



# CN Logistics International Holdings Limited

## 嘉泓物流國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 2130)



# 2023

## Annual Report

# CONTENTS

2	Corporate Information
4	Chairman's Statement
6	Management Discussion and Analysis
16	Biographies of Directors and Senior Management
20	Directors' Report
37	Corporate Governance Report
51	Environmental, Social and Governance Report
86	Independent Auditor's Report
92	Consolidated Statement of Profit or Loss
93	Consolidated Statement of Profit or Loss and Other Comprehensive Income
94	Consolidated Statement of Financial Position
96	Consolidated Statement of Changes in Equity
98	Consolidated Cash Flow Statement
100	Notes to the Financial Statements
177	Five-Year Financial Summary
178	Glossary



# CORPORATE INFORMATION

## EXECUTIVE DIRECTORS

Mr. Lau Shek Yau John (*Chairman*) (*re-designated from a non-executive director on 14 February 2023*)  
 Mr. Ngan Tim Wing (*Chief Executive Officer*)  
 Ms. Chen Nga Man  
 Ms. Augusta Morandin  
 Mr. Fabio Di Nello

## INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lam Hing Lun Alain  
 Mr. Chan Chun Hung Vincent  
 Mr. Chun Chi Man  
 Mr. Roussel Christophe Albert Jean  
 (*appointed on 11 July 2023*)

## COMPANY SECRETARY

Mr. Tsang Chiu Ho, CPA (*practicing*)

## AUTHORISED REPRESENTATIVES

(for the purpose of the Listing Rules)

Mr. Ngan Tim Wing  
 Mr. Tsang Chiu Ho

## AUTHORISED REPRESENTATIVE

(for the purpose of the Companies Ordinance)

Mr. Tsang Chiu Ho

## AUDIT COMMITTEE

Mr. Lam Hing Lun Alain (*Chairman*)  
 Mr. Chun Chi Man  
 Mr. Chan Chun Hung Vincent

## REMUNERATION COMMITTEE

Mr. Chan Chun Hung Vincent (*Chairman*)  
 Mr. Ngan Tim Wing  
 Mr. Chun Chi Man

## NOMINATION COMMITTEE

Mr. Lau Shek Yau John (*Chairman*)  
 Mr. Lam Hing Lun Alain  
 Mr. Chan Chun Hung Vincent

## CORPORATE GOVERNANCE COMMITTEE

Mr. Chun Chi Man (*Chairman*)  
 Mr. Ngan Tim Wing  
 Mr. Lam Hing Lun Alain

## RISK AND COMPLIANCE COMMITTEE

Mr. Ngan Tim Wing (*Chairman*)  
 Ms. Augusta Morandin  
 Mr. Lam Hing Lun Alain

## REGISTERED OFFICE

Cricket Square  
 Hutchins Drive  
 PO Box 2681  
 Grand Cayman KY1-1111  
 Cayman Islands

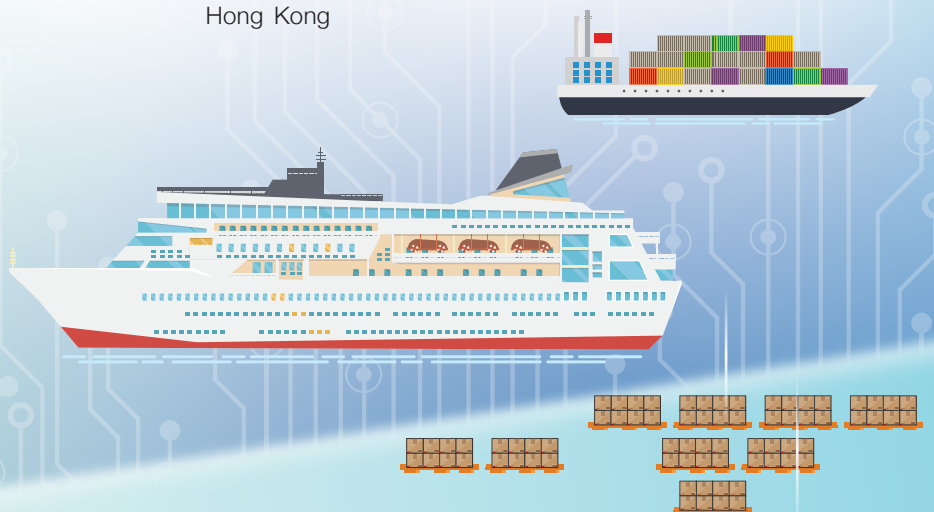
## HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit B, 13th Floor, Park Sun Building  
 97-107 Wo Yi Hop Road  
 Kwai Chung  
 New Territories  
 Hong Kong

## COMPANY'S LEGAL ADVISERS

### As to Hong Kong law

Chiu & Partners  
 40th Floor, Jardine House  
 1 Connaught Place  
 Central  
 Hong Kong



## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
17/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

## PRINCIPAL BANKERS

Hang Seng Bank Limited  
The Hongkong and Shanghai Banking Corporation Limited

## AUDITOR

KPMG  
Public Interest Entity Auditor  
registered in accordance with the Accounting and Financial Reporting Council Ordinance

## COMPANY WEBSITE

[www.cnlogistics.com.hk](http://www.cnlogistics.com.hk)

## STOCK CODE

2130



# CHAIRMAN'S STATEMENT



**Lau Shek Yau John**  
Chairman and Executive Director



## WORLD-CLASS INTEGRATED LOGISTICS SERVICES

A Passion For Service

**20**

**OFFICES  
WORLDWIDE**

**100+**

**COVERAGE**

**600+**

**EMPLOYEES**

### DEAR SHAREHOLDERS,

On behalf of the board (the “Board”) of directors (the “Directors”) of CN Logistics International Holdings Limited (the “Company”, together with its subsidiaries, the “Group”), I am pleased to present you the annual report for the year ended 31 December 2023 (the “Year” or “FY2023”).

### BUSINESS REVIEW

In 2023, the global transportation and logistics sector continued to encounter headwinds such as excessive logistics capacity, abrupt disruptions caused by geopolitical conflicts and decline in consumer demand. As retailers aimed to reduce their inventory levels, logistics demand experienced a corresponding decrease, further impacting the logistics industry. Despite the challenging operating environment, the Group is committed to continuous development and improvement. In addition to strengthening its collaborations with long-standing clients such as luxury brands and retailers, we seized the opportunities to expand service scope and launch new businesses to achieve sustainable growth.

With the Group’s distinct market positioning and forward-looking strategies, the Group was able to partially offset the negative impacts from the operating environment. In FY2023, the Group recorded a revenue of HK\$2,104.0 million, with a net profit of HK\$48.2 million. To reward the continuous support from our shareholders, the Board proposed a final dividend of HK1 cent per share.

## CHAIRMAN'S STATEMENT

Throughout the Year, we focused on strengthening our business verticals, especially in the cruise logistics segment. While the negative impact of the COVID-19 pandemic receded and global tourism gradually recovered, we have capitalized on the increase in demand for cruise-related logistics service by strengthening the collaboration with leading cruise operators. Revenue from cruise logistics reached HK\$386.4 million, contributing 18.4% of the Group's total revenue in FY2023. While the full resumption of tourism and cruise activities remains underway, we anticipate further growth in this sector.

In response to the rapid growth of the eCommerce industry, we took a proactive step in 2023 by launching "CN Express International Limited ("CN Express") which focused on international parcel and eCommerce logistics during FY2023". Leveraging our global business footprint, we strive to provide a one-stop international logistics solution that includes land transportation, airfreight forwarding service, warehousing, and distribution service to eCommerce platforms for their global expansion. In December 2023, we commenced our collaboration with a renowned eCommerce platform in China, and arranged charter flight for the transportation of products from China to Italy, indicating the growth potential of such service.

Moreover, we have consistently upheld our corporate values by placing a strong emphasis on sustainability and the establishment of a green supply chain. During the Year, we remained committed to fulfilling our social corporate responsibility by actively promoting green logistics and spearheading efforts to deepen and expedite the transition towards a low-carbon future. In addition to the introduction of one-stop green logistics service, we have continuously utilised our electric vehicles to reduce carbon footprint and promote a cleaner supply chain. Our commitment to exceptional corporate governance and societal contributions has been widely recognised by the industry and the capital market, receiving esteemed awards and accreditations, such as "IFAPC Outstanding Listed Companies Award 2023", "Hong Kong ESG Reporting Award 2023" and "TVB ESG Awards 2023".

## OUTLOOK

Stepping into 2024, the Group will continue to leverage its expertise and expand with a cautious yet positive outlook. While the global landscape has shown signs of recovery from the pandemic, the logistics industry is still confronted by uncertainties. However, our commitment to being a leading logistics solutions provider remains unwavering. We will remain resilient and determined to deliver exceptional services to our customers, while embracing new technologies and opportunities to stay ahead in an ever-evolving industry.

On geographical expansion, we are resolute in solidifying our foothold in the Greater China, while simultaneously strengthening our presence and business network in the Southeast Asia. After witnessing the notable achievements made in Vietnam and Indonesia, we are actively exploring the opportunities in nearby countries, as part of our efforts to create greater synergies in the region. Moreover, we maintain confident in the prospects of our operations in Europe and the North America. As the pandemic subsided and travel activities resumed, the increasing demand for luxury products and cruise are expected to bring us new opportunities. With our cutting-edge technology and global business footprint, we will continue to pursue top-notch service quality, as well as the fruitful returns in the foreseeable future.

Lastly, I would like to express my sincere gratitude to our valued customers, business partners, suppliers, employees, families, and friends, for their unwavering backing of the Group. Your support has been the driving force behind our continuous growth. In the future, we remain dedicated to meeting and surpassing your expectations, striving for greater accomplishments, fostering sustainability, and delivering rewarding returns for all stakeholders. Thank you!

**Lau Shek Yau John**

*Chairman and Executive Director*

Hong Kong, 28 March 2024

# MANAGEMENT DISCUSSION AND ANALYSIS



  
**Global Network Expansion**

  
**Cruise Logistics**

  
**M&A Opportunities**

  
**Green Logistics**

**OUR CORE DEVELOPMENT STRATEGIES in 2023**

## MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

The Group primarily engages in the provision of comprehensive logistics services, comprising air freight forwarding services, distribution and logistics services, ocean freight forwarding services and cruise logistics services, with a primary focus on high-end fashion (including luxury and affordable luxury) products and fine wine products. Our long-standing clients include various globally renowned premium and luxury brands, as well as other apparel companies.



The Group operates 21 local offices in 15 countries and regions, including the PRC, Hong Kong, Taiwan, Italy, Japan, the United States, Malaysia, Thailand, Vietnam, South Korea, France, Switzerland, Indonesia, Netherlands and Cambodia. In addition, the Group has established partnerships with more than 100 business partners, covering over 100 countries across the globe.

During FY2023, the global logistics sector continued to face multiple headwinds, including the normalisation of freight rate, unexpected disruptions arising from geopolitical conflicts, as well as the slow recovery in consumer demand. Despite the Group's strategic focus on blooming industries such as tourism and emerging geographical region, such as Southeast Asia, its overall operation was still affected by the aforementioned challenges, resulting in a decrease in business volume. The Group's revenue decreased year-on-year by 24.5% to HK\$2,104.0 million (2022: HK\$2,788.0 million). Although the Group implemented stringent budget control, the net profit attributable to the equity shareholders of the Company decreased by 44.2% to HK\$48.3 million (2022: HK\$86.6 million).

### Regional Analysis — Greater China

During the Year, the revenue contributed by the Group's PRC office decreased by 24.9% to HK\$483.3 million (2022: HK\$643.4 million), as a result of the slow recovery in retail sales performance, especially in the first half of the Year, and manufacturers' relocation of supply chain for risk diversification.

Nevertheless, the Group witnessed a gradual recovery in business volume in both Hong Kong and the PRC since the second half of the Year due to stronger retail sales performance. As a reliable partner to renowned luxury brands and retailers all around the world, the Group continued to expand its flagship warehousing in Shanghai, PRC to grasp the business opportunities in the future.

### Regional Analysis — Europe

During the Year, the revenue contributed by the Group's Italian regional office decreased by 52.4% to HK\$451.6 million (2022: HK\$949.6 million) due to the decrease in business volume and freight rate.

The overall business volume of the Group's European business has declined due to the complex macroeconomic conditions. Leveraging our enduring partnerships with renowned luxury and high-end fashion brands, the Group is proactively exploring further collaboration in Europe for its future business development.



## MANAGEMENT DISCUSSION AND ANALYSIS

### Regional Analysis — Southeast Asia

Several countries in Southeast Asia have seen rapid economic growth in recent years. The Group continued to enter into new markets in the region, as part of the efforts to expand its global footprint and establish revenue streams.

During the Year, the Group's regional office in Vietnam showcased robust performance, primarily due to the demand for export of garments to USA for local textile companies. The revenue contributed by the regional office in Vietnam amounted to HK\$55.4 million, represented an increase of 61.3% compared to FY2022. The newly opened offices in Indonesia and Cambodia also achieved notable growth. With a focus on textiles, automotive, electronics, and chemicals, during FY2023, the regional offices in Indonesia and Cambodia recorded a revenue of HK\$8.3 million and HK\$1.3 million since operation in May 2023 and September 2023 respectively.

To ride on the prosperous development of Southeast Asia, the Group established a new office in Cambodia in September 2023, which also focuses on the shipment of textile products. The establishment of these offices is expected to expand the Group's business network and generate greater synergies in the region.



### Vertical Business — Cruise Logistics

Riding on the recovery of global tourism, the cruise logistics segment recorded substantial growth during the Year. In FY2023, revenue contributed by cruise logistics segment reached HK\$386.4 million, representing a year-on-year increase of 36.2% (2022: HK\$283.7 million) and contributing over 18% of the total revenue of the Group.

As a trusted partner of international cruise operators, the Group witnessed an upsurge in business volume of drydock and replenishment projects. In July 2023, the Group established its branch in the Netherlands, marking the first footprint of the Group's cruise logistics service in Europe. This strategic move greatly enhanced its service capabilities in Baltic Sea, enabling the Group to seize more collaboration opportunities with cruise operators.

### New Growth Engine — CN Express

To capitalise on the emerging opportunities in the eCommerce sector, the Group launched CN Express International Limited ("CN Express") that focuses on international parcel and eCommerce logistics during the Year. Leveraging the global footprint of the Group, CN Express provides a seamless one-stop integrated logistics solution to eCommerce platforms, covering land transportation, airfreight as well as warehousing and distribution, to ensure efficient and speedy e-fulfilment.

In December 2023, the Group was delighted to commence its partnership with one of the leading eCommerce platforms in China. The Group provides customers with one-stop eCommerce logistics services, including cross-border trucking, airfreight charters to Europe and last-mile delivery to destinations. The development of eCommerce-focused service further reinforced the Group's business presence in the blue ocean market, paving the way for cooperation with more large-scale eCommerce platforms in the future.

## MANAGEMENT DISCUSSION AND ANALYSIS

## Financial Results

The Group recorded revenue of approximately HK\$2,104.0 million during FY2023 (FY2022: HK\$2,788.0 million), representing a decrease of approximately 24.5%. Gross profit amounted to approximately HK\$420.0 million during FY2023 (FY2022: HK\$516.8 million), representing a decrease of 18.7%. The net profit attributable to the equity shareholders of the Company was approximately HK\$48.3 million for FY2023 (FY2022: HK\$86.6 million), representing a decrease of approximately 44.2%. The gross profit margin increased from 18.5% in FY2022 to 20.0% in FY2023, attributed by the strong performance in cruise logistics segment.



## Segmental Analysis

The Group principally involves in the provision of freight forwarding services (including air and ocean freight forwarding services), cruise logistics, and the provision of distribution and logistics services.

### Air Freight Forwarding Services

The air freight forwarding business constituted the largest segment of the Group, representing approximately 39.9% of the Group's total revenue of FY2023 (FY2022: 44.7%). The services include arranging for consignment upon receipt of booking instructions from customers, cargo pick up, obtaining cargo space, preparation of freight documentation, arranging for customs clearance and cargo handling at origin and destination as well as other related logistics services such as supporting transportation for freight forwarding purposes. In addition, we pride ourselves as one of the few specialists in providing freight forwarding services for the export of wine from France and the United Kingdom to Hong Kong. The Group is a member of the International Air Transport Association in Hong Kong, Taiwan, Italy, France and Japan which provide access to space procurement for air cargo routes worldwide in these locations and are also capable of procuring air cargo space directly from airline carriers in the PRC.

The air freight forwarding business recorded revenue of approximately HK\$840.5 million for FY2023 (FY2022: HK\$1,246.4 million), representing a decrease of approximately 32.6% as compared to FY2022. Gross profit of the segment also decreased from HK\$204.9 million for FY2022 to approximately HK\$129.9 million for FY2023, representing a decrease of approximately 36.6%. The decrease in revenue and gross profit were mainly due to the decrease in business volume of the Group's PRC, Italy and Hong Kong offices due to the uncertain economic environment and change in the consumption behaviour brought by COVID-19 pandemic which led to the decrease in airfreight tonnage handled by these offices. The decrease is also attributable to the continuous decrease in airfreight rates throughout FY2023 in the post-pandemic period and the increase in cost of operation due to the record-breaking inflation rate and ongoing geopolitical conflicts such as Russo-Ukrainian war.

## MANAGEMENT DISCUSSION AND ANALYSIS



### Distribution and Logistics Services

The distribution and logistics segment contributed approximately 19.1% of the total revenue of the Group during the Reporting Period (FY2022: 14.4%).

The Group is one of the earliest service providers in the PRC and Hong Kong of comprehensive and customised Business-to-Business distribution and logistics services to meet its customers' warehousing and logistics needs with cost-effective supply chain solutions. The Group is also one of the earliest in the PRC to establish its own highly-automated distribution centre to provide tailor-made logistics solutions for high-end fashion products. The distribution and logistics services operations are primarily located in Hong Kong, the PRC, Italy and Taiwan, with the PRC and Hong Kong being the two largest contributors of revenue for this segment. As at 31 December 2023, the Group managed and operated 32 distribution centres with a total gross floor area of approximately 1,250,000 sq.ft. This business segment involves the

provision of a wide range of logistics services, such as managing vendor inventory, pick and pack finished goods, delivery, recycling, quality control and various ancillary value-added services such as supply chain management and storage services through the proprietary warehouse management system of the Group.

In addition, as one of the few specialists in providing distribution and logistics services for wine in Hong Kong, the Group's comprehensive logistics services include specialty storage, logistics and other value-added services such as branded packaging, polymorph repacking, same day local door-to-door and temperature-controlled delivery in Hong Kong to charge its customers. As at 31 December 2023, the Group managed a storage and distribution space of approximately 58,000 sq.ft. dedicated to wine storage, of which the temperature and humidity are kept at an optimal level.

For FY2023, the revenue from this segment was approximately HK\$402.4 million (FY2022: HK\$400.3 million). Gross profit of the segment increased from HK\$46.7 million for FY2022 to approximately HK\$54.7 million, representing an increase of approximately 17.1%. The increase in gross profit was mainly due to the ability of the Group to charge higher markup for the valued added services for major customers in the PRC and Hong Kong and more efficient cost control.

### Ocean Freight Forwarding Services

The holistic logistics solutions of the Group also include the provision of ocean freight forwarding services to its air freight forwarding services customers as well as other customers. During FY2023, revenue from the ocean freight forwarding operations of the Group was mainly generated from import shipments to Italy and shipments from and to the South East Asia regions such as Vietnam and Japan.

For FY2023, the revenue from this segment was approximately HK\$474.7 million (FY2022: HK\$857.6 million), representing a decrease of approximately 44.6% as compared to FY2022, and gross profit was approximately HK\$93.5 million (FY2022: HK\$188.1 million) representing a decrease of approximately 50.3% as compared to FY2022. The decrease in revenue and gross profit was mainly due to the decrease in revenue attributable from the Group's regional office in Italy as a result of the significant decrease in freight rates compared to FY2022 and decreased in import shipments from China due to closure and relocation of factories out of China. With the Group's expansion to Southeast Asian regions, the Group's regional office in Italy is exploring the business opportunities in these regions.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Cruise Logistics

After the completion of the Allport Cruise Group Acquisition in March 2022, a separate operating segment was determined for the purpose of resource allocation and performance assessment.

The Allport Cruise Group is principally engaged in the provision of freight forwarding services to the global cruise operator from cruise industry. The services include the provision of shipments of supplies for drydock on a project basis and cruise replenishment. Cruise operators typically engage Allport Cruise Group to arrange delivery of parts and equipment to be used in the repair and maintenance of cruise ships and/or replenishment of supplies to their shipyards, drydock or designated ports. The business of Allport Cruise Group spans multiple cities in the PRC, Europe, Australia, USA and Asia.

For FY2023, the revenue from this segment was approximately HK\$386.4 million (FY2022: HK\$283.7 million), representing an increase of approximately 36.2% as compared to FY2022 and the gross profit was approximately HK\$141.9 million (FY2022: HK\$77.2 million representing an increase of approximately 83.8% as compared to FY2022). The increase in revenue was primarily due to the ability of the Group to charge higher markup as customers requested for accelerated delivery to drydock in order to speed up the cruise repair and construction work with the rebound in demand of the cruise industry.

### Liquidity and Financial Resources

The Group has adopted a prudent financial and surplus funds management approach towards its treasury policies. The Group strives to reduce exposure to credit risks by performing ongoing credit assessments and evaluations on the financial status of its customers. To manage liquidity risks, the Board closely monitors the Group's liquidity position to ensure that sufficient financial resources are available to meet its funding requirements and commitment timely.

The Group's working capital increased from approximately negative HK\$7.2 million as at 31 December 2022 to negative HK\$3.0 million as at 31 December 2023. The current ratio of the Group was 1.00 times which was comparable to FY2022. Such low working capital was mainly attributable to the purchase consideration (the "Consideration") in connection with the acquisition of Allport Cruise payable by the Group, which were included in the current and non-current portion of amounts due to Cargo Services Group amounting to HK\$158,823,000 and HK\$24,097,000 respectively. The Consideration was subsequently settled on 19 February 2024. For further details of the acquisition, please refer to the announcement of the Company dated 31 December 2021, the circular of the Company dated 28 January 2022 and the announcements of the Company dated 23 March 2023 and 19 February 2024. Excluding the effect of the Consideration on the current liabilities of the Group as at 31 December 2023, the working capital and the current ratio of the Group would be 1.21.

As at 31 December 2023, the Group's cash and cash equivalents amounted to approximately HK\$260.3 million, representing a decrease of approximately 12.7% from approximately HK\$298.2 million as at 31 December 2022. For FY2023, the Group had operating cash inflow of approximately HK\$100.0 million (FY2022: operating cash inflow of approximately HK\$162.9 million). As at 31 December 2023, the Group's outstanding bank loans and overdrafts amounted to approximately HK\$320.9 million (as at 31 December 2022: approximately HK\$286.9 million). The gearing ratio of the Group was approximately 18.1% as at 31 December 2023 (as at 31 December 2022: negative 13.2%). The gearing ratio was calculated as the net of the total of bank loans and overdrafts and cash and cash equivalent divided by total tangible net worth of the Group. The tangible net worth was calculated as total equity, excluding treasury stocks and non-controlling interests, minus goodwill and intangible assets, the Group maintained a net cash position (as at 31 December 2022: net cash position). The Group will continue to secure financing as and when the need arises.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Foreign Exchange Risks

During FY2023, the Group's operation was mainly financed by funds generated from its operation, borrowings and net proceeds from the Listing. As at 31 December 2023, both the borrowings and the cash and cash equivalents held by the Group were mainly denominated in RMB, USD, HKD and EUR. The Group's borrowings were floating rate borrowings, and bank deposits of approximately HK\$2.3 million were pledged to secure such bank facilities as at FY2023 (FY2022: HK\$5.3 million).

In light of the nature of the Group's business, the Group is exposed to certain foreign exchange risks in respect of depreciation or appreciation including EUR, GBP, RMB, TWD and USD among which, RMB and USD are mostly used in our business apart from HKD. Nevertheless, the Group's operations are predominately subject to the fluctuations of RMB and EUR since HKD is pegged to USD. We have, however, not maintained any specific hedging policy or foreign currency forward contracts in respect of such foreign exchange risks. The Group continued to exercise a strict control policy and did not engage in any speculative trading in debt securities or financial derivatives during FY2023.

### Significant Investments

During FY2023, the Group did not hold any material investment.

### Capital Expenditure Commitments

As at 31 December 2023, the Group had no material capital commitment (FY2022: Nil) which are contracted but not provided for.

### Material Acquisitions and Disposal of Subsidiaries and Associated Companies

There were no material acquisition or disposal of subsidiaries or associated companies of the Company during FY2023.

### Contingent Liabilities

As at 31 December 2023, financial guarantees were given by the Company to the banks for the banking facilities entered by certain subsidiaries of the Group. The directors do not consider it probable that a claim will be made against the Group under the banking facilities. The maximum liability of the Group under the banking facilities as at 31 December 2023 was HK\$306.0 million (as at 31 December 2022: HK\$267.1 million), being the amount of the facilities drawn by the Group as at 31 December 2023.

As at the date of this report, the Group was not involved in any current material legal proceeding, nor was the Group aware of any pending or potential material legal proceedings involving the Group. If the Group was involved in such material legal proceedings, the Group would record any loss contingencies when, based on information then available, it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated.

### Charge on Group Assets

As at 31 December 2023, certain interest-bearing bank borrowings of the Group were secured by pledged bank deposit amounted to approximately HK\$2.3 million (FY2022: HK\$5.3 million).

## USE OF PROCEEDS

### Use of Net Proceeds from Subscription of Shares

On 18 May 2021, the Company entered into a subscription agreement (the “First Subscription Agreement”) with Mr. Chan Wing Luk, being an Independent Third Party. Pursuant to the First Subscription Agreement, the Company agreed to allot and issue and Mr. Chan Wing Luk agreed to subscribe for 5,000,000 Shares, with a nominal value of US\$5,000, at a subscription price of HK\$7.23 per Share (the “First Subscription”), representing a discount of approximately 3.0% to the closing price of HK\$7.45 per Share on the date of the First Subscription Agreement. The Directors consider that the First Subscription allowed the Company to broaden its shareholder base and represented an opportunity for the Company to strengthen its capital base and financial position without any interest burden, within a relatively short time frame and at lower costs when compared with other means of fund raising. The First Subscription was completed on 3 June 2021. The net proceeds raised from the First Subscription, after deduction of professional fees and other related expenses, were approximately HK\$35.6 million and accordingly, the net price for the First Subscription was HK\$7.12 per Share. For further details of the First Subscription, please refer to the Company’s announcements dated 18 May and 3 June 2021.

On 29 November 2021, the Company entered into a subscription agreement (the “Second Subscription Agreement”) with YesAsia Holdings Limited (“YesAsia”), a company listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 2209) and an Independent Third Party, pursuant to which the Company agreed to allot and issue and YesAsia agreed to subscribe 1,100,000 Shares, with a nominal value of US\$1,100, at a subscription price of HK\$9.2 per Share (the “Second Subscription”, together with the First Subscription, the “Share Subscriptions”), representing a discount of approximately 2.7% to the closing price of HK\$9.46 per Share on the date of the Second Subscription Agreement. YesAsia, together with its subsidiaries, are principally engaged in trading of fashion wear, cosmetics and accessories and entertainment products through its own e-commerce platforms (including websites and mobile application). The Directors consider that the Second Subscription would foster a closer business relationship between the Group and YesAsia which in turn strengthen the Group’s market position in the B2C business. The Second Subscription was completed on 8 December 2021. The net proceeds raised from the Second Subscription, after deduction of professional fees and other related expenses, were approximately HK\$10.0 million and accordingly, the net price for the Second Subscription was HK\$9.09 per Share. For further details of the Second Subscription, please refer to the Company’s announcements dated 29 November and 8 December 2021.

## MANAGEMENT DISCUSSION AND ANALYSIS

The following table sets forth details of the use of the net proceeds from the Share Subscriptions up to 31 December 2023:

	Net proceeds HK\$ million	Unutilised amount as at 1 January 2023 HK\$ million	Amount utilised during FY2023 HK\$ million	Unutilised amount as at 31 December 2023 HK\$ million	Expected timeline for utilisation
<b>The First Subscription</b>					
Expansion of business and local presence in Hainan Province in the PRC, Southeast Asia and the United Kingdom	35.6	32.4	5.0	27.4	On or before 2 June 2024
<b>The Second Subscription</b>					
Expansion and development of B2C business	7.0	3.8	3.8	—	
Recruiting expertise for the day-to-day operation management	3.0	2.4	2.4	—	

During FY2023, the proceeds raised by the Company from the Share Subscriptions were utilised, or were proposed to be utilised, in accordance with the intentions previously disclosed by the Company, and there was no material change or delay in the use of proceeds.

## PROSPECTS

Looking forward, the Group will consolidate and develop its core business with a cautiously optimistic attitude. As the impact of the pandemic gradually recedes and global economic activities progressively return to normal, the logistics industry is entering a new stage where opportunities and challenges coexist. To achieve sustainable growth, the Group targets to expand its business in the following directions:

### Expand Global Footprint to Create Greater Business Synergies

The Group actively extended its global presence by venturing into regional markets and seizing market opportunities. With the burgeoning garment industry in Southeast Asia, the Group entered into Indonesia and yielded impressive financial performance in 2023. Riding on this success, the Group further broadened its network by inaugurating a new office in Cambodia in November 2023. With a more comprehensive business layout in the region, the Group expects greater synergies and business volume in the future, diversifying the business portfolio.

### Capitalise the Market Opportunities in Cruise Logistics Segment

As global tourism recovers, the Group has embarked on a mission to seize the opportunities emerging from the cruise market. With a clear focus on this thriving industry, the Group extended its footprint in the Netherlands, targeting the cruise logistics market in the Baltic Sea, the North Sea and the English Channels. As the cruise operations completely returned to normal and an increasing number of cruises will be launched, the Group as a reliable partner of leading cruise operators, is confident to win more tender of drydock and replenishment projects in the years ahead.

## MANAGEMENT DISCUSSION AND ANALYSIS

**Further Tap into the eCommerce Sector through “CN Express”**

Leveraging the Group's global business footprint, in China and Europe in particular, we strive to become a key logistics partner of eCommerce platforms worldwide. Following the successful pilot program with a renowned eCommerce platform in China, the Group is actively exploring the feasibility of a broader partnership, including the provision of regular charter flight service in more regions.

**HUMAN RESOURCES**

As at 31 December 2023, the Group employed 821 employees (as at 31 December 2022: 678 employees). During the year, employee cost, including Directors' remuneration, was approximately HK\$328,592,000 (FY2022: approximately HK\$291,190,000). Remuneration packages are generally structured to market terms and experiences. The Company has also adopted the Share Option Scheme and the Share Award Scheme for the purpose of providing incentives and rewards to eligible participants, including the employees of the Group, who contribute to the success of the Group's operations. During FY2023, regular in-house and external trainings have been provided to the Group's employees.

**PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY**

During FY2023, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

**FINAL DIVIDEND**

The Board recommended the payment of a final dividend of HK1 cent per ordinary Share absorbing a total amount of HK\$3,004,890 for FY2023 (FY2022: HK10 cents per ordinary Share), which is subject to the approval of the Shareholders at the forthcoming AGM to be held on Wednesday, 29 May 2024. Subject to the approval by the Shareholders, the proposed final dividend is expected to be paid on Wednesday, 17 July 2024 to all Shareholders whose names to be appeared on the register of members of the Company on Wednesday, 26 June 2024.



# BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

## BIOGRAPHIES OF DIRECTORS

### Executive Directors

**Mr. Lau Shek Yau John** (“Mr. Lau”), aged 76, is an executive Director of the Group and the chairman of the Board and Nomination Committee of the Company. Mr. Lau was appointed as Director on 14 December 2017 and re-designated as non-executive Director and executive Director on 1 April 2020 and 14 February 2023 respectively. Mr. Lau is the founder of the Group and is responsible for providing strategic advice at Board level and a Controlling Shareholder. He joined the Group as a director of CS Airfreight on 23 October 1991.

Mr. Lau has over 35 years of experience in trading, shipping and logistics industry in Hong Kong and China. Mr. Lau is the founder and has been the executive chairman and executive director of eCargo Holdings Limited (“eCargo”), a company listed on the Australian Securities Exchange (ASX: ECG) and principally engages in the provision of software development services to its customers to develop their eCommerce platform and trading of food products, since its listing in November 2014. Mr. Lau is also a director of certain subsidiaries of the Group. Mr. Lau obtained a bachelor’s degree in social science from The University of Hong Kong in October 1971.

As of 31 December 2023, Mr. Lau was interested in certain Shares and shares of the associated corporations of the Company. Please refer to the section headed “Directors’ Report — Directors’ and chief executive’s interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation” for further details.

**Mr. Ngan Tim Wing** (“Mr. Ngan”), aged 59, is an executive Director and the chief executive officer of the Group, the chairman of the Risk and Compliance Committee and a member of Remuneration Committee and Corporate Governance Committee of the Company. Mr. Ngan is responsible for the overall strategic development, and leading the business development of the Group. He was appointed as a Director on 16 January 2020 and re-designated as an executive Director on 1 April 2020. Mr. Ngan has over 25 years of experience in management of logistics and freight forwarding business. He first joined the Group on 12 August 1994 as a marketing manager in the airfreight department of CS Airfreight, and was then promoted to deputy managing director of CS Airfreight in January 2000. Mr. Ngan became the chief executive officer of the Group in September 2019. Mr. Ngan is also a director of certain subsidiaries of the Group. Prior to joining the Group, Mr. Ngan acquired knowledge and experiences in marketing and sales in the freight forwarding industry by holding the positions of marketing manager and accounting and sales officer in logistic companies from 1989 to 1994. Mr. Ngan obtained a bachelor’s degree in science from the University of Waterloo in Canada in May 1990.

As of 31 December 2023, Mr. Ngan was interested in certain Shares. Please refer to the section headed “Directors’ Report — Directors’ and chief executive’s interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation” for further details.

**Ms. Chen Nga Man** (“Ms. Chen”), aged 43, is an executive Director and deputy chief executive officer of the Group, the head of the wine department who is responsible for the overall operational management of the wine department. She was appointed as an executive Director on 1 April 2020. Ms. Chen has more than 20 years of experience in sales and marketing in the freight forwarding industry. She joined the Group on 15 October 2001 as the sales executive of CS Airfreight. She became the assistant managing director of CN Logistics HK in May 2016. Ms. Chen is also a director of certain subsidiaries of the Group. Ms. Chen completed her secondary education in Hong Kong in June 1997.

As of 31 December 2023, Ms. Chen was interested in certain Shares and shares of the associated corporations of the Company. Please refer to the section headed “Directors’ Report — Directors’ and chief executive’s interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation” for further details.

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

**Ms. Augusta Morandin** (“Ms. Morandin”), aged 65, is an executive Director of the Group, a member of the Risk and Compliance Committee of the Company and the management director of the import, export and co-loading department in Switzerland and Italy, responsible for the day-to-day operational management of the import, export and co-loading department in CN Switzerland and CN Italy. She was appointed as an executive Director on 22 December 2021. Ms. Morandin has more than 40 years of experience in the freight forwarding industry in Italy. Prior to joining the Group, Ms. Morandin has served as the overseas division management of Italsempione S.p.A., a private Italian freight forwarding company, from May 1992 to August 2012. From October 1987 to April 1992, Ms. Morandin worked as a seafreight trade manager in LDS International Freight Forwarders. Ms. Morandin has served as the export seafreight manager and area manager in SGS Società Generale di Sorveglianza S.p.A from March 1979 to September 1987. From July 1977 to February 1979, Ms. Morandin has worked in the OPS Roadfreight department of Deugro International Freight Forwarders S.p.A. Since September 2012, Ms. Morandin has joined the Group and has been a management director of CN Switzerland and CN Italy. Ms. Morandin graduated from high school in Italy in July 1977.

As of 31 December 2023, Ms. Morandin was interested in certain Shares. Please refer to the section headed “Directors’ Report — Directors’ and chief executive’s interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation” for further details.

**Mr. Fabio Di Nello** (“Mr. Di Nello”), aged 51, is an executive Director of the Group and the management director of the import, export and co-loading department in Switzerland and Italy, responsible for the day-to-day operational management of the import, export and co-loading department in CN Switzerland and CN Italy. He was appointed as an executive Director on 22 December 2021. Mr. Di Nello has over 25 years of experience in the freight forwarding industry in Italy. Prior to joining the Group, Mr. Di Nello worked in Italsempione S.p.A. a private Italian freight forwarding company, from May 1995 to April 2012, with his last position as the overseas division manager. Since May 2012, Mr. Di Nello has joined the Group and has been a management director of CN Switzerland and CN Italy. Mr. Di Nello graduated from high school in Italy in July 1991.

As of 31 December 2023, Mr. Di Nello was interested in certain Shares. Please refer to the section headed “Directors’ Report — Directors’ and chief executive’s interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation” for further details.

### Independent Non-Executive Directors

**Mr. Lam Hing Lun Alain** (“Mr. Lam”), aged 64, was appointed as an independent non-executive Director of the Group, the chairman of Audit Committee and a member of Nomination Committee, Corporate Governance Committee and Risk and Compliance Committee of the Company on 17 September 2020. He obtained a master’s degree in business administration from The University of Hull in the United Kingdom in June 1997. Mr. Lam has over 29 years of experience in accounting and finance.

Mr. Lam has been an executive director and financial director of Oriental Watch Holdings Limited (“Oriental Watch”), a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 0398) which principally engages in the trading of watches since April 2003. Before he became the executive director and finance director of Oriental Watch in April 2003, he was the financial controller of Oriental Watch during the period from August 1992 to April 2003, and has been the company secretary of Oriental Watch since August 1992.

He was admitted as a fellow of The Association of Chartered Certified Accountants in May 1996 and an associate member of the Hong Kong Institute of Certified Public Accountants in September 1991.

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

**Mr. Chan Chun Hung Vincent** (“Mr. Vincent Chan”), aged 60, was appointed as an independent non-executive Director of the Group, the chairman of Remuneration Committee and a member of Audit Committee and Nomination Committee of the Company on 17 September 2020. He obtained a bachelor’s degree in arts from The University of Hong Kong in November 1986 and a master’s degree in business administration from The Victoria University of Manchester in July 1988. Mr. Vincent Chan has over 29 years of experience in private equity management. He has been the partner of Beyond Ventures, a venture capital manager since October 2023. He was the senior managing director and head of Asia of Samena Capital Hong Kong Limited from January 2016 to March 2021 and director from March 2021 to April 2023.

He has been an independent non-executive director of Hywin Holdings Ltd., a company listed on the National Association of Securities Dealers Automated Quotations (“NASDAQ”) (stock code: HYW), since June 2022 and an independent non-executive director of IceCure Medical Ltd., a company listed on the NASDAQ and the Tel Aviv Stock Exchange respectively (stock code: ICCM), since December 2022. He was the non-executive director of Memories Group Limited, a company listed on the Catalist board of Singapore Stock Exchange from February 2019 to January 2023. He was an independent non-executive director of Evergrande Property Services Group Limited, a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 6666), from November 2020 to February 2022.

Mr. Chan is currently the treasurer and an executive director of the Hong Kong Venture Capital and Private Equity Association. He is currently a committee member of the 16th election of the Chinese People’s Political Consultative Conference in Chengdu\* (中國人民政治協商會議成都市委員會). Mr. Vincent Chan has been a member of the Main Board and GEM Listing Review Committees of the Hong Kong Stock Exchange from July 2020 onwards. He was a member of the Main Board and GEM Listing Committee of the Hong Kong Stock Exchange from May 2007 to May 2012 and a member of the Public Shareholders Group of the Securities and Futures Commission of Hong Kong from July 2005 to March 2011.

He was admitted as a chartered financial analyst of The Institute of Chartered Financial Analysts in September 1993.

**Mr. Chun Chi Man** (“Mr. Chun”), aged 63, was appointed as an independent non-executive Director of the Group, the chairman of Corporate Governance Committee and a member of Audit Committee and Remuneration Committee of the Company on 17 September 2020. Mr. Chun has over 24 years of experience in property industry in the PRC and Hong Kong. He obtained a bachelor’s degree of Science from University of Salford in the United Kingdom in July 1987. Mr. Chun has been the independent non-executive director of Tokyo Chuo Auction Holdings Limited, a company listed on the Main Board of Hong Kong Stock Exchange (stock code: 1939), which principally engages in auctioneering a wide variety of Chinese and Japanese artworks, since September 2018.

He is currently a member of the 1st election of the Chinese People’s Political Consultative Conference in Chongming District of Shanghai\* (中國人民政治協商會議上海市崇明區委員會).

**Mr. Roussel Christophe Albert Jean** (“Mr. Roussel”), aged 59, has more than 30 years of experience in global procurement and supply chain management in the consumer goods industry. He obtained a master’s degree in international relationships and laws in December 1987 and a pre-doctoral research degree in international affairs in June 1988 from Paris-Sorbonne University in France. Mr. Roussel has been the vice-chairman, Asia-Pacific, and executive vice-president of global sourcing and production of Gap Inc., an American fashion retailer, from February 2017 to November 2022. From January 2004 to March 2015, Mr. Roussel worked as chief executive officer of international sourcing and inbound logistics of Tesco plc, a multinational groceries and general merchandise retailer headquartered in the United Kingdom. He has also served as the international sourcing director of Carrefour, a French retailer, from April 1992 to February 2002. Mr. Roussel is currently the managing director of Big Ideas Ltd., a boutique consultancy firm established by him in 2015, where he was responsible for providing strategic planning in supply chain management.

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

**Senior Management**

**Mr. Tsang Chiu Ho** (“Mr. Tsang”), aged 39, is the chief financial officer of the Group and company secretary of the Company who is responsible for the overall financial management, investor relations management and company secretarial matters of the Group. Mr. Tsang joined the Group on 17 June 2019. He was appointed as the company secretary on 10 March 2020. Mr. Tsang has over 14 years of experience in the finance, accounting and general management. Prior to joining the Group, Mr. Tsang worked in Kidsland International Holdings Limited, a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 2122) which principally engages in toy retailing in Hong Kong and toy and infant product retailing and wholesaling in the PRC from May 2017 to July 2018, where his last position was financial controller. Mr. Tsang was also the senior finance manager of SenseTime Group Limited, which principally engages in the development of artificial intelligence technologies, from November 2016 to May 2017; the finance manager of TCL Communication Limited, which principally engages in distribution of mobile devices, from October 2015 to October 2016. Mr. Tsang also worked in Ernst & Young, which principally engages in the provision of advisory, assurance, tax and transaction services, from December 2010 to August 2014 and his last position was manager of assurance department.

Mr. Tsang was admitted as a certified public accountant of the Hong Kong Institute of Certified Public Accountants in January 2011. Mr. Tsang is also a director of a subsidiary of the Company. He obtained a bachelor’s degree of business administration from The Chinese University of Hong Kong in December 2007.

# DIRECTORS' REPORT

The Board is pleased to present the Directors' Report and the audited consolidated financial statements of the Group for FY2023.

## PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The activities of its principal subsidiaries are provision of freight forwarding services, cruise logistics services and distribution and logistics services. The principal activities of the principal subsidiaries are set out in note 14 to the financial statements.

## DEBENTURES ISSUED

The Company did not have any debentures in issue for FY2023.

## EQUITY-LINKED AGREEMENTS

The following equity-linked agreements of the Group were entered into during FY2023 and/or subsisting as at 31 December 2023:

- (i) the Share Option Scheme and the Share Award Scheme, the details of which are set out in the paragraph headed "Directors' Report — Share Option Scheme" and "— Share Award Scheme" below.

Save as abovementioned, at no time during FY2023 or as at 31 December 2023 was the Company a party to any equity-linked agreement.

## RESULTS AND DIVIDEND

The results of the Group for FY2023 are set out in the consolidated statement of profit or loss on page 92.

The Board recommended the payment of a final dividend of HK1 cent per ordinary Share absorbing a total amount of HK\$3,004,890 for FY2023 (FY2022: HK10 cents per ordinary Share), which is subject to the approval of the Shareholders at the forthcoming AGM to be held on Wednesday, 29 May 2024. Subject to the approval by the Shareholders, the proposed final dividend is expected to be paid on Wednesday, 17 July 2024 to all Shareholders whose names to be appeared on the register of members of the Company on Wednesday, 26 June 2024.

## DIVIDEND POLICY

The declaration of dividends is subject to the discretion of the Board and the approval of the Shareholders. The Company considers stable and sustainable returns to the Shareholders to be its goal. In deciding whether to propose a dividend and in determining the dividend amount, the Directors will take into account the Company's operations and earnings, capital requirements and surplus, general financial conditions, contractual restrictions, capital expenditures and future development requirements, shareholders' interests and other factors which they may deem relevant at such time. Any declaration and payment as well as the amount of the dividends will be subject to (i) the Articles, which provide that dividends may be declared by the Company at a general meeting, but no dividend shall be declared in excess of the amount recommended by the Board, and (ii) the applicable laws of the Cayman Islands, which provide that dividends may be paid out of the profits of a company or out of sums standing to the credit of its share premium account and that no dividend may be paid out of the share premium account unless, immediately following the date on which the dividend is paid, the Company is able to pay its debts as they fall due in the ordinary course of business. Any future declarations of dividends may or may not reflect historical declarations of dividends and will be at the absolute discretion of the Directors. Any dividend unclaimed shall be forfeited and shall revert to the Company in accordance with the Articles. The dividend policy of the Company will continue to be reviewed by the Board from time to time and there can be no assurance that dividends will be paid in any particular amount for any given period.

## FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 177. This summary does not form part of the audited consolidated financial statements.

## BUSINESS REVIEW

A review of the Group's business during FY2023, which includes particulars of important events affecting the Group during FY2023 and an indication of likely future developments in the Group's business, could be found in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" in this annual report. In addition, an analysis of the Group's performance using financial key performance indicators is included in the section headed "Management Discussion and Analysis" in this annual report and a discussion of the principal risks and uncertainties facing by the Group is included in the section headed "Management Discussion and Analysis" and note 28 to the financial statements in this annual report. The review forms part of this Directors' Report.

## RELATIONSHIPS WITH SUPPLIERS, CUSTOMERS AND EMPLOYEES

### Suppliers

The Group maintains solid and long-term business relationships with key service suppliers.

The Group is able to secure cargo space to fulfil customers' demand, which derives cost effectiveness and long-term business benefits.

### Customers

The Group's customer base mainly includes direct customers and freight forwarder customers. The direct customers cover high-end fashion retailers, brand owners, as well as wholesalers and retailers of wine. The Group has the mission to provide excellent customer service in air freight and sea freight and all range of logistic services whilst maintaining long term profitability, business and asset growth. Various means have been taken to strengthen the communications between customers and the Group in the provision of excellent customer service towards market penetration and expansion.

### Employees

Employees are regarded as the most important and valuable assets of the Group. The objective of the Group's human resource management is to reward and recognise high-performing staff by providing a competitive remuneration package and to promote career development and progression by offering appropriate training and providing opportunities within the Group for career advancement. The Group has always maintained a good working relationship with the employees. During FY2023, none of the employees had any labour dispute or claim involving and against the Group.

### Compliance with Laws and Regulations

The Group has compliance and risk management policies and procedures, and members of the senior management are delegated with the continuing responsibility to monitor adherence and compliance with all significant legal and regulatory requirements. These policies and procedures are reviewed regularly. As far as the Board is aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group for FY2023.

## DIRECTORS' REPORT

**INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS IN COMPETING BUSINESS**

Set out below are details of Directors' and Controlling Shareholders' interests in competing business as at the date of this annual report disclosed pursuant to Rule 8.10 of the Listing Rules.

On 31 December 2021, CN HK entered into a share purchase agreement ("Share Purchase Agreement") with CS Seafreight, pursuant to which CN HK agreed to acquire from CS Seafreight the entire issued share capital in Allport Cruise at the consideration of HK\$185,840,000 (subject to adjustment). The adjusted consideration for the Allport Cruise Acquisition was subsequently settled on 19 February 2024. Immediately prior to the Allport Cruise Acquisition, Allport Cruise was wholly-owned by CS Seafreight, being one of the Controlling Shareholders and ultimately controlled by Mr. Lau, the chairman of the Board and an executive Director. For details of the acquisition, please refer to the announcement of the Company dated 31 December 2021, the circular of the Company dated 31 January 2022 and the announcements of the Company dated 23 March 2022 and 19 February 2024. Allport Cruise Group is principally engaged in the provision of cruise logistics services, involving air and ocean freight forwarding services to cruise operators on a global basis including, particularly, the United States. Following the completion of the Allport Cruise Acquisition in March 2022, the Group had expanded into the provision of air and ocean freight forwarding business in the United States. In addition, following the expansion of business presence of the Group (including the establishment of local offices in Vietnam), the Group has been providing ocean freight forwarding services on a global basis in particular in Vietnam, Japan and other Southeast Asia countries.

The Controlling Shareholder Group was principally engaged in, amongst others, the provision of (i) ocean freight forwarding services on a global basis; and (ii) local services for air freight forwarding with destinations in the United States. In accordance with the Non-compete Undertakings, the Controlling Shareholder Group had ceased to engage in air freight forwarding in the United States after the completion of the Allport Cruise Acquisition. Nevertheless, as the Controlling Shareholder Group would continue to provide ocean freight forwarding services in the United States and other countries on a global basis, Mr. Lau and the other Controlling Shareholders were, by virtue of their shareholdings in the Controlling Shareholder Group, considered to be interested in businesses which compete or are likely to compete, either directly or indirectly, with the Group's ocean freight forwarding business.

On the basis that, (i) the daily operation and business of the Group has been led by the chief executive officer and members of senior management of the Group, all of which are independent of the Controlling Shareholder Group; (ii) save for Mr. Lau, none of the Directors or senior management of the Group is an employee of the Controlling Shareholder Group; (iii) in the event that there is a potential conflict of interest between the Group and the Controlling Shareholding Group, Mr. Lau and his close associates shall abstain from voting at the relevant Board meeting in respect of the relevant transactions and shall not be counted in the quorum; and (iv) the Group has adequate experience and resources in the provision of ocean freight forwarding business, the Group is capable of carrying on its businesses independently of, and at arm's length from, the businesses of the Controlling Shareholder Group.

Save as disclosed above, during FY2023, none of the Directors or Controlling Shareholders or their respective associates was considered to be interested in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group.

## SHARE OPTION SCHEME

The Company adopted the Share Option Scheme on 17 September 2020 for the purpose of providing incentives or rewards to selected participants who contribute to the success of the Group's operations. All directors, employees, suppliers of goods or services and customers of the Group, persons or entities that provide research, development or other technological support to the Group, shareholders of any member of the Group, advisers or consultants of the Group and any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement and growth of the Group are eligible to participate in the Share Option Scheme. The Share Option Scheme will remain in force for a period of 10 years commencing on its adoption date and will expire on 17 September 2030. As at the date of this report, the Share Option Scheme has a remaining life of approximately 6.5 years. The total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme adopted by the Group must not in aggregate exceed 25,000,000 Shares (the "General Scheme Limit"), being 10% of the Shares in issue on the Listing Date. As at 1 January 2023 and 31 December 2023, the number of options available for grant under the Share Option Scheme was 25,000,000 Shares. The General Scheme Limit represented approximately 8.3% of the total number of Shares in issue as at the date of this report. Unless approved by the Shareholders, the total number of Shares issued and to be issued upon exercise of the options granted under the Share Option Scheme and any other share option scheme of the Group (including both exercised or outstanding options) to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being.

An option may be accepted by a participant within 21 days from the date of the offer of grant of the option. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on a day after the date upon which the offer for the grant of options is made but shall end in any event not later than 10 years from the date of grant of the option, subject to the provisions for early termination thereof. Unless otherwise determined by the Directors and stated in the offer of the grant of options to a grantee, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised. The subscription price for the Shares under the Share Option Scheme will be a price determined by the Directors, but shall not be less than the highest of: (i) the closing price of Shares as quoted on the Hong Kong Stock Exchange on the date of the offer of grant, which must be a business day; and (ii) the average closing price of the Shares as quoted on the Hong Kong Stock Exchange for the five business days immediately preceding the date of the offer for the grant.

No share option has been granted, exercised or cancelled by the Company under the Share Option Scheme since its adoption and up to the date of this annual report.

## SHARE AWARD SCHEME

The Board adopted the Share Award Scheme on 6 May 2021. The purposes of the Share Award Scheme are to (i) to recognise and motivate contributions of the eligible persons; (ii) to align the interests of the eligible persons with those of the Company and strive for the future development and expansion of the Group; and (iii) to attract suitable personnel for further development of the Group through the grant of award to the eligible persons. Pursuant to the Share Award Scheme, eligible persons may include any Directors, senior managers, employees, suppliers and customers of the Group and employees of the controlling Shareholders.

Unless terminated earlier by the Board in accordance with the scheme rules, the Share Award Scheme shall be valid and effective for a term of ten years commencing on its adoption date and will expire on 6 May 2031. As at the date of this report, the remaining life of the Share Award Scheme is approximately 7 years. Such termination of the Share Award Scheme, either earlier by the Board or upon expiry of the award period, shall not affect any subsisting rights of any selected participant in respect of any award made to him prior to such termination.



## DIRECTORS' REPORT

The Share Award Scheme shall be subject to the administration of the Board in accordance with the scheme rules and, where applicable, the trust deed. No consideration shall be payable by the grantees for the acceptance of an award granted under the Share Award Scheme. Subject to the rules of the Share Award Scheme, the Board shall determine from time to time the vesting criteria and conditions or periods and the exercise period for the award granted under the Share Award Scheme.

The total number of Shares to be awarded under the Share Award Scheme shall not exceed 10% of the total number of issued Shares from time to time. The maximum number of awarded shares which may be granted to a selected participant but unvested under the Share Award Scheme shall not exceed 1% of the total number of issued Shares from time to time. The Board shall regularly review the limit of the Share Award Scheme and may resolve, as it sees fit, to amend the limit of the Share Award Scheme. Any amendment of the limit of the Share Award Scheme will be promptly announced by the Company. As at 1 January 2023, 31 December 2023 and the date of this report, there was no existing scheme mandate for the issue of Shares pursuant to the awards granted under the Share Award Plan.

No award has been granted, exercised or cancelled by the Company under the Share Award Scheme since its adoption and up to the date of this annual report.

## PROPERTY, PLANT AND EQUIPMENT

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

## SHARE CAPITAL

Details of the movements in share capital are set out in note 27(c) to the financial statements.

## PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During FY2023, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

## RESERVES

Details of the movements in the reserves of the Group and the Company during FY2023 are set out in the consolidated statement of changes in equity on page 97 of this annual report and note 27(a) to the financial statements, respectively.

Distributable reserves of the Company at 31 December 2023 amounted to approximately HK\$288.9 million.

## DIRECTORS

The Directors during FY2023 and up to the date of this annual report were:

### Executive Directors

Mr. Lau Shek Yau John (*Chairman*)

*(re-designated from a non-executive Director to an executive Director on 14 February 2023)*

Mr. Ngan Tim Wing (*Chief Executive Officer*)

Ms. Chen Nga Man

Ms. Augusta Morandin

Mr. Fabio Di Nello

### Independent Non-Executive Directors

Mr. Lam Hing Lun Alain

Mr. Chan Chun Hung Vincent

Mr. Chun Chi Man

Mr. Roussel Christophe Albert Jean (*appointed on 11 July 2023*)

In accordance the Articles 105(a), Ms. Chen Nga Man, Mr. Lam Hing Lun Alain and Mr. Chan Chun Hung Vincent will retire at the forthcoming AGM and all of them, being eligible, offer themselves for re-election at the forthcoming AGM.

In accordance the Articles 109, Mr. Roussel Christophe Albert Jean, being Director appointed after 2023 AGM will retire at the forthcoming AGM and he, being eligible, offers himself for re-election at the forthcoming AGM.

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

As at 31 December 2023, the interests or short positions of the Directors and chief executives of the Company in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be: (a) notified to the Company and the Hong Kong 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); (b) as recorded in the register required to be kept under Section 352 of the SFO; or (c) as otherwise notified to the Company and the Hong Kong Stock Exchange, pursuant to the Model Code, were as below:

#### (i) Interest in the Shares

Name of Director/Chief executive of the Company	Capacity/nature of interest	Number and class of securities (Note 1)	Percentage of shareholding (Note 3)
Mr. Lau	Interest of controlled corporation (Note 2)	158,480,222 Shares (L)	57.4%
Mr. Ngan	Beneficial owner	21,241,203 Shares (L)	7.7%
Ms. Chen	Beneficial owner	1,256,099 Shares (L)	0.5%
Ms. Morandin	Beneficial owner	10,000,000 Shares (L)	3.6%
Mr. Di Nello	Beneficial owner	10,000,000 Shares (L)	3.6%

Notes:

- The letter "L" denotes our Directors' long position in the shares of the Company.
- The 158,480,222 Shares are held by CS Logistics. CS Logistics is owned as to 75.0% by CS Seafreight, which is in turn wholly owned by CS Holdings. CS Holdings is wholly owned by CS Group, which is in turn wholly owned by Hundred Honest Limited. Hundred Honest Limited is owned as to 80.0% by Mr. Lau. By virtue of the SFO, CS Seafreight, CS Holdings, CS Group, Hundred Honest Limited and Mr. Lau are deemed to be interested in the Shares held by CS Logistics.
- The percentage of shareholding is calculated based on the total issued shares of the Company as at 31 December 2023, i.e. 276,100,000 Shares.

## DIRECTORS' REPORT

**(ii) Interest in the Shares of Associated Corporations of the Company**

<b>Name of Director/Chief executive of the Company</b>	<b>Name of group member/ associated corporation</b>	<b>Capacity/ nature of interest</b>	<b>Number and class of securities</b> (Note 1)	<b>Percentage of shareholding</b> (Note 9)
Mr. Lau	CS Logistics	Interest of a controlled corporation (Note 2)	75 ordinary shares (L)	75%
	CS Seafreight	Interest of a controlled corporation (Note 3)	50,000 ordinary shares (L)	100%
	CS Holdings	Interest of a controlled corporation (Note 4)	20,000,000 ordinary shares (L) 2 preference shares (L)	100%
	CS Group	Interest of a controlled corporation (Note 5)	823,333 ordinary shares (L)	100%
	Hundred Honest Limited	Interest of a controlled corporation (Note 6)	1,000,000 ordinary shares (L)	20%
		Beneficial owner	4,000,000 ordinary shares (L)	80%
Ms. Chen	CN France HK	Interest of a controlled corporation (Note 7)	3,000 ordinary shares (L)	30%
	CN France	Interest of a controlled corporation (Note 8)	6,400 ordinary shares (L)	16%
	CN BVI	Beneficial owner	1,000 ordinary shares (L)	2%

## Notes:

- The letter "L" denotes our Directors' long position in the shares of the relevant associated corporation of the Company.
- These shares are held by CS Seafreight. Please refer to Note 2 of the paragraph headed "(i) Interest in the Shares" above in respect of the relationship between Mr. Lau and this associated corporation. By virtue of the SFO, Mr. Lau is deemed to be interested in the shares of CS Logistics in which CS Seafreight is interested.
- These shares are held by CS Holdings. Please refer to Note 2 of the paragraph headed "(i) Interest in the Shares" above in respect of the relationship between Mr. Lau and this associated corporation. By virtue of the SFO, Mr. Lau is deemed to be interested in the shares of CS Seafreight in which CS Holdings is interested.
- These shares are held by CS Group. Please refer to Note 2 of the paragraph headed "(i) Interest in the Shares" above in respect of the relationship between Mr. Lau and this associated corporation. By virtue of the SFO, Mr. Lau is deemed to be interested in the shares of CS Holdings in which CS Group is interested.

## DIRECTORS' REPORT

5. These shares are held by Hundred Honest Limited. Please refer to Note 2 of the paragraph headed "(i) Interest in the Shares" above in respect of the relationship between Mr. Lau and this associated corporation. By virtue of the SFO, Mr. Lau is deemed to be interested in the shares of CS Group in which Hundred Honest Limited is interested.
6. These shares are held by LLEA & Company Limited which is in turn owned as to 99.9% by Mr. Lau. By virtue of the SFO, Mr. Lau is deemed to be interested in the shares of Hundred Honest Limited in which LLEA & Company Limited is interested.
7. The 3,000 shares in CN France HK are held by Wise Pointer Limited, which is wholly owned by Ms. Chen. By virtue of the SFO, Ms. Chen is taken to be interested in the shares held by Wise Pointer Limited.
8. The 6,400 shares in CN France are held by Wise Pointer Limited, which is wholly owned by Ms. Chen. By virtue of the SFO, Ms. Chen is taken to be interested in the shares held by Wise Pointer Limited.
9. The percentage of shareholding is calculated based on the total issued shares of the Company as at 31 December 2023, i.e. 276,100,000 Shares.

Save as disclosed above, as at 31 December 2023, none of the Directors, chief executives of the Company had any interests and/or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be: (a) notified to the Company and the Hong Kong 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); (b) as recorded in the register to be kept under section 352 of the SFO; or (c) as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in the section headed "Connected Transactions" and "Continuing Connected Transactions" below and in note 29 to the financial statements, no transaction, arrangement and contract of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director or his/her connected entity had a material interest, whether directly or indirectly, subsisted at the end of FY2023 or at any time during FY2023.

## PERMITTED INDEMNITY PROVISION

Under the Articles, the Company had a permitted indemnity provision (as defined in section 469 of the Companies Ordinance) in force for the benefit of the Directors throughout FY2023 and as at the date of this annual report, pursuant to which the Company shall indemnify any Director against any liability, loss suffered and expenses incurred by the Director in connection with any legal proceedings in which he/she is involved by reason of being a Director, except in any case where the matter in respect of which indemnification is sought was caused by the fraud or dishonesty of the Directors. The Company has maintained insurance cover for Directors' and officers' liabilities in respect of legal actions against the Directors arising out of corporate activities. The insurance coverage is reviewed on an annual basis. During FY2023, no claim was made against the Directors.

## DIRECTORS' REPORT

### DIRECTORS' SERVICE CONTRACTS

Each of Mr. Ngan and Ms. Chen, being the executive Directors, has entered into a service contract with the Company. The Company issued letters of appointment to Mr. Lam Hing Lun Alain, Mr. Chan Chun Hung Vincent and Mr. Chun Chi Man, all being the independent non-executive Directors. The principal particulars of these service contracts and letters of appointment are (i) for a term of three years commencing from the Listing Date, and (ii) subject to termination by not less than three months' notice in writing served by either party on the other. The term of the service contracts and the letters of appointment may be renewed subject to the provisions of the Articles and the applicable Listing Rules.

Mr. Lau has signed a letter of appointment as a non-executive Director of the Company on 17 September 2020 for a term of three years commencing from the Listing Date. On 14 February 2023, he has been re-designated from a non-executive Director to an executive Director and has entered into a new service contract with the Company. The principal particulars of the service contract are (i) for a term of three years commencing from 14 February 2023, renewable automatically for a successive term of one year each, and (ii) subject to termination by not less than three months' notice in writing served by either party on the other. The term of the service contract may be renewed subject to rotation, retirement and re-election requirements pursuant to the provisions of the Articles and the applicable Listing Rules.

Each of Ms. Morandin and Mr. Di Nello, both being the executive Directors, has entered into a service contract with the Company. The principal particulars of these service contracts are (i) for a term of two years commencing from 22 December 2021, renewable automatically for a successive term of one year each, and (ii) subject to termination by not less than three months' notice in writing served by either party on the other. The term of the service contracts may be renewed subject to the provisions of the Articles and the applicable Listing Rules.

The Company issued letter of appointment to Mr. Roussel Christophe Albert Jean, being the independent non-executive Director, on 11 July 2023. The principal particulars of the letter of appointment are (i) for a term of two years commencing from 11 July 2023, renewable automatically for a successive term of one year each, and (ii) subject to termination by not less than three months' notice in writing served by either party on the other. The term of the letter of appointment may be renewed subject to the provisions of the Articles and the applicable Listing Rules.

None of the Directors proposed for re-election at the forthcoming AGM has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

### INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors are independent.

### RETIREMENT SCHEMES

The Group operates and participates in a number of defined contribution and defined benefit plans. Particulars of these retirement plans are set out in note 25 to the financial statements.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As of 31 December 2023, so far as is known to the Directors, the following corporations or persons (other than a Director or the chief executives of the Company) had interest or short position in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name of Shareholders	Capacity/nature of interest	Number and class of securities (Note 1)	Approximate percentage of shareholding
CS Logistics	Beneficial owner	158,480,222 Shares (L)	57.4%
CS Seafreight	Interest of a controlled corporation (Note 2)	158,480,222 Shares (L)	57.4%
CS Holdings	Interest of a controlled corporation (Note 2)	158,480,222 Shares (L)	57.4%
CS Group	Interest of a controlled corporation (Note 2)	158,480,222 Shares (L)	57.4%
Hundred Honest Limited	Interest of a controlled corporation (Note 2)	158,480,222 Shares (L)	57.4%
Ms. Ngan Au Kei Yee	Interest of spouse (Note 3)	21,241,203 Shares (L)	7.7%

Notes:

- The letter "L" denotes the shareholder's long position in the Shares.
- These 158,480,222 Shares are held by CS Logistics. CS Logistics is owned as to 75.0% by CS Seafreight, which is in turn wholly owned by CS Holdings. CS Holdings is wholly owned by CS Group, which is in turn wholly owned by Hundred Honest Limited. Hundred Honest Limited is owned as to 80.0% by Mr. Lau. By virtue of the SFO, CS Seafreight, CS Holdings, CS Group, Hundred Honest Limited and Mr. Lau are deemed to be interested in the Shares held by CS Logistics.
- Ms. Ngan Au Kei Yee is the spouse of Mr. Ngan. Under the SFO, Ms. Ngan Au Kei Yee is deemed to be interested in the same number of Shares in which Mr. Ngan is interested.

Save as disclosed above, as at 31 December 2023, other than the Directors and the chief executives of the Company whose interests are set out in the paragraph headed "Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or any Associated Corporation" above, no person had interest or short position in the Shares or underlying Shares which were required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

## RELATED PARTY TRANSACTIONS

During FY2023, the Group conducted certain transactions with parties regarded as "related parties" under the applicable accounting standards, details of which are set out in note 29 to the financial statements. Save as disclosed in the sections headed "Connected Transactions" and "Continuing Connected Transactions" in this report, the other related party transactions were either not regarded as connected transactions or were exempt from reporting, announcement, and shareholders' approval requirements under Chapter 14A of the Listing Rules.

## CONNECTED TRANSACTIONS

During FY2023, the Group has conducted the following connected transaction.

## DIRECTORS' REPORT

### Lease of Properties

On 29 December 2023, certain subsidiaries of the Company (as tenants) entered into nine lease agreements (the "2024 Lease Agreements") with Mr. Lau and certain subsidiaries of CS Group (the "Landlords") in respect of the lease and/or renewal of lease of nine premises located in the PRC as offices and warehouses of the Group, for a term of one year commencing from 1 January 2024 and expiring on 31 December 2024. The total value of the right-of-use asset acquired by the Group under the 2024 Lease Agreements is approximately RMB6,700,000, calculated with reference to the present value of the aggregated lease payments under the 2024 Lease Agreements.

As at the date of the 2024 Lease Agreements, Mr. Lau is was an executive Director and a controlling Shareholder and each of the Landlords was an entity controlled by CS Group, which was in turn controlled by Mr. Lau. Thus, each of Mr. Lau and the Landlords is a connected person of the Company under Chapter 14A of the Listing Rules.

For further details of the transactions, please refer to the announcement of the Company dated 29 December 2023.

### CONTINUING CONNECTED TRANSACTIONS

During FY2023, the Group has conducted the following continuing connected transactions (the "Continuing Connected Transactions") which were required to be disclosed pursuant to the Listing Rules.

#### Empire Transportation Company Limited ("Empire")

On 17 September 2020, the Company entered into a trucking services agreement (the "Empire Trucking Services Agreement") with Empire, pursuant to which Empire, as a trucking service provider, agreed to provide trucking services to the Group in Hong Kong. The initial term of the Empire Trucking Services Agreement was one year commencing from 1 January 2020, which was subsequently renewed on 29 December 2020 for a term of three years commencing from 1 January 2021 and 23 January 2024 for a term of three years commencing from 1 January 2024. Pursuant to the Empire Trucking Services Agreement, the service fees payable to Empire will be determined in accordance with the agreed fixed charging rates as set out in the agreement. The charging rates applicable to each service will be determined based on, among others, the customers being served, the number of cartons to be delivered, type of products being delivered, location of pick-up point and delivery destination, and time of delivery (e.g. business days or public holidays).

Empire was wholly-owned by the brother of Mr. Ngan, an executive Director and chief executive officer of the Group. As such, Empire is an associate of Mr. Ngan and hence a connected person of the Company under Chapter 14A of the Listing Rules.

The annual caps for the transactions contemplated under the Empire Trucking Services Agreement for each year ended/ending 31 December 2023, 31 December 2024, 2025 and 2026 are HK\$17,660,000, HK\$14,000,000, HK\$15,000,000 and HK\$16,000,000 respectively.

During FY2023, the amount of transaction conducted under the Empire Trucking Services Agreement was HK\$13,499,000.

Please refer to the section headed "Continuing Connected Transactions" in the Prospectus and the announcements of the Company dated 29 December 2020 and 23 January 2024 for details of the Empire Trucking Services Agreement and its renewal agreement.

### Transway Logistics Company Limited (“Transway”)

On 17 September 2020, the Company entered into a trucking services agreement (the “Transway Trucking Services Agreement”) with Transway, pursuant to which Transway, as a trucking service provider, agreed to provide trucking services to our Group in Hong Kong. The initial term of the Transway Trucking Services Agreement was one year commencing from 1 January 2020, which was subsequently renewed on 29 December 2020 for a term of three years commencing from 1 January 2021 and 23 January 2024 for a term of three years commencing from 1 January 2024. Pursuant to the Transway Trucking Services Agreement, the service fees to be paid to Transway will be determined in accordance with the agreed fixed charging rates as set out in the agreement. The charging rates applicable to each service will be determined based on, among others, the customers being served, the number of cartons to be delivered, type of truck or van being engaged, location of pick-up point and delivery destination, and time of delivery (e.g. business days or public holidays).

Transway was owned as to 50% by the sister of Mr. Ngan and as to 50% by the brother-in-law of Mr. Ngan. By virtue of the relationship of its shareholders with Mr. Ngan, Transway is a deemed connected person of the Company under Rule 14A of the Listing Rules.

The annual caps for the transactions contemplated under the Transway Trucking Services Agreement for each of the year ended/ending 31 December 2023, 31 December 2024, 2025 and 2026 are HK\$7,520,000, HK\$4,000,000, HK\$5,000,000 and HK\$6,000,000 respectively.

During FY2023, the amount of transaction conducted under the Transway Trucking Services Agreement was HK\$3,797,000.

Please refer to the section headed “Continuing Connected Transactions” in the Prospectus and the announcements of the Company dated 29 December 2020 and 23 January 2024 for details of the Transway Trucking Services Agreement and its renewal agreement.

### EV Cargo Group

On 23 December 2020, the Company entered into a master agency agreement (the “EV Cargo Group Master Agency Agreement”) with EV Cargo, pursuant to which EV Cargo and the Company agreed to appoint each other (including their subsidiaries and associates) as the agent for the provision of air freight forwarding services in relation to shipments with origins or destinations in the PRC and the United Kingdom, as well as the countries and/or regions where the relevant members of the Group and the relevant members of the EV Cargo Group operate in. The term of the EV Cargo Group Master Agency Agreement commenced on 23 December 2020 and expired on 31 December 2022. Despite that no written master agreement has been entered into between the Company and EV Cargo to renew the term of the EV Cargo Group Master Agency Agreement, it is expected that the Group and EV Cargo Group will continue their cooperation on substantially the same terms of the EV Cargo Group Master Agency Agreement in the three years ending 31 December 2025.

The EV Cargo Group has been one of the business partners of the Group’s freight forwarding businesses. The Directors are of the view that, by entering into the EV Cargo Group Master Agency Agreement, the Group will benefit from the freight forwarding business brought in by the EV Cargo Group and the freight forwarding services it could provide to the Group in jurisdictions in which the Group does not have local presence.

The annual caps for the services fees payable by the EV Cargo Group for the years ended/ending 31 December 2023, 2024 and 2025, are HK\$363,000,000, HK\$399,000,000 and HK\$438,000,000, respectively. The annual caps for the services fees payable to the EV Cargo Group for the years ended/ending 31 December 2023, 2024 and 2025, are HK\$65,000,000, HK\$71,000,000 and HK\$78,000,000 respectively.



## DIRECTORS' REPORT

For further details, please refer to the announcements of the Company dated 23 December 2020, 10 February 2021, 5 October 2021, 15 November 2021 and 20 January 2023.

EV Cargo is the indirect holding company of Princetohall Limited, a substantial shareholder of CS Shanghai BVI, which is a subsidiary of the Company. As such, EV Cargo is a connected person of the Company at subsidiary level under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the EV Cargo Group Master Agency Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. On the basis that EV Cargo is a connected person of the Company at subsidiary level only, by virtue of Rule 14A.101 of the Listing Rules, the EV Cargo Group Master Agency Agreement is subject to the reporting, annual review and announcement requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

During FY2023, (i) service fees payable to the EV Cargo Group and (ii) service fees payable by the EV Cargo Group under the EV Cargo Group Master Agency Agreement were HK\$33,224,000 and HK\$34,979,000 respectively.

### **CS Group (for itself and as trustee for the benefit of its associates excluding our Group) and CS Far East**

On 17 September 2020, the Company entered into a master agency agreement (the "CS Group Master Agency Agreement") with CS Group (for itself and as trustee for the benefit of its associates from time to time (excluding the Group)) ("CS CT Group"), pursuant to which (i) CS Group (for itself and as trustee for the benefit of the relevant member of the CS CT Group) appointed the Company (for itself and on behalf of the relevant member of the Group) as CS CT Group's agent (i.e. business partner) for the provision of air freight forwarding services in the PRC, Hong Kong, Taiwan, France, Japan, Switzerland, Italy, Korea and other jurisdictions in which the Group has local presence from time to time, and in respect of CS CT Group's air freight forwarding business in the United States for the import of goods into the United States as destination; and (ii) the Company (for itself and on behalf of the relevant member of the Group) have appointed CS Group (for itself and as trustee for the benefit of the relevant member of CS CT Group) as the Group's agent (i.e. business partner) for the provision of air and/or ocean freight forwarding services in the PRC, Hong Kong, the United States, the Philippines, India, South Africa, Singapore and other jurisdictions in which CS CT Group has local presence from time to time. The term of the CS Group Master Agency Agreement commenced on 17 September 2020 and expired on 31 December 2022. On 3 November 2022, the term of the CS Group Master Agency Agreement was renewed and the subsisting term is from 1 January 2023 to 31 December 2025. The renewal of the agreement had been approved by the Shareholders on 23 December 2022.

CS Group is one of the Controlling Shareholders and hence members of the CS CT Group are connected persons of the Company under Chapter 14A of the Listing Rules.

The annual caps for the transactions contemplated under the CS Group Master Agency Agreement for each of the financial year ended/ending 31 December 2023, 2024 and 2025 are (i) as to the cost of services to be charged by CS CT Group, HK\$105,000,000, HK\$116,000,000 and HK\$128,000,000 respectively; and (ii) as to the revenue to be derived from CS CT Group, HK\$41,000,000, HK\$45,000,000 and HK\$49,000,000 respectively.

During FY2023, (i) cost of services to be charged by CS CT Group; and (ii) revenue to be derived from CS CT Group under the CS Group Master Agency Agreement were HK\$69,777,000 and HK\$28,606,000 respectively.

### **CN France HK (for itself and as trustee for the benefit of its subsidiary)**

On 17 September 2020, the Company entered into a master agency agreement (the "CN France Master Agency Agreement") with CN France HK (for itself and as trustee for the benefit of its subsidiary from time to time) ("CN France Group"), pursuant to which (i) CN France HK (for itself and as trustee for the benefit of the relevant member of the CN France Group) have appointed the Company (for itself and on behalf of the relevant member of the Group (excluding CN France Group)) as CN France Group's agent for the provision of air and/or ocean freight forwarding services in jurisdictions in which the Group has local presence from time to time; and (ii) the Company (for itself and on behalf of the relevant member of the Group (excluding CN France Group)) have appointed CN France HK (for itself and as trustee for the benefit of the relevant member of CN France Group) as the Group's agent for the provision of air and/or ocean freight forwarding services in jurisdictions in which CN France Group has local presence from time to time. The term of the CN France Master Agency Agreement commenced on 17 September 2020 and expired on 31 December 2022. On 3 November 2022, the term of the CN France Master Agency Agreement was renewed and the subsisting term is from 1 January 2023 to 31 December 2025.

Pursuant to the terms and conditions of the CN France Master Agency Agreement, the service fee constituted by an accepted air freight order or ocean freight order shall be on normal and usual commercial terms and (where the Group acts as the agent) such service fee shall be on terms no less favourable to the Group than those then offered by the Group to other Independent Third Party customers for similar services of comparable quality.

Throughout FY2023, CN France HK is a non-wholly owned subsidiary of our Company. Ms. Chen, an executive Director, through her wholly-owned investment holding company, owns 30% of the entire issued share capital of CN France HK. As such, CN France HK and its subsidiary are regarded as connected subsidiaries of the Company and hence members of the CN France Group are connected persons of the Company under Chapter 14A of the Listing Rules.

The annual caps for the transactions contemplated under the CN France Master Agency Agreement (i) as to the service fees payable to CN France Group for each of the financial year ended/ending 31 December 2023, 2024 and 2025 are HK\$45,000,000, HK\$49,000,000 and HK\$54,000,000 respectively; and (ii) as to the service fees payable by CN France Group for each of the financial year ended/ending 31 December 2023, 2024 and 2025 are HK\$2,000,000, HK\$2,300,000 and HK\$2,500,000 respectively.

During FY2023, (i) cost of services to be charged by CN France Group and (ii) revenue to be derived from CN France Group under the CN France Master Agency Agreement were HK\$22,704,000 and HK\$1,757,000 respectively.

### **Confirmation by Independent Non-Executive Directors**

The independent non-executive Directors have reviewed and confirmed that the 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) in accordance with the relevant agreements governing the transactions on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

## DIRECTORS' REPORT

### Confirmation by the Auditor of the Company

The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of the connected transactions or continuing connected transactions. KPMG, the Company's auditors, were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. KPMG have issued their letter containing their findings and conclusions in respect of the Continuing Connected Transactions pursuant to Rule 14A.56 of the Listing Rules, in particular, KPMG has confirmed that nothing has come to their attention that cause 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 for transaction involving the provision of goods or services by the Group; (iii) were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and (iv) have exceeded the annual caps as set by the Company.

### CONTRACT OF SIGNIFICANCE

Save for the transactions as disclosed in note 29 to the financial statements, no controlling Shareholder or any of its subsidiaries has any contract of significance with the Company or its subsidiaries during FY2023.

### ARRANGEMENTS FOR THE DIRECTORS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed under the section headed "Share Option Scheme" in this annual report, at no time during FY2023 was there any arrangement to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries is a party that would enable the Directors or their respective spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other corporate entity.

### MANAGEMENT CONTRACTS

Save as disclosed in the Prospectus and the section headed "Continuing Connected Transactions", no contracts of significance concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or subsisted during FY2023.

### TAX RELIEF

The Company is not aware of any tax relief or exemption available to the Shareholders by reason of their holding of the Shares during FY2023.

### ENVIRONMENTAL POLICIES

The Group is committed to environmental protection and values corporate social responsibilities. The Group continues to update internal policies and programs for environmental risk prevention to ensure compliance with requirements of applicable industrial and local standards, laws, regulations and policies. The Group also continues to implement environmental protection, energy saving and emission reduction projects to improve environmental management, setting a solid foundation for better future development.

### PRINCIPAL RISKS AND UNCERTAINTIES

Discussion of the principal risks and uncertainties faced by the Group is included in note 28 to the financial statements and such contents form part of this Directors' Report.

## MAJOR CUSTOMERS AND SUPPLIERS

During FY2023, purchases from the Group's five largest suppliers accounted for less than 30% of the total purchases for the year.

Information in respect of the Group's major customers for FY2023 is as follows:

	<b>As a percentage of the Group's total revenue</b>
Total revenue attributable to the Group's five largest customers	31.5%
Total revenue attributable to the Group's largest customer	15.5%

As at 31 December 2023, save for the Controlling Shareholder Group and the EV Cargo Group, (i) all of our five largest customers for FY2023 were Independent Third Parties; and (ii) none of our Directors, their close associates or our Shareholders (whom to the knowledge of our Directors own more than 5% of the issued Shares) had any interest in any of our five largest customers for FY2023.

## REMUNERATION POLICY

Remuneration of the employees of the Group is determined with reference to various factors, including but not limited to, the job responsibilities, qualifications and experience of the employees, as well as the prevailing market rates. The Group also makes contributions to pension schemes and provides other employees benefits in accordance with the applicable laws and regulations. Further, the Company has adopted the Share Option Scheme and the Share Award Scheme with an aim to provide incentives and rewards to selected participants, including selected employees of the Group.

Remuneration of Directors and members of the senior management of the Group are recommended by the Remuneration Committee with reference to, among other things, their qualifications, experience, duties and responsibilities and performance, as well as the performance of the Group and the prevailing market conditions. The Remuneration Committee also conducts regular review of the remuneration of Directors and members of the senior management.

## PRE-EMPTIVE RIGHTS

There is no provisions for pre-emptive rights under the Articles, or the laws of Cayman Islands, which would oblige the Company to offer new Shares on a pro-rata basis to its existing Shareholders.

## SUFFICIENCY OF PUBLIC FLOAT

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

## IMPORTANT EVENTS AFTER REPORTING PERIOD

On 19 February 2024, the Company settled the consideration for Allport Cruise Group Acquisition accordance to the Share Purchase Agreement. Pursuant to the terms of the Share Purchase Agreement, the adjusted consideration for Allport Cruise Group Acquisition was HK\$263,570,553, which was settled (1) as to HK\$224,378,800, by the issue and allotment of 24,389,000 new Shares; (2) as to HK\$13,063,918, by cash; and (3) as to the remaining amount, by two non-interest bearing promissory notes of HK\$13,063,918 and HK\$13,063,917 which are redeemable on or before 19 February 2025 and 2026, respectively. For further details of the Allport Cruise Acquisition, please refer to the announcement of the Company dated 31 December 2021, the circular of the Company dated 31 January 2022 and the announcements of the Company dated 23 March 2023 and 19 February 2024.

## DIRECTORS' REPORT

The Board was informed by CS Logistics that, on 8 April 2024, CS Holdings (the sole shareholder of CS Seafreight, which in turn owns 75% of the total issued shares of CS Logistics) has entered into a share purchase agreement with DP World Logistics FZE ("DP World") pursuant to which DP World agreed to purchase, and CS Holdings agreed to sell, all of the shares in the capital of its wholly-owned subsidiary, CS Seafreight, subject to the satisfaction or waiver of certain customary closing conditions (the "CS Seafreight Transaction"). As at the date of this report, CS Logistics and CS Seafreight are in aggregate interested in approximately 60.9% of the total issued Shares. Upon completion of the CS Seafreight Transaction, DP World will transfer all Shares held by CS Logistics and CS Seafreight to a wholly-owned subsidiary of DP World which will become the new controlling shareholder of the Company. For details, please refer to the announcement of the Company date 8 April 2024.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 24 May 2024 to Wednesday, 29 May 2024 (both days inclusive) for the purpose of determining the right to attend and vote at the forthcoming AGM. In order to be qualified for attending and voting at the forthcoming AGM, unregistered holders of Shares should ensure that all share transfer documents accompanied by the corresponding share certificates are lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. (Hong Kong time) on Thursday, 23 May 2024.

Conditional on the passing of the resolution approving the declaration of the proposed final dividend at the forthcoming AGM, the register of members of the Company will also be closed from Friday, 21 June 2024 to Wednesday, 26 June 2024 (both days inclusive) for the purpose of determining the entitlement to the proposed final dividend in respect of FY2023. In order to be qualified for the proposed final dividend (subject to the approval of the Shareholders at the forthcoming AGM), unregistered holders of Shares should ensure that all share transfer documents accompanied by the corresponding share certificates are lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at the address stated above for registration not later than 4:30 p.m. (Hong Kong time) on Thursday, 20 June 2024.

### AUDITORS

The consolidated financial statements for FY2023 have been audited by KPMG whose term of office will expire upon the conclusion of the AGM. KPMG will retire, and being eligible, offer themselves for re-appointment. A resolution for their re-appointment as the auditors of the Company will be proposed at the forthcoming AGM.

There has been no change in the auditors of the Company in the preceding three years.

On behalf of the Board

**Mr. Lau Shek Yau John**

*Chairman and Executive Director*

Hong Kong, 28 March 2024

# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE PRACTICES

The Company recognises the importance of good corporate governance in maintaining its corporate transparency and accountability. The Board sets appropriate policies and implements corporate governance practices appropriate to the conduct and growth of the Group's business. The Board has adopted the code provision of the CG Code contained in Appendix C1 to the Listing Rules. The Board has reviewed the Company's corporate governance and is satisfied that the Company has complied with the code provision set out in the CG Code during FY2023. Key corporate governance principles and practices of the Company are summarized below.

### A. The Board

#### A1. Responsibilities and Delegation

The Board is responsible for the leadership, control and management of the Company and oversees the Group's business, strategic decision and performances in the attainment of the objective of ensuring effective functioning and growth of the Group and enhancing value to investors. All the Directors carry out their duties in good faith, take decisions objectively and act in the interests of the Company and its Shareholders at all times.

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

All Directors have timely access to all relevant information as well as the advice and services of the Company Secretary and senior management, with a view to ensuring compliance with Board procedures and all applicable laws and regulations. Any Director may request for independent professional advice in appropriate circumstances at the Company's expense, upon reasonable request made to the Board.

The senior management of the Company are delegated the authority and responsibilities by the Board for the day-to-day management and operation of the Group. 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 above-mentioned officers. The Board has the full support of the senior management to discharge its responsibilities.

#### A2. Board Composition

The composition of the Board for FY2023 and up to the date of this report is as follows:

##### Executive Directors:

Mr. Lau Shek Yau John	(chairman of the Board and chairman of the Nomination Committee)
Mr. Ngan Tim Wing	(chief executive officer, chairman of the Risk and Compliance Committee and member of the Remuneration Committee and Corporate Governance Committee)
Ms. Chen Nga Man	
Ms. Augusta Morandin	(member of Risk and Compliance Committee)
Mr. Fabio Di Nello	

##### Independent non-executive Directors:

Mr. Lam Hing Lun Alain	(chairman of the Audit Committee and member of the Nomination Committee, the Corporate Governance Committee and the Risk and Compliance Committee)
Mr. Chan Chun Hung Vincent	(chairman of the Remuneration Committee and member of the Audit Committee and the Nomination Committee)
Mr. Chun Chi Man	(chairman of the Corporate Governance Committee and member of the Audit Committee and Remuneration Committee)
Mr. Roussel Christophe Albert Jean	

## CORPORATE GOVERNANCE REPORT

Throughout FY2023, the Board has met the requirements of the Listing Rules 3.10 and 3.10A of having a minimum of three independent non-executive directors (representing at least one-third of the Board) with at least one of them possessing appropriate professional qualifications and accounting and related financial management expertise.

The members of the Board have skills and experience appropriate for the business requirements and objectives of the Group. Executive Directors are responsible for different business and functional division of the Group in accordance with his/her expertise. The independent non-executive Directors bring different business and financial expertise, experiences and independent judgement to the Board and they are invited to serve on the Board committees of the Company. Through participation in Board meetings, taking the lead in managing issues involving potential conflicts of interests, the independent non-executive Directors have made contributions to the effective direction of the Company and provided adequate checks and balances to safeguard the interests of both the Group and the Shareholders.

To the best knowledge of the Directors, the Directors and senior management have no financial, business, family or other material/relevant relationships with one another.

The Company has received written annual confirmation from each independent non-executive Director of his independence pursuant to the requirements of the Listing Rules. The Company considers all independent non-executive Directors to be independent in light of the independence guidelines set out in the Listing Rules.

**A3. Chairman and Chief Executive**

Throughout FY2023, the roles and duties of the chairman of the Board and the chief executive officer of the Group are held by separate persons in order to ensure a balance of power and authority and preserve a balanced judgement of views. Currently, Mr. Lau Shek Yau John takes up the role of chairman of the Board and is providing leadership and being responsible for the effective functioning and leadership of the Board, whereas Mr. Ngan Tim Wing is the chief executive officer of the Company, focusing on the Company's business development and daily management and operations generally.

**A4. Appointment and Re-election of Directors**

Each of Mr. Ngan Tim Wing and Ms. Chen Nga Man, being the executive Directors, has entered into a service contract with the Company. The Company issued letters of appointment to Mr. Lam Hing Lun Alain, Mr. Chan Chun Hung Vincent and Mr. Chun Chi Man, all being the independent non-executive Directors. The principal particulars of these service contracts and letters of appointment are (i) for a term of three years commencing from the Listing Date, and (ii) subject to termination by not less than three months' notice in writing served by either party on the other. The term of the service contracts and the letters of appointment may be renewed subject to the provisions of the Articles and the applicable Listing Rules.

Mr. Lau has signed a letter of appointment as a non-executive Director of the Company on 17 September 2020 for a term of three years commencing from the Listing Date. On 14 February 2023, he has been re-designated from a non-executive Director to an executive Director and has entered into a new service contract with the Company. The principal particulars of the service contract are (i) for a term of three years commencing from 14 February 2023, renewable automatically for a successive term of one year each, and (ii) subject to termination by not less than three months' notice in writing served by either party on the other. The term of the service contract may be renewed subject to rotation, retirement and re-election requirements pursuant to the provisions of the Articles and the applicable Listing Rules.

## CORPORATE GOVERNANCE REPORT

Each of Ms. Augusta Morandin and Mr. Fabio Di Nello, both being the executive Directors, has entered into a service contract with the Company. The principal particulars of these service contracts are (i) for a term of two years commencing from 22 December 2021, renewable automatically for a successive term of one year each, and (ii) subject to termination by not less than three months' notice in writing served by either party on the other. The term of the service contracts may be renewed subject to the provisions of the Articles and the applicable Listing Rules.

The Company issued letter of appointment to Mr. Roussel Christophe Albert Jean, being the independent non-executive Director, on 11 July 2023. The principal particulars of the letter of appointment are (i) for a term of two years commencing from 11 July 2023, renewable automatically for a successive term of one year each, and (ii) subject to termination by not less than three months' notice in writing served by either party on the other. The term of the letter of appointment may be renewed subject to the provisions of the Articles and the applicable Listing Rules.

According to the Articles, one-third of the Directors for the time being (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 at each AGM provided that every Director shall be subject to retirement by rotation at least once every three years. The retiring Directors should be eligible for re-election at the relevant AGM. In addition, any new Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of Shareholders after his/her appointment, whereas any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM. The Director appointed by the Board as aforesaid shall be eligible for re-election at the relevant general meeting.

At the forthcoming AGM, Ms. Chen Nga Man, Mr. Lam Hing Lun Alain and Mr. Chan Chun Hung Vincent shall retire by rotation and Mr. Roussel Christophe Albert Jean shall be subject to re-election pursuant to the Articles. All of the above retiring Directors, being eligible, will offer themselves for re-election at the AGM. The Board and the Nomination Committee recommended their re-appointment. The circular of the Company, sent together with this report, contains detailed information of the said Directors as required by the Listing Rules.



## CORPORATE GOVERNANCE REPORT

**A5. Training and Continuing Development for Directors**

Each newly appointed Director shall receive formal induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Group and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

The Directors are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities. Trainings and professional development for Directors are arranged whenever necessary. In addition, reading material on new or changes to salient laws and regulations applicable to the Group are provided to Directors from time to time for their studying and reference.

The Directors are required to submit to the Company details of the training they received in each financial year for the Company's maintenance of proper training records of the Directors. During FY2023, the Directors participated in the following continuous professional development:

<b>Directors</b>	<b>Types of training (Note)</b>
<i>Executive Directors</i>	
Mr. Lau Shek Yau John (re-designated from a non-executive Director to an executive Director on 14 February 2023)	A and B
Mr. Ngan Tim Wing	A and B
Ms. Chen Nga Man	A and B
Ms. Augusta Morandin	A and B
Mr. Fabio Di Nello	A and B
<i>Independent non-executive Directors</i>	
Mr. Lam Hing Lun Alain	A and B
Mr. Chan Chung Hung Vincent	A and B
Mr. Chun Chi Man	A and B
Mr. Roussel Christophe Albert Jean (appointed on 11 July 2023)	A and B

Note:

A: attending seminars, conferences and/or briefings on directors' duties and corporate governance, regulatory updates, and/or financial and economic development

B: reading regulatory updates, newspapers, journals and/or other business, financial and economic publications

## CORPORATE GOVERNANCE REPORT

**A6. Directors' Attendance Records at Meetings**

The attendance records of each Director at the Board and Board committee meetings and the general meetings of the Company held during FY2023 are set out below:

Name of Director	Number of meetings Attended/Held during FY2023 (Note 1)						
	Board	Audit Committee	Remuneration Committee	Nomination Committee	Corporate Governance Committee	Risk and Compliance Committee	General Meeting
<i>Executive Directors:</i>							
Mr. Lau Shek Yau John (redesignated as an executive Director on 14 February 2023)	5/5	N/A	N/A	3/3	N/A	N/A	1/1
Mr. Ngan Tim Wing	5/5	N/A	3/3	N/A	1/1	1/1	1/1
Ms. Chen Nga Man	5/5	N/A	N/A	N/A	N/A	N/A	1/1
Ms. Augusta Morandin	5/5	N/A	N/A	N/A	N/A	1/1	1/1
Mr. Fabio Di Nello	5/5	N/A	N/A	N/A	N/A	N/A	1/1
<i>Independent non-executive Directors:</i>							
Mr. Lam Hing Lun Alain	5/5	2/2	N/A	3/3	1/1	1/1	1/1
Mr. Chan Chun Hung Vincent	5/5	2/2	3/3	3/3	N/A	N/A	1/1
Mr. Chun Chi Man	5/5	2/2	3/3	N/A	1/1	N/A	1/1
Mr. Roussel Christophe Albert Jean (note 2)	1/1	N/A	N/A	N/A	N/A	N/A	0/0

Notes:

- For any Director who was appointed or resigned part way during FY2023, the total number of meetings is stated by reference to the number of meetings held during such Director's tenure; and
- With effect from 11 July 2023, Mr. Roussel Christophe Albert Jean was appointed as an independent non-executive Director.

**A7. Model Code for Securities Transactions**

The Company has devised its own code of conduct regarding Directors' dealings in the Company's securities (the "Securities Dealing Code") on terms no less exacting than the required standard as set out in the Model Code. Each Director has been given a copy of the Securities Dealing Code. Specific enquiry has been made of all Directors and they have confirmed their compliance with the Securities Dealing Code throughout FY2023.

In case when the Company is aware of any restricted period for dealings in the Company's securities, the Company will notify its Directors in advance.

**A8. Changes in Information of Directors**

Save as disclosed in this annual report, there is no other change in the Directors' information required to be disclosed under Rule 13.51B of the Listing Rules.

## CORPORATE GOVERNANCE REPORT

**A9. Independent Views to the Board**

The Board has adopted the board independence evaluation mechanism (the “Mechanism”) which sets out the principles and guidelines for the Company to ensure independent view and input to be available to the Board. Continuing improvement and development of the Board of the Company and its committee processes and procedures through Board independence evaluation provides a powerful and valuable feedback mechanism for improving Board effectiveness, maximising strengths, and identifying the areas that need improvement or further development. The evaluation process also clarifies what actions of the Company need to be taken to maintain and improve the Board performance, for instance, addressing individual training and development needs of each Director. The Mechanism is designed to ensure a strong independent element on the Board of the Company, which allows the Board to effectively exercise independent judgment to better safeguard shareholders’ interests.

**B. Board Committees**

The Board has established five Board committees, namely, the Remuneration Committee, the Nomination Committee, the Audit Committee, the Corporate Governance Committee and the Risk and Compliance Committee, for overseeing particular aspects of the Company’s affairs. All Board committees have been established with defined written terms of reference which are available on the Hong Kong Stock Exchange’s website and the Company’s website (except for the terms of reference of the Risk and Compliance Committee which are available to Shareholders upon request). All the Board committees should report to the Board on their decisions or recommendations made.

All Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company’s expenses.

**B1. Remuneration Committee**

The members of the Remuneration Committee during FY2023 were as follows:

**Executive Director:**

Mr. Ngan Tim Wing

**Independent non-executive Directors:**

Mr. Chan Chun Hung Vincent (*Chairman*)

Mr. Chun Chi Man

Throughout FY2023, the Company has met the Listing Rule requirements of having the majority of the Remuneration Committee members being independent non-executive Directors as well as having the Committee chaired by an independent non-executive Director.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company’s remuneration policy and structure and the remuneration packages of Directors and members of senior management. The Remuneration Committee is also responsible for 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, which remuneration will be determined by the Board with reference to the performance of the individual and the Company as well as market practice and conditions and the review and/or approval of matters relating to share schemes under Chapter 17 of the Listing Rules.

## CORPORATE GOVERNANCE REPORT

During FY2023, the Remuneration Committee has held one meeting (the attendance records of each committee member are set out in section A6 above). The Remuneration Committee performed the following major works during the year:

- General review and discussion of the remuneration packages, policy and structure of the Directors and the senior management of the Group, and make recommendation to the Board;
- Consideration of and recommendation to the Board on the remuneration packages for the newly redesignated Director during the year; and
- Consideration of and recommendation to the Board on the remuneration packages for the newly appointed Director during the year.

Pursuant to the CG Code, the annual remuneration of the members of the senior management by band for FY2023 is set out below:

<b>Remuneration band (HK\$)</b>	<b>Number of individuals</b>
1,500,000–1,999,999	1

Details of the remuneration of each Director for FY2023 are set out in note 7 to the financial statements contained in this report.

## **B2. Nomination Committee**

The members of the Nomination Committee during FY2023 were as follows:

### **Executive Director:**

Mr. Lau Shek Yau John (*Chairman*)

### **Independent non-executive Directors:**

Mr. Lam Hing Lun Alain

Mr. Chan Chun Hung Vincent

Throughout FY2023, the Company has met the CG Code of having a majority of the committee members being independent non-executive Directors and having the committee chaired by the chairman of the Board.

The principal responsibilities of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge, experience and diversity perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; identify qualified and suitable individuals to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; assess the independence of independent non-executive Directors; and make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive of the Company.

## CORPORATE GOVERNANCE REPORT

For the nomination process of new Director, the Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new Director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship. If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable). The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable. For any person that is nominated by a Shareholder for election as a Director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship. Where appropriate, the Nomination Committee and/or the Board should make recommendation to Shareholders in respect of the proposed election of Director at the general meeting.

The Company has adopted a director nomination policy which sets out the criteria and process of selection and performance evaluation and provides guidance to the Board on nomination and appointment of Directors. The Board believes that the defined selection process is good for corporate governance in ensuring the Board continuity and appropriate leadership at Board level, and enhancing better Board effectiveness and diversity as well as in compliance with the applicable rules and regulations.

The Company also recognises and embraces the benefit of having a diverse Board to enhance the quality of its performance. To comply with Rule 13.92 of the Listing Rules and the CG Code, a board diversity policy was adopted by the Company, pursuant to which the Nomination Committee is responsible for monitoring the implementation of the board diversity policy and assessing the Board composition under diversified perspectives (including but not limited to gender, age, cultural and educational background, or professional experience). The Nomination Committee shall report its findings and make recommendations to the Board, if any. Such policy and objectives will be reviewed from time to time to ensure their appropriateness in determining the optimum composition of the Board.

During FY2023, the Nomination Committee has held one meeting (the attendance records of each committee member are set out in section A6 above). The Nomination Committee performed the following major works during the year:

- Review of the existing structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate to the requirements for the business of the Group;
- Consideration of and recommendation to the Board on the re-election of the retiring Directors at the Company's AGM held on 29 May 2024; and
- Assessment of the independence of the four independent non-executive Directors.

The Nomination Committee considered that an appropriate balance of diversity perspectives of the Board is maintained during FY2023 in accordance with the board diversity policy. Accordingly, the Nomination Committee considered that no measurable objectives shall be set for implementing the board diversity policy. The Nomination Committee will continue to monitor and review the diversity and composition of the Board.

## CORPORATE GOVERNANCE REPORT

**Gender Diversity**

As at 31 December 2023, the Board consists of seven male members and two female members, and the ratio of male to female in the workforce of the Group was approximately 37%: 63%. The Nomination Committee considered that the Board and the workforce was sufficiently diverse in terms of gender having taken into consideration the industry in which the Group operates, the roles and required skills of the workforce and the availability of candidates in the market. The Board targets to maintain the gender ratio of the Board and the workforce at a similar level. The Board will monitor the gender diversity in the Board and the workforce from time to time and set numerical target(s) as and when needed. The Board and the Nomination Committee will continue to search for potential candidates for the sake of developing a pipeline of potential successors to the board to enhance gender diversity.

**B3. Audit Committee**

The members of the Audit Committee during FY2023 were as follows:

**Independent non-executive Directors:**

Mr. Lam Hing Lun Alain (*Chairman*)  
Mr. Chun Chi Man  
Mr. Chan Chun Hung Vincent

The Company has met the Listing Rules requirements regarding the composition of the Audit Committee throughout FY2023. All members of the Audit Committee are independent non-executive Directors. Mr. Lam Hing Lun Alain possesses the appropriate professional qualification, and accounting and financial management expertise as required under Rule 3.10(2) of the Listing Rules. None of the members of the Audit Committee is a former partner of the Company's existing external auditor.

The Company has adopted a whistle-blowing policy for promoting high corporate governance standards and deterring wrongdoings. The policy aims at encouraging and enabling employees of the Group at all levels and those who deal with the Company (e.g. customers and suppliers) to report violations or suspected violations and to raise serious concerns about possible improprieties in financial reporting or other matters of the Group. The Company aims to cultivate a "speak up" culture and encourage employees and all relevant parties to report improprieties to enhance corporate governance.

The main duties of the Audit Committee are reviewing the financial information and reports of the Group and considering any significant or unusual items raised by the financial officers of the Group or external auditor before submission to the Board; reviewing the relationship with and the terms of appointment of the external auditor and making the relevant recommendation to the Board; and reviewing the Company's financial reporting system, internal control and risk management systems and the effectiveness of the internal audit function.

During FY2023, the Audit Committee has held two meetings (the attendance records of each committee member are set out in section A6 above). The Audit Committee performed the following major works during the year:

- Reviewed and discussed the annual financial statements, results announcement and annual report for the FY2023, the relevant audit findings of the Company's external auditor;
- Reviewed and discussed the interim financial statements, results announcement and interim report for the six months ended 30 June 2023 and the relevant review findings of the Company's external auditor;

## CORPORATE GOVERNANCE REPORT

- Reviewed the Group's continuing connected transactions conducted during FY2023 and the revision of annual caps of the continuing connected transactions during FY2023;
- Reviewed and approved the audit plan of the Company's external auditor, including the nature and scope of audit, remuneration and terms of engagement in respect of the audit on the financial statements for FY2023;
- Reviewed the independence and objectivity of the external auditor and the effectiveness of the audit process in accordance with applicable standards; Discussed and reviewed the remuneration (including audit and non-audit services) and terms of engagement of the external auditor; and recommendation of the reappointment of the external auditor;
- Reviewed the financial controls, risk management and internal control systems; discussed with the management regarding the effectiveness of the risk management and internal control systems;
- where an internal audit function exists, ensured co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness; and
- Reviewed the arrangements for employees of the Group to raise concerns about possible improprieties in the Group's financial reporting, internal control or other matters and the investigation process on the reported cases.

The external auditor has attended the above meetings and discussed with the Audit Committee members on issues arising from the audit and financial reporting matters. Besides, there is no disagreement between the Board and the Audit Committee regarding the appointment of external auditor.

**B4. Corporate Governance Committee**

The members of the Corporate Governance Committee FY2023 were as follows:

**Executive Director:**

Mr. Ngan Tim Wing

**Independent non-executive Directors:**

Mr. Lam Hing Lun Alain

Mr. Chun Chi Man (*Chairman*)

The Corporate Governance Committee is responsible for performing the corporate governance functions set out in the CG Code, including establishing the Company's purpose, values and strategy and ensure its alignment with the Company's culture; developing, monitoring and evaluating a healthy and sustainable Company's culture to support the pursuit of success while adhering to core values of integrity, honesty, fairness, impartiality and ethical business practices; developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board; reviewing and monitoring the training and continuous professional development of Directors and senior management; reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; developing, reviewing and monitoring the Securities Dealing Code; and reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report. The Corporate Governance Committee is also responsible for reviewing the Group's process of disclosure, including assessing and verifying the accuracy and materiality of inside information and determining the form and content of any required disclosure; and reviewing and monitoring the effectiveness of the shareholders' communication policy adopted by the Company.

## CORPORATE GOVERNANCE REPORT

During the FY2023, the Corporate Governance Committee has held one meeting (the attendance records of each committee member are set out in section A6 above). The Corporate Governance Committee performed the following major works during the year:

- Reviewed the policies and practices on corporate governance of the Group;
- Reviewed the training and continuous professional development received by the Directors and senior management;
- Reviewed the Company's policies and practices on compliance with legal and regulatory requirements;
- Reviewed the compliance of the Securities Dealing Code;
- Reviewed the Company's compliance with the CG Code and disclosure in the Company's corporate governance report;
- Reviewed the Group's process of disclosure, including assessing and verifying the accuracy and materiality of inside information and determined the form and content of certain required disclosures; and
- Reviewed the effectiveness of the shareholders' communication policy.

**B5. Risk and Compliance Committee**

The members of the Risk and Compliance Committee FY2023 were as follows:

**Executive Directors:**

Mr. Ngan Tim Wing (*Chairman*)  
Ms. Augusta Morandin

**Independent non-executive Director:**

Mr. Lam Hing Lun Alain

The Risk and Compliance Committee is responsible for monitoring the exposure to sanctions risks and the implementation of the related internal control procedures.

During the FY2023, the Risk and Compliance Committee has held one meeting (the attendance records of each committee member are set out in section A6 above). The Risk and Compliance Committee performed the following major works during the year:

- Reviewed the annual risk assessment of the Company and the Group's exposure to sanctions law risks for FY2023 and reviewed the effectiveness of the Company's internal control policies and procedures with respect to sanctions law matters; and
- Reviewed the effectiveness of the global sanctions policy of the Group.



## CORPORATE GOVERNANCE REPORT

**C. Non-compete Undertakings**

Reference is made to the non-compete undertakings given by the Controlling Shareholders in favour of the Company disclosed in the section headed “Relationship with our Controlling Shareholders — Non-compete Undertakings” of the Prospectus. Each of the Controlling Shareholders has confirmed to the Company that he/she/it has complied with the non-competition undertakings during FY2023. The independent non-executive Directors have conducted such review for the year and also reviewed the relevant undertakings and are satisfied that such undertakings have been complied with.

**D. Directors’ Responsibilities for Financial Reporting in Respect of the Financial Statements**

The Directors have acknowledged their responsibilities for preparing the financial statements of the Company for FY2023.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other disclosures required under the Listing Rules and other regulatory requirements. Management has provided such explanation and information to the Board as necessary to enable the Board to make an informed assessment of the financial information and position of the Group put forward to the Board for approval.

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

**E. Risk Management and Internal Controls**

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company’s strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems. The Audit Committee assists the Board in leading the management and overseeing the design, implementation and monitoring of the risk management and internal control systems. The Board reviews the effectiveness of the risk management and internal control systems as well as the internal audit function of the Company on an annual basis through the Audit Committee.

The Company has developed and adopted various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions, including air freight, sea freight, trade lane, corporate management, human resources, finance and information technology. Self-evaluation has been conducted annually to confirm that control policies are properly complied with by each department.

All departments conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security. Management, in coordination with department heads, assesses the likelihood of risk occurrence, provides treatment plans, and monitors the risk management progress. Management has reported to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems for FY2023.

The Company has established its internal audit function which is responsible for the examination of key issues in relation to the accounting practices and all material controls and provided its findings and recommendations for improvement to the Audit Committee.

## CORPORATE GOVERNANCE REPORT

During FY2023, the Board, as supported by the Audit Committee as well as the report from management and the internal audit findings, reviewed the effectiveness of the Group's risk management and internal control systems, including the financial, operational and compliance controls, and considered that such systems are effective and adequate.

The Company has developed a policy for handling and dissemination of inside information. The policy provides a general guide to the Company's Directors, officers and relevant employees in handling confidential information and monitoring information disclosure.

The Company has also adopted an anti-corruption policy for promoting and supporting anti-corruption laws and regulations.

#### F. Company Secretary

The company secretary of the Company is Mr. Tsang Chiu Ho, who fulfils the qualification requirements laid down in the Listing Rules. Biographical details of Mr. Tsang Chiu Ho are set out in the section headed "Biographies of Directors and Senior Management" of this report. During FY2023, Mr. Tsang Chiu Ho has taken not less than 15 hours of relevant professional training.

#### G. External Auditor and Auditor's Remuneration

The statement of the external auditor of the Company about their reporting responsibilities on the Company's financial statements for FY2023 is set out in the section headed "Independent Auditor's Report" in this report.

The fees paid/payable to KPMG, the Company's auditor, in respect of audit services and non-audit services for FY2023 are analysed below:

<b>Type of services provided by the external auditor</b>	<b>Fees paid/payable</b>
	HK\$
Audit services — audit fee for FY2023	4,295,000
Non-audit services	
— Interim review for the six months ended 30 June 2023	500,000
— review of continuing connected transactions for FY2023	30,000
— review of annual results announcement for FY2023	20,000
— tax services	343,000
<b>TOTAL</b>	<b>5,188,000</b>

#### H. Communications with Shareholders and Investors

The Company believes that effective communication with Shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Group also recognizes the importance of transparent and timely disclosure of corporate information, which enables Shareholders and investors to make the best investment decision.

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.

## CORPORATE GOVERNANCE REPORT

The Company maintains a website at [www.cnlogistics.com.hk](http://www.cnlogistics.com.hk) as a communication platform with its Shareholders and investors, where information and updates on the Company's business developments and operations and other information are available for public access. Shareholders and investors of the Company may send written enquiries or requests to the Company via the following contact details:

Attention: Company Secretary  
Address: Unit B, 13/F, Park Sun Building, 97-107 Wo Yi Hop Road, Kwai Chung, New Territories, Hong Kong  
Email: [angustsang@cnlogistics.com.hk](mailto:angustsang@cnlogistics.com.hk)  
Tel: 2943 2068  
Fax: 2754 2234

Enquiries and requests will be dealt with by the Company in an informative and timely manner.

Besides, Shareholders' meetings provide an opportunity for communication between the Board and the Shareholders. Board members and senior staff will be available to answer questions raised by the Shareholders at general meetings of the Company. In addition, the Company will invite representatives of the auditor to attend its AGM to answer Shareholders' questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence, if any.

Based on the above, the Company has conducted a review on its Shareholders' communication policy and is of the view that such policy has been effectively implemented.

### I. 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 Directors. All resolutions put forward at Shareholders' meetings will be voted by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company "[www.cnlogistics.com.hk](http://www.cnlogistics.com.hk)" and the Hong Kong Stock Exchange after each Shareholders' meeting.

Pursuant to the Articles, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

There is no provision allowing Shareholders to move new resolutions at general meetings under the Cayman Islands Companies Law or the Articles. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

With respect to the Shareholders' right in proposing persons for election as Directors, please refer to the procedures available on the website of the Company.

### J. Constitutional Documents

There has been no change in the Company's constitutional document during FY2023. The full text of the latest set of Articles adopted on 27 May 2022 is available on the websites of the Stock Exchange and the Company.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## ABOUT THIS REPORT

This is the fourth Environmental, Social and Governance (“ESG”) Report (“Report”) of the Group, covering its management approach and performance on environmental and social aspects. Both Chinese and English versions of the Report are available on the Group’s website (<https://www.cnlogistics.com.hk>) and the Hong Kong Stock Exchange’s website (<http://www.hkexnews.hk>). In case of any discrepancy between the two versions, the English version shall prevail.

## Reporting Guideline

This Report has been prepared in compliance with ESG Reporting Guide set out in Appendix C2 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“HKEX” or the “Stock Exchange”) and the actual situation of the Group. The Group has followed the reporting principles of Materiality, Quantitative, Balance and Consistency in preparing the Report, and aligned with the United Nations Sustainable Development Goals (“UN SDGs”) as appropriate.

### Materiality

We evaluate the importance of the material issues based on the communication and understanding of different stakeholders of the Group. Materiality assessment was conducted to provide accurate and detailed insights to the Company on the issues that the stakeholders are most concerned to the Group and disclose them accordingly in the Report. Material topics will also be included as a reference basis for the ESG strategies formulation in the future.

### Quantitative

Data are presented in a manner conducive to comparison for year-on-year changes in performance. The KPIs established should be quantified for the evaluation of the effectiveness of the ESG policies.

### Balance

The information provided in this Report is unbiased, thus we avoid misleading our readers inappropriately. We provide a description of the performance of the Group on achievements, room for improvement and challenges in ESG.

### Consistency

A consistent quantification methodology is adopted in this Report considering meaningful data comparisons being made over time. In case of any future changes in methodology, it shall be indicated in the Report.

## Reporting Boundary and Period

The scope of this Report covers the core businesses of the Group FY2023 in Hong Kong and Mainland China, including the businesses of air freight forwarding services, ocean freight forwarding services and distribution and logistics services. There have been no significant changes in the scope and no significant restatements of data were made during the year.

## Feedback

Any comments or suggestions on this Report or the Group’s sustainable development management are welcome. The Group can be contacted through the following methods:

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Phone: +852 2754 0638

Fax: +852 2754 2234

Email: [info@cnlogistics.com.hk](mailto:info@cnlogistics.com.hk)

Website: <https://www.cnlogistics.com.hk>

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

**BOARD STATEMENT**





The Group is well aware of the importance of ESG issues to its business operations. The board of directors of the Group (the “Board”) has an overall responsibility for the Group’s ESG issues and is responsible for overseeing ESG corresponding risks and opportunities, and reviewing progress of ESG related targets annually that have a significant impact on the business.

An ESG Working Taskforce (the “Taskforce”) comprising 3 senior management has been set up by the Group to formulate and implement ESG related strategies and policies which are helpful for improvement of our business operation performance, identify and manage material ESG issues, and supervise the implementation of ESG initiatives. The Taskforce reports to the Board regularly to assist the Board in overseeing ESG-related risks and opportunities.

The Board acknowledges its responsibility for ensuring the integrity of the ESG report to the best of its knowledge. This report addresses all relevant material topics and fairly presents the ESG performance of the Group. This Report was reviewed and approved by the Board on 28 March 2024.

**STAKEHOLDER ENGAGEMENT AND MATERIALITY**




We believe that maintaining good communication with stakeholders is conducive to our business growth and improvement of ESG performance. Therefore, we regularly engage with stakeholders through various channels. To identify the importance of ESG issues to the Group’s business and stakeholders, we conducted a materiality assessment, screened out 4 issues important to the Group, and took the corresponding measures.

Material Topics	Actions Taken by the Group During the Year
Risk and Crisis Management 	<ul style="list-style-type: none"> <li>• The Board oversees ESG-related strategies and policies</li> <li>• The Taskforce reports directly to the Board on ESG-related risks on a regular basis</li> <li>• The Group has compliance and risk management policies and procedures, and senior management are delegated with the responsibility</li> </ul>
Customer Satisfaction 	<ul style="list-style-type: none"> <li>• Actively communicate by several channels with customers to provide high-quality sustainable supply chain services</li> </ul>
Service Quality 	<ul style="list-style-type: none"> <li>• Cargo is carefully inspected to ensure strict controls on dangerous goods</li> <li>• Using advanced logistics management technology to continuously improve service quality</li> </ul>
Anti-corruption, Integrity, and Ethics 	<ul style="list-style-type: none"> <li>• Established Anti-bribery &amp; Anti-corruption Policy and Whistle-blowing System</li> <li>• Provide relevant training for all employees and make it mandatory for all cargo service employees from top to bottom</li> </ul>

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Responding to UNSDGs Targets

The Group attaches great importance to sustainable development and has identified six UN SDGs targets aligning with the Group's business.

UN SDGs Targets	Action Undertaken by the Group
<p><b>11</b></p>  <p><b>SUSTAINABLE CITIES AND COMMUNITIES</b></p>	<ul style="list-style-type: none"> <li>11.6. By 2030, reduce the adverse per capita environmental impact of cities, including by paying special attention to air quality and municipal and other waste management</li> <li>Purchase the United Nations Carbon Offset Program</li> <li>Continue to succeed the United Nations Framework Convention on Climate Change Certification</li> <li>Introduce a number of electric vehicles to promote the development of green logistics and join hands with brand customers to build a sustainable supply chain</li> </ul>
<p><b>12</b></p>  <p><b>RESPONSIBLE CONSUMPTION AND PRODUCTION</b></p>	<ul style="list-style-type: none"> <li>12.5. Substantially reduce waste generation through prevention, reduction, recycling and reuse</li> <li>Established green office and put plants around the office</li> <li>Promote Green Solution: Circular Economy &amp; Cocreate Green, such as Hangers, Polybags, Cardboard/Paper, Electrical, Clothing and so on</li> <li>Provide clients with green supply chain and professional waste solution</li> <li>Educate and encourage employees to use resources efficiently to reduce waste</li> <li>Continue the Redress Takeback Program</li> </ul>
<p><b>13</b></p>  <p><b>CLIMATE ACTION</b></p>	<ul style="list-style-type: none"> <li>13.3. Improve education, awareness-raising and human and institutional capacity on climate change mitigation, adaptation, impact reduction and early warning</li> <li>Continue to review policy on addressing climate change</li> <li>Reduce business travel</li> </ul>

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

UN SDGs Targets		Action Undertaken by the Group	
14	LIFE BELOW WATER	<ul style="list-style-type: none"> <li>14.2. Sustainably manage and protect marine and coastal ecosystems</li> </ul>	<ul style="list-style-type: none"> <li>Promote sustainable logistics to reduce the impact on the ecological environment</li> </ul>
15	LIFE ON LAND	<ul style="list-style-type: none"> <li>15.4. Protect ecosystems and biodiversity for sustainable development</li> </ul>	<ul style="list-style-type: none"> <li>Launched three new electric vehicles</li> <li>Install solar panels and rainwater collection systems in overseas warehouses</li> </ul>
16	PEACE, JUSTICE AND STRONG INSTITUTIONS	<ul style="list-style-type: none"> <li>16.5. Substantially reduce corruption and bribery in all their forms</li> </ul>	<ul style="list-style-type: none"> <li>Established Anti-bribery &amp; Anti-corruption Policy and Whistle-blowing System</li> <li>Provide relevant trainings for all employees and make it mandatory for all cargo service employees from top to bottom</li> </ul>

## ENVIRONMENTAL STEWARDSHIP

Taking measures to integrate the concept of sustainability into daily operation of the business, the Group has been collaborating with its clients to create sustainable logistics, striving to minimize the impact of business operations on the environment. The Group's one-stop green logistics service, named CNL Green Solution, covers Hong Kong, Macau and Mainland China, helping clients to strengthen resource reuse and recycling, and providing value-added services around carbon emissions consulting, carbon footprint tracking and carbon neutrality, and jointly promote green logistics with our business partners and clients.

### Sustainable Logistics by CNL Green Solutions

The Group's Green Solution consists of 3 pillars: Circular Economy, Carbon Neutrality and Co-Create Green. The programme, launched in Hong Kong, Macau and Mainland China since March 2021, has three main objectives to achieve.

1. The Group aims to offer green solutions to brand customers, especially the luxury and high-end fashion sector.
2. From the programme, clients' needs in fostering ESG performance to enhance their stickiness can be satisfied. The Group's value-added services are hence benefited from the new opportunities arise.
3. To minimise waste and reuse the materials, the Group collaborates with vendors to recycle plastics bags, paper products and plastic hangers.

During FY2023, the total weight of the CNL Green Solutions brands recycled has achieved to 113,756.20 Kg. The CNL Green Solutions follows sustainable business practices to help protect the planet and enable the "Steps to Creating a Better World" with the aim to develop customized solutions for enhancing sustainability at different steps of the supply chain.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT



The Group has actively taken measures to cooperate with various organisations to jointly seek a sustainable development solution to Net Zero. Looking ahead, the Group will implement energy-saving and emission-reduction measures in various aspects, including continuous expansion of its electric vehicle fleets in Hong Kong and Mainland and providing customers with green transportation services, actively developing green logistics, and committing to low-carbon transformation.

During FY2023, the Group received several environmental awards and gained various accreditations and certifications.

#### ***Hong Kong Green Organisation***

The Group was granted the title of Hong Kong Green Organisation by the Environmental Campaign Committee for its contribution to environmental protection in multiple aspects. We aim to improve sustainability of supply chain and provide sustainable solutions to our clients.

#### ***Certificate of Appreciation of 2023 Hong Kong Green Day***

The Group was granted the certificate of appreciation by the Green Council for its support to 2023 Hong Kong Green Day.

#### ***The TVB 2023 ESG Special Recognition Award***

The Television Broadcasts Limited (TVB) ESG Awards 2023 was granted to the Group for recognising its high standard in ESG practices and its contribution in ESG.

#### ***The Hong Kong ESG Reporting Awards (HERA) 2023***

The HERA 2023 was granted to the Group as 2023 ESG Certificate of Recognition for recognising its best practices in corporate sustainability and ESG reporting disclosure.

#### ***Partnership with Business Environment Council***

The Group has signed the Low Carbon Charter of the Business Environment Council ("BEC") in Hong Kong and has become a member of the BEC. We are committed to setting policies for successful decarbonization, promoting the transition to a low-carbon economy and realizing Hong Kong's 2050 carbon neutrality goals. BEC members are businesses from various sectors that contribute to sustainability from multiple aspects. The Group participated and exchanged insights in BEC green workshops from the logistics business point of view, announced and promoted CNL Green Solutions to the BEC community and shared new green achievements in the monthly newsletter with the BEC community.



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

**RESOURCES MANAGEMENT**

We emphasize the rational use of resources with specific targets and corresponding measures to reduce usage. The Group has put in place an ISO 14001-certified Environmental Management System. The Group has set a series of environmental targets and policies, and is committed to reviewing its environmental targets regularly, evaluating and monitoring the environmental KPIs to foster sustainable development and improving approaches when necessary.

**Water Usage**

The Group's water consumption is mainly attributed to daily operations, such as cleaning and sanitation. During FY2023, the Group's total water consumption was 10,163.97 m<sup>3</sup>. The Group does not have any problem in accessing water sources and has set water-saving targets.

<b>Water Consumption (Unit: m<sup>3</sup>)</b>	<b>2023</b>	<b>2022</b>
Total Consumption	10,163.97	8,705.44
Intensity per floor area (m <sup>3</sup> /m <sup>2</sup> )	0.0932	0.0700

We attach great importance to water saving, actively promote water saving awareness and measures among employees, and have set up water saving labels in the office. Our Group plans to reduce water usage by 20% by 2030, from a baseline of 2020. The water consumption increased from 8,705 m<sup>3</sup> in 2022 to 10,164 in 2023 due to full recovery of operation after the end of COVID outbreak. We conduct regular surveys on water consumption and review the measures we have taken to ensure our targets are met.

**Use of Packaging Materials**

Our packaging materials mainly comprise plastic, paper and carton box. The usages of various packaging materials are listed as follows:

<b>Type of Packaging Materials (Unit: Tonnes)</b>	<b>2023</b>	<b>2022</b>
Plastics	20.30	13.80
Paper and carton box	335.26	338.82
Metal	0.34	—
Total packaging materials	355.90	352.62
Intensity (Tonnes/m <sup>2</sup> )	0.00326	0.00283

Advancing our commitment to sustainability, we initiated the use of sustainable packaging materials in our China office from May 2023. This includes discontinuing the use of plastic security tags, opting for paper tapes over plastic and incorporating fabric wraps instead of plastic wraps.

Moreover, in order to further reduce the plastics and paper wastage, we have implemented green stream delivery boxes for all fashion brands in the Greater China, boasting 7,000 units of green stream delivery boxes to date and achieving a 50% adoption rate in our outbound shipments, with a monthly turnover of around 18,000 uses.

**TACKLING CLIMATE CHANGE**

Climate change has brought significant challenges to our planet, and as a global business, the Group is taking decisive and inclusive measures to mitigate its climate impact by reducing its carbon footprint and setting targets for emission reduction each year. We will keep on reviewing our policy on combating climate change and minimizing our impacts brought to our valuable environment.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group has received certifications for business sustainability and greenhouse gas emission standard from United Nations Framework Convention on Climate Change (“UNFCCC”) and EcoVadis, which granted to the Group a score higher than or equal to the score of 42 percent of all companies rated by EcoVadis in FY2023. The Group will continue efforts to mitigate climate change by working with institutions and clients to develop and upgrade its approach to business sustainability

The Group effectively identified the risks associated with climate change and the potential financial impact on the Group’s operations this year, taking into account the recommendations of the Task Force on Climate Related Financial Disclosures (TCFD) as below.

Climate Change Risks Types	Description	Potential Business Impacts
<b>Physical risks</b>		
Acute risks	Increased frequency and severity of extreme weather such as typhoons and floods	<ul style="list-style-type: none"> <li>Increased operating and maintenance costs</li> <li>Decreased revenue</li> </ul>
Chronic risks	<p>Rising sea levels may affect the operation of corporations</p> <p>The prolonged period of extremely hot weather may decrease the work efficiency of employees, and increase change of heat-related injuries which will affect employees’ health and safety</p>	<ul style="list-style-type: none"> <li>Increased operating costs</li> <li>Increased chance of work-related medical and insurance costs</li> </ul>
<b>Transition risks</b>		
Uncertainty of regulations and politics	The enactment of more stringent laws and regulations related to climate change	<ul style="list-style-type: none"> <li>Increased compliance costs</li> </ul>
Reputation	More attention is paid to climate change related actions of corporates by customers, investors, or communities	<ul style="list-style-type: none"> <li>Decreased revenue, investments, and customers</li> </ul>
Market	Change in market preferences for greener products and services which are more competitive	<ul style="list-style-type: none"> <li>Decreased revenue</li> </ul>

During FY2023, the Group’s total energy consumption was 5,231.39 MWh. The various sorts of energies consumed are listed as below:

Type of Energy (Unit: MWh)	2023	2022
Direct: Non-renewable fuel consumption	140.62	206.77
Indirect: Electricity purchased	5,090.77	5,114.91
Total consumption	5,231.39	5,321.68
Intensity per floor area (MWh/m <sup>2</sup> )	0.0480	0.0428

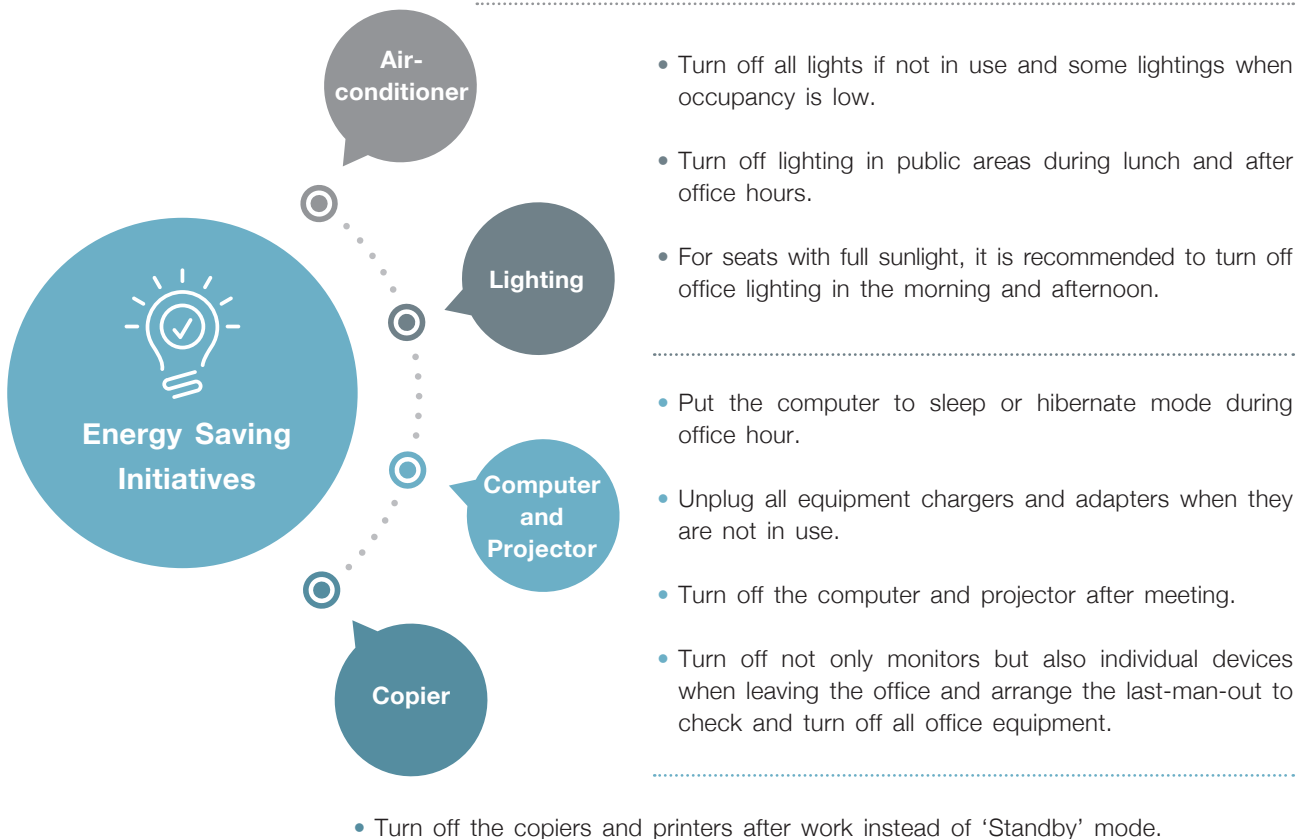
## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Reducing Energy Consumption

The Group plans to reduce energy consumption by 30% by 2030, from a baseline of 2020. The Group's energy consumption mainly emanates from electrical appliances in offices, warehouses and driving of vehicle engines. To achieve our energy-saving targets, we continue to implement green operations and vigorously promote the concept of saving energy.

We further drive our energy savings results by developing policies that encourage all employees to become more aware of energy savings and put them into practice. The Green Office Practices and Paper Saving Policies have been applied in our worldwide offices, including Thailand, Japan, France, Cambodia, Mainland China and Hong Kong etc. Specifically, our Energy Saving and Paper Saving Policy cover the following areas:

- Control room temperature not lower than 23°C, turn off air conditioners where necessary. Central air conditioning to cut after office hours.
- Set the AC system to 'low' fan speed as the normal setting and use high fan speed instead of lowering the lower temperature setting.



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### Greenhouse Gas Emission

During FY2023, the Group's main sources of Greenhouse Gas ("GHG") emission included direct GHG emissions from transportation and mechanical combustion of gasoline and natural gas consumption (Scope 1), indirect GHG emissions from purchased electricity (Scope 2), and other indirect GHG emissions from business travel, paper disposal and water disposal. (Scope 3).

<b>GHG Emissions (Unit: tCO<sub>2</sub>e)</b>	<b>2023</b>	<b>2022</b>
Direct GHG emissions (Scope 1)	36.48	49.39
Energy indirect GHG emissions (Scope 2)	2,291.74	2,398.10
Other indirect GHG emissions (Scope 3)	71.99	94.60
Total GHG emissions (Scope 1, 2 and 3)	2,400.21	2,542.09
Intensity per floor area (tCO <sub>2</sub> e/m <sup>2</sup> )	0.0220	0.0200

With our passion and innovative efforts in green logistics solutions, the Group was recognised under ISO 14064-3 Greenhouse Gas Emission Standard Verification and has pledged to manage greenhouse gas ("GHG") emissions to achieve our environmental targets by 2030. The Group plans to reduce 30% of our Scope 1 & 2 emissions by 2030, from a baseline of 2020, and 20% reduction of Scope 3 emissions by 2030, from a baseline of 2020.

### The CN Electric Vehicles Distribution

The Group was one of the firsts in Hong Kong to introduce the first electric van ("eVan") in 2018. The Group additionally launched three electric trucks (5.5 ton capacity) ("eTrucks") in May 2022 for a wider deployment of green vehicles for all other transportation needs.

During FY2023, total 4,951.43 tCO<sub>2</sub>e of the carbon footprint has been reduced by the use of eVan and eTrucks.

### The Installation of Recharge Stations for Eclectic and Hybrid Vehicles

The deployment of electric vehicle (EV) recharge stations underscores the Group's commitment to ESG considerations, aligning with international standards. To promote EV adoption in the Italian operations, recharge stations have been installed, completing the initiative in October 2023. This strategic move not only supports environmental sustainability but also contributes to a significant reduction in the fuel consumption within our logistical operations.

### The Carbon Offset Program

The Group is recognised by the United Nations Framework Convention on Climate Change, which allows us to assist our customers in tracking, neutralizing carbon emissions and contributing to climate actions by virtue of the Clean Development Mechanism (CDM) projects. CDM projects are accredited climate-friendly projects under the United Nations Carbon Offset Platform. Together with customers of the Group, we are working hard towards this pathway to tackle climate change brought by greenhouse gas emissions.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

**EMISSIONS AND WASTE****Air Emission**

The main source of the Group's air emissions is vehicle exhaust. During FY2023, nitrogen oxides (NOx) emissions, emissions of sulphur oxides (SOx) and particulate matter (PM) were 6.45 kg, 0.11 kg and 0.40 kg respectively. Our efforts at emissions mitigation resulted in lower air emissions during FY2023 compared to those in FY2022. In the future, 100% of the Group's newly purchased vehicles will be electric, in line with the Hong Kong Roadmap on the Popularisation of electric vehicles and to further reduce air pollution.

<b>Exhaust Gas Category (Unit: Kg)</b>	<b>2023</b>	<b>2022</b>
Nitrogen Oxides (NOx)	6.45	3.60
Sulphur Oxides (SOx)	0.11	0.15
Particulate Matter (PM)	0.40	0.34

**Waste Management**

Our waste disposal is primarily managed through licensed waste collectors, and we offer waste management services to our customers. The majority of waste generated by the Group comprises non-hazardous waste, including domestic and food waste resulting from our daily business operations. Our property management team is tasked with waste collection and disposal, primarily sending it to landfills. To ensure proper handling of hazardous waste, employees are provided with guidance on its classification, storage, transfer, and disposal. They are mandated to classify hazardous waste and dispose of it in designated workplace storage locations for easy collection by licensed waste collectors, who subsequently ensure proper disposal in landfills. During FY2023, the waste generated by the Group was as listed below:

<b>Type of Hazardous Waste (Unit: Tonnes)</b>	<b>2023</b>	<b>2022</b>
Printing cartridges	0.10	0.19
Light tubes	0.51	0.17
Total	0.61	0.35
Intensity (Tonnes/m <sup>2</sup> ) ('000)	0.0000	0.0000

<b>Type of Non-Hazardous Waste (Unit: Tonnes)</b>	<b>2023</b>	<b>2022</b>
Paper generated	11.38	15.67
Paper recycled by third party	233.61	257.34
Total	244.99	273.01
Intensity (Tonnes/m <sup>2</sup> ) ('000)	0.0022	0.0022

We fully support and follow the Waste Blueprint for Hong Kong 2035 to prepare for the implementation of municipal solid waste charging, and hopefully reduce the emission of hazardous and non-hazardous waste in the future by following the "use less, waste less" principle. We also plan to work with the local community to support food waste reduction and non-hazardous waste recycling campaigns.

To reduce waste generated from our business operations, the Group explains in detail the importance of recycling waste and full use of resources to all its employees, and takes measures to reduce waste. We are in line with "4R" Reduce, Reuse, Recycle and Recreate principles. The actions we have taken in 2023 are listed below:

- Encourage the use of electronic documents and print only when necessary to reduce paper consumption
- Encourage the use of the 'Print Preview' function to check the layout and style and to adjust the margins and font size of documents to optimise the use of paper

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

- Encourage the use of double-sided printing and all unused single-sided paper
- Set up recycling bins in offices and encourage used non-confidential paper to be placed in the bins
- Set up battery collection box
- Save water flyers above the sink
- Examine the allocation of personal electronic devices to better utilise resources and avoid idle resources

### Professional Waste Solution

As a pioneer in promoting one-stop green logistics solutions, the Group continues to share knowledge and experience in energy conservation, waste reduction and resource recovery with its business partners and clients. We are committed to reducing operation costs of our clients, assisting them in earning extra revenue through brand building Green benefits. Our programmes combine the three elements of “People, Process and Technology” and the Group aims to implement these programmes in both Hong Kong and Mainland China. Our primary goals are as listed below:

- Provision of sustainable solutions in line with local regulations and customers’ 3 pillars sustainability strategy for managing surplus products and unwanted materials.
- Provision of secured solutions to protect the intellectual property and brand image owned by customers for managing surplus products and unwanted materials.
- Provision of quantifiable and measurable solutions to facilitate management of surplus products and unwanted materials by customers.

During FY2023, the Group was not aware of any non-compliance of relevant laws and regulations that have a significant impact on our business relating to air and GHG emissions, discharges into water and land, as well as generation of hazardous and non-hazardous waste.

## ENVIRONMENT AND NATURAL RESOURCES

The Group recognises the importance of minimizing the impact of its business activities on the environment and natural resources. The environmental effects of its logistics operations extend throughout the entire supply chain. To foster a greener supply chain, the Group works with its brand customers to enhance resource management and provide them with various value-added services, such as carbon emissions consulting, carbon footprint tracking and carbon neutralization, through the one-stop green logistics solution under its CNL Green Solutions. Up to the end of FY2023, the Group has twelve participating brands, mainly from high-end fashion industry, to facilitate Circular Economy and Carbon Neutrality via the green co-creations with the current logistics customers. The green logistical service reached a total of 22 customers in Hong Kong from globally renowned high-end fashion and skin care sectors for B2B deliveries and 1 customer for B2C delivers via our electric vehicles in FY2023.

The logistics operations require significant energies for transportation, warehousing and distribution processes which emit greenhouse gases contributing to climate change. The Group is committed to reducing the impact of its business operations on the environment and natural resources, and several actions have been taken to mitigate related impacts. In addition to the accelerating its transition to green transportation in Hong Kong, the Group has installed solar panels in its oversea warehouses. A total of 1,210 units of solar panels in the Malaysian warehouse, with an overall system capacity and roof size in 550.55 kWp and 5,366.18 m<sup>2</sup> respectively, have been in full operation since February 2023. During this period, the system has generated an actual annual output of 746,899.40 kWh and saved an annual CO<sub>2</sub> equivalent of 744,659 kg during FY2023. Furthermore, a total of 362 units of solar power generation panels with a system capacity of 152.04 kWp have been installed, occupying approximately 747 m<sup>2</sup> of roof space in the Italian warehouse by the end of FY2023. The solar panels system is expected to become operational after 1 year with an estimated annual output of renewable clean energy of 167,200 kWh and anticipated annual CO<sub>2</sub> saving of around 79,942.25 kg. In addition, the Group has implemented a number of recycling projects in order to conserve and protect natural resources. For example, turning paper products into pulp, which becomes the raw material for cardboard boxes.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

In order to further minimize usage of natural resources and the adverse impact on environment, the Group has planned to install rainwater collection systems in its overseas warehouses.

The Group's dedication to and efforts in considering sustainability in the course of its daily operations have been recognised globally. Several universities in Hong Kong are conducting a joint research on green solutions for the logistics and transportation industry, and the Group's one-stop green logistics solutions offering has been selected as one of the case studies.

During FY2023, there was no violation of laws and regulations concerning the environment and natural resources.

### EMPLOYMENT PRACTICES

Building a good working environment to attract and retain employees is the basis for achieving sustainable development. A comprehensive compensation and benefits system, clear career paths and a friendly working atmosphere are the areas we always strive to improve.

The Group advocates diversity and inclusion, and opposes all forms of discrimination. We expect our employees to grow together with the Group and contribute more value to society. The Group, complying with the labour legislation and related regulations in Hong Kong and the Mainland China, has relevant commitments as follows:

- 1 Employment is freely chosen
- 2 Freedom of association and the right to collective bargaining are respected
- 3 Working conditions are safe and hygienic
- 4 Child labour shall not be used
- 5 Living wages are paid
- 6 Working hours are not excessive
- 7 No discrimination is practised
- 8 Regular employment is provided
- 9 No harsh or inhumane treatment is allowed

The Group also abides by the requirements of the Ethical Trading Initiative ("ETI") and has introduced independent audits to measure ethical and social compliance in our global network. Our employees and the actual cases that may happen under the ETI base code will determine how the program evolves.

The relevant internal policies, laws and regulations are reviewed and revised half-yearly and the latest update was on 31 December 2022. During FY2023, the Group did not encounter any instance of non-compliance with laws and regulations that have a significant impact in respect of recruitment, remuneration, promotion, career development, communication channels, working hours, rest periods, compensation, dismissal and retirement, diversity, equal opportunity and anti-discrimination and employee benefits.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

**TALENT ACQUISITION**

The Group's Human Resources Department is responsible for recruitment. The Group has a Recruitment and Employment Policy to guide the recruitment process and ensure that the procedures are in line with the norms. The Human Resources Department develops appropriate recruitment plans and conducts recruitment according to the actual hiring needs of each department.

Talent recruitment is conducted openly and fairly, seeking to employ outstanding candidates based solely on their qualifications, experience and ability to perform particular responsibilities. We always adhere to the principle of fairness and impartiality in the recruitment process. We have clear requirements and restrictions on candidates who are related to our employees. Candidates must first make a declaration in this regard when applying for a job to avoid any preferential treatment.

As of 31 December 2023, total number of employees in Hong Kong and Mainland China offices was 541, of which 199 and 342 are male and female staff respectively. The following table sets forth the total number and distribution of the Group's employees during FY2023:

<b>Employee Data</b>	<b>2023</b>	<b>2022</b>
<b>Gender</b>		
Male	199	202
Female	342	308
<b>Employment Type</b>		
General Manager or above	18	18
Senior Manager	39	37
Officer, Clerk	309	373
Contract	175	82
<b>Age Group</b>		
19 or below	—	—
20–29	47	51
30–39	205	191
40–49	193	162
50 or above	96	100
<b>Geographical Region</b>		
Hong Kong	209	222
Mainland China	332	288
<b>Total</b>	<b>541</b>	<b>510</b>



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### Diversity, Equal Opportunity and Anti-discrimination

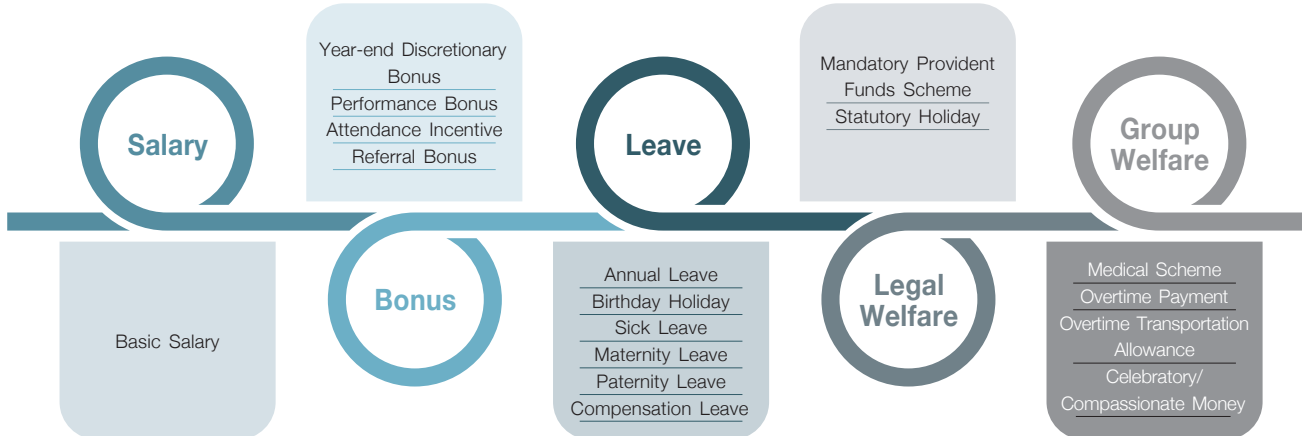
We believe a diverse workforce is an important requirement for sustainable corporate growth. The Group promotes a diverse and inclusive corporate culture and opposes all forms of discrimination, including but not limited to gender, race, age and religion. We adopt fair and ethical labour practices with respect to the basic human rights of all employees.

The Group has a Board Diversity Policy to ensure diversity from the top to the bottom. Under the policy, composition of the Board is assessed from a diversity perspective, including gender, age, culture, educational background and work experience. We provide equal work opportunities to all employees and oppose all unfair employment practices. We will continue to follow our diversity and inclusion policy in the future to enhance the Group's flexibility and adaptability.

### Remuneration, Benefits, and Welfare

The Group offers a market-competitive benefits and welfare package to its employees, besides performance bonuses to recognise employees' contribution, motivating the work spirit of our valuable employees.

The Group awards permanent employees an attendance incentive when they achieve the prescribed level of punctuality and attendance at the office and awards employees a referral bonus to encourage them to refer capable persons to join our Group. All eligible employees are paid annual leave and birthday holidays. In accordance with the relevant laws and regulations in Hong Kong and the Mainland China, we provide paid maternity leave to pregnant female employees and paternity leave to male employees. For employees who work on statutory holidays, Sundays or night shifts, we provide compensatory leave instead of overtime pay.



We provide petty cash for all personal and administration expenses, such as travel expenses, overtime transportation allowance, data sim charges, team building expenses and any goods purchased with approval of department heads. We also offer inpatient and outpatient group medical schemes to all our permanent employees to take care of their personal health, Mandatory Provident Fund Scheme which ensures financial stability after retirement, celebratory money for marriage or new-born babies, and compassionate money on the death of immediate family.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Talent Development

The Group has designed clear career paths according to the size and organisational form of the Group. We regularly evaluate the performance of our employees every year and set the corresponding performance appraisal standards. The performance evaluation results are used as the basis for salary adjustment or promotion of employees. When the Group has recruitment needs, priority is given to internal transfers.

The Group encourages employees to set personal career development goals, master the knowledge and skills required for their future positions, and enhance their competency. A total of 334 employees received training during the year. The percentage of employees trained and the average training hours completed per employee in FY2023 are listed below:

	The percentage of employees trained		The average training hours completed per employee	
	2023	2022	2023	2022
<b>By Gender</b>				
Male	35.02%	39.82%	16	15
Female	64.98%	60.18%	15	15
<b>By Employment Category</b>				
General Manager or above	2.95%	3.76%	13	15
Senior Manager	6.38%	8.19%	15	15
Officer, Clerk	50.57%	74.78%	17	15
Contract	40.10%	13.27%	13	15

To facilitate quick adaptation to a new working environment, the Group provides induction training to new employees. They are provided with a comprehensive understanding of the Group and their jobs, including the Group's calendar, local sites, organisational structure of the departments to which they belong and their job responsibilities. In addition, on-the-job training is organised to promote the development of employees with the Group and to enhance their skills.

## Employee Communication

To enhance two-way communication between the Group's management and employees, we have a variety of channels for employees to express their voices. Employees can actively give suggestions for improvement of management and put forth innovative ideas.



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

**Working Hours and Rest Period**

We aim to achieve work-life balance for our employees with maximum overall operational efficiency. We have clearly defined normal working hours in the employee handbook to protect the rights of our employees. At the same time, we offer flexible working hours. Besides the normal office hours, flexi-office-hours arrangement is available in case of specific business and/or personal needs. Office employees can apply to choose shifts, subject to approval of their department heads.

To provide better service to customers and to promote our Customer-Centric values, we have alternate Saturday working hours for certain positions. We pay our employees accordingly for the legal working hours. For overtime work, we strictly adhere to our overtime pay and overtime transportation allowance policy.

**Dismissal and Retirement Arrangement**

The Employee Handbook provides guidance on the termination process which our Human Resources Department complies with to ensure that the process is fair and reasonable. If an employee leaves voluntarily, the Human Resources Department conducts an exit interview to understand the reasons for the employee's departure. Based on the valuable feedback collected, the Human Resources Department makes improvements accordingly. If the employee has been held responsible for a serious violation of discipline, the Group initiates the termination process. During FY2023, we did not have any instance of non-compliance relating to dismissal, and retirement arrangements.

The following table sets forth the employee turnover rate by gender, age group and geographical region during FY2023.

<b>Employee Turnover Rate</b>	<b>2023</b>	<b>2022</b>
<b>Gender</b>		
Male	24.62%	21.29%
Female	34.50%	18.51%
<b>Age Group</b>		
19 or below	—	—
20–29	57.45%	21.57%
30–39	37.07%	24.87%
40–49	24.87%	17.28%
50 or above	16.67%	12.00%
<b>Geographical Region</b>		
Hong Kong	16.75%	12.61%
Mainland China	39.76%	25.00%
<b>Total</b>	<b>30.87%</b>	<b>19.61%</b>

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## LABOUR STANDARDS

The Group strictly complies with the Labour Law of the People's Republic of China (the "PRC"), Labour Contract Law of the PRC and relevant labour laws and regulations in Hong Kong, such as Employment Ordinance (Chapter 57 of the Laws of Hong Kong), to prevent employment of child and forced labour. Prevention of child labour and forced labour is ensured by the Background Check Policy. The Human Resources Department conducts background check of job applicants to verify their identity and age during the recruitment process. We also ensure that the terms and conditions laid out in the employment contracts conform to legal requirements. If any case related to child labour and forced labour is identified by the Group, the Human Resources Department will take actions immediately and make related improvements to prevent related cases happened again in the future.

During FY2023, the Group did not encounter any material non-compliance with relevant laws and regulations relating to preventing child labour and forced labour.

## OCCUPATIONAL HEALTH AND SAFETY

The Group gives priority to occupational safety in any circumstance. To protect the health and safety of our employees, the Group sets up Workplace Health and Safety Policy. Several measures have been taken, including adjustment of business hours, work from home policy and regular sterilization of workplace. After the end of COVID outbreak, we have still taken following measures to prevent our employees from epidemic:

- Work from home if tested with positive result
- Free supply of rapid antigen tests for colleagues and their families
- Deep cleaning of all our offices, including the use of nano technology coverings for offices fixtures and fittings
- Sanitisation of the air in all offices, where and when it is appropriate
- Applying NASC Medical Nano-Coating at our Hong Kong headquarters
- Encourage to maintain good personal hygiene and wash hands frequently and properly
- Free supply of facemask in the workplaces in case that employees are not feeling well
- Encourage to schedule virtual meetings to replace physical contacts

We also strengthen the information channels, including displaying health and safety guidelines at the workplace and posting fire escape map.

In order to protect the occupational health and safety of our employees in all aspects, we have formulated a series of institutional policies such as the Warehouse Management Policy in accordance with Labour Law of the PRC, Labour Contract Law of the PRC, and relevant labour laws and regulations in Hong Kong such as Employment Ordinance (Chapter 57 of the Laws of Hong Kong), and other relevant labour laws and regulations in Hong Kong. During FY2023, the Group did not encounter any material non-compliance with the relevant laws and regulations relating to work safety and occupational health.

We use the equipment according to the guideline on health and safety. Some guidelines to ensure staff against accidents are as follows:

- During loading and unloading of goods, workers should pay special attention to avoid falls from elevated ramps and gaps.
- Forklifts will be restricted to a maximum speed of 5 km/h within the warehouse and its immediate surrounding areas.
- Forklift operators must always check their surroundings before starting the forklift.
- Forklift Loads must be properly lifted on forks and stabilized prior to starting the forklift.
- Forklifts/Pallet Jacks/Trolleys should never be used as rides or manlifts.
- Unassisted pallet stacking height is restricted to 3 metres high.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

In addition, to prevent workplace injuries to employees, we do not only require employees to work in accordance with standard procedures, but also provide equipment such as emergency rescue kits to ensure preliminary treatment is available immediately to the affected person in the event of an accident. Moreover, the Group takes full responsibility on compensation for work injury and complies to the Employee's Compensation Ordinance in Hong Kong strictly.

### Safety Management

To strengthen safety risk control and address safety hazards in a timely manner, we have established a regular safety inspection mechanism. Annual fire drill and half-yearly inspection of fire facilities and fire exit conditions are conducted for all operations. To maintain a reasonable working environment and protect customers' assets, the Warehouse Management Policy, based on the Fire Safety (Buildings) Ordinance Cap. 572 and Building Ordinance Cap. 123, is established for all personnel working in the warehouse. In general, the Group inspects the workplaces and safety equipment quarterly and the latest update was on 31 December 2023.

As at the end of the year, the percentage of the Group's employees receiving health checks was 100% and there were no safety incident related to death, equipment liability accidents and occupational disease hazards in the past three years.

	2023	2022
Number of people injured at work (persons)	1	0
Number of working days lost due to work-related injuries (days)	73	0
Number of persons who died in the course of employment	0	0
Proportion of employees receiving health screening	100%	100%

An incident occurred wherein an employee sustained a minor fracture of the left distal radius as a result of a fall from a stepladder in the warehouse while reaching for an item. The supervisor promptly arranged for the employee's immediate transport to the hospital on the same day. Subsequently, the Group issued a safety advisory to all employees emphasizing the importance of using stepladders cautiously and maintaining focus while standing on them in avoid of the occurrence of the same incident.

### OPERATIONAL EXCELLENCE AND PRODUCT RESPONSIBILITY

The Group insists on "customer first, quality assurance" and tries its best to help its customers circumvent quality and delivery risks in the supply chain. The quality and safety of our products comply with all national laws and regulations, and we have obtained the ISO 9001 Quality Management System Certification. The Group fully understands the importance of quality assurance. We inspect cautiously if there are any potential dangerous cargoes, ensure that we follow the strict limitations and control on dangerous goods and avoid any risk to public health. If any unqualified case is identified, we will investigate it immediately, and initiate the appropriate recall procedures and remedial measures if necessary.

The Group complies with the Product Quality Law of the PRC, the Personal Data (Privacy) Ordinance of the Laws of Hong Kong and other relevant laws and regulations. During FY2023 there were no incidents related to violation of health and safety laws and regulations regarding products and services, and we did not receive any complaint in relation to our products and services. Once any complaint is received, our team will communicate with the clients, deal with it and make related improvement at the first time.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### Achievement in 2023

The Group keeps up with trends of development that keep changing with the times, constantly updates and improves its products, and strives to provide customers with better service.

#### *CN Logistics and its eCommerce Platforms*

CN Logistics remains committed to using innovative solutions and digital approaches to improve service quality and promote technology adoption in the logistics industry. With modern warehousing equipment and self-developed supply chain management systems, the Group provides customers with seamless, efficient and total solutions for supply chain management.

“PJF Wines” is the Group’s first project in eCommerce, launched in mid-2021, and provides integrated services for cross-border sales, distribution and promotion of premium wines in Mainland China. Through precise online and offline marketing campaigns and social media strategies such as WeChat, TikTok, Redbook and Kuaishou, the platform promotes and distributes quality imported wines from reliable sources at competitive prices to its target customer base.

“CNShip4Shop” is another eCommerce project launched in the middle of 2022. It combines the Group’s years of logistics experience, extensive global network and advanced electronic management systems to provide consumers with “Cap&Go”, affordable and efficient international groupage logistics solutions. The platform currently covers 6 overseas origins, including the United States, United Kingdom, Italy, France, Germany and Denmark, as well as Asian destinations including Mainland China, Hong Kong, Taiwan, Japan, Korea, Malaysia, Singapore, Thailand and so on. The platform has achieved a 300% compound growth rate in sales after launched. The Group also support the events of local community through “CNShip4Shop”.

During FY2023, the Group through “CNShip4Shop” supported the NEXX Sustainable event at the Central Market.

#### *CN Logistics and Its Workshop*

The Group aims to enhance its ESG practices by studying successful cases within the industry and encourage the ESG development with its business partners. In pursuit of operational excellence and best practices, the Group organized a workshop in Shanghai in May 2023 to delve into successful ESG implementations in the industry, fostering knowledge-sharing and promoting sustainable initiatives across its operation.

### Protection of Intellectual Property Rights

The Human Resources Department provides guidance on protecting our intellectual property rights with respect to assets such as logos, patents, trademarks and service marks, domain names, and copyrights for hardware and software. To avoid any misuse or abuse, employees who have access to or control over proprietary information must take adequate protective measures.

### Advertising and Labelling

All cargoes of the Group are required to be properly labelled for identification and tracking. We use various labels to display important information of the goods, such as quantity, origin, and destination, and place them in a prominent position. The Group requires that all labels shall not cover the client’s label or the mark on the carton.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

**Customer Privacy Protection**

The Group strictly adheres to the data privacy related laws and regulations to ensure the confidentiality of our customer privacy protection data. All information collected from customers and other companies is kept confidential. Copies of these documents are shredded prior to disposal to ensure that these documents and client information are not compromised.

During FY2023, the Group was not aware of any non-compliance cases related to advertising and labelling, intellectual property, and privacy relating to products and services.

**SUPPLY CHAIN MANAGEMENT**

The Group recognises the importance of the supply chain to its business development, as well as the need to achieve sustainable development in the entire supply chain. The Group maintains solid and long-term business relationships with key service suppliers. The Group prioritises suppliers that can uphold high standards of sustainable and ethical business practice in managing ESG issues. To maintain supplier quality, the Group implements rigorous quality control procedures which includes maintaining a list of approved suppliers that is periodically reviewed and updated. In addition to assessing suppliers based on their ability to collaborate with our operations, availability and cost of service, we also evaluate their consideration of environmental and social criteria which include, but are not limited to, non-discrimination of employees, provision of a safe working environment, prohibition of child and forced labor, and efforts to minimize environmental impact while complying with relevant laws. We also verify whether suppliers possess the necessary licenses to operate their businesses. The supplier evaluation is conducted regularly, overseen by an internal management team responsible for monitoring implementation of these procedures.

Numbers of suppliers by geographical region are listed as below:

<b>Geographical Region</b>	<b>2023</b>	<b>2022</b>
Mainland China	429	636
Hong Kong	486	411
Japan	189	153
Korea	86	51
Italy	661	733
Taiwan	60	163
France	90	94
Switzerland	62	73
USA	63	0
Netherlands	17	—
Vietnam	202	—
Indonesia	81	—
<b>Total</b>	<b>2,426</b>	<b>2,314</b>

As a pioneer in promoting one-stop green logistics solutions, the Group actively shares sustainable solutions with suppliers and business partners to help customers reduce operating costs and earn green benefits. The Group has management measures in place to identify and manage supply chain risk, which is reviewed on a regular basis by our management. Several practices have been conducted to promote environmentally friendly products and services to our clients, suppliers, and business partners. For instance, we provide the professional waste solution to clients, set up five collection points in the PRC, and develop recycle and reverse logistics while the recycled materials can eventually be used in retail stores which have built a sustainable operating cycle.

The Group keeps putting efforts into waste reduction and circular economy promotion. We will keep identify and manage the supply chain risk, and promote sustainable products and services for our clients in the future.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### Green Supply Chain

All sectors of the society have started paying more attention to sustainable development in recent years. The Hong Kong government and the Group's upstream and downstream supply chains, as well as high-end customers, are concerned about the magnitude of sustainability of our operations and have raised their expectations. To satisfy the needs of stakeholders as well as to enhance the Group's sustainable development, steps are being taken to reduce the carbon footprint of our daily operations. We hope to satisfy our customers' demand for sustainable development and contribute to the transition towards a green logistics industry, leveraging its resources, work culture and influence. We are proud that our one-stop green logistics service has been selected as one of the case studies for 2022 3<sup>rd</sup> International Conference on Green Energy, Environment and Sustainable Development in Beijing. In the future, the Group will continue to promote the green supply chain to support the transformation of the industry in all aspects.

### ANTI-CORRUPTION

We are committed to carrying out our business activities in an ethical and lawful way and promoting a culture of integrity. We adopt a zero-tolerance approach for bribery and corruption and communicate it to all our suppliers, contractors and business partners at the outset of business relationships and, where necessary and appropriate, thereafter.

To ensure compliance with applicable laws and regulations, the Group's Anti-Bribery & Anti-Corruption Policy serves as guidance, setting out regulations and requirements regarding facilitation payments, gifts and hospitality, charitable donations, political contributions, etc. The Group forbids paying, offering, asking for, proposing terms for, or accepting, bribes directly or with the assistance of any organisation or individual. To raise employee awareness and uphold high standards of ethics, we provide trainings on the Anti-Bribery & Anti-Corruption Policy in the induction process to all new workers. We also conduct relevant training for all our existing employees on a regular basis and make it mandatory for all cargo services employees, from top to bottom.

During FY2023, we did not encounter any incidents of material non-compliance with laws and regulations in bribery, extortion, fraud and money laundering, and there was no legal case conducted regarding corruption practices brought of against our employees or us.

### Whistle-Blowing Mechanism

The Group has a Code of Conduct in place that requires all employees to report any potential cases of ethical or legal misconduct concerning anyone working on behalf of the Group to their direct manager or the Chief Financial Officer promptly. Alternately, one may prefer to initially report to his/her manager or local Human Resources representatives who must in turn report to the Chief Financial Officer. The Group also encourages its business partners, suppliers and other third parties to report any violations directly to the Chief Financial Officer.

We have zero tolerance for any and all activities that breach the Code of Conduct or conceal information or fail to report any known or suspected breaches by others. All the above behaviours are also considered as breach of the Code of Conduct.

As the Group takes this reporting seriously and intends to fully investigate both potential and actual violations, it is preferred that these reports be made anonymously. All reports and inquiries are handled confidentially to the extent possible under the circumstances to preserve anonymity. We value the help of employees who identify potential problems to be addressed by us and ensure that reports are kept confidential, including the identity of the reporter. Anyone found violating the Code of Conduct or initiating or threatening to initiate retaliation against a complainant or informant is subject to disciplinary action which may include dismissal.



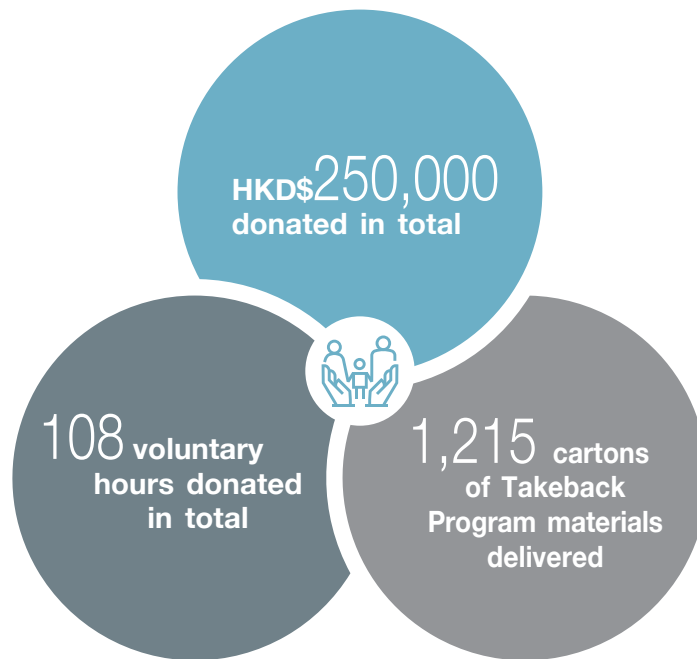
## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

**Conflict of Interest**

To better manage conflict of interest situations, the Group has a Conflict of Interest Policy in place, providing a mechanism for employees to declare any potential and actual conflict of interest. Employees must declare to the Group any financial interest, direct or indirect, which they or members of their immediate family may have, in any business or other organisation which competes with the Group or with which the Group has business dealings.

**COMMUNITY INVOLVEMENT**

The Group spares no effort to fulfil its corporate social responsibility. We have actively supported community work in diverse ways, sending warmth and care to different parties by such means as supporting the youth development program, promoting the United Nations Sustainable Development Goals (UNSDGs), participating in pet charity concerts, and donating rapid antigen test kits to multiple non-profit organisations.

**Summary of the Community Investment**

During FY2023, the Group was honoured to be awarded the “Caring Company” logo by the Hong Kong Council of Social Service (HKCSS), recognising its commitment to caring for its employees, the community and the environment.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

**Supporting Young Generation to Find Their Right Path**

The Group has always supported all-rounded development of the younger generation in various aspects and strived to unleash their potential and give full play to their strengths for a better future. Youth Outreach is an organisation that has held a number of campaigns and activities to empower the young generation to live a positive life and walk with them side by side.

This year, we continuously supported Youth Outreach by donating HKD\$10,000 to help young people explore, experience and think about their future.

**Supporting Tung Wah Group of Hospitals**

Tung Wah Group of Hospitals constantly develop appropriate and quality services in medical, educational, community and traditional domains, holding fast to its mission of “healing the sick and relieving the distressed, caring for the elderly and rehabilitating the disabled, promoting education and nurturing the youngsters and raising the infant and guiding the youth”.

During FY2023, the Group gifted HKD\$200,000 to support the mission of Tung Wah Group of Hospitals.

**Supporting the Development of Chinese Pop Music**

During FY2023, the chairman of the Board, Mr. Lau Shek Yau donated HKD40,000 to Global Chinese Pop Music Charitable Foundation to support the development and globalisation of Chinese music.

**CN Logistics Cooperates with Redress, a Hong Kong Non-Profit Organisation**

The Group continuously cooperates with Redress, a non-profit organisation in Hong Kong, to drive reuse and recycling of waste generated in the fashion industry and provide sustainable supply chain solutions to enhance their ability to increase collection of waste and protect the environment by giving aid to those in need.

During FY2023, the Group has managed a total of 1,215 cartons of Takeback Program materials, devoting 9 hours and 12 workers for Redress shipments.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

**APPENDIX****Appendix 1 – Applicable Laws and Regulations**

Aspect	Laws and Regulations	Section
Environment	<ul style="list-style-type: none"> <li>• Air Pollution Control Ordinance</li> <li>• Waste Disposal Ordinance</li> <li>• Water Pollution Control Ordinance</li> <li>• Energy Conservation Law of the PRC</li> </ul>	ENVIRONMENTAL STEWARDSHIP
Employment and Labour Standards	<ul style="list-style-type: none"> <li>• Employment Ordinance</li> <li>• Disability Discrimination Ordinance</li> <li>• Sex Discrimination Ordinance</li> <li>• Race Discrimination Ordinance</li> <li>• Minimum Wage Ordinance</li> <li>• Mandatory Provident Fund Schemes Ordinance</li> <li>• Labour Law of the PRC</li> </ul>	EMPLOYMENT PRACTICES
Occupational Health and Safety	<ul style="list-style-type: none"> <li>• Employment Ordinance</li> <li>• Occupational Safety and Health Ordinance</li> <li>• Employees' compensation Ordinance</li> <li>• Occupational Safety and Health Regulation</li> <li>• Labour Law of the PRC</li> </ul>	EMPLOYMENT PRACTICES
Product Responsibility	<ul style="list-style-type: none"> <li>• Personal Data (Privacy) Ordinance</li> <li>• Regulation of the PRC on the Customs Protection of Intellectual Property Rights</li> </ul>	OPERATIONAL EXCELLENCE AND PRODUCT RESPONSIBILITY
Anti-corruption	<ul style="list-style-type: none"> <li>• Prevention of Bribery Ordinance</li> <li>• Anti-money Laundering and Counter-Terrorist Financing Ordinance</li> <li>• Competition Ordinance</li> <li>• Securities and Futures (Stock Market Listing) Rules</li> <li>• Anti-Money Laundering Law of the PRC</li> </ul>	OPERATIONAL EXCELLENCE AND PRODUCT RESPONSIBILITY

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Appendix 2 – Overview of Key Performance Indicator

## • Environmental Performance

Key Environmental Performance Indicators		Unit	2023	2022
<b>Aspect A1 Emission</b>				
KPI A1.1	Types of emissions and respective emission data			
	Nitrogen Oxides (NOx)	kg	6.45	3.60
	Sulfur Oxides (SOx)	kg	0.11	0.15
	Particulate Matter (PM)	kg	0.40	0.34
KPI A1.2	Greenhouse gas (GHG) emissions			
	Scope 1	tCO <sub>2</sub> e	36.48	49.39
	Scope 2	tCO <sub>2</sub> e	2,291.74	2,398.10
	Scope 3	tCO <sub>2</sub> e	71.99	94.60
	Total GHG emissions (Scopes 1, 2 & 3)	tCO <sub>2</sub> e	2,400.21	2,542.09
	Intensity per floor area	tCO <sub>2</sub> e/m <sup>2</sup>	0.0220	0.0200
KPI A1.3	Hazardous waste			
	Total hazardous waste	tonnes	0.61	0.35
	Intensity per floor area	tonnes/m <sup>2</sup> ('000)	0.0000	0.0000
KPI A1.4	Non-hazardous waste			
	Total non-hazardous waste	tonnes	244.99	273.01
	Intensity of non-hazardous waste	tonnes/m <sup>2</sup>	0.0022	0.0022
<b>Aspect A2 Use of Resources</b>				
KPI A2.1	Energy consumption			
	Total direct energy consumption	MWh	140.62	206.77
	Total indirect energy consumption	MWh	5,090.77	5,114.91
	Total energy consumption	MWh	5,231.39	5,321.68
	Intensity of energy consumption	MWh/m <sup>2</sup>	0.0480	0.0428
KPI A2.2	Water consumption			
	Total water consumption	m <sup>3</sup>	10,163.97	8,705.44
	Intensity of water consumption	m <sup>3</sup> /m <sup>2</sup>	0.0932	0.0700
KPI A2.5	Total packaging materials			
	Total packaging materials	tonnes	355.90	352.62
	Packaging material intensity	tonnes/m <sup>2</sup>	0.00326	0.00283

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

**Social Performance**

Key Social Performance Indicators			2023	2022	
<b>Aspect B1 Employment</b>					
KPI B1.1	Total workforce				
	Gender	Male	199	202	
		Female	342	308	
	Employment type	General Manager or above	18	18	
		Senior Manager	39	37	
		Officer, Clerk	309	373	
		Contract	175	82	
	Age group	19 or below	—	—	
		20–29	47	51	
		30–39	205	197	
		40–49	193	162	
		50 or above	96	100	
	Geographical region	Hong Kong	209	222	
		Mainland China	332	288	
KPI B1.2	Employee turnover rate				
	Gender	Male	24.62%	21.29%	
		Female	34.50%	18.51%	
	Age group	19 or below	—	—	
		20–29	57.45%	21.57%	
		30–39	37.07%	24.87%	
		40–49	24.87%	17.28%	
		50 or above	16.67%	12.00%	
	Geographical region	Hong Kong	16.75%	12.61%	
		Mainland China	39.76%	25.00%	
<b>Aspect B2 Health and Safety</b>					
			<b>2023</b>	<b>2022</b>	<b>2021</b>
KPI B2.1	Work-related fatalities	—	—	—	
			<b>2023</b>	<b>2022</b>	
KPI B2.2	Lost days due to work injury		73	0	

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Key Social Performance Indicators			2023	2022
<b>Aspect B3 Development and Training</b>				
KPI B3.1	Percentage of trained employees			
	Gender	Male	35.02%	39.82%
		Female	64.98%	60.18%
	Employee category	General Manager or above	2.95%	3.76%
		Senior Manager	6.38%	8.19%
		Officer, Clerk	50.57%	74.78%
		Contract	40.10%	13.27%
KPI B3.2	Average training hours completed			
	Gender	Male	16	15
		Female	15	15
	Employee category	General Manager or above	13	15
		Senior Manager	15	15
		Officer, Clerk	17	15
		Contract	13	15
<b>Aspect B5 Supply Chain Management</b>				
KPI B5.1	Supply Chain Management			
	Number of suppliers by geographical regions	Mainland China	429	636
		Hong Kong	486	411
		Korea	86	51
		Italy	661	733
		Japan	189	153
		Taiwan	60	163
		France	90	94
		Switzerland	62	73
		USA	63	—
		Netherlands	17	0
		Vietnam	202	—
		Indonesia	81	—
Total number of suppliers		2,426	2,314	

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Key Social Performance Indicators			2023	2022	
<b>Aspect B6 Product Responsibility</b>					
KPI B6.1	Total products sold or shipped subject to recalls		0	0	
KPI B6.2	Number of complaints		0	0	
<b>Aspect B7 Anti-Corruption</b>					
KPI B7.1	Number of legal cases		0	0	
KPI B7.3	Training hours of anti-corruption training sessions	Directors	1.5	1.5	
		Staff members	1.5	1.5	
<b>Aspect B8 Community Investment</b>					
KPI B8.2	Resources contributed to the focus area (By donation in cash) (In HKD)				
		Education	10,000	50,000	
		Miscellaneous	240,000	70,000	
	Resources contributed to the focus area (By voluntary hours)				
		Miscellaneous	108	104	

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Appendix 3 – The ESG Reporting Guide Content Index of HKEX

Subject Areas, Aspect, General Disclosure and KPIs	Compliance Level	Section
<p>Governance Structure</p> <p>A statement from the board containing the following elements:</p> <ul style="list-style-type: none"> <li>(i) a disclosure of the board's oversight of ESG issues;</li> <li>(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</li> <li>(iii) how the board reviews progress made against ESG-related goals and targets with an explanation of how they relate to the issuer's businesses.</li> </ul>	Comply	BOARD STATEMENT
<p>Reporting Principles</p> <p>A description of, or an explanation on, the application of the following Reporting Principles in the preparation of the ESG report:</p> <p><b>Materiality:</b> 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:</b> 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><b>Consistency:</b> 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>	Comply	Reporting Guideline; STAKEHOLDER ENGAGEMENT AND MATERIALITY
<p>Reporting Boundary</p> <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>	Comply	ABOUT THIS REPORT — Reporting Boundary and Period



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspect, General Disclosure and KPIs		Compliance Level	Section
<b>A. Environmental</b>			
<b>A1 Emissions</b>			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to waste air and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Comply	ENVIRONMENTAL STEWARDSHIP; EMISSIONS AND WASTE
A1.1	The types of emissions and respective emissions data.	Comply	TACKLING CLIMATE CHANGE — Greenhouse Gas Emission EMISSIONS AND WASTE — Air Emission
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).	Comply	TACKLING CLIMATE CHANGE — Greenhouse Gas Emission
A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Comply	EMISSIONS AND WASTE — Waste Management
A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Comply	EMISSIONS AND WASTE — Waste Management
A1.5	Description of emissions target(s) set and steps taken to achieve them.	Comply	TACKLING CLIMATE CHANGE — Greenhouse Gas Emission EMISSIONS AND WASTE — Air Emission — Waste Management — Professional Waste Solution
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.	Comply	EMISSIONS AND WASTE — Waste Management

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspect, General Disclosure and KPIs		Compliance Level	Section
<b>A2 Use of Resources</b>			
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	Comply	RESOURCES MANAGEMENT; TACKLING CLIMATE CHANGES — Reducing Energy Consumption
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).	Comply	TACKLING CLIMATE CHANGE
A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Comply	RESOURCES MANAGEMENT — Water Usage
A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	Comply	TACKLING CLIMATE CHANGE — Reducing Energy Consumption — The CN Electric Van Distribution — The Carbon Offset Program
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.	Comply	RESOURCES MANAGEMENT — Water Usage
A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	Comply	RESOURCES MANAGEMENT — Use of Packaging Materials
<b>A3 The Environment and Natural Resources</b>			
General Disclosure	Policies on minimising the issuer's significant impact on the environment and natural resources.	Comply	ENVIRONMENT AND NATURAL RESOURCES
A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	Comply	ENVIRONMENT AND NATURAL RESOURCES
<b>A4 Climate Change</b>			
General Disclosure	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	Comply	TACKLING CLIMATE CHANGE
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.	Comply	TACKLING CLIMATE CHANGE

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspect, General Disclosure and KPIs		Compliance Level	Section
<b>B. Social</b>			
<b>B1 Employment</b>			
General Disclosure	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.	Comply	EMPLOYMENT PRACTICES
B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.	Comply	TALENT ACQUISITION
B1.2	Employee turnover rate by gender, age group and geographical region.	Comply	TALENT ACQUISITION — Dismissal and Retirement Arrangement
<b>B2 Health and Safety</b>			
General Disclosure	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.	Comply	OCCUPATIONAL HEALTH AND SAFETY
B2.1	Number and rate of work-related fatalities.	Comply	OCCUPATIONAL HEALTH AND SAFETY — Safety Management
B2.2	Lost days due to work injury.	Comply	OCCUPATIONAL HEALTH AND SAFETY
B2.3	Description of occupational safety and health measures adopted, how they are implemented and monitored.	Comply	OCCUPATIONAL HEALTH AND SAFETY

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspect, General Disclosure and KPIs		Compliance Level	Section
<b>B3 Development and Training</b>			
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Comply	TALENT ACQUISITION — Talent Development
B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	Comply	TALENT ACQUISITION — Talent Development
B3.2	The average training hours completed per employee by gender and employee category.	Comply	TALENT ACQUISITION — Talent Development
<b>B4 Labour Standards</b>			
General Disclosure	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.	Comply	EMPLOYMENT PRACTICES; LABOUR STANDARDS
B4.1	Description of measures to review employment practices to avoid child and forced labour.	Comply	LABOUR STANDARDS
B4.2	Description of steps taken to eliminate such practices when discovered.	Comply	LABOUR STANDARDS
<b>B5 Supply Chain Management</b>			
General Disclosure	Policies on managing environmental and social risks of supply chain.	Comply	SUPPLY CHAIN MANAGEMENT
B5.1	Number of suppliers by geographical region.	Comply	SUPPLY CHAIN MANAGEMENT
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.	Comply	SUPPLY CHAIN MANAGEMENT
B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Comply	SUPPLY CHAIN MANAGEMENT
B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Comply	SUPPLY CHAIN MANAGEMENT

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspect, General Disclosure and KPIs		Compliance Level	Section
<b>B6 Product Responsibility</b>			
General Disclosure	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.	Comply	OPERATION EXCELLENCE AND PRODUCT RESPONSIBILITY
B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Comply	OPERATION EXCELLENCE AND PRODUCT RESPONSIBILITY
B6.2	Number of products and service related complaints received and how they are dealt with.	Comply	OPERATION EXCELLENCE AND PRODUCT RESPONSIBILITY
B6.3	Description of practices relating to observing and protecting intellectual property rights.	Comply	OPERATION EXCELLENCE AND PRODUCT RESPONSIBILITY — Protection of Intellectual Property Rights
B6.4	Description of quality assurance process and recall procedures.	Comply	OPERATION EXCELLENCE AND PRODUCT RESPONSIBILITY
B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	Comply	OPERATION EXCELLENCE AND PRODUCT RESPONSIBILITY — Customer Privacy Protection

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspect, General Disclosure and KPIs		Compliance Level	Section
<b>B7 Anti-Corruption</b>			
General Disclosure	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.	Comply	ANTI-CORRUPTION
B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Comply	ANTI-CORRUPTION
B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	Comply	ANTI-CORRUPTION — Whistle-blowing System
B7.3	Description of anti-corruption training provided to directors and staff.	Comply	ANTI-CORRUPTION
<b>B8 Community Investment</b>			
General Disclosure	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.	Comply	COMMUNITY INVOLVEMENT
B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	Comply	COMMUNITY INVOLVEMENT
B8.2	Resources contributed (e.g. money or time) to the focus area.	Comply	COMMUNITY INVOLVEMENT — Summary of the Community Investment

# INDEPENDENT AUDITOR'S REPORT



**To the shareholders of CN Logistics International Holdings Limited**  
*(incorporated in the Cayman Islands with limited liability)*

## OPINION

We have audited the consolidated financial statements of CN Logistics International Holdings Limited (“the Company”) and its subsidiaries (“the Group”) set out on pages 92 to 176, which comprise the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year ended 31 December 2023 and notes, comprising 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 2023 and of the consolidated financial performance and the consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

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

## INDEPENDENT AUDITOR'S REPORT

**KEY AUDIT MATTERS**

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

**Expected Credit Loss Allowance for Trade Receivables**

*Refer to note 28(a) to the consolidated financial statements and the accounting policies in note 1(l)(i).*

**The Key Audit Matter**

As at 31 December 2023, the Group's gross trade receivables amounted to HK\$373,654,000, against which a loss allowance of HK\$456,000 for expected credit losses was recorded.

Management measures the loss allowance at an amount equal to lifetime expected credit loss based on estimated loss rates of trade receivables grouped according to the shared credit risk characteristics. The estimated loss rates take into account the ageing of trade receivable balances, the repayment history of the Group's customers, current market conditions, customer-specific conditions and forward-looking information. Such assessment involves significant management judgement and estimation.

We identified the expected credit loss allowance for trade receivables as a key audit matter because determining the level of the loss allowance requires the exercise of significant management judgement which is inherently subjective.

**How the matter was addressed in our audit**

Our audit procedures to assess the expected credit loss allowance for trade receivables included the following:

- obtaining an understanding of and assessing the design and implementation of key internal controls relating to estimating the credit loss allowance;
- assessing whether items in the trade receivables ageing report were categorised in the appropriate ageing bracket by comparing individual items therein with sales invoices and other relevant underlying documentation, on a sample basis;
- assessing the reasonableness of management's loss allowance estimates by examining the information used by management to form such judgements, including (1) testing the accuracy of the historical default data, (2) evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information and (3) testing the mathematical accuracy of calculation of the expected credit loss allowance as at 31 December 2023.



## INDEPENDENT AUDITOR'S REPORT

**KEY AUDIT MATTERS (Continued)****Impairment Assessment of Goodwill Arising from Acquisition of Allport Cruise Logistics Inc. and Its Subsidiaries (“Allport Cruise Group”)**

*Refer to note 13 to the consolidated financial statements and the accounting policies on notes 1(g) and 1(l)(ii).*

**The Key Audit Matter****How the matter was addressed in our audit**

The Group has a significant balance of goodwill with carrying value of HK\$202 million as at 31 December 2023, allocated to the cash generating unit (“CGU”) of cruise logistics business arising from acquisition of Allport Cruise Group in the prior year.

Goodwill impairment assessment is performed by management annually by comparing the carrying value of the CGU with its recoverable amount, which is the value in use estimated by preparing a discounted cash flow forecast, to determine the amount of impairment loss, if any.

The preparation of discounted cash flow forecast involves the exercise of significant management judgement in determining the relevant inputs to the discounted cash flow forecast and the assumptions adopted therein, including forecast revenue growth rates, forecast operating costs and expenses, and the discount rate applied.

We identified the impairment assessment of goodwill as a key audit matter because the assessment involves significant management judgement, particularly in forecasting revenue growth rates, operating costs and expenses and in determining an appropriate discount rate, all of which could be subject to management bias in their selection.

Our audit procedures to assess impairment of goodwill of cruise logistics business — Allport Cruise Group included the following:

- Understanding and evaluating the design and implementation of key controls related to the goodwill impairment assessment process;
- assessing the management’s identification of goodwill to the CGU and the methodology adopted by management in the preparation of the discounted cash flow forecast with reference to our understanding of the Group and the requirements of prevailing accounting standards with the assistance of our internal valuation specialists;
- with the assistance of our internal valuation specialist, assessing the management’s cash flow forecast by comparing the key assumptions adopted by management, in particular, forecast revenue growth rates, forecast operating costs and expenses and the discount rate applied, with reference to our understanding of the Group’s business and industry and available market data;
- performing sensitivity analyses on the discount rate applied and other key assumptions adopted by management to assess the impact of changes on the conclusion reached in management’s impairment assessment and considering whether there were any indicators of management bias in the key assumptions adopted; and
- assessing the disclosures in the consolidated financial statements in respect of the impairment assessment with reference to the requirements of the prevailing accounting standards.

## INDEPENDENT AUDITOR'S REPORT

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

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

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

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

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

**RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

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

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

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

## INDEPENDENT AUDITOR'S REPORT

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

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

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

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

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

## INDEPENDENT AUDITOR'S REPORT

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

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Sylvene Fong.

**KPMG**

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

28 March 2024

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

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

	Note	2023 \$'000	2022 \$'000
<b>Revenue</b>	3	<b>2,103,959</b>	2,787,972
Cost of services		<b>(1,683,923)</b>	(2,271,127)
<b>Gross profit</b>		<b>420,036</b>	516,845
Other income	4(a)	<b>3,918</b>	8,927
Other net gain	4(b)	<b>60,704</b>	877
Administrative and other operating expenses		<b>(392,893)</b>	(366,185)
<b>Profit from operations</b>		<b>91,765</b>	160,464
Finance costs	5(a)	<b>(22,558)</b>	(13,746)
Share of profits of associates and joint ventures		<b>3,168</b>	1,043
<b>Profit before taxation</b>	5	<b>72,375</b>	147,761
Income tax	6(a)	<b>(24,128)</b>	(48,254)
<b>Profit for the year</b>		<b>48,247</b>	99,507
<b>Attributable to:</b>			
Equity shareholders of the Company		<b>48,278</b>	86,632
Non-controlling interests		<b>(31)</b>	12,875
<b>Profit for the year</b>		<b>48,247</b>	99,507
<b>Earnings per share (Hong Kong cents)</b>	10		
Basic		<b>16.5</b>	32.2
Diluted		<b>16.5</b>	32.2

The notes on pages 100 to 176 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 27(b).

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

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

Note	2023 \$'000	2022 \$'000
<b>Profit for the year</b>	<b>48,247</b>	99,507
<b>Other comprehensive income for the year (after taxation)</b>	9	
<i>Items that will not be reclassified to profit or loss:</i>		
Remeasurement of defined benefit retirement obligations	(873)	2,048
Remeasurement of equity investment at fair value through other comprehensive income	(305)	(1,048)
<i>Item that may be reclassified subsequently to profit or loss:</i>		
Exchange differences on translation of financial statements of subsidiaries outside Hong Kong	328	(25,922)
<b>Total comprehensive income for the year</b>	<b>47,397</b>	74,585
<b>Attributable to:</b>		
Equity shareholders of the Company	45,659	66,361
Non-controlling interests	1,738	8,224
<b>Total comprehensive income for the year</b>	<b>47,397</b>	74,585

The notes on pages 100 to 176 form part of these financial statements.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2023  
(Expressed in Hong Kong dollars)

	Note	2023 \$'000	2022 \$'000
<b>Non-current assets</b>			
Property, plant and equipment	11	253,546	257,111
Prepayment for acquisition of property, plant and equipment	11(c)	—	379
Intangible assets	12	2,524	7,391
Goodwill	13	224,762	224,559
Interests in associates	15	11,379	8,878
Interests in joint ventures	16	2,925	2,568
Other financial assets	17	5,375	1,369
Loan receivables	21	4,988	5,102
Deferred tax assets	26(b)	10,881	3,172
		<b>516,380</b>	510,529
<b>Current assets</b>			
Trade and other receivables and contract assets	18	561,333	614,902
Amounts due from Cargo Services Group	29(b)	20,003	6,920
Amounts due from EV Cargo Group	29(b)	22,727	13,740
Amounts due from associates	29(b)	1,079	308
Amounts due from joint ventures	29(b)	8,278	6,251
Pledged bank deposits	19	2,323	5,271
Time deposits		22,205	7,884
Cash and cash equivalents	20	260,279	298,202
		<b>898,227</b>	953,478
<b>Current liabilities</b>			
Trade and other payables and contract liabilities	22	307,531	347,360
Amounts due to Cargo Services Group	29(b)	217,570	264,936
Amounts due to EV Cargo Group	29(b)	9,401	4,955
Amounts due to associates	29(b)	197	112
Amounts due to joint ventures	29(b)	448	—
Bank loans and overdrafts	23	307,718	285,183
Lease liabilities	24	50,474	41,257
Current taxation	26(a)	7,934	16,883
		<b>901,273</b>	960,686
<b>Net current liabilities</b>		<b>(3,046)</b>	(7,208)
<b>Total assets less current liabilities</b>		<b>513,334</b>	503,321

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2023  
(Expressed in Hong Kong dollars)

	Note	2023 \$'000	2022 \$'000
<b>Non-current liabilities</b>			
Bank loans	23	13,230	1,715
Lease liabilities	24	51,256	56,404
Defined benefit retirement obligations	25	11,254	8,149
Amounts due to Cargo Services Group	29(b)	24,097	23,168
		99,837	89,436
<b>NET ASSETS</b>			
		413,497	413,885
<b>CAPITAL AND RESERVES</b>			
	27		
Share capital		2,154	2,154
Reserves		360,895	350,117
<b>Total equity attributable to equity shareholders of the Company</b>			
		363,049	352,271
<b>Non-controlling interests</b>			
		50,448	61,614
<b>TOTAL EQUITY</b>			
		413,497	413,885

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

**Mr. Lau Shek Yau John**  
Director

**Mr. Ngan Tim Wing**  
Director

The notes on pages 100 to 176 form part of these financial statements.



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

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

Note	Attributable to equity shareholders of the Company								Non-controlling interests	Total equity	
	Share capital	Share premium	Capital reserve	Reserve fund	Exchange reserve	Fair value reserve	Retained profits	Sub-total			
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000			
<b>Balance at 1 January 2022</b>	2,154	364,738	(38,695)	15,988	2,301	—	56,621	403,107	61,408	464,515	
<b>Changes in equity for 2022:</b>											
Profit for the year	—	—	—	—	—	—	86,632	86,632	12,875	99,507	
Other comprehensive income	9	—	—	237	(21,508)	(1,048)	2,048	(20,271)	(4,651)	(24,922)	
<b>Total comprehensive income</b>				237	(21,508)	(1,048)	88,680	66,361	8,224	74,585	
Dividend paid to shareholders	27(b)(i)	—	(91,569)	—	—	—	—	(91,569)	—	(91,569)	
Dividend paid to non-controlling interests	27(b)(iii)	—	—	—	—	—	—	—	(8,018)	(8,018)	
Transfer to reserve fund		—	—	8	—	—	(8)	—	—	—	
Shares purchased in respect of the Share Award Scheme	27(c)(ii)	—	—	(25,628)	—	—	—	(25,628)	—	(25,628)	
<b>Balance at 31 December 2022</b>		2,154	273,169	(64,323)	16,233	(19,207)	(1,048)	145,293	352,271	61,614	413,885

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

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

Note	Attributable to equity shareholders of the Company								Non-controlling interests	Total equity	
	Share capital	Share premium	Capital reserve	Reserve fund	Exchange reserve	Fair value reserve	Retained profits	Sub-total			
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000			
<b>Balance at 1 January 2023</b>	2,154	273,169	(64,323)	16,233	(19,207)	(1,048)	145,293	352,271	61,614	413,885	
<b>Changes in equity for 2023:</b>											
Profit for the year	—	—	—	—	—	—	48,278	48,278	(31)	48,247	
Other comprehensive income	9	—	—	409	(1,850)	(305)	(873)	(2,619)	1,769	(850)	
<b>Total comprehensive income</b>		—	—	409	(1,850)	(305)	47,405	45,659	1,769	47,397	
Dividend paid to Shareholders	27(b)(i)	—	(34,879)	—	—	—	—	(34,879)	—	(34,879)	
Dividend paid to non-controlling interest	27(b)(iii)	—	—	—	—	—	—	—	(12,904)	(12,904)	
Others		—	—	(2)	—	—	—	(2)	—	(2)	
<b>Balance at 31 December 2023</b>		2,154	238,290	(64,325)	16,642	(21,057)	(1,353)	192,698	363,049	50,448	413,497

The notes on pages 100 to 176 form part of these financial statements.

# CONSOLIDATED CASH FLOW STATEMENT

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

Note	2023 \$'000	2022 \$'000
<b>Operating activities</b>		
Cash generated from operations	20(b) 140,301	227,921
Hong Kong Profits Tax paid	(4,776)	(6,889)
Tax paid outside Hong Kong	(35,536)	(58,109)
<b>Net cash generated from operating activities</b>	<b>99,989</b>	<b>162,923</b>
<b>Investing activities</b>		
Payment for purchase of property, plant and equipment	(24,239)	(69,135)
Proceeds from disposals of property, plant and equipment	108	3
Payment for prepayment for acquisition of property, plant and equipment	—	(379)
Purchase of other financial assets	(4,312)	—
Payment for purchase of intangible assets	—	(2,291)
Decrease in pledged bank deposits	2,761	7
Interest income from loans to Directors	272	—
Interest received from bank deposits	3,559	1,324
Dividend income from unlisted equity securities	17(b)(ii) 38	41
Net cash inflow from acquisition of Allport Cruise Group	—	16,084
Increase in time deposits placed with banks	(14,321)	(7,884)
Loans advanced to Directors	—	(5,494)
Payment for purchase of equity securities	—	(2,019)
<b>Net cash used in investing activities</b>	<b>(36,134)</b>	<b>(69,743)</b>

## CONSOLIDATED CASH FLOW STATEMENT

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

	Note	2023 \$'000	2022 \$'000
<b>Financing activities</b>			
Proceeds from new bank loans	20(c)	447,610	516,953
Repayment of bank loans	20(c)	(413,763)	(390,865)
Capital element of lease rentals paid	20(c)	(65,259)	(66,246)
Interest element of lease rentals paid	20(c)	(4,546)	(5,365)
Interest paid	20(c)	(18,012)	(8,381)
Dividend paid to shareholders	27(b)(i)	(34,879)	(91,569)
Dividend paid to non-controlling interests	27(b)(iii)	(12,904)	(8,018)
Payment for shares purchased in respect of the Share Award Scheme	27(c)(ii)	—	(25,628)
<b>Net cash used in financing activities</b>		<b>(101,753)</b>	(79,119)
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(37,898)</b>	14,061
<b>Cash and cash equivalents at 1 January</b>		<b>298,153</b>	295,120
<b>Effect of foreign exchange rate changes</b>		<b>(45)</b>	(11,028)
<b>Cash and cash equivalents at 31 December</b>	20(a)	<b>260,210</b>	298,153

The notes on pages 100 to 176 form part of these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES

### (a) Statement of Compliance

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

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these financial statements.

### (b) Basis of Preparation of the Financial Statements

The consolidated financial statements for the year ended 31 December 2023 comprise the Company and its subsidiaries (together referred to as “the Group”) and the Group’s interests in associates and joint ventures.

At 31 December 2023, the Group’s total current assets were \$898,227,000 and total current liabilities were \$901,273,000. As a result the Group recorded net current liabilities of \$3,046,000 mainly due to current portion of purchase consideration payable of \$185,098,000, among which \$148,041,000 would be settled by allotment and issuance of the Company’s shares, included in the amounts due to Cargo Service Group classified as current liabilities.

Notwithstanding the net current liabilities at 31 December 2023, the Group’s bank deposits and cash and cash equivalents amounted to \$282,484,000 on the same day and the Group recorded net cash generated from operating activities of \$99,989,000 during the year ended 31 December 2023. Furthermore, based on the cash flow projection prepared by management which covers a period of not less than twelve months from 31 December 2023, the directors are of the opinion that the Group would have sufficient financial resources to meet its financial obligations as and when they fall due in the coming twelve months from 31 December 2023, having regard to the following: (i) the Group will continue to generate positive operating cash flows; and (ii) purchase consideration included in amounts due to Cargo Services Group amounted to \$148,041,000 classified as current liabilities is equity-settled by issuance of the Company’s shares. Accordingly, the Group’s consolidated financial statements have been prepared on a going concern basis.

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

- purchase consideration payable arising from business combination (see note 1(d));
- investments in equity securities (see note 1(h)); and
- defined benefit retirement plan obligations (see note 1(r)(ii)).

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (Continued)

### (b) Basis of Preparation of the Financial Statements (Continued)

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

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

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

### (c) Changes in Accounting Policies

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

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

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

#### **HKFRS 17, Insurance contracts**

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

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (Continued)

### (c) Changes in Accounting Policies (Continued)

#### (i) *New and Amended HKFRSs (Continued)*

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

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

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

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

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

The amendments narrow the scope of the initial recognition exemption such that it does not apply to transactions that give rise to equal and offsetting temporary differences on initial recognition such as leases and decommissioning liabilities. For leases and decommissioning liabilities, the associated deferred tax assets and liabilities are required to be recognised from the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to retained earnings or other components of equity at that date. For all other transactions, the amendments are applied to those transactions that occur after the beginning of the earliest period presented. Prior to the amendments, the Group did not apply the initial recognition exemption to lease transactions and had recognised the related deferred tax, except that the Group previously determined the temporary difference arising from a right-of-use asset and the related lease liability on a net basis on the basis they arise from a single transaction. Following the amendments, the Group has determined the temporary differences in relation to right-of-use assets and lease liabilities separately. The change primarily impacts disclosures of components of deferred tax assets and liabilities in note 26(b), but does not impact the overall deferred tax balances presented in the consolidated statement of financial position as the related deferred tax balances qualify for offsetting under HKAS 12.

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

The amendments introduce a temporary mandatory exception from deferred tax accounting for the income tax arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development ("OECD") (income tax arising from such tax laws is hereafter referred to as "Pillar Two income taxes"), including tax laws that implement qualified domestic minimum top-up taxes described in those rules. The amendments also introduce disclosure requirements about such tax including the estimated tax exposure to Pillar Two income taxes.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (Continued)

### (c) Changes in Accounting Policies (Continued)

#### (ii) *New HKICPA Guidance on the Accounting Implications of the Abolition of the MPF-LSP Offsetting Mechanism*

In June 2022 the Hong Kong SAR Government (the “Government”) gazetted the Hong Kong Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the “Amendment Ordinance”), which will come into effect from 1 May 2025 (the “Transition Date”). Once the Amendment Ordinance takes effect, an employer can no longer use any of the accrued benefits derived from its mandatory contributions to mandatory provident fund (“MPF”) scheme to reduce the long service payment (“LSP”) in respect of an employee’s service from the Transition Date (the abolition of the “offsetting mechanism”). In addition, the LSP in respect of the service before the Transition Date will be calculated based on the employee’s monthly salary immediately before the Transition Date and the years of service up to that date. In July 2023, the HKICPA published “Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong” that provides accounting guidance relating to the offsetting mechanism and the abolition of the mechanism. In particular, the guidance indicates that entities may account for the accrued benefits derived from mandatory MPF contributions that are expected to be used to reduce the LSP payable to an employee as deemed contributions by that employee towards the LSP. However, applying this approach, upon the enactment of the Amendment Ordinance in June 2022, it is no longer permissible to apply the practical expedient in paragraph 93(b) of HKAS 19 that previously allowed such deemed contributions to be recognised as reduction of service cost (negative service cost) in the period the contributions were made; instead these deemed contributions should be attributed to periods of service in the same manner as the gross LSP benefit. The Group has applied the guidance and changed its accounting policy in connection with its LSP liability. The guidance does not have a material impact on the Group’s results and financial position for the current or prior periods that have been prepared or presented.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

The application of the new and amendments to HKFRSs in the current year has no material effect on the Group’s financial position and performance for the current and prior years or disclosures set out in the Group’s consolidated financial statements.



## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**1 MATERIAL ACCOUNTING POLICIES (Continued)****(d) Business Combination**

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities. The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

**(e) Subsidiaries and Non-Controlling Interests**

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

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

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

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 1(p) or 1(q) depending on the nature of the liability.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (Continued)

### (e) Subsidiaries and Non-Controlling Interests (Continued)

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

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

### (f) Associates and Joint Ventures

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

A joint venture is an arrangement whereby the Group or the Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate or joint venture that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see notes 1(g) and 1(l)(ii)). At each reporting date, the Group assesses whether there is any objective evidence that the investment is impaired. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

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

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**1 MATERIAL ACCOUNTING POLICIES (Continued)****(f) Associates and Joint Ventures (Continued)**

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

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 1(h)).

**(g) Goodwill**

Goodwill represents the excess of:

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

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

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

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

## NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)***1 MATERIAL ACCOUNTING POLICIES (Continued)****(h) Other Investments in Equity Securities**

The Group's policies for investments in equity securities, other than investments in subsidiaries, associates and joint ventures, are set out below.

Investments in equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss ("FVPL") for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 28(e). These investments are subsequently accounted for as follows:

***Equity Investments***

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at fair value through other comprehensive income ("FVOCI") (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained profits. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income in accordance with the policy set out in note 1(u)(iv).

**(i) Property, Plant and Equipment**

The following items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 1(l)(ii)):

- right-of-use assets arising from leases over freehold or leasehold properties where the Group is not the registered owner of the property interest; and
- items of plant and equipment, including right-of-use assets arising from leases of underlying plant and equipment (see note 1(k)).

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

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

— Leasehold improvements	Over the unexpired lease term
— Furniture and fixtures	5–10 years
— Motor vehicles	4–8 years
— Office equipment and machinery	2–5 years
— Computer equipment	3–5 years
— Warehouse equipment	3–10 years
— Right-of-use assets	Over the unexpired lease term

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

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (Continued)

### (j) Intangible Assets (Other Than Goodwill)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 1(l)(ii)). Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

— Software	1–3 years
— Website	5 years

Both the period and method of amortisation are reviewed annually.

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

### (k) Leased Assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (Continued)

### (k) Leased Assets (Continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 1(i) and 1(l)(ii)).

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are rent concessions that occurred as a direct consequence of the COVID-19 pandemic and met the conditions set out in paragraph 46B of HKFRS 16, *Leases*. In such cases, the Group has taken advantage of the practical expedient not to assess whether the rent concessions are lease modifications, and recognised the change in consideration as negative variable lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

The Group presents right-of-use assets in "property, plant and equipment" and presents lease liabilities separately in the consolidated statement of financial position. The current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

### (l) Credit Losses and Impairment of Assets

#### (i) Credit Losses from Financial Instruments

The Group recognises a loss allowance for ECLs on the following items:

- financial assets measured at amortised cost (including trade and other receivables, amounts due from related parties, amounts due from associates and joint ventures and cash and cash equivalents); and
- contract assets as defined in HKFRS 15 (see note 1(m)).

Other financial assets measured at fair value, including equity securities measured at FVPL, are not subject to the ECL assessment.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**1 MATERIAL ACCOUNTING POLICIES (Continued)****(I) Credit Losses and Impairment of Assets (Continued)****(i) Credit Losses from Financial Instruments (Continued)****Measurement of ECLs**

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

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

- fixed-rate financial assets, trade and other receivables, amounts due from related parties, amounts due from associates and joint ventures and contract assets: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate.

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

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

ECLs are measured on either of the following bases:

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

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

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

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (Continued)

### (l) Credit Losses and Impairment of Assets (Continued)

#### (i) Credit Losses from Financial Instruments (Continued)

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

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held). The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

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

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

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

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

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

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



## NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)***1 MATERIAL ACCOUNTING POLICIES (Continued)****(I) Credit Losses and Impairment of Assets (Continued)****(i) Credit Losses from Financial Instruments (Continued)*****Basis of calculation of interest income (Continued)***

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

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

***Write-off policy***

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

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

**(ii) Impairment of Other Non-Current Assets**

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

- property, plant and equipment, including right-of-use assets;
- intangible assets;
- goodwill; and
- investments in subsidiaries, associates and joint ventures.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (Continued)

### (I) Credit Losses and Impairment of Assets (Continued)

#### (ii) Impairment of Other Non-Current Assets (Continued)

##### — Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

##### — Recognition of impairment losses

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

##### — Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

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

#### (iii) Interim Financial Reporting and Impairment

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

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

## NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

**1 MATERIAL ACCOUNTING POLICIES (Continued)****(m) Contract Assets and Contract Liabilities**

A contract asset is recognised when the Group recognises revenue (see note 1(u)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECLs in accordance with the policy set out in note 1(l)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see note 1(n)).

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 1(u)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 1(n)).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 1(u)(iii)).

**(n) Trade and Other Receivables**

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see note 1(m)).

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

Insurance reimbursement is recognised and measured in accordance with note 1(t)(i).

**(o) Cash and Cash Equivalents**

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for ECLs in accordance with the policy set out in note 1(l)(i).

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (Continued)

### (p) Trade and Other Payables

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

### (q) Interest-Bearing Borrowings

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

### (r) Employee Benefits

#### (i) Short Term Employee Benefits and Contributions to Defined Contribution Retirement Plans

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

#### (ii) Defined Benefit Retirement Plan Obligations

The Group has the following two categories of defined benefit plan

- defined benefit retirement plan for employees in Italy; and
- LSP under the Hong Kong Employment Ordinance.

The Group's net obligation in respect of defined benefit retirement plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine the present value and the fair value of any plan assets is deducted. The calculation is performed by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Service cost and net interest expense (income) on the net defined benefit liability (asset) are recognised in profit or loss as part of "administrative and other operating expenses". Current service cost is measured as the increase in the present value of the defined benefit obligation resulting from employee service in the current period. Net interest expense (income) for the period is determined by applying the discount rate used to measure the defined benefit obligation at the beginning of the reporting period to the net defined benefit liability (asset). The discount rate is the yield at the end of the reporting period on high quality corporate bonds that have maturity dates approximating the terms of the Group's obligations.

When the benefits of a plan are changed, or when a plan is curtailed, current service cost for the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment, is recognised as an expense in profit or loss at the earlier of when the plan amendment or curtailment occurs and when related restructuring costs or termination benefits are recognised.

## NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)***1 MATERIAL ACCOUNTING POLICIES (Continued)****(r) Employee Benefits (Continued)****(ii) Defined Benefit Retirement Plan Obligations (Continued)**

Remeasurements arising from defined benefit retirement plans are recognised in other comprehensive income and reflected immediately in retained profits. Remeasurements comprise actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability (asset)) and any change in the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability (asset)).

**(iii) Share Award Scheme**

The fair value of the employee services received in exchange for the grant of shares is recognised as staff costs in profit or loss with a corresponding increase in capital reserve, which is measured based on the grant date share price of the Company.

**(s) Income Tax**

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income taxes. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- temporary differences related to investment in subsidiaries, associates and joint venture to the extent that the group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and taxable temporary differences arising on the initial recognition of goodwill.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 MATERIAL ACCOUNTING POLICIES (Continued)

### (s) Income Tax (Continued)

The Group recognised deferred tax assets and deferred tax liabilities separately in relation to its lease liabilities and right-of-use assets.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

### (t) Provisions, Contingent Liabilities and Onerous Contracts

#### (i) Provisions and Contingent Liabilities

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

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

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

#### (ii) Onerous Contracts

An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of fulfilling the contract. The cost of fulfilling the contract includes both the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfill that contract.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**1 MATERIAL ACCOUNTING POLICIES (Continued)****(u) Revenue and Other Income**

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

Revenue is recognised when control over a service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties such as value added tax or other sales taxes.

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

**(i) Freight Forwarding Services**

Freight forwarding services include air freight forwarding services, ocean freight forwarding services and cruise logistics services. Revenue from freight forwarding services is recognised over time.

**(ii) Distribution and Logistics Services**

Revenue from distribution and logistics services is recognised when the services are rendered.

**(iii) Interest Income**

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

**(iv) Dividends**

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

**(v) Government Grants**

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

## NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 1 MATERIAL ACCOUNTING POLICIES (Continued)

### (v) Translation of Foreign Currencies

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

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

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items, including goodwill arising from acquisition of foreign operations on or after 1 January 2005, are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

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

### (w) Borrowing Costs

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

### (x) Related Parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or the Group's parent.



## NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

**1 MATERIAL ACCOUNTING POLICIES (Continued)****(x) Related Parties (Continued)**

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

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

**(y) Segment Reporting**

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

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

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**2 ACCOUNTING JUDGEMENTS AND ESTIMATES**

In the process of applying the Group's accounting policies, management has made the following accounting judgements and estimates which have the most significant effect on the amounts recognised in the financial statements:

**(i) Expected Credit Loss Allowance for Trade Receivables**

The Group's recognises the expected credit loss allowance for trade receivables subsequent to initial recognition of these assets based on information about past events, current conditions and forecast future economic conditions. The provision matrix is determined based on the Group's historical observed default rates over the expected life of the trade receivables with similar credit risk characteristics and is adjusted for forward-looking estimates. In making the judgement, management considers available reasonable and supportable information such as actual or expected significant changes in the operating results of customers and actual or expected significant adverse changes in business and customers' financial position. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed by the Group's management. Changes in estimation basis or in economic conditions could lead to a change in the level of provision recorded and consequently on the consolidated profit or loss in future years.

**(ii) Impairment Assessment of Goodwill**

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in note 1(l)(ii). The recoverable amounts of relevant cash generating units ("CGUs") have been determined based on value in use calculations, which are disclosed in note 13. These calculations require the use of estimates and significant judgement by management, including the future cash flows expected to arise from the CGUs, discount rates for calculating the present value and growth rates used to extrapolate cash flow projections beyond the financial forecasts approved by management. Changes in facts and circumstances may result in revisions to estimates of recoverable amounts, which could affect the consolidated profit or loss in future years.

**3 REVENUE AND SEGMENT REPORTING****(a) Revenue**

The principal activities of the Group are provisions of air freight forwarding services, ocean freight forwarding services, distribution and logistics services and cruise logistics services. Further details regarding the Group's principal activities are disclosed in note 3(b).

**(i) Disaggregation of Revenue**

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

	2023 \$'000	2022 \$'000
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>		
Disaggregated by major service lines		
— Provision of air freight forwarding services	840,497	1,246,358
— Provision of ocean freight forwarding services	474,691	857,590
— Provision of distribution and logistics services	402,388	400,299
— Provision of cruise logistics services	386,383	283,725
	<b>2,103,959</b>	<b>2,787,972</b>

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

### 3 REVENUE AND SEGMENT REPORTING (Continued)

#### (a) Revenue (Continued)

##### (i) Disaggregation of Revenue (Continued)

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

Revenue arising from the provisions of air freight forwarding services, ocean freight forwarding services and cruise logistics services is recognised over time as customers simultaneously receive and consume the benefits provided by the Group's performance as the Group performs. The revenue is recognised using output method based on either time lapse or units processed.

Revenue arising from the provision of distribution and logistics services is recognised at a point in time when the relevant services are rendered.

All of the Group's revenue either have contracts with an original expected duration of one year or less or is recognised in the amount to which the Group has a right to invoice by applying the practical expedient in paragraph B16 of HKFRS 15, Revenue from contracts with customers. Accordingly, the Group has elected to apply the practical expedient in paragraph 121 of HKFRS 15 and does not disclose the aggregate amount of transaction price allocated to the unsatisfied performance obligations in these contracts.

The Group's customer base is diversified. There is one (2022: one) customer with whom transactions have exceeded 10% of the Group's revenue during the year ended 31 December 2023.

#### (b) Segment Reporting

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

- Air freight: this segment provides freight forwarding services by air
- Ocean freight: this segment provides freight forwarding services by ocean
- Cruise logistics: this segment provides shipments of supplies for drydock project and cruise replenishment for cruise operators
- Distribution and logistics: this segment provides cost-effective supply chain solutions

##### (i) Segment Results

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

Revenue and costs of services are allocated to the reportable segments with reference to service income generated by those segments and the direct costs incurred by those segments, including the depreciation or amortisation of assets attributable to those segments. However, assistance provided by one segment to another, including sharing of assets and technical know-how, is not measured.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**3 REVENUE AND SEGMENT REPORTING (Continued)****(b) Segment Reporting (Continued)****(i) Segment Results (Continued)**

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2023 and 2022 is set out below.

	2023				Total \$'000
	Air freight \$'000	Ocean freight \$'000	Cruise logistics \$'000	Distribution and logistics \$'000	
Reportable segment revenue — external sales	840,497	474,691	386,383	402,388	2,103,959
Reportable segment gross profit	129,906	93,536	141,863	54,731	420,036
Other income					3,918
Other net gain					60,704
Administrative and other operating expenses					(392,893)
Finance costs					(22,558)
Share of profits of associates and joint ventures					3,168
Profit before taxation					72,375
	2022				Total \$'000
	Air freight \$'000	Ocean freight \$'000	Cruise logistics \$'000	Distribution and logistics \$'000	
Reportable segment revenue — external sales	1,246,358	857,590	283,725	400,299	2,787,972
Reportable segment gross profit	204,887	188,082	77,167	46,709	516,845
Other income					8,927
Other net gain					877
Administrative and other operating expenses					(366,185)
Finance costs					(13,746)
Share of profits of associates and joint ventures					1,043
Profit before taxation					147,761

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

### 3 REVENUE AND SEGMENT REPORTING (Continued)

#### (b) Segment Reporting (Continued)

##### (ii) Geographic Information

The following table sets out information about the geographical locations of the Group's revenue from external customers and the amounts of specified non-current assets (other than deferred tax assets, other financial assets and loan receivables). The geographical locations of revenue from customers are based on the locations at which the services are provided. The geographical locations of the non-current assets are based on the physical locations of the assets, in the case of property, plant and equipment, the locations of the operations to which they are allocated, in the case of goodwill and intangible assets, and the locations of operations, in the case of interests in associates and joint ventures.

	2023 \$'000	2022 \$'000
<b>Revenue from external customers</b>		
Hong Kong	485,571	543,589
Mainland China	483,296	643,435
Italy	451,648	949,588
Taiwan	104,785	117,221
USA	378,248	283,725
Other countries and regions	200,411	250,414
	<b>2,103,959</b>	<b>2,787,972</b>
<b>Specified non-current assets</b>		
Hong Kong	50,009	47,572
Mainland China	143,731	153,812
Italy	53,280	57,156
Taiwan	24,475	24,370
USA	210,701	208,396
Other countries and regions	12,940	9,580
	<b>495,136</b>	<b>500,886</b>

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 4 OTHER INCOME AND OTHER NET GAIN

	2023 \$'000	2022 \$'000
<b>(a) Other income</b>		
Interest income	3,831	1,324
Government grants (note (i))	21	7,553
Dividend income from unlisted equity securities (note 17(b)(i))	38	41
Others	28	9
	<b>3,918</b>	<b>8,927</b>
<b>(b) Other net gain</b>		
(Loss)/gain on disposals of property, plant and equipment	(101)	1,037
Fair value gain/(loss) of purchase consideration payable (note (ii))	55,155	(2,177)
Net foreign exchange loss	(1,245)	(526)
Others	6,895	2,543
	<b>60,704</b>	<b>877</b>

Note i: During the year ended 31 December 2022, the Group successfully applied for funding support from the Employment Support Scheme under the Anti-epidemic Fund, set by the HKSAR Government. The purpose of the funding is to provide financial support to employers to retain their current employees or hire more employees when the business revives. Under the terms of the grant, the Group is required to employ a sufficient number of employees with reference to its proposed employee headcounts in each subsidy month. No such funding received in 2023.

Note ii: The gain arose from the fair value change of purchase consideration payable in relation to the acquisition of Allport Cruise Group in March 2022.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**5 PROFIT BEFORE TAXATION**

Profit before taxation is arrived at after charging:

	2023 \$'000	2022 \$'000
<b>(a) Finance costs</b>		
Interest on bank loans and overdrafts	18,012	8,381
Interest on lease liabilities	4,546	5,365
	<b>22,558</b>	13,746
<b>(b) Staff costs</b>		
Contribution to defined contribution retirement plans	30,929	29,778
Expenses recognised in respect of defined benefit retirement plans	2,009	1,400
Salaries, wages and other benefits	295,654	260,012
	<b>328,592</b>	291,190
<b>(c) Other operating expenses (note (i))</b>		
Auditors' remuneration	4,845	4,165
Net provision for impairment loss on trade receivables and amounts due from related companies	53	258
Communication expenses	4,034	3,200
Repair and maintenance expenses	2,612	3,090
Management fee expenses		
— related parties	1,890	2,426
— other party (note (ii))	1,212	1,161
Others	9,214	9,500
	<b>23,860</b>	23,800
<b>(d) Other items</b>		
Depreciation charge		
— owned property, plant and equipment	28,559	23,102
— right-of-use assets	66,749	67,857
Amortisation cost of intangible assets	3,814	5,748

Notes:

- (i) Other operating expenses are included in "administrative and other operating expenses" in the consolidated statement of profit or loss.
- (ii) Management fee expenses are paid to non-controlling interest (without significant influence) of a subsidiary.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS****(a) Taxation in the Consolidated Statement of Profit or Loss Represents:**

	2023 \$'000	2022 \$'000
<b>Current tax – Hong Kong Profits Tax</b>		
Provision for the year	3,547	4,571
Over-provision in respect of prior years	(15)	(51)
	<b>3,532</b>	4,520
<b>Current tax – Outside Hong Kong</b>		
Provision for the year	23,683	41,711
Under-provision in respect of prior years	330	3,503
	<b>24,013</b>	45,214
<b>Withholding tax on distributed profits</b>		
Italy withholding tax	–	304
Korea withholding tax	531	–
Taiwan withholding tax	3,171	2,706
France withholding tax	96	207
	<b>3,798</b>	3,217
<b>Deferred tax</b>		
Origination and reversal of temporary differences	(7,215)	(4,697)
	<b>24,128</b>	48,254

The provision for Hong Kong Profits Tax is calculated at 16.5% (2022: 16.5%) of the estimated assessable profits for the year ended 31 December 2023.

Pursuant to the Enterprise Income Tax Law of the People's Republic of China ("PRC") and the respective regulations, the subsidiaries operating in the PRC are subject to Enterprise Income Tax ("EIT") at the rate of 25% (2022: 25%) on the taxable income for the year ended 31 December 2023.

In accordance with the relevant tax laws of Italy, the provision for Corporate Income Tax is calculated at 28% (2022: 28%) for the year ended 31 December 2023.



## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (Continued)

### (a) Taxation in the Consolidated Statement of Profit or Loss Represents: (Continued)

In accordance with the relevant tax laws of Taiwan, the provision for Corporate Income Tax is calculated at 20% (2022: 20%) for the year ended 31 December 2023.

In accordance with the relevant tax laws of USA, the provision for Federal Corporate Tax and State Income Tax are calculated at a rate of 21% (2022: 21%) and 5.5% (2022: 5.5%), respectively for the year ended 31 December 2023.

Taxation for subsidiaries incorporated in other jurisdictions is charged at the appropriate current rates of taxation ruling in the relevant countries and regions.

Withholding tax is charged by tax authorities of Korea, Taiwan and France in respect of dividend income received from subsidiaries incorporated in respective countries and regions, at rates of 10% (2022: 10%), 21% (2022: 21%) and 10% (2022: 10%) for the year ended 31 December 2023. Withholding tax was charged by tax authority of Italy at rate of 10% for the year ended 31 December 2022.

### (b) Reconciliation between Tax Expense and Accounting Profit at Applicable Tax Rates:

	2023 \$'000	2022 \$'000
Profit before taxation	72,375	147,761
Notional tax on profit before taxation, calculated at the rates applicable to profits in the jurisdictions concerned	10,168	40,254
Tax effect of non-deductible expenses	1,579	2,678
Tax effect of non-taxable income	(2,559)	(2,533)
Tax effect of unused tax losses not recognised	10,648	5,876
Tax effect of other temporary differences not recognised	466	(260)
Tax concession	—	(737)
Withholding tax on the distributable and distributed profits of subsidiaries	3,799	256
Under-provision in respect of prior years	315	3,452
Others	(288)	(732)
Actual tax expense	24,128	48,254

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 7 DIRECTORS' EMOLUMENTS

	2023				
	Directors' fees \$'000	Salaries, allowances, and benefits in kind \$'000	Discretionary bonuses \$'000	Retirement scheme contributions \$'000	Total \$'000
<b>Chairman and executive director</b>					
Lau Shek Yau John (note (i))	288	—	—	—	288
<b>Executive directors</b>					
Ngan Tim Wing	300	3,714	—	67	4,081
Chen Nga Man	300	2,325	—	18	2,643
Augusta Morandin	300	4,923	988	—	6,211
Fabio Di Nello	300	4,923	988	—	6,211
<b>Independent non-executive directors</b>					
Lam Hing Lun Alain	300	—	—	—	300
Chan Chun Hung Vincent	300	—	—	—	300
Chun Chi Man	300	—	—	—	300
Roussel Christophe Albert Jean (note (ii))	141	—	—	—	141
	<b>2,529</b>	<b>15,885</b>	<b>1,976</b>	<b>85</b>	<b>20,475</b>
	2022				
	Directors' fees \$'000	Salaries, allowances, and benefits in kind \$'000	Discretionary bonuses \$'000	Retirement scheme contributions \$'000	Total \$'000
<b>Chairman and non-executive director</b>					
Lau Shek Yau John (note (i))	—	—	—	—	—
<b>Executive directors</b>					
Ngan Tim Wing	300	5,026	—	67	5,393
Chen Nga Man	300	2,541	—	18	2,859
Augusta Morandin	300	4,759	4,453	—	9,512
Fabio Di Nello	300	4,759	4,453	—	9,512
<b>Independent non-executive directors</b>					
Lam Hing Lun Alain	300	—	—	—	300
Chan Chun Hung Vincent	300	—	—	—	300
Chun Chi Man	300	—	—	—	300
	<b>2,100</b>	<b>17,085</b>	<b>8,906</b>	<b>85</b>	<b>28,176</b>

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 7 DIRECTORS' EMOLUMENTS (Continued)

Notes:

- (i) On 14 February 2023, Mr. Lau Shek Yau John has been re-designated from a non-executive Director to an executive Director and has entered into a new service contract with the Company. The principal particulars of the service contract are (i) for a term of three years commencing from 14 February 2023, and (ii) subject to termination by not less than three months' notice in writing served by either party on the other. The term of the service contract may be renewed subject to the provisions of the Articles and the applicable Listing Rules. Other than the director's fee, Mr. Lau Shek Yau John has received remuneration from a fellow subsidiary of the Group in respect of his services to the larger group to which the Group belongs. No apportionment has been made for his services to the Group as they are incidental to his responsibilities to the larger group.
- (ii) Mr. Roussel Christophe Albert Jean was appointed as an independent non-executive director of the Company on 11 July 2023.

During the years ended 31 December 2023 and 2022, there was no amount paid or payable by the Group to the directors or any of the five highest paid individuals as set out in note 8 below as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any emoluments during the years ended 31 December 2023 and 2022.

## 8 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, four (2022: two) of them are directors whose emoluments are disclosed in note 7. The aggregate of the emoluments in respect of the remaining individuals are as follows:

	2023 \$'000	2022 \$'000
Salaries and other emoluments	1,500	222
Discretionary bonuses	952	4,680
Retirement scheme contributions	165	28
	<b>2,617</b>	<b>4,930</b>

The emoluments of the above individuals with the highest emoluments other than the directors as disclosed in note 7 are within the following bands:

	2023 Number of individuals	2022 Number of individuals
\$2,500,001–\$3,000,000	1	—
\$4,500,001–\$5,000,000	—	1

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**9 OTHER COMPREHENSIVE INCOME**

Tax effects relating to each component of other comprehensive income are as follows:

	2023			2022		
	Before-tax amount	Tax benefit	Net-of-tax amount	Before-tax amount	Tax benefit	Net-of-tax amount
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Remeasurement of defined benefit retirement obligations (note 25)	(1,210)	337	(873)	2,847	(799)	2,048
Remeasurement of equity securities at fair value through other comprehensive income	(305)	—	(305)	(1,048)	—	(1,048)
Exchange differences on translation of financial statements of subsidiaries outside Hong Kong	328	—	328	(25,922)	—	(25,922)
Other comprehensive income	(1,187)	337	(850)	(24,123)	(799)	(24,922)

**10 EARNINGS PER SHARE****(a) Basic Earnings Per Share**

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of \$48,278,000 (2022: \$86,632,000) and the weighted average of 292,692,000 ordinary shares (2022: 269,471,000 ordinary shares) in issue during the year ended 31 December 2023, calculated as follows:

	2023 '000	2022 '000
Issued ordinary shares at 1 January	276,100	276,100
Potential issuance of consideration shares to controlling shareholder	24,389	—
Shares purchased in respect of the Share Award Scheme	(7,797)	(6,629)
Weighted average number of ordinary shares at 31 December	292,692	269,471

**(b) Diluted Earnings Per Share**

There were no dilutive potential ordinary shares during the years ended 31 December 2023 and 2022, and therefore, diluted earnings per share are the same as basic earnings per share.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**11 PROPERTIES, PLANT AND EQUIPMENT**  
**(a) Reconciliation of Carrying Amount**

	Leasehold improvements \$'000	Furniture and fixtures \$'000	Motor vehicles \$'000	Office equipment and machinery \$'000	Computer equipment \$'000	Warehouse equipment \$'000	Sub-total \$'000	Right-of-use assets \$'000	Total \$'000
<b>Cost:</b>									
At 1 January 2022	52,467	2,575	4,864	16,931	6,615	123,590	207,042	240,562	447,604
Exchange adjustments	(1,177)	(112)	(96)	(691)	(340)	(9,958)	(12,374)	(4,953)	(17,327)
Additions	1,448	1,092	2,684	475	803	77,120	83,622	96,945	180,567
Additions through acquisition of Allport Cruise Group	–	742	1,014	–	789	–	2,545	–	2,545
Disposals	–	–	–	(129)	(1,432)	(27)	(1,588)	(108,468)	(110,056)
At 31 December 2022	52,738	4,297	8,466	16,586	6,435	190,725	279,247	224,086	503,333
<b>Cost:</b>									
At 1 January 2023	52,738	4,297	8,466	16,586	6,435	190,725	279,247	224,086	503,333
Exchange adjustments	203	69	(213)	(106)	(70)	(3,409)	(3,526)	1,289	(2,327)
Additions	3,542	337	7,203	418	1,390	12,367	25,257	68,085	93,342
Disposals	(2,422)	(341)	(371)	(438)	(129)	(125)	(3,826)	(80,749)	(84,575)
At 31 December 2023	54,061	4,362	15,085	16,460	7,626	199,558	297,152	212,711	509,863
<b>Accumulated depreciation:</b>									
At 1 January 2022	37,757	1,406	3,345	13,999	5,905	36,587	98,999	121,938	220,937
Exchange adjustments	(607)	(39)	(85)	(579)	(321)	(1,413)	(3,044)	700	(2,344)
Charge for the year	4,418	356	1,146	656	511	16,015	23,102	67,857	90,959
Through acquisition of Allport Cruise Group	–	30	87	–	135	–	252	–	252
Written back on disposal	–	–	–	(121)	(1,387)	(17)	(1,525)	(62,057)	(63,582)
At 31 December 2022	41,568	1,753	4,493	13,955	4,843	51,172	117,784	128,438	246,222
<b>Accumulated depreciation:</b>									
At 1 January 2023	41,568	1,753	4,493	13,955	4,843	51,172	117,784	128,438	246,222
Exchange adjustments	(36)	114	(271)	(86)	(54)	(621)	(954)	107	(847)
Charge for the year	4,137	421	1,653	616	734	20,998	28,559	66,749	95,308
Written back on disposal	(2,306)	(341)	(348)	(390)	(123)	(109)	(3,617)	(80,749)	(84,366)
At 31 December 2023	43,363	1,947	5,527	14,095	5,400	71,440	141,772	114,545	256,317
<b>Net book value:</b>									
At 31 December 2023	10,698	2,415	9,558	2,365	2,226	128,118	155,380	98,166	253,546
At 31 December 2022	11,170	2,544	3,973	2,631	1,592	139,553	161,463	95,648	257,111

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**11 PROPERTIES, PLANT AND EQUIPMENT (Continued)****(b) Right-of-Use Assets**

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

	Note	2023 \$'000	2022 \$'000
Properties leased for own use, carried at depreciated cost	(i)	97,988	95,086
Motor vehicles, carried at depreciated cost	(ii)	178	562
		<b>98,166</b>	95,648

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

	2023 \$'000	2022 \$'000
Depreciation charge of right-of-use assets by class of underlying asset:		
— properties leased for own use	66,319	66,986
— motor vehicles	430	871
	<b>66,749</b>	67,857
Interest on lease liabilities	4,546	5,365
Expense relating to leases of low-value assets, excluding short-term leases of low-value assets	260	228
Rent concessions	—	(418)

During the year ended 31 December 2023, additions to right-of-use assets were \$68,085,000 (2022: \$96,945,000). These amounts were primarily related to the capitalised lease payments payable under new rental agreements relating to properties and motor vehicles.

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in notes 20(d) and 28(b), respectively.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 11 PROPERTIES, PLANT AND EQUIPMENT (Continued)

### (b) Right-of-Use Assets (Continued)

#### (i) Properties Leased for Own Use

The Group has obtained the right to use certain properties as its warehouses and offices through tenancy agreements. The leases typically run for an initial period of 2 to 6 years.

The leases into which the Group entered do not include options to renew. All of the leases are re-negotiated after expiry.

In 2022, the Group has received rent concessions in the form of a discount on fixed payments as a result of severe social distancing and travel restriction measures introduced to contain the spread of COVID-19. The amount of fixed lease payments for the year is summarised below.

	2023		
	Fixed payments \$'000	COVID-19 rent concessions \$'000	Total payments \$'000
Warehouse — Hong Kong	14,480	—	14,480
Warehouse and office — PRC	588	—	588
	<b>15,068</b>	<b>—</b>	<b>15,068</b>
	2022		
	Fixed payments \$'000	COVID-19 rent concessions \$'000	Total payments \$'000
Warehouse — Hong Kong	14,079	(291)	13,788
Warehouse and office — PRC	696	(127)	569
	<b>14,775</b>	<b>(418)</b>	<b>14,357</b>

#### (ii) Motor Vehicles

The Group leases certain motor vehicles under leases expiring from 3 to 5 years. None of the leases include an option to renew or to purchase the leased motor vehicles at the end of the lease terms at a price deemed to be a bargain purchase option nor variable lease payments.

### (c) Prepayment for Acquisition of Property, Plant and Equipment

All of the prepayment for acquisition of property, plant and equipment are expected to be transferred to property, plant and equipment within one year.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 12 INTANGIBLE ASSETS

	Software \$'000	Club membership \$'000	Website \$'000	Backlog orders \$'000	Total \$'000
<b>Cost:</b>					
At 1 January 2022	2,233	1,660	—	—	3,893
Exchange adjustments	(285)	(94)	—	—	(379)
Additions	1,264	—	1,027	8,878	11,169
At 31 December 2022	3,212	1,566	1,027	8,878	14,683
At 1 January 2023	3,212	1,566	1,027	8,878	14,683
Exchange adjustments	34	(40)	—	—	(6)
Transfer	(1,018)	—	—	—	(1,018)
At 31 December 2023	2,228	1,526	1,027	8,878	13,659
<b>Accumulated amortisation:</b>					
At 1 January 2022	1,671	—	—	—	1,671
Exchange adjustments	(127)	—	—	—	(127)
Charge for the year	170	—	137	5,441	5,748
At 31 December 2022	1,714	—	137	5,441	7,292
At 1 January 2023	1,714	—	137	5,441	7,292
Exchange adjustments	29	—	—	—	29
Charge for the year	172	—	205	3,437	3,814
At 31 December 2023	1,915	—	342	8,878	11,135
<b>Net book value:</b>					
At 31 December 2023	313	1,526	685	—	2,524
At 31 December 2022	1,498	1,566	890	3,437	7,391

The amortisation charge for the year is included in “administrative and other operating expenses” in the consolidated statement of profit or loss.



## NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)***13 GOODWILL**

	<b>31 December 2023 \$'000</b>	31 December 2022 \$'000
At 1 January	<b>224,559</b>	25,142
Additions	<b>—</b>	202,276
Exchange adjustments	<b>203</b>	(2,859)
At 31 December	<b>224,762</b>	224,559

Goodwill is allocated to the Group's cash generating units identified as follows:

	<b>31 December 2023 \$'000</b>	31 December 2022 \$'000
Airfreight forwarding business — Taiwan	<b>22,646</b>	22,679
Cruise logistics business — Allport Cruise Group	<b>202,116</b>	201,880
	<b>224,762</b>	224,559

**Airfreight Forwarding Business — Taiwan**

The recoverable amount of the CGU is determined based on the value-in-use calculation. The calculation uses a cash flow projection based on financial budget approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated average growth rate of 3% (2022: 3%). The growth rate used does not exceed the long-term average growth rate for the business in which the CGU operates. The cash flows are discounted using a pre-tax discount rate of 15% (2022: 15%). The discount rate reflects specific risks relating to the relevant segment. Based on the impairment assessment conducted by the Group, no impairment loss has been identified in respect of goodwill at 31 December 2023 and 2022.

## NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)***13 GOODWILL (Continued)****Airfreight Forwarding Business – Taiwan (Continued)**

At 31 December 2023, the estimated recoverable amount of the CGU exceeded its carrying amount by approximately \$29.4 million (2022: \$77.4 million) (“the headroom”).

The following table indicates how the amount of the headroom would have changed if certain key assumptions during the forecast period had changed, assuming all other assumptions remained constant.

	<b>Decrease in the headroom</b>	
	<b>2023</b>	2022
	<b>\$'000</b>	\$'000
Discount rate increases by 100 basis points	<b>4,349</b>	8,375
Revenue growth rate decreases by 100 basis points	<b>7,495</b>	9,917

The management believes that any reasonably possible change in any of these assumptions would not cause the carrying amount of the CGU to exceed the recoverable amount of the CGU.

In addition, had certain key assumptions during the forecast period been changed as below, while holding all other assumptions constant, the recoverable amount of the CGU would be approximately equal to its carrying amount.

	<b>2023</b>	2022
Discount rate increases to	<b>27.9%</b>	44.3%
Revenue growth rate decreases to	<b>2.1%</b>	6.2%

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

### 13 GOODWILL (Continued)

#### Cruise Logistics Business – Allport Cruise Group

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 4% (2022: 5%), which is consistent with the forecasts included in industry reports. The growth rates used do not exceed the long-term average growth rates for the business in which the CGU operates. The cash flows are discounted using a pre-tax discount rate of 16.4% (2022: 13.7%). Based on the impairment assessment conducted by the Group, no impairment loss has been identified in respect of goodwill at 31 December 2023 and 2022.

At 31 December 2023, the headroom is approximately HK\$44.3 million (2022: HK\$26.9 million).

The following table indicates how the amount of the headroom would have changed if certain key assumptions during the forecast period had changed, assuming all other assumptions remained constant.

	Decrease in the headroom	
	2023 \$'000	2022 \$'000
Discount rate increases by 100 basis points	18,523	19,558
Revenue growth rate decreases by 100 basis points	20,423	16,863

The management believes that any reasonably possible change in any of these assumptions would not cause the carrying amount of the CGU to exceed the recoverable amount of the CGU.

In addition, had certain key assumptions during the forecast period been changed as below, while holding all other assumptions constant, the recoverable amount of the CGU would be approximately equal to its carrying amount.

	2023	2022
Discount rate increases to	18.7%	15.1%
Revenue growth rate decreases to	3.4%	2.6%

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**14 INVESTMENTS IN SUBSIDIARIES**

The following list contains the particulars of subsidiaries of the Group as at 31 December 2023. The class of shares held is ordinary unless otherwise stated.

Name	Place of incorporation and business	Particulars of issued and paid-up capital	Proportion of ownership interest of the Group			Principal activities
			Group's effective interest	Held by the Company	Held by subsidiaries	
CN Investment Limited	Marshall Islands	HKD1,425,000	100%	100%	—	Investment holding
CN Logistics Limited	British Virgin Islands ("BVI")	USD50,000	98%	—	98%	Investment holding
CN International Logistics Limited	Hong Kong	HKD1	98%	—	100%	Provision of air freight forwarding services
CN Logistics Limited	Hong Kong	HKD1,500,000	98%	—	100%	Provision of freight forwarding services and logistics and distribution services
Milca Logistics Limited	Hong Kong	HKD2	98%	—	100%	Provision of air freight forwarding services
* Guangzhou Jiahong International Freight Forwarding Co., Ltd. (廣州市嘉泓國際貨運代理有限公司)*	PRC	RMB8,000,000	98%	—	100%	Provision of freight forwarding services and logistics and distribution services
* Siyan Baopin Supply Chain Management (Shanghai) Co., Ltd. (思顏寶品供應鏈管理(上海)有限公司)*	PRC	RMB41,500,000	98%	—	100%	Provision of logistics and distribution services
CN Investment Limited	Hong Kong	HKD1	100%	—	100%	Investment holding
Global Freight Forwarding Co., Limited (安陽運通股份有限公司)	Taiwan	TWD35,000,000	70%	—	70%	Provision of freight forwarding services and logistics and distribution services
CN France (Hong Kong) Limited	Hong Kong	HKD10,000	70%	—	70%	Investment holding
CN Logistics France S.A.S.	France	EUR40,000	35.7%	—	51%	Provision of freight forwarding services
CN Logistics (Japan) Limited	Japan	JPY50,000,000	98.1%	—	98.1%	Provision of freight forwarding services and logistics and distribution services
CN Logistics SA	Switzerland	CHF100,000	100%	—	100%	Provision of freight forwarding services
CN Logistics S.R.L.	Italy	EUR100,000	100%	—	100%	Provision of freight forwarding services and logistics and distribution services

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 14 INVESTMENTS IN SUBSIDIARIES (Continued)

Name	Place of incorporation and business	Particulars of issued and paid-up capital	Proportion of ownership interest of the Group			Principal activities
			Group's effective interest	Held by the Company	Held by subsidiaries	
CN Logistics Korea Co., Limited	South Korea	KRW300,000,000	60%	—	60%	Sales coordination in air freight forwarding business
CS Airfreight (Shanghai) Limited	BVI	USD50,000	51%	51%	—	Investment holding
CS International (Airfreight) Limited	Hong Kong	HKD1	51%	—	100%	Provision of air freight forwarding services
Cargo Services Airfreight Limited	Hong Kong	HKD1,500,000	51%	—	100%	Provision of air freight forwarding services
<sup>®</sup> Jiada Freight Forwarding Co., Ltd (嘉達貨運代理有限公司)*	PRC	USD1,220,000	51%	—	100%	Provision of air freight forwarding services
Allport Cruise Logistics Inc	BVI	USD50,000	100%	—	100%	Investment holding
Allport Cruise Services Limited	Hong Kong	HKD1	100%	—	100%	Provision of cruise logistics services
Allport Cruise Services Inc	USA	—	100%	—	100%	Provision of cruise logistics services
CN Logistics Vietnam Co., Limited	Vietnam	VND7,000,000,000	51%	—	51%	Provision of freight forwarding services
CNShipforShop Limited	Hong Kong	HKD10,000	100%	—	100%	Provision of e-Commerce services
CNL L Logistics (Cambodia) Co., Limited	Cambodia	KHR800,000,000	50%	—	50%	Provision of freight forwarding services
ACS Cruise Services B.V.	Netherland	ERU1,200	75%	—	75%	Provision of cruise logistics services
PT CNL Logistics Indonesia	Indonesia	IDR10,000,000,000	51%	—	51%	Provision of freight forwarding services
Far East Cargo Line Limited	Vietnam	VND200,000,000	51%	—	100%	Provision of freight forwarding services
Far East Container Line Limited	Vietnam	VND200,000,000	51%	—	100%	Provision of freight forwarding services
<sup>#</sup> 英商通達(深圳)供應鏈有限公司	PRC	—	60%	—	100%	Provision of international parcel and eCommerce logistics services
CN Express International Limited	Hong Kong	HKD100	100%	—	100%	Provision of international parcel and eCommerce logistics services
CN Smart E Logistics Limited	Hong Kong	HKD1,000,000	100%	—	100%	Provision of international parcel and eCommerce logistics services

<sup>#</sup> Wholly-owned foreign enterprise in Mainland China

<sup>®</sup> The English translation of these entities are for identification only. The official names of the entities established in the PRC are in Chinese.

<sup>\*</sup> Registered under the laws of the PRC as a limited liability company (Taiwan, Hong Kong, Macao legal person sole investment)

## NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)***14 INVESTMENTS IN SUBSIDIARIES (Continued)**

Notes:

During the year ended 31 December 2023, the Group established CNL L Logistics (Cambodia) Co., Limited, ACS Cruise Services B.V., PT CNL Logistics Indonesia, Far East Cargo Line Limited, Far East Container Line Limited, CN Express International Limited and CN Smart E Logistics Limited with an initial capital injection of KHR400,000,000, EUR900, IDR5,100,000,000, VND200,000,000, VND200,000,000, HKD100 and HKD600,000 respectively.

The following table lists out the information relating to CS Airfreight (Shanghai) Limited and its subsidiaries, which have material non-controlling interests ("NCI"). The summarised financial information presented below represents the amounts before any inter-company elimination. There are no material non-controlling interests in any of the individual subsidiaries under CS Airfreight (Shanghai) Limited.

	2023 \$'000	2022 \$'000
NCI percentage	49%	49%
Current assets	135,925	185,520
Non-current assets	10,374	3,452
Current liabilities	(96,171)	(119,382)
Non-current liabilities	(2,403)	(689)
Net assets	47,725	68,901
Carrying amount of NCI	23,385	33,762
Revenue	141,520	328,941
Loss for the year	(21,002)	(1,806)
Total comprehensive income	(20,622)	(4,422)
Loss allocated to NCI	(9,822)	(885)
Dividend paid to NCI	—	—
Cash flows from operating activities	(49,813)	36,240
Cash flows from investing activities	458	367
Cash flows from financing activities	(7,065)	(21,672)

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 15 INTERESTS IN ASSOCIATES

The following list contains the particulars of associates of the Group at 31 December 2023, all of which are unlisted corporate entities whose quoted market price is not available.

Name	Form of business structure	Place of incorporation and business	Particulars of issued and paid-up capital	Proportion of ownership interest			Principal activities
				Group's effective interest	Held by the Company	Held by subsidiaries	
CN Logistics (Macau) Limited	Incorporated	Macau	MOP25,000	49%	—	50%	Provision of freight forwarding services
CN Logistics (Thailand) Co., Limited	Incorporated	Thailand	THB1,000,000	46%	—	46%	Provision of freight forwarding services
Luxlogic Limited	Incorporated	Hong Kong	HKD10,000	20%	—	20%	Provision of eCommerce platform solutions
CN-ANJI Logistics (Shanghai) Co., Ltd (安吉嘉泓物流(上海)有限公司)	Incorporated	PRC	RMB10,000,000	49%	49%	—	Provision of freight forwarding services and logistics and distribution services

Significant influence is obtained by the Group through participation in the board of directors of the associates.

All of the above associates are accounted for using the equity method in the consolidated financial statements and are not individually material.

Aggregate financial information of these associates is as follows:

	2023 \$'000	2022 \$'000
Aggregate carrying amount of the associates in the consolidated statement of financial position	11,379	8,878
Aggregate amount of the Group's share of the associates		
— profit from operations	2,705	575
— other comprehensive income	—	—
— total comprehensive income	2,705	575

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**16 INTERESTS IN JOINT VENTURES**

The following list contains the particulars of joint ventures of the Group as at 31 December 2023, all of which are unlisted corporate entities whose quoted market price is not available.

Name	Form of business structure	Place of incorporation and business	Particulars of issued and paid-up capital	Proportion of ownership interest			Principal activities
				Group's effective interest	Held by the Company	Held by subsidiaries	
CN FM Logistics (Malaysia) Sdn. Bhd.	Incorporated	Malaysia	RM2,000,000	50%	–	50%	Provision of freight forwarding services
PJF Wines Limited	Incorporated	BVI	USD300	50%	–	50%	Investment holding

All of the above joint ventures are accounted for using the equity method in the consolidated financial statements and are not individually material.

Aggregate financial information of these joint ventures is as follows:

	2023 \$'000	2022 \$'000
Aggregate carrying amount of the joint ventures in the consolidated statement of financial position	2,925	2,568
Aggregate amount of the Group's share of the joint ventures		
– profit from operations	463	468
– other comprehensive income	(119)	(119)
– total comprehensive income	344	349

**17 OTHER FINANCIAL ASSETS****(a) Equity Securities Designated at FVOCI**

	2023 \$'000	2022 \$'000
Investments in listed equity securities	666	971

The listed equity securities are shares of Yoho Group Holdings Limited (stock code: 2347) listed on the Main Board of the Stock Exchange of Hong Kong. The Group designated its investment in Yoho Group Holding Limited at FVOCI (non-recycling), as the investment is held for strategic purposes. No dividend was received from this investment during the year ended 31 December 2023 (2022: \$nil).



## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 17 OTHER FINANCIAL ASSETS (Continued)

### (b) Financial Assets Measured at FVPL

	2023 \$'000	2022 \$'000
Life insurance contract (note (i))	4,313	—
Unlisted equity securities (note (ii))	396	398
	<b>4,709</b>	398

- (i) On 29 December 2023, a subsidiary of the Group entered into a life insurance policy with an insurance company to insure a director of the subsidiary. Under the policy, the beneficiary and policy holder is the subsidiary. The subsidiary has paid out the total insurance premium for an investment fund with an aggregate amount of approximately EUR500,000 (equivalent to approximately \$4.3 million) at the inception of the insurance. The subsidiary can terminate the policy at any time and recover an amount based on the surrender value of the contract at the date of withdrawal.
- (ii) The unlisted equity securities are shares held in Allport Cargo Services Korea Limited and 上海國際經貿報關行有限公司, which are incorporated in South Korea and the PRC, respectively. Both companies are engaged in the provision of freight forwarding related services. Apart from a dividend of \$38,000 (2022: \$41,000) received from Allport Cargo Services Korea Limited during the year ended 31 December 2023, no other dividends were received from these investments.

## 18 TRADE AND OTHER RECEIVABLES AND CONTRACT ASSETS

	2023 \$'000	2022 \$'000
<b>Trade and other receivables</b>		
Trade receivables, net of loss allowance	373,198	464,945
Other receivables, prepayments and deposits	73,416	59,915
	<b>446,614</b>	524,860
<b>Contract assets</b>		
Arising from performance under freight forwarding contracts	11,430	15,232
Arising from performance under cruise logistics contracts	103,289	74,810
	<b>114,719</b>	90,042
	<b>561,333</b>	614,902

### (a) Trade and Other Receivables

Except for rental deposit for leased properties of \$9,691,000 (2022: \$4,717,000) paid by the Group to lessors and are refundable or to be settled at the end of the lease terms, which is after one year, all of the remaining trade and other receivables are expected to be recovered or recognised as expenses within one year.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**18 TRADE AND OTHER RECEIVABLES AND CONTRACT ASSETS (Continued)****(a) Trade and Other Receivables (Continued)**

The ageing analysis of trade debtors (which are included in trade and other receivables), based on the invoice date and net of loss allowance, is as follows:

	2023 \$'000	2022 \$'000
Within 1 month	296,931	341,848
1 to 2 months	49,749	75,687
2 to 3 months	16,915	35,313
Over 3 months	9,603	12,097
	<b>373,198</b>	464,945

Trade receivables are normally due within 30 to 60 days from the date of billing.

**(b) Contract Assets**

Contract assets represent unbilled amounts from certain freight forwarding contracts, resulted from revenue recognised on these contracts using output method exceeding the amounts billed to the customers as at the end of the reporting period.

During the year ended 31 December 2023, the amount of revenue recognised from performance obligations satisfied (or partially satisfied) in previous periods was \$15,232,000 (2022: \$11,472,000).

All of the contract assets are expected to be recovered within one year.

**19 PLEDGED BANK DEPOSITS**

The deposits are either pledged to secure certain banking facilities for guarantees on payment to certain airline suppliers and performance bonds to customers of the Group.

**20 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION****(a) Cash and Cash Equivalents**

Cash and cash equivalents comprise the following:

	2023 \$'000	2022 \$'000
Cash at bank and on hand and cash and cash equivalents in the consolidated statement of financial position	260,279	298,202
Bank overdrafts (note 23)	(69)	(49)
Cash and cash equivalents in the consolidated cash flow statement	<b>260,210</b>	298,153

Note: RMB maintained in the PRC is not freely convertible into other currencies. However, under the PRC's Foreign Exchange Central Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through authorised banks to conduct foreign business in the PRC. The carrying amount of cash and cash equivalents to which these restrictions apply amounted to \$53,650,000 (2022: \$83,555,000) at 31 December 2023.

## NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)***20 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION  
(Continued)****(b) Reconciliation of Profit before Taxation to Cash Generated from Operations**

	Note	2023 \$'000	2022 \$'000
Profit before taxation		72,375	147,761
Adjustments for:			
Interest income	4(a)	(3,831)	(1,324)
Dividend income from unlisted equity securities	4(a)	(38)	(41)
(Loss)/gain on disposals of property, plant and equipment	4(b)	101	(1,037)
Finance costs	5(a)	22,558	13,746
Depreciation charge	5(d)	95,308	90,959
Amortisation cost of intangible assets	5(d)	3,814	5,748
Rent concessions	11(b)	—	(418)
Net provision for impairment loss on trade receivables and amounts due from related companies	28(a)	53	258
Fair value change of purchase consideration payable	4(b)	(55,155)	2,177
Share of profits of associates and joint ventures		(3,168)	(1,043)
Foreign exchange loss		1,698	16,144
Changes in working capital:			
Decrease in trade and other receivables and contract assets		56,518	26,202
(Increase)/decrease in amounts due from Cargo Services Group		(13,083)	1,579
(Increase)/decrease in amounts due from EV Cargo Group		(8,987)	84,892
Increase in amounts due from associates and joint ventures		(2,798)	(4,697)
Decrease in trade and other payables and contract liabilities		(41,529)	(111,922)
Increase/(decrease) in amounts due to Cargo Services Group		8,718	(32,603)
Increase/(decrease) in amounts due to EV Cargo Group		4,446	(4,461)
Increase/(decrease) in amounts due to associates and joint ventures		533	(698)
Increase/(decrease) in defined benefit retirement obligations		2,768	(3,301)
Cash generated from operations		140,301	227,921

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**20 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (Continued)****(c) Reconciliation of Liabilities Arising from Financing Activities**

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

	Bank loans (note 23) \$'000	Lease liabilities (note 24) \$'000	Total \$'000
<b>At 1 January 2022</b>	161,573	112,521	274,094
<b>Changes from financing cash flows:</b>			
Proceeds from new bank loans	516,953	—	516,953
Repayment of bank loans	(390,865)	—	(390,865)
Capital element of lease rentals paid	—	(66,246)	(66,246)
Interest element of lease rentals paid	—	(5,365)	(5,365)
Interest paid	(8,381)	—	(8,381)
Total changes from financing cash flows	117,707	(71,611)	46,096
<b>Exchange adjustments</b>	(812)	1,270	458
<b>Other changes:</b>			
Increase in lease liabilities from entering into new leases or renewal of existing leases during the year	—	96,945	96,945
Decrease in lease liabilities from termination of leases	—	(46,411)	(46,411)
Rent concessions (note 11(b))	—	(418)	(418)
Interest expenses (note 5(a))	8,381	5,365	13,746
Total other changes	8,381	55,481	63,862
<b>At 31 December 2022</b>	286,849	97,661	384,510

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**20 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (Continued)****(c) Reconciliation of Liabilities Arising from Financing Activities (Continued)**

	Bank loans (note 23) \$'000	Lease liabilities (note 24) \$'000	Total \$'000
<b>At 1 January 2023</b>	286,849	97,661	384,510
<b>Changes from financing cash flows:</b>			
Proceeds from new bank loans	447,610	—	447,610
Repayment of bank loans	(413,763)	—	(413,763)
Capital element of lease rentals paid	—	(65,259)	(65,259)
Interest element of lease rentals paid	—	(4,546)	(4,546)
Interest paid	(18,012)	—	(18,012)
Total changes from financing cash flows	15,835	(69,805)	(53,970)
<b>Exchange adjustments</b>	183	1,243	1,203
<b>Other changes:</b>			
Increase in lease liabilities from entering into new leases or renewal of existing leases during the year	—	68,085	62,037
Interest expenses (note 5(a))	18,012	4,546	22,558
Total other changes	18,012	72,631	84,595
<b>At 31 December 2023</b>	320,879	101,730	416,338

**(d) Total Cash Outflow for Leases**

Amounts included in the consolidated cash flow statement for leases comprise the following:

	2023 \$'000	2022 \$'000
Within financing cash flows	69,805	71,611
	69,805	71,611

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**20 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (Continued)****(d) Total Cash Outflow for Leases (Continued)**

These amounts relate to the following:

	2023 \$'000	2022 \$'000
Lease rentals paid	69,805	71,611
	<b>69,805</b>	<b>71,611</b>

**21 LOANS TO DIRECTORS**

Loans to directors of the Company disclosed pursuant to section 383(1)(d) of the Hong Kong Companies Ordinance and Part 3 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

**(a) Loans Made by a Subsidiary of the Company**

Name of borrower	Augusta Morandin	Fabio Di Nello
Relationship with the Company	Director	Director
Terms of the loan		
— duration and repayment terms	31 December 2025	31 December 2025
— loan amount	EUR 330,000	EUR 330,000
— interest rate	Main refinancing operations — Fixed rate tenders Fixed rate of European Central Bank	Main refinancing operations — Fixed rate tenders Fixed rate of European Central Bank
— security	None	None
Balance of the loan		
— at 31 December 2022 and 1 January 2023	\$2,551,000	\$2,551,000
— at 31 December 2023	\$2,494,000	\$2,494,000
Maximum balance (undiscounted) outstanding		
— during 2023	\$2,846,000	\$2,846,000
— during 2022	\$2,747,000	\$2,747,000

There was no amount due but unpaid, nor any loss allowance made against the principal amount on these at 31 December 2023 and 2022.

## NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)***22 TRADE AND OTHER PAYABLES AND CONTRACT LIABILITIES**

	2023 \$'000	2022 \$'000
<b>Trade and other payables</b>		
Trade payables	236,123	266,919
Other payables and accrued charges	63,613	73,412
	<b>299,736</b>	340,331
<b>Contract liabilities</b>		
Billings in advance of performance under freight forwarding contracts	7,795	7,029
	<b>307,531</b>	347,360

**(a) Trade and Other Payables**

All of the trade and other payables are expected to be settled or recognised as income within one year.

The ageing analysis of trade creditors (which are included in trade and other payables), based on the invoice date, is as follows:

	2023 \$'000	2022 \$'000
Within 1 month	160,776	167,796
1 to 3 months	61,026	90,326
Over 3 months	14,321	8,797
	<b>236,123</b>	266,919

**(b) Contract Liabilities**

Contract liabilities represent amounts billed to customers in advance of the service performance under certain freight forwarding contracts as at the end of the reporting period.

During the years ended 31 December 2023 and 2022, all of the contract liabilities at the beginning of the respective year have been recognised as revenue.

All of the contract liabilities are expected to be recognised as revenue within one year.

## NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)***23 BANK LOANS AND OVERDRAFTS**

The bank loans and overdrafts are repayable as follows:

	2023 \$'000	2022 \$'000
Within 1 year or on demand	307,718	285,183
After 1 year but within 2 years	10,387	596
After 2 years but within 5 years	2,843	1,119
	13,230	1,715
	<b>320,948</b>	286,898

The bank loans and overdrafts are analysed as follows:

	2023 \$'000	2022 \$'000
Unsecured bank overdrafts (note 20(a))	69	49
Unsecured bank loans	320,879	286,849
	<b>320,948</b>	286,898

At 31 December 2023, the bank loans are interest-bearing within the range of 1.1%–7.93% per annum (2022: 0.68%–7.67% per annum).

All of the Group's banking facilities are subject to the fulfilment of covenants relating to certain of the Group's balance sheet ratios, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants the drawn down facilities would become payable on demand. The Group regularly monitors its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in note 28(b). As at 31 December 2023 and 2022, none of the covenants relating to drawn down facilities had been breached.



## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 24 LEASE LIABILITIES

The lease liabilities are repayable as follows:

	2023 \$'000	2022 \$'000
Within 1 year	50,474	41,257
After 1 year but within 2 years	18,530	19,735
After 2 years but within 5 years	15,506	14,882
After 5 years	17,220	21,787
	51,256	56,404
	101,730	97,661

## 25 EMPLOYEE RETIREMENT BENEFITS

### (a) Defined Benefit Retirement Plan

The Group is legally required to make severance pay to its employees in Italy in any case of termination.

Italian law provides that, on the date upon termination of employment for any reason, employers have to pay a termination indemnity ("Trattamento di fine Rapporto" or "TFR") to all employees. TFR is calculated based on annual salary (ordinary salary, excluding bonuses, travel allowance and one-off items) divided by 13.5 (which corresponds, at approximately 7.41%), revalued on the basis of 75% of the inflation rate plus a fixed rate of 1.5% on 31 December every year.

The legislation also provides for the possibility of employees requesting a partial withdrawal of TFR in advance when the employment relationship is still ongoing. The partial withdrawal can be requested by employees with at least 8 years of employment. Eligible employees can request an advance for an amount of up to 70% of TFR. The advance can be obtained only once during the employment relationship.

The independent actuarial valuations of the TFR at 31 December 2023 and 2022 have been prepared by independent professionally qualified actuaries at Olivieri Associati, who is a registered actuarial specialist in Italy, using the projected unit credit method.

The scheme exposes the Group to actuarial risks, such as interest rate risk and longevity risk.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**25 EMPLOYEE RETIREMENT BENEFITS (Continued)****(a) Defined Benefit Retirement Plan (Continued)**

- (i) The amounts recognised in the consolidated statement of financial position are as follows:

	2023 \$'000	2022 \$'000
Present value of wholly or partly funded obligations	11,254	8,149

A portion of the above liabilities is expected to be settled after more than one year. However, it is not practicable to segregate this amount from the amount payable in the next twelve months, as future contributions will also relate to future services rendered and future changes in actuarial assumptions and market conditions. The Group expects to pay approximately \$138,000 (2022: \$138,000) in contributions to the defined benefit retirement plan in the next twelve months.

- (ii) Movements in the present value of the defined benefit retirement obligations are as follows:

	2023 \$'000	2022 \$'000
At 1 January	8,149	12,249
Remeasurements:		
– Actuarial (gains)/losses arising from changes in demographic assumptions	3	(18)
– Actuarial losses/(gains) arising from changes in financial assumptions	521	(4,311)
– Other actuarial losses	687	1,482
	9,360	9,402
Benefits paid by the plan	(433)	(1,946)
Current service cost	1,765	1,445
Interest cost	245	(45)
Exchange adjustments	317	(707)
At 31 December	11,254	8,149

The weighted average duration of the defined benefit retirement obligations is 24.32 years (2022: 25.1 years).

## NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)***25 EMPLOYEE RETIREMENT BENEFITS (Continued)****(a) Defined Benefit Retirement Plan (Continued)**

- (iii) The amounts recognised in the consolidated statement of profit or loss and other comprehensive income are as follows:

	2023 \$'000	2022 \$'000
Current service cost	1,765	1,445
Net interest on defined benefit retirement obligations	245	(45)
Total amounts recognised in profit or loss	2,010	1,400
Actuarial losses/(gains)	1,210	(2,847)
Total amounts recognised in other comprehensive income	1,210	(2,847)
Total defined benefit costs	3,220	(1,447)

The current service cost and net interest on defined benefit retirement obligations are recognised in “administrative and other operating expenses” in the consolidated statement of profit or loss.

- (iv) Significant actuarial assumption (expressed as weighted average) and sensitivity analysis are as follows:

	2023	2022
Discount rate	2.72%	1.03%

The following analysis shows how the defined benefit retirement obligations would have increased/ (decreased) as a result of 0.5% change in the significant actuarial assumption.

	2023		2022	
	Increase by 0.50% \$'000	Decrease by 0.50% \$'000	Increase by 0.50% \$'000	Decrease by 0.50% \$'000
Discount rate	(10,429)	12,186	(7,537)	8,840

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 25 EMPLOYEE RETIREMENT BENEFITS (Continued)

### (b) Defined Contribution Retirement Plans

#### (i) *Mandatory Provident Fund Scheme*

The Group operates a Mandatory Provident Fund (“MPF”) scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by an independent corporate trustee. Under the MPF scheme, the Group and the employees are each required to make contributions to the plan at 5% of the employees’ relevant income, subject to a cap of monthly contribution of HK\$1,500 by each party. Contributions to the MPF scheme vest immediately and no forfeited contributions may be used by the Group to reduce the existing level of contributions.

#### (ii) *Central Pension Scheme*

Pursuant to the relevant labour rules and regulations in the PRC, employees of the subsidiaries in the PRC are members of the central pension scheme operated by the PRC municipal government authorities. The Group is required to contribute a certain percentage of employees’ remuneration to the central pension scheme to fund the benefits. The only obligation for the Group with respect to the central pension scheme is the associated contribution under the central pension scheme. Contributions to the scheme vest immediately and no forfeited contributions may be used by the Group to reduce the existing level of contributions.

#### (iii) *Taiwan Labor Pension*

In Taiwan, the Group allocates 6% of each employee’s monthly wages to the labor pension personal account at the Bureau of Labor Insurance in accordance with the provisions of the Labor Pension Act. Under this defined contribution plan, the Group allocates a fixed amount to the Bureau of Labor Insurance without additional legal or constructive obligation. No forfeited contributions may be used by the Group to reduce the existing level of contributions.

#### (iv) *US Retirement Plan*

In USA, employees who are qualifying under certain age and service requirements are eligible to be a participant in a 401(k) Plan. The Group matches with employee’s contribution ranging from 3%-10% of the gross income, capped at the statutory limit on tax deductibility. Contribution to the scheme fully vest after 12 months of the employment and forfeited contribution may be used by the Group to reduce the existing level of contributions. No contribution forfeited and used by the Group during the year.

## NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)***26 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION****(a) Current Taxation in the Consolidated Statement of Financial Position Represents:**

	2023 \$'000	2022 \$'000
<b>Current tax — Hong Kong Profits Tax</b>		
Provision for the year	3,547	4,571
Tax payable arising from acquisition of Allport Cruise Group	—	736
Provisional tax paid	(2,268)	(3,909)
	<b>1,279</b>	1,398
<b>Current tax — Outside Hong Kong</b>		
Balance of provision	6,655	14,224
Tax payable arising from acquisition of Allport Cruise Group	—	1,261
	<b>6,655</b>	15,485
	<b>7,934</b>	16,883

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**26 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)****(b) Deferred Tax Assets and Liabilities Recognised:****(i) Movement of Each Component of Deferred Tax Assets and Liabilities**

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

Deferred tax arising from:	Differences between depreciation allowances and the related depreciation	Right of use assets	Lease liabilities	Undistributed profits of subsidiaries outside Hong Kong	Defined benefit retirement obligation	Expected credit loss	Unused tax loss	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
At 1 January 2022	648	5,507	(4,880)	(2,990)	1,231	116	–	(368)
Exchange adjustments	(387)	–	–	29	–	–	–	(358)
Credited/(charged) to profit or loss	(188)	4,683	(4,517)	2,961	–	155	1,603	4,697
Debited to reserves	–	–	–	–	(799)	–	–	(799)
At 31 December 2022	73	10,190	(9,397)	–	432	271	1,603	3,172

Deferred tax arising from:	Differences between depreciation allowances and the related depreciation	Right of use assets	Lease liabilities	Undistributed profits of subsidiaries outside Hong Kong	Defined benefit retirement obligation	Expected credit loss	Unused tax loss	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
At 1 January 2023	73	10,190	(9,397)	–	432	271	1,603	3,172
Exchange adjustments	157	–	–	–	–	–	–	157
Credited/(charged) to profit or loss	(116)	9,639	(9,426)	–	–	(82)	7,200	7,215
Credited to reserves	–	–	–	–	337	–	–	337
At 31 December 2023	114	19,829	(18,823)	–	769	189	8,803	10,881

**(ii) Reconciliation to the Consolidated Statement of Financial Position**

	2023 \$'000	2022 \$'000
Deferred tax assets	10,881	3,172
	10,881	3,172

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 26 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

### (c) Deferred Tax Assets Not Recognised:

In accordance with the accounting policy set out in note 1(s), the Group has not recognised deferred tax assets in respect of cumulative tax losses and other temporary differences of \$23,582,000 (2022: \$12,145,000), as it is not probable that future taxable profits against which the losses and other temporary differences can be utilised will be available in the relevant tax jurisdictions and entities. The tax losses do not expire under current tax legislations.

### (d) Deferred Tax Liabilities Not Recognised:

At 31 December 2023, deferred tax liabilities of \$21,491,000 (2022: \$27,605,000) have not been recognised in respect of the withholding tax that would be payable on the distribution of retained profits of certain subsidiaries as the Company controls the dividend policy of these subsidiaries and the Company determines that it is probable that these profits will not be distributed in the foreseeable future.

## 27 CAPITAL, RESERVES AND DIVIDENDS

### (a) Movements in Components of Equity

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

Note	Share capital \$'000	Share premium \$'000	Capital reserve \$'000	Fair value reserve \$'000	Retained profit \$'000	Total equity \$'000	
<b>Balance at 1 January 2022</b>	2,154	364,738	(38,986)	—	13,065	340,971	
<b>Changes in equity for 2022:</b>							
Total comprehensive income for the year	—	—	—	(1,048)	(7,238)	(8,286)	
Dividend paid to shareholders	27(b)(i)	(91,569)	—	—	—	(91,569)	
Shares purchased in respect of the Share Award Scheme	27(c)(ii)	—	(25,628)	—	—	(25,628)	
<b>Balance at 31 December 2022</b>	32	2,154	273,169	(64,614)	(1,048)	5,827	215,488
<b>Balance at 1 January 2023</b>		2,154	273,163	(64,614)	(1,048)	5,827	215,488
<b>Changes in equity for 2023:</b>							
Total comprehensive income for the year	27(b)(i)	—	—	—	(305)	46,139	45,834
Dividend paid to shareholders	27(b)(i)	—	(34,879)	—	—	—	(34,879)
Others		—	—	(2)	—	—	(2)
<b>Balance at 31 December 2023</b>	32	2,154	238,290	(64,616)	(1,353)	51,966	226,441

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**27 CAPITAL, RESERVES AND DIVIDENDS (Continued)****(b) Dividends****(i) Dividends Payable to Equity Shareholders of the Company Attributable to the Year**

	2023 \$'000	2022 \$'000
Interim dividend declared and paid of \$3 cents (2022: \$13 cents) per ordinary share	8,283	35,893
Less: Dividend for shares held by Share Award Scheme (note)	(234)	(553)
Final dividend proposed after the end of the reporting period of \$1 cent (2022: \$10 cents) per ordinary share	3,005	27,610
	<b>11,054</b>	<b>62,950</b>

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

**(ii) Dividends Payable to Equity Shareholders of the Company Attributable to the Previous Financial Year, Approved and Paid During the Year**

	2023 \$'000	2022 \$'000
Final dividend in respect of the previous financial year, approved and paid during the year, of \$10 cents (2022: \$12 cents) per share	27,610	33,132
Less: Dividend for shares held by Share Award Scheme (note)	(780)	(738)
Special dividend in respect of previous financial year, approved and paid during the year, of \$Nil cents (2022: \$9 cents) per share	—	24,849
Less: Dividend for shares held by Share Award Scheme (note)	—	(1,014)
	<b>26,830</b>	<b>56,229</b>

note: The result and net assets of the Share Award Scheme are included in the Company's financial statements. Therefore, dividends for shares held by the Share Award Scheme were deducted from the total dividends.

**(iii) Dividends Payable to Non-Controlling Interests of the Group's Subsidiaries**

During the year ended 31 December 2023, the Group's subsidiaries declared and paid dividends of \$12,904,000 (2022: \$8,018,000) to non-controlling interests.



## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 27 CAPITAL, RESERVES AND DIVIDENDS (Continued)

### (c) Share Capital

#### (i) Authorised and Issued Share Capital

	2023		2022	
	No. of shares '000	Amount \$'000	No. of shares '000	Amount \$'000
<b>Authorised:</b>				
Ordinary shares of US\$0.001 each	50,000,000	390,000	50,000,000	390,000
<b>Ordinary shares, issued and fully paid:</b>				
At 1 January	276,100	2,154	276,100	2,154
At 31 December	276,100	2,154	276,100	2,154

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

#### (ii) Share Award Scheme

A share award scheme was adopted by the Company on 6 May 2021 (the "Share Award Scheme"). The objective of the Share Award Scheme is to recognise and motivate the contributions of the eligible participants to align the interests of the eligible participants with those of the Company and strive for the future development and expansion of the Group and to attract suitable personnel for further development of the Group through the Share Award Scheme to the selected participants.

The awarded shares will be subscribed for and/or purchased by an independent trustee (the "Trustee") from the open market by utilising the funds to be allocated by the directors and/or authorised person of the Company out of the Company's resources. The maximum number of awarded shares to be subscribed for and/or purchased by the Trustee for the purpose of the Share Award Scheme shall not exceed 10% of the total number of issued share capital from time to time.

The Share Award Scheme shall be valid and effective for a period of 10 years commencing from 6 May 2021 or may be terminated earlier as determined by the Board of Directors.

As at 31 December 2023, the Trustee has purchased 7,791,000 shares (2022: 7,791,000 shares) of the Company on the Hong Kong Stock Exchange, with an aggregate amount of approximately \$25,628,000 (2022: \$25,628,000). No shares was granted to any person under the Share Award Scheme as at 31 December 2023 and 2022.

The consideration paid for the purchase of the Company's shares is reflected as a debit in capital reserve of the Company. The fair value of the employee services received in exchange for the grant of shares is recognised as staff costs in profit or loss with a corresponding increase in capital reserve, which is measured based on the grant date share price of the Company.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 27 CAPITAL, RESERVES AND DIVIDENDS (Continued)

### (d) Nature and Purpose of Reserves

#### (i) Share Premium

Under the Companies Law (2021 Revision) of the Cayman Islands, the share premium of the Company is available for distributions or paying dividends to shareholders subject to the provisions of its memorandum and articles of association and provided that immediately following the payment of distribution or dividends, the Company is able to pay its debts as they fall due in the ordinary course of business.

#### (ii) Capital Reserve

The capital reserve comprises the following:

- reserves held by the PRC subsidiaries, which under PRC rules and regulations is non-distributable other than in liquidation and may be utilised for business expansion or converted into ordinary shares by the issuance of new shares to shareholders in proportion to their existing shareholdings or by increasing the par value of the shares currently held by the shareholders; and
- the consideration paid for the purchase of the Company's shares under the Share Award Scheme.

#### (iii) Reserve Fund

The Articles of Association of certain PRC subsidiaries require the appropriation of 10% of their profit after taxation each year, based on their statutory audited financial statements, to the reserve fund until the balance reaches 50% of the registered capital of the respective PRC subsidiaries. The reserve fund may be capitalised as the paid-in capital of these subsidiaries.

In accordance with the local laws in Taiwan, Taiwan subsidiaries are also required to set aside 10% of annual net income less any accumulated deficit as reserve fund until such reserve reaches 100% of those subsidiaries' share capital.

#### (iv) Exchange Reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong. The reserve is dealt with in accordance with the accounting policy set out in note 1(v).

### (e) Capital Management

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

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

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

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

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

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

### (a) Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables, contract assets, amounts due from Cargo Services Group and EV Cargo Group and amounts due from associates and joint ventures. The Group's exposure to credit risk arising from cash and cash equivalents is limited as the counterparties are banks and financial institutions with sound credit ratings, for which the Group considers to have insignificant credit risk.

Except for the financial guarantees given by certain subsidiaries of the Group as set out in note 30, the Group does not provide any other guarantee which would expose the Group to credit risk. The maximum exposure to credit risk in respect of these financial guarantees at the end of the reporting period is disclosed in note 30.

#### (i) Trade Receivables

The Group's exposure to credit risk is not significantly influenced by the individual characteristics of each customer as the Group does not have significant exposure to individual customers. At the end of the reporting period, 8% (2022: 15%) and 26% (2022: 31%) of the total trade receivables was due from the Group's largest customer and the five largest customers, respectively.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are normally due within 30 to 60 days from the date of billing. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)****(a) Credit Risk (Continued)****(i) Trade Receivables (Continued)**

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

	2023		
	Expected loss rate	Gross carrying amount \$'000	Loss allowance \$'000
Current (not past due)	0.01%	296,946	15
1 to 30 days past due	0.02%	49,756	7
31 to 60 days past due	0.05%	16,923	8
61 to 90 days past due	0.15%	5,888	9
More than 90 days past due	10.04%	4,141	417
		<b>373,654</b>	<b>456</b>
	2022		
	Expected loss rate	Gross carrying amount \$'000	Loss allowance \$'000
Current (not past due)	0.01%	341,891	43
1 to 30 days past due	0.03%	75,709	22
31 to 60 days past due	0.10%	35,348	35
61 to 90 days past due	0.29%	8,264	24
More than 90 days past due	20.08%	4,826	969
		<b>466,038</b>	<b>1,093</b>

Expected loss rates are based on actual loss experience over the past 12 months. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the trade receivables.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

### (a) Credit Risk (Continued)

#### (i) Trade Receivables (Continued)

Movement in the loss allowance account in respect of trade receivables is as follows:

	2023 \$'000	2022 \$'000
At 1 January	1,093	835
Impairment losses (reversed)/recognised	(637)	258
At 31 December	456	1,093

#### (ii) Contract Assets

The contract assets have substantially the same risk characteristics as the trade receivables for the same type of contracts. The Group has therefore concluded that the loss rates for trade receivables are reasonable approximations of the loss rates for contract assets.

The Group assesses the ECLs for contract assets to be insignificant and no loss allowance has been recognised.

#### (iii) Amounts due from Cargo Services Group and EV Cargo Group

The key terms of the amounts due from Cargo Services Group and EV Cargo Group are disclosed in note 29(b). The Group assessed for the ECL of these balances individually. Based on the Group's assessment, ECL of \$690,000 (2022: Nil) arising from these amounts is recognised at 31 December 2023.

#### (iv) Amounts due from Associates and Joint Ventures

The key terms of the amounts due from associates and joint ventures are disclosed in note 29(b). The Group considers the credit risks arising from these amounts to be insignificant, with reference to the financial strength of the counterparties and the low historical default rates.

#### (v) Loans to Directors

The key terms of the loans to Directors are disclosed in note 21. The Group considers the credit risks arising from these amounts to be insignificant, with reference to the emoluments in their capacity as Directors in the Group.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)****(b) Liquidity Risk**

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

	2023					Carrying amount at 31 December
	Contractual undiscounted cash outflow					
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	
\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	
Trade and other payables	304,152	—	—	—	304,152	304,152
Amounts due to Cargo Services Group	237,443	13,063	13,063	—	263,569	241,667
Amounts due to EV Cargo Group	9,401	—	—	—	9,401	9,401
Amounts due to associates and joint ventures	645	—	—	—	645	645
Bank loans and overdrafts	320,898	10,720	2,960	—	334,578	320,948
Lease liabilities	52,754	20,020	18,264	18,112	109,150	101,730
	<b>925,293</b>	<b>43,803</b>	<b>34,287</b>	<b>18,112</b>	<b>1,021,495</b>	<b>978,543</b>

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

### (b) Liquidity Risk (Continued)

	2022					Carrying amount at 31 December \$'000
	Contractual undiscounted cash outflow					
	Within 1 year or on demand \$'000	More than 1 year but less than 2 years \$'000	More than 2 years but less than 5 years \$'000	More than 5 years \$'000	Total \$'000	
Trade and other payables	340,331	—	—	—	340,331	340,331
Amounts due to Cargo Services Group	237,443	13,063	13,063	—	263,569	288,104
Amounts due to EV Cargo Group	4,955	—	—	—	4,955	4,955
Amounts due to associates	112	—	—	—	112	112
Bank loans and overdrafts	295,899	609	1,166	—	297,674	286,898
Lease liabilities	44,165	21,418	17,918	23,312	106,813	97,661
	970,645	34,640	31,696	23,312	1,060,293	1,018,061

### (c) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from long-term borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. The Group's interest rate profile as monitored by management is set out in (i) below.

#### (i) Interest Rate Profile

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period:

	2023		2022	
	Effective interest rate	Amount \$'000	Effective interest rate	Amount \$'000
<b>Fixed rate borrowings:</b>				
Lease liabilities	4.80%	101,730	5.10%	97,661
Bank loans	1.20%	6,204	1.10%	2,311
		<b>107,934</b>		<b>99,972</b>
<b>Variable rate borrowings:</b>				
Bank overdrafts (note)	—	69	—	49
Bank loans	6.90%	314,675	6.57%	284,538
		<b>314,744</b>		<b>284,587</b>
Net exposure		<b>422,678</b>		<b>384,559</b>

Note: The effective interest rate for bank overdrafts is insignificant and rounded down to zero.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)****(c) Interest Rate Risk (Continued)****(ii) Sensitivity Analysis**

At 31 December 2023, it is estimated that a general increase/decrease of 50 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit before taxation by approximately \$1,573,000 (2022: \$1,423,000).

The Group does not account for any fixed rate financial liabilities at fair value through profit or loss. Therefore, in respect of the fixed rate borrowings, a change in interest rate at the end of the reporting period would not affect profit or loss. In respect of the exposure to cash flow interest rate risk arising from variable rate borrowings held by the Group at the end of the reporting period, the impact on the Group's profit before taxation is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis for the year ended 31 December 2022.

**(d) Currency Risk**

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The Group manages this risk as follows:

**(i) Exposure to Currency Risk**

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purpose, the amounts of the exposure are shown in Hong Kong dollars, translated using the spot rate at the year end date.

**Financial risk management and fair values of financial instruments****Exposure to currency risk**

	Exposure to foreign currencies as at 31 December 2023 (expressed to Hong Kong dollars)								
	AUD HK\$'000	CHF HK\$'000	EUR HK\$'000	GBP HK\$'000	JPY HK\$'000	RMB HK\$'000	TWD HK\$'000	HKD HK\$'000	USD HK\$'000
Trade and other receivables and contract assets and amounts due from related companies	9	—	22,793	6,057	935	29,538	77	—	196,595
Cash and cash equivalents	—	8	5,023	344	1,119	313	—	50	95,578
Trade and other payables and contract liabilities and amounts due to related companies	(1,456)	(1,154)	(40,734)	(10,379)	(2,047)	(2,442)	—	(258)	(85,767)
	(1,447)	(1,146)	(12,918)	(3,978)	7	27,409	77	(208)	206,406



## NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)***28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)****(d) Currency Risk (Continued)****(i) Exposure to Currency Risk (Continued)****Exposure to currency risk**

Exposure to foreign currencies as at 31 December 2022 (expressed to Hong Kong dollars)

	AUD HK\$'000	CHF HK\$'000	EUR HK\$'000	GBP HK\$'000	JPY HK\$'000	RMB HK\$'000	TWD HK\$'000	HKD HK\$'000	USD HK\$'000
Trade and other receivables and contract assets and amounts due from related companies	—	—	12,806	1,179	283	58,346	77	—	254,269
Cash and cash equivalents	4	3	8,491	415	970	11,448	—	14	93,552
Trade and other payables and contract liabilities and amounts due to related companies	(3,582)	(703)	(29,547)	(3,129)	(1,772)	(8,811)	—	(58)	(65,119)
	(3,578)	(700)	(8,250)	(1,535)	(519)	60,983	77	(44)	282,702

## NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)***28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)****(d) Currency Risk (Continued)****(ii) Sensitivity Analysis**

The following table indicates the instantaneous change in the Group's profit before taxation that would arise if foreign exchange rates to which the entity has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies.

	2023		2022	
	Increase in foreign exchange rates	Increase/ (decrease) on profit before taxation \$'000	Increase in foreign exchange rates	Increase/ (decrease) on profit before taxation \$'000
AUD	5%	(72)	5%	(179)
CHF	5%	(57)	5%	(35)
EUR	5%	(646)	5%	(413)
GBP	5%	(199)	5%	(77)
JPY	5%	—	5%	(26)
RMB	5%	1,370	5%	3,049
TWD	5%	4	5%	4
HKD	5%	(10)	5%	(2)
USD	5%	10,320	5%	14,135

The effect on profit before taxation by decreasing the foreign exchange rates by 5% is in the same magnitude yet opposite direction with the above table.

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit before taxation in the respective functional currencies, translated into Hong Kong dollar at the exchange rates ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis for the year ended 31 December 2022.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

### (e) Fair Value Measurement

#### (i) Financial Assets Measured at Fair Value

##### Fair value hierarchy

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

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

	Fair value at 31 December 2023 \$'000	Fair value measurements as at 31 December 2023 categorised into		
		Level 1 \$'000	Level 2 \$'000	Level 3 \$'000
<b>Recurring fair value measurement</b>				
Life insurance contract	4,313	—	4,313	—
Unlisted equity securities	396	—	—	396
Listed equity securities	666	666	—	—
Purchase consideration payable classified as financial liabilities at fair value through profit or loss	185,098	—	—	185,098
	<b>186,160</b>	<b>666</b>	<b>—</b>	<b>185,494</b>

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)****(e) Fair Value Measurement (Continued)****(i) Financial Assets Measured at Fair Value (Continued)****Fair value hierarchy (Continued)**

	Fair value at 31 December 2022 \$'000	Fair value measurements as at 31 December 2022 categorised into		
		Level 1 \$'000	Level 2 \$'000	Level 3 \$'000
<b>Recurring fair value measurement</b>				
Unlisted equity securities	398	—	—	398
Listed equity securities	971	971	—	—
Purchase consideration payable classified as financial liabilities at fair value through profit or loss	240,253	—	—	240,253
	241,622	971	—	240,651

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

**Unlisted equity securities**

The significant unobservable inputs include discount rate of 15% (2022: 15%), sales price, sales volume and expected free cash flows of the investee. The fair value decreases with the increases in the discount rate, and increases with the increases in the sales price, sales volume and expected free cash flows of the investee.

The fair values of the unlisted equity securities are estimated as being the present values of future cash flows, discounted at interest rates based on the government yield curve as at the end of the reporting period plus an adequate constant credit spread, adjusted for the Group's own credit risk.

**Life insurance contract**

Fair value has been determined by reference to the quoted price as stated in the policy statement at the reporting date. During the year ended 31 December 2023, there is no fair value change recognised for the insurance contract.

## NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)***28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)****(e) Fair Value Measurement (Continued)****(i) Financial Assets Measured at Fair Value (Continued)****Purchase consideration payable**

The purchase consideration payable for acquisition of Allport Cruise Group is measured at fair value through profit or loss. The consideration payable would be settled partially by the issuance of ordinary shares by the Company with remaining by cash and promissory notes in accordance with the terms of the share purchase agreement. At 31 December 2023, although there have been no significant changes in the expected cash outflows, the purchase consideration payable has decreased by \$55,155,000 (2022: increased by \$2,177,000) due to the change in the fair value of the Consideration Shares to be delivered and the unwinding of discount. The fair value decreases with the decrease in share price of the Consideration Shares to be delivered.

**(ii) Fair Value of Financial Assets and Liabilities Carried at Other than Fair Value**

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

**29 MATERIAL RELATED PARTY TRANSACTIONS****(a) Key Management Personnel Remuneration**

All members of key management personnel are the directors of the Company, and their remuneration is disclosed in note 7.

**(b) Balances with Related Parties****(i) Amounts due from/to Cargo Services Group**

Cargo Services Group consists of Cargo Services Group Limited, a company incorporated in the Cayman Islands, CS Logistics Holdings Ltd., a company incorporated in British Virgin Islands, and their subsidiaries and associates (excluding EV Cargo Group and the Group). Cargo Services Group Limited, CS Logistics Holdings Ltd. and the Group are members of the same group throughout the years ended 31 December 2023 and 2022.

Apart from purchase consideration payable, the amounts are unsecured, interest-free and due within 30 to 60 days from the date of billing.

At 31 December 2023, amounts due to Cargo Services Group mainly represent purchase consideration payable of approximately HK\$185,098,000, HK\$161,001,000 being current portion and HK\$24,097,000 being non-current portion, for the acquisition of Allport Cruise Group. The purchase consideration payable had been settled by way of issuance of 24,389,000 shares, at which time the share price of the company was \$6.03, and by cash of \$13,064,000 on 19 February 2024. The remaining balance would be settled by issuing two non-interest bearing promissory note on or before 19 February 2025 and 19 February 2026 respectively in accordance with the terms of the share purchase agreement.

**(ii) Amounts due from/to EV Cargo Group**

EV Cargo Group consists of EV Cargo Global Forwarding Limited, a company incorporated in the United Kingdom, and its subsidiaries and associates. EV Cargo Group is a non-controlling interest of a subsidiary of the Group throughout the years ended 31 December 2023 and 2022.

The amounts are unsecured, interest-free and due within 30 to 60 days from the date of billing.

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

**29 MATERIAL RELATED PARTY TRANSACTIONS (Continued)****(b) Balances with Related Parties (Continued)****(iii) Amounts due from/to Associates and Joint Ventures**

The amounts are unsecured, interest-free and due within 30 to 60 days from the date of billing.

**(iv) Loans to Directors**

The amounts are unsecured, interest bearing (see note 21) and repayable on or before 31 December 2025.

**(c) Transactions with Related Parties**

	2023 \$'000	2022 \$'000
<b>Cargo Services Group</b>		
— Freight forwarding service income received	28,608	2,534
— Freight forwarding service fee paid	(69,777)	(46,915)
— Management fee paid	(341)	(365)
— Interest expenses on lease liabilities	(165)	(157)
<b>EV Cargo Group</b>		
— Freight forwarding service income received	34,979	128,587
— Freight forwarding service fee paid	(33,224)	(49,621)
<b>Associates and joint ventures</b>		
— Freight forwarding service income received	3,555	697
— Freight forwarding service fee paid	(3,424)	(7,331)
<b>Non-controlling interests of subsidiaries</b>		
— Freight forwarding service income received	1,257	1,929
— Freight forwarding service fee paid	(8,032)	(40,462)
— Management fee paid	(2,760)	(3,222)
<b>Empire Transportation Company Limited</b>		
— Trucking service expenses	13,499	9,792
<b>Transway Logistics Company Limited</b>		
— Trucking service expenses	3,797	3,020
<b>Lombardi Transporti S.r.l. (a company owned by a close family member of a director of the Group)</b>		
— Trucking service expenses	6,216	5,524
<b>Directors</b>		
— Loans	4,988	5,494

## NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

**29 MATERIAL RELATED PARTY TRANSACTIONS (Continued)****(d) Leasing Arrangement with Cargo Services Group**

The Group entered into lease arrangements in respect of certain leasehold properties from Cargo Services Group for provision of distribution and logistics services. The related additions of right of use assets and lease liabilities during the year ended 31 December 2023 were \$7,304,000 (2022: \$1,601,000). The duration of the leases falls within the range of 2 to 4 years. The rents payable to Cargo Services Group were \$nil (2022: \$255,000) as at 31 December 2023. The amount of rents payable by the Group under the lease arrangements was determined at arm's length, with reference to the amount charged by Cargo Services Group to third parties.

**30 CONTINGENT LIABILITIES**

Financial guarantees are given by the Company to the banks for the banking facilities entered by certain subsidiaries of the Group (see note 23). The directors do not consider it probable that a claim will be made against the Group under the banking facilities. The maximum liability of the Group under the banking facilities as at 31 December 2023 is the amount of the facilities drawn down by the Group, being \$305,969,000 (2022: \$267,100,000).

## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 31 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

	Note	2023 \$'000	2022 \$'000
<b>Non-current assets</b>			
Investments in subsidiaries	14	62,914	62,914
Investment in an associate		5,891	5,891
Other financial assets		666	971
<b>Current assets</b>		<b>69,471</b>	69,776
Amounts due from subsidiaries		567,310	566,872
Other receivables		6,083	5,369
Cash and cash equivalents		106	187
		<b>573,499</b>	572,428
<b>Current liabilities</b>			
Other payables and accrued charges		1,946	1,804
Amounts due to subsidiaries		229,486	184,795
Amounts due to Cargo Services Group	29(b)	161,000	216,949
		<b>392,432</b>	403,548
<b>Net current assets</b>		<b>181,067</b>	168,880
<b>Total asset less current liabilities</b>		<b>250,538</b>	238,656
<b>Non-current liabilities</b>			
Amounts due to Cargo Services Group	29(b)	24,097	23,168
<b>NET ASSETS</b>		<b>226,441</b>	215,488
<b>CAPITAL AND RESERVES</b>			
Share capital	27(a)	2,154	2,154
Reserves		224,287	213,334
<b>TOTAL EQUITY</b>		<b>226,441</b>	215,488

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

**Mr. Lau Shek Yau John**  
Director

**Mr. Ngan Tim Wing**  
Director



## NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

### 32 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

- (i) On 19 February 2024, the purchase consideration payable in relation to the acquisition of Allport Cruise Group had been settled by way of issuance of 24,389,000 shares, at which time the share price of the Company was \$6.03, and by cash of \$13,064,000. The remaining balance would be settled by issuing two non-interest bearing promissory notes on or before 19 February 2025 and 19 February 2026 respectively, in accordance with the terms of the share purchase agreement.
- (ii) After the end of the reporting period, the directors proposed final and special dividends. Further details are disclosed in note 27(b).

### 33 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2023, the directors consider the immediate parent and ultimate controlling party of the Group to be Cargo Services (Logistics) Limited, which is incorporated in British Virgin Island, and Mr. Lau Shek Yau John, respectively. This entity does not produce financial statements available for public use.

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

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

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

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

## FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements.

### RESULTS

	Year ended 31 December				
	2023 \$'000	2022 \$'000	2021 \$'000	2020 \$'000	2019 \$'000
Revenue	2,103,959	2,787,972	2,673,424	2,020,562	1,483,849
Profit before taxation	72,375	147,761	169,984	116,704	67,928
Income tax	24,128	48,254	46,635	34,693	23,378
Profit attributable to equity shareholders of the Company	48,278	86,632	83,413	55,521	23,614
Profit attributable to non-controlling interests	(31)	12,875	39,936	26,490	20,936

### ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

	Year ended 31 December				
	2023 \$'000	2022 \$'000	2021 \$'000	2020 \$'000	2019 \$'000
Non-current assets	516,380	510,529	282,621	291,204	262,881
Current assets	898,227	953,478	988,250	753,396	698,022
Total assets	1,414,607	1,464,007	1,270,871	1,044,600	960,903
Current liabilities	901,273	960,686	725,997	482,961	474,907
Total assets less current liabilities	513,334	503,321	544,874	561,639	485,996
Non-current liabilities	99,837	89,436	80,359	112,439	107,575
NET ASSETS	413,497	413,885	464,515	449,200	378,421
Equity					
Share capital	2,154	2,154	2,154	1,950	780
Reserves	360,895	350,117	400,953	350,707	271,817
Total equity attributable to equity shareholders of the Company	363,049	352,271	403,107	352,657	272,597
Non-controlling interests	50,448	61,614	61,408	96,543	105,824
TOTAL EQUITY	413,497	413,885	464,515	449,200	378,421

## GLOSSARY

“AGM”	annual general meeting of the Company
“Allport Cruise”	Allport Cruise Logistics Inc., a company incorporated in the British Virgin Islands with limited liability and wholly owned by CS Seafreight prior to the Allport Cruise Acquisition
“Allport Cruise Acquisition”	the acquisition by CN HK from the CS Seafreight the entire issued share capital in Allport Cruise, which was completed on 23 March 2022
“Allport Cruise Group”	Allport Cruise and its subsidiaries
“Articles”	the amended and restated articles of association of the Company, adopted on 27 May 2022, as amended, supplemented or otherwise modified from time to time
“B2B”	Business to Business
“B2C”	Business to Consumer
“Board”	the board of Directors
“Business Day”	any day (excluding Saturday, Sunday and any other public holidays and any day on which a tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by a super typhoons or a “black” rainstorm warning signal is hoisted or remains hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which commercial banks generally are open for business in Hong Kong
“BVI”	the British Virgin Islands
“CG Code”	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
“CN BVI”	CN Logistics Limited, a company incorporated in the BVI with limited liability on 29 October 2014 and an indirect non-wholly owned subsidiary of the Company
“CN France”	CN LOGISTICS FRANCE SAS, a simplified joint-stock company incorporated in France with limited liability on 13 July 2017 and an indirect non-wholly owned subsidiary of the Company
“CN France HK”	CN FRANCE (HONG KONG) LIMITED, a company incorporated in Hong Kong with limited liability on 28 May 2019 and an indirect non-wholly owned subsidiary of the Company
“CN Guangzhou”	Guangzhou Jiahong International Freight Forwarding Co., Ltd.* (廣州市嘉泓國際貨運代理有限公司), a wholly foreign-owned enterprise established under the laws of the PRC on 26 November 2007 and an indirect non-wholly owned subsidiary of the Company
“CN HK”	CN Investment Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly owned subsidiary of the Company

## GLOSSARY

“CN Italy”	CN Logistics S.R.L., a company incorporated in Italy with limited liability and an indirect wholly owned subsidiary of the Company
“CN Jiada”	Jiada Freight Forwarding Co., Ltd.* (嘉達貨運代理有限公司), a wholly foreign owned enterprise established under the laws of the PRC on 15 July 2005 and an indirect non-wholly owned subsidiary of the Company
“CN Logistics HK”	CN LOGISTICS LIMITED (嘉宏物流有限公司) (formerly known as CN AIRFREIGHT LIMITED, LLEA INTERNATIONAL LIMITED and GOLD FLAVOUR GROUP LIMITED), a company incorporated in Hong Kong with limited liability on 19 March 2004 and an indirect non-wholly owned subsidiary of the Company
“CN Switzerland”	CN LOGISTICS SA, a company limited by shares incorporated and registered with the commercial register in Switzerland and an indirect wholly owned subsidiary of the Company
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “CN Logistics”	CN Logistics International Holdings Limited (嘉泓物流國際控股有限公司) (formerly known as CARGO SERVICES AIRFREIGHT LIMITED), an exempted company limited by shares incorporated in the Cayman Islands on 14 December 2017 under the Companies Laws, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands with limited liability
“Controlling Shareholder(s)”	Mr. Lau, Ms. Cynthia Lau, LLEA & Company Limited, Hundred Honest Limited, CS Group, CS Holdings, CS Seafreight and CS Logistics, individually and as a group of persons
“Controlling Shareholder Group”	a group of companies consisted of CS Group together with its subsidiaries, CS Holdings Group, CS Seafreight Group and CS Logistics Group, which for the purpose of this annual report, excludes the Group
“Corporate Governance Committee”	corporate governance committee of the Company
“COVID” or “COVID-19”	the Coronavirus disease 2019
“CS Airfreight”	CARGO SERVICES AIRFREIGHT LIMITED (嘉宏空運服務有限公司) (formerly known as CARGO SERVICES AIRFREIGHT LIMITED and CHAMPION YEAR CARGO LIMITED (冠軍貨運有限公司)), a company incorporated in Hong Kong with limited liability on 25 September 1990 and an indirect non-wholly owned subsidiary of the Company

## GLOSSARY

“CS Far East”	CARGO SERVICES FAR EAST LIMITED (嘉宏航運有限公司) (formerly known as CARGO SERVICES FAR EAST LIMITED) a company incorporated in Hong Kong with limited liability on 28 November 1991 and an indirect non-wholly owned subsidiary of CS Seafreight
“CS Group”	Cargo Services Group Limited, an exempted company limited by shares incorporated in the Cayman Islands on 11 February 2015 under the Companies Law and wholly-owned by Hundred Honest Limited, being one of the Controlling Shareholders
“CS Holdings”	CS Logistics Holdings Ltd., a company incorporated in the BVI with limited liability on 10 November 2004 and wholly-owned by CS Group, being one of the Controlling Shareholders
“CS International”	CS International (Airfreight) Limited, a company incorporated in Hong Kong with limited liability on 12 November 2014 and an indirect non-wholly owned subsidiary of the Company
“CS Logistics”	Cargo Services (Logistics) Limited (formerly known as Clova Profits Limited), a company incorporated in the BVI with limited liability on 29 April 1997 and owned as to 25% by Toll and 75% by CS Seafreight, being one of the Controlling Shareholders
“CS Seafreight”	CARGO SERVICES SEAFREIGHT LIMITED, an exempted company limited by shares incorporated in the Cayman Islands on 11 January 2018 under the Companies Law, and wholly-owned by CS Holdings, being one of the Controlling Shareholders
“CS Shanghai BVI”	CS Airfreight (Shanghai) Limited, a company incorporated in the BVI with limited liability on 29 October 2014 and a direct non-wholly owned subsidiary of the Company
“Directors”	directors of the Company
“EUR”	Euro, the lawful currency of the member countries of the European Union
“EV Cargo”	EV Cargo Global Forwarding Limited (formerly known as Allport Cargo Services Limited), a company incorporated in the United Kingdom with limited liability
“EV Cargo Group”	EV Cargo and its associates from time to time (excluding CS Shanghai BVI)
“FY2022”	the year ended 31 December 2022
“FY2023”	the year ended 31 December 2023
“GBP”	British pound sterling, the lawful currency of the United Kingdom
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong

## GLOSSARY

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Third Party(ies)”	person(s) or company(ies) which is (are) not connected person(s) (as defined in the Listing Rules) of the Company
“Listing”	the Listing of the Shares on the Main Board of the Hong Kong Stock Exchange on the Listing Date
“Listing Date”	15 October 2020
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Model Code”	the “Model Code for Securities Transactions by Directors of Listed Issuers” set out in Appendix C3 to the Listing Rules
“Mr. Lau”	Mr. Lau Shek Yau John (劉石佑), the founder of the Group, chairman of the Board, an Executive Director and one of the Controlling Shareholders. He is the father of Ms. Cynthia Lau
“Ms. Cynthia Lau”	Ms. Lau Ying Cynthia, one of the Controlling Shareholders and is the daughter of Mr. Lau
“Non-compete Undertakings”	the deed of non-compete undertakings dated 17 September 2020 and executed by the Controlling Shareholders in favour of the Company, details of which are set out in the paragraph headed “Relationship with our Controlling Shareholders — Non-compete Undertakings” in the Prospectus
“Nomination Committee”	the nomination committee of the Company
“PRC” or “China”	the People’s Republic of China which, for the purposes of this annual report excludes Hong Kong, Macau and Taiwan
“Prospectus”	the prospectus of the Company dated 30 September 2020
“Remuneration Committee”	the remuneration committee of the Company
“Risk and Compliance Committee”	the risk and compliance committee of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share Award Scheme”	the share award scheme adopted by the Company on 6 May 2021
“Share Option Scheme”	the share option scheme adopted by the Company on 17 September 2020
“Share(s)”	ordinary share(s) of US\$0.001 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company

## GLOSSARY

“sq.ft.”	square feet
“TWD”	New Taiwan dollar, the lawful currency of Taiwan
“US\$”	United States dollars, the lawful currency of U.S.
“U.S.A.” or “United States”	the United States of America
“%”	per cent

*Terms marked with “\*” are English translations of the original names in Chinese and are included in this annual report for identification purpose only. In the event of any inconsistency, the Chinese name(s) shall prevail.*