34
Sub-total	小計	843	1,031	229	236	80	2,419

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.
上述執行董事的酬金乃為彼等就本公司及本集團的管理事務提供服務所支付。

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14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

14. 董事及最高行政人員薪酬 (續)

Mr. YE Yong
叶勇先生
US\$'000
千美元

B) NON-EXECUTIVE DIRECTORS	B) 非執行董事	
Fees	袍金	38
Other emoluments:	其他酬金：	
Salaries and allowance	薪金及津貼	107
Pension scheme contributions	退休金計劃供款	3
Sub-total	小計	148

The non-executive directors' emoluments shown above were for their services as the director of the Company and its subsidiaries, if applicable.
上述非執行董事的酬金乃就其擔任本公司及其附屬公司(如適用)的董事所支付。

	Mr. WANG Xuexian 王學先先生 US\$'000 千美元	Mr. LEE Kong Wai, Conway 李港衛先生 US\$'000 千美元	Mr. CHEN Hong 陳弘先生 US\$'000 千美元	Total 合計 US\$'000 千美元
C) INDEPENDENT NON-EXECUTIVE DIRECTORS				
Fees	38	64	38	140
C) 獨立非執行董事				
袍金				
Total				2,707

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.
上述獨立非執行董事的酬金乃就彼等擔任本公司董事所支付。

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14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

Note i: Ms. CAO Qin resigned as executive director of the Company with effect from 29 December 2023.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during both years.

15. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included three directors (2023: three directors), details of whose remuneration are set out in Note 14. Details of the remuneration for the year of the remaining two (2023: two) highest paid employee who is neither a director nor chief executive of the Company are as follows:

14. 董事及最高行政人員薪酬 (續)

附註i: 曹琴女士辭任本公司執行董事，自2023年12月29日起生效。

於兩個年度，董事或最高行政人員並無訂立放棄或同意放棄任何薪酬的安排。

15. 五位最高薪酬僱員

本年，本集團五位最高薪酬僱員包括三位董事（2023年：三位董事），其薪酬詳情載於附註14。既不是董事亦不是本公司最高行政人員的餘下兩位（2023年：兩位）最高薪酬僱員的薪酬詳情如下：

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	411	461
Performance related bonuses	業績獎金	130	28
Pension scheme contributions	退休金計劃供款	27	20
		568	509

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15. FIVE HIGHEST PAID EMPLOYEES (continued)

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

		2024 2024年 No. of employees 僱員人數	2023 2023年 No. of employees 僱員人數
HK\$1,000,000 to HK\$1,500,000 (equivalent to US\$128,000 to US\$192,000)	1,000,000港元至1,500,000港元 (相當於128千美元至 192千美元)	–	1
HK\$2,000,001 to HK\$2,500,000 (equivalent to US\$256,001 to US\$320,000)	2,000,001港元至2,500,000港元 (相當於256,001美元至 320千美元)	2	1
Total	合計	2	2

There was no arrangement under which a director or the Chief Executive waived or agreed to waive any remuneration during both years.

No emoluments were paid by the Group to the directors and five highest paid employees as incentive on joining or as compensation for the loss of office during both years.

16. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the years ended 31 December 2024 and 2023, nor has any dividend been proposed since the end of the reporting period.

15. 五位最高薪酬僱員 (續)

其薪酬介於以下範圍內的非本公司董事的最高薪酬僱員的人數如下：

於兩個年度，董事或最高行政人員並無訂立放棄或同意放棄任何薪酬的安排。

於兩個年度，概無向董事及五位最高薪酬僱員支付任何酬金作為加入時的獎勵或離職補償。

16. 股息

截至2024年及2023年12月31日止年度，本公司無派付或建議宣派任何普通股股息，自報告期末亦無建議宣派任何股息。

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17. (LOSS) EARNINGS PER SHARE

The calculation of the basic (loss) earnings per share attributable to the owners of the Company is based on the following data:

(Loss) earnings figures are calculated as follows:

	2024 2024年 US\$'000 千美元
(Loss) profit for the purpose of basic (loss) earnings per share 用於計算每股基本(虧損)盈利的(虧損)利潤	(17,450)
Weighted average number of ordinary shares for the purpose of basic (loss) earnings per share 用於計算每股基本(虧損)盈利的普通股加權平均數	507,274

No diluted (loss) earnings per share for both 2024 and 2023 were presented as there were no potential ordinary shares in issue for both 2024 and 2023.

During the year ended 31 December 2023, the weighted average number of ordinary shares of 458,168,000 in issue was adjusted to reflect the effect of the share consolidation as disclosed in Note 38.

17. 每股(虧損)盈利

本公司擁有人應佔基本每股(虧損)盈利計算是基於以下數據：

(虧損)盈利數據的計算如下：

2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
(17,450)	35,713
2024 2024年 '000 千股	2023 2023年 '000 千股
507,274	458,168

2024年及2023年均未呈列攤薄每股(虧損)盈利，因為2024年及2023年並無已發行潛在普通股。

於截至2023年12月31日止年度，對已發行普通股的加權平均數458,168,000股進行調整以反映附註38中披露的股份合併的影響。

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18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Buildings 樓宇 US\$'000 千美元	Leasehold improvements 裝修費 US\$'000 千美元	Plant and machinery 廠房及機械 US\$'000 千美元	Furniture and fixtures 家具及裝置 US\$'000 千美元	Motor vehicles 機動車輛 US\$'000 千美元	Construction in progress 在建工程 US\$'000 千美元	Total 合計 US\$'000 千美元
COST		成本						
At 1 January 2023	於2023年1月1日	31,516	5,309	41,816	3,143	2,096	8,621	92,501
Additions	添置	79	114	2,873	166	192	163	3,587
Transfers	轉撥	9,480	-	-	-	-	(9,480)	-
Disposals	處置	-	-	(5,703)	(78)	(77)	-	(5,858)
Exchange adjustments	匯兌調整	(372)	2,397	(1,776)	919	(402)	812	1,578
At 31 December 2023	於2023年12月31日	40,703	7,820	37,210	4,150	1,809	116	91,808
Additions	添置	15,332	1,791	2,883	149	201	96	20,452
Transfers	轉撥	12	-	165	-	-	(177)	-
Disposals	處置	(70)	-	(1,259)	(330)	-	-	(1,659)
Exchange adjustments	匯兌調整	(1,148)	(110)	(1,093)	(67)	342	(2)	(2,078)
At 31 December 2024	於2024年12月31日	54,829	9,501	37,906	3,902	2,352	33	108,523
ACCUMULATED DEPRECIATION AND IMPAIRMENT		累計折舊及減值						
At 1 January 2023	於2023年1月1日	(8,457)	(3,214)	(23,892)	(2,260)	(1,633)	-	(39,456)
Provided for the year	年內撥備	(819)	(857)	(3,403)	(395)	(201)	-	(5,675)
Eliminated on disposal	出售時抵銷	-	-	4,809	78	61	-	4,948
Exchange adjustments	匯兌調整	143	(2,114)	968	(657)	230	-	(1,430)
At 31 December 2023	於2023年12月31日	(9,133)	(6,185)	(21,518)	(3,234)	(1,543)	-	(41,613)
Provided for the year	年內撥備	(1,036)	(788)	(3,137)	(332)	(212)	-	(5,505)
Eliminated on disposal	出售時抵銷	40	-	187	317	-	-	544
Exchange adjustments	匯兌調整	163	90	410	49	17	-	729
At 31 December 2024	於2024年12月31日	(9,966)	(6,883)	(24,058)	(3,200)	(1,738)	-	(45,845)
CARRYING VALUES		賬面值						
At 31 December 2024	於2024年12月31日	44,863	2,618	13,848	702	614	33	62,678
At 31 December 2023	於2023年12月31日	31,570	1,635	15,692	916	266	116	50,195

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18. PROPERTY, PLANT AND EQUIPMENT (continued)

The above items of property, plant and equipment, except for construction in progress, after taking into account the residual values, are depreciated on a straight-line basis at the following rates per annum:

Buildings	Over the shorter of the term of lease, or 18 to 40 years
Leasehold improvements	Over the shorter of the term of lease, or 2 to 5 years
Plant and machinery	3 to 10 years
Furniture and fixtures	1 to 7 years
Motor vehicles	4 to 8 years

The Group has pledged owned properties with carrying amounts of US\$5,618,000 (2023: US\$5,715,000) to secure general banking facilities granted to the Group.

18. 物業、廠房及設備 (續)

上述物業、廠房及設備(在建工程除外)在計及剩餘價值後按直線法每年按以下比率折舊：

樓宇	於租賃期或18至40年中的較短期間
裝修費	於租賃期或2至5年中的較短期間
廠房及機器	3年至10年
家具及裝置	1年至7年
機動車輛	4年至8年

本集團已抵押自有物業，賬面值為5,618千美元(2023年：5,715千美元)，作為授予本集團的一般銀行融資的擔保。

19. RIGHT-OF-USE ASSETS

19. 使用權資產

		Leasehold lands 租賃土地 US\$'000 千美元	Leased properties 租賃物業 US\$'000 千美元	Total 合計 US\$'000 千美元
As at 31 December 2024	於2024年12月31日			
Carrying amount	賬面值	4,069	17,869	21,938
As at 31 December 2023	於2023年12月31日			
Carrying amount	賬面值	4,334	20,293	24,627
For the year ended 31 December 2024	截至2024年12月31日止年度			
Depreciation charge	折舊開支	111	2,261	2,372
For the year ended 31 December 2023	截至2023年12月31日止年度			
Depreciation charge	折舊開支	112	2,594	2,706

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19. RIGHT-OF-USE ASSETS (continued)

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Expense relating to short-leases	與短期租賃有關的費用	5,679	5,679
Total cash outflow for leases	租賃現金流出總額	7,685	7,562
Addition to right-of-use assets	添置使用權資產	115	2,169

For both years, the Group leases various offices, warehouses, equipment and vehicles for its operations. Lease contracts are entered into for fixed term of 3 months to 47 years for both years. Lease terms are negotiated on an individual basis and contain 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.

The Group regularly entered into short-term leases for various offices. As at 31 December 2024, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

Restrictions or covenants on leases

In addition, lease liabilities of US\$3,570,000 are recognised with related right-of-use assets of US\$21,938,000 as at 31 December 2024 (2023: lease liabilities of US\$5,231,000 are recognised with related right-of-use assets of US\$24,627,000). The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

20. INVESTMENT PROPERTIES

The Group leases out various offices under operating leases with rentals payable monthly. The leases typically run for an initial period of 1 to 3 years (2023: 1 to 3 years), with unilateral rights to extend the lease beyond initial period held by lessees only. Majority of the lease contracts contain market review clauses in the event the lessee exercises the option to extend.

19. 使用權資產 (續)

於兩個年度，本集團租賃各種辦公室、倉庫、設備及車輛供其運營之用。於兩個年度，租賃合同按3個月至47年的固定期限訂立。租賃條款乃根據個案基準商定，並包含不同的條款及條件。在釐定租賃期限及評估不可撤銷期限的長短時，本集團採用合同的定義並釐定合同可強制執行的期限。

本集團日常為各辦公室訂立短期租賃。於2024年12月31日，短期租賃組合與上文披露短期租賃開支所對應的短期租賃組合相似。

租賃限制或契諾

此外，於2024年12月31日，以相關使用權資產21,938千美元確認租賃負債3,570千美元（2023年：以相關使用權資產24,627千美元確認租賃負債5,231千美元）。除出租人持有的租賃資產中的擔保權益外，租賃協議不施加任何其他契諾。租賃資產不得用作借貸的抵押品。

20. 投資物業

本集團根據經營租賃出租若干辦公室，租金須每月支付。租賃通常初步為期1至3年（2023年：1至3年），且僅承租人有權單方面將租賃延長至初始期以外。在承租人行使延期選擇權的情況下，大多數租賃合同均包含市場審查條款。

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20. INVESTMENT PROPERTIES (continued)

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

20. 投資物業 (續)

本集團不會因租賃安排而承受外幣風險，因為所有租賃均以集團實體各自的功能貨幣計價。租賃合同不包含剩餘價值保證及／或承租人在租賃期末購買物業的選擇權。

		US\$'000 千美元
COST	成本	
At 1 January 2023	於2023年1月1日	2,203
Exchange adjustments	匯兌調整	(37)
At 31 December 2023	於2023年12月31日	2,166
Exchange adjustments	匯兌調整	(32)
At 31 December 2024	於2024年12月31日	2,134
DEPRECIATION	折舊	
At 1 January 2023	於2023年1月1日	(396)
Provided for the year	本年撥備	(237)
Exchange adjustments	匯兌調整	7
At 31 December 2023	於2023年12月31日	(626)
Provided for the year	本年撥備	(79)
Exchange adjustments	匯兌調整	9
At 31 December 2024	於2024年12月31日	(696)
CARRYING VALUES	賬面值	
At 31 December 2024	於2024年12月31日	1,438
At 31 December 2023	於2023年12月31日	1,540

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21. GOODWILL

21. 商譽

		Elec-Tech Solid State Lighting (HK) Limited ("HKSSL") 怡達(香港) 光電科技 有限公司 (「香港怡達」) US\$'000 千美元	Shanghai Arcata Electronics Co., Ltd. ("Arcata") 上海阿卡得 電子有限公司 (「阿卡得」) US\$'000 千美元	Total 合計 US\$'000 千美元
COST	成本			
At 1 January 2023	於2023年1月1日	54,164	1,058	55,222
Exchange adjustments	匯兌調整	(903)	(18)	(921)
At 31 December 2023	於2023年12月31日	53,261	1,040	54,301
Exchange adjustments	匯兌調整	(783)	(15)	(798)
At 31 December 2024	於2024年12月31日	52,478	1,025	53,503
IMPAIRMENT	減值			
At 1 January 2023	於2023年1月1日	24,871	–	24,871
Exchange adjustments	匯兌調整	(415)	–	(415)
At 31 December 2023	於2023年12月31日	24,456	–	24,456
Exchange adjustments	匯兌調整	(359)	–	(359)
At 31 December 2024	於2024年12月31日	24,097	–	24,097
CARRYING VALUES	賬面值			
At 31 December 2024	於2024年12月31日	28,381	1,025	29,406
At 31 December 2023	於2023年12月31日	28,805	1,040	29,845

Particulars regarding impairment testing on goodwill are disclosed in Note 23.

有關商譽減值測試的詳情已於附註23披露。

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22. OTHER INTANGIBLE ASSETS

22. 其他無形資產

		Trademarks (indefinite useful lives) 商標(無限 可使用年期) US\$'000 千美元	Trademarks (finite useful lives) 商標(有限 可使用年期) US\$'000 千美元	Computer software 電腦軟件 US\$'000 千美元	Customer relationships 客戶關係 US\$'000 千美元	Deferred development costs 遞延開發 成本 US\$'000 千美元	Patents 專利權 US\$'000 千美元	Total 合計 US\$'000 千美元
COST	成本							
At 1 January 2023	於2023年1月1日	2,527	11,509	870	47,498	2,374	33,806	98,584
Additions	添置	-	-	679	-	1,207	1,451	3,337
Exchange adjustment	匯兌調整	(42)	(191)	171	(529)	(44)	(533)	(1,168)
At 31 December 2023	於2023年12月31日	2,485	11,318	1,720	46,969	3,537	34,724	100,753
Additions	添置	-	-	168	-	332	-	500
Reclassification	重新分類	-	-	-	-	(1,302)	1,302	-
Exchange adjustment	匯兌調整	(37)	(167)	(22)	(904)	(93)	(441)	(1,664)
At 31 December 2024	於2024年12月31日	2,448	11,151	1,866	46,065	2,474	35,585	99,589
ACCUMULATED AMORTISATION	累計攤銷							
At 1 January 2023	於2023年1月1日	-	(9,591)	(492)	(13,846)	-	(27,665)	(51,594)
Charge for the year	本年開支	-	(1,851)	(85)	(1,615)	-	(2,906)	(6,457)
Exchange adjustment	匯兌調整	-	124	(154)	(440)	-	249	(221)
At 31 December 2023	於2023年12月31日	-	(11,318)	(731)	(15,901)	-	(30,322)	(58,272)
Charge for the year	本年開支	-	-	(142)	(2,141)	-	(2,612)	(4,895)
Exchange adjustment	匯兌調整	-	167	10	232	-	386	795
At 31 December 2024	於2024年12月31日	-	(11,151)	(863)	(17,810)	-	(32,548)	(62,372)
CARRYING VALUES	賬面值							
At 31 December 2024	於2024年12月31日	2,448	-	1,003	28,255	2,474	3,037	37,217
At 31 December 2023	於2023年12月31日	2,485	-	989	31,068	3,537	4,402	42,481

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22. OTHER INTANGIBLE ASSETS (continued)

Deferred development costs are internally generated. The Group's computer software and patents were acquired from third parties. Trademarks and customer relationships were purchased as part of a business combination in prior years.

The above intangible assets other than trademarks with indefinite useful lives have finite useful lives. Such intangible assets are amortised on a straight-line basis over the following period:

Trademarks with finite useful lives	5 years
Computer software	5 to 10 years
Customer relationships	5 to 20 years
Patents	5 to 10 years

The trademarks with indefinite useful lives are renewable at minimal cost. The directors of the Company are of the opinion that the Group would renew the trademarks continuously and has the ability to do so. Various studies including market, competitive and environmental trends, and brand extension opportunities have been performed by management of the Group, which supports that the trademarks have no foreseeable limit to the period over which the trademarked products are expected to generate net cash flows for the Group.

As a result, the trademarks are considered by the management of the Group as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The trademarks will not be amortised until its useful life is determined to be finite. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired. Particulars of the impairment testing are disclosed in Note 23.

22. 其他無形資產 (續)

遞延開發成本屬內部產生。本集團的電腦軟件及專利權乃從第三方獲得。商標及客戶關係乃過往年度作為業務合併的一部分而購買。

除具無限可使用年期的商標外，上述無形資產均具有有限可使用年期。此類無形資產於以下期間按直線法攤銷：

具有限可使用年期的商標	5年
電腦軟件	5至10年
客戶關係	5至20年
專利權	5至10年

具無限可使用年期的商標可以最小成本續新。本公司董事認為，本集團將持續續新商標，並有能力如此行事。本集團管理層已進行各種研究，包括市場、競爭及環境趨勢以及品牌延伸機會，該等研究證明商標對使用商標的產品預期可為本集團產生淨現金流量的期間並無可預見的限制。

因此，本集團管理層認為該等商標具有無限可使用年期，因為預計該等商標將無限期貢獻淨現金流入。該等商標不會攤銷，直至其可使用年期被釐定為有限止。相反，其將每年及在有跡象表明可能會減值時進行減值測試。減值測試的詳情於附註23披露。

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23. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIVES

For the purposes of impairment testing, goodwill and trademarks with indefinite useful lives set out in Notes 21 and 22 have been allocated to three individual CGUs. The carrying amounts of goodwill and trademarks (net of accumulated impairment losses) allocated to these units are as follows:

		Goodwill 商譽		Trademarks 商標	
		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元	2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
HKSSL	香港怡達	28,381	28,805	2,448	2,485
Arcata	阿卡得	1,025	1,040	-	-
		29,406	29,845	2,448	2,485

In addition to goodwill and trademarks above, property, plant and equipment, other intangible assets and right-of-use assets (including allocation of corporate assets) that generate cash flows together with the related goodwill and trademarks are also included in the respective CGU for the purpose of impairment assessment.

23. 商譽及具無限可使用年期的無形資產減值測試

就減值測試而言，附註21及22中所載商譽及具無限可使用年期的商標已分配至三個單獨現金產生單位。分配予該等單位的商譽及商標的賬面值（扣除累計減值虧損後）如下：

除上述商譽及商標外，產生現金流量的物業、廠房及設備、其他無形資產及使用權資產（包括分配公司資產），連同相關商譽及商標，亦計入各自的現金產生單位，以進行減值評估。

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23. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIVES (continued)

HKSSL

The recoverable amount of this unit has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period, and discount rate of 14.87% (2023: 16.43%). HKSSL's cash flows beyond the five-year period are extrapolated using a steady 2% (2023: 2%) growth rate. This growth rate is based on the historical consumer price index growth rate and does not exceed the average consumer price index growth rate in the United States. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include sales growth rates and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development.

During the years ended 31 December 2024 and 2023, management of the Group determines that there is no impairment on HKSSL. Management believes that any reasonably possible change in any of these assumptions would not cause the carrying amount of HKSSL to exceed the recoverable amount of HKSSL.

23. 商譽及具無限可使用年期的無形資產減值測試 (續)

香港怡達

該單位的可收回金額已根據使用價值計算法釐定。該計算使用基於管理層批准的涵蓋五年期財務預算的現金流量預測及折現率14.87% (2023年：16.43%)。香港怡達五年期以上的現金流量使用穩定的2% (2023年：2%) 增長率推算得出。該增長率基於歷史消費價格指數增長率，並且不超過美國平均消費價格指數增長率。計算使用價值使用的其他關鍵假設與現金流入／流出估計有關，包括銷售增長率及毛利率，該估計基於該單位過往表現及管理層對市場發展的預期。

截至2024年及2023年12月31日止年度，本集團管理層釐定香港怡達並無減值。管理層認為，任何該等假設的任何合理可能變動均不會導致香港怡達的賬面值超過香港怡達的可收回金額。

24. INTERESTS IN ASSOCIATES

24. 於聯營公司之權益

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Cost of interests in associates	於聯營公司的權益成本	143,175	145,313
Share of post-acquisition profit or loss and other comprehensive (expense) income, net of dividends received	應佔收購後利潤或虧損及其他全面(費用)收入，扣除已收股息	(1,466)	11,789
Impairment losses recognised	已確認減值虧損	(27,186)	(624)
		114,523	156,478

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24. INTERESTS IN ASSOCIATES (continued)

Details of the Group's material associates at the end of the reporting period are as follows:

Name of entity	Country of incorporation/ registration 註冊成立／ 註冊國家	Principal place of business 主要營業地點	Proportion of ownership interest held by the Group 本集團所持所有權比例		Proportion of voting rights held by the Group 本集團所持投票權比例		Principal activities 主要活動
			2024 2024年	2023 2023年	2024 2024年	2023 2023年	
Brilliant Lights International Holding Pte. Ltd. ("BLIHP")	Singapore	Singapore	30%	30%	30%	30%	Investment holding and manufacture and sales of lamps, luminaries, lamp transformers, lighting electronic products and other appliances
Brilliant Lights International Holding Pte. Ltd. (「BLIHP」)	新加坡	新加坡	30%	30%	30%	30%	投資控股以及製造及銷售光源、燈具、燈用鎮流器、照明電子產品及其他電器

The above table lists out the associate of the Group which, in the opinion of the directors, principally affect the share of results of associates for the year or constitute a substantial portion of the Group's interests in associates. To give details of other associates would, in the opinion of the directors, result in particulars of excessive length.

Note: In the opinion of the directors, BLIHP is regarded as associate of the Group because the Group appoints director in the board of directors of BLIHP which indicates the Group has significant influence over BLIHP.

24. 於聯營公司之權益 (續)

本集團主要聯營公司於報告期末的詳情如下：

上表列出董事認為主要影響應佔聯營公司年度業績或構成本集團於聯營公司權益相當大部分之本集團聯營公司。董事認為列出其他聯營公司詳情，會令名單篇幅變得冗長。

附註： 董事認為，BLIHP被視為本集團的聯營公司，因為本集團在BLIHP的董事會中委任董事，這表明本集團對BLIHP具有重大影響力。

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24. INTERESTS IN ASSOCIATES (continued)

Impairment assessment of interest in BLIHP

BLIHP and its subsidiaries (collectively referred to as “BLIHP Group”) are engaged in manufacturing and sales of lamps, luminaries, lamp transformers, lighting electronic products and other appliances with the NVC brand in PRC. BLIHP’s sales were made through various e-commerce platforms and traditional sale channels, representing the online and offline segments respectively. During the year ended 31 December 2024, an impairment loss of US\$26,562,000 was recognised, the impairment is due to key factors worsening during the later part of the year ended 31 December 2024, mainly the weak first-hand real estate market in the PRC, and the adverse export environment which in turn created severe competition in the domestic market, resulting in a substantial shortfall in operating profit when compared to previous year’s financial budgets approved by management of BLIHP. As at 31 December 2024, the accumulated impairment loss amounting to US\$26,562,000 was recognised.

The Group’s management engaged an independent qualified professional valuer to assist them to determine the recoverable amount of interest in BLIHP, based on the past performance of BLIHP and the expectations from the Group’s management for the market development estimate.

The recoverable amount of the interest in BLIHP is determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period, and discount rate of 14.5% (2023: 14.5%). BLIHP’s cash flows beyond the five-year period are extrapolated using a steady 2.0% (2023: 2.2%) growth rate. This growth rate is based on the relevant industry growth forecasts and does not exceed the average consumer price index growth rate in the PRC for the relevant industry. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include sales growth rates and gross margin, such estimation is based on the unit’s past performance and management’s expectations for the market development.

The results of the valuation assessment using these assumptions show that the recoverable amount amounting to US\$112,715,000 is below the carrying amount of interest in BLIHP as at 31 December 2024. Accordingly, an impairment loss of US\$26,562,000 was recognised in profit or loss during the year ended 31 December 2024.

24. 於聯營公司之權益 (續)

於BLIHP的權益減值評估

BLIHP及其附屬公司(統稱「BLIHP集團」)在中國從事製造及銷售雷士品牌的光源、燈具、燈用鎮流器、照明電子產品及其他電器。BLIHP的銷售通過各種電子商務平台及傳統銷售渠道進行，分別代表線上及線下分部。於截至2024年12月31日止年度，確認減損虧損26,562千美元，出現減值是由於截至2024年12月31日止年度下半年主要因素惡化所致，主要是中國一手房地產市場疲軟，以及不利的出口環境導致國內市場競爭激烈，導致經營利潤與BLIHP管理層批准的上一年度財務預算相比大幅下降。於2024年12月31日，累計確認減值虧損26,562千美元。

本集團的管理層委聘獨立合資格專業估值師協助彼等根據BLIHP的過往表現以及本集團管理層對市場發展估計的預期釐定於BLIHP之權益的可收回金額。

於BLIHP的權益的可收回金額已根據使用價值計算法釐定。該計算使用基於管理層批准的涵蓋五年期財務預算的現金流量預測及折現率14.5% (2023年：14.5%)。BLIHP五年期以上的現金流量使用穩定的2.0% (2023年：2.2%) 增長率推算得出。該增長率基於相關行業的增長預測，並且不超過中國相關行業的平均消費價格指數增長率。計算使用價值使用的其他關鍵假設與現金流入／流出估計有關，包括銷售增長率及毛利率，該估計基於該單位過往表現及管理層對市場發展的預期。

使用該等假設進行估值評估的結果表明，可收回金額112,715千美元低於BLIHP的權益在2024年12月31日的賬面值。因此，於截至2024年12月31日止年度在損益確認減值虧損26,562千美元。

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24. INTERESTS IN ASSOCIATES (continued)

Summarised financial information of a material associate

Summarised financial information in respect of the Group's material associates is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with IFRS Standards.

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

BLIHP

Current assets	流動資產		
Non-current assets, excluding goodwill	非流動資產 (不包括商譽)		
Goodwill	商譽		
Current liabilities	流動負債		
Non-current liabilities	非流動負債		
Net assets	淨資產		
Less:	減：		
– goodwill	– 商譽		
– non-controlling interests in the associate's subsidiaries ("Associate's NCI")	– 於聯營公司之附屬公司的非控制性權益 (「聯營公司的非控制性權益」)		
Net assets, excluding goodwill and Associate's NCI	淨資產，不包括商譽及聯營公司的非控制性權益		
Proportion of the Group's ownership	本集團所有權百分比		
Group's share of net assets of the associates, excluding goodwill and Associate's NCI	本集團應佔聯營公司淨資產，不包括商譽及聯營公司的非控制性權益		
Goodwill on acquisition of the associate	收購聯營公司商譽		
Impairment loss recognised	已確認減值虧損		
Other adjustments	其他調整		
Carrying amount of the investment	投資賬面值		

24. 於聯營公司之權益 (續)

一家主要聯營公司的財務資料概要

有關本集團主要聯營公司的財務資料概要載列如下。以下財務資料概要指該聯營公司根據國際財務報告準則編製的財務報表所列金額。

於該等綜合財務報表中，所有該等聯營公司均採用權益法入賬。

BLIHP

2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
604,381	538,374
535,204	549,141
254,661	283,668
(544,000)	(536,028)
(448,727)	(357,576)
401,519	477,579
(205,500)	(233,844)
(30,719)	(31,474)
165,300	212,261
30%	30%
49,590	63,678
83,386	84,630
(26,562)	–
6,301	6,427
112,715	154,735

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24. INTERESTS IN ASSOCIATES (continued)

Summarised financial information of a material associate (continued)

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Revenue	收入	613,255	708,334
Profit for the year	本年利潤	18,988	57,095
Profit for the year excluding non-controlling interests in an associate's subsidiaries	本年利潤，不包括於聯營公司之附屬公司的非控制性權益	19,284	57,074
Total comprehensive income for the year	本年全面收入合計	11,959	50,183
Total comprehensive income for the year excluding non-controlling interests in an associate's subsidiaries	本年全面收入合計，不包括於聯營公司之附屬公司的非控制性權益	12,255	50,141
Dividend received from the associate during the year	本年收到聯營公司股息	16,982	—

Aggregate information of associate that are not individually material

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
The Group's share of profit	本集團應佔利潤	93	41
The Group's share of total comprehensive income	本集團應佔全面收入合計	93	41
Aggregate carrying amount of the Group's interests in these associates	本集團於該等聯營公司的權益的合計賬面值	1,808	1,743

24. 於聯營公司之權益 (續)

一家主要聯營公司的財務資料概要 (續)

個別並不重大的聯營公司的匯總資料

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25. EQUITY INSTRUMENTS AT FVTOCI

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Listed equity securities	上市權益證券	2,239	1,808
Unlisted equity investments	非上市權益證券	110	111
		2,349	1,919

The above listed equity investments represent ordinary shares of an entity listed in the PRC and the above unlisted equity investments represent the Group's equity interest in a private entity established in the PRC. Both investments are not held for trading, instead, they are held for long-term strategic purposes. The directors of the Company have elected to designate these investments in equity instrument as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

26. TRADE AND BILLS RECEIVABLES

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Trade receivables	貿易應收賬款	49,913	50,787
Less: Allowance for credit losses	減：信貸虧損撥備	(530)	(1,569)
		49,383	49,218
Bills receivables	票據應收賬款	152	246
		49,535	49,464

As at 1 January 2023, trade receivables from contracts with customer amounted to US\$45,229,000.

25. 按公允價值計入其他全面收入的權益工具

上述上市權益投資指在中國上市的實體的普通股，上述非上市權益投資指本集團在中國成立的私營實體的股權。該等投資並非持作交易目的，而是為長期戰略目的而持有。本公司董事選擇將權益工具投資指定為按公允價值計入其他全面收入，因為彼等認為於損益確認該等投資的公允價值短期波動與本集團長期持有該等投資及長遠發揮其表現潛力的策略不符。

26. 貿易及票據應收賬款

於2023年1月1日，來自客戶合同的貿易應收賬款為45,229千美元。

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26. TRADE AND BILLS RECEIVABLES (continued)

The credit period on sales of goods is ranging from 0 to 120 days.

Included in the Group's trade receivables are amounts due from related parties of US\$161,000 (2023: US\$166,000) which are repayable on similar credit terms to those offered to the major customers of the Group.

The following is an aged analysis of trade receivables, net of allowance for credit losses, presented based on the transaction date, and an analysis of bills receivables by age, net of allowance for credit losses, presented based on the bills issuance date at the end of the reporting period.

26. 貿易及票據應收賬款 (續)

貨品銷售的信貸期介乎0至120天。

應收關聯方賬款161千美元(2023年:166千美元)計入本集團貿易應收賬款,該等賬款的還款信貸條件與提供給本集團主要客戶的條件相若。

以下為基於交易日期呈列的貿易應收賬款(已扣除信貸虧損撥備)的賬齡分析,以及基於報告期末的票據發行日期呈列,按賬齡劃分的票據應收賬款(已扣除信貸虧損撥備)分析。

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Trade receivables	貿易應收賬款		
Within 3 months	3個月內	46,252	42,658
4 to 6 months	4至6個月	1,285	5,501
7 to 12 months	7至12個月	587	435
1 to 2 years	1年至2年	293	134
Over 2 years	2年以上	966	490
		49,383	49,218
Bills receivables	票據應收賬款		
Within 3 months	3個月內	152	232
4 to 6 months	4至6個月	-	14
		152	246

As at 31 December 2024, included in the Group's trade receivables balance are debtors with aggregate carrying amount of US\$5,505,000 (2023: US\$5,081,000) which are past due as at the reporting date. Out of the past due balances, US\$3,316,000 (2023: US\$1,837,000) has been past due 90 days or more and is not considered as in default based on repayment records of those customers and continuous business with the Group.

於2024年12月31日,本集團的貿易應收賬款餘額中包括賬面總值為5,505千美元(2023年:5,081千美元)的應收賬款,該等應收賬款於報告日期已逾期。在逾期餘額中,3,316千美元(2023年:1,837千美元)已逾期90日或更長時間,但根據該等客戶的還款記錄及與本集團的持續業務,不被視為違約。

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26. TRADE AND BILLS RECEIVABLES (continued)

As at 31 December 2024, total bills received amounted to US\$152,000 (2023: US\$246,000) are held by the Group for future settlement of trade receivables. All bills received by the Group are with a maturity period of less than six months. Other than bills receivables, the Group does not hold any collateral over these balances.

Trade receivables amounted to US\$7,777,000 (2023: US\$9,795,000) have been pledged as security for the Group's borrowings (Note 42).

Details of impairment assessment of trade and bills receivables are set out in Note 44(b).

26. 貿易及票據應收賬款 (續)

於2024年12月31日，本集團持有票據已收賬款總額152千美元（2023年：246千美元），用於未來結算貿易應收賬款。本集團收到的所有票據的到期期限均少於六個月。除票據應收賬款外，本集團並無就該等結餘持有任何抵押品。

金額為7,777千美元（2023年：9,795千美元）的貿易應收賬款已作為本集團借款的抵押品予以抵押（附註42）。

貿易及票據應收賬款的減值評估詳情載於附註44(b)。

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27. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

27. 其他應收賬款、保證金及預付款

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Non-current asset	非流動資產		
Deposits paid for acquisition of property, plant and equipment	收購物業、廠房及設備支付保證金	41,148	41,993
Current assets	流動資產		
Prepayments	預付款	1,957	2,450
PRC value added tax recoverable	可退還中國增值稅	3,067	4,037
Deposits paid and other receivables from third parties	給予第三方的保證金及應收第三方其他應收賬款	2,820	3,500
Other receivables due from:	應收以下各方的其他應收賬款：		
– associates	– 聯營公司	1,428	1,781
– an entity with significant influence over the Company	– 對本公司有重大影響的實體	925	939
– subsidiaries of an entity with significant influence over the Company	– 對本公司有重大影響的實體的附屬公司	861	861
		11,058	13,568
Less: Allowance for credit losses	減：信貸虧損撥備	(387)	(131)
		10,671	13,437

Details of impairment assessment of other receivables are set out in Note 44(b).

其他應收賬款的減值評估詳情載於附註44(b)。

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28. INVENTORIES

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Raw materials and consumables	原材料和消耗品	8,414	8,422
Work in progress	半成品	4,075	3,059
Finished goods	成品	27,872	33,755
		40,361	45,236

During the current year, management of the Group considered the market performance and the expected net realisable value of the inventories. As a result, the Group has written down inventories, net of reversal, of US\$1,552,000 (2023: US\$1,340,000) to their net realisable values, and included the charge in "Cost of sales".

28. 存貨

於本年度，本集團管理層已考慮市場表現及存貨的預期可變現淨值。因此，本集團已將存貨（扣除撥回）1,552千美元（2023年：1,340千美元）撇減至其可變現淨值，並計入「銷售成本」扣減。

29. FINANCIAL ASSETS (LIABILITIES) AT FVTPL/ DERIVATIVES

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Financial assets at FVTPL	按公允價值計入損益的金融資產		
Equity securities listed in the PRC	於中國上市的股本證券	4,731	3,939
Structured deposits (Note i)	結構性存款 (附註i)	50,000	—
		54,731	3,939
Financial liabilities at FVTPL	按公允價值計入損益的金融負債		
Contingent consideration payables (Note ii)	應付或有代價 (附註ii)	2,332	—
Derivatives (Note iii)	衍生工具 (附註iii)	143	—
Analysis as:	分析如下：		
– non-current	– 非流動	2,141	—
– current	– 流動	334	—
		2,475	—

29. 按公允價值計入損益的金融資產(負債)／衍生工具

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29. FINANCIAL ASSETS (LIABILITIES) AT FVTPL/ DERIVATIVES (continued)

Notes:

- (i) The structured deposits of US\$50,000,000 (2023: nil) are issued by a financial institution. These structured deposits are interest-rate linked instruments, with enhanced interest rates accruing on a daily basis until the Group exercises the right to redeem the instruments. As at 31 December 2024, the management has performed impairment assessment and considered that there has been no significant increase in credit risk since initial recognition of the structured deposits and considered that the fair change attributable to the change in credit risk is minimal.

- (ii) On 7 March 2024, 40% equity interest in NVC Lighting AB was acquired by a subsidiary of the Company. NVC Lighting AB principally engages in conducting import, export and sales of luminaries and lighting products in Sweden. The acquisition price consists of (i) a fixed consideration of SEK6,000,000, and (ii) earn-out payment base on the financial performance of NVC Lighting AB for the fiscal periods from 2024 to 2027.

The earn-out arrangement is a contingent consideration payable and classified as a financial liabilities at FVTPL. Details of the fair value measurement are in Note 44(c).

- (iii) Major terms of the foreign currency forward contracts are as follows:

Year ended 31 December 2024:

Notional amount 名義金額	Maturity 到期日	Exchange rate 匯率
Sell JPY1,253,700,000 出售1,253,700,000日圓	30 April 2026 2026年4月30日	RMB1: JPY21.94 人民幣1元：21.94日圓

29. 按公允價值計入損益的金融資產(負債)／衍生工具(續)

附註：

- (i) 50,000千美元(2023年：無)的結構性存款由金融機構發行。該等結構性存款為與利率掛鉤的工具，利率按日累計提高，直至本集團行使贖回工具的權利。於2024年12月31日，管理層已進行減值評估並認為，自初始確認結構性存款以來，信用風險並無顯著增加，且認為由信用風險變動引起的公允變動甚微。

- (ii) 於2024年3月7日，本公司附屬公司收購了NVC Lighting AB的40%股權。NVC Lighting AB主要在瑞典從事燈具及照明產品的進出口及銷售。收購價格包括(i)6,000,000克朗的固定代價，以及(ii)根據NVC Lighting AB在2024年至2027年財政期間的財務業績支付的獲利付款。

獲利安排是一種應付或有代價，並被歸類為按公允價值計入損益的金融負債。公允價值計量的詳情於附註44(c)。

- (iii) 外幣遠期合約主要條款如下：

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30. FIXED DEPOSITS WITH MATURITY OF MORE THAN THREE MONTHS/CASH AND CASH EQUIVALENTS

Cash and cash equivalents include demand deposits and short term deposits for the purpose of meeting the Group's short term cash commitments, which carry interest at market rates ranging from 0.01% to 1.00% (2023: 0.01% to 1.00%). The fixed deposits carry fixed interest rates at 3.1% (2023: 3.1%) per annum.

Details of impairment assessment of bank balances are set out in Note 44(b).

31. TRADE PAYABLES

Trade payables due to third parties	應付第三方貿易應付賬款
Trade payables due to related parties:	應付關聯方的貿易應付賬款：
– subsidiaries of entity with significant influence over the Company	– 對本公司有重大影響的實體的附屬公司
– associates	– 聯營公司
Trade payables due to third parties under supplier finance arrangement (Note)	供應商融資安排下應付第三方貿易應付賬款 (附註)

Note: These relate to trade payables in which the Group has issued bills to the relevant suppliers and related parties for future settlement of trade payables. The Group continues to recognise these trade payables as the relevant banks are obliged to make payments only on due dates of the bills, under the same conditions as agreed with the suppliers and related parties without further extension. In the consolidated statement of cash flows, settlements of these bills are included within operating cash flows based on the nature of the arrangements.

30. 期限超過三個月的定期存款／現金及現金等價物

現金及現金等價物包括活期存款及用於滿足本集團短期現金承諾的短期存款，按介乎0.01%至1.00%（2023年：0.01%至1.00%）的市場利率計息。定期存款按3.1%（2023年：3.1%）的年利率計息。

銀行結餘的減值評估詳情載於附註44(b)。

31. 貿易應付賬款

	2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Trade payables due to third parties	37,714	35,280
Trade payables due to related parties:		
– subsidiaries of entity with significant influence over the Company	466	1,080
– associates	73	3
Trade payables due to third parties under supplier finance arrangement (Note)	2,601	3,082
	40,854	39,445

附註： 該等賬款與本集團已向相關供應商及關聯方開具票據以用於未來結算貿易應付賬款的貿易應付賬款有關。本集團繼續確認該等貿易應付賬款，因為有關銀行須按與供應商及關聯方協定的相同條件，僅在票據到期日付款，而不會進一步延期。於綜合現金流量表中，該等票據的結算根據安排的性質計入經營現金流量。

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31. TRADE PAYABLES (continued)

The following is an aged analysis of trade payables not under supplier finance arrangement presented based on the transaction date.

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Within 3 months	3個月內	36,660	34,616
4 to 6 months	4至6個月	401	776
7 to 12 months	7至12個月	270	200
1 to 2 years	1年至2年	170	562
Over 2 years	2年以上	752	209
		38,253	36,363

The followings is an aged analysis of trade payables under supplier finance arrangement presented based on the bills issuance date.

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Within 3 months	3個月內	1,652	1,403
4 to 6 months	4至6個月	949	1,679
		2,601	3,082

The average credit period on purchase of goods is 30 to 180 days (2023: 30 to 180 days).

31. 貿易應付賬款 (續)

下表載列並非基於交易日期的供應商融資安排下貿易應付賬款的賬齡分析。

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Within 3 months	3個月內	36,660	34,616
4 to 6 months	4至6個月	401	776
7 to 12 months	7至12個月	270	200
1 to 2 years	1年至2年	170	562
Over 2 years	2年以上	752	209
		38,253	36,363

下表載列基於票據發行日期的供應商融資安排下貿易應付賬款賬齡分析。

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Within 3 months	3個月內	1,652	1,403
4 to 6 months	4至6個月	949	1,679
		2,601	3,082

購買貨物的平均信貸期為30至180天 (2023年：30至180天)。

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32. OTHER PAYABLES AND ACCRUALS

32. 其他應付賬款及預提費用

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Other payables and accruals	其他應付賬款及預提費用	23,004	26,026
Other payables due to related parties:	其他應付關聯方的賬款：		
– subsidiaries of entity with significant influence over the Company	– 對本公司有重大影響的實體的附屬公司	310	314
– associates	– 聯營公司	8,475	135
Dividend payable	應付股息	543	541
Refund liabilities	退款負債	166	2,485
		32,498	29,501

33. CONTRACT LIABILITIES

33. 合同負債

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Sales of goods	銷售貨品	2,184	5,516

As at 1 January 2023, contract liabilities amounted to US\$5,601,000.

於2023年1月1日，合同負債為5,601千美元。

The contract liabilities were expected to be recognised as revenue in the next 12 months. As permitted under IFRS 15, the transaction price allocated to the unsatisfied contract which has an original expected duration of one year or less is not disclosed.

預期合同負債將在未來12個月內確認為收入。根據國際財務報告準則第15號的許可，分配予未完成合約（原預期期限為一年或更短）的交易價格未予披露。

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33. CONTRACT LIABILITIES (continued)

The following table shows how much of the revenue recognised relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in prior periods.

33. 合同負債 (續)

下表顯示了確認的收入與結轉合同負債的有關程度以及與以前期間已履行的履約義務的有關程度。

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Revenue recognised that was included in contract liability balance at the beginning of the year	年初計入合同負債結餘的已確認收入		
– Sales of goods	— 銷售貨品	5,516	5,601

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34. DEFERRED TAX ASSETS/LIABILITIES

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purpose:

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Deferred tax assets	遞延稅項資產	1,485	1,518
Deferred tax liabilities	遞延稅項負債	(6,456)	(6,665)
		(4,971)	(5,147)

The following are the major deferred tax (liabilities) assets recognised and movements thereon during the current and prior years:

就於綜合財務狀況表中的呈列而言，若干遞延稅項資產及負債已經抵銷。以下為就財務報告而言的遞延稅項結餘分析：

以下為於本年度及過往年度確認的主要遞延稅項（負債）資產以及其變動：

		Fair value adjustments arising from business combinations 企業合併 引致的公允 價值調整 US\$'000 千美元	Fair value change of financial assets at FVTPL 按公允價值 計入損益的 金融資產 公允價值 變動 US\$'000 千美元	Temporary difference 暫時差額 US\$'000 千美元	Total 合計 US\$'000 千美元
At 1 January 2023	於2023年1月1日	(5,707)	(88)	(504)	(6,299)
Deferred tax credit (charged) to profit or loss	於損益中計入 (扣除) 的 遞延稅項	747	22	(179)	590
Others	其他	529	1	32	562
At 31 December 2023	於2023年12月31日	(4,431)	(65)	(651)	(5,147)
Deferred tax credit (charged) to profit or loss	於損益中計入 (扣除) 的 遞延稅項	353	198	(919)	(368)
Others	其他	(988)	(11)	1,543	544
At 31 December 2024	於2024年12月31日	(5,066)	122	(27)	(4,971)

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34. DEFERRED TAX ASSETS/LIABILITIES (continued)

The Group has accumulated tax losses of US\$8,200,000 (2023: US\$7,380,000) as at 31 December 2024 that are available indefinitely for offsetting against future taxable profits of the respective group companies in which the losses arose. In addition, the Group has accumulated tax losses of US\$30,484,000 (2023: US\$27,644,000) and US\$37,371,000 (2023: US\$29,298,000) as at 31 December 2024, which will expire in one to five years and in one to ten years for offsetting against taxable future profits, respectively.

No deferred tax asset has been recognised in respect of the tax losses of US\$76,055,000 (2023: US\$64,322,000) arising from the subsidiaries as it is not considered probable that taxable profits will be available in the foreseeable future against which the accumulated tax losses can be utilised.

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to US\$67,248,000 (2023: US\$55,478,000) 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.

34. 遞延稅項資產／負債 (續)

於2024年12月31日，本集團的累計稅項虧損8,200千美元（2023年：7,380千美元），可無限期抵銷產生虧損之相關集團公司的未來應課稅利潤。此外，於2024年12月31日，本集團的累計稅項虧損30,484千美元（2023年：27,644千美元）及37,371千美元（2023年：29,298千美元），可分別於1至5年內及於1至10年內抵銷未來應課稅利潤。

由於本集團認為於可預見未來該等可動用的累計稅項虧損不可用應課稅利潤抵銷，故尚未就該等附屬公司產生的稅項虧損76,055千美元（2023年：64,322千美元）確認遞延稅項資產。

根據中國企業所得稅法，自2008年1月1日起，就中國附屬公司賺取的利潤宣派的股息須徵收預扣稅。由於本集團有能力控制暫時差額的撥回時間，且在可預見的將來暫時差額很可能不會撥回，故未在綜合財務報表中就中國附屬公司的累計利潤應佔的暫時差額67,248千美元（2023年：55,478千美元）作出遞延稅項撥備。

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35. BORROWINGS

35. 借款

	2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Secured bank loans that are repayable within one year or contain a repayment on demand clause (shown under current liabilities)	2,603	1,699

Borrowings comprise:

借款包括：

		Maturity date 到期日	Contractual interest rate 合約利率	Carrying amount 賬面值	
				2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Secured bank loans	有抵押銀行貸款	on demand (2023: on demand) 按要求即付 (2023年： 按要求即付)	Base*+1.90% p.a. (2023: Base*+ 1.90% p.a.) 基本利率*+每年1.90% (2023年：基本利率* +每年1.90%)	2,603	1,699

* “Base” refers to the Bank of England base rate.

* 「基本利率」指英格蘭銀行的基本利率。

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36. DEFERRED INCOME

36. 遞延收益

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Government grants related to property, plant and equipment	物業、廠房及設備相關的 政府補助	358	363
Analysis as:	分析如下：		
– non-current	– 非流動	218	221
– current	– 流動	140	142
		358	363

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37. LEASE LIABILITIES

37. 租賃負債

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Lease liabilities payable:	應付租賃負債：		
Within one year	一年內	1,436	1,793
Within a period of more than one year but not exceeding two years	一年以上但不超過兩年的期間內	836	1,253
Within a period of more than two years but not exceeding five years	兩年以上但不超過五年的期間內	1,298	2,185
		3,570	5,231
Less: Amount due for settlement with 12 months shown under current liabilities	減：流動負債下列示於12個月到 期結算的款項	(1,436)	(1,793)
Amount due for settlement after 12 months shown under non-current liabilities	於非流動負債項下列示12個月後 結算款項	2,134	3,438

The incremental borrowing rates applied to lease liabilities range from 3.7% to 9.4% (2023: 3.7% to 9.4%) per annum.

租賃負債中採用的增量借款年利率介乎3.7%至9.4%（2023年：3.7%至9.4%）。

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38. SHARE CAPITAL

38. 股本

		Number of shares 股份數目		Share capital 股本	
		2024 2024年 '000 千股	2023 2023年 '000 千股	2024 2024年 US\$ 美元	2023 2023年 US\$ 美元
Ordinary share of US\$0.000001 (2023: 0.0000001) each					
每股面值0.000001美元 (2023年：0.0000001 美元) 的普通股					
Authorised:					
法定：					
At beginning of year	於年初	50,000,000	500,000,000	46,977	46,977
Decrease on 27 October 2023	於2023年10月27日減少	–	(450,000,000)	–	–
At end of year	於年末	50,000,000	50,000,000	46,977	46,977
Issued and fully paid					
已發行及繳足					
At beginning of year	於年初	507,274	4,227,281	1,268	423
Issue of shares (note b)	發行股份 (附註b)	–	845,456	–	845
Share consolidation (note a)	股份合併 (附註a)	–	(4,565,463)	–	–
At end of year	於年末	507,274	507,274	1,268	1,268

Notes:

- a) On 27 October 2023, every ten issued shares of the Company were consolidated into one consolidated share and the number of consolidated shares was rounded down to the nearest whole number by disregarding each and every fractional consolidated share which would otherwise arise.
- b) On 9 July 2023, 845,456,130 shares of the Company were issued at subscription price of totally US\$8,944,985.

附註：

- a) 於2023年10月27日，本公司每十股已發行股份合併為一股合併股份，而合併股份數目則向下約整至最接近的整數，而忽略會產生的每一股零碎合併股份。
- b) 於2023年7月9日，本公司發行845,456,130股股份，認購價合計8,944,985美元。

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39. CAPITAL AND OTHER COMMITMENTS

39. 資本及其他承諾

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Amounts contracted for but not provided in the consolidated financial statements:	已訂約但未於綜合財務報表撥備的金額：		
Acquisition of property, plant and equipment	收購物業、廠房及設備	484	971

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

40. 本公司主要附屬公司詳情

Details of the material subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below.

於報告期末，本公司直接及間接持有的重大附屬公司詳情載列如下。

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration and business 註冊成立／ 註冊及營運地點	Issued and fully paid share capital/ registered and paid-up capital 已發行及已繳足 股本／註冊及 實繳資本	Effective equity interest attributable to the Group 本集團應佔有效股權				Principal activities 主要活動
			directly 直接		indirectly 間接		
			2024 2024年	2023 2023年	2024 2024年	2023 2023年	
Zhejiang NVC Lamps Co., Ltd.** ("Zhejiang NVC") 浙江雷士燈具有限公司** (「浙江雷士」)	The PRC 中國	RMB20,000,000 人民幣20,000,000元	— —	— —	51% 51%	51% 51%	Manufacture and sale of lamps and related products 製造及銷售光源及相關產品
Sunny**	The PRC	RMB10,000,000	—	—	100%	100%	Manufacture and sale of light tubes for energy-saving lamps and related products
三友**	中國	人民幣10,000,000元	—	—	100%	100%	製造及銷售節能燈燈管及相關產品
Arcata*	The PRC	US\$10,000,000	—	—	100%	100%	Manufacture and sale of lamp transformers and other lighting electronic products
阿卡得*	中國	10,000,000美元	—	—	100%	100%	製造及銷售燈用鎮流器及其他照明 電器
NVC Lighting Limited	England and Wales/the UK	GBP5,000,000	100%	100%	—	—	Trading of lamps, luminaries and other lighting products
NVC Lighting Limited	英格蘭及威爾士 ／英國	5,000,000英鎊	100%	100%	—	—	買賣光源、燈具及其他照明產品

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40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

40. 本公司主要附屬公司詳情 (續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration and business 註冊成立／ 註冊及營運地點	Issued and fully paid share capital/ registered and paid-up capital 已發行及已繳足 股本／註冊及 實繳資本	Effective equity interest attributable to the Group 本集團應佔有效股權				Principal activities 主要活動
			directly 直接		indirectly 間接		
			2024 2024年	2023 2023年	2024 2024年	2023 2023年	
ETI Realty Holdings, LLC	The United States	US\$100	–	N/A	100%	N/A	Trading LED lighting products and LED fixtures
ETI Realty Holdings, LLC	美國	100美元	–	不適用	100%	不適用	買賣LED照明產品及LED外殼
BAT Lighting Co., Limited	Thailand	THD86,000,000	–	–	100%	100%	Manufacture of electric lighting equipment
BAT Lighting Co., Limited	泰國	86,000,000泰銖	–	–	100%	100%	製造電子照明設備
HKSSL	Hong Kong	US\$15,000,000	100%	100%	–	–	Trading of lighting products and investment holding
香港怡達	香港	15,000,000美元	100%	100%	–	–	買賣照明產品及投資控股
ETI Solid State Lighting Inc.	The United States	US\$25,000	–	–	100%	100%	Trading LED lighting products and LED fixtures
ETI Solid State Lighting Inc.	美國	25,000美元	–	–	100%	100%	買賣LED照明產品及LED外殼
ETI Solid State Lighting (Zhuhai) Limited**	The PRC	RMB130,000,000	–	–	100%	100%	Research, development, manufacturing and trading of LED lighting products
怡迅(珠海)光電科技有限公司**	中國	人民幣130,000,000元	–	–	100%	100%	研發、製造及買賣LED照明產品
NVC Lighting Japan K.K.	Japan	Japanese Yen 300,010,000	–	–	100%	100%	Manufacturing and trading of LED lighting products
NVC Lighting Japan K.K.	日本	300,010,000日圓	–	–	100%	100%	製造及買賣LED照明產品
Yixun (Huizhou) Lighting Technology Co., Ltd.*	The PRC	RMB5,000,000	–	–	100%	100%	Research, development, sale and distribution of lighting products
怡迅(惠州)光電科技有限公司*	中國	人民幣5,000,000元	–	–	100%	100%	研發、銷售及分銷照明產品

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40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration and business 註冊成立／ 註冊及營運地點	Issued and fully paid share capital/ registered and paid-up capital 已發行及已繳足 股本／註冊及 實繳資本	Effective equity interest attributable to the Group				Principal activities 主要活動
			directly 直接		indirectly 間接		
			2024 2024年	2023 2023年	2024 2024年	2023 2023年	
NVC Vietnam Technology and Lighting Company Limited	Vietnam	US\$8,000 (approximately Vietnamese Dong ("VND") 186,400,000,000)	—	—	100%	100%	Manufacture of electric lighting equipment
NVC Vietnam Technology and Lighting Company Limited	越南	8,000美元 (約186,400,000,000 越南盾)	—	—	100%	100%	製造電子照明設備
NVC Lighting AB	Sweden	Swedish Kronor 30,000	—	—	100%	60%	Sale and distribution of lighting products
NVC Lighting AB	瑞典	30,000瑞典克朗	—	—	100%	60%	銷售及分銷照明產品

* These companies were wholly-foreign-owned companies in the PRC.

** These companies were limited liability companies in the PRC.

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of both years.

40. 本公司主要附屬公司詳情 (續)

* 該等公司是在中國的外商獨資公司。

** 該等公司是在中國的有限責任公司。

上表列出本公司董事認為主要影響本集團的業績或資產之本公司附屬公司。本公司董事認為列出其他附屬公司詳情，會令名單篇幅變得冗長。

於年末，概無附屬公司發行任何債務證券。

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40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Details of non-wholly-owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiaries 附屬公司名稱	Place of incorporation and principal place of business 註冊成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控制性權益所持所有權及投票權比例		Profit allocated to non-controlling interests 分配至非控制性權益的利潤		Accumulated non-controlling interests 累計非控制性權益	
		2024 2024年	2023 2023年	2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元	2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Zhejiang NVC 浙江雷士	The PRC 中國	49%	49%	2,034	1,923	11,432	19,892
Individual immaterial subsidiaries with non-controlling interests	擁有非控制性權益的單一非主要附屬公司			61	14	-	(1,062)
				2,095	1,937	11,432	18,830

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

40. 本公司主要附屬公司詳情 (續)

擁有重大非控制性權益的非全資附屬公司詳情

下表列示擁有重大非控制性權益的本集團非全資附屬公司：

有關本集團擁有重大非控制性權益的各附屬公司的財務資料概要載列如下。以下財務資料概要代表集團內部抵銷前的金額。

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40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Zhejiang NVC

40. 本公司主要附屬公司詳情 (續)

浙江雷士

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Current assets	流動資產	33,892	48,528
Non-current assets	非流動資產	11,342	11,711
Current liabilities	流動負債	(21,720)	(19,336)
Non-current liabilities	非流動負債	(184)	(306)
Equity attributable to owners of the Company	本公司擁有人應佔權益	11,898	20,705
Non-controlling interests of Zhejiang NVC	浙江雷士的非控制性權益	11,432	19,893
Revenue	收入	97,924	80,243
Expenses	開支	93,772	74,824
Profit and total comprehensive income for the year	本年利潤及全面收入合計	4,152	5,419
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔利潤及全面收入合計	2,118	2,764
Profit and total comprehensive income attributable to the non-controlling interests of Zhejiang NVC	浙江雷士的非控制性權益應佔利潤及全面收入合計	2,034	2,655
Profit for the year	本年利潤	4,152	5,419
Dividends paid to non-controlling interests of Zhejiang NVC	已向浙江雷士的非控制性權益派發股息	(10,341)	—
Net cash inflow from operating activities	經營活動產生現金流入淨額	5,559	11,009
Net cash outflow from investing activities	投資活動產生現金流出淨額	(1,293)	(1,592)
Net cash (outflow) inflow from financing activities	融資活動產生現金(流出)流入淨額	(21,077)	570
Net cash (outflow) inflow	現金(流出)流入淨額	(16,811)	9,987

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41. RELATED PARTY TRANSACTIONS

- (a) Other than as disclosed elsewhere in these consolidated financial statements, the Group has following transactions with related parties:

Relationships 關係	Nature of transactions 交易性質	2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Subsidiaries of the entity with significant influence over the Group: 對本集團具有重大影響的實體的附屬公司：			
	Sales 銷售	—*	228
	Purchase 購買	515	2,956
	Other expenses 其他開支	—	8
Associates of the Group: 本集團的聯營公司：			
	Sales 銷售	3	131
	Purchase 購買	64	556
	Consultancy service income 諮詢服務收入	1,000	1,063
	Trademark license income 商標許可收入	1,449	1,525
	Dividend income 股息收入	16,982	—

* Less than US\$1,000

* 少於1千美元

- (b) Compensation of key management personnel of the Group

- (b) 本集團主要管理人員的薪酬

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Short-term employee benefits	短期僱員福利	3,047	3,216

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42. PLEDGE OF ASSETS

The Group's borrowings had been secured by the pledge of the Group's assets and the carrying amounts of the respective assets are as follows:

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Property, plant and equipment (Note 18)	物業、廠房及設備 (附註18)	5,618	5,715
Trade receivables (Note 26)	貿易應收賬款 (附註26)	7,777	9,795

43. CAPITAL MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year. The capital structure of the Group consists of borrowings and lease liabilities disclosed in Notes 35 and 37 respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, retained profits and other reserves.

The management reviews the capital structure on a semi-annual basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the management, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

42. 抵押資產

本集團的借款以本集團的資產作抵押，相關資產的賬面值如下：

43. 資本管理

本集團之資本管理旨在確保本集團旗下實體將能持續經營，同時透過優化債務及股本結餘為股東爭取最高回報。本集團之整體策略較過往年度維持不變。本集團資本結構包括分別於附註35及37披露的借款及租賃負債，扣除現金及現金等價物及本公司擁有人應佔權益（包括已發行股本、留存利潤及其他儲備）。

管理層每半年審閱一次資本架構。作為此審閱的一部分，管理層會考慮資本的成本及各類資本附帶的風險。基於管理層提供之建議，本集團將通過派發股息、發行新股份、股份回購及發行新債務或贖回現有債務平衡其整體資本架構。

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44. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Financial assets	金融資產		
Financial assets at FVTPL	按公允價值計入損益的金融資產	54,731	3,939
Financial assets at amortised cost	按攤銷成本計量的金融資產	149,110	185,845
Equity instruments at FVTOCI	按公允價值計入其他全面收入的權益工具	2,349	1,919
Financial liabilities	金融負債		
Financial liabilities at amortised cost	按攤銷成本計量的金融負債	58,947	59,465
Financial liabilities at FVTPL	按公允價值計入損益的金融負債	2,332	—
Derivatives	衍生工具	143	—

(b) Financial risk management objectives and policies

The Group's major financial instruments include equity instruments at FVTOCI, trade and bills receivables, other receivables, financial assets at FVTPL, fixed deposits with maturity of more than three months, bank balances, trade payables, other payables, borrowings, lease liabilities, financial liabilities at FVTPL and derivatives. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price 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 in a timely and effective manner. The policies to mitigate these risks are set out below.

Market risk

There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risk during both years.

44. 金融工具

(a) 金融工具類別

	2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
金融資產		
按公允價值計入損益的金融資產	54,731	3,939
按攤銷成本計量的金融資產	149,110	185,845
按公允價值計入其他全面收入的權益工具	2,349	1,919
金融負債		
按攤銷成本計量的金融負債	58,947	59,465
按公允價值計入損益的金融負債	2,332	—
衍生工具	143	—

(b) 財務風險管理目標及政策

本集團的主要金融工具包括按公允價值計入其他全面收入的權益工具、貿易及票據應收賬款、其他應收賬款、按公允價值計入損益的金融資產、期限超過三個月的定期存款、銀行結餘、貿易應付賬款、其他應付賬款、借款、租賃負債、按公允價值計入損益的金融負債及衍生工具。此等金融工具詳情披露於各自的附註。與該等金融工具有關的風險包括市場風險（貨幣風險、利率風險及其他價格風險）、信貸風險及流動資金風險。關於如何減緩該等風險的政策載於下文。管理層管理及監控此等風險以確保及時有效施行適當措施。減緩該等風險的政策載列如下。

市場風險

本集團於兩個年度面臨的市場風險或其管理及衡量風險的方式並無變化。

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44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Currency risk

Several subsidiaries of the Company have foreign currency sales and purchases, bank balances and borrowings which expose the Group to foreign currency risk. They are mainly denominated in RMB and US\$. The Group is mainly exposed to foreign exchange rate risk arising from transactions that are denominated in currencies other than the functional currency of the group entities.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

		Assets 資產	
		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
RMB	人民幣	23	15,025

The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arises.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

貨幣風險

本公司若干附屬公司有外幣買賣、銀行結餘及借款，令本集團面對外幣風險。該等項目主要以人民幣及美元計值。本集團主要面對以集團實體功能貨幣以外貨幣計值的交易所產生的外匯匯率風險。

於報告期末，本集團以外幣計值之貨幣資產及貨幣負債之賬面值如下：

本集團目前並無外匯對沖政策。然而，本集團管理層監察外匯風險，並將於有需要時考慮對沖重大外匯風險。

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44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Currency risk (continued)

Sensitivity analysis

The following table details the Group's sensitivity to a 5% (2023: 5%) increase and decrease in the functional currencies of the group entities against the relevant foreign currencies of respective group entities. 5% (2023: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% (2023: 5%) change in foreign currency rates. A negative number below indicates an increase in loss before tax (2023: decrease in profit before tax) where the functional currencies of group entities strengthen 5% (2023: weakening by 5%) against the relevant foreign currency. For a weakening 5% (2023: strengthen by 5%) of functional currencies of group entities against the relevant foreign currency, there would be an equal and opposite impact on the loss before tax (2023: profit before tax) and the amounts below would be positive.

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Profit or loss	損益		
RMB	人民幣	(1)	(751)

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

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

貨幣風險 (續)

敏感度分析

下表詳述本集團對集團實體功能貨幣兌各集團實體相關外幣升值及貶值5% (2023年: 5%) 之敏感度。5% (2023年: 5%) 乃向主要管理人員作外幣風險內部報告時採用之敏感度比率，反映管理層對外匯匯率之可能合理變動之評估。敏感度分析僅包括尚未清償之以外幣計值之貨幣項目，並於報告期末按5% (2023年: 5%) 之匯率變動對換算進行調整。以下負數表示集團實體的功能貨幣兌相關外幣升值5% (2023年: 貶值5%) 的稅前虧損增加 (2023年: 稅前利潤減少)。倘集團實體的功能貨幣兌相關外幣貶值5% (2023年: 升值5%)，對稅前虧損 (2023年: 稅前利潤) 構成相等且相反的影響且以下金額將為正值。

管理層認為，年末風險不能反映相關年度的風險，故敏感度分析對固有外匯風險並無代表性。

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44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances (Note 30) and bank borrowings (Note 35). The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on borrowings. The Group aims at keeping borrowings at variable rates. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in floating rates and ensure they are within reasonable range.

Total interest income from financial assets that are measured at amortised cost is as follows:

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

利率風險

本集團面臨與浮息銀行結餘（附註30）及銀行借款（附註35）有關的現金流量利率風險。本集團的現金流量利率風險主要集中於借款利率的波動。本集團的目標是保持借貸浮息。本集團根據利率水平及展望評估任何利率變動產生的潛在影響，以管理其利率風險。管理層將評估浮息借款的比例，並確保彼等處於合理範圍內。

按攤銷成本計量的金融資產的利息收入總額如下：

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Interest income	利息收入		
Financial assets at amortised cost	按攤銷成本計量的金融資產	2,819	1,432

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44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Interest rate risk (continued)

Interest expense on financial liabilities not at FVTPL:

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Interest expense	利息開支		
Financial liabilities at amortised cost	按攤銷成本計量的金融負債	231	272

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis point (2023: 50 basis points) increase or decrease in variable-rate bank borrowings represents management's assessment of the reasonably possible change in interest rates. Bank balances are excluded from sensitivity analysis as the management considers that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant.

If interest rates had been 50 basis points (2023: 50 basis points) higher/lower and all other variables were held constant, the Group's loss before tax would increase/decrease by US\$13,000 (2023: profit before tax decrease/increase by US\$8,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowings.

The Group's sensitivity to interest rates has increased during the current year mainly due to the increase in variable rate borrowing.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

利率風險 (續)

並非按公允價值計入損益的金融負債的利息開支：

	2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
利息開支		
按攤銷成本計量的金融負債	231	272

敏感度分析

下述敏感度分析根據報告期末的利率風險釐定。該分析假設於報告期末未償還的金融工具全年均未償還。浮息銀行借款的利率上升或下降50個基點（2023年：50個基點），代表管理層對利率合理可能變動的評估。由於管理層認為浮息銀行結餘產生的現金流量利率風險並不重大，故銀行結餘不包括在敏感度分析內。

倘利率上升／下降50個基點（2023年：50個基點），而所有其他變量維持不變，則本集團的稅前虧損增加／減少13千美元（2023年：稅前利潤減少／增加8千美元）。此主要由於本集團承受其浮息銀行借款的利率風險所致。

於本年度，本集團對利率的敏感度增加，主要由於浮息借款增加所致。

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44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Other price risk

The Group is exposed to equity price risk and other price risk arising from its investments in equity securities measured at FVTPL and FVTOCI, respectively. For equity securities measured at FVTPL listed in the PRC, the management of the Group manages this exposure by maintaining a portfolio of investments with different risks. In addition, the Group also invested in certain quoted equity securities for long term strategic purposes which had been designated as FVTOCI. The Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

Sensitivity analysis

The sensitivity analyses have been determined based on the exposure to equity and other price risk at the reporting date.

If the prices of the respective instruments had been 5% (2023: 5%) higher/lower, the loss before tax would decrease/increase by US\$237,000 (2023: profit before tax increase/decrease by US\$197,000) as a result of the changes in fair value of equity securities measured at FVTPL and the other comprehensive expenses would increase/decrease by US\$112,000 (2023: US\$90,000) as a result of the changes in fair value of equity investments measured at FVTOCI.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

其他價格風險

本集團分別因按公允價值計入損益及按公允價值計入其他全面收入計量之股本證券投資而面對股本價格風險及其他價格風險。就於中國上市的按公允價值計入損益的股本證券而言，本集團管理層透過維持不同風險的投資組合管理此風險。此外，本集團亦出於長期策略目的投資若干掛牌的股本證券，該等股本證券被指定為按公允價值計入其他全面收入計量。本集團已委聘專門團隊監控價格風險並將於有需要時考慮對沖有關風險。

敏感度分析

以下敏感度分析乃根據於報告末期所面對之股本及其他價格風險釐定。

倘各工具之價格上升／下降5%（2023年：5%），稅前虧損將因按公允價值計入損益計量的股本證券公允價值變動而減少／增加237千美元（2023年：稅前利潤增加／減少197千美元），其他全面費用將因按公允價值計入其他全面收入計量的股本投資公允價值變動而增加／減少112千美元（2023年：90千美元）。

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44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade and bills receivables, other receivables, deposits, fixed deposits with maturity of more than three months and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Trade receivables arising from contracts with customers

In order to minimise the credit risk, monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. The Group only accepts bills issued or guaranteed by reputable PRC banks if trade receivables are settled by bills and therefore the management of the Group considers the credit risk arising from the endorsed or discounted bills is insignificant. In this regard, the management considers that the Group's credit risk is significantly reduced.

The Group has concentration of credit risk as 20% (2023: 13%) and 54% (2023: 37%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals.

In addition, the Group performs impairment assessment under ECL model by grouping trade receivables based on shared credit risk characteristics by reference to the Group's aging of balances. Impairment loss of US\$870,000 is recognised (2023: reversal of impairment loss of US\$94,000) during the year. Details of the quantitative disclosures are set out below in this note.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估

信貸風險指本集團對手方拖欠彼等之合約責任導致本集團財務虧損的風險。本集團的信貸風險主要來自貿易及票據應收賬款、其他應收賬款、保證金、期限超過三個月的定期存款及銀行結餘。本集團並無持有任何抵押品或其他信貸增級以填補與金融資產有關的信貸風險。

客戶合約產生之貿易應收賬款

為盡量降低信貸風險，本集團已制定監控程序，以確保採取後續行動追回逾期債務。本集團僅在貿易應收賬款以票據結算時才接受由中國信譽良好的銀行開具或擔保的票據，因此本集團管理層認為背書或貼現票據產生的信貸風險並不重大。就此而言，管理層認為本集團的信貸風險已大幅降低。

本集團有集中信貸風險，因為貿易應收賬款總額的20%（2023年：13%）及54%（2023年：37%）分別來自應收本集團最大客戶及五大客戶的款項。為盡可能減低信貸風險，本集團管理層已經委派一個小組專門負責釐定信貸限額及信貸審批。

此外，本集團按預期信貸虧損模型經參考本集團結餘的賬齡根據共同信貸風險特徵分組貿易應收賬款進行減值評估。本年度，已確認減值虧損870千美元（2023年：撥回減值虧損94千美元）。有關量化披露的詳情載於本附註。

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44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

*Fixed deposits with maturity of more than three months/
bank balances/bills receivables*

Credit risk on fixed deposits with maturity of more than three months/bank balances and bills receivables is limited because the counterparties are reputable banks with high credit ratings assigned by international credit agencies. The Group assessed 12m ECL for fixed deposits with maturity of more than three months/bank balances and bills receivables by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on fixed deposits with maturity of more than three months/bank balances and bills receivables is considered to be insignificant and therefore no loss allowance was recognised.

Other receivables and deposits

For other receivables and deposits, the management makes periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The management believes that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the years ended 31 December 2024, the Group recognised an impairment allowance of US\$256,000 (2023: reversal of impairment loss of US\$256,000).

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

*期限超過三個月的定期存款／
銀行結餘／票據應收賬款*

期限超過三個月的定期存款／銀行結餘及票據應收賬款的信貸風險有限，因為對手方乃由國際信貸評級機構給予高信貸評級的信譽良好的銀行。本集團參考由外部信用評級機構發佈有關各自信貸評級的違約概率及違約損失率資料，評估期限超過三個月的定期存款／銀行結餘及票據應收賬款的12個月預期信貸虧損。根據平均損失率，期限超過三個月的定期存款／銀行結餘及票據應收賬款的12個月預期信貸虧損被認為微不足道，因此未確認虧損撥備。

其他應收賬款及保證金

就其他應收賬款及保證金而言，管理層基於歷史支付記錄、過往經驗以及合理及支持性前瞻性資訊對其他應收賬款及保證金的可回收性作出定期個別評估。管理層相信，該等款項的信貸風險自初次確認後概無重大增加，且本集團已按12個月預期信貸虧損作出減值撥備。截至2024年12月31日止年度，本集團確認減值準備256千美元（2023年：減值虧損撥回256千美元）。

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44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

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

Internal credit rating 內部信貸評級	Description 描述
Low risk 低風險	The counterparty has a low risk of default and does not have any material past-due amounts 對手方違約的風險較低，且並無任何重大逾期款項
Watch list 觀察	Debtor frequently repays after due dates but usually settle in full 債務人頻繁於到期日後還款但通常全額支付
Doubtful 可疑	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 根據內部資料或外部資源認定信貸風險自初始確認以來大幅增加
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示資產已發生信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人出現重大財務困難，且本集團沒有收回款項的現實前景

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

本集團的內部信貸風險等級評估包括以下類別：

Trade receivables 貿易應收賬款	Other financial assets 其他金融資產
Lifetime ECL – not credit-impaired 存續期預期信貸虧損—未發生信貸減值	12m ECL 12個月預期信貸虧損
Lifetime ECL – not credit-impaired 存續期預期信貸虧損—未發生信貸減值	12m ECL 12個月預期信貸虧損
Lifetime ECL – not credit-impaired 存續期預期信貸虧損—未發生信貸減值	Lifetime ECL – not credit-impaired 存續期預期信貸虧損—未發生信貸減值
Lifetime ECL – credit-impaired 存續期預期信貸虧損—已發生信貸減值	Lifetime ECL – credit-impaired 存續期預期信貸虧損—已發生信貸減值
Amount is written off 款項被撇銷	Amount is written off 款項被撇銷

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44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

					Gross carrying amount 賬面總值	
	Notes 附註	External credit rating 外部信貸評級	Internal credit rating 內部信貸評級	12m or lifetime ECL 12個月或存續期 預期信貸虧損	2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
Financial assets at amortised cost 按攤銷成本列賬之金融資產						
Trade receivables	26	N/A	Low risk (note 1)	Lifetime ECL (Collective assessment)	49,913	50,787
貿易應收賬款	26	不適用	低風險 (附註1)	存續期預期信貸虧損 (集體評估)		
Bills receivables	26	AA	N/A	12m ECL	152	246
票據應收賬款	26	AA	不適用	12個月預期信貸虧損		
Other receivables and deposits	27	N/A	Low risk (note 2)	12m ECL	6,034	7,081
其他應收賬款及按金	27	不適用	低風險 (附註2)	12個月預期信貸虧損		
Bank balances/fixed deposits with maturity of more than three months	30	AA	N/A	12m ECL	93,928	129,431
銀行結餘／期限超過三個月 的定期存款	30	AA	不適用	12個月預期信貸虧損		

Notes:

- (1) For trade receivables, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items by using a provision matrix, grouped by past due status.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表載列本集團金融資產根據預期信貸虧損評估的信貸風險詳情：

附註：

- (1) 就貿易應收賬款，本集團已應用國際財務報告準則第9號內的簡化方法以存續期預期信貸虧損計量虧損撥備。本集團使用按逾期狀況分組的撥備矩陣釐定該等項目的預期信貸虧損。

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綜合財務報表附註

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44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Notes: (continued)

(1) (continued)

As part of the Group's credit risk management, the Group uses debtors' ageing to assess the impairment of trade receivables from customers because these customers consist of a large number of customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the Group's exposure to credit risk for trade receivables which are assessed on a collective basis by using provision matrix within lifetime ECL (not credit-impaired).

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

(1) (續)

作為本集團信貸風險管理的一部分，本集團使用應收賬款賬齡評估應收客戶貿易賬款的減值情況，因為該等客戶包括大量具有共同風險特徵的客戶，該等特徵反映客戶根據合約條款支付所有到期款項的能力。下表提供有關本集團就貿易應收賬款所面對的信貸風險資料，有關資料乃通過於存續期預期信貸虧損（未發生信貸減值）範圍內採用撥備矩陣進行集體評估。

		Average loss rate 平均損失率 %	Gross carrying amount 賬面總值 US\$'000 千美元
31 December 2024	2024年12月31日		
Current	即期	3.73	43,896
Less than 2 months past due	逾期少於2個月	0.09	2,371
2 to 6 months past due	逾期2至6個月	4.33	1,436
7 to 12 months past due	逾期7至12個月	10.90	1,436
Over 1 year past due	逾期1年以上	67.73	774
			49,913

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For the year ended 31 December 2024

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44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Notes: (continued)

(1) (continued)

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

(1) (續)

		Average loss rate 平均損失率 %	Gross carrying amount 賬面總值 US\$'000 千美元
31 December 2023	2023年12月31日		
Current	即期	0.18	45,706
Less than 2 months past due	逾期少於2個月	1.06	1,921
2 to 6 months past due	逾期2至6個月	5.99	1,422
7 to 12 months past due	逾期7至12個月	73.35	577
Over 1 year past due	逾期1年以上	82.95	1,161
			50,787

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

As at 31 December 2024, the Group recognised an impairment allowance of US\$870,000 (2023: reversal of impairment allowance of US\$94,000) for trade receivables based on the provision matrix.

估計損失率乃基於債務人預期生命週期內的過往觀察違約率而估計，並就不過多投入資金或精力即可獲得的前瞻性資料而作調整。組別劃分由管理層定期審查，以確保特定債務人的相關資料為最新資料。

於2024年12月31日，本集團根據撥備矩陣就貿易應收賬款確認減值撥備870千美元（2023年：撥回減值撥備94千美元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2024

截至2024年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Notes: (continued)

- (2) In determining the ECL, the Group has taken into account the historical default experience and forward-looking information as appropriate. There had been no significant increase in credit risk since initial recognition. As at 31 December 2024, impairment allowance of US\$256,000 (2023: reversal of impairment loss of US\$256,000) were made on other receivables from third parties.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

- (2) 於釐定預期信貸虧損時，本集團已適當考慮過往的違約經驗及前瞻性資料。自初始確認以來，信貸風險並無顯著增加。於2024年12月31日，就來自第三方的其他應收賬款作出減值準備256千美元（2023年：減值虧損撥回256千美元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2024

截至2024年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The following table shows the reconciliation of loss, allowances that has been recognised for trade receivables under the simplified approach.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表列示已根據簡化方法就貿易應收賬款確認的虧損撥備對賬。

		Lifetime ECL (not credit-impaired) 存續期預期 信貸虧損 (未發生 信貸減值) US\$'000 千美元
As at 1 January 2023	於2023年1月1日	1,663
Changes due to financial instruments recognised as at 1 January 2023:	於2023年1月1日由於已確認金融工具引致的變動：	
– Impairment losses recognised	– 已確認減值虧損	127
– Impairment losses reversed	– 已撥回減值虧損	(1,580)
New financial assets	新增金融資產	1,359
As at 31 December 2023	於2023年12月31日	1,569
Changes due to financial instruments recognised as at 1 January 2024:	於2024年1月1日由於已確認金融工具引致的變動：	
– Impairment losses reversed	– 已撥回減值虧損	(1,569)
New financial assets	新增金融資產	547
Exchange difference	匯兌差額	(17)
As at 31 December 2024	於2024年12月31日	530

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2024

截至2024年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Changes in the loss allowance for trade receivables are mainly due to:

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

貿易應收賬款虧損撥備變動主要由於：

		2024 2024年 Increase (decrease) in lifetime ECL not credit- impaired 存續期預期信貸 虧損增加(減少) 未發生信貸減值 US\$'000 千美元	2023 2023年 Increase (decrease) in lifetime ECL not credit- impaired 存續期預期信貸 虧損增加(減少) 未發生信貸減值 US\$'000 千美元
Settlement in full of trade debtors with a gross carrying amount of US\$50,787,000 (2023: US\$46,587,000)	全數結算總賬面值為50,787千美元 (2023年：46,587千美元) 的貿易應收賬款	(1,569)	(1,580)
New trade receivables with gross carrying amount of US\$49,913,000 (2023: US\$43,388,000) balances	新增總賬面值為49,913千美元 (2023年：43,388千美元) 的貿易應收賬款結餘	547	1,359

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2024

截至2024年12月31日止年度

44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The following table shows the reconciliation of loss, allowances that has been recognised for other receivables.

		12m ECL 12個月預期 信貸虧損 US\$'000 千美元
As at 1 January 2023	於2023年1月1日	387
Reversal of impairment allowance	減值準備撥回	(256)
As at 31 December 2023	於2023年12月31日	131
Impairment allowance recognised	已確認減值準備	256
As at 31 December 2024	於2024年12月31日	387

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in Notes 26 and 27 respectively.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表列示已確認其他應收賬款虧損撥備的對賬。

有關本集團因貿易及其他應收賬款而承受的信貸風險之進一步定量披露分別載於附註26及27。

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綜合財務報表附註

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44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

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 of the Group monitors the utilisation of bank borrowings.

The following table details the Group's remaining contractual maturity for its 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. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險

為管理流動資金風險，本集團監控及維持管理層視為足夠之現金及現金等價物水平，以為本集團之營運撥付資金，並減輕現金流量波動之影響。本集團管理層監控銀行借款的使用情況。

下表詳列本集團金融負債之剩餘合約到期情況。該表乃按本集團須支付之最早日期計算之金融負債之未折現現金流量編製。具體而言，無論銀行是否可能選擇行使其權利，包含按要求償還條款的銀行貸款被計入最早的時間範圍。其他非衍生金融負債的到期日乃基於協定的償還日期而定。

下表包括利息及本金現金流量。倘利息流量為浮息利率，則未貼現金額由報告期末利率得出。

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44. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

		Weighted average interest rate	On demand or within one year 於要求時或 於一年內 US\$'000 千美元	1 – 2 years 一至兩年 US\$'000 千美元	2 – 5 years 二至五年 US\$'000 千美元	Over 5 years 超過五年 US\$'000 千美元	Total undiscounted cash flows 未折現現金 流量總額 US\$'000 千美元	Carrying amount 賬面值 US\$'000 千美元
At 31 December 2024	於2024年12月31日							
Non-derivative:	非衍生：							
Trade payables	貿易應付賬款	-	40,854	-	-	-	40,854	40,854
Other payables	其他應付賬款	-	15,490	-	-	-	15,490	15,490
Borrowings	借款							
- variable rate	- 浮息	7.01	2,603	-	-	-	2,603	2,603
Lease liabilities	租賃負債	6.08	1,523	887	1,377	-	3,787	3,570
Contingent consideration payable	應付或有代價	-	335	296	1,701	-	2,332	2,332
Derivatives – Foreign exchange forward contracts	衍生工具—外匯遠期合約	-	-	143	-	-	143	143
			60,805	1,326	3,078	-	65,209	64,992
		Weighted average interest rate	On demand or within one year 於要求時或 於一年內 US\$'000 千美元	1 – 2 years 一至兩年 US\$'000 千美元	2 – 5 years 二至五年 US\$'000 千美元	Over 5 years 超過五年 US\$'000 千美元	Total undiscounted cash flows 未折現現金 流量總額 US\$'000 千美元	Carrying amount 賬面值 US\$'000 千美元
		加權平均利率 %						
At 31 December 2023	於2023年12月31日							
Non-derivative:	非衍生：							
Trade payables	貿易應付賬款	-	39,445	-	-	-	39,445	39,445
Other payables	其他應付賬款	-	18,321	-	-	-	18,321	18,321
Borrowings	借款							
- variable rate	- 浮息	7.20	1,728	-	-	-	1,728	1,699
Lease liabilities	租賃負債	6.08	2,021	1,445	2,440	-	5,906	5,231
			61,515	1,445	2,440	-	65,400	64,696

44. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險 (續)

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綜合財務報表附註

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44. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments

Some of the Group's financial instruments are measured at fair value for financial reporting purposes. The directors of the Company have set up a valuation committee, which is headed up by the Chief Financial Officer of the Company, to determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value, 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 valuation committee works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The Chief Financial Officer reports the valuation committee's findings to the directors of the Company every quarter to explain the cause of fluctuations in the fair value.

(i) Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets 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 and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;

44. 金融工具 (續)

(c) 金融工具的公允價值計量

本集團部分金融工具就財務呈報目的按公允價值計量。本公司董事已成立一個由本公司首席財務官領導的估值委員會，以就公允價值計量釐定適當的估值方法及輸入數據。

於估計公允價值時，本集團採用其所得市場可觀察數據。在並無第一層級輸入數據的情況下，本集團委聘第三方合資格估值師進行估值。估值委員會與合資格外聘估值師緊密合作設立模型適用的估值方法及輸入數據。首席財務官每季度向本公司董事會匯報估值委員會的結果以解釋公允價值波動的原因。

(i) 本集團按經常性基準以公允價值計量的金融資產及負債的公允價值

本集團若干金融資產於各報告期末按公允價值計量。下表提供有關如何釐定該等金融資產的公允價值 (尤其是所用估值方法及輸入數據) 以及按依據公允價值計量的輸入參數之可觀察程度劃分的公允價值計量所屬公允價值等級之級別 (第一級至第三級) 的資料。

- 第一級別公允價值計量源自相同資產或負債於活躍市場之報價 (未經調整)；

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44. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments (continued)

(i) Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (continued)

- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that included inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

44. 金融工具 (續)

(c) 金融工具的公允價值計量 (續)

(i) 本集團按經常性基準以公允價值計量的金融資產及負債的公允價值 (續)

- 第二級別公允價值計量源自除於第一級別包含的報價外就資產或負債可予觀察之輸入參數，而無論直接（即作為價格）或間接（即源自價格）；及
- 第三級別公允價值計量源自包括並非基於可予觀察市場資料的資產或負債的輸入參數（不可觀察輸入參數）的估值方法。

Line items	Fair value as at 31 December	Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable inputs	Relationship of unobservable inputs to fair value
行項目	於以下日期的公允價值 12月31日	公允價值等級	估值方法及關鍵輸入參數	重大不可觀察輸入參數	不可觀察輸入參數與 公允價值的關係
	2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元			
Listed securities held for trading 持作買賣上市證券	4,731	3,939	Level 1 第一級	Quoted bid prices in an active market. 於活躍市場之報價。	N/A 不適用
Structured deposits 結構性存款	50,000	–	Level 2 第二級	Quoted price provided by financial institution 金融機構提供之報價	N/A 不適用
Listed equity investments at FVTOCI 按公允價值計入其他全面 收入的上市股本投資	2,239	1,808	Level 2 第二級	Quoted bid prices in a market with insignificant transaction volume. 於交易量不大的市場之報價。	N/A 不適用

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綜合財務報表附註

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44. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments (continued)

(i) Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (continued)

Line items	Fair value as at 31 December	Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable inputs	Relationship of unobservable inputs to fair value
行項目	於以下日期的公允價值 12月31日	公允價值等級	估值方法及關鍵輸入參數	重大不可觀察輸入參數	不可觀察輸入參數與 公允價值的關係
	2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元			
Unlisted equity investments at FVTOCI 按公允價值計入其他全面收入的非上市股本投資	110	111	Level 3 第三級	Income approach – in this approach, the discounted cash flow method was used to capture the present value of the expected future economic benefits to be derived from the ownership of this investee, based on an appropriate discount rate. 收入法—在這種方法中，使用折現現金流量法根據適當的折現率確定預期未來將從該被投資方的所有權中獲得的經濟利益現值。	Discount rate, taking into account weighted average cost of capital determined using a Capital Asset Pricing Model, ranging from 14% to 16% (2023: 14% to 16%) 折現率，考慮到使用資本資產定價模型確定的加權平均資本成本，範圍為14%至16%（2023年：14%至16%）
Contingent consideration payables 應付或有代價	2,332	–	Level 3 第三級	Income approach - in this approach, the discounted cash flow method was used to capture the present value of the expected future economic benefits to be derived from the ownership of this investee, based on an appropriate discount rate. 收入法—在這種方法中，使用折現現金流量法根據適當的折現率確定預期未來將從該被投資方的所有權中獲得的經濟利益現值。	A significant increase in the discount rate would result in a significant decrease in the fair value 折現率大幅上升將導致公允價值大幅下降

44. 金融工具 (續)

(c) 金融工具的公允價值計量 (續)

(i) 本集團按經常性基準以公允價值計量的金融資產及負債的公允價值 (續)

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44. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments (continued)

(i) Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (continued)

Line items	Fair value as at	Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable inputs	Relationship of unobservable inputs to fair value
	31 December				
行項目	於以下日期的公允價值	公允價值等級	估值方法及關鍵輸入參數	重大不可觀察輸入參數	不可觀察輸入參數與公允價值的關係
	12月31日				
	2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元			
Derivatives 衍生工具	143	-	Level 2 第二級	Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at a rate that reflects the credit risk of various counterparties. 折現現金流量。未來現金流量是根據遠期匯率(根據報告期末可觀察到的遠期匯率)及合同遠期匯率估計，並按反映不同交易對手信用風險的匯率折現。	N/A 不適用

There is no transfer between Level 1, 2 and 3 for both years.

44. 金融工具 (續)

(c) 金融工具的公允價值計量 (續)

(i) 本集團按經常性基準以公允價值計量的金融資產及負債的公允價值 (續)

於兩個年度，第一級、第二級及第三級之間並無轉撥。

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綜合財務報表附註

For the year ended 31 December 2024

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44. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments (continued)

(i) Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (continued)

Reconciliation of Level 3 fair value measurements

		US\$'000 千美元
As at 1 January 2023	於2023年1月1日	113
Exchange adjustments	匯兌調整	(2)
As at 31 December 2023 and 1 January 2024	於2023年12月31日及2024年1月1日	111
Addition	添置	1,139
Fair value loss	公允價值虧損	1,193
Exchange adjustments	匯兌調整	(1)
As at 31 December 2024	於2024年12月31日	2,442

(ii) Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

The fair value of other financial assets and financial liabilities that are not measured at fair value on a recurring basis are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

44. 金融工具 (續)

(c) 金融工具的公允價值計量 (續)

(i) 本集團按經常性基準以公允價值計量的金融資產及負債的公允價值 (續)

第三級公允價值計量的對賬

(ii) 並非按經常性基準以公允價值計量的金融資產及金融負債的公允價值

並非按經常性基準以公允價值計量的其他金融資產及金融負債的公允價值乃根據公認定價模式按折現現金流量分析釐定。

本公司董事認為，於綜合財務報表確認的金融資產及金融負債的賬面值與其公允價值相若。

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綜合財務報表附註

For the year ended 31 December 2024

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45. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

45. 融資活動所產生負債的對賬

下表詳列本集團融資活動所產生負債的變動，包括現金及非現金變動。融資活動產生的負債是指現金流量已經或未來現金流量將於本集團的綜合現金流量表中分類為融資活動產生的現金流量的負債。

		Borrowings 借款 US\$'000 千美元	Lease liabilities 租賃負債 US\$'000 千美元	Total 合計 US\$'000 千美元
At 1 January 2023	於2023年1月1日	39,034	4,652	43,686
Financing cash flow	融資現金流量	(37,986)	(1,883)	(39,869)
Interest expenses	利息開支	555	320	875
Non-cash movements	非現金變動			
Additions	添置	–	2,169	2,169
Exchange adjustments	匯兌調整	96	(27)	69
At 31 December 2023	於2023年12月31日	1,699	5,231	6,930
Financing cash flow	融資現金流量	580	(2,006)	(1,426)
Interest expenses	利息開支	358	351	709
Non-cash movements	非現金變動			
Additions	添置	–	115	115
Exchange adjustments	匯兌調整	(34)	(121)	(155)
At 31 December 2024	於2024年12月31日	2,603	3,570	6,173

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46. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

46. 本公司的財務狀況表及儲備

		2024 2024年 US\$'000 千美元	2023 2023年 US\$'000 千美元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	107	132
Right-of-use assets	使用權資產	231	414
Investments in subsidiaries	於附屬公司的投資	134,120	134,120
Interest in an associate	於聯營公司的權益	112,715	154,735
Total non-current assets	非流動資產合計	247,173	289,401
CURRENT ASSETS	流動資產		
Due from subsidiaries	應收附屬公司款項	139,383	165,955
Prepayments and other receivables	預付款及其他應收賬款	1,215	1,571
Financial assets at FVTPL	按公允價值計入損益的金融資產	49,859	–
Cash and cash equivalents	現金及現金等價物	51,807	43,577
Total current assets	流動資產合計	242,264	211,103
CURRENT LIABILITIES	流動負債		
Due to subsidiaries	應付附屬公司款項	136,725	127,937
Other payables and accruals	其他應付賬款及預提費用	12,923	5,696
Lease liabilities	租賃負債	213	199
Total current liabilities	流動負債合計	149,861	133,832
Net current assets	流動資產淨值	92,403	77,271
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	339,576	366,672
NON-CURRENT LIABILITIES	非流動負債		
Lease liabilities	租賃負債	55	266
Net assets	淨資產	339,521	366,406
EQUITY	權益		
Share capital	股本	1	1
Reserves	儲備	339,520	366,405
Total equity	權益總額	339,521	366,406

Notes to the Consolidated Financial Statements

綜合財務報表附註

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46. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

Movement in Company's reserves

		Share Capital 股本 US\$'000 千美元	Share premium 股份溢價 US\$'000 千美元	Foreign currency translation reserve 外幣換算儲備 US\$'000 千美元	Retained profits 留存利潤 US\$'000 千美元	Total 合計 US\$'000 千美元
At 1 January 2023	於2023年1月1日	—*	336,088	(21,777)	8,427	322,738
Issue of shares	發行股份	1	8,944	—	—	8,945
Profit for the year	本年利潤	—	—	—	11,475	11,475
Other comprehensive income for the year	本年其他全面收入	—	—	23,248	—	23,248
At 31 December 2023	於2023年12月31日	1	345,032	1,471	19,902	366,406
Loss for the year	本年虧損	—	—	—	(28,228)	(28,228)
Other comprehensive income for the year	本年其他全面收入	—	—	1,343	—	1,343
At 31 December 2024	於2024年12月31日	1	345,032	2,814	(8,326)	339,521

* Less than US\$1,000

47. CONTINGENT LIABILITY

During the years ended 31 December 2024, a subsidiary of the Group was involved in a legal dispute concerning patent infringement, arising in the normal course of business. At the end of the reporting period and up to the date on which these consolidated financial statements are authorised for issue, the directors of the Company are of the opinion, taking into account of the advice from the Group's external legal counsel the expected outcome of this legal dispute is uncertain. Therefore, it is not practicable for the directors of the Company to estimate reliably the amount of the obligation that may arise from this dispute, and the timing and any potential impact on the Group.

46. 本公司的財務狀況表及儲備 (續)

本公司的儲備變動

47. 或有負債

截至2024年12月31日止年度，本集團一間附屬公司捲入於正常業務過程中發生的一宗專利侵權法律糾紛。於報告期末及截至本綜合財務報表獲准刊發日期，經考慮本集團外部法律顧問的意見，本公司董事認為本次法律糾紛的預期結果具有不確定性。因此，本公司董事無法可靠地估計本次糾紛可能產生的責任金額、發生時間及對本集團的潛在影響。

Definitions

釋義

In this annual report, unless the context otherwise requires, the following words and expressions shall have the following meanings. 在本年報中，除文意另有所指外，下列詞彙及用語具有以下涵義。

“Arcata” 「阿卡得」	Shanghai Arcata Electronics Co., Ltd.* (上海阿卡得電子有限公司), a limited liability company incorporated in the PRC on 22 September 2005 and our indirect wholly-owned subsidiary. 上海阿卡得電子有限公司，一家於2005年9月22日在中國註冊成立的有限責任公司，是我們的間接全資附屬公司。
“Articles of Association” 「組織章程細則」	the fourth amended and restated articles of association of the Company currently in force. 本公司現時有效的經第四次修訂及重述的組織章程細則。
“Audit Committee” 「審核委員會」	the audit committee of the Company. 本公司審核委員會。
“Board” or “Board of Directors” 「董事會」	the board of directors of the Company. 本公司董事會。
“China”, “Mainland China” or “PRC” 「中國」	the People’s Republic of China, but for the purpose of this annual report and for geographical reference only and except where the context requires, references in this annual report to “China” and the “PRC” do not apply to Taiwan, the Macau Special Administrative Region and Hong Kong. 中華人民共和國，但僅就本年報及地理參考而言，除文意另有所指外，本年報中凡提述「中國」之處均不包括台灣、澳門特別行政區及香港。
“CG Code” 「企業管治守則」	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules. 上市規則附錄C1之《企業管治守則》。
“Company” or “our Company” 「本公司」	NVC International Holdings Limited (雷士國際控股有限公司) (formerly known as NVC Lighting Holding Limited (雷士照明控股有限公司)), a company incorporated in the British Virgin Islands on 2 March 2006 and subsequently redomiciled to the Cayman Islands on 30 March 2010 as an exempted company with limited liability under the laws of the Cayman Islands. The shares of the Company are listed on the main board of the Stock Exchange. 雷士國際控股有限公司（前稱雷士照明控股有限公司），一家於2006年3月2日在英屬維爾京群島註冊成立，隨後於2010年3月30日將註冊地遷至開曼群島之公司，並根據開曼群島法例註冊為一家獲豁免有限公司，其股份於聯交所主板上市。
“connected persons(s)” 「關連人士」	has the meanings as defined in the Listing Rules. 具有上市規則賦予其的涵義。
“Corresponding Period” 「同期」	the year ended 31 December 2022. 是指截至2022年12月31日止年度。
“Director(s)” 「董事」	the director(s) of the Company. 本公司董事。

Definitions

釋義

“ETIC” 「德豪潤達」	Elec-Tech International Co., Ltd.* (安徽德豪潤達電氣股份有限公司) (formerly known as Elec-Tech International Co., Ltd.* (廣東德豪潤達電氣股份有限公司)), a PRC incorporated company whose shares are currently listed on the Shenzhen Stock Exchange. It is a substantial shareholder of the Company. 安徽德豪潤達電氣股份有限公司 (前稱為廣東德豪潤達電氣股份有限公司)，一家股份目前在深圳證券交易所上市的中國註冊成立公司，其為本公司的主要股東。
“GBP” 「英鎊」	Great Britain Sterling Pound, the lawful currency of the United Kingdom. 英鎊，英國法定貨幣。
“Group” 「本集團」	the Company and its subsidiaries. 本公司及其附屬公司。
“HK\$” 「港元」	Hong Kong dollars, the lawful currency of Hong Kong. 港元，香港法定貨幣。
“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of PRC. 中華人民共和國香港特別行政區。
“Huizhou NVC” 「惠州雷士」	Huizhou NVC Lighting Technology Co., Ltd.* (惠州雷士光電科技有限公司), a wholly foreign-owned enterprise with limited liability incorporated in the PRC on 29 April 2006 and our former direct wholly-owned subsidiary, 30% equity interest of which is indirectly owned by us. 惠州雷士光電科技有限公司，一家於2006年4月29日在中國註冊成立的外商獨資有限責任公司，曾是我們的直接全資附屬公司，我們間接持有其30%股權。
“JPY” 「日圓」	Japanese Yen, the lawful currency of Japan. 日圓，日本法定貨幣。
“LED” 「LED」	Light-Emitting Diode. 發光二極管。
“Listing Rules” 「《上市規則》」	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. 《香港聯合交易所有限公司證券上市規則》。
“Memorandum” or “Memorandum of Association” 「大綱」或「組織章程大綱」	the third amended and restated memorandum of association of the Company currently in force. 本公司現時有效的經第三次修訂及重述的組織章程大綱。
“Model Code” 「標準守則」	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules. 《上市規則》附錄C3之《上市發行人董事進行證券交易的標準守則》。
“Nomination Committee” 「提名委員會」	the nomination committee of the Company. 本公司提名委員會。

Definitions

釋義

“ODM” 「ODM」	original design manufacturing, a type of manufacturing under which the manufacturer is responsible for the design and production of the products and the products are marketed and sold under the customer's brand name. 原設計製造，根據此種製造，製造商負責產品的設計和生產，而產品則以客戶品牌營銷和銷售。
“OEM” 「OEM」	original equipment manufacturer. 原始設備製造商。
“Remuneration Committee” 「薪酬委員會」	the remuneration committee of the Company. 本公司薪酬委員會。
“Reporting Period” 「報告年度」	the year ended 31 December 2024. 截至2024年12月31日止年度。
“RMB” 「人民幣」	Renminbi, the lawful currency of the PRC. 人民幣，中國法定貨幣。
“SEK” 「瑞典克朗」	Swedish Krona, the lawful currency of Sweden. 瑞典克朗，瑞典的法定貨幣。
“SFO” 「《證券及期貨條例》」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). 《證券及期貨條例》(香港法例第571章)。
“SGD” 「新幣」	Singapore dollar, the lawful currency of Singapore. 新加坡幣，新加坡法定貨幣。
“Share(s)” 「股份」	ordinary share(s) of US\$0.000001 each in the share capital of the Company. 本公司股本中每股面值0.000001美元的普通股。
“Shareholder(s)” 「股東」	holder(s) of Shares 股份持有人
“Strategy and Planning Committee” 「戰略與規劃委員會」	the strategy and planning committee of the Company. 本公司戰略與規劃委員會。
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited. 香港聯合交易所有限公司。
“Subsidiary” 「附屬公司」	has the meaning ascribed thereto under the Listing Rules. 具有上市規則賦予其的涵義。
“UK” 「英國」	the United Kingdom of Great Britain and Northern Ireland. 大不列顛及北愛爾蘭聯合王國。
“UK NVC” 「英國雷士」	NVC Lighting Limited (formerly known as NVC (Manufacturing) Limited), a private company incorporated in England and Wales on 31 May 2007, and our direct wholly-owned subsidiary. NVC Lighting Limited (原名為NVC (Manufacturing) Limited)，一家於2007年5月31日在英格蘭及威爾士註冊成立的私人公司，是我們的直接全資附屬公司。

Definitions

釋義

“U.S.” or “United States” 「美國」	the United States of America, its territories, its possessions and all areas subject to its jurisdiction. 美利堅合眾國，其領土、屬地及其管轄的所有地區。
“US\$” 「美元」	United States dollars, the lawful currency of the U.S. 美元，美國法定貨幣。
“VND” 「越南盾」	Vietnamese dong, the lawful currency of Vietnam 越南盾，越南法定貨幣。
“we”, “us” or “our” 「我們」	the Company or the Group (as the context may require). 本公司或本集團（視乎文義而定）。
“Zhejiang NVC” 「浙江雷士」	Zhejiang NVC Lamps Co., Ltd.* (浙江雷士燈具有限公司), a limited liability company incorporated in the PRC on 28 September 2007, a 51% equity interest of which is held by Huizhou NVC and the remaining 49% equity interest of which is held by Zhejiang Tonking New Energy Group Co., Ltd.* (浙江同景新能源集團有限公司). 浙江雷士燈具有限公司，一家於2007年9月28日在中國註冊成立的有限責任公司，惠州雷士持有其51%股權，餘下的49%股權由浙江同景新能源集團有限公司持有。
“%” 「%」	Per cent. 百分比。

* denotes English translation of the name of a Chinese company or entity, or vice versa, and is provided for identification purposes only

* 表示中國公司或實體名稱的英文譯名，反之亦然，僅供識別之用

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