

利郎 LILANZ

CHINA LILANG LIMITED
中國利郎有限公司

Stock Code 股份代號 : 1234

知古



利郎 LESS IS MORE

行新

2023

Annual Report 年報

About 關於

China Lilang 中國利郎

China Lilang is one of the leading PRC menswear enterprises. As an integrated fashion enterprise, the Group designs, sources and manufactures high-quality business and casual apparel for men and sells under the “利郎 LILANZ” and “利郎 LESS IS MORE” brands across an extensive retail and distribution network, covering 31 provinces, autonomous regions and municipalities in the PRC.

中國利郎是中國領先的男裝企業之一。作為一家綜合時裝企業，集團設計、採購、生產並以品牌「利郎 LILANZ」及「利郎 LESS IS MORE」銷售優質男士商務及休閒服裝。其產品於遍佈中國 31 個省、自治區及直轄市的廣闊零售及分銷網絡銷售。





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Corporate Information

公司資料

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. Wang Liang Xing
Mr. Wang Cong Xing
Mr. Pan Rong Bin
Mr. Wang Jun Hong
(appointed on 5 February 2024)
Mr. Wang Zhi Yong
(appointed on 5 February 2024)

NON-EXECUTIVE DIRECTORS

Mr. Wang Dong Xing (*Chairman*)
Mr. Cai Rong Hua
Mr. Hu Cheng Chu

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lai Shixian
Mr. Zhang Shengman
(appointed on 17 March 2023)
Prof. Liao Jianwen
(appointed on 5 February 2024)
Prof. Jiang Zhan
(appointed on 5 February 2024)
Dr. Lu Hong Te
(resigned on 5 February 2024)
Mr. Nie Xing (resigned on 1 June 2023)

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Zhang Shengman (*Chairman*)
Mr. Lai Shixian
Prof. Liao Jianwen
Prof. Jiang Zhan

REMUNERATION COMMITTEE

Mr. Lai Shixian (*Chairman*)
Mr. Wang Cong Xing
Mr. Zhang Shengman

NOMINATION COMMITTEE

Mr. Wang Dong Xing (*Chairman*)
Mr. Zhang Shengman
Prof. Liao Jianwen
Prof. Jiang Zhan

RISK MANAGEMENT COMMITTEE

Mr. Wang Dong Xing (*Chairman*)
Mr. Wang Cong Xing
Mr. Pan Rong Bin

COMPANY SECRETARY

Mr. Shum Chi Chung

董事會

執行董事

王良星先生
王聰星先生
潘榮彬先生
王俊宏先生
(於二零二四年二月五日獲委任)
王智勇先生
(於二零二四年二月五日獲委任)

非執行董事

王冬星先生 (*主席*)
蔡榮華先生
胡誠初先生

獨立非執行董事

賴世賢先生
章晟曼先生
(於二零二三年三月十七日獲委任)
廖建文教授
(於二零二四年二月五日獲委任)
蔣展教授
(於二零二四年二月五日獲委任)
呂鴻德博士
(於二零二四年二月五日辭任)
聶星先生 (於二零二三年六月一日辭任)

董事委員會

審核委員會

章晟曼先生 (*主席*)
賴世賢先生
廖建文教授
蔣展教授

薪酬委員會

賴世賢先生 (*主席*)
王聰星先生
章晟曼先生

提名委員會

王冬星先生 (*主席*)
章晟曼先生
廖建文教授
蔣展教授

風險管理委員會

王冬星先生 (*主席*)
王聰星先生
潘榮彬先生

公司秘書

岑嗣宗先生

Corporate Information (Continued)

公司資料(續)

AUTHORISED REPRESENTATIVES

Mr. Wang Dong Xing
Mr. Shum Chi Chung

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 3402
34th Floor, Lippo Centre
Tower One
No. 89 Queensway
Hong Kong

HEAD OFFICE IN THE PRC

Lilang Industrial Park
200 Chang Xing Road
Jinjiang City
Fujian Province
The PRC

SHARE REGISTRARS AND TRANSFER OFFICES

SUNTERA (CAYMAN) LIMITED

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

HONG KONG REGISTRAR

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

AUDITOR

KPMG, Certified Public Accountants
(Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance)

PRINCIPAL BANKERS

Industrial Bank Co., Ltd.
China Minsheng Banking Corp., Ltd.
Bank of China (Hong Kong) Limited

授權代表

王冬星先生
岑嗣宗先生

註冊辦事處

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

香港主要營業地點

香港
金鐘道89號
力寶中心
一座34樓
3402室

中國總辦事處

中國
福建省
晉江市
長興路200號
利郎工業園

股份過戶登記處

SUNTERA (CAYMAN) LIMITED

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

香港股份登記處

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

核數師

畢馬威會計師事務所，執業會計師
(於《會計及財務匯報局條例》下的註冊公眾
利益實體核數師)

主要往來銀行

興業銀行股份有限公司
中國民生銀行股份有限公司
中國銀行(香港)有限公司

Financial Highlights

財務摘要

Year ended 31 December 截至十二月三十一日止年度

		2023 二零二三年 (RMB million) (人民幣百萬元)	2022 二零二二年 (RMB million) (人民幣百萬元)	Changes(%) 變幅 (%)
Revenue	收入	3,543.8	3,086.2	+14.8
Gross profit	毛利	1,706.8	1,420.2	+20.2
Profit from operations	經營利潤	610.6	519.1	+17.6
Profit for the year	年度利潤	530.4	448.1	+18.4
		(RMB cents) (人民幣分)	(RMB cents) (人民幣分)	Changes(%) 變幅 (%)
Earnings per share	每股盈利			
– Basic	– 基本	44.30	37.42	+18.4
– Diluted	– 攤薄	44.30	37.42	+18.4
Shareholders' equity per share	每股股東權益	331.3	315.8	+4.9
Interim dividend per share	每股中期股息	HK13 cents 港仙	HK13 cents 港仙	0
Special interim dividend per share	每股特別中期股息	HK5 cents 港仙	HK5 cents 港仙	0
Final dividend per share	每股末期股息	HK13 cents 港仙	HK9 cents 港仙	+44.4
Special final dividend per share	每股特別末期股息	HK5 cents 港仙	HK5 cents 港仙	0
		(%)	(%)	(% points) (百分點)
Gross profit margin	毛利率	48.2	46.0	+2.2
Operating profit margin	經營利潤率	17.2	16.8	+0.4
Net profit margin	淨利潤率	15.0	14.5	+0.5
Return on average shareholders' equity ⁽¹⁾	平均股東權益 回報 ⁽¹⁾	13.7	12.0	+1.7
Effective tax rate	有效稅率	19.4	18.1	+1.3
Advertising, promotional and renovation expenses (as a percentage of revenue)	廣告、宣傳及 裝修開支 (佔收入百分比)	14.7	13.0	+1.7

Financial Highlights (Continued)

財務摘要(續)

		Year ended 31 December 截至十二月三十一日止年度		Six months ended 30 June 2023 截至 二零二三年 六月三十日 止六個月
		2023 二零二三年	2022 二零二二年	
Average inventory turnover days ⁽²⁾	平均存貨週轉天數 ⁽²⁾	170	195	211
Average trade receivables turnover days ⁽³⁾	平均應收貿易賬款週轉天數 ⁽³⁾	42	54	51
Average trade payables turnover days ⁽⁴⁾	平均應付貿易賬款週轉天數 ⁽⁴⁾	130	111	140

Notes:

附註：

- | | |
|---|--|
| (1) Return on average shareholders' equity is equal to the profit for the year divided by the average of the beginning and closing balance of total shareholders' equity. | (1) 平均股東權益回報以年度利潤除以股東權益總額的年初及年末平均結餘計算。 |
| (2) Average inventory turnover days is equal to the average of the beginning and closing inventory balance divided by cost of sales and multiplied by the number of days in the year. | (2) 平均存貨週轉天數以年初及年末平均存貨結餘除以銷售成本，再乘以年內天數計算。 |
| (3) Average trade receivables turnover days is equal to the average of the beginning and closing trade and bills receivables balance divided by revenue (including value-added tax) and multiplied by the number of days in the year. | (3) 平均應收貿易賬款週轉天數以年初及年末平均應收貿易賬款及應收票據結餘除以收入(含增值稅)，再乘以年內天數計算。 |
| (4) Average trade payables turnover days is equal to the average of the beginning and closing trade and bills payables balance divided by cost of sales and multiplied by the number of days in the year. | (4) 平均應付貿易賬款週轉天數以年初及年末平均應付貿易賬款及應付票據結餘除以銷售成本，再乘以年內天數計算。 |

Chairman's Statement

主席報告

Operating in such a challenging business environment, China Lilang actively responded to the changing market by continuously facilitating new retail business, promoting sales and driving store efficiency. By launching quality and iconic items as well as rejuvenating the brands, it enhanced the competitiveness of the Group's brands.

面對充滿挑戰的營商環境，中國利郎積極應對市場變化，持續推動新零售業務，推廣促銷、帶動店效。推出極致單品，並加強品牌年青化，提升集團品牌的競爭力。





To all shareholders,

In 2023, China welcomed its first year of recovery after three years of pandemic. Despite the continued complex and ever-changing global situation, the economy in mainland demonstrated resilience. Under the guidance of the encourage consumption policy by the central government, the retail market has gradually recovered and achieved a moderate growth in the second half of the year. During the year, China Lilang Limited (the “Company” or “China Lilang”, together with its subsidiaries, collectively known as the “Group”) pushed forward the Lilang brand’s strategic upgrade and achieved both revenue and profit growth, laying a solid foundation for future sustainable development.

As of 31 December 2023, the Group’s revenue for the year increased by 14.8% year-on-year to RMB3,543.8 million. Profit for the year increased by 18.4% year-on-year to RMB530.4 million.

致各位股東：

二零二三年，中國經歷過三年疫情後，迎來復蘇的第一年。雖然全球局勢依舊複雜多變，但內地經濟展現韌性，在中央政府促消費政策引導下，零售市場逐漸回暖，於下半年度實現溫和增長。中國利郎有限公司（以下簡稱「本公司」或「中國利郎」，以及其附屬公司統稱「集團」）年內推進利郎品牌戰略的升級工作，並取得收入、利潤雙增長，為未來可持續發展奠定堅實的基礎。

截至二零二三年十二月三十一日，集團年度收入同比增長14.8%至人民幣3,543.8百萬元；年度利潤同比上升18.4%，至人民幣530.4百萬元。

Chairman's Statement (Continued)

主席報告 (續)

During the year, the Group maintained a healthy financial position with sufficient cash flow. The Board of Directors has resolved to pay a final dividend of HK13cents (2022: HK9 cents) per share and a special final dividend of HK5 cents (2022: HK5 cents) per share, thus maintaining a stable payout ratio throughout the year.

During the year, the Group continued to strengthen the development of the new retail business. It optimised the integration of online and offline models and continued investment in new product research and development capacity to adapt to changes in market demand and promoted the strategic upgrade of "Lilang's Minimalist Men's Fashion". By redesigned logo, revitalizing its brand image and diversified promotional campaigns to respond to the personalised needs of the new generation of consumers and leading the fashion trend for Chinese menswear.

To ride on the growing popularity of e-commerce, the Group continued to expand its new retail business during the year and intensified the promotion on Tiktok and leverage the e-commerce live streaming to drive business growth. Prior to the "Double 11 Shopping Festival", the Group broadcasted the highlights from "LESS IS MORE Grand Anping Bridge Show: Knowledge and Practice of the Youth" ("Anping Bridge Show") held at Anping Bridge, a world heritage site in Jinjiang, Fujian through TikTok to showcase the minimalist fashion style of China's Lilang's menswear and laid a good foundation for the sales during the Double 11 Shopping Festival. The Group also leveraged complementary advantages of its online platform and the offline in-stores to foster the growth of the store performance. During the year, the new retail sales grew by 17.6% year-on-year.

The Group pragmatically developed its own retail network and supported distributors in optimising the retail network. As of the end of 2023, the Group had a total of 2,695 stores, including 296 smart casual collection stores operated under the direct-to-retail model, 6 smart casual collection stores operated by distributors and a total of 2,393 core collection stores, representing a net year on year increase of 51 stores. The Group has completed the sales channel reform during the year after three years of hard work, and the four main sales channels established were as follow: The distribution and consignment models of the core collection, the direct-to-retail stores of the smart casual collection and the direct-to-retail stores under the e-commerce sales model has recorded profits respectively, and successfully enhanced store efficiency and profitability of the Group.

集團於年內保持財政穩健，現金流充足，董事會決議派付末期股息每股13港仙(二零二二年：9港仙)及特別末期股息每股5港仙(二零二二年：5港仙)，全年繼續維持穩定的派息比率。

年內，集團持續強化新零售業務的發展，不斷優化線上線下融合的行銷模式，繼續投入新產品研發，以適應市場需求的變化，推動「利郎簡約男裝」品牌戰略的升級，透過重新設計的標徽、全新的品牌形象和多元化的宣傳推廣，回應新時代消費者的個性化需求，引領中國男裝時尚潮流。

有見電子商貿更趨普及，集團於年內持續拓展新零售業務，加大抖音等平台上的宣傳力度，利用直播帶貨為驅動業務的增長點。在「雙11」前夕，集團透過抖音播放在福建晉江世遺古跡安平橋舉辦的「LESS IS MORE 安平橋青年知行年度大秀」(以下簡稱「安平橋大秀」)之精華片段，展現中國利郎男裝簡約時尚的穿著風格，為「雙11」的銷售作鋪墊。集團亦發揮在線平台與線下門店的互補優勢，帶動店效增長。年內新零售銷售同比增長17.6%。

集團務實地發展其零售網絡及推動分銷商優化零售網絡，截至二零二三年年底，集團自營的輕商務門店共296家，輕商務分銷門店共6家，主系列店舖共2,393家，合計共2,695家，同比淨增加51家。而集團推動的銷售渠道改革，經過三年努力於年內完成，所建立的四個銷售渠道：主系列的分銷及代銷模式、輕商務的自營模式、自營的電商平台，各自均錄得盈利，並成功提升店效，提升集團的盈利能力。

Chairman's Statement (Continued)

主席報告 (續)

With respect to inventory management, the Group has established an inventory management system with higher sell-through rate, 22 more outlet stores were opened and sold seasonal products that were not sold in other stores. The sold-out rate of core collection and smart casual stores has increased. The new logistics center became operational, together with its intelligent logistics system has accelerated the delivery speed of goods to stores, while improving inventory control and achieving cost reduction.

The Group adhered to the brand philosophy of "Simplicity but not Simple", the Group implemented the strategy of "Simplified Design, Excellent Quality", providing customers with high quality products with value while increasing investment in research and development and product upgrades, in which continuously provided greater value for money for the quality of products and enhanced the attractiveness of China Lilang's minimalist menswear brand. Among which, the water repellency test results of the hydrophobic down 2.0 launched during the year far exceeded the industry standard, and has been awarded the double certification from the World Record Certification Agency (WRCA). The market responded actively and driving sales of down products to increase by 30% compared with the same period last year.

In respect of brand management and promotion, as the pandemic subsided, the Group has vigorously carried out promotional activities during the year. Among which, the most representative of which was the long-awaited fashion show "Anping Bridge Show". In January 2024, the Group also appointed Xu Kai as the new brand ambassador for 利郎 LESS IS MORE. The Group launched a redesigned logo. Building upon the original logo, the visual proportions and graphic design have been optimized with the aim of enhancing brand vitality and fashion sense. The store space incorporates immersive technology devices to create a fashionable environment that suits young people nowadays.

Looking ahead to 2024, the business environment is still full of uncertainties. However, the central government has actively promoted economic development and announced 2024 as the "Year of Consumption Promotion", which will further enhance the consumer confidence. In order to conform to the trend of the emergence of a new middle class, the Group will continued to differentiate itself from other menswear brands through investment in product research and development, and upgrade its "Lilang Minimalist Men's Fashion" brand strategy. Together with a more consumer-oriented sales channel, the Group will cater and lead the demand of the consumers. In the future, the Group has planned to move towards "Multi-Brands" and "Internationalization" by exploring other domestic market segments and markets in different countries while leveraging synergies between existing products and markets to further foster the sales performance.

在庫存管理方面，集團建立更大消納能力的庫存管理系統，年內增開22間奧特萊斯店，並銷售其他門市未出售的當季產品，主系列和輕商務店鋪的售罄率有所提升。新物流園的投入運作，配合智慧化物流系統，有效加快鋪貨節奏，提升庫存控制的效率，實現降本增效。

集團秉承「簡約不簡單」的品牌理念，提出「簡約設計、卓越品質」的策略，堅持優質優價，並加大研發投入和產品升級，持續提升產品質價比，增強中國利郎簡約男裝品牌的吸引力。其中，年內推出的拒水羽絨2.0的拒水性表現遠超行業水準，且獲得世界紀錄認證機構WRCA兩項認證，市場反應熱烈，帶動羽絨服銷售較去年同期增長30%。

品牌管理及宣傳方面，隨著疫情過去，集團年內大力開展宣傳活動，當中最具代表性為舉行了久違的時裝秀「安平橋大秀」，二零二四年一月更委任許凱為利郎LESS IS MORE的新任品牌代言人。集團推出重新設計的標徽，在原有標識的基礎上，優化標誌的視覺比例和圖案設計，旨在提升品牌活力及時尚感。店鋪空間採用科技沉浸式裝置，創造出適合當代年輕人的時尚環境。

展望二零二四年，經營環境仍然充滿不明朗因素，但中央政府積極推動經濟發展，並宣佈二零二四年為「消費促進年」，消費者信心將進一步增強。為順應新中產階級崛起的浪潮，集團將持續透過產品研發投入、拉開與其他男裝品牌產品的差異性，並升級「利郎簡約男裝」品牌戰略，配以更面向年青消費群體的銷售渠道，迎合與引領消費者需求。未來更計劃向「多品牌」以及「國際化」方向邁進，透過開拓國內其他市場層面及不同國家的市場，並與現在產品與市場帶來協同效應，進一步提升銷售業績。

Chairman's Statement *(Continued)*

主席報告 (續)

The Group planned to have a net increase of 100 to 200 stores to expand the retail scale and enhance operational efficiency. New stores locations will continue to be targeted at the prime locations at premium shopping malls in provincial capitals and prefecture-level cities. It will also increase opening stores in outlets as a channel for inventory clearance. The Group also planned to provide personalized shopping experiences for customers through new retail businesses such as live streaming on TikTok and complement the advantages of online stores and physical stores, while aiming to achieve 20% or more growth in new retail business in 2024 with a 15% growth rate in overall sales.

Furthermore, the Group will complete the seventh-generation renovation work of 400 stores to enhance the brand image and shopping environment through youthful and trendy decoration, as well as to introduce innovative and differentiated new products to meet consumers' demand for personalized apparel. With the significant improvement in inventory management capability, the Group intensified the launch of new products to increase the proportion of higher-priced new items, and thereby enhanced the average selling price and the overall profitability of the products.

In order to reach and satisfy a broader range of consumer needs and continually enhance the Group's brand capability, the Group will actively promote a "Multi-Brands and Internationalization" strategy, seeking to collaborate with international brands in domestic market to enrich its product mix. At the same time, it will promote the Lilang brands to the international market in order to enrich the product design projects and meet more market opportunities.

In the long run, China Lilang will remain committed to the mission of bringing stylish and high quality with value menswear to its customers; enhancing the competitiveness of our brands with unique product designs and marketing promotions; and further consolidating the Group's leading position in the menswear industry, thereby enabling sustainable and long-term growth of the business for our supportive shareholders, colleagues and customers.

WANG DONG XING

Chairman

18 March 2024

集團計劃淨增加100-200家門店，以擴大零售規模和提高營運效率。新店選址仍以省會和地級市的優質購物中心為首選，亦將增加在奧特萊斯開店，作為清理庫存的渠道。集團還計劃通過抖音直播等新零售業務，結合線上和線下店鋪的互補優勢，為顧客提供個性化的購物體驗，力求新零售業務在二零二四年同比增長20%以上，整體銷售增長15%。

此外，集團將完成400家門店的第七代裝修工程，通過年輕時尚的裝修風格提升品牌形象和購物環境，及加推具創新性和差異化的新產品，以滿足消費者對個性化服裝的需求。隨著集團顯著提升庫存管理能力，集團加強推出新品將提升售價較高的新品佔比，繼而增加平均售價及整體產品的盈利能力。

為觸達和滿足更多消費者需求，並持續提升集團品牌能力，集團將積極推展「多品牌、國際化」策略，尋求與國際品牌於國內合作，豐富產品組合，同時將利郎品牌推向國際市場，以豐富產品設計項目，迎接更多市場機遇。

長遠而言，中國利郎將繼續以帶給客戶設計時尚、優質優價的男士服裝為己任，透過獨特的產品設計和宣傳推廣，提升品牌競爭力，進一步鞏固在男裝行業的領導地位，實現可持續的長期增長，回饋股東、員工及客戶的支持。

主席

王冬星

二零二四年三月十八日

Management Discussion and Analysis

管理層討論及分析

INDUSTRY REVIEW

The year 2023 marked the first year of China's recovery after three years of epidemic impact. Despite the complex and severe international environment, as well as the pressures of shrinking domestic demand and weakening expectations, the central government intensified macroeconomic regulation and focused on expanding domestic demand and boosting consumer confidence, resulting in an improvement in the overall economy. According to the National Bureau of Statistics of China, the annual gross domestic product (GDP) was RMB126 trillion, representing a year-on-year increase of 5.2%. Total retail sales of consumer goods increased by 7.2% year-on-year. Retail sales of apparel, footwear, headwear and knitwear and online retail sales of physical goods grew significantly, with a year-on-year increase of 12.9% and 8.4%, respectively, indicating that the apparel market is recovering at a faster pace while online sales are becoming more popular as consumers have gotten used to online shopping.

行業回顧

二零二三年是中國經歷三年疫情衝擊後恢復的第一年，儘管面對複雜嚴峻的國際環境和內部需求收縮、預期轉弱等壓力，但中央加大宏觀調控力度，著力擴大內需、提振消費信心，整體經濟得以回升向好。國家統計局數字顯示，年內國內生產總值(GDP)為人民幣126萬億元，按年增長5.2%，其中社會消費品零售總額同比增長7.2%，服裝、鞋帽、針紡織品類商品零售額及實物商品網上零售額的增長尤為突出，分別同比增長12.9%及8.4%，顯示服裝市場恢復較快，而且網上銷售進一步普及，消費者已習慣網上購物。





Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

During the year, China Lilang took advantage of the gradual resumption of social activities to promote and upgrade its “Lilang Minimalist Men’s Fashion” strategy. Collections of “Core Collection” and “Smart Casual Collection” are operated under the brands of “利郎 LILANZ” and “利郎 LESS IS MORE”. The redesigned logo and new store image present a more fashionable and youthful brand style. This, coupled with diversified promotional campaigns, has enabled the Group to respond to the personalized requirements of consumer groups in the new era and lead the fashion apparel trend in menswear in China.

The Group continued to promote its new retail business by vigorously developing interactive and entertaining live-streaming sales models to enhance consumer’s online shopping experience and stimulate their desire to buy. By leveraging the complementary advantages of direct-to-retail online stores and WeChat Mall, the e-commerce business achieved a growth rate of 17.6% for the year, outperforming the overall growth rate.

During the year, the Group also pragmatically optimized its retail network by closing certain underperforming stores. However, the Group’s pace of store opening was slowed down by the limited supply of well-located stores in high-end shopping malls, and the Group fell short of its target of a net increase of 100 stores in the total number of stores during the year. As of the end of 2023, the Group had a total of 2,695 stores, including a total of 302 smart casual collection stores operated under the direct-to-retail model and distributor model, and a total of 2,393 core collection stores mainly operated under the direct-to-retail model, the consignment and distributor models, representing a net year-on-year net increase of 51 stores.

For the year ended 31 December 2023, the Group’s annual revenue increased by 14.8% year-on-year to RMB3,543.8 million. Net profit was RMB530.4 million, and earnings per share were RMB44.30 cents, each representing an increase of 18.4% year-on-year.

During the year, the Group maintained a healthy financial position with sufficient cash flow. The Board of Directors recommends the payment of a final dividend of HK13 cents per share and a special final dividend of HK5 cents per share, thereby maintaining a stable payout ratio.

年內，中國利郎乘疫情後社會活動逐步復常之勢，推進「利郎簡約男裝」品牌戰略的升級工作，旗下「主系列」及「輕商務系列」分別以「利郎 LILANZ」及「利郎 LESS IS MORE」品牌經營，透過重新設計的標徽、全新的店鋪形象展示一個更時尚、更年輕的品牌風格，配合多元化的宣傳推廣，回應新時代消費群的個性化要求，引領中國男裝的時尚和潮流。

集團繼續推動新零售業務，大力發展兼具互動性和娛樂性的直播帶貨銷售模式，提升消費者的網上消費體驗，並增強購買意慾，疊加自營網店和微商城業務發揮線上線下的互補優勢，年內電商實現優於整體的17.6%增長。

年內，集團亦務實地優化零售網絡，關閉若干經營效益未如理想的店鋪，惟優質商場中位置優越的舖位供應有限，以致集團開店速度放緩，未能達到全年門店總數淨增加100家的目標。截至二零二三年年底，集團自營及透過分銷商經營的輕商務門店共302家，透過自營、代銷及分銷商營運的主系列店鋪共2,393家，合計共2,695家，同比淨增加51家。

截至二零二三年十二月三十一日，集團年度收入同比增加14.8%至人民幣3,543.8百萬元。淨利潤為人民幣530.4百萬元，每股盈利為人民幣44.30分，分別按年上升18.4%。

集團於年內保持財政穩健，現金流充足。董事會建議派發末期股息每股13港仙及特別末期股息每股5港仙，維持穩定的派息比率。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

FINANCIAL REVIEW

REVENUE

The Group's annual revenue increased by 14.8% to RMB3,543.8 million in 2023. The increase in sales was mainly due to the resumption of normal operations together with the resumption of social activities. For smart casual collection, attributable to more newly opened stores and higher proportion of sales of premier products, sales per store and average unit price boosted and resulted in a significant year-on-year increase of 35.2% in revenue of the smart casual collection. For core collection, the distributors had to digest the inventory from 2022, which suppressed the order growth in 2023. However, the Group did not offer any rebates to distributors during the year (2022: RMB83.7 million). The turnover of the core collection increased by 10.7%.

By product category, sales of tops increased by 14.3% year-on-year, accounting for 64.7% (2022: 63.2%) of total revenue, with the down jacket product category showing the most significant growth of 30.5%. Pants accounted for 20.9% (2022: 20.7%) of total revenue, with a 12.3% increase in sales. Sales of accessories decreased by 14.6% and accounted for 7.4% of total revenue, of which sales of footwear products fell by 18.1%.

財務回顧

收入

集團於二零二三年的年度收入增長14.8%至人民幣3,543.8百萬元。銷售額增長主要因為隨著社會活動復常，所有門市恢復正常營業。輕商務方面，在新開店舖較多和高端系列銷售佔比提升下，單店銷售額、平均單價等均見提升，輕商務的營業額大幅增長35.2%；主系列分銷商年內則需要消化二零二二年的庫存，以致二零二三年的訂貨增長受壓抑；不過，年內集團並無為分銷商提供返利(二零二二年：人民幣8,370萬元)，主系列的營業額增長為10.7%。

按產品類劃分，上衣類銷售額同比增長14.3%，佔總收入64.7%(二零二二年全年：63.2%)，其中羽絨服類產品銷售增長最為突出，達到30.5%。褲類佔總收入20.9%(二零二二年全年：20.7%)，銷售額增長12.3%，配件銷售額下降14.6%，佔總收入7.4%，其中的鞋類產品銷售額下降18.1%。

Revenue by collection

按系列劃分收入

Collections	系列	2023 二零二三年		2022 二零二二年		Increase 增加
		RMB million 人民幣百萬	% of revenue 佔收入%	RMB million 人民幣百萬	% of revenue 佔收入%	
Core collection	主系列	2,841.1	80.2%	2,566.4	83.2%	10.7%
Smart casual collection	輕商務	702.7	19.8%	519.8	16.8%	35.2%
Total	總計	3,543.8	100.0%	3,086.2	100.0%	14.8%

REVENUE BY REGION

North-Western China and Northern China benefited from the increase in the number of stores, with sales increasing by 22.5% and 29.4%, respectively. In Eastern China, sales increased by 14.7% for the year due to the increase in the number of stores and the growth of e-commerce sales included in its scope of business. Sales growth in Central and Southern China remained stable with a growth rate of 12.4%. During the year, there were fewer stores in North-Eastern China and South-Western China which resulted in lower sales growth.

按區域劃分收入

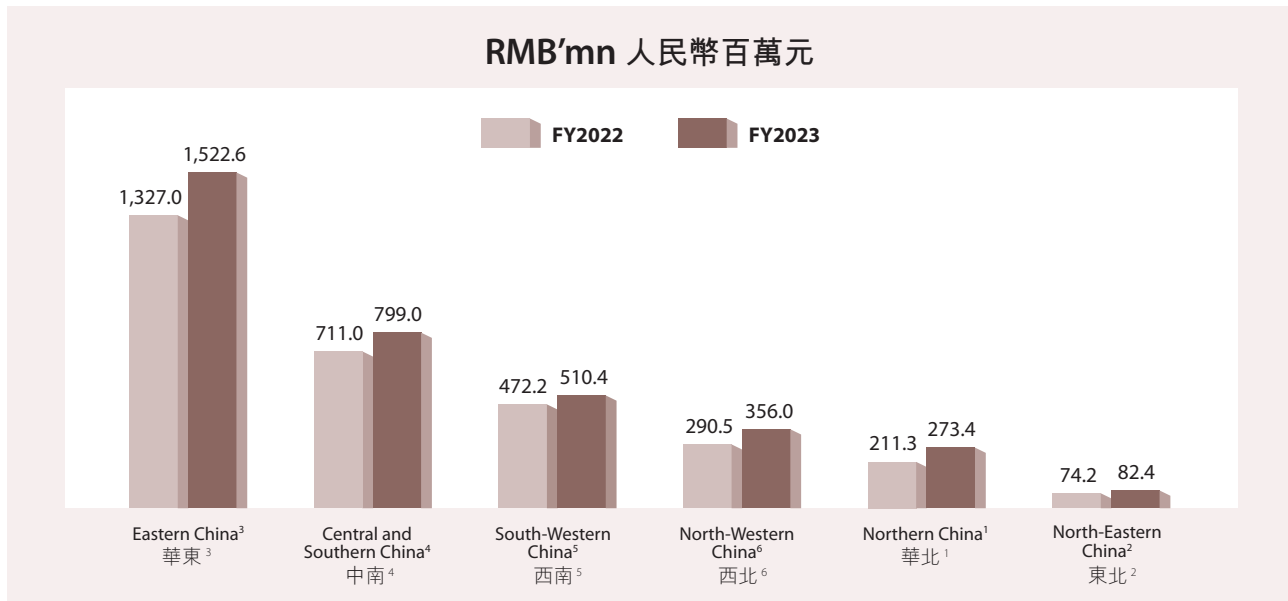
西北和華北地區受惠門店數量增加，銷售額分別增長22.5%和29.4%。華東地區因門店增加及納入其經營範圍的電商銷售增長，年內銷售額提升14.7%。中南地區銷售增長保持穩健，增長率為12.4%。東北和西南地區年內門店減少，銷售額增長較低。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

REVENUE BY REGION FOR THE YEAR IS SET OUT BELOW:

下表按區域劃分年內的收入：



Regional Revenue 區域收入

The Group	集團	2023 二零二三年		2022 二零二二年		Increase 增加
		RMB million 人民幣百萬	% of revenue 佔收入%	RMB million 人民幣百萬	% of revenue 佔收入%	
Northern China ¹	華北 ¹	273.4	7.7%	211.3	6.8%	29.4%
North-Eastern China ²	東北 ²	82.4	2.3%	74.2	2.4%	11.0%
Eastern China ³	華東 ³	1,522.6	43.0%	1,327.0	43.0%	14.7%
Central and Southern China ⁴	中南 ⁴	799.0	22.5%	711.0	23.0%	12.4%
South-Western China ⁵	西南 ⁵	510.4	14.4%	472.2	15.3%	8.1%
North-Western China ⁶	西北 ⁶	356.0	10.1%	290.5	9.5%	22.5%
Total	總計	3,543.8	100.0%	3,086.2	100.0%	14.8%

- (1) Northern China includes Beijing, Hebei, Shanxi, Tianjin and Inner Mongolia.
- (2) North-Eastern China includes Heilongjiang, Jilin and Liaoning.
- (3) Eastern China includes Jiangsu, Zhejiang, Shanghai, Anhui, Fujian, Shandong and Jiangxi.
- (4) Central and Southern China includes Henan, Hubei, Hunan, Guangdong, Guangxi and Hainan.
- (5) South-Western China includes Chongqing, Sichuan, Guizhou, Yunnan and Tibet.
- (6) North-Western China includes Shaanxi, Gansu, Qinghai, Ningxia and Xinjiang.

- (1) 華北包括北京、河北、山西、天津和內蒙古。
- (2) 東北包括黑龍江、吉林、遼寧。
- (3) 華東包括江蘇、浙江、上海、安徽、福建、山東和江西。
- (4) 中南包括河南、湖北、湖南、廣東、廣西及海南。
- (5) 西南包括重慶、四川、貴州、雲南和西藏。
- (6) 西北包括陝西、甘肅、青海、寧夏和新疆。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

COST OF SALES AND GROSS PROFIT MARGIN

Cost of sales increased by 10.3% year-on-year to RMB1,837.0 million. The gross profit margin was 48.2%, representing an increase of 2.2 percentage points year-on-year. The increase was primarily due to the significant increase in sales of the smart casual collection with a higher gross profit during the year, leading to a higher proportion of sales of the smart casual collection to total sales. In addition, benefiting from the improvement in inventory management capabilities, the reversal of inventory provision in 2023 was RMB26.66 million higher than that in 2022, and no sales rebates were offered to distributors during the year.

OTHER NET INCOME

Other net income amounted to RMB51.1 million (2022: RMB71.5 million), which included grants from Chinese local governments of RMB47.5 million (2022: RMB57.9 million). These local government grants are awarded unconditionally and at the discretion of the relevant authorities.

銷售成本及毛利率

銷售成本同比增加10.3%至人民幣1,837.0百萬元。毛利率為48.2%，同比增加2.2個百分點，主要因為毛利較高的輕商務年內銷售明顯增長，故佔總銷售額比重因而增加。此外，受惠於庫存管理能力的提升，集團二零二三年計提存貨撥備回撥較二零二二年多人民幣26.66百萬元，而且年內不用為分銷商提供返利。

其他收入淨額

其他收入淨額為人民幣51.1百萬元（二零二二年：人民幣71.5百萬元），其中包括中國地區政府補助人民幣47.5百萬元（二零二二年：人民幣57.9百萬元）。中國地區政府補助為無條件授予，並由有關機構酌情決定。



Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

SELLING AND DISTRIBUTION EXPENSES

Due to the introduction of a new brand logo and the Group's increased promotion of the minimalist menswear image during the year, coupled with the postponement of the store renovation program originally scheduled for 2022 to 2023 due to the impact of the epidemic, selling and distribution expenses increased by RMB165.6 million to RMB957.3 million during the year. These expenses accounted for 27.0% of total revenue, up by 1.3 percentage points from last year.

Advertising expenses and renovation subsidies and expenses increased by RMB119.7 million to RMB521.4 million during the year, accounting for 14.7% (2022: 13.0) of total revenue. As the number of smart casual collection stores increased, the expenses of direct-to-retail stores also increased by RMB18.7 million to RMB251.4 million, accounting for 7.1% (2022: 7.5%) of total revenue. Renovation subsidies and expenses increased by RMB19.6 million to RMB258.7 million during the year, accounting for 7.3% (2022: 7.7%) of total revenue.

ADMINISTRATIVE EXPENSES

Administrative expenses amounted to RMB177.1 million, a decrease of RMB1.7 million compared with the same period last year, and the proportion of revenue decreased to 5.0% (2022: 5.8%).

OTHER OPERATING EXPENSES

Other operating expenses amounted to RMB12.8 million (2022: RMB2.1 million), mainly due to the increase in charitable donations.

PROFIT FROM OPERATIONS

Profit from operations increased by 17.6% to RMB610.6 million. This was mainly due to the increase in gross profit. The operating profit margin increased by 0.4 percentage point to 17.2%.

銷售及分銷開支

由於年內集團推出新品牌標徽、並加強推廣簡約男裝的形象，加上原定於二零二二年進行的門店裝修計劃受疫情影響推延至二零二三年，故年內銷售及分銷開支增加人民幣165.6百萬元至人民幣957.3百萬元。費用佔總收入27.0%，較去年增加1.3個百分點。

年內，廣告開支及裝修補貼和開支增加人民幣119.7百萬元至人民幣521.4百萬元，佔總收入14.7%（二零二二年：13.0%）。輕商務門店增加，自營店費用亦增加18.7百萬元至人民幣251.4百萬元，佔總收入7.1%（二零二二年：7.5%）。裝修補貼和開支增加人民幣19.6百萬元至人民幣258.7百萬元，佔總收入7.3%（二零二二年：7.7%）。

行政開支

行政開支人民幣177.1百萬元，較去年同期減少人民幣1.7百萬元，佔收入比減少至5.0%（二零二二年：5.8%）。

其他經營開支

其他經營開支人民幣12.8百萬元（二零二二年：2.1百萬元），主要由於慈善捐款增加所致。

經營利潤

經營利潤增加17.6%至人民幣610.6百萬元。主要由於毛利增加所致。經營利潤率上升0.4百分點至17.2%。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

NET FINANCE INCOME

Net finance income was RMB47.2 million, an increase of RMB19.4 million over the previous year, mainly due to the increase in interest income as a result of the increase in fixed deposits. However, an exchange loss of RMB2.7 million was recorded due to the depreciation of RMB during the year (2022: RMB6.5 million).

INCOME TAX

The effective income tax rate for the year was 19.4%, representing an increase of 1.3 percentage points compared with last year, mainly due to the decrease in inventories and right-of-use assets provisions during the year and the decrease in deferred tax credits. During the year, one of the Group's Chinese subsidiaries qualified as a high-tech enterprise, and enjoyed a preferential tax rate of 15%. The other two subsidiaries registered in Tibet also enjoyed the local preferential tax rate of 15%.

NET PROFIT

Net profit was RMB530.4 million, an increase of 18.4%. The net profit margin increased by 0.5 percentage points to 15.0%.

EARNINGS PER SHARE

Earnings per share were RMB44.30 cents, representing an increase of 18.4%.

FINAL DIVIDEND

The Board has resolved to pay a final dividend of HK13 cents (2022: HK9 cents) per ordinary share and a special final dividend of HK5 cents (2022: HK5 cents) per ordinary share in respect of this financial year, making a total dividend payment of approximately HK\$215.5 million (equivalent to approximately RMB196.7 million). The final dividend and the special final dividend will be paid in cash on or around 22 May 2024 to shareholders whose names appear on the Company's register of members on 7 May 2024.

融資收入淨額

融資收入淨額為人民幣47.2百萬元，較去年增加人民幣19.4百萬元。增加主要由於利息收入因定期存款增加，但年內人民幣貶值，錄得人民幣2.7百萬元匯兌虧損（二零二二年：人民幣6.5百萬元）。

所得稅

年內所得稅有效稅率為19.4%，較去年增加1.3個百分點，主要因為年內存貨及使用權資產撥備減少，遞延稅項抵扣減少所致。年內，集團旗下一家中國子公司取得高新技術稅務資格，享有優惠稅率15%，另外兩家在西藏註冊的子公司亦享有當地的優惠稅率15%。

淨利潤

淨利潤為人民幣530.4百萬元，上升18.4%。淨利潤率上升0.5百分點至15.0%。

每股盈利

每股盈利為人民幣44.30分，增加18.4%。

末期股息

董事會建議就本財政年度派發末期股息每股普通股13港仙（二零二二年：9港仙）及特別末期股息每股普通股5港仙（二零二二年：5港仙），合共派息額約港幣215.5百萬元（約相等於人民幣196.7百萬元）。末期股息及特別末期股息將於二零二四年五月二十二日或前後以現金支付予於二零二四年五月七日名列本公司股東名冊之股東。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

BUSINESS REVIEW

SALES CHANNEL MANAGEMENT

The Group has been actively reforming its sales channels. After three years of effort, the Group has established four main sales channels that were all profitable during the year: the distribution and consignment models of the core collection, the direct-to-retail stores of the smart casual collection and the direct-to-retail stores under the e-commerce sales model. This has allowed the Group to more closely match its products and services with the purchasing patterns of Chinese menswear consumers and drive sales growth. During the year, each of the sales channel has recorded profit and sales per store increased significantly, further reflecting the effectiveness of the sales channel reform.

The core collection currently has a total of 2,393 stores, of which 39% (936 stores) operate under the consignment model. The Group continues to consolidate and develop its nationwide sales network through long-term cooperation with distributors to provide services to domestic consumers. The Group also continues to pragmatically support distributors in optimizing the retail network, while insisting on opening stores in premier shopping malls with prime business locations, and attracting customers and boosting sales with renovations that showcase brand characteristics.

During the year, the smart casual collection continued to expand its store network, optimize store locations and improve the utilization of store space. The refurbishment of stores in Jiangsu, Qingdao and Wuhan has been completed, resulting in a significant improvement in the sales efficiency of the stores.

As at the end of December 2023, the Group had a total of 2,695 retail stores nationwide, a net increase of 51 stores during the year. This included a net increase of 8 core collection stores and 43 smart casual collection stores. The new stores are mainly concentrated in Eastern China and North-Western China. As at the end of December 2023, the total retail store floor area was approximately 429,543 square meters (31 December 2022: 403,703 square meters), representing an increase of 6.4% compared with the end of the previous year.

業務回顧

銷售渠道管理

集團積極進行銷售渠道改革，經過三年的努力，年內已確立四個銷售渠道：主系列的分銷及代銷模式、輕商務的自營模式及自營的電商銷售模式，產品和服務得以更緊貼中國男裝消費者的購買模式，帶動銷售提升。年內，各渠道均錄得盈利，店效明顯增長，進一步體現銷售渠道改革的成果。

主系列目前共2,393家店舖，其中39%，即936家為代銷經營。集團繼續透過與分銷商的長期合作，鞏固和建立了全國性的銷售網絡，為中國消費者提供服務，並持續務實地優化分銷商零售網絡，堅持在優質商場中的優越舖位開店，及通過最具品牌個性的裝修吸引顧客，提升銷售。

輕商務年內持續擴大店舖網絡，優化店舖位置及改善店舖空間的利用，江蘇、青島和武漢的門市已完成整改，銷售效益顯著提升。

於二零二三年十二月底，本集團於全國共有2,695家零售店，年內淨增加51家。其中，主系列淨開8家，輕商務淨開43家，新增門店主要集中在華東及西北地區。截至二零二三年十二月底，零售門店總店舖面積約為429,543平方米(二零二二年十二月三十一日：403,703平方米)，較去年底增加6.4%。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

As at the end of December 2023, there were 879 stores (31 December 2022: 835) in shopping malls, accounting for approximately 32.6% of the total store count and approximately 35.1% of total retail floor area. In addition, there were 77 outlet stores (31 December 2022: 55).

於二零二三年十二月底，購物商場店有879家(二零二二年十二月三十一日：835家)，佔店舖總數目約32.6%，約佔總店舖面積35.1%；另外，奧特萊斯店則有77家(二零二二年十二月三十一日：55家)。

Changes in the number of stores by region are as follows:

各區店舖的數量變動如下：

Region	區域	Number of Stores 店舖數量			As at 31 December 2023 於二零二三年 十二月三十一日
		As at 1 January 2023 於二零二三年 一月一日	Opened during the year 年內開店	Closed during the year 年內關店	
Northern China	華北	252	41	26	267
North-Eastern China	東北	151	14	33	132
Eastern China	華東	744	102	72	774
Central and Southern China	中南	715	72	66	721
South-Western China	西南	502	32	43	491
North-Western China	西北	280	48	18	310
		2,644	309	258	2,695

As at 31 December 2023, 296 and 1 of the 2,695 stores were direct-to-retail smart casual collection and core collection stores, respectively while the remaining stores were mainly operated by distributors, sub-distributors or consignees. During the period, the number of distributors remained at 65, while the number of sub-distributors increased from 735 to 769.

於二零二三年十二月三十一日，2,695家店舖中有296家為輕商務及1家為主系列的自營店，其他店舖分別由一級分銷商或二級分銷商經營。年內一級分銷商維持65家不變，二級分銷商數目則從735家增加至769家。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

The breakdown of the number of store is as follows:

店舖數目分類如下：

		31 December 2023 二零二三年十二月三十一日			31 December 2022 二零二二年十二月三十一日		
		Core Collection 主系列	Smart Casual Collection 輕商務系列	Total 總計	Core Collection 主系列	Smart Casual Collection 輕商務系列	Total 總計
By operations	以經營方式						
Direct-to-retail stores	自營店	1	296	297	1	251	252
Consignment	代銷店	936	0	936	938	0	938
Distribution	分銷店	1,456	6	1,462	1,446	8	1,454
Total number of stores	總店數	2,393	302	2,695	2,385	259	2,644
By type of stores	以店舖類型						
Street stores	街邊店	1,429	15	1,444	1,433	21	1,454
Stores in shopping malls and outlet stores	購物商場店及 奧特萊斯店	703	253	956	671	219	890
Shop-in-shops in department stores	百貨店中店	261	34	295	281	19	300
Total number of stores	總店數	2,393	302	2,695	2,385	259	2,644

In terms of inventory management, the Group strengthened its inventory management capabilities, opened 22 more outlet stores and sold seasonal products not yet sold in other stores. The sell-through rate of core collection and smart casual collection stores continued to increase. The new logistics center became operational. Its intelligent logistics system contributed to the implementation of the Group's nationwide logistics network and accelerated the delivery speed of goods to stores, while improving inventory control and achieving cost reduction and efficiency improvement. As at the end of December 2023, a provision of RMB66.5 million has been made in accordance with the Group's inventory provision policy.

NEW RETAIL DEVELOPMENT

During the year, new retail remained one of the Group's top priorities for business development. The Group vigorously expanded its e-commerce live streaming business to cater to the shopping preferences of male consumers who tend to consume fashion and entertainment at the same time. Platforms such as TikTok were utilized to provide consumers with detailed product information through lively and vibrant commentary, thereby driving growth in the online business.

庫存管理方面，集團強化庫存管理能力，年內增開奧特萊斯店22間，並銷售其他門市仍未售出的當季產品，主系列和輕商務店舖的售罄率進一步提升。隨著新物流園投入運作，配合智能化物流系統，更有效落實集團的全國性物流佈局，加快鋪貨到單店節奏，提升庫存控制並實現降本增效。按集團的庫存撥備政策，截至二零二三年十二月底，撥備為人民幣0.665億元。

新零售發展

年內，集團繼續以新零售為業務的發展重點之一，大力發展直播帶貨業務，以滿足男裝消費者傾向從娛樂中同時消費的購物模式，在抖音等平台透過生動活潑的解說，向消費者提供豐富的產品資訊，從而帶動線上業務的增長。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

The Group launched the hot pants products on its e-commerce platform during the 618 E-commerce Shopping Festival, demonstrating its ability to replenish orders quickly with the rapid response of its production plant and seven newly-added production lines. On the eve of the Double 11 Shopping Festival, the Group held the “Anping Bridge Show” at Anping Bridge, a World Heritage Site in Jinjiang, Fujian. The event showcased the minimalist fashion style of China’s Lilang’s menswear through the highlights of an outdoor fashion show broadcast on TikTok and laid a good foundation for the sales during the Double 11 Shopping Festival.

In addition, the Group has completed the transformation of its e-commerce platform into a self-operated model, allowing it to deploy its online business more flexibly. The Group has increased the number of new products available for e-commerce sales to enhance the attractiveness of e-commerce and improve the shopping experience for consumers. The Group continues to utilize the WeChat platform to open stores and provide customer relationship management on WeChat Mall, taking advantage of the interactive features of the social platform and leveraging the complementary advantages of online and offline services, thus promoting the growth of stores efficiency.

By investing in intelligent workshops and a smart warehouse and logistics distribution system, the Group has improved its ability to replenish orders quickly, resulting in a 17.6% year-on-year growth in new retail sales during the year.

PRODUCT DESIGN AND DEVELOPMENT

Adhering to the brand philosophy of “Simplicity but not Simple”, the Group implemented the strategy of “Simplified Design, Excellent Quality”, providing customers with high quality products with value while increasing investment in research and development and product upgrades, in order to enhance the value for money of the quality of its products and increase the attractiveness of China Lilang’s minimalist menswear brands. During the year, the proportion of products with original designs for sale was approximately 75%, and the proportion of these products utilizing proprietary fabrics developed by the Group was around 50%.

於6.18電商購物節期間，集團在電商平台推出褲類爆款，配合工廠的快速反應、新增的7條生產線，展現了集團快速補單的能力。「雙11」前夕，集團在福建晉江世遺古跡安平橋舉辦「安平橋大秀」，透過抖音视频播放戶外時裝展的精華片段，展現中國利郎男裝簡約時尚的穿著風格，為「雙11」銷售奠定了良好基礎。

另外，集團已完成電商自營的轉型，可更靈活佈局線上業務。集團加大電商銷售新品的數目，以增加電商的吸引力，及改善消費者的購物體驗，亦繼續利用微信平台，在微商城開店及提供顧客關係管理服務，進一步利用社交平台的互動特點，發揮在線線下互補的優勢，帶動店效增長。

憑藉投資智慧車間及智慧化倉儲物流配送體系，提升集團快速補單的能力，年內新零售銷售同比增長17.6%。

產品設計與開發

集團秉承「簡約不簡單」的品牌理念，為消費者提供優質優價，執行「簡約設計、卓越品質」的策略，並加大研發投入和產品升級，以提高產品的質價比，增加中國利郎簡約男裝品牌的吸引力。年內銷售產品中，原創比例約75%。其中應用由集團開發的獨有面料的產品比例約50%。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

After the successful launch of the Hydrophobic Downs 1.0, China Lilang launched the newly upgraded Hydrophobic Down 2.0 during the year. The water repellency test of the down reached level 5 water repellency for over 10,000 minutes, which is more than 20 times the industry standard. The down also retains its original fluffiness even after machine washing and dries quickly, and has been awarded the double certification from the World Record Certification Agency (WRCA) as the “down with the best hydrophobic performance” and “the world’s outstanding down with ultra warm technology”. The launch of the hydrophobic down attracted considerable attention from consumers, resulting in a 30.5% increase in the Group’s total down sales compared with last year.

The wash-resistant polo shirt collection launched in the summer also uses the fabric independently developed by China Lilang. By replacing the traditional sewing process with the 180°C high-temperature seamless heating-pressing technology, combining high-strength yarn with a stable shrinkage rate, coupled with a special high-fastness dyeing process, even if repeatedly worn, washed and ironed, the shirt is still as smooth, bright and colorful as new, effectively solving consumer’s cleaning and care problems. The collection is also more efficient in heat insulation and sun protection, comfortable to wear and cool to the touch, and the modeling style highlights the aesthetic standard of simplicity, good taste, and fashion, winning the favor of a wide range of consumer groups.

There are a total of approximately 343 staff members in the Group’s research and development department, who are meticulously engaged in all areas of product design, material development and sample creation, so as to enhance the overall competitiveness of the Group’s products.

BRAND MANAGEMENT AND PROMOTION

The Group sells its menswear products through its core collection and smart casual collection, which continue to provide consumers with high-quality minimalist menswear and a fashionable dressing experience. The core collection mainly targets consumers aged 25 to 45 in third- and fourth-tier markets and is being further expanded into first- and second-tier markets. The smart casual collection focuses on urban youths aged 20 to 30 in first- and second-tier markets by adhering to the concept of “LESS IS MORE”, with lighter and more casual designs that exude a sense of youthfulness.

繼拒水羽絨 1.0 獲得市場熱烈反響後，中國利郎於年內推出新升級的拒水羽絨 2.0，其羽絨的拒水性測試達到 10,000 分鐘 5 級拒水，是行業標準的 20 倍以上，機洗也不影響羽絨原有蓬鬆度，且乾燥速度快，獲世界紀錄認證機構 WRCA 頒發「拒水性能最高的羽絨服」及「世界卓越的超強保暖科技拒水羽絨服」雙項認證。拒水羽絨一上市，便受到廣大消費者關注，帶動集團整體羽絨銷售較去年增長 30.5%。

夏季推出的耐洗 POLO 衫系列同樣採用中國利郎自主研發面料，經過 180°C 高溫無縫熱壓技術替代傳統車縫工藝，高強度紗支結合穩定的縮率，加上特殊的高牢度染色工藝，即使反覆穿、洗、熨燙依然平整如新、色彩鮮豔，有效解決消費者的清洗打理問題。該系列更具高效隔熱及防曬功能，穿著舒適，具清涼感，造型風格突顯簡單、大方、時尚的美學標準，贏得廣泛消費群的青睞。

集團研發部門現時共有約 343 人，從產品設計、物料開發以至樣板製作等各個環節，都一絲不苟，以全面提升集團產品的競爭力。

品牌管理及宣傳

集團透過其主系列及輕商務系列銷售男裝產品，持續為消費者帶來高品質簡約男裝和時尚穿搭新體驗。主系列主要針對在三、四線市場的 25 至 45 歲的消費者，並進一步在一、二線市場增加佈局。輕商務系列則專注於一、二線市場的 20 至 30 歲的都市青年，秉承「少即是多」的理念，款式更輕便自如，洋溢青春氣息。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

During the year, the Group launched a redesigned logo, optimizing and balancing the visual proportions and graphic design based on the original logo, reflecting the aesthetic ideals and business philosophy of China Lilang - "Simplicity but not Simple", and adding vitality and style to the brand. The store space features immersive installations that channel a strong sense of technology, creating an open, dynamic and cutting-edge atmosphere that reflects the fashionable style advocated by today's urban youth.

The Group continues to explore new and diversified marketing methods to attract more young urban consumers. During the year, China Lilang became the partner of Mango TV's large-scale variety show "Call Me By Fire Season 3" (《披荊斬棘3》); through the elements of music and storytelling, it shows the persevering and unremitting masculinity of 30 guests, with Chen Chusheng and Zhang Yuan serving as the ambassadors of Lilang's minimalist menswear, interpreting the belief that challenging oneself and exploring more possibilities at all costs, to cultivate trending topics and clarify the brand's positioning, further reinforcing the brand's awareness.

China Lilang also collaborated with National Geographic China to launch the "Most Beautiful Highways and Apex Landscapes in China" study tour program, in which researchers wore Lilang's hydrophobic downs to explore China's rich natural landscapes in places such as the Yalong Glacier in Xizang and the Potatso National Park in Shangri-La, allowing viewers to witness the excellent performance of Lilang's hydrophobic downs in extreme environments.

The annual Lilang "Anping Bridge Show", held in late October, was the culmination of China Lilang's brand promotion activities, for which a group of rappers donned simple and elegant apparel with outdoor functions, and made a grand finale on China's longest existing ancient stone beam cross-sea bridge, in order to echo the timelessness of the Southern Song Dynasty's minimalist style with fashion that channels modern simplicity, combining heritage with innovation, leveraging the power of the brand to further promote the development and dissemination of urban culture, and highlighting the Group's insistence on minimalist design.

AWARDS

During the year, the Hydrophobic Down 2.0 launched by the Group was certified by the World Record Certification Authority (WRCA) as "the world's outstanding down with ultra warm technology" and "the down with the best hydrophobic performance", and its wash-resistant shirts were certified by the WRCA as the "shirt with the least color deviation after 30 washes".

年內，集團推出重新設計的標徽，在原有標識的基礎上，就視覺比例和圖案設計做了優化及平衡，既反映中國利郎秉持的美學理想和經營哲學－「簡約不簡單」，亦為品牌加添活力和時尚感。店舖空間則通過極具科技感的沉浸式裝置設計，營造開敞、流動、前衛的氣氛，迎合當下都市青年所崇尚的時尚風格。

集團繼續探索多元營銷新方式，吸引更多都市年輕消費者的青睞。年內，中國利郎成為芒果TV大型綜藝《披荊斬棘3》合作夥伴；透過音樂和故事元素展現30位嘉賓堅毅不屈、自強不息的男性魅力，其中陳楚生、張遠出任利郎簡約男裝推薦官，詮釋全力以赴挑戰自我，努力探索更多可能的信念，營造一波又一波的話題熱，明確品牌的定位，進一步強化品牌認知度。

中國利郎還與中國國家地理合作發佈「最美公路暨中國極致景觀」的專線考察計劃，科考人員穿著利郎拒水羽絨深入西藏雅隆冰川、香格里拉普達措國家公園等地探索中國豐富的自然景觀，讓視頻觀眾感受利郎拒水羽絨在極端環境下的優異性能。

而十月下旬舉行的利郎「安平橋大秀」將中國利郎品牌推廣活動推上高潮。一眾說唱歌手穿上簡約大方兼具戶外功能性的搭配，在中國現存最長的跨海梁式古石橋上壓軸亮相，用現代簡約的時尚呼應南宋極簡的雋永，將傳承與創新相融合，以品牌的力量持續促進城市文化發展與傳播，突出集團對簡約設計的堅持。

獎項

年內，集團推出的拒水羽絨2.0獲世界紀錄認證機構WRCA，頒予「世界卓越的超強保暖科技羽絨服」及「拒水性能最高的羽絨服」認證，而耐洗襯衫獲WRCA「洗滌30次總色差值最小襯衫」認證。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

The Group's outstanding craftsmanship was awarded the "Secondary Award for Scientific and Technological Advancement" at the 2023 Science and Technology Awarding Ceremony of the China National Textile and Apparel Council.

The Group also received various accolades for its brand enhancement efforts, including the "Brand Enhancement Discovery Award of the Year" at the 2023 T-EDGE Global Innovation Conference, the "Pioneering Minimalist Menswear Brand" at the 2023 Brand Power (Kunming) International Summit Forum (2023 品牌強國(昆明)國際高峰論壇) and the "Star-and-Fans Brand Award" at the Weibo Excellent Garment Brand Value Enhancement Forum.

The Group's "Anping Bridge Show" held during the year was awarded the annual "Best Video Account Marketing Award" in the Tencent Social Media category, further demonstrating its excellence in brand marketing.

CHARITY

The Group has always fulfilled its social responsibility and proactively participated in various social welfare activities, as well as paying attention to the needs of society at all levels, and devoting resources and efforts to help those in need while enhancing its corporate image.

During the year, the Group was committed to the preservation and development of arts and culture. It made a donation to the "Jinjiang Cultural Relics Preservation Fund (晉江市文物保護基金)" through "Lilang Charity Fund" (利郎慈善基金會) to promote the culture of Jinjiang's ancient bridges and attract more professionals to engage in the restoration and sustainability of local relics.

The Group also continued to optimize its aesthetic education plan to enhance the cultural literacy of Mainlanders in various aspects. During the year, the Group curated the "Art Life 3 - Walk through China" program, which brings the beauty of fashion design and artistic creativity to rural areas, while cultivating a sense of cultural identity and well-being among children from less-developed regions through discussions, games and experiences.

集團出色的產品工藝榮獲2023年度中國紡織工業聯合會科學技術獎勵大會「科技進步二等獎」。

集團亦憑藉品牌升級榮獲諸多殊榮，包括2023 T-EDGE全球創新大會頒發的「年度品牌升級探索獎」、2023品牌強國(昆明)國際高峰論壇頒發的「首創簡約男裝品牌」獎，以及「微博·針不戳品牌價值增長論壇星粉奔赴品牌獎」。

集團於年內舉辦的「安平橋大秀」，獲得騰訊社交類年度「最佳視頻號營銷獎」，進一步彰顯其在品牌行銷領域的卓越表現。

公益

集團一直主動履行社會責任，積極參與多項社會公益活動，關注社會各個層面的需求，並投入資源和努力，在幫助有需要的人士同時提升企業形象。

年內，集團心繫藝術與文化的傳承及發展，透過「利郎慈善基金會」向「晉江市文物保護基金」捐贈善款，以弘揚晉江古橋文化，並吸引更多專業力量投入當地的文物修復及永續工作。

集團亦持續優化美育計劃，從多方面提高內地民眾的文化素養，於年內發佈《藝術生活3-穿行中國》，在項目中將時尚設計之美、藝術創意之美，帶到鄉村，通過討論、遊戲、體驗，培養欠發達地區孩子的文化認同感和幸福感。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

PROSPECTS

Looking ahead, the international environment remains complicated. While there are issues such as overcapacity in certain industries in China and low social expectations, the central government is vigorously stimulating the economy and has designated 2024 as “The Year of Consumption Promotion”, thereby creating a positive retail atmosphere. In order to conform to the trend of the emergence of a new middle class, the Group will continue to differentiate itself from other menswear brands through investment in product research and development, and promote the strategic upgrading of the “Lilang Minimalist Men’s Fashion” branding. Together with more consumer-oriented sales channels and the demonstration of effectiveness, the Group will expand the store network, accelerate the development of new retail to cater and lead the demand of the consumers. The next step is to move towards the goals of multi-brands and internationalization as well as to lead the menswear trend and strive to enhance sales performance.

This year, the Group will focus on leveraging the advantages of sales channel reform, and plans to achieve a net increase of 100 to 200 stores to expand its retail scale. The Group will continue to open new stores in prime locations at premium shopping malls in provincial capitals and prefecture-level cities to achieve better store performance. It will also continue to expand the scale of opening stores in outlets as a channel for regular inventory clearance to increase product sell-through rates.

The Group will also step up efforts to develop new retail businesses, especially through methods such as e-commerce live streaming on TikTok, to provide personalized shopping experiences, establish a closer connection with consumers, complement the advantages of online stores and physical stores, and optimize its channels to further drive sales growth, aiming to achieve 20% or more growth in new retail business in 2024 with a 15% growth rate in overall sales.

To enhance its brand image, the Group plans to complete the seventh generation renovation project for 400 stores by 2024. Through a simple, refined, youthful and fashionable decoration style, consumers visiting the stores are able to experience China Lilang’s brand concept of “Simplicity but not Simple” more intuitively, while the spatial layout is being enhanced to create a more comfortable shopping experience for consumers.

前景

展望未來，國際環境持續錯綜複雜，中國部份行業產能過剩、社會預期偏弱，但中央政府大力促經濟，並將二零二四年定為「消費促進年」，積極的零售氣氛在望。為順應新中產階級崛起的浪潮，集團將繼續透過產品研發投入、拉開與其他男裝品牌產品的差異性，並推進「利郎簡約男裝」品牌戰略的升級工作，配以更面向消費群體的銷售渠道、效益顯現的基礎上，擴大店舖網絡，加快新零售發展，迎合與引領消費者需求。下一步更邁向多品牌及國際化，引領男裝時尚，力爭銷售業績更上一層樓。

今年集團將致力發揮銷售渠道改革的優勢，計劃淨增加100-200家門店，以擴大零售規模。集團將堅持在省會及地級市優質購物中心優越的位置開店，實現更好的店效，亦在奧特萊斯商場繼續擴大開店規模，作為慣常清理庫存的渠道，以提升產品售罄率。

集團也將加大新零售業務的發展力度，特別是通過抖音直播帶貨等方式，提供個性化的購物體驗，與消費者建立更緊密的聯繫，結合網店與實體店舖的互補優勢，做好渠道優化，帶動銷售進一步提升，目標是於二零二四年新零售業務實現20%或以上的增長，而整體銷售達到15%的增長。

為了提升品牌形象，集團計劃於二零二四年完成400家門店的第七代裝修工程。通過簡潔精緻、年輕時尚的裝修風格，讓光顧門店的消費者更直觀的感知到中國利郎簡約不簡單的品牌理念，同時提升空間佈局，為消費者營造更舒適的購物場景。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

In terms of product positioning, the Group will continue its strategy of providing high product quality with attractive price and will continuously introduce innovative and differentiated new products to meet consumers' desire for personalized clothing. With the improvement of inventory management ability and further reduction of off-season inventory, the Group will intensify the launch of new products to increase the proportion of higher-priced new items, thereby improving the average selling price and the overall profitability of the products.

In order to reach and satisfy more customer needs, and to improve competitiveness of the Group's brands, the Group has implemented a "multi-brand and internationalization" development strategy and is actively seeking to collaborate with international brands in domestic market with the aim of providing consumers with diversified choices catering to their different needs in clothing.

As one of the leading menswear brands in China, China Lilang has established a solid sales network in the Mainland after more than 30 years of development. With the growing interconnectivity of the global market, the Group is planning to push its brands into the international arena and expanding overseas markets. The Group believes that the internationalization of its brand will not only bring about a new style for the Group and enrich the product design, but also broaden its sources of revenue and welcome more market opportunities.

In the long run, the Group intends to further consolidate China Lilang's leading position in the menswear industry and realize sustainable long-term growth, which in turn will enable it to reward its shareholders, staff members and customers for their support.

在產品定位方面，集團將繼續執行「優質優價」的策略，不斷推出具有創新性和差異化的新產品，滿足消費者對個性化衣著的追求。隨著集團庫存管理能力的提升，淡季庫存進一步降低，集團加強推出新品，將提升售價較高的新品佔比，繼而增加平均售價及整體產品的盈利能力。

為觸達和滿足更多消費需求，並持續提升集團品牌競爭力，集團落實新的「多品牌、國際化」發展策略，現正積極尋求與國際品牌於國內合作，為消費者提供多元化的選擇，滿足他們對服裝的不同追求。

作為中國男裝領先品牌之一，中國利郎經過三十多年的開拓，在內地已建立鞏固的銷售網絡。隨著全球市場的互聯互通日益緊密，集團正計劃把利郎品牌推向國際舞臺，開拓海外市場。集團相信，品牌國際化既為集團帶來新風格，為產品設計增添豐富元素，亦為集團拓闊收入來源，迎接更多市場機遇。

長遠而言，集團銳意進一步鞏固中國利郎在男裝行業的領導地位，實現可持續的長期增長，回饋股東、員工及客戶對集團的支持。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

LIQUIDITY AND FINANCIAL RESOURCES

CASH AND BANK BALANCES AND CASH FLOWS

流動資金及財務資源

現金及銀行結餘及現金流量

		Year ended 31 December 截至十二月三十一日止年度	
		2023 二零二三年 RMB million 人民幣百萬元	2022 二零二二年 RMB million 人民幣百萬元
Pledged bank deposits	已抵押銀行存款	971.6	281.2
Fixed deposits held at banks	銀行定期存款	1,090.5	650.0
Cash and cash equivalents	現金及現金等價物	1,077.2	960.1
Total cash and bank balance	現金及銀行結餘總額	3,139.3	1,891.3

As at 31 December 2023, the Group had time deposits totalling RMB2,022.4 million (31 December 2022: RMB850.0 million). The Group's total cash and bank balance was mainly denominated in Renminbi (99.3%).

於二零二三年十二月三十一日，集團擁有定期存款合共人民幣2,022.4百萬元（二零二二年十二月三十一日：人民幣850.0百萬元）。集團的現金及銀行結餘總額主要以人民幣計值（99.3%）。

As at 31 December 2023, the Group had bank loans maturing within one year totalling RMB289.9 million (31 December 2022: RMB249.5 million) and bank loans maturing over one year totalling RMB853.3 million (31 December 2022: RMB187.0 million). The bank loans carried interest at fixed and variable rates.

於二零二三年十二月三十一日，集團有於一年內到期的銀行貸款合共人民幣289.9百萬元（二零二二年十二月三十一日：人民幣249.5百萬元）及於一年後到期的銀行貸款合共人民幣853.3百萬元（二零二二年十二月三十一日：人民幣187.0百萬元）。銀行貸款以固定及浮動利率計息。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

Cash and cash equivalents balance increased by RMB117.1 million. Major cash flow movements during the year were as follows:

- Net cash generated from operating activities amounting to RMB1,100.7 million.

The major reconciling items between the net amount of operating cash inflow and the profit before taxation for the year of RMB657.8 million were the increase in trade and other payables, which reflected the increase in usage in trade bills which will be settled in later stage. Besides, depreciation amounted to RMB220.5 million.

- Net cash used in investing activities amounting to RMB1,212.0 million, comprising mainly capital expenditure totalling RMB131.7 million, placement of deposits totalling RMB1,099.0 million less interest income of RMB20.5 million.

- Net cash inflows from financing activities amounting to RMB228.0 million, comprising mainly the payments of final dividends in respect of 2022 and the interim dividends for the year totalling RMB348.5 million, the capital and interest elements of lease rentals paid totalling RMB104.1 million, less net borrowing of bank loans of RMB687.5 million.

現金及現金等價物結餘增加人民幣117.1百萬元。年內主要現金流量變動如下：

- 經營活動所產生現金淨額為人民幣1,100.7百萬元。

經營現金流入淨額與年度除稅前利潤之間的主要對賬項目人民幣657.8百萬元為應付貿易賬款及其他應付款項增加，反映將於稍後階段償還的貿易票據用量增加。此外，折舊開支為人民幣220.5百萬元。

- 投資活動所用現金淨額為人民幣1,212.0百萬元，主要包括資本開支合共人民幣131.7百萬元，存放存款合共人民幣1,099.0百萬元，減利息收入人民幣20.5百萬元。

- 融資活動所產生現金流入淨額為人民幣228.0百萬元，主要包括派付二零二二年之末期股息及本年度之中期股息合共人民幣348.5百萬元，已付租賃之租金之本金及利息部分合共人民幣104.1百萬元，減銀行貸款借貸淨額人民幣687.5百萬元。

TRADE WORKING CAPITAL TURNOVER DAYS

		Year ended 31 December 截至十二月三十一日止年度	
		2023 二零二三年	2022 二零二二年
Average inventory turnover days	平均存貨週轉天數	170	195
Average trade receivables turnover days	平均應收貿易賬款週轉天數	42	54
Average trade payables turnover days	平均應付貿易賬款週轉天數	130	111

貿易營運資金週轉天數

INVENTORY TURNOVER DAYS

The Group's average inventory turnover days was 170 days for the year, a decrease of 25 days as compared to last year. The decrease of average inventory turnover days is mainly due to more efficient inventory management which resulted in higher sell-through rate of inventory.

Total inventory balance decreased by RMB59.4 million to RMB825.7 million.

存貨週轉天數

年內集團平均存貨週轉天數為170天，與去年相比減少25天。平均存貨週轉天數減少乃主要由於更有效的庫存管理導致庫存售罄率較高。

總存貨結餘減少人民幣59.4百萬元至人民幣825.7百萬元。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

As at 31 December 2023, total provision of RMB66.5 million was made in accordance with the Group's inventory provision policy.

TRADE RECEIVABLES TURNOVER DAYS

The Group's average trade receivables turnover days was 42 days for the year. Turnover days reduced as a result of more long outstanding receivables were collected and increase in sales proportion of the smart casual collection which are mainly retail sales during the year.

As at 31 December 2023, a loss allowance provision of RMB29.2 million was made in accordance with the Group's trade receivables provision policy.

TRADE PAYABLES TURNOVER DAYS

The Group's average trade and bills payables turnover days was 130 days for the year. There was no material change in the payment terms with suppliers. The increase in trade payables turnover days is mainly because of the increase in usage of trade bills which will be settled in later stage.

Trade and bills payables balance increased by RMB150.1 million during the year to RMB729.9 million.

DIVIDEND POLICY

The Group adopts a dividend policy of providing shareholders with regular dividends with a normal target payout ratio of about 45% to 55% of the Group's profit for the year. The Board may also recommend the payment of additional special dividends depending on the following conditions: (i) the overall profitability of the Group; (ii) the cash flows of the Group; and (iii) the capital requirement for expansions.

於二零二三年十二月三十一日，已按照集團之存貨撥備政策作出撥備總額人民幣66.5百萬元。

應收貿易賬款週轉天數

集團年內平均應收貿易賬款週轉天數為42天。週轉天數減少乃由於長期未收回應收款項的回收增加，以及年內以零售為主的輕商務銷售比例增加。

於二零二三年十二月三十一日，已按照集團之應收貿易賬款撥備政策作出虧損撥備人民幣29.2百萬元。

應付貿易賬款週轉天數

年內集團平均應付貿易賬款及應付票據週轉天數為130天。與供應商的付款條款並無重大變動。應付貿易賬款週轉天數增加乃由於將於稍後階段償還的貿易票據用量增加。

年內應付貿易賬款及應付票據結餘增加人民幣150.1百萬元至人民幣729.9百萬元。

股息政策

集團採取定期向股東派息的政策，目標派息率一般約為集團年度利潤約45%至55%。董事會亦會建議派付額外特別股息，惟視乎下列條件而定：(i) 集團整體的盈利能力；(ii) 集團的現金流量；及(iii) 擴張所需的資金。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

PLEDGE OF ASSETS

As at 31 December 2023, deposits with certain banks totalling RMB971.6 million (2022: RMB281.2 million) were pledged as securities for bills payable and bank loans. The pledged bank deposits will be released upon the settlement of relevant bills payable and bank loans.

CAPITAL COMMITMENTS AND CONTINGENCIES

As at 31 December 2023, the Group had total capital commitments of RMB30.8 million, primarily related to improvement project of automated plant and production facilities.

These capital commitments are expected to be financed by internal resources of the Group.

As at 31 December 2023, the Group had no material contingent liabilities.

資產抵押

於二零二三年十二月三十一日，總額人民幣971.6百萬元(二零二二年：人民幣281.2百萬元)的若干銀行存款已抵押，作為應付票據及銀行貸款的擔保。已抵押銀行存款將於清償相關應付票據及銀行貸款後獲解除抵押。

資本承擔及或然負債

於二零二三年十二月三十一日，集團的資本承擔總額為人民幣30.8百萬元，主要與智能廠房與生產設施改造項目有關。

該等資本承擔預期以集團的內部資源支付。

於二零二三年十二月三十一日，集團並無重大或然負債。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

PRINCIPAL RISKS AND UNCERTAINTIES

During the year, the Company conducted an exercise based on the ERM Framework, as set out in the paragraph headed “Risk Management and Internal Controls” in the Corporate Governance Report on pages 93 to 94 of this Annual Report, to review, assess and control the identified risks faced by the Group. The Group’s key risk exposures are summarized as follows:

Strategic Risks	(i)	Slow-down of the economy and consumer spending
	(ii)	Deterioration of market competition
Operational Risks	(i)	Ineffective management of the retail operations of distributors
	(ii)	Misjudgement of fashion trends or changes in consumers’ demand or failure to respond to such changes in a timely manner
	(iii)	Ineffective brand promotion activities or failure to maintain and promote the brand, particularly in the first-and second-tier cities where the Group targets to expand
Financial Risks	(i)	Distributors’ and consignees’ credit risks
	(ii)	Inventory risks
Hazard Risks	(i)	Business susceptible to extreme or unseasonable weather conditions

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to achieving environmental sustainability and incorporating it in daily operations. Details of the Group’s environmental policies and performance are summarized in the Environmental, Social and Governance Report on pages 34 to 78 of the Annual Report.

主要風險及不明朗因素

年內，本公司根據本年報第93至94頁所載企業管治報告「風險管理及內部監控」一段所述的企業風險管理框架，就集團所面對的已識別的風險作出檢討、評估及控制。集團面對的主要風險概述如下：

策略風險	(i)	經濟及消費放緩
	(ii)	市場競爭惡化
經營風險	(i)	未能有效管理分銷商零售業務
	(ii)	對時裝流行趨勢或消費者需求變動判斷錯誤或未能及時應對該等變動
	(iii)	品牌推廣活動低效或未能維持及提升品牌，尤其是在集團計劃進行擴張的一、二線城市
財務風險	(i)	分銷商及代銷商信貸風險
	(ii)	庫存風險
災害風險	(i)	業務易受極端或不合時宜的天氣狀況影響

環境政策及表現

集團致力實現環境的可持續發展並將其納入日常運作。集團的環境政策及表現詳情概述於年報第34至78頁所載的環境、社會及管治報告。

Management Discussion and Analysis (Continued)

管理層討論及分析 (續)

FINANCIAL MANAGEMENT POLICIES

The Group continues to control financial risks in a prudent manner. The functional currency of the Company is the Hong Kong Dollars and the Company's financial statements are translated into Renminbi for reporting and consolidation purposes. Foreign exchange differences arising from the translation of financial statements are directly recognized in equity as a separate reserve. As the Group conducts business transactions principally in Renminbi, the exchange rate risk at the Group's operational level is not significant.

HUMAN RESOURCES

As at 31 December 2023, the Group had 4,032 staff. Total staff costs for the year amounted to approximately RMB393.3 million (2022: RMB347.4 million). Details of the Group's policies on human resources are summarised in the Environmental, Social and Governance Report on pages 52 to 60 of the Annual Report.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 25 April 2024 to Tuesday, 30 April 2024 (both days inclusive) for the purpose of determining shareholders who are entitled to attend and vote at the 2024 annual general meeting ("2024 AGM"). In order to qualify for attending and voting at the 2024 AGM, all transfers accompanied by the relevant share certificate must be lodged with the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 24 April 2024.

In addition, subject to the approval of the proposed final dividend and the special final dividend by the shareholders at the 2024 AGM, the register of members of the Company will be closed from Wednesday, 8 May 2024 to Friday, 10 May 2024 (both days inclusive) for the purpose of determining shareholders who qualify for the proposed final dividend and special final dividend. In order to qualify for the proposed final dividend and special final dividend, all transfers accompanied by the relevant share certificate must be lodged with the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 7 May 2024.

財務管理政策

集團繼續審慎監控財務風險。本公司功能貨幣為港元，而本公司財務報表因匯報和編製綜合賬目而換算為人民幣。因換算財務報表而產生的匯兌差額直接於權益中確認為獨立儲備。由於集團主要以人民幣進行業務交易，集團於營運上的匯率風險輕微。

人力資源

於二零二三年十二月三十一日，集團有4,032名員工。年內員工成本總額約為人民幣393.3百萬元（二零二二年：人民幣347.4百萬元）。有關集團人力資源政策的詳情概述於年報第52至60頁的環境、社會及管治報告。

暫停股份過戶登記

本公司將於二零二四年四月二十五日（星期四）至二零二四年四月三十日（星期二）（首尾兩天包括在內）暫停辦理股份過戶登記手續，以確定股東出席二零二四年度股東週年大會（「二零二四年股東週年大會」）並於會上投票的資格。為符合資格出席二零二四年股東週年大會並於會上投票，股東最遲須於二零二四年四月二十四日（星期三）下午四時三十分前，將所有過戶文件連同有關股票一併送達本公司的股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

此外，若擬派末期股息及特別末期股息於二零二四年股東週年大會上獲股東通過，本公司將於二零二四年五月八日（星期三）至二零二四年五月十日（星期五）（首尾兩天包括在內）暫停辦理股份過戶登記手續，以確定股東收取擬派末期股息及特別末期股息的資格。為符合資格收取擬派末期股息及特別末期股息，股東最遲須於二零二四年五月七日（星期二）下午四時三十分前，將所有過戶文件連同有關股票一併送達本公司的股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

Environmental, Social and Governance Report

環境、社會及管治報告

1 ABOUT THIS REPORT

1.1 BASIS OF PREPARATION

This report is the 2023 Environmental, Social and Governance (“ESG”) report of China Lilang Limited (“Lilang” or the “Group”) prepared based on the requirements of the Environmental, Social and Governance Reporting Guide of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”). The reporting period is from 1 January 2023 to 31 December 2023 (the “Year” or “Reporting Period”). This report is prepared in Chinese, and the English version is the translation. In case there is any discrepancy between the Chinese and the English versions, the Chinese version shall prevail. For the content related to corporate governance, please refer to the “Corporate Governance Report” in the 2023 Annual Report of the Group.

1.2 REPORTING STANDARDS

This report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “Guide”) in Appendix 27 of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange. Adhering to the principles of materiality, quantitative, balance and consistency, this report discloses Lilang’s ESG philosophy, practice and performance in detail.

1.3 REPORTING SCOPE

This report focuses on reporting the environmental and social policies and performance related to the Group’s core business during the Reporting Period. This report covers the Group’s headquarters in Jinjiang City, Fujian Province, including canteens, staff dormitories, flagship stores, a workshop for samples and small production orders, fabric research and development and testing centres, office premises and the Wuli Plant, as well as the logistics centre.

1 關於本報告

1.1 編製基礎

本報告是中國利郎有限公司（「利郎」、「集團」）2023年度環境、社會及管治（「ESG」）報告，依據香港聯合交易所有限公司（「香港聯交所」）《環境、社會及管治報告指引》的要求編製，報告期間為2023年1月1日至2023年12月31日（「本年度」或「報告期」）。本報告以中文編製，英文版為譯本，如中、英文有任何不符之處，概以中文為準。有關企業管治的內容，請參閱集團2023年年報中的《企業管治報告》。

1.2 報告準則

本報告按照香港聯交所證券上市規則附錄二十七《環境、社會及管治報告指引》（下稱《指引》）編製而成。本報告秉承重要性、可量化、平衡性及一致性的原則，詳細披露了利郎在ESG方面的理念、實踐和表現。

1.3 報告範圍

本報告著重於匯報報告期內與集團核心業務相關的環境和社會政策及表現。本報告涵蓋集團在福建省晉江市的總部，包括食堂、員工宿舍、旗艦店、樣板及小批量產品製作中心、面料研發及測試中心、辦公樓以及五里廠房和物流園。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

1.4 INFORMATION AND FEEDBACK

We value your suggestions or comments for further improvements. If you have any comments on this report, please contact us by:

Address: Suite 3402, Lippo Centre, Tower One, No. 89
Queensway, Hong Kong
Telephone: (852) 2526 6968
Email: ir@lilanz.com.hk

1.4 信息及反饋

我們重視閣下提出的建議或意見，以不斷求進。若閣下對本報告有任何意見，歡迎通過以下方式與我們聯繫：

地址：香港金鐘道89號力寶
中心一座3402室
電話：(852) 2526 6968
電郵：ir@lilanz.com.hk

2 SUSTAINABILITY MANAGEMENT

2.1 OUR APPROACH TO SUSTAINABILITY

In order to achieve sustainable development, the Group steadily promotes ESG governance to ensure effective assessment and management of ESG-related risks and opportunities. The Group established a comprehensive and rigorous ESG governance structure since 2021 to assist the Board in supervising ESG-related matters and to ensure that ESG-related issues has been incorporated into our daily operations and considerations.

The Board is ultimately responsible for the overall direction, strategies, objectives, performance and report of the Group's sustainable development. The Group has set up an ESG working group led by senior management and designated to work among different departments in order to ensure the continuous improvement of the Group's sustainable development efforts. The ESG working group is headed by the vice chairman of the Board, while the members of the working group are comprised of various department heads of the Group involved in ESG governance, including the manufacturing and production department, fabric research and development department, supplier management department, human resources, finance, property management departments, etc. The ESG working group will hold regular meetings to review their work, report the work implementation progress to the Board, take into consideration of the opinions and suggestions of the Board, and ensure the full implementation of the Group's strategies and specific measures in the environmental, social and governance aspects.

2 可持續發展管理

2.1 可持續發展策略

為了達成可持續性的發展，集團穩步推進ESG管治，確保有效評估及管理ESG相關風險和機遇。集團自2021年起便設立了完善而嚴謹的ESG管治架構，以協助董事會監督ESG相關事宜，以及確保ESG相關事宜有被納入我們的日常運營和考慮當中。

董事會對集團的可持續發展整體方向、戰略、目標、表現和報告負有最終責任。為了確保集團可持續發展工作的持續增進，集團已組建了由高級管理層領銜、跨部門共同協作的ESG工作小組。ESG工作小組由董事會副主席擔任組長，而小組的成員則由集團涉及ESG管治的各部門主管組成，包括製造生產部門、面料研發部門、供應商管理部門、人力資源、財務、物業管理等部門。ESG工作小組定期召開會議，對工作情況進行檢討，並向董事會匯報工作執行進展，聽取董事會的意見和建議，在確保環境與社會管治方面的戰略及具體舉措於集團的全面落實。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

As global warming has become increasingly severe in recent years, the Board of the Company is aware of the impact of greenhouse effect on climate and the potential risks and opportunities brought by climate change to the Group. As one of the leading menswear companies in China, the Group is committed to fulfilling its corporate social responsibility, incorporating environmental sustainability in daily operations, and strictly complying with the Environmental Protection Law of the People's Republic of China (the "PRC") and other relevant regulations. Over the years, both the Company's manufacturing business and operating products do not severely pollute the environment. As a responsible enterprise, the Group still continuously and actively invests more resources and adopts various measures to save resources, and reduces emissions through environmental optimisation. In the meantime, the Company attaches great importance to various rights and interests of employees, protects employees' health and safety, focuses on talent training, and improves product quality, reduces costs, and enhances product competitiveness and brand reputation through product innovation, with an aim to become the leader of the menswear industry in the PRC.

2.2 COMMUNICATION WITH STAKEHOLDERS

The Group highly values and respects the opinion of all stakeholders, and actively safeguards the legitimate interests of all stakeholders during our operations. To this end, the Group have identified all substantial stakeholders, established and continuously improved various communication mechanisms, proactively achieved the coordination and balance of the interests of shareholders, employees, society and other parties through effective communication with stakeholders, and jointly promoted the sustainable, healthy and steady development of the Company. We put maintaining sustainable relationships with our stakeholders as one of our top priorities. Apart from understanding the expectations and demands of stakeholders thoroughly, the Group takes the thoughts and opinions of stakeholders into consideration, and actively responds with practical actions to facilitate mutual growth with stakeholders. During the Year, we continued to engage with substantial stakeholder groups on a regular basis by the following diversified means to ensure timely feedback with our stakeholders on issues concerned.

由於近年來全球變暖形勢愈加嚴峻，公司董事會深諳溫室效應對氣候的影響，以及氣候變化為集團帶來的潛在風險和機遇。作為中國領先的男裝企業之一，集團致力履行企業社會責任，於日常運營中將環境的可持續發展納入考慮，嚴格遵守中華人民共和國（「中國」）《環境保護法》及其他相關法規。歷年來，公司的生產業務和產品經營皆未對環境構成重大污染，作為負責任企業，集團依舊持續積極投放更多資源並採取各項措施節約資源，並通過環境優化減少排放。與此同時，公司重視員工的各項權益，保障員工的健康和安全；注重人才培養，通過產品創新，提高產品品質、降低成本、提高產品競爭力及品牌美譽度，成為中國男裝行業領導者地位。

2.2 利益相關方溝通

集團高度重視且尊重各利益相關方的意見，於運營過程中，我們積極維護利益相關方的合法權益。為此，集團主動識別各類主要利益相關方，建立並持續完善各項溝通渠道，積極與利益相關方展開高效的溝通，以實現股東、員工、社會等各方利益的協調平衡，共同推動公司持續、健康、穩定的發展。我們將與利益相關方維持可持續關係列為首要任務之一，除了深入了解利益相關方的期望與訴求外，更將利益相關方的想法與意見納入集團考量範圍，並以實際行動積極回應，致力於與利益相關方共同成長。本年度，我們繼續通過以下多元化形式定期與主要利益相關群體接觸，以確保在利益相關方關注議題上的及時反饋。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Stakeholder category 利益相關方類別	Major communication method 主要溝通方式
Staff 員工	Company intranet 公司內聯網
	Training and staff activities 培訓及員工活動
	Labour union 工會
	Various seminars 各類座談會
Government and regulatory authorities 政府和監管機構	Regular reporting 定期匯報
	Supervision and inspection 監督檢查
Investment institutions/shareholders 投資機構／股東	Company's announcements 公司公告
	Shareholders' meetings 股東大會
	Roadshows and reverse roadshows 路演及反向路演
	Strategy conference 策略會
	Email, telephone, WeChat and corporate website 電郵、電話、微信及公司網站
Suppliers/OEM manufacturers 供應商／外包生產商	Tenders and biddings 招投標
	Review and appraisal meeting 審查與評估會
	Regular communication 定期交流溝通
	Email, telephone, WeChat and corporate website 電郵、電話及微信及公司網站
Customers 客戶	Customer survey 客戶意見調查
	Call centre and hotline 客服中心和熱線
	Customer visits 客戶拜訪
	Exhibitions 展覽會

Environmental, Social and Governance Report *(Continued)*

環境、社會及管治報告 *(續)*

Stakeholder category 利益相關方類別	Major communication method 主要溝通方式
Peers 行業	Industry forums and exchanges 行業論壇和交流會
	On-site visits 實地到訪參觀
	Research and investigation 調研
Media 媒體	Performance conference 業績發佈會
	Media day 媒體開放日
	Special report 專題報道
Local community 當地社區	Community activities 社區活動

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

2.3 MATERIALITY ASSESSMENT

During the Year, we conducted a benchmarking analysis on material ESG issues with the support of an independent third organisation, whereby we reviewed the Group's existing material issues by benchmarking the material issues of peer companies as well as the concern paid on material issues across local and international ESG standards in order to analyse whether adjustment is needed for the material issues identified in the past. The materiality assessment covers the following steps:

2.3 重要性議題評估

本年度，我們在獨立第三方機構的協助下開展了ESG重要議題對標分析，通過對標同業企業的重要性議題以及本地及國際ESG標準對重要性議題的關注度，對集團現有重要性議題進行檢視，分析過往已識別的重要性議題是否需要調整。重要性議題評估的步驟如下：

Issue Identification 識別議題	Research and Assessment 調研評估	Screening and Confirmation 篩選確認
<p>We combined the material issues of local and international peers, the HKEX Reporting Standards Guide, the MSCI Industry Relevance Map and the key concerns of industry issues of the Sustainable Accounting Standards Board (SASB) to conduct a review on material issues in previous years. 我們結合本地及國際同業的重要性議題，HKEX報告標準指引以及明晟(MSCI)行業相關性地圖和可持續會計準則委員會(SASB)行業議題行業議題的重點關注內容，對往年的重要性議題進行檢視。</p>	<p>By comparing the Group's ESG practices with other peer companies and local and international reporting standards on ESG issues, we evaluated whether adjustments are needed for the material issues being identified. 通過將集團的ESG實踐與其他同行企業和本地及國際報告標準的ESG議題進行對比，評估人已識別的重要性議題是否需要調整。</p>	<p>According to the evaluation results of benchmarking, we had analysed 11 issues of higher materiality. After reviewing and confirming the materiality assessment results, the management will prepare the action plans accordingly. 根據對標評估結果，分析出11項重要性較高的議題。重要性評估結果由管理層審閱確認，並制定相應行動計劃。</p>

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The materiality of various issues identified from the Group's materiality assessment during the Year is as follows:

本年度，集團重要性評估得到的議題重要性結果如下：

Material issues 重要性議題	Overview of issues 議題概述
Employee benefits 員工待遇	Employees' remuneration, welfare, working hours and other benefits, as well as the recruitment and employment process. 員工薪酬、福利、工作時間等，以及招聘及僱傭的過程。
Human rights and labour interests 人權及勞動權益	Basic human rights protection, such as child and forced labour prevention, as well as labour interests such as labour union and living wages (which are sufficient to meet the basic expenses necessary for living). 基本人權保護，如防止童工及強制勞工、以及工會組織及生活工資（足以應付生活所需的基本開支的工資水平）等勞工權益。
Health and safety 健康與安全	Securing the occupational safety of employees, providing appropriate working environment and promoting their physical and mental health. 保重員工的職業安全，提供合適的工作環境，以及促進其身心健康。
Product and process innovation 產品及工藝創新	Developing and adopting innovative materials and product designs, as well as improving product production technology to enhance functionality and product sustainability. 開發採用創新物料及產品設計，以及改善產品生產技術以提升功能性及產品可持續性。
Intellectual property rights management 知識產權管理	Respecting and protecting the intellectual property rights of self and others (such as patents, designs, logos, etc). 對自身以及他人的知識產權的尊重及保護（如專利、設計、標誌等）。
Product life cycle 產品生命週期	Environmental considerations of the enterprise over the whole product life cycle (from design, raw material acquisition to production, consumption, handling at the end of life cycle, recycling and reuse and final disposal), including its carbon footprint. 企業對整個產品生命週期（從設計、原物料取得至生產、使用、生命完結的處理、回收再利用及最終處置）的環境考慮，包括其碳足跡。
Product quality and safety 產品質量及安全	Ensuring the products provided to customers meet the quality requirements and related product health standards. 確保提供給顧客的產品符合質量要求，以及相關產健康標準。
Supply chain management 供應鏈管理	Evaluating the social and environmental risks along the supply chain and seeking to enhance the social and environmental performance of the supply chain through cooperation. 評估供應鏈中的社會及環境風險，透過合作尋求提升供應鏈的社會及環境表現。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Material issues 重要性議題	Overview of issues 議題概述
Sustainable raw materials purchases 可持續原料採購	Ensuring the traceability, sustainability and quality of purchased raw materials and products. 確保採購的原材料及產品的可溯源性、可持續性及質量。
Corporate governance 企業管治	Maintaining an efficient and sound governance structure (including environmental and social issues) as well as integrity governance. 保持高效、良好的治理架構(包括環境和社會議題)，以及廉潔管治。
Social investment 社會投資	Facilitating social development through various means, such as organising charity activities, carrying out volunteer services, organising volunteers and making donations. 通過舉辦慈善公益活動、開展志願服務、組織義工以至捐款等不同方式，助力社會發展。

3 ENVIRONMENT

The Group moves towards the goal of sustainability by incorporating environmental protection into daily operations while strictly complying with the Environmental Protection Law and the Energy Conservation Law of the PRC and other related regulations. Always adhering to the green production concept, the Group applies advanced energy saving technologies in production. Through the establishment and implementation of an environmental management system that complies with the ISO14001, we strengthened the environmental protection measures in a standardised manner and implemented strict management to ensure that the emission targets of sewage, air, solid wastes and noise were met. Currently, the environmental management system that complies with the ISO14001 has fully covered Lilang Creative Park, Lilang Industrial Park and all employees. In 2023, our products were awarded the "Certificate of China Green Product Certification" issued by the State, ensuring that the products comply with the relevant provisions of the quality attributes in the GB/T 35611-2017 evaluation indicators and methods, and ensuring that the emission of hazardous substance and emission of carbon from our products during the life cycle have no impact on the environment.

3 環境

集團以可持續發展為目標，將環境保護納入日常運作，嚴格遵守中國《環境保護法》《節約能源法》等相關法規。集團始終貫徹綠色生產理念，將先進的節能技術運用於生產工藝。我們通過建立並實施ISO14001環境管理體系，標準化地加強環境保護措施，並施以嚴格管理，保證廢水、廢氣、固廢及噪音等污染達標排放。目前ISO14001環境管理體系已全面覆蓋利郎創意園、利郎工業園及所有員工。在2023年，我們的產品更獲國家頒發的《中國綠色產品認證證書》，保證產品符合GB/T 35611-2017評價指標和方式中品質屬性的相關規定，確保產品在生命周期中的有害物質排放及碳排放並未對環境造成影響。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

3.1 EMISSIONS

The Group has formulated a production-plant management manual, setting out a series of pollution prevention and emission reduction measures, such as lawful discharge of sewage, reduction of air emissions by using clean energy for the boiler and reduction of non-hazardous wastes generated during the production process, in order to minimise emissions at source and reduce the impact of the Group's operations on the environment. As for gas emissions, air and greenhouse gas emissions generated by the Group's operating activities are limited. The Group does not own logistics fleets, and the transportation of raw materials and products are all outsourced to third-party transportation service providers.

In response to national carbon reduction policies, the Group actively adopts clean energy. A majority of the electricity consumed by both the Headquarters and the Wuli Plant is supplied by electricity generated by a hydropower plant. Hydropower transformed from the kinetic energy of water does not consume any fossil fuels. It is therefore widely considered as a kind of renewable energy that does not emit any greenhouse gases such as carbon dioxide (CO₂) and methane (CH₄). In the meantime, the Group has invested RMB5.03 million in 2023 to construct a solar photovoltaic power generation system on the rooftops of the Wuli Plant. The system will be connected to the grid in the first quarter of 2024 and is expected to achieve electricity output of 2.15 GWh/year. The electricity generated by the system will not only satisfy the Group's operational and domestic electricity consumption, but will allow the Group to sell the remaining portion to the State Grid. After the completion of the system, it is expected that carbon emissions will be reduced by 214 tonnes. As for air emissions, natural gas is used instead of coal for the boiler in the Wuli Plant to boil water to steam-iron apparels. It has significantly reduced air emissions. Regular repairs and maintenance work for the boiler are carried out by the Group to ensure it functions normally. The natural gas emissions of Lilang Industrial Park are regularly reviewed every year to ensure compliance with the requirements of relevant laws and regulations.

3.1 排放物

集團已制定生產廠房管理手冊，規定了一系列防污減排措施，其中包括合法合規排放污水、鍋爐使用清潔能源以減低廢氣排放、減少在生產過程中產生無害廢物的操作等，盡最大可能從源頭減排，降低集團運營對環境造成的影響。在氣體排放方面，集團的經營活動產生有限的廢氣及溫室氣體排放。集團並無自設物流車隊，原材料及產品的運輸均採用外包形式，由第三方運輸服務供應商提供。

為了響應國家減碳政策，集團積極使用清潔能源，水力發電廠所生產的電力覆蓋了總部及五里廠房大部分的用電，由水的動能轉化而產生的水電無需消耗任何化石燃料，因此水電被廣泛認同為不產生溫室氣體（如二氧化碳(CO₂)和甲烷(CH₄)）排放的可再生能源。與此同時，集團於2023年度投放資金503萬元，利用五里廠房的廠房屋面建造太陽能分佈式光伏發電項目。項目將在2024年第一季度併網運行，預計實現年發電量215萬千瓦。項目產生的電量除了能滿足集團運營及生活用電外，還能將剩餘部分出售給國家電網。該項目達成後，預計將減少214噸碳排放。廢氣排放方面，集團使用天然氣取代煤作為五里廠房的鍋爐燒水燃料以提供蒸汽整燙衣服，此舉大幅減低了廢氣排放，同時我們定期維修保養鍋爐，保證了鍋爐正常運作。利郎工業園每年定期檢測工業園天然氣廢氣排放情況，以確保排放符合相關法律法規的要求。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

In respect of waste management, the Group strictly complies with the Law of Prevention and Control of Environmental Pollution by Solid Waste, Administrative Measures for Hazardous Waste Transfer Manifests and other relevant laws and regulations in China, and set out the detailed management requirements for hazardous wastes in the environmental policies. Our production does not involve the processes of weaving, printing and dyeing, and therefore basically no hazardous wastes will be generated. For the waste management of fabric testing laboratory, the Group has formulated internal rules and regulations such as Technical Service Contract — Hazardous Waste Management and Disposal and Operation Instruction for Chemical Waste Liquid Handling and Recycling to ensure our laboratory's environmental performance complies with the relevant policy requirements. In the process of collecting, storing, and disposing of chemical liquid waste, the Group regards safety protection as the top priority, and requires the testing specialists of the testing centre to take safety precaution measures according to the chemical properties of the concerned liquid waste throughout the process to avoid chemical corrosion, poisoning and other safety incidents. Meanwhile, supervisors are put in place to supervise the safety precaution measures, and halt the process if any violations are spotted, so as to jointly prevent the occurrence of safety accidents. A very limited number of chemicals in the fabric testing laboratory are used for inspection, where relevant hazardous wastes are collected and handled by qualified third parties. During the Reporting Period, the Group discharged a total of 101 litres of chemical liquid waste, reaching the goal of discharging less than 150 litres in 2023. In terms of new product development, the Group complies with the internal control standard Q/LLZG 201-2023 of the enterprise standard of Lilang (China) Co., Ltd. and GB 18401 National General Safety Technical Code for Textile Products, and conducts enterprise standard tests for newly developed fabrics during the year to ensure proper compliance.

在廢棄物管理方面，集團嚴格遵守中國《固體廢物污染環境防治法》《危險廢物轉移聯單管理辦法》等相關法律法規，並於環境政策中詳細規定了對有害廢棄物的管理要求。我們的生產工序無紡織、印染，因此基本沒有有害廢棄物。集團針對面料檢測實驗室的廢棄物管理制定了《技術服務合同書—危險廢物處理處置》《化學廢液處理回收作業指導書》等內部規章制度，以確保實驗室在環保方面符合相關的政策要求。在收集、儲存、處置化學廢液的過程中，集團將安全防護視為重中之重，要求檢測中心檢測專員在整個過程中應根據實際廢液的化學性質，採取安全防護措施，以免出現化學腐蝕、中毒等安全事故，同時設立監督員對安全防護措施進行監督，若有發現違規及時制止，共同防止安全事故的發生。面料檢測實驗室有極少部分的化學品用於檢測，相關的有害廢棄物經合資格的第三方進行收集及處理。報告期內，集團排放化學廢液共101升，已達成2023年度排放150升以內的目標。在開發新產品方面，集團遵照利郎（中國）有限公司企業標準Q/LLZG 201-2023內控標準及GB 18401國家紡織產品基本安全技術規定，並針對全年新開發的面料進行企標測試，確保合規合格。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Non-hazardous wastes which generally come from daily activities of employees and garden pruning are collected in a unitary way by the property management company on a daily basis. In order to reduce the daily use of paper, the Group promotes a paperless office and reduces the use of paper by using ERP system, OA system and mobile phone applications. In addition, the non-hazardous wastes generated during the production process generally come from scraps. In this regard, the Wuli Plant has adopted the following measures to maximise the utilisation rate of fabrics, thereby controlling costs and reducing scraps generated during the production process:

- 1) Strictly adhere to the minimal usage of fabrics and optimise cutting layouts with a computer program, based on respective fabric-waste allowances and product designs;
- 2) Reduce fabric wastes by providing training to workers to enhance their skills and by introducing templates to improve sewing accuracy;

無害廢棄物一般來自員工日常生活及園林修剪，由物業管理公司統一每日收取。為減少日常用紙，集團提倡無紙化辦公，通過使用ERP系統、OA系統以及手機應用程序等減少紙張使用。此外，於生產過程中產生的無害廢棄物一般來自邊角料。對此，五里廠房採用以下措施，增加面料的使用比例，控制成本，同時亦減低在生產過程中產生的邊角料廢物：

- 1) 視乎各種面料的損耗度及產品的設計，使用計算機排版，嚴格控制面料的最低使用量；
- 2) 提供培訓以提升工人的技能，並利用模具來提升縫製的準確性，減少面料浪費；

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

- 3) Optimise production equipment to avoid fabric wastes due to equipment ageing or failure. Several automatic fabric-cutting machines have been added in the past few years, replacing manual labour to improve the accuracy in cutting fabrics, while regular repairs and maintenance for production machinery and equipment are carried out; and
- 4) Scraps are regularly collected by recyclers to be recycled or converted into other products (such as gloves).

- 3) 優化生產設備，在過去幾年添置多部自動裁床機，取代人手操作以提升面料剪裁的準確性，並定期維修保養生產機器設備，避免因設備老化或故障而造成面料的浪費；及
- 4) 邊角料定期交給回收商循環再造各種產品（如手套）。

In respect of sewage discharge management, the operating activities of the Group generate limited amount of industrial sewage which is discharged through the municipal sewage system equipped with filters, ensuring no significant impact on the surrounding environment.

在污水排放管理方面，集團的經營活動產生少量工業污水，並通過已加裝過濾裝置的市政管道排放，確保不會對外圍環境造成重大影響。

The Group's performance in sustainable development in terms of air emissions and waste generation is summarised as follows:

集團在廢氣及廢棄物產生方面的可持續發展表現概覽如下：

	Unit 單位	2023 二零二三年	2022 二零二二年	2021 二零二一年
Total air emissions of the boiler¹ 鍋爐總廢氣 ¹	tonnes 噸	0.19	0.20 ²	0.23 ²
Non-hazardous wastes² 無害廢棄物 ²				
Scraps 邊角料	tonnes 噸	239.31	196.44	196.33
Scrap metal 廢鐵	tonnes 噸	2.02	1.78	1.28
Cardboards 紙皮	tonnes 噸	21.29	48.42	56.78

¹ Total air emissions of the boiler include particles, NOx and SO₂. This assumes an average annual total working hours of the boiler is 2,200 hours. The intensity (based on the total annual production cost of the Wuli Plant) is negligible.

² The Group has reviewed the total air emissions of the boiler of 2021 and 2022 in order to include data with higher accuracy. The data is then restated accordingly.

³ Including the non-hazardous wastes generated in the Wuli Plant.

¹ 鍋爐總廢氣包括顆粒物、氮氧化物及二氧化硫。按鍋爐平均每年運作2,200小時計算。按五里廠房全年生產總成本計密度甚微。

² 本集團已檢視二零二一年及二零二二年的鍋爐總廢氣以納入更準確的數據，並據此重列相關數據。

³ 包括在五里廠房所產生的無害廢棄物。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

3.2 USE OF RESOURCES

The Group is well aware of the scarcity of the earth's resources. We strictly adhere to the "5S management system" and require all employees to conserve water and electricity to cultivate and standardise employees' awareness of energy saving and emission reduction. We put up related signs and posters in the office area and across the plant for promotion and education, and arrange security guards in the Wuli Plant to inspect and confirm that the power sources of all the lights and production equipment are powered off during lunch hour and after work. In respect of managing staff dormitories, dormitory administrators conduct daily inspections and prompts on the water and electricity consumption in the dormitories. Both the Headquarters and the Wuli Plant of the Group have switched to LED lighting since late 2015, improving energy-saving efficiency of light source and reducing pollution. For the use of resources during the production process, the Group conducts regular repairs and maintenance for the boiler to avoid any potential waste of resources due to equipment ageing or failure and minimise the use of natural gas for the boiler. In respect of water usage in production, water used in the boiler in the Wuli Plant is recycled through reflux line to improve water efficiency.

3.2 資源使用

集團深知地球資源的稀缺性，為了培養及規範員工的節能減排意識，我們嚴格遵守「5S管理制度」，並要求所有員工節約用水用電。我們在辦公區域及廠房皆張貼了相關標誌標語以作宣傳教育，在五里廠房的午休及下班後時段，派由保安員巡查並確認關閉所有電燈以及生產設備的電源。在員工宿舍的管理方面，更有宿舍管理員對宿舍的用水用電進行每日檢查與提示。自2015年底，集團總部及五里廠房均已改用LED燈照明，提高光源節能效率並減少污染。針對生產過程中的資源使用，集團定期對鍋爐進行維修保養，以避免因設備老化或故障可能造成的資源浪費，盡可能減少鍋爐的天然氣使用；生產用水方面，五里廠房通過使用回流管道循環使用鍋爐水，以提高水資源的使用效益。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

In respect of products, the Group is committed to reducing raw material waste and has implemented a couple of measures to this end. For the precise control of the usage of fabrics, we effectively enhance the utilisation of fabrics through production equipment upgrades, commencement of worker training and adoption of CAD and Berg's software to optimise cutting layouts, thereby increasing the controllability of the usage of fabrics while enhancing the efficient use of raw materials through customisation based on the requirements of different orders. As for the usage of packaging materials, the Group eradicates excessive packaging for its products and maintains appropriate cost control, product protection and consumer expectation as its basic purposes. More environmental-friendly paper bags are used as shopping bags. Although certain products are individually packaged in plastic bags, non-woven bags or paper boxes for the protection against dirt, dust or damp, we still adhere to the zero-waste principle on this basis, and engage packaging material suppliers that are in compliance with the requirements of relevant national laws and regulations. The Group has formulated a procurement management plan, under which we engage packaging material suppliers through tender and determine to establish long-term partnership with suppliers depending on their ESG performance.

The consumption of electricity, natural gas, and water in the Wuli Plant varies, depending on the nature of fabrics and manufacturing processes of different types of products, as well as weather and temperature. The Headquarters comprises office premises, fabric research and development and testing centres, a workshop for samples and small production orders, flagship stores, staff dormitories (including canteens, a coffee shop and a gym). The water, natural gas and electricity consumption varies depending on the weather, testing applications of different fabrics and the frequency of utilisation of different production machinery in the sample workshop.

產品方面，集團致力於減少原材料浪費，為此實施了多項措施。為精準控制面料用量，我們通過升級生產設備、開展員工培訓及利用CAD和柏格軟件對面料精準排版，更有效地提高面料利用率，以此增加面料用量的可控性，根據不同訂單的要求分別進行定制從而高效使用原材料。在包裝物應用方面，集團杜絕對產品進行過度包裝，以適當的成本控制、產品保護以及消費者期望為基礎目的，採用較環保的紙袋為購物袋。儘管部分產品因應防污、防塵或防潮的需求，以塑料袋、無紡袋或紙盒作獨立包裝，我們仍在此基礎上秉持不浪費的原則，採用符合國家相關法律法規要求的包裝材料供應商。集團制定了採購管理方案，通過招標方式選用包裝材料供應商，並視乎供應商的ESG表現決定是否建立長期合作夥伴關係。

五里廠房的用電、用天然氣及用水量則因不同產品面料特性、製造程序以及天氣溫度而有所差別。總部包括辦公樓、面料研發及測試中心、樣板及小批量產品製作中心、旗艦店、員工宿舍(包括食堂、咖啡室及健身房)，其水、天然氣及電用量亦因不同天氣、不同面料測試應用、樣板製作中心不同生產機器的應用頻率而有所差異。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The Group's performance in sustainable development in terms of use of resources is summarised as follows:

集團在資源使用方面的可持續發展的表現概覽如下：

			2023 二零二三年	2022 二零二二年
			Unit 單位	
Electricity 電				
Wuli Plant 五里廠房	Consumption quantity 用量	kWh 千瓦時	6,172,505	6,509,388
	Intensity 密度	kWh/RMB'000 千瓦時／人民幣千元	18.26	15.79
Headquarters 總部	Consumption quantity 用量	kWh 千瓦時	11,725,560	10,831,080
	Intensity 密度	kWh/RMB'000 千瓦時／人民幣千元	6.51	6.41
Logistics centre 物流園	Consumption quantity 用量	kWh 千瓦時	1,614,800⁴	843,800
	Intensity 密度	kWh/RMB'000 千瓦時／人民幣千元	0.90	0.50
Natural gas 天然氣				
Wuli Plant 五里廠房	Consumption quantity 用量	m ³ 立方米	327,021	306,155
	Intensity 密度	m ³ /RMB'000 立方米／人民幣千元	0.97	0.74
Headquarters 總部	Consumption quantity 用量	m ³ 立方米	186,429⁵	213,769
	Intensity 密度	m ³ /RMB'000 立方米／人民幣千元	0.10	0.13
Logistics centre 物流園	Consumption quantity 用量	m ³ 立方米	–	–
	Intensity 密度	m ³ /RMB'000 立方米／人民幣千元	–	–

⁴ The logistics centre has officially commenced operation in September 2022. The increase in electricity purchased in 2023 is used for the operation throughout the year.

⁵ Due to the adjustments in textile printing business, the consumption of natural gas in Headquarters decreased as compared to the previous reporting period.

⁴ 物流園於2022年9月正式開始營運，2023年增加之購買電量為全年營運所需。

⁵ 由於印花業務調整，本年度總部天然氣用量較上一報告期有所下降。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

			2023 二零二三年	2022 二零二二年
			Unit 單位	
Water				
水				
Wuli Plant 五里廠房	Consumption quantity 用量	m ³ 立方米	99,768 ⁶	89,179
	Intensity 密度	m ³ /RMB'000 立方米／人民幣千元	0.30	0.22
Headquarters 總部	Consumption quantity 用量	m ³ 立方米	168,155 ⁷	233,596
	Intensity 密度	m ³ /RMB'000 立方米／人民幣千元	0.09	0.14
Logistics centre 物流園	Consumption quantity 用量	m ³ 立方米	32,160 ⁸	41,653
	Intensity 密度	m ³ /RMB'000 立方米／人民幣千元	0.02	0.02
Packaging materials⁹				
包裝物⁹				
Wuli Plant 五里廠房	Consumption quantity 用量	tonnes 噸	1,500 ¹⁰	1,256
	Intensity 密度	Kg/RMB'000 千克／人民幣千元	0.83	0.74

⁶ Due to the addition of automated workshop in the Wuli Plant during the fourth quarter, the water consumption of the Wuli Plant increased as compared to the previous reporting period.

⁷ The leakage of underground water pipes in the Headquarters during the period of late January to early February 2022 has resulted in an increase in water consumption, and the use of water has been resumed to normal for the year, therefore, the water consumption for the year decreased as compared to the previous reporting period.

⁸ As the water consumption of the logistic centre during the previous reporting period included construction use, while only domestic use of water is recorded after the official commencement of operation of the logistic centre, the water consumption for the year decreased as compared to the previous reporting period.

⁹ Packaging materials include garment packaging bags, paper boxes, shopping bags and cartons used for the individual packaging of certain products produced in the Wuli Plant. Packaging materials of individual products purchased from OEM suppliers are excluded.

¹⁰ The consumption of packaging materials of the Wuli plant increased as compared to the previous reporting period, primarily due to the growth of e-commerce business during the year.

⁶ 由於五里廠房於第四季度新增智能車間，故五里廠房用水量較上一報告期有所上升。

⁷ 2022年1月下旬至2月上旬期間總部發生地下水管漏水導致用水量增加，本年度回復正常使用，因此本年度用水量較上一報告期有所下降。

⁸ 由於上一報告期物流園用水包括工程用水，物流園於2022年9月正式開始營運後，用水僅為生活用水，因此用水量較上一報告期有所下降。

⁹ 包裝物包括五里廠房所生產的部分產品個別包裝用的成衣包裝袋、紙盒、手提袋、紙箱，不包括OEM採購供應商提供的個別產品包裝物。

¹⁰ 五里廠房包裝物使用較上一期報告有所上升，主要因為本年度電子商務業務增長。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

3.3 ENVIRONMENTALLY FRIENDLY PRODUCTS

In order to protect the environment, the Group has always been adhering to integrate the concept of sustainability into our products. Since 2015, the Group has started using biodegradable bamboo fibre as the fabric for some of its products. Starting from the 2020 spring and summer collections, the Group has launched a new eco-friendly jeans collection. The first batch of products under this collection is made with blended fabrics of cotton yarn and polyester yarn extracted from recycled plastic bottles, which is an effective way to dispose and recycle a certain amount of plastics. In addition, we made respective strides in the development of materials, including regenerated fibre decorative labels and others. As a pioneer of fashion industry in the PRC, we bravely expand our business vision and support the promotion of sustainable fashion.

Apart from the innovative mind for raw materials, we are also committed to minimising the energy consumption during the production process of environmental-friendly products. To reduce the use of other resources in the production of jeans, the Group has adopted the latest washing technology in the washing process of some of its jeans products, which reduces water consumption by about 20% on average and also saves labour and energy consumption.

In addition, the Group launches various eco-friendly products as special edition products for its online shops since 2021 fall and winter. The materials of the products will be made with eco-friendly fabrics made of recycled plastics and/or fast-growing non-edible plants, which will be sourced from suppliers with sustainable practice certification. It encourages customers to purchase green products and engage in green consumption.

3.3 環保產品

為了維護環境，集團始終堅持將可持續發展這一理念融入產品的設計中。自2015年開始，集團部分產品選用可降解的竹纖維作為面料；自2020年春夏季系列起推出全新的環保牛仔褲系列，該系列的首批產品由棉紗和從再生塑料瓶中提取的滌綸紗的混紡面料製作而成，有效處理且再用了一定數量的塑料。此外，我們在輔料開發方面也取得了相應的成果，包括再生纖維裝飾標等。我們作為中國時裝行業的先鋒之一，勇拓自身的業務視野，助力促進永續時尚的發展。

除了原料方面的創新思維，我們還致力於將環保產品在生產過程中能源損耗降至最低。為減少在牛仔褲生產過程中其他資源的使用，集團在部分牛仔褲產品的洗水過程中採用最新的洗水技術，平均減少約20%的耗水量，同時亦節約了勞工及能源消耗。

此外，集團自2021年秋冬季起推出了各款環保網店特別版產品，該產品的材料從經認證為踐行可持續發展慣例的供應商處採購而來，由以循環再造塑料及／或生長快速的非食用植物製成的環保布料製造，鼓勵顧客購買綠色產品及進行綠色消費。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

3.4 CLIMATE CHANGE

In recent years, extreme weather events have become more frequent due to climate change. Adverse or unusual weather conditions may lead to changes in product design direction and timing of sales. For example, in face of global warming characterised by shortened spring, earlier fall and delayed winter, corresponding adjustments are required to tackle such situation. In terms of product design, fabric thickness, trending styles and such would be affected accordingly. In terms of sales, seasonal changes may upset the sales of thick coats and down jackets, thus increasing the inventory risk.

To manage corresponding risks and minimise losses as much as possible, the Group has implemented various measures against climate change, including:

- 1) To reduce the consumption and production of raw materials processed by spinning, weaving, dyeing and finishing as well as the carbon emissions generated by wastewater and solid wastes, choose and use fibre materials, slurry, dye and auxiliary which are eco-friendly and adopt clean energy;
- 2) To choose and apply production craftsmanship and technologies which are eco-friendly, including the use of refining and other environmental-friendly pre-treatment processes, the use of one-step high-efficient and short steaming process of desizing, scouring and bleaching, cold pad-batch and other "less alkali and less oxygen" or "no alkali and no oxygen" pre-treatment process. To choose mechanical finishing, low temperature ion treatment and foam finishing to minimise the consumption of water, steam and energy in the largest extent, reduce wastewater discharge and sewage treatment, reduce the threat of pollution on mankind and the environment, and reduce carbon emissions.

3.4 氣候變化

近年來，氣候變化導致極端天氣的出現頻發，嚴峻或不合時宜的天氣狀況可能會使得產品設計方向及銷售上櫃的時間發生改變，例如全球氣候變暖，春季變短，秋季提前，冬季延遲等情況皆需要我們及時做出相關調整。在產品設計方面，面料厚薄、款式的趨勢等會因此而變動；在銷售方面，季節性的變化還可能影響厚外套、羽絨服的銷售量，增加庫存風險。

為了控制相應風險並盡可能地減少損失，我們在應對氣候變化方面制定了一系列應對措施，包括：

- 1) 可減少紡紗、織造、染整原料的消耗、生產活動及廢水廢物所產生的碳排放，選擇和使用生態環保的纖維原料、漿料、染料和助劑等助劑，採用清潔的能源；
- 2) 選擇和採用生態環保的生產工藝和技術。可選擇精煉等環保前處理工藝，選擇退煮漂高效短流程汽蒸一步法、冷扎堆等「少碱少氧」或「無碱無氧」前處理工藝；選擇機械整理、低溫離子處理及泡沫後整理，最大限度減少水汽能源的消耗，降低廢水排放及污水處理，減少對人和環境的污染威脅，降低碳排放。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The Group has adjusted its product mix over the past few years to reduce the impact of climate change on business. It includes increasing the proportion of season-neutral products such as footwears and reducing the proportion of outerwears for cold weather. In addition, starting from 2020 fall, the Group has adopted a flexible order management, lowered the order proportion in trade fairs, and replenished orders quickly based on items with satisfactory sales in the market, so as to prevent any risks resiliently in advance.

集團亦於過去數年調整產品組合以降低氣候變化對業務的影響，包括增加鞋履等非季節性產品的比例及減少嚴寒天氣外衣的比例。此外，自2020年秋季起，集團已採取彈性訂單管理，降低訂貨會上的訂購比例，並針對市場銷售良好的單品採取快速返單，靈活運用防患於未然的底線思維。

4 SOCIAL

4.1 EMPLOYMENT

The Group practices corporate social responsibility externally, while at the same time provides a decent working environment for employees internally to reflect its care for them. The Group provides equal opportunities to every employee and supports their diversified development. Meanwhile, we put a great effort in creating comfortable and safe working conditions to promote cultural diversity. We also implement dynamic management to ensure the physical and mental health of our staff.

We are in strict compliance with national and local labour regulations such as the Labour Law, the Labour Contract Law, the Law on the Protection of Minors and the Provisions on the Prohibition of Child Labour of the PRC to protect the legitimate rights and interests of employees. In compliance with the equal employment principle of “fairness, openness and impartiality”, we focus on candidates’ business ability, personal quality and development potential during the recruitment process without any form of discrimination on grounds of age, gender, race, nationality, marital and family status, health condition and religion.

Besides, the Group has pooled the thoughts of our staff and actively listened to their demands and opinions, and have established an independent labour union organisation which is responsible for providing feedbacks of employees in all aspects to the Group. Meanwhile, we have set up different feedback channels, including complaint hotline, general manager’s mailbox, various notices, internal communication system, opinion questionnaire, etc.

4 社會

4.1 僱傭

集團不僅對外實踐企業社會責任，對內亦為員工提供良好的工作環境以體現對員工的關懷。集團為每一位員工提供平等機會，助力員工的多元化發展。同時，我們悉心營造舒適安全的工作條件，促進文化多樣性，實施動態管理以確保員工的身心健康。

我們嚴格遵照中國《勞動法》、《勞動合同法》、《未成年人保護法》、《禁止使用童工規定》等國家和地方的勞工法規，保障員工合法權益。我們遵照「公平、公開、公正」的平等僱傭原則，在招聘過程中重點關注求職者的業務能力、個人品質、發展潛力，絕不因年齡、性別、民族、國籍、婚姻及家庭狀況、健康狀況和宗教等原因給予差別對待。

除此之外，我們集眾思、廣忠益，積極傾聽員工的訴求及意見，並為此成立了獨立的工會組織，負責向集團反饋員工的各方面意見。我們還設立了其他多種意見反饋渠道，包括投訴電話、總經理信箱、各項發文通知、內部溝通系統、意見問卷表等。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

During the Reporting Period, the Group has complied with relevant employment and labour laws and regulations in all material aspects, including laws and regulations related to equal opportunity, diversity, anti-discrimination and welfare.

As of 31 December 2023, the Group had 4,032 staff in total, which were all full-time employees. The gender, age group and employment type of the Group's employees are summarised as follows (KPI B1.1):

報告期內，集團在所有重大方面遵守了與就業和勞工有關的法律和條例，包括與機會平等、多樣性、反歧視、福利有關的法律和條例。

截至2023年12月31日，集團總僱員數為4,032人，均為全職員工。集團僱員按性別、年齡組別及僱傭類型劃分概覽如下(關鍵績效指標B1.1)：

		Number of individuals in 2023 2023年人數	Turnover rate in 2023 ¹¹ 2023年離職率 ¹¹
Total number of employees in the Group	集團總僱員數	4,032	42%
By gender	按性別劃分		
Male	男	1,168	18%
Female	女	2,866	52%
By age	按年齡劃分		
Age 16 to 24	16至24歲	568	41%
Age 25 to 40	25至40歲	2,485	51%
Age 41 to 59	41至59歲	960	20%
Age 60 or above	60歲以上	21	5%
By geographical region	按地區劃分		
Mainland China	中國內地	4,034	42%
Hong Kong	香港	2	0%

¹¹ Turnover rate was calculated based on "number of turnovers of the category/ total number of employees of the category", excluding outsourcing staff.

¹¹ 離職率根據「該類別的離職人數／該類別的僱員總數」計算，不包括外包人員。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

4.2 BENEFITS AND WELFARES

The Group provides competitive remuneration and benefits in the industry to our employees, and ensures that outstanding employees will receive corresponding rewards. Our corporate management system sets forth the policies on employee compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.

We attached great importance to the rights and remuneration of our employees. We conducted regular inspection on the salary levels of employees at all levels internally and collected salary status data of the industry in the labour market externally, and adjusted the salary and welfare levels reasonably according to factors such as employees' positions, work ability, work performance, technical level and the Group's efficiency. Performance appraisals for employees will be conducted and specific measures will be implemented in accordance with the performance appraisal measures of the departments to which various positions belong to. Meanwhile, the Group is committed to paying all employees in full on a timely manner, while the contributions to social security funds for its employees are made according to local regulations. The Group has also adopted a share option scheme to recognise the contribution of its key employees to the growth and development of the Group. Employees are entitled to maternity leave, marriage leave and other leaves, as well as the rights to apply for other casual leaves in accordance with the Labour Law in the PRC.

4.2 福利及待遇

集團為員工提供同行業中具有競爭力的薪酬福利待遇，保證表現優秀的員工能夠得到相應的回報。我們在企業管理制度中發佈了員工薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利方面的政策。

我們非常重視員工的權益與待遇，定期對內考察員工各級薪酬水平，對外收集本行業勞動力市場薪酬狀況，並根據員工的職務、工作能力、工作業績、技術程度和集團效益等因素合理調整薪酬福利水平。在對員工進行績效考核時，我們會根據不同崗位所在部門的績效考核辦法分別實施具體措施。集團承諾準時支付足額工資予員工，並按照當地標準為員工繳納社保。集團亦採取認購股權計劃，以表彰骨幹員工對集團成長與發展所作出之貢獻。員工可按照中國《勞動法》享有產假、婚假等，並有權申請其他事假。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

In order to enhance employees' sense of belonging and enthusiasm for work, we have enriched their spare time by carrying out outstanding staff activities, staff birthday parties, festival activities, season's greetings and other cultural and recreational activities. We also provided birthday gifts, heatstroke prevention and cooling products and traditional festival gifts to our employees for special occasion. We prioritised the physical and mental health of our employees and built staff canteens and offered mutual medical assistance for staff and condolences for serious illnesses. The Group has built the Lilang Creative Park in our Headquarters, which provides our employees with a superior leisure environment, equipped with gym, swimming pool, venues for snooker, table tennis, spa treatment, reading room and coffee bar, etc. Various free fitness courses (such as yoga, swimming coaching and table tennis) are offered regularly. The Wuli Plant also held tug-of-war, karaoke prized-competitions and annual meetings regularly, and provided venues for square dancing, fitness, badminton, chess room, and reading room. In addition, we have provided a series of benefits, such as local education for our employees' children in Jinjiang, hotel-style apartment accommodation, housing subsidies, wedding subsidies and transport subsidies for travelling to and from home and the plants for our employees.

為提升員工歸屬感與工作熱情，我們通過開展優秀員工活動、員工生日會、節日系列活動、天氣關懷等各類文娛活動豐富員工業餘生活，更送上員工慶生禮品、防暑降溫品、傳統佳節禮品，與員工共同度過特殊日子。我們將員工的身心健康放在首位，自建員工餐廳，開展職工醫療互助及大病慰問。集團在公司總部建設利郎創意園，為員工提供優越的休閒環境，包括健身房、游泳池、桌球、乒乓球、溫泉水療場地、書吧及咖啡吧等，並定期舉辦各項免費健身課程（如瑜伽，游泳教練，乒乓球等）；五里廠房還定期舉行拔河、卡拉OK大獎賽及年會，同樣提供廣場舞、健身、羽毛球、棋牌室、閱覽室等場地。此外，我們保障職工子女在晉江當地的教育，為員工提供酒店式公寓住宿，還有住房補貼、婚慶補貼及返鄉返廠車程費補貼等一系列福利。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

4.3 LABOUR STANDARDS

The Group is in strict compliance with the minimum age of employment stipulated nationwide and in the region where it operates, and expressly prohibits the employment of child labour in its corporate social responsibility policy. We set out forced labour prevention policies in our corporate management system and implement an order-driven production model. As approved by the local labour department, we implemented a work system with integrated computation of working hours to secure staffs' right to rest and leave and production and work tasks can be completed through collective working, collective rest, on shift and adjustment leave and flexible working hours, etc. In addition, the Group strictly implements the guarantee to female employees during the "three periods (periods of pregnancy, delivery and lactation)" in accordance with national regulations, and advocates and protects the legitimate rights of female employees.

In addition to prohibiting employment discrimination and forced labour exploitation while ensuring the elimination of child labour, we have zero tolerance for any form of discrimination or harassment. During the Reporting Period, the Group did not have any violation of child labour or forced labour regulations.

4.4 HEALTH AND SAFETY

The Group adheres to a people-oriented approach and is committed to creating a safe and healthy working environment. We have established an occupational health and safety management system according to ISO45001, obtained a system certificate, and implemented an occupational health and safety management system. The Group has appointed the vice president as the representative of the Company's environmental management and occupational health and safety management, who is fully responsible for the establishment and operation of the safety and environmental system, and meetings are held regularly with the persons in charge of the relevant departments to review the operation.

4.3 勞工準則

集團嚴格遵守國家及營運所在地規定之最低受僱年齡的要求，並於企業社會責任政策中明文規定禁止僱傭童工。我們在企業管理制度中闡述了防止強制勞工的政策，並實施以訂單為主導的生產模式。集團根據當地勞動部門的批准，實行綜合計時工作制，通過採用集中工作、集中休息、輪休調休、彈性工作時間等制度，確保職工的休息休假權利和生產、工作任務得以正常完成。此外，集團按國家規定嚴格執行對「三期(孕期、產期、哺乳期)」女職工的保障，並提倡保護女職工各項合法權益。

除了禁止就業歧視和強迫剝削勞動，確保杜絕僱傭童工外，我們更對任何形式的歧視或騷擾行為採取零容忍的態度。於報告期內，集團並沒有發生任何聘用童工或強制勞工的違規個案。

4.4 健康與安全

集團堅持以人為本，致力於為員工創造安全、健康的作業環境。我們已根據ISO45001建立職業健康安全管理体系，取得體系證書，並實施職業健康安全管理体系。集團任命副總裁為公司環境管理者代表及職業健康安全管理者代表，授權其全權負責安環體系的建立和運行，並定期召集各相關部門負責人檢討運行情況。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Except for sewing machines, protective features are installed for the electric or heat-generating manufacturing equipment in the Wuli Plant as well as those in the fabric research and development and testing centres and sample workshop at the Headquarters of the Group. Workshop staff are required to wear wire gloves, safety goggles, masks and other protective gears to ensure their safety when operating equipments. There are safety supervisors in each production workshop who are responsible for regular safety inspections, training, and safety incident reporting. As for employee communication, we communicate with front-line employees actively, collect employees' opinions and explore demands actively by entering into safety responsibility agreements and soliciting rationalised suggestions, and fully mobilise employees' enthusiasm for safety participation.

For the safety management of laboratory, the Group has formulated internal rules and regulations such as Laboratory Safety Assurance and On-site Management Procedures and Chemical Safety Protection and Rescue Operation Instructions to ensure our laboratories comply with the relevant policy requirements in respect of safety. In addition, we organise annual fire safety drills, fire safety knowledge training for employees, and deploy fire fighting equipment in factories and office buildings. We require both front-line staff of production lines and staff in office buildings to be acquainted with fire safety knowledge and proper way to use fire protection equipment to enhance their emergency response capabilities.

除縫紉機外，集團在五里廠房、總部的面料研發及測試中心、以及樣板製作中心的電動或發熱生產設備均設有防護設施。我們要求車間員工佩戴鋼絲手套、護目鏡、口罩等，以確保員工在操作設備時的安全。同時，我們在每個生產車間均有安全監督員負責定期進行安全檢查、培訓、安全事故匯報等工作。在員工溝通方面，我們積極與一線員工進行溝通交流，通過簽訂安全責任書及合理化建議徵集等方式，積極搜集員工意見並挖掘員工需求，充分地調動員工參與安全的積極性。

針對實驗室的安全管理，集團制定了《實驗室安全保證與現場管理程序》、《化學安全防護、救護作業指導書》等內部規章制度，以確保實驗室在安全方面符合相關的政策要求。此外，我們每年組織安全消防演練，為員工培訓消防知識，並在廠區及辦公大樓配置消防設備。我們要求無論是生產線一線員工，還是辦公大樓內的員工都必須了解消防知識、會正確使用消防設備，提升員工對事故的應變能力。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

As for accident investigation and management, the Group conducts accident cause analysis, rectification and closed-loop management in a timely manner. Meanwhile, the risk and level of accidents are controlled to the lowest possible level by encouraging the reporting and improvement of near-misses to prevent serious accidents. In addition, the Group provides free medical examinations for workshop staff, as we always concern about the health conditions of our staff. We also provides online psychological counselling services in order to safeguard the physical and mental health of our staff comprehensively.

在事故調查及管理方面，集團及時進行事故原因的分析、整改及閉環管理，同時通過鼓勵未遂事件上報及反思改善工作，盡可能將事故風險及等級控制在最低水平，預防重大事故發生。此外，集團為車間員工提供免費體檢，時刻關注員工健康狀況，並提供線上心理輔導，全方位保障員工的身心健康。

		2023 2023年
Number of work-related fatalities	因工作關係死亡人數	0
Total number of work injuries	工傷總人數	0
Lost days due to work injury	因工傷損失工作天數	0
Number of penalties or prosecutions for non-compliance with health and safety related laws and regulations	因不符合健康與安全相關法律法規而被罰款或起訴次數	0

4.5 STAFF DEVELOPMENT AND TRAINING

The Group places great emphasis on staff training and provides its employees with pre-employment and on-the-job training and career development opportunities. As for on-job employee training, our training programs cover production craftsmanship, research and development, customer services, quality control, trade fair planning, workplace ethics and other areas relevant to the industry. The Group organises external training for outstanding employees from time to time every year, which covers finance, marketing, development and other aspects. To further enhance the brand design capability and techniques, the Group has carried out in-depth cooperation with domestic textile and garment colleges, and conducted campus recruitment and publicity activities in colleges on a regular basis. The Group provides paid internship opportunities by conducting summer and spring internships for domestic textile and garment college students. College leaders and outstanding students are invited to visit the Company and seminars are held occasionally. The Group recruits talents from universities and technical schools to become management trainees every year, and ensures

4.5 員工發展及培訓

集團非常重視員工培訓，為員工提供職前及持續培訓與發展機會。在職員工培訓方面，我們的培訓課程涵蓋生產工藝、研發、客戶服務、質量監控、訂貨會規劃、工作操守及其他與行業相關的領域。每年，集團會不定期組織優秀員工外出培訓，培訓內容覆蓋財務、營銷、開發等方面。為進一步提升品牌設計及能力工藝技術，集團與國內紡織服裝高校開展深度合作，定期到高校舉行校園招聘宣講活動。集團針對國內紡織服裝高校學生分別開展暑期實習及春季實習活動，提供帶薪實習機會，有時會邀請高校領導及優秀學生參觀公司，舉辦座談會。集團每年從大學與技術

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

that all of its employees are assigned to appropriate roles, are treated fairly and are provided with development opportunities. The Group has formulated an integrated incubation and training program for management trainees. Under the program, a management trainee incubation team is established to provide comprehensive training for fresh graduates with the support of designated counsellors. Upon joining the Company, new employees will participate in on-board training, which includes company introduction, organisation structure, rules and regulations and corporate culture, thus helping new employees to adapt to the Company. Certain departments will also arrange professional training for fresh graduates, including rotation internships and professional course learning.

In addition, the Group keeps on providing annual training to the management team of its distributors, covering areas relevant to retail management, such as retail services, retail data management, industry development and order-placing skills.

學院招募人才作為管理培訓生，並確保每位員工在合適的崗位上得到公平的待遇及發展機會。集團制定了完善的管培生孵化培養計劃，成立管培生孵化小組，配置專職輔導員，對應屆畢業生進行多方面的培養。新員工入職後會開展新員工入職培訓，內容包括企業簡介、組織架構、規章制度以及企業文化，幫助新員工適應公司；一些部門還將針對應屆生安排專業類培訓，包括輪崗實習及專業課程學習。

除此之外，集團保持每年為分銷商的管理人員提供培訓，內容涵蓋零售服務、零售數據管理、行業開拓、訂貨技巧等零售管理相關的領域。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

		2023 2023年
Total training hours of employees	僱員總受訓時數	88,502
The percentage of employees trained by employment type	按僱傭類型劃分的受訓比例	
Top management	首席級管理層	6.3%
Senior management	高級管理層	100.0%
Middle management	中級管理層	57.8%
General staff	一般員工	21.7%
Average training hours by employment type	按僱傭類型劃分的平均受訓時數	
Top management	首席級管理層	13.5
Senior management	高級管理層	208.1
Middle management	中級管理層	120.3
General staff	一般員工	13.3
The percentage of employees trained by gender	按性別劃分的受訓比例	
Male	男性	31.9%
Female	女性	21.7%
Average training hours by employment type	按僱傭類型劃分的平均受訓時數	
Male	男性	24.4
Female	女性	21.0

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

4.6 SUPPLY CHAIN MANAGEMENT

Besides our own development, the Group also proactively cooperate with our upstream and downstream partners in the industry chain to promote responsible supply chains, continuously improve service quality, and promote the healthy and sustainable growth of the industry. In selecting suppliers, more emphasis have been put on the legal compliance of their operations in addition to cost consideration. We will organise a dedicated group to review the information of production suppliers when selecting suppliers, and all licenses will be imported into our system. All dyeing factories, hardware electroplating, hardware painting, and washing suppliers are required to have local pollutant discharge permits. For fabric suppliers, the requirements for complying Chemical Environmental Protection Technical Requirements and Implementation Specifications for Apparels will be added in the contract. Before official cooperation with suppliers, a joint task force comprising of members from various departments will be established to conduct one to two on-site inspection(s) on the suppliers to ensure stable workforce of suppliers and no other issues such as the employment of child labour. In the course of cooperation, we will require suppliers to provide updated licenses before its relevant licenses are about to expire, and on-site inspections will be conducted from time to time.

All major raw material suppliers are required to comply with the Environmental Protection Law of the PRC and those with ISO14000 environmental management accreditation will be given the priority in the selection process. The Group collects relevant ISO system certifications from suppliers every year. During the Reporting Period, suppliers which account for approximately 50% of the Group's total raw material purchases have obtained ISO14000 certification.

As for communication with suppliers, the Group holds supplier meetings and invites supplier representatives to participate in the technical improvement and innovation conference to share production experience, and provide incentives to technicians who propose efficient solutions.

4.6 供應鏈管理

在發展自身的同時，集團積極攜手產業鏈上下游合作夥伴，推進建設負責任供應鏈、不斷提升服務質量，推動產業健康持續成長。在挑選供應商方面，除了成本方面的考量，供應商的合規經營將更受關注。在供應商遴選階段，我們會組織專門小組對生產型供應商進行資料審核，所有證照全部導入系統。我們要求染廠、五金電鍍、五金噴漆、水洗類供應商需有當地的排污許可；針對面料供應商，我們會在合同中加入關於符合《服裝化學環保技術要求及實施規範》的要求。在與供應商正式合作前，各部門會組成聯合工作組對供應商進行一至兩次現場實地檢查，確保供應商工人穩定，且沒有聘用童工等其他問題。合作過程中，我們在其相關證照即將到期前會聯繫供應商提供更新的證照，並不定期進行現場檢查。

所有重大原材料供應商均必須遵守中國《環境保護法》，已取得ISO14000環境管理認證的將獲優先選用。每年，集團會向供應商收集相關ISO體系認證。於報告期內，集團約佔50%原材料總採購的供應商已取得ISO14000認證。

在與供應商溝通方面，集團通過召開供應商大會，邀請供應商代表參加技術改良創新會，分享生產經驗，並對提出高效解決方案的技術人員予以嘉獎。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

During the Reporting Period, the Group had approximately 261 OEM product suppliers, raw material suppliers and sub-contracted processing suppliers, and 7 of them were overseas suppliers.

4.7 PRODUCT RESPONSIBILITY

Over the past few years, the Group adhered to the strategy of “high product quality with attractive price” by doing research on products diligently and improving self quality. The Group also spared no effort in improving product design, craftsmanship and materials, with the aim of raising the proportion of original designs, enhancing the quality-for-money of its products and increasing the competitiveness of its products and brand. We obtained 17 patents for new products and technologies in 2023. We value the protection of intellectual property rights. For matters involving existing intellectual property rights, we clarify the responsibilities of all parties and adopt licensing methods. From project initiation to listing, we monitor related technologies on a real-time basis to avoid the violation of intellectual property rights.

For product materials, the Group operates a state-approved fabric testing centre equipped with advanced machines to run various tests on fabrics, including their chemical composition (such as methanal and azo), colour fastness to light and perspiration, pilling and abrasion resistance, degree of shrinkage, etc., in order to ensure the fabrics are in compliance with the Group's and also the national standards. All fabrics used in products, whether self-manufactured, OEM purchased or outsourced for processing, are required to pass those tests. In addition, the Group imposes stringent requirements on product quality control. All products must pass the quality control inspection of the Group before packaging for delivery, whether they are produced by the Wuli Plant, OEM suppliers or process sub-contractors. The materials used in the products can be traced back to the place of origin. Each apparel has a unique code, which can be traced back to the fabric, the production factory (outsourced or in-house) and even the production team.

於報告期內，集團共有約261家外包生產供應商、原材料供應商及分包加工供應商，其中中國境外供應商佔7家。

4.7 產品責任

集團在過去幾年一直執行「優質優價」的策略，用心鑽研產品、提高自身品質，在設計、產品工藝和用料方面下功夫，務求進一步提升原創產品的比例、產品的質價比、以及產品和品牌的競爭力，2023年內獲得17件新產品及技術專利。我們看重知識產權的保護，對於涉及現有知識產權的，明晰各方責任並採取授權許可的方式；從立項到上市均對相關技術採取實時動態監視，避免侵權事件的發生。

在產品用料方面，集團擁有國家認可的面料測試中心，利用先進的機器對面料的化學成分(甲醛，偶氮等)、光汗色牢度、起毛起球、縮水率等進行檢測，確保各方面都能符合國家以及集團的標準。自產、OEM採購及外包加工的產品所用的所有面料都必需通過檢測才可以應用於產品上。此外，集團在產品質量控制方面要求嚴謹，不論是在五里廠房、外包生產供應商或分包加工供應商生產，產品在包裝發貨前都必需通過集團質控的檢驗。產品用料可追溯原產地，每件衣服都有唯一編碼，可追溯至面料、生產廠(外協或自家)乃至班組。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

In accordance with the requirements of the Trademark Law of the PRC, all products bear labels specifying details such as fibre content of the fabrics and its washing method, as well as the national and enterprise product execution standards being adopted. Advertising campaigns in relation to the brand and products are conducted in accordance with the requirements of the new Advertising Law of the PRC. In the event of any counterfeit products with LILANZ trademark being found available in the wholesale market or online, the Group will report to relevant authorities promptly.

During the Reporting Period, the Group had not received any complaints from the regulatory body or consumers regarding product safety, nor had it recalled any product due to product safety or health issues.

4.8 CUSTOMER PRIVACY AND INFORMATION SECURITY

The Group is determined to protect customer privacy. We have formulated management requirements related to data protection of our headquarters. The vice chairman of the Board of the Group is the highest person in charge to lead the protection of information security, and the information management centre is the executive department. The information of VIP customers in the database of retail distributors will only be used for sales and promotion of the Group's products, and only relevant personnel of the Group and the relevant stores can access such information. Store managers can only see the membership data of their own stores and export member information in batches within restricted areas as required. The Group will regularly review the restriction technology of information security.

During the Reporting Period, the Group had no major computer system or network security incidents.

集團所有產品的標籤都按照中國《商標法》的規定列明產品面料的纖維成分、洗滌方法等數據，以及國家及企業的產品執行標準；品牌及產品的宣傳廣告均按照中國新《廣告法》的規定執行。若在批發市場或網上由假冒「LILANZ」商標的產品出售，一經發現，集團會立即向有關部門舉報。

於報告期內，集團並無接獲監管部門或消費者有關產品安全的投訴，亦無因產品安全與健康理由回收任何產品。

4.8 客戶隱私及數據安全

集團矢志保護客戶的隱私，我們制訂了總部數據保護相關管理規定，集團董事會副主席作為最高負責人帶領保障數據安全，信息管理中心為執行部門。各分銷商零售數據庫中的VIP客戶資料僅用於集團產品的銷售推廣，限授權集團相關人員查閱及有關店鋪存取。作為規定，各店店長只能看到自己店鋪的會員數據，且在僅能在有限範圍內批量導出會員資料。集團亦會定期複盤信息安全的保障技術。

於報告期內，集團並無重大的電腦系統或網絡安全事故。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

4.9 CUSTOMER SERVICES

The interests and satisfaction of customers are considered as important benchmarks for the Group's services. Apart from meeting customers' demands for high-quality products, we also focus on solving customers' problems by providing them with timely and effective services. The Group's nationwide sales network is dedicated to building a customer service management mechanism through various customer service channels, including customer opinion surveys, customer service centres and hotlines. When receiving customer feedback related to products, the store manager will conduct on-site verification, send the product back to relevant department for judgement and analysis as necessary, and assist in returning the product to customer after repairing.

4.10 ANTI-CORRUPTION

The Company attaches great importance to integrity and self-discipline and continuously facilitates the establishment of work style with good moral character. Managers at all levels are strictly required to be a role model by persisting in the limit of "zero tolerance" for fraud. A policy has been set up to deal with anti-corruption complaints in a view to prevent corruption, reduce operational risks and protect the legitimate interests of the Group. Under the Party Committee of the Company, we have a disciplinary committee and a legal committee in place to prevent corruption among employees and party members. All complaints regarding alleged corruption cases can be reported through specific channels (including email, telephone or mail) either on a named basis or anonymously, which will then be investigated and handled by the legal department and internal audit department under the guidance of the vice chairman of the Group. We have carried out corporate culture learning and system examinations to deepen employees' understanding and emphasis on the requirements of integrity and self-discipline. By strengthening warning and education learning, emphasising the significance of advocating integrity and self-discipline education to individuals and the collective, we assist in guiding our employees towards the concept of integrity.

4.9 客戶服務

集團將客戶的權益及滿意度列為重要的服務指標，除了滿足客戶對高質量產品需求，我們亦注重通過為客戶提供及時有效的服務，解決客戶問題。集團的銷售網絡遍佈全國，我們致力於透過包括客戶意見調查、客服中心和熱線等在內的各客戶服務渠道來構建客戶服務管理機制。當收到產品相關的顧客反饋時，店長會進行現場核實，在需要時將產品寄回並由相關部門判定分析，最後協助把修好的產品返還給顧客。

4.10 反貪污

集團高度重視廉潔自律，持續推進建設良好作風，嚴格要求各級管理人員以身作則，對舞弊問題始終報以「零容忍」態度。我們制定了反舞弊投訴管理辦法防範舞弊行為以降低營運風險，維護集團合法權益。公司黨委設立紀委和法制委員，預防員工及黨員出現腐敗現象。所有涉嫌貪污、舞弊的投訴可以通過特定渠道(包括電郵、電話及郵箱)實名或匿名舉報，並由集團副董事長帶領公司法務部及內審部門調查處理。我們開展企業文化學習和制度考試，加深員工對廉潔自律要求的了解和重視；就此通過強化警示教育學習，強調倡導廉潔自律教育對個人和集體的意義，引導員工端正思想。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

In addition, the Group has formulated the Whistleblowing System and Procedures requiring employees of the Group to report to the Audit Committee by reporting channels such as phone or email when aware of or encounter any illegal, fraudulent or suspected illegal or fraudulent incidents. Upon receiving the report, the Audit Committee will organise an investigation of the reported incident within one week after receiving the report. In order to protect whistleblowers from unreasonable attacks and retaliation, the investigation reports will be kept confidential, and the names of whistleblowers will not be disclosed during the investigation.

In addition to strengthening the Group's own anti-corruption management work continuously, suppliers are required to be honest and self-disciplined to minimise illegal acts such as bribery, extortion, fraud or money-laundering throughout our procurement process. During the commencement of businesses, we have specifically added an integrity clause in relevant contracts, stipulating that the counterparty shall not bribe our business personnel in any form. Meanwhile, relevant phone number and email address for complaints and monitoring are provided.

During the Reporting Period, the Group did not have any lawsuits involving corruption and fraud, nor did it receive any complaints from employees about suspected corruption or fraud.

另外，集團制定《舉報制度及流程》，要求集團員工得悉或遇到任何不法、欺詐或懷疑不法、欺詐的事件時，應通過電話或電子郵件等舉報渠道向審核委員會舉報。收到舉報後，審核委員會將於收到舉報後一周內組織對被舉報事件的調查。為保護舉報人不受不合理的打擊及報復，我們會對調查報告保密，舉報人的名字將不會在調查過程洩漏。

除了不斷加強集團自身的反腐管理工作，我們也要求供應商廉潔自律，盡最大可能殲滅我們採購環節中的任何賄賂、勒索、欺詐或洗錢等違法行為。在開展業務時，我們在相應的合同中專門增設了廉政條款，規定對方不得對我方業務人員進行任何形式的賄賂，同時設立相關的電話及郵箱以供投訴監督。

於報告期內，集團概無涉及任何貪污舞弊的訴訟案件，亦無收到任何員工涉嫌貪污舞弊的投訴。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

4.11 COMMUNITY INVESTMENT

The operation of the Group has increased tax revenues and employment opportunities of the local community, and brought about peripheral business booms. At the same time, the Group proactively cares about the need of the community and supports and promotes the education, medical care and monument preservation of local community through organising donation activities. During the Reporting Period, the charitable donations of the Group amounted to RMB12.023 million in total, of which:

- 1) RMB7 million was donated to Jinjiang Charitable Foundation, for which RMB5 million were used to support the educational program in Jinjiang No.1 Middle School, and RMB2 million were used on the heritage project of "Anping Bridge Protection";
- 2) RMB5 million was donated to Jinjiang Love in the Heart Charitable Foundation (晉江市愛在心滴公益慈善基金) for a hospital construction project;
- 3) RMB0.023 million was sponsored for materials to kindergartens and community organisations nearby.

4.11 社區投資

集團的運營為當地社區增加稅收、就業及帶動周邊商業繁榮，同時我們主動關注社區需要，通過開展捐贈活動支持和促進當地社區的教育、醫療、古跡保護等項目。於報告期內，集團慈善捐贈合共為人民幣1,202.3萬元，其中：

- 1) 捐贈晉江慈善基金會人民幣700萬元，其中人民幣500萬元用於支持晉江一中的教育項目，200萬元用於「保護安平橋」的古跡項目；
- 2) 捐贈晉江市愛在心滴公益慈善基金500萬元，用於建設醫院項目；
- 3) 贊助2.3萬元物資於附近幼兒園及社區聯誼單位。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

OFFICIALLY LAUNCH OF YOUTH AESTHETIC EDUCATION PLAN

In 2023, the Group collaborated with Shanghai Adream Charitable Foundation to provide a 3-day teachers training programme, namely “Artistic Programme No.3: Walk Through China”, for teachers from 27 schools across 13 provinces and cities across the country, to equip them with deeper understanding in design mindset and creativity through interactions and experiences.

PROVISION OF FASHION RESEARCH AND DEVELOPMENT AND DESIGN COURSES FOR STUDENTS

In June 2023, the Group launched the “Artistic Programme No.3: Walk Through China” to a primary school in Tongren, Guizhou Province, which offered students a one-year research and development and design courses with a primary focuses on fashion design, and the exploration of traditional Chinese culture in Anping Province as the aesthetic education programme and material kits. The programme used fundamental components of the Chinese spirit as clues, with aspects including everyday life observations, spatial environments, as well as clothing, food, shelter and transportation as thematic materials, to carry out thematic learning experience and creative practice. The main forms of presentation were humanistic understanding and artistic expression while supplemented by formats such as debates and performance, aiming to achieve the programme objectives through thinking and discussions, games, experiences and explorations.

少年美育計劃正式啟動落地

2023年，集團攜手上海真愛夢想公益基金會為來自全國13省市27所學校的教師開展為其3天的《藝術生活3：穿行中國》教師培訓，通過交互與體驗的方式，使教師們對設計思維和創造力有更深層次的理解。

為學生提供服裝研發與設計課程

2023年6月，集團在貴州省銅仁市一所小學發佈《藝術課程3：穿行中國》的落地，為學生提供一年的研發與設計課程，以服裝設計為主線，中國傳統文化探尋為安縣的美育課程和材料盒子。課程以華夏精神的基本組成為線索，以生活中的所見所聞、空間環境、衣食住行等方面為主題素材，進行主題單元學習體驗及創作實踐。以人文理解、藝術表達為主要呈現形式，輔以辯論、表演等表達形式，通過思考討論、遊戲、體驗、探索來達到課程目標。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

5 APPENDIX I: INDEX OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE OF THE HONG KONG STOCK EXCHANGE

5 附錄一：香港聯交所《環境、社會及管治報告指引》索引

Subject Areas 範疇		Chapter 章節	Note 備注
A Environmental A 環境範疇			
Aspect A1: Emissions 層面 A1：排放物	<p>General Disclosure 一般披露</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous wastes.</p> <p>有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例的資料。</p>	3.1	
KPI A1.1 關鍵績效指標 A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	3.1	
KPI A1.2 關鍵績效指標 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). 直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	–	Greenhouse gas emissions generated by the Group's operating activities are limited. 集團的經營活動產生有限的溫室氣體排放。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

Subject Areas 範疇		Chapter 章節	Note 備注
A Environmental A 環境範疇			
KPI A1.3 關鍵績效指標 A1.3	Total hazardous wastes produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	–	A very limited number of chemicals in the Group's fabric testing laboratory are used for inspection, where relevant hazardous wastes are collected and handled by qualified third parties. We will continue to observe regulatory changes to update any disclosures needed in the future. 集團的面料檢測實驗室有極少部分的化學品用於檢測，相關的有害廢棄物經合資格的第三方進行收集及處理。我們將繼續觀察監管變動以於日後必要時更新任何披露資料。
KPI A1.4 關鍵績效指標 A1.4	Total non-hazardous wastes produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	3.1	
KPI A1.5 關鍵績效指標 A1.5	Description of emissions target(s) set and steps taken to achieve them. 描述所訂立的排放量目標及為達到這些目標所採取的步驟。	–	The emission performance indicator is not identified as a material issue of the Group. We will continue to observe regulatory changes to update any disclosures needed in the future. 排放量績效指標未被識別為集團的重要議題。我們將繼續觀察監管變動以於日後必要時更新任何披露資料。
KPI A1.6 關鍵績效指標 A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them. 描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	3.1	
Aspect A2: Use of Resources 層面 A2：資源使用	General Disclosure 一般披露 Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	3.2	

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

Subject Areas 範疇		Chapter 章節	Note 備注
A Environmental A 環境範疇			
KPI A2.1 關鍵績效指標 A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	3.2	
KPI A2.2 關鍵績效指標 A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	3.2	
KPI A2.3 關鍵績效指標 A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	3.2	The Group sets an energy consumption target according to the production volume each year. We will continue to observe regulatory changes to update any disclosures needed in the future. 集團每年根據產量情況制定能耗目標。我們將繼續觀察監管變動以於日後必要時更新任何披露資料。
KPI A2.4 關鍵績效指標 A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them. 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	3.2	The Group sets a water consumption target according to the production volume each year. We will continue to observe regulatory changes to update any disclosures needed in the future. 集團每年根據產量情況制定用水目標。我們將繼續觀察監管變動以於日後必要時更新任何披露資料。
KPI A2.5 關鍵績效指標 A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位估量。	3.2	

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Subject Areas 範疇		Chapter 章節	Note 備注
A Environmental A 環境範疇			
Aspect A3: The Environment and Natural Resources 層面 A3：環境及天然資源	General Disclosure 一般披露 Policies on minimising the issuer's significant impacts on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	3.2 3.3	
KPI A3.1 關鍵績效指標 A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	3.2 3.3	
Aspect A4: Climate Change 層面 A4：氣候變化	General Disclosure 一般披露 Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能對發行人產生影響的重大氣候相關事宜的政策。	3.4	
KPI A4.1 關鍵績效指標 A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	3.4	

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

Subject Areas 範疇		Chapter 章節	Note 備注
B Social B 社會範疇			
Aspect B1: Employment 層面 B1 : 僱傭	<p>General Disclosure 一般披露</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(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.</p> <p>有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例的資料。</p>	4.1	
KPI B1.1 關鍵績效指標 B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region. 按性別、僱傭類型(如全職或兼職)、年齡組別及地區劃分的僱員總數。	4.1	
KPI B1.2 關鍵績效指標 B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	4.1	

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

Subject Areas 範疇		Chapter 章節	Note 備注
B Social B 社會範疇			
Aspect B2: Health and Safety 層面 B2：健康與安全	<p>General Disclosure 一般披露</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(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.</p> <p>有關提供安全工作環境及保障僱員避免職業性危害的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例的資料。</p>	4.4	
KPI B2.1 關鍵績效指標 B2.1	<p>Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.</p> <p>過去三年（包括匯報年度）每年因工亡故的人數及比率。</p>	4.4	The Group had zero incidents of work-related fatalities in the past three years. 集團過去三年沒有因公亡故的事故。
KPI B2.2 關鍵績效指標 B2.2	<p>Lost days due to work injury.</p> <p>因工傷損失工作日數。</p>	4.4	
KPI B2.3 關鍵績效指標 B2.3	<p>Description of occupational health and safety measures adopted, and how they are implemented and monitored.</p> <p>描述所採納的職業健康與安全措施，以及相關執行及監察方法。</p>	4.4	

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

Subject Areas 範疇		Chapter 章節	Note 備注
B Social B 社會範疇			
Aspect B3: Development and Training 層面 B3：發展與培訓	General Disclosure 一般披露 Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	4.5	
KPI B3.1 關鍵績效指標 B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別(如高級管理層、中級管理層)劃分的受訓僱員百分比。	4.5	
KPI B3.2 關鍵績效指標 B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	4.5	
Aspect B4: Labour Standards 層面 B4：勞工準則	General Disclosure 一般披露 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	4.3	
KPI B4.1 關鍵績效指標 B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	4.3	
KPI B4.2 關鍵績效指標 B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	4.3	

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

Subject Areas 範疇		Chapter 章節	Note 備注
B Social B 社會範疇			
Aspect B5: Supply Chain Management 層面 B5：供應鏈管理	General Disclosure 一般披露 Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	4.6	
KPI B5.1 關鍵績效指標 B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	4.6	
KPI B5.2 關鍵績效指標 B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。	4.6	
KPI B5.3 關鍵績效指標 B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	4.6	
KPI B5.4 關鍵績效指標 B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	4.6	

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

Subject Areas 範疇		Chapter 章節	Note 備注
B Social B 社會範疇			
Aspect B6: Product Responsibility 層面 B6 : 產品責任	<p>General Disclosure 一般披露</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(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.</p> <p>有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例的資料。</p>	4.7	
KPI B6.1 關鍵績效指標 B6.1	<p>Percentage of total products sold or shipped subject to recalls for safety and health reasons.</p> <p>已售或已運送產品總數中因安全與健康理由而須回收的百分比。</p>	4.7	
KPI B6.2 關鍵績效指標 B6.2	<p>Number of products and service related complaints received and how they are dealt with.</p> <p>接獲關於產品及服務的投訴數目以及應對方法。</p>	4.7	
KPI B6.3 關鍵績效指標 B6.3	<p>Description of practices relating to observing and protecting intellectual property rights.</p> <p>描述與維護及保障知識產權有關的慣例。</p>	4.7	
KPI B6.4 關鍵績效指標 B6.4	<p>Description of quality assurance process and recall procedures.</p> <p>描述質量檢定過程及產品回收程序。</p>	4.9	
KPI B6.5 關鍵績效指標 B6.5	<p>Description of consumer data protection and privacy policies, and how they are implemented and monitored.</p> <p>描述消費者數據保障及私隱政策，以及相關執行及監察方法。</p>	4.8	

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

Subject Areas 範疇		Chapter 章節	Note 備注
B Social B 社會範疇			
Aspect B7: Anti-corruption 層面 B7：反貪污	<p>General Disclosure 一般披露</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.</p> <p>有關防止賄賂、勒索、欺詐及洗黑錢的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例的資料。</p>	4.10	
KPI B7.1 關鍵績效指標 B7.1	<p>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.</p> <p>於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。</p>	4.10	
KPI B7.2 關鍵績效指標 B7.2	<p>Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.</p> <p>描述防範措施及舉報程序，以及相關執行及監察方法。</p>	4.10	
KPI B7.3 關鍵績效指標 B7.3	<p>Description of anti-corruption training provided to directors and staff.</p> <p>描述向董事及員工提供的反貪污培訓。</p>	4.10	

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告 (續)

Subject Areas 範疇		Chapter 章節	Note 備注
B Social B 社會範疇			
Aspect B8: Community Investment 層面 B8：社區投資	General Disclosure 一般披露 Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	4.11	
KPI B8.1 關鍵績效指標 B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇 (如教育、環境事宜、勞工需求、健康、文化、體育)。	4.11	
KPI B8.2 關鍵績效指標 B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源 (如金錢或時間)。	4.11	

Corporate Governance Report

企業管治報告

The Board is firmly committed to compliance of statutory and regulatory corporate governance standards and adherence to the principles of corporate governance emphasizing transparency, accountability and integrity. Policies and practices on corporate governance are reviewed on a regular basis and as required to ensure that they remain appropriate and compliance with legal and regulatory requirements.

The Company complied with all code provisions of the Corporate Governance Code (the “Code Provisions”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) during the year ended 31 December 2023.

VISION AND MISSIONS

The Company has the vision to excel in the menswear business in PRC market, and is dedicated to the missions of enhancing shareholder value, and cultivating a competent and committed team.

Under the leadership of the Board, the Company achieves the visions and missions in our daily operations. Information on the Company's performance and the basis on which the Company generate the above vision and missions are set out in the Chairman's Statement on pages 6 to 10 of the Annual Report.

(A) BOARD OF DIRECTORS

The Board is responsible for governing the Company and managing assets entrusted by the shareholders. The Directors recognize their collective and individual responsibility to the shareholders and perform their duties diligently to achieve positive results for the Company and to maximize returns for shareholders.

董事會矢志秉持法定及監管的企業管治標準，並堅守強調透明度、問責性及誠信度的企業管治原則。本公司定期並按需要檢討企業管治政策及慣例，以確保有關政策及慣例為適當並遵守法例及監管規定。

截至二零二三年十二月三十一日止年度，本公司已遵守《香港聯合交易所有限公司證券上市規則》（「上市規則」）附錄十四所載《企業管治守則》的所有守則條文（「守則條文」）。

抱負及使命

本公司矢志在中國市場成為傑出的男裝企業，並致力提升股東價值以及培養一支高效及對工作有承擔的團隊。

在董事會的領導下，本公司於日常營運中實現該等抱負及使命。有關本公司的表現及本公司訂定上述抱負及使命的依據的資料載於年報第6至10頁的主席報告。

(A) 董事會

董事會負責本公司的管治工作，並管理股東所委託的資產。董事明白彼等共同及個別對股東所負的責任，並勤勉盡職，為本公司達到理想業績及為股東爭取最大回報。

Corporate Governance Report (Continued)

企業管治報告 (續)

The Board currently comprises five Executive Directors, three Non-executive Directors and four Independent Non-executive Directors:

EXECUTIVE DIRECTORS

Mr. Wang Liang Xing
Mr. Wang Cong Xing
Mr. Pan Rong Bin
Mr. Wang Jun Hong
(appointed on 5 February 2024)
Mr. Wang Zhi Yong
(appointed on 5 February 2024)

NON-EXECUTIVE DIRECTORS

Mr. Wang Dong Xing (Chairman)
Mr. Cai Rong Hua
Mr. Hu Cheng Chu

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lai Shixian
Mr. Zhang Shengman
(appointed on 17 March 2023)
Prof. Liao Jianwen
(appointed on 5 February 2024)
Prof. Jiang Zhan
(appointed on 5 February 2024)
Dr. Lu Hong Te
(resigned on 5 February 2024)
Mr. Nie Xing
(resigned on 1 June 2023)

Their biographical details and (where applicable) their family relationships are set out in the section headed "Biographical Details of Directors and Senior Management" on pages 98 to 108 of the Annual Report. A list of the Directors identifying their role and function and whether they are Independent Non-executive Directors are available on the Company's website.

The principal responsibilities of the Board include the formulation of the Group's business strategies and management objectives, supervision of the management and evaluation of the effectiveness of management strategies. Day-to-day management of the Group's businesses is delegated to the Executive Directors or senior management. The functions and power that are so delegated are reviewed periodically to ensure that they remain appropriate.

董事會現由五名執行董事、三名非執行董事及四名獨立非執行董事組成：

執行董事

王良星先生
王聰星先生
潘榮彬先生
王俊宏先生
(於二零二四年二月五日獲委任)
王智勇先生
(於二零二四年二月五日獲委任)

非執行董事

王冬星先生(主席)
蔡榮華先生
胡誠初先生

獨立非執行董事

賴世賢先生
章晟曼先生
(於二零二三年三月十七日獲委任)
廖建文教授
(於二零二四年二月五日獲委任)
蔣展教授
(於二零二四年二月五日獲委任)
呂鴻德博士
(於二零二四年二月五日辭任)
聶星先生
(於二零二三年六月一日辭任)

彼等的個人履歷及(倘適用)彼等之間的親屬關係載於年報第98至108頁「董事及高級管理層履歷」一節。識別董事角色及職能以及彼等是否為獨立非執行董事的董事名單可於本公司網站查閱。

董事會的主要職責包括制定集團的業務策略和管理目標、監督其管理及評估管理策略的成效。集團的日常業務管理授權予執行董事或高級管理層負責，而集團會定期檢討彼等獲授的職能及權力，以確保授權仍然適合。

Corporate Governance Report (Continued)

企業管治報告 (續)

Matters reserved for the Board include those affecting the Group's overall strategies, budget and plans, publication of financial statements, dividend policy, appointment of members to the various Board Committees and major investments. The Board is also responsible for developing, reviewing and monitoring the policies and practices on corporate governance and legal and regulatory compliance of the Group, and the training and continuous professional development of Directors and senior management. The Board also reviews the disclosures in the Corporate Governance Report to ensure compliance.

All Board members have separate and independent access to the Group's senior management to fulfill their duties.

Independent professional advice can be sought to assist the relevant Directors to discharge their duties at the Group's expense upon their request. No such advice was sought during 2023.

All Directors are required to declare to the Board upon their first appointment, the directorships or other positions they are concurrently holding at other companies or organizations. These interests are updated on an annual basis and when necessary.

DIRECTORS' AND OFFICERS' INSURANCE

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors and officers. In 2023, no claims under the insurance policy were made.

董事會負責處理包括影響集團整體策略、預算及計劃、刊發財務報表、股息政策、委任各董事委員會成員及主要投資等事項。董事會亦負責制定、檢討及監察集團的企業管治政策及慣例與法律法規遵守情況，以及董事及高級管理層的培訓及持續專業發展。董事會亦審閱企業管治報告內的披露資料以確保符合要求。

所有董事會成員均可單獨、獨立地接觸集團高級管理層以履行其職責。

董事會成員亦可要求徵詢獨立專業意見，協助有關董事履行職責，費用由集團承擔。於二零二三年，概無徵詢有關意見。

全體董事須於首次獲委任時向董事會申報彼等同時在其他公司或機構擔任的董事或其他職務。有關利益申報每年及於需要時更新。

董事及行政人員的保險

本公司已就其董事及行政人員可能會面對的法律訴訟作出適當的投保安排。於二零二三年，概無根據保單提出申索。

Corporate Governance Report (Continued)

企業管治報告 (續)

DIRECTORS' CONTINUOUS TRAINING AND PROFESSIONAL DEVELOPMENT

All Directors are provided with monthly updates on the Company's performance and financial position to enable the Board as a whole and each Director to discharge their duties. In addition, briefings and updates on the latest development regarding the Listing Rules and other applicable regulatory requirements are provided to the Board during Board meetings to ensure compliance and enhance their awareness of good corporate governance practices.

All Directors are also encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. According to the records provided by the Directors, a summary of training received by the Directors during the year ended 31 December 2023 is as follows:

董事持續培訓及專業發展

全體董事每月均獲提供有關本公司表現及財務狀況的最新資料，以便董事會全體成員及各董事履行其職務。此外，於董事會會議期間，董事會獲提供上市規則及其他適用監管規定的最新發展簡介及更新資料，確保有關規定獲得遵守及提升董事對良好企業管治常規的關注。

全體董事亦獲鼓勵參與持續專業發展培訓，以培養及重溫本身的知識及技能。根據董事提供的記錄，董事於截至二零二三年十二月三十一日止年度接受的培訓簡列如下：

Directors	董事	Types of continuous professional development programmes 持續專業發展培訓類別
Executive Directors 執行董事		
Mr. Wang Liang Xing	王良星先生	B
Mr. Wang Cong Xing	王聰星先生	B
Mr. Pan Rong Bin	潘榮彬先生	B
Non-executive Directors 非執行董事		
Mr. Wang Dong Xing	王冬星先生	B
Mr. Cai Rong Hua	蔡榮華先生	B
Mr. Hu Cheng Chu	胡誠初先生	B
Independent Non-executive Directors 獨立非執行董事		
Dr. Lu Hong Te	呂鴻德博士	A
Mr. Lai Shixian	賴世賢先生	A, B
Mr. Zhang Shengman	章晟曼先生	B

Notes:

- A: Attending courses/seminars on business management, and/or corporate governance.
- B: Viewing director training webcasts on connected transactions, discloseable transactions, ESG governance and reporting.

附註：

- A：出席有關業務管理及／或企業管治的課程／研討會。
- B：觀看有關關連交易、須予披露交易、環境、社會及管治規管以及報告方面的董事培訓網絡廣播。

Corporate Governance Report (Continued)

企業管治報告 (續)

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Chairman of the Board, Mr. Wang Dong Xing, is responsible for the overall management of and leadership for the Board and ensuring that good corporate governance practices and procedures are established. He is also responsible to ensure all Directors receive adequate information in a timely manner and are properly briefed on issues arising on board meetings.

The Chief Executive Officer, Mr. Wang Liang Xing, is responsible for managing the day-to-day operations of the Group's business.

The Company has kept these roles separated and distinctive as this ensures better checks and balances and hence better corporate governance.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Independent Non-executive Directors bring with them expertise in different areas. The role of the Independent Non-executive Directors is to provide independent and objective opinions to the Board, giving adequate control and balances for the Group to protect the overall interests of the shareholders and the Group. The Independent Non-executive Directors are expressly identified as such in all corporate communications that disclose the names of Directors.

Mr. Lai Shixian ("Mr. Lai") has been serving for more than nine years on the Board as Independent Non-executive Directors. The length of tenure of Mr. Lai with the Company as at the date of this Annual Report was more than 11 years. Mr. Zhang Shengman, Prof. Liao Jianwen and Prof. Jiang Zhan were appointed as an Independent Non-executive Directors with effect from 17 March 2023, 5 February 2024 and 5 February 2024, respectively. Each Independent Non-executive Director has submitted annual confirmation of his/her independence to the Company pursuant to Rule 3.13 of the Listing Rules. Based on the contents of such confirmations, the Company considers that all of the Independent Non-executive Directors are independent.

主席兼行政總裁

董事會主席王冬星先生負責董事會整體管理及領導，並確保建立良好企業管治常規及程序。彼亦負責確保全體董事就董事會會議上提出的事項及時獲得充足的資料及適當簡報。

行政總裁王良星先生負責管理集團業務的日常運作。

本公司一直清楚區分此等角色以確保較好的制衡作用，從而達至更佳的企業管治。

獨立非執行董事的獨立性

獨立非執行董事均具備各方面專業知識。獨立非執行董事的角色是向董事會提供獨立及客觀的意見，為集團提供足夠的制約及平衡，以保障股東及集團整體利益。所有載有董事姓名的公司通訊中，均明確說明獨立非執行董事的身份。

賴世賢先生(「賴先生」)已擔任獨立非執行董事並為董事會服務超過九年。於本年報日期，賴先生在本公司的任期超過11年。章晟曼先生、廖建文教授及蔣展教授已獲委任為獨立非執行董事，分別自二零二三年三月十七日、二零二四年二月五日及二零二四年二月五日起生效。根據上市規則第3.13條，各獨立非執行董事已向本公司提交其年度獨立性確認書。根據該等確認書的內容，本公司認為全體獨立非執行董事均為獨立人士。

Corporate Governance Report (Continued)

企業管治報告 (續)

Mr. Lai who has served as Independent Non-executive Director of the Company for over nine years. Mr. Lai has thorough understanding of the Company's operations and business. As an Independent Non-executive Director, Mr. Lai has always contributed objectively in advising the Board and the senior management, expressing objective views, and giving valuable independent guidance to the Company in their capacity as Independent Non-executive Director over the years. Mr. Lai is currently the Chairman of the Remuneration Committee and a member of the Audit Committee. Mr. Lai has been continuously demonstrating firm commitments to his roles. Mr. Lai always place great importance on high standards of corporate governance. Due to the extensive experience in the consumer market and financial management, Mr. Lai is able to provide valuable and useful advices and guidance to the Company in the relevant industry. Mr. Lai has never been engaged in any executive management of the Group and Mr. Lai has provided confirmation of his independence according to Rule 3.13 of the Listing Rules. The Board, with the recommendation of the Nomination Committee of the Company, considers that Mr. Lai remains independent for the purpose of the Listing Rules despite the fact that he has served the Board for over nine years. In accordance with Code Provision A.4.3 of the CG Code, the Company will include in the notice and the circular of the forthcoming annual general meeting of the Company the reasons why the Board still considers Mr. Lai as independent.

TIME COMMITMENT OF DIRECTORS

The Directors have demonstrated a strong commitment to the Board affairs and they are well aware that they are expected to have a sufficient time commitment to the Board. Directors have given certain confirmations and made disclosures about their other commitments.

(I) SUFFICIENT TIME AND ATTENTION

Directors have confirmed that they have given sufficient time and attention to the affairs of the Company for the year ended 31 December 2023.

賴先生在本公司擔任獨立非執行董事超過九年。賴先生充分了解本公司的營運及業務。作為獨立非執行董事，賴先生多年來一直向董事會及高級管理層提供客觀意見，闡述客觀觀點，並以獨立非執行董事的身份向本公司提供寶貴的獨立指引。賴先生現時為薪酬委員會主席及審核委員會成員。賴先生一直堅定承擔其角色職責。賴先生一直非常重視高標準的企業管治。憑藉其於消費者市場及財務管理方面豐富的經驗，賴先生能夠就相關行業方面為本公司提供寶貴且實用的意見及指引。賴先生從未參與集團的任何行政管理工作，並已根據上市規則第3.13條提供其獨立性確認。董事會經參考本公司提名委員會的推薦建議後認為，儘管賴先生在董事會任職超過九年，就上市規則而言，其仍屬獨立人士。根據《企業管治守則》守則條文第A.4.3條，本公司將於應屆本公司股東週年大會通告及通函中載列董事會認為賴先生仍屬獨立人士的理由。

董事投入的時間

董事對於董事會事務展現出堅定的承擔，並清楚了解董事會對彼等投入足夠時間處理董事會事務的期望。董事已就彼等的其他承擔作出若干確認及披露。

(I) 足夠的時間及關注

董事已確認，彼等已對截至二零二三年十二月三十一日止年度的本公司事務投入足夠的時間及關注。

Corporate Governance Report (Continued)

企業管治報告 (續)

(II) OTHER OFFICES AND COMMITMENTS

Directors disclose to the Company annually the number, identity and nature of offices held in Hong Kong or overseas listed public companies and organisations and other significant commitments.

BOARD EVALUATION

The Board has a structured process to evaluate its own performance and Directors' contribution on an annual basis including a self-evaluation questionnaire which is completed by all Directors. The objectives of the evaluation are to assess whether the Board and the Board committees, as well as the Directors have adequately and effectively performed its/their roles and fulfilled its/their responsibilities; have devoted sufficient time commitment to the Company's affairs; and to recommend areas for improvement. The evaluation process has confirmed that the Board and the Board committees continue to operate effectively and that the performance of the Directors and the time commitment in discharging their duties as Directors of the Company for the year 31 December 2023 were satisfactory.

BOARD COMMITTEES

To cover particular aspects of the Company's affairs and to assist in the execution of its responsibilities, the Board has established Audit Committee, Remuneration Committee, Nomination Committee and Risk Management Committee. Each of the Committees is delegated by the Board with specific roles and responsibilities and reports to the Board on matters discussed and their findings. Their terms of reference are available on the Company's website.

All Committees are provided with sufficient resources to discharge their duties, including access to management or professional advice if considered necessary.

(I) AUDIT COMMITTEE

The Audit Committee comprises four Independent Non-executive Directors, namely Mr. Zhang Shengman, Mr. Lai Shixian, Prof. Liao Jianwen and Prof. Jiang Zhan. The Chairman of the Audit Committee is Mr. Zhang Shengman, whose expertise in financial planning and analysis, management, investment and corporate financing enables him to provide leadership for the Committee.

(II) 其他職務及承擔

董事每年向本公司披露在香港或海外上市公眾公司及機構擔任職務的數目、身份及性質以及其他重大承擔。

董事會評估

董事會設有一套結構完善的流程，每年評估自身的表現及董事的貢獻，包括由所有董事完成的自我評估問卷。評估的目的為評定董事會及董事委員會以及董事是否充分有效地履行其角色並履行其職責；是否已投入足夠的時間來處理本公司事務；及就需要改進的地方作出建議。評估過程已確認董事會及董事委員會繼續有效運作，且於截至二零二三年十二月三十一日止年度，董事的表現及履行其作為本公司董事職責所付出的時間令人滿意。

董事委員會

就本公司事務特定層面及為協助執行董事會的職務，董事會已成立審核委員會、薪酬委員會、提名委員會及風險管理委員會。各委員會由董事會指派特定角色及職責，以及就其討論的事項及結果向董事會匯報。其職權範圍可於本公司網站查閱。

所有委員會均獲提供足夠資源以履行其職務，包括於需要時取得管理層或專業意見。

(I) 審核委員會

審核委員會由四名獨立非執行董事章晟曼先生、賴世賢先生、廖建文教授及蔣展教授組成。章晟曼先生為審核委員會主席，彼在財務策劃及分析、管理、投資及企業融資方面的專業知識有助其領導委員會。

Corporate Governance Report (Continued)

企業管治報告 (續)

The principal responsibilities of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Group. These include reviewing the Group's interim and annual reports.

The Audit Committee had two meetings during the year ended 31 December 2023. During the meetings, the Audit Committee had considered internal control review findings, the annual report of the Group for the year ended 31 December 2022 and the interim report of the Group for the six months ended 30 June 2023, as well as the reports prepared by the external auditor covering major findings in the course of its audit/review.

(II) REMUNERATION COMMITTEE

The Remuneration Committee currently comprises two Independent Non-executive Directors and one Executive Director, namely Mr. Lai Shixian, Mr. Zhang Shengman and Mr. Wang Cong Xing. Mr. Lai Shixian is the Chairman of the Remuneration Committee.

The principal responsibilities of the Remuneration Committee are to review and make recommendations to the Board on the overall remuneration structure and policy as well as the specific remuneration packages for the Directors and senior management and on the establishment of a formal and transparent process for developing such remuneration policy. No Director will take part in any discussion on his/her own remuneration.

審核委員會的主要職責是檢討及監督集團的財務報告程序及內部監控系統，包括審閱集團的中期報告及年報。

截至二零二三年十二月三十一日止年度，審核委員會曾舉行兩次會議。會議上，審核委員會已考慮內部監控審閱的發現、集團截至二零二二年十二月三十一日止年度的年報及集團截至二零二三年六月三十日止六個月的中期報告，以及外聘核數師就審核／審閱過程中的重大發現而編製的報告。

(II) 薪酬委員會

薪酬委員會現由兩名獨立非執行董事賴世賢先生及章晟曼先生以及一名執行董事王聰星先生組成。賴世賢先生為薪酬委員會主席。

薪酬委員會的主要責任是檢討董事及高級管理層的整體薪酬架構及政策以及個別薪酬待遇，及就制定此等薪酬政策設立正規而具透明度的程序，並向董事會提供建議。董事概無參與有關其本身薪酬的討論。

Corporate Governance Report (Continued)

企業管治報告 (續)

The Company's objective for its remuneration policy is to maintain fair and competitive packages based on business requirements and industry practice. In order to determine the level of remuneration and fees paid to members of the Board of Directors, market rates and factors such as each director's workload, performance, responsibility, job complexity and the Group's performance are taken into account.

During the year ended 31 December 2023, the Remuneration Committee held one meeting to discuss and approve for recommendation to the Board the bonus (if any) for the year ended 31 December 2022 and salary adjustments (if any) for the year ended 31 December 2023 of Executive Directors and senior management.

Details of Directors' and senior management's remuneration are set out in notes 8 to 10 to the financial statements.

(III) NOMINATION COMMITTEE

The Nomination Committee currently comprises one Non-executive Director and three Independent Non-executive Directors, namely Mr. Wang Dong Xing, Mr. Zhang Shengman, Prof. Liao Jianwen and Prof. Jiang Zhan. Mr. Wang Dong Xing is the Chairman of the Nomination Committee.

本公司對薪酬政策的目標是根據業務所需及行業慣例，確保薪酬待遇公平及具競爭力。本公司因應市場水平、各董事的工作量、表現、職責、工作難度及集團表現等因素，釐定向董事會成員支付的薪酬及袍金水平。

截至二零二三年十二月三十一日止年度，薪酬委員會曾舉行一次會議，以討論及批准就執行董事與高級管理層截至二零二二年十二月三十一日止年度的花紅(如有)及截至二零二三年十二月三十一日止年度的薪酬調整(如有)向董事會提供推薦意見。

有關董事及高級管理層的薪酬詳列於財務報表附註8至10。

(III) 提名委員會

提名委員會現由一名非執行董事王冬星先生以及三名獨立非執行董事章晟曼先生、廖建文教授及蔣展教授組成。王冬星先生為提名委員會主席。

Corporate Governance Report (Continued)

企業管治報告 (續)

The Company recognizes the benefits of having a Board that has a balance of experience, skills and diversity of perspectives appropriate to the requirements of the Company's businesses. The Board has adopted a Board Diversity Policy that appointment to the Board should be based on merit that compliments and expands the skills and experience of the Board as a whole, and after due regard to factors which include but not limited to gender, age, educational background, professional experience, skills and knowledge, and any other factors that the Board may consider relevant and applicable from time to time towards achieving a diverse Board. The Board shall review the structure, size and composition of the Board from time to time to ensure that it has a balanced composition of skills, experience and gender appropriate to the requirements of the Company's business, with due regard to the benefits of diversity of the Board.

As at the date of this report, the Board comprises eleven male Directors and one female Directors. The Nomination Committee considered that the Board had achieved gender diversity and possessed skill and expertise and a diverse mix appropriate for the business of the Company and will review the composition and diversity of the Board annually to ensure its continued effectiveness.

Measures to develop a pipeline of potential successors to achieve gender diversity:

- The Board will identify potential successors internally, having regard to the industry expertise, leadership skills, decision making capabilities, communication skills and professional qualification of the staff.
- The Board will also consider outside sources such as head hunter and referral.

本公司認為，董事會因應本公司業務需要而具備適當的經驗、技能及多元化的觀點與角度平衡可帶來裨益。董事會已採納董事會成員多元化政策，在委任董事會成員時，會以用人唯才為原則，及就有關人選可否補足及提升董事會整體技能及經驗作出考慮，並充分顧及多項因素，包括但不限於性別、年齡、教育背景、專業經驗、技能及知識，以及董事會不時認為對達致董事會成員多元化相關及適用的任何其他因素。董事會於充分顧及董事會成員多元化的裨益下，不時檢討董事會的架構、人數及成員組合，確保董事會由具備適當配合本公司業務所需技能、經驗及性別的人士組成。

於本報告日期，董事會由十一名男性董事及一名女性董事組成。提名委員會認為，董事會已實現性別多元化，具備與本公司業務相適應的技能、專業知識及多元化組合，並將每年檢討董事會的組成及多元化，以確保其持續有效。

培養大量潛在繼任者以實現性別多元化的措施：

- 董事會將根據員工的行業專長、領導技能、決策能力、溝通技巧及專業資格，於內部物色潛在繼任者。
- 董事會亦將考慮外部來源，如獵頭公司及轉介。

Corporate Governance Report (Continued)

企業管治報告 (續)

The details of workforce composition were disclosed under Environmental, Social and Governance Report in this report.

The Board is not aware of any factors or circumstances which make achieving gender diversity across the workforce (including senior management) of the Group more challenging or less relevant.

The Nomination Committee is responsible for monitoring the implementation of the Board Diversity Policy and will at the appropriate time set measurable objectives for achieving diversity of the Board. It is also responsible to consider and recommend to the Board suitably qualified persons to become a member of the Board, monitor the succession planning of Directors and assess the independence of Independent Non-executive Directors.

During the year ended 31 December 2023, the Nomination Committee held one meeting. In the meeting, the Nomination Committee had assessed the independence of Independent Non-executive Directors, considered and recommended to the Board on the retirement by rotation and re-election of Directors at the 2023 annual general meeting. The Committee considered the current size and composition of the Board to be sufficient to meet the Company's business needs and that the Directors bring with them complimenting skills and experience appropriate to the requirements of the Company's business. No candidate had been nominated for appointment as additional Director during the year.

(IV) RISK MANAGEMENT COMMITTEE

The Risk Management Committee currently comprises one Non-executive Director and two Executive Directors, namely Mr. Wang Dong Xing, Mr. Wang Cong Xing and Mr. Pan Rong Bin. Mr. Wang Dong Xing is the Chairman of the Risk Management Committee.

The principal responsibilities of the Risk Management Committee are to review the risks facing the Group and to oversee management in the design, implementation and monitoring of the risk management system.

員工組成詳情已於本報告環境、社會及管治報告內披露。

董事會並不知悉令集團員工（包括高級管理層）實現性別多元化更具挑戰性或較不相關的任何因素或情況。

提名委員會負責監察董事會成員多元化政策的執行，並將適時就達致董事會成員多元化制定可計量目標。提名委員會亦負責考慮及向董事會推薦適當合資格人士加入董事會，並監察董事繼任安排及評估獨立非執行董事的獨立性。

截至二零二三年十二月三十一日止年度，提名委員會曾舉行一次會議。會議上，提名委員會已評估獨立非執行董事的獨立性，並考慮及向董事會推薦須於二零二三年股東週年大會上輪值告退及重選連任的董事。委員會認為董事會現時的規模及組成將足夠應付本公司業務需要，並認為董事具備與本公司業務要求相應的技能及經驗。年內概無候選人被提名委任為額外董事。

(IV) 風險管理委員會

風險管理委員會現由一名非執行董事王冬星先生以及兩名執行董事王聰星先生及潘榮彬先生組成。王冬星先生為風險管理委員會主席。

風險管理委員會的主要責任是檢討集團面臨的風險以及監督管理層對風險管理系統的設計、實施及監察。

Corporate Governance Report (Continued)

企業管治報告 (續)

During the year ended 31 December 2023, the Risk Management Committee held one meeting to discuss and assess the principal risks facing the Group and the related control measures being taken. Key risk exposures of the Group identified are set out in the Management Discussion and Analysis on pages 11 to 33 of the Annual Report.

BOARD PROCEEDINGS

Regular Board meetings are held at quarterly intervals with additional meetings convened as and when necessary to discuss the overall strategic directions, the Group's operations, financial performance, and to approve interim and annual results and other significant matters. For regular meetings, Board members are given at least 14 days prior notice and agenda with supporting papers are sent to Directors not less than 3 days before the relevant meeting is held. Directors may propose to the Chairman or the Company Secretary to include matters in the agenda for regular Board meetings.

Directors are requested to declare their direct or indirect interests, if any, in any proposals or transactions to be considered by the Board at Board meetings and abstain from voting in favour of the related Board resolutions as appropriate.

Minutes of meetings of the Board and Board Committees are kept by the Company Secretary in sufficient details the matters considered and decisions reached, including dissenting views expressed, and are open for inspection on reasonable notice by any Director. Draft and final versions of minutes are sent to all Directors for their comments and records respectively within a reasonable time after the Board meeting is held.

All Directors have access to the advice and services of the Company Secretary with a view to ensuring the Board procedures are followed.

於截至二零二三年十二月三十一日止年度，風險管理委員會曾舉行一次會議，以討論並評估集團所面臨的主要風險及採取的相關監控措施。集團已識別的主要風險載於年報第11至33頁的管理層討論及分析。

董事會程序

董事會定期每季舉行會議，並於有需要時召開額外會議，以商討整體策略方針、集團的營運、財務表現以及批准中期及年度業績及其他重大事宜。就定期會議而言，董事會成員於舉行相關會議前最少14天接獲通知，而議程（連同開會文件）於相關會議舉行前最少3天送呈各董事。董事可向主席或公司秘書提議於定期董事會會議議程內增加事項。

董事在董事會會議將審議任何動議或交易時，須申報其涉及直接或間接利益（如有），並在適當情況下放棄就相關董事會決議案投贊成票。

董事會及董事委員會的會議記錄，對會議所審議事項及所作出決定作足夠詳細的記錄，包括董事表達的反對意見，由公司秘書負責保存，並且可由任何董事於合理通知下查閱。於董事會會議舉行後合理時間內，全體董事均獲發會議記錄的初稿及定稿，分別供彼等提供意見及記錄存檔。

為確保遵守董事會程序，全體董事均可向公司秘書尋求建議及服務。

Corporate Governance Report (Continued)

企業管治報告 (續)

MEETINGS

The attendance of individual Directors at Board meetings, Audit Committee meetings, Remuneration Committee meeting, Nomination Committee meeting, Risk Management Committee meeting and Annual General Meeting held during the year ended 31 December 2023 are set out below:

No. of meetings held during the year ended 31 December 2023	截至二零二三年十二月三十一日止年度舉行的會議次數	Board Meetings 董事會會議	Audit Committee Meetings 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	Risk Management Committee Meeting 風險管理委員會會議	2023 Annual General Meeting 二零二三年股東週年大會
		8	2	1	1	1	1
Executive Directors 執行董事							
Mr. Wang Liang Xing	王良星先生	8	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	-
Mr. Wang Cong Xing	王聰星先生	8	N/A 不適用	1	N/A 不適用	1	1
Mr. Pan Rong Bin	潘榮彬先生	4	N/A 不適用	N/A 不適用	N/A 不適用	-	-
Non-executive Directors 非執行董事							
Mr. Wang Dong Xing	王冬星先生	8	N/A 不適用	N/A 不適用	1	1	1
Mr. Cai Rong Hua	蔡榮華先生	7	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	1
Mr. Hu Cheng Chu	胡誠初先生	7	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	-
Independent Non-executive Directors 獨立非執行董事							
Dr. Lu Hong Te	呂鴻德博士	4	2	N/A 不適用	1	N/A 不適用	-
Mr. Nie Xing	聶星先生	1	1	1	1	N/A 不適用	-
Mr. Lai Shixian	賴世賢先生	4	2	1	N/A 不適用	N/A 不適用	-
Mr. Zhang Shengman	章晟曼先生	4	2	1	1	N/A 不適用	-

To supplement the formal Board meetings, the Chairman held regular gatherings with Directors to consider issues in an informal setting.

During the year, the Chairman had one meeting with the Independent Non-executive Directors without other Executive Directors present.

會議

截至二零二三年十二月三十一日止年度，個別董事於董事會會議、審核委員會會議、薪酬委員會會議、提名委員會會議、風險管理委員會會議及股東週年大會的出席紀錄載列如下：

為補充正式董事會會議，主席曾定期與董事聚會，以便於非正式場合考慮各項事宜。

年內，主席曾在並無其他執行董事出席的情況下與獨立非執行董事舉行一次會議。

Corporate Governance Report (Continued)

企業管治報告 (續)

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the Executive Directors, Non-executive Directors and Independent Non-executive Directors has entered into a service contract with the Company for a specific term subject to his/her retirement and re-election at annual general meeting in accordance with the Company's articles of association.

In accordance with the Company's articles of association, a person may be appointed as a Director either by the shareholders in general meetings or by the Board. Any Directors appointed by the Board as additional Directors or to fill casual vacancies shall hold office until the next following general meeting, and are eligible for re-election by the shareholders. In addition, all Directors are required to retire by rotation at least once every three years at the annual general meeting, and are eligible for re-election by the shareholders.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules as the Company's code of conduct regarding Directors' securities transactions ("Securities Dealing Code"). Upon specific enquiries, all Directors confirmed that they have complied with the relevant provisions of the Securities Dealing Code throughout the year.

Senior management who, because of their office in the Company, are likely to be in possession of unpublished price sensitive information, have also been requested to comply with the provisions of the Securities Dealing Code.

COMPANY SECRETARY

Mr. Shum Chi Chung, the Company Secretary of the Company, is a full time employee of the Group and has day-to-day knowledge of the Company's affairs. During the financial year, Mr. Shum has complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules. The biographical details of Mr. Shum is set out in the section headed "Biographical Details of Directors and Senior Management" on page 107 of the Annual Report.

委任及重選董事

各執行董事、非執行董事及獨立非執行董事均與本公司訂有指定任期的服務合約，惟須根據本公司組織章程細則於股東週年大會退任及重選。

根據本公司組織章程細則，董事可由股東於股東大會上或董事會任命。任何獲董事會委任為新增董事或委任以填補臨時空缺的董事任期僅直至下屆股東大會為止，惟彼等符合資格由股東重選。此外，全體董事均須最少每隔三年於股東週年大會上輪值告退，並符合資格由股東重選。

董事進行證券交易

本公司已採納上市規則附錄十所載《上市發行人董事進行證券交易的標準守則》作為本公司有關董事進行證券交易的行為守則（「證券交易守則」）。經作出特定查詢後，全體董事均已確認彼等於年內一直遵守證券交易守則有關規定。

高級管理層因其在本公司所擔任的職務可能擁有未公佈股價敏感資料，亦已獲要求遵守證券交易守則的規定。

公司秘書

本公司的公司秘書岑嗣宗先生為集團全職僱員，且熟悉本公司的日常事務。於本財政年度，岑先生已遵守上市規則第3.29條下相關專業培訓規定。岑先生的履歷詳情載於年報第107頁「董事及高級管理層履歷」一節。

Corporate Governance Report (Continued)
 企業管治報告 (續)

(B) FINANCIAL REPORTING, RISK MANAGEMENT AND INTERNAL CONTROL

FINANCIAL REPORTING

The Board acknowledges its responsibility to prepare the Company's accounts which give a true and fair view of the Group's state of affairs, results and cash flows for the year and in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board, the disclosure requirements of the Companies Ordinance and applicable disclosure provisions of the Listing Rules. The Company has selected appropriate accounting policies and has applied them consistently based on prudent and reasonable judgments and estimates.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board recognizes its responsibility to evaluate and determine the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives and to ensure that the Group establishes and maintains effective risk management and internal control systems. Such systems are designed to manage rather than eliminate the risk of failure to business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

(I) ENTERPRISE RISK MANAGEMENT ("ERM") FRAMEWORK

The Company's ERM processes are summarized as follows:



The risk management systems are reviewed annually to ensure appropriateness and effectiveness.

Key risks exposures of the Group are summarized in the paragraph headed "Principal Risks and Uncertainties" in the Management Discussion and Analysis set out on page 32 of this Annual Report.

(B) 財務報告、風險管理及內部監控

財務報告

董事會明白本身有責任編製本公司賬目，真實而中肯地反映集團於本年度的事務狀況、業績及現金流量，並根據國際會計準則委員會頒佈的國際財務報告準則、《公司條例》的披露規定及上市規則的適用披露條文編製賬目。本公司基於審慎合理的判斷及估計選擇適當的會計政策並貫徹應用。

風險管理及內部監控

董事會明白本身有責任評估及釐定集團就達成策略目標所願意接納的風險性質及程度，並確保集團設立及維持有效的風險管理及內部監控系統。該等系統旨在管理而非消除未能達成業務目標的風險，並且僅能提供合理而非絕對保證可防範重大錯誤陳述或損失。

(I) 企業風險管理(「企業風險管理」)框架

本公司的企業風險管理程序概述如下：

風險管理系統每年進行檢討，以確保其合適性及有效性。

集團面對的主要風險概要載於本年報第32頁所載的管理層討論及分析的「主要風險及不明朗因素」一段。

Corporate Governance Report (Continued)

企業管治報告 (續)

(II) INTERNAL CONTROLS

The Group's internal control system is designed to safeguard assets against misappropriation and unauthorized disposition and to manage risks. A designated staff has been appointed to carry out internal control review on a day-to-day basis. The Group also continues to engage KPMG Advisory (China) Limited as internal control review advisor to assist in the review of the effectiveness of the internal control system. Review of the Group's internal controls covering major financial, operational and compliance controls, as well as risk management functions of different systems has been done on a systematic rotational basis based on the risk assessments of the operations and controls. The scope of review for the year had been determined and approved by the Audit Committee. No major issues but areas for improvement have been identified. The Board and the Audit Committee considered that the key areas of the Group's internal control systems are reasonably implemented.

The Company recognises that the release of inside information to place anyone in a privileged dealing position is strictly prohibited and has adopted an Inside Information Policy to ensure compliance of the Listing Rules. Prior to the announcement of any inside information, all Directors and senior management are requested to take all reasonable steps to maintain strict confidentiality and where it is reasonably likely that confidentiality may have been lost in respect of the inside information, the Company shall as soon as reasonably practicable, apply to the Stock Exchange for a trading suspension of its shares.

EXTERNAL AUDITOR

KPMG has been appointed as the external auditor of the Company. The Audit Committee has been notified of the nature and the service charges of non-audit services performed by KPMG and considered that such services have no adverse effect on the independence of the external auditor.

(II) 內部監控

集團的內部監控系統旨在確保資產不會被不當挪用及未經授權處理，以及管理風險。一名指定員工獲委派進行日常內部監控審查。集團亦繼續委聘畢馬威企業諮詢(中國)有限公司為內部監控審核顧問，以協助審閱內部監控系統的有效性。集團已根據各業務及監控的風險評估，對不同系統的內部監控(包括主要財務、營運與合規監控以及風險管理職能)有系統地輪流進行審閱檢討。年度審閱範圍已由審核委員會釐定及批准。集團並無發現重大事項，惟需要改進的地方已予確認。董事會及審核委員會認為集團已合理實施內部監控系統的主要部分。

本公司確認嚴格禁止發佈內幕消息以令任何人士處於特權交易地位，並已採取內幕消息政策以確保遵守上市規則。於公佈任何內幕消息前，所有董事及高級管理層均須採取一切合理措施以保持嚴格保密，倘可能合理認為內幕消息出現洩密情況，本公司將於合理可行情況下盡快向聯交所申請暫停其股份買賣。

外聘核數師

畢馬威會計師事務所已獲委任為本公司外聘核數師。審核委員會已獲知畢馬威會計師事務所提供非審核服務的性質及服務費，並認為有關服務對外聘核數師的獨立性並無不利影響。

Corporate Governance Report (Continued)

企業管治報告 (續)

During the year, the fees payable to KPMG in respect of its statutory audit services (including interim review) provided to the Group was RMB3,480,000. Fees payable to KPMG for non-audit services in respect of internal control review, tax and ESG report advisory services for the year amounted to RMB516,000.

There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditor during the year under review.

年內，就向集團提供法定審核服務(包括中期審閱)應付畢馬威會計師事務所的費用為人民幣3,480,000元；年內就非審核服務(關於內部監控審閱、稅務以及環境、社會及管治報告諮詢服務)應付畢馬威會計師事務所的費用為人民幣516,000元。

回顧年內，董事會與審核委員會在挑選及委聘外聘核數師方面並無意見分歧。

(C) NON-COMPETE UNDERTAKING BY CONTROLLING SHAREHOLDERS

Mr. Wang Dong Xing, Mr. Wang Liang Xing, Mr. Wang Cong Xing, Xiao Sheng International Limited and Ming Lang Investments Limited are the controlling shareholders (within the meaning of the Listing Rules) of the Company ("Controlling Shareholders"). Each of the Controlling Shareholders has confirmed to the Company that none of them is engaged in, or interested in any business (other than the Group) to compete directly or indirectly with the Group. To protect the Group from any potential competition, the Controlling Shareholders have given an irrevocable non-compete undertaking in the Group's favour on 4 September 2009.

In order to properly manage any potential or actual conflict of interests between the Group and the Controlling Shareholders in relation to the compliance and enforcement of the non-compete undertaking, the Company has adopted the following corporate governance measures:

- (i) the Independent Non-executive Directors shall review, at least on an annual basis, the compliance with and enforcement of the terms of the non-compete undertaking by the Controlling Shareholders;
- (ii) the Company will disclose any decisions on matters reviewed by the Independent Non-executive Directors relating to compliance and enforcement of the non-compete undertaking either through the annual report or by way of announcement;
- (iii) the Company will disclose in the corporate governance report on how the terms of the non-compete undertaking have been complied with and enforced; and

(C) 控股股東作出的不競爭承諾

王冬星先生、王良星先生、王聰星先生、曉升國際有限公司及銘郎投資有限公司為本公司控股股東(「控股股東」，定義見上市規則)。各控股股東已向本公司確認，除集團業務外，彼等並無從事任何業務或擁有其中權益而與集團直接或間接競爭。為保障集團免於面對任何潛在競爭，控股股東已於二零零九年九月四日向集團作出不可撤回不競爭承諾。

為妥善管理任何集團與控股股東之間有關遵守及執行不競爭承諾的任何潛在或實際利益衝突，本公司已採納以下企業管治措施：

- (i) 獨立非執行董事須至少每年檢討控股股東遵守及執行不競爭承諾條款的情況；
- (ii) 本公司將透過年報或公告方式披露獨立非執行董事有關檢討遵守及執行不競爭承諾的事宜的任何決定；
- (iii) 本公司將於企業管治報告中披露不競爭承諾條款如何獲遵守及執行；及

Corporate Governance Report (Continued)

企業管治報告 (續)

- (iv) in the event that any of the Directors and/or their respective associates has material interest in any matter to be deliberated by the Board in relation to the compliance and enforcement of the non- compete undertaking, he may not vote on the resolutions of the Board approving the matter and shall not be counted towards the quorum for the voting pursuant to the applicable provisions in the Company's articles of association.

The Directors consider that the above corporate governance measures are sufficient to manage any potential conflict of interests between the Controlling Shareholders and their respective associates and the Group and to protect the interests of the shareholders, in particular, the minority shareholders.

Each of the Controlling Shareholders has confirmed to the Company that he/it has complied with the non- compete undertaking during the year. The Independent Non-executive Directors of the Company have reviewed the status of compliance and enforcement of the non-competes undertaking and confirmed that all the undertakings thereunder have been complied with.

(D) COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS RELATIONS

INVESTORS RELATIONS

The Company believes that effective communication with its shareholders and the investment community in a fair and timely basis is essential. Continuous dialogue is held with research analysts and institutional investors by means of one-on-one meetings, conference calls and investors conferences to keep them abreast of the Group's business and development.

SHAREHOLDERS' RIGHTS

The Company encourages shareholders to attend Shareholders' meetings and make proposals by either directly raising questions on both operational and governance matters to the Board and Board committees at the general meetings or providing written notice of such proposals for the attention of the Company Secretary at the registered office of the Company in Hong Kong currently situated at 3402, 34 Floor, Lippo Centre, Tower One, No. 89 Queensway, Hong Kong or via email to ir@lilanz.com.hk.

- (iv) 倘任何董事及／或彼等各自的聯繫人士於董事會審議的任何有關遵守及執行不競爭承諾的事宜擁有重大權益，根據本公司組織章程細則適當條文，則不可就批准有關事宜的董事會決議案投票，且不會計入投票的法定人數。

董事認為，上述企業管治措施足以管理控股股東及彼等各自的聯繫人士與集團之間的任何潛在利益衝突，並保障股東（尤其為少數股東）的權益。

各控股股東已向本公司確認，其於年內已遵守不競爭承諾。本公司獨立非執行董事已審閱不競爭承諾的遵守及執行情況，並確認一切有關承諾已獲遵守。

(D) 與股東的溝通及投資者關係

投資者關係

本公司相信，在公平及時的基礎上與股東及投資界有效溝通是必需的。本公司通過一對一會議、電話會議及投資者會議的方式，與研究分析師及機構投資者進行持續對話，致使彼等了解集團的業務及發展。

股東權利

本公司鼓勵股東出席股東大會，並透過於股東大會向董事會及董事委員會就有關營運及管治事宜直接提問作出建議，或將有關建議的書面通知送交本公司的香港註冊辦事處，現時地址為香港金鐘道89號力寶中心一座34樓3402室，或電郵至 ir@lilanz.com.hk 以呈交公司秘書。

Corporate Governance Report (Continued)

企業管治報告 (續)

The Directors may, whenever they think fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of 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 having the right of voting at general meetings. Such requisition shall be made in writing to the Directors or the Company Secretary and deposited at the registered office of the Company in Hong Kong currently situated at 3402, 34 Floor, Lippo Centre, Tower One, No. 89 Queensway, Hong Kong for the purpose of requiring an extraordinary general meeting to be called by the Directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.

There are no provisions under the Company's articles of association or the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands regarding procedures for Shareholders to put forward proposals at general meetings other than a proposal of a person for election as Director. Shareholders may follow the procedures set out above to convene an extraordinary general meeting for any business specified in such written requisition.

The notice of annual general meeting together with the accompanying circular setting out the relevant information as required under the Listing Rules are sent to Shareholders at least 20 clear business days prior to the meeting. Poll voting has been adopted for decision-making at Shareholders' meetings to ensure that each share is entitled to one vote. Details of the poll voting procedures are set out in the circular sent to Shareholders prior to the meeting and explained at the commencement of the meeting. Voting results are posted on the Company's website on the day of the annual general meeting.

The attendance record of the Directors at the annual general meeting held during the year is set out under the paragraph headed "Meetings" above.

The dividend policy of the Company is set out under the paragraph headed "Dividend Policy" in the Management Discussion and Analysis set out on page 30 of the Annual Report.

董事可酌情隨時召開股東特別大會。於提呈有關要求當日持有附帶權利於股東大會投票的本公司已繳足股本不少於十分之一的一名或多名股東，亦可要求召開股東特別大會。有關要求應以書面方式向董事或公司秘書提出，並送交本公司的香港註冊辦事處，現時地址為香港金鐘道89號力寶中心一座34樓3402室，以要求董事就該要求所指明的任何事務的交易召開股東特別大會。有關大會須於提出要求後兩個月內召開。倘於提出有關要求後二十一(21)天內董事仍未召開有關大會，則提出要求的人士可以相同形式自行召開大會，而提出要求人士因董事未有因應要求召開大會而產生的一切合理開支將由本公司向提出要求的人士彌償。

根據本公司組織章程細則或開曼群島公司法第22章(一九六一年第3號法案，經綜合及修訂)，概無條文涉及股東在股東大會提出建議的程序，惟提名候選董事的建議除外。股東可根據上述程序召開股東特別大會以處理其於書面要求提出的任何事宜。

股東週年大會通告連同根據上市規則要求列明有關資料的隨附通函，須於大會舉行前至少20個完整營業日向股東發出。於股東大會上的決定乃採納投票表決方式，以確保每股股份均有一票投票權。投票表決程序的詳情載於大會舉行前寄予股東的通函，並於大會開始時解釋。投票表決結果於股東週年大會當日在本公司網站上公佈。

年內所舉行股東週年大會的董事出席紀錄載於上文「會議」一段。

本公司的股息政策載於年報第30頁所載的管理層討論及分析的「股息政策」一段。

Biographical Details of Directors and Senior Management

董事及高級管理層履歷

DIRECTORS

EXECUTIVE DIRECTORS

Mr. Wang Liang Xing (王良星先生), aged 61, is the vice chairman, the chief executive officer and an executive Director of the Company. He was appointed as an executive Director on 13 June 2008. He has been with the Group since its establishment in April 1995 and is one of the founders of the Group. Mr. Wang is responsible for the Group's overall business development, strategic planning and corporate management. He is also responsible for the corporate development of the Group and recommending the appointment of senior management to the Board. He completed an advanced programme of excellent corporate operation and management (卓越企業經營管理高級課程研修班) from the School of Continuing Education of Tsinghua University (清華大學繼續教育學院), an EMBA programme organised by Xiamen University (廈門大學), a China CEO Programme (中國企業CEO課程) organized by Cheung Kong Graduate School of Business (長江商學院) and a Global CEO Programme (全球CEO課程) organized by China Europe International Business School (中歐國際工商學院). Mr. Wang has over 30 years of manufacturing and management experience in the menswear industry in the PRC.

Mr. Wang is the vice-chairman and standing supervisor of the Enterprises Credit Management Association of Quanzhou City (泉州市企業合同信用管理協會第一屆理事會) and a supervisor of the Garment Association of the PRC (中國服裝協會). He was one of 50 persons honoured with a 2005 PRC Enterprises trademark Award (2005中國企業商標50人) and was accredited as the "Brand China People of the Year 2010" (2010品牌中國年度人物) and the "16th session of Excellent Entrepreneur of Fujian Province 2015" (2015 第十六屆福建省優秀企業家).

Mr. Wang is the brother of Mr. Wang Dong Xing and the brother-in-law of Mr. Cai Rong Hua, who are also non-executive Directors of the Company. Mr. Wang is also the brother of Mr. Wang Cong Xing, father of Mr. Wang Zhi Yong and uncle of Mr. Wang Jun Hong, who are executive Directors of the Company. He is also one of the shareholders of Xiao Sheng International Limited and Ming Lang Investments, which are the controlling shareholders (within the meaning of The Listing Rules) of the Company.

董事

執行董事

王良星先生，現年61歲，為本公司副主席、行政總裁兼執行董事。彼於二零零八年六月十三日獲委任為執行董事。彼自集團於一九九五年四月成立起一直任職於集團，且為集團創辦人之一。王先生負責集團的整體業務發展、策略企劃及企業管理。彼亦負責集團的企業發展，以及就高級管理層的委任向董事會作出建議。彼已修畢清華大學繼續教育學院的卓越企業經營管理高級課程研修班、廈門大學舉辦的高級管理人員工商管理碩士課程、長江商學院舉辦的中國企業CEO課程及中歐國際工商學院舉辦的全球CEO課程。王先生於中國男裝行業已有逾30年的生產及管理經驗。

王先生為泉州市企業合同信用管理協會第一屆理事會副主席兼常任理事及中國服裝協會理事。彼獲選為「2005中國企業商標50人」之一，亦獲授「2010品牌中國年度人物」及「2015第十六屆福建省優秀企業家」的榮譽稱號。

王先生為本公司非執行董事王冬星先生的胞弟及本公司非執行董事蔡榮華先生的姻親兄弟。王先生亦為本公司執行董事王聰星先生的胞兄、本公司執行董事王智勇先生的父親及本公司執行董事王俊宏先生的叔父。彼亦為本公司控股股東(定義見上市規則)曉升國際有限公司及銘郎投資有限公司的股東之一。

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理層履歷(續)

Mr. Wang Cong Xing (王聰星先生), aged 55, is the vice chairman and an executive Director of the Company. He was appointed as an executive Director on 2 January 2008. Mr. Wang has been with the Group since its establishment in April 1995 and is one of the founders of the Group. He is responsible for finance and information technology management for the Group. He is also responsible for the internal management system of the Group and supervising the implementation of the annual, quarterly and monthly financial plans of the Group. He completed an advanced programme of excellent corporate operation and management (卓越企業經營管理高級課程研修班) from the School of Continuing Education of Tsinghua University (清華大學繼續教育學院) in 2006. Mr. Wang has over 30 years of manufacturing and management experience in the menswear industry in the PRC. He is a committee member of the Political Consultative Conference of Quanzhou City (泉州市政協委員).

Mr. Wang is the brother of Mr. Wang Dong Xing, who is a non-executive Director of the Company, and Mr. Wang Liang Xing, and he is the uncle of Mr. Wang Jun Hong and Mr. Wang Zhi Yong, who are also executive Directors of the Company. He is also a director and one of the shareholders of Ming Lang Investments Limited and Xiao Sheng International Limited, which are the controlling shareholders (within the meaning of the Listing Rules) of the Company.

王聰星先生，現年55歲，為本公司副主席兼執行董事。彼於二零零八年一月二日獲委任為執行董事。王先生自集團於一九九五年四月成立起一直任職於集團，且為集團創辦人之一。彼負責管理集團的財務及資訊科技事務，亦負責集團的內部管理系統，以及監管集團的年度、季度及每月財務計劃的實施。彼於二零零六年修畢清華大學繼續教育學院的卓越企業經營管理高級課程研修班。王先生於中國男裝行業已有逾30年的生產及管理經驗。彼為泉州市政協委員。

王先生為本公司非執行董事王冬星先生及本公司執行董事王良星先生的胞弟，以及本公司執行董事王俊宏先生及王智勇先生的叔父。彼亦為本公司控股股東(定義見上市規則)銘郎投資有限公司及曉升國際有限公司之董事及股東之一。

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理層履歷(續)

Mr. Pan Rong Bin (潘榮彬先生), aged 50, is an executive Director of the Company. He joined the Group in February 2003 and was appointed as an executive Director on 13 June 2008. Prior to acting as the general manager of the Group's 利郎 LILANZ brand since March 2011, Mr. Pan was responsible for the marketing and distribution operations of 利郎 LILANZ.

Mr. Pan completed an advanced programme of excellent corporate operation and management (卓越企業經營管理高級課程研修班) from the School of Continuing Education of Tsinghua University (清華大學繼續教育學院) in 2006. From 2001 to 2005, Mr. Pan was a representative in the Nanping Municipal People's Congress, Fujian Province (福建省南平市人民代表大會). From 1995 to 2007, he was a member of the Chinese People's Political Consultative Conference of Jianyang City, Fujian Province (中國人民政治協商會議福建省建陽市委員會). He was honoured with the award for the Model of Labour in Quanzhou City, Fujian Province (福建省泉州市勞動模範) in May 2006. He was also accredited as the outstanding personage in the development of retail industry (零售業卓越推動人物) in the "Golden Coordinate" (金座標) award organised by winshang.com《贏商網》together with mainstream commercial real estate media in China in April 2018. He has over 20 years of management experience in the menswear industry in the PRC.

Mr. Pan is also one of the shareholders of Xiao Sheng International Limited and Ming Lang Investments Limited, which are the controlling shareholders (within the meaning of the Listing Rules) of the Company.

潘榮彬先生，現年50歲，為本公司執行董事。彼於二零零三年二月加入集團，於二零零八年六月十三日獲委任為執行董事。潘先生自二零一一年三月起擔任集團「利郎 LILANZ」品牌總經理，之前負責「利郎 LILANZ」的營銷及分銷營運事務。

彼於二零零六年已修畢清華大學繼續教育學院的卓越企業經營管理高級課程研修班。自二零零一年至二零零五年，潘先生為福建省南平市人民代表大會代表。自一九九五年至二零零七年，彼為中國人民政治協商會議福建省建陽市委員會委員。彼於二零零六年五月獲得「福建省泉州市勞動模範」榮譽稱號。於二零一八年四月，彼亦獲授《贏商網》聯合中國商業地產主流媒體評選「金座標」獎的「零售業卓越推動人物」榮譽稱號。彼於中國男裝行業已有逾20年的管理經驗。

潘先生亦為本公司的控股股東(定義見上市規則)曉升國際有限公司及銘郎投資有限公司的股東之一。

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理層履歷(續)

Mr. Wang Jun Hong (王俊宏先生), aged 37, is an executive Director of the Company. He was appointed as an executive Director on 5 February 2024. Mr. Wang has over 14 years of experience in fashion and design. Since April 2012, Mr. Wang has served various positions within the Group. Mr. Wang is currently serving as the general manager of Lilang (China) Co., Ltd. ("Lilang China"), where he is responsible for brand management and product development, as well as vice president of the design department of Lilang (Hong Kong) International Co., Ltd. Mr. Wang obtained a bachelor's degree in fashion design from the China Academy of Art (中國美術學院) in July 2008 and a master's degree in brand management from Instituto Marangoni in June 2009. He was named as one of the "Outstanding Young Talents of Contemporary China" by ADMEN International Award and the International Brand Association in 2020.

Mr. Wang is the son of Mr. Wang Dong Xing, a non-executive Director of the Company and the chairman of the Board, nephew of Mr. Wang Liang Xing and Mr. Wang Cong Xing, and cousin of Mr. Wang Zhi Yong. Mr. Wang Liang Xing, Mr. Wang Cong Xing and Mr. Wang Zhi Yong are executive Directors of the Company.

Mr. Wang Zhi Yong (王智勇先生), aged 38, is an executive Director of the Company. He was appointed as an executive Director on 5 February 2024. Mr. Wang has over 14 years of experience in fashion sales and marketing. Since June 2009, Mr. Wang has served various positions within the Group, and from March 2018 to November 2019, Mr. Wang was promoted to deputy director of Lilang China, where he was responsible for the management of new retail development in Fujian; from December 2019 to February 2022, he was promoted to general manager of Lilang China's online retail center, where he was responsible for the development and management of online retail for the Group's smart casual collection "利郎 LESS IS MORE". He is currently serving as the sales channel director of Lilang China's marketing center. Mr. Wang studied at Wuhan University between 2003 to 2007.

Mr. Wang is the son of Mr. Wang Liang Xing, an executive Director of the Company, and nephew of Mr. Wang Dong Xing, a non-executive Director of the Company and chairman of the Board and Mr. Wang Cong Xing, and cousin of Mr. Wang Jun Hong. Mr. Wang Liang Xing, Mr. Wang Cong Xing and Mr. Wang Jun Hong are executive Directors of the Company.

王俊宏先生，現年37歲，為本公司執行董事。彼於二零二四年二月五日獲委任為執行董事。王先生於時裝及設計方面擁有超過14年經驗。自二零一二年四月起，王先生於集團擔任多個職務。王先生目前擔任利郎(中國)有限公司(「利郎中國」)總經理，負責品牌管理及開發產品工作，同時亦擔任香港利郎國際有限公司設計部副總監。王先生於二零零八年七月在中國美術學院取得時裝設計學士學位，並於二零零九年六月在馬蘭戈尼學院取得品牌管理碩士學位。於二零二零年，彼獲ADMEN國際大獎及國際品牌協會評為「當代中國傑出青年人才」其中之一。

王先生為本公司非執行董事兼董事會主席王冬星先生之子、王良星先生及王聰星先生之侄兒，以及王智勇先生之堂弟。王良星先生、王聰星先生及王智勇先生均為本公司執行董事。

王智勇先生，現年38歲，為本公司執行董事，彼於二零二四年二月五日獲委任為執行董事。王先生於時裝銷售及營銷方面擁有逾14年經驗。自二零零九年六月起，王先生於集團擔任多個職務，於二零一八年三月至二零一九年十一月期間，王先生獲晉升為利郎中國副總監，負責於福建管理新零售發展；於二零一九年十二月至二零二二年二月期間，彼獲晉升為利郎中國線上零售中心總經理，負責發展及管理集團輕商務系列「利郎 LESS IS MORE」的線上零售。彼目前於利郎中國的營銷中心擔任銷售渠道總監。王先生於二零零三年至二零零七年期間就讀於武漢大學。

王先生為本公司執行董事王良星先生之子、本公司非執行董事兼董事會主席王冬星先生及王聰星先生之侄兒，以及王俊宏先生之堂兄。王良星先生、王聰星先生及王俊宏先生均為本公司執行董事。

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理層履歷(續)

NON-EXECUTIVE DIRECTORS

Mr. Wang Dong Xing (王冬星先生), aged 63, is the chairman and a non-executive Director of the Company. He was appointed as an executive Director on 13 June 2008 and re-designated as a non-executive Director on 11 December 2023. Mr. Wang has been with the Group since its establishment in April 1995 and is one of the founders of the Group. He is responsible for the Group's overall business development, strategic planning and corporate management. He is also responsible for formulating operation direction, devising annual plan and financial budget and making recommendations on significant investments of the Group to the Board for approval. He completed a diploma programme for chief executive officers of enterprises (企業總裁高級研修班) from the Economics College of Peking University (北京大學經濟學院), an EMBA programme organized by Lingnan College, Sun Yat-sen University (中山大學嶺南學院), a China CEO Programme (中國企業CEO課程) organized by Cheung Kong Graduate School of Business (長江商學院) and a CEO to Lead the Future Programme (引領未來 CEO 課程) organized by the Shanghai Advanced Institute of Finance at Shanghai Jiao Tong University (上海交通大學上海高級金融學院). Mr. Wang has over 30 years of manufacturing and management experience in the menswear industry in the PRC.

Mr. Wang is a member of the Fujian Province Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議福建省委員會), a representative of the Quanzhou Municipal People's Congress (泉州市人民代表大會) and standing vice chairman of the Jinjiang City Sewing and Apparel Association (晉江市紡織服裝協會). He is also vice chairman of the Jinjiang Committee of China Democratic National Construction Association (民主建國會晉江委員會), standing committee member of the Jinjiang Chamber of Commerce (晉江市工商聯(總商會)) and chairman of the Quanzhou APEC Business Travel Card Association (泉州市APEC(亞太經合組織)商務旅行卡協會). He was also accredited as the "16th session of Excellent Entrepreneur of Fujian Province 2015" (2015 第十六屆福建省優秀企業家) and "Excellent Entrepreneur of Lhasa Economic and Technological Development Zone 2020" (2020年拉薩經濟技術開發區優秀企業家).

Mr. Wang is the elder brother of Mr. Wang Liang Xing and Mr. Wang Cong Xing, who are executive Directors of the Company. He is also the father of Mr. Wang Jun Hong and the uncle of Mr. Wang Zhi Yong, who are also executive Directors to the Company. He is the brother-in-law of Mr. Chen Wei Jin, a member of the senior management of the Company. He is also one of the shareholders of Xiao Sheng International Limited and Ming Lang Investments Limited, which are the controlling shareholders (within the meaning of the Listing Rules) of the Company.

非執行董事

王冬星先生，現年63歲，為本公司主席兼非執行董事。彼於二零零八年六月十三日獲委任為執行董事，並於二零二三年十二月十一日獲調任為非執行董事。王先生自集團於一九九五年四月成立起一直任職於集團，且為集團創辦人之一。彼負責集團的整體業務發展、策略企劃及企業管理。彼亦負責制訂經營方向、訂立年度計劃及財政預算，以及就集團的重大投資提出建議予董事會批核。彼已修畢北京大學經濟學院的企業總裁高級研修班、中山大學嶺南學院舉辦的高級管理人員工商管理碩士課程、長江商學院的中國企業CEO課程，以及上海交通大學上海高級金融學院的引領未來CEO課程。王先生於中國男裝行業已有逾30年的生產及管理經驗。

王先生為中國人民政治協商會議福建省委員會委員、泉州市人民代表大會代表以及晉江市紡織服裝協會常務副主席。彼亦為民主建國會晉江委員會副主席、晉江市工商聯(總商會)常務委員會委員、以及泉州市APEC(亞太經合組織)商務旅行卡協會會長。彼亦獲授「2015第十六屆福建省優秀企業家」及「2020年拉薩經濟技術開發區優秀企業家」的榮譽稱號。

王先生為本公司執行董事王良星先生及王聰星先生的胞兄，彼亦為王俊宏先生的父親及王智勇先生的伯父，彼等皆為本公司執行董事，以及本公司高級管理層陳維進先生的姻親兄弟。彼亦為本公司的控股股東(定義見上市規則)曉升國際有限公司及銘郎投資有限公司的股東之一。

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理層履歷(續)

Mr. Cai Rong Hua (蔡榮華先生), aged 55, is a non-executive Director of the Company. He joined the Group in April 1998 and was appointed as an executive Director on 13 June 2008. He was re-designated as a non-executive Director on 11 December 2023. Mr. Cai completed an advanced programme of excellent corporate operation and management (卓越企業經營管理高級課程研修班) from the School of Continuing Education of Tsinghua University (清華大學繼續教育學院) and an EMBA programme organised by Lingnan College, Sun Yat-sen University (中山大學嶺南學院). He is the president of the Jinjiang Qingyang Chamber of Commerce (晉江市青陽商會). He has over 20 years of manufacturing and management experience in the menswear industry in the PRC.

Mr. Cai is the brother-in-law of Mr. Wang Liang Xing and uncle of Mr. Wang Zhi Yong, who are also executive Directors of the Company. He is also one of the shareholders of Xiao Sheng International Limited and Ming Lang Investments Limited, which are the controlling shareholders (within the meaning of the Listing Rules) of the Company.

Mr. Hu Cheng Chu (胡誠初先生), aged 79, is a non-executive Director of the Company. He joined the Group in April 1998 and was appointed as an executive Director on 13 June 2008. He was re-designated as a non-executive Director on 11 December 2023. Mr. Hu completed part-time professional political engineering course and professional administrative management course from Fudan University in 1988 and 1989, respectively, and an advanced programme of excellent corporate operation and management (卓越企業經營管理高級課程研修班) from the School of Continuing Education of Tsinghua University (清華大學繼續教育學院). He is currently the vice chairman of the Quanzhou Association of Professional Managers (泉州職業經理人協會), a supervisor of the Association of China Brand Managers of the Brand China Industry Union (品牌中國產業聯盟之中國品牌經理人協會) and the honorary chairman of Fujian Micro Electronic Commerce Industry Association (福建省微電商行業協會). He was honoured as Jinjiang City Honorable Citizen (晉江市榮譽市民) in 2012 and also accredited as:

- one of the top 10 planners for corporate sales and marketing in the PRC for the year 2007 to 2008, and for the year 2009 to 2010 (2007-2008年及2009-2010年中國10大企業營銷策劃人);
- one of the top 10 brand managers in China for the year 2010 (2010中國十大品牌經理人);
- the China Great Wall outstanding advertising personage award for the year 2011 (2011年中國廣告主長城獎 – 人物獎之功德獎);
- the excellent chief brand officer in China for the year 2013 (2013中國卓越首席品牌官);

蔡榮華先生，現年55歲，為本公司非執行董事。彼於一九九八年四月加入集團，並於二零零八年六月十三日獲委任為執行董事。彼於二零二三年十二月十一日獲調任為非執行董事。蔡先生已修畢清華大學繼續教育學院的卓越企業經營管理高級課程研修班，及中山大學嶺南學院舉辦的高級管理人員工商管理碩士課程。彼為晉江市青陽商會會長。彼於中國男裝行業已有逾20年的生產及管理經驗。

蔡先生為本公司執行董事王良星先生的姻親兄弟及王智勇先生的姑丈。彼亦為本公司的控股股東(定義見上市規則)曉升國際有限公司及銘郎投資有限公司的股東之一。

胡誠初先生，現年79歲，為本公司非執行董事。彼於一九九八年四月加入集團，並於二零零八年六月十三日獲委任為執行董事。彼於二零二三年十二月十一日獲調任為非執行董事。胡先生分別於一九八八年及一九八九年完成復旦大學的政工專業專修班(業餘)及行政管理專業專修班(業餘)課程，並已修畢清華大學繼續教育學院的卓越企業經營管理高級課程研修班。彼現為泉州職業經理人協會副主席，亦為品牌中國產業聯盟之中國品牌經理人協會常務理事，以及福建省微電商行業協會名譽會長。彼於二零一二年獲授予「晉江市榮譽市民」稱號，彼亦獲頒以下榮譽稱號：

- 「2007-2008年及2009-2010年中國10大企業營銷策劃人」之一；
- 「2010中國十大品牌經理人」之一；
- 「2011年中國廣告主長城獎 – 人物獎之功德獎」；
- 「2013中國卓越首席品牌官」；

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理層履歷(續)

- one of the top 10 planners for brand marketing of China's enterprises for the year 2015 (2015中國企業十大品牌營銷策劃人);
- the excellent brand officer in China for the year 2016 (2016中國卓越品牌官); and
- one of the top 10 planners for brand marketing in China for the year 2016 (2016中國十大品牌營銷策劃人).

Mr. Hu is also one of the shareholders of Xiao Sheng International Limited and Ming Lang Investments Limited, which are the controlling shareholders (within the meaning of the Listing Rules) of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lai Shixian (賴世賢先生), aged 49, is an independent non-executive Director of the Company. He joined the Board on 13 December 2012. Mr. Lai is the Co-Chief Executive Officer and an executive director of ANTA Sports Products Limited (安踏體育用品有限公司) (stock code: 2020), the shares of which are listed on the Stock Exchange, and is primarily responsible for the administration of ANTA Brand and all other brands except FILA, the procurement function and several functions of the ANTA Group. Mr. Lai holds an EMBA degree from China Europe International Business School.

On 5 February 2024, the annual remuneration has been revised to HK\$360,000.

Mr. Zhang Shengman (章晟曼先生), aged 66, has over 30 years of experience in corporate and financial matters. From May 1981 to October 1992, Mr. Zhang served various positions in the Ministry of Finance of the People's Republic of China, with his last position as the Deputy Director. In November 1992, Mr. Zhang joined the World Bank Group as the country representative for China. From November 1992 to October 2005, Mr. Zhang took up various roles in the World Bank Group, with his last position as the Managing Director in charge of world-wide operations and the chairman of several committees. Subsequently, Mr. Zhang joined Citigroup Inc. ("Citigroup"), a company listed on the New York Stock Exchange (Stock Code: C), in February 2006 as the chairman of the Global Public Sector Group. From February 2006 to May 2016, Mr. Zhang has taken up various roles in Citigroup with his last position as the Chairman of Citigroup's Asia Pacific Region. Mr. Zhang is currently and has been a director of several companies listed on the Stock Exchange, including a non-executive director of Seazen Group Limited (stock code: 1030) since 21 March 2018, and an independent non-executive director of Fosun International Limited (stock code: 656) since 1 December 2006 and Green Economy Development Limited (stock code: 1315) since 28 February 2023.

- 「2015中國企業十大品牌營銷策劃人」之一；
- 「2016中國卓越品牌官」；及
- 「2016中國十大品牌營銷策劃人」之一。

胡先生亦為本公司的控股股東(定義見上市規則)曉升國際有限公司及銘郎投資有限公司的股東之一。

獨立非執行董事

賴世賢先生，現年49歲，為本公司獨立非執行董事。彼於二零一二年十二月十三日加入董事會。賴先生為安踏體育用品有限公司(股份代號：2020，其股份於聯交所上市)的聯席首席執行官兼執行董事，彼主要負責安踏品牌及FILA以外的所有其他品牌之行政、採購職能及安踏集團的多項工作。賴先生擁有中歐國際工商學院的高層管理人員工商管理碩士學位。

於二零二四年二月五日，每年董事酬金調整為360,000港元。

章晟曼先生，現年66歲，在公司及財務事宜方面擁有逾30年經驗。於一九八一年五月至一九九二年十月期間，章先生於中華人民共和國財政部擔任多個職位，離職前任職副部長。於一九九二年十一月，章先生加入世界銀行集團擔任中國國家代表。於一九九二年十一月至二零零五年十月，章先生在世界銀行集團擔任多個職務，離職前任職負責全球業務的常務董事及多個委員會的主席。隨後，章先生於二零零六年二月加入紐約證券交易所上市公司花旗集團(「花旗集團」，股份代號：C)，擔任全球公共部門銀行業務部主席。於二零零六年二月至二零一六年五月，章先生在花旗集團擔任多個職務，離職前擔任花旗集團亞太區主席。章先生目前及一直擔任多間聯交所上市公司的董事，詳情如下：包括自二零一八年三月二十一日起擔任新城發展控股有限公司(股份代號：1030)的非執行董事、自二零零六年十二月一日起擔任復星國際有限公司(股份代號：656)及自二零二三年二月二十八日起擔任綠色經濟發展有限公司(股份代號：1315)的獨立非執行董事。

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理層履歷(續)

Mr. Zhang obtained a bachelor's degree in English literature from Fudan University in 1978 and a master's degree in public administration from University of the District of Columbia in 1986. Mr. Zhang completed the Harvard Advanced Management Program from Harvard University in June 1997.

On 5 February 2024, the annual remuneration has been revised to HK\$360,000.

Prof. Liao Jianwen (廖建文教授), aged 56, has extensive research and practical experience in strategic innovation management across both academia and industries. Currently, Prof. Liao holds positions of Executive Fellow of Harvard Business School and Senior Advisor to the chairman of JD.com, Inc. (NASDAQ: JD; and HKEx: 9618 (HKD counter) and 89618 (RMB counter)). Since 2012, Prof. Liao served as the Associate Dean of Cheung Kong Graduate School of Business until March 2017. From April 2017 to July 2021, Prof. Liao was the chief strategy officer of Beijing Jingdong Century Trade Co., Ltd. He has also been an independent director of Origin Asset Management Co., Ltd. since February 2022. Prof. Liao has also served, or is serving, on the boards of the below listed companies: (1) independent non-executive director of Colour Life Services Group Co., Limited (a company whose shares are listed on the main board of the Stock Exchange, stock code: 01778) from June 2014 to March 2021; (2) independent non-executive director of Fantasia Holdings Group Co., Limited (a company whose shares are listed on the main board of the Stock Exchange, stock code: 01777) from February 2015 to May 2021; (3) director of China United Network Communications Ltd. (a company whose shares are listed on the main board of the Shanghai Stock Exchange, stock code: 600050) from February 2018 to March 2021 and non-independent director from March 2021 to December 2021; (4) director of Yonghui Superstores Co., Ltd. (a company whose shares are listed on the main board of the Shanghai Stock Exchange, stock code: 601933) from April 2018 to December 2021; (5) director of Farfetch Limited (a company whose shares are listed on the New York Stock Exchange, stock code: FTCH) since February 2019; (6) independent director of Zhewen Interactive Group Co., Ltd. (a company whose shares are listed

章先生於一九七八年從復旦大學取得英國文學學士學位，其後於一九八六年從哥倫比亞特區大學取得公共管理碩士學位。章先生於一九九七年六月完成哈佛大學的哈佛高級管理課程。

於二零二四年二月五日，每年董事酬金調整為360,000港元。

廖建文教授，現年56歲，於學術界及業界的策略創新管理方面均擁有豐富的研究及實際經驗。目前，廖教授為哈佛商學院高級研究員及京東集團股份有限公司(納斯達克代號：JD；及香港聯交所代號：9618(港幣櫃台)及89618(人民幣櫃台))主席之資深顧問。自二零一二年起，廖教授擔任長江商學院副院長，直至二零一七年三月為止。自二零一七年四月至二零二一年七月期間，廖教授為北京京東世紀貿易有限公司之首席戰略官。自二零二二年二月起，彼亦為Origin Asset Management Co., Ltd之獨立董事。廖教授亦曾經或正於下列上市公司擔任董事會成員：(1)於二零一四年六月至二零二一年三月期間，擔任彩生活服務集團有限公司(其股份於聯交所主板上市之公司，股份代號：01778)之獨立非執行董事；(2)於二零一五年二月至二零二一年五月期間，擔任花樣年控股集團有限公司(其股份於聯交所主板上市之公司，股份代號：01777)之獨立非執行董事；(3)於二零一八年二月至二零二一年三月期間，擔任中國聯合網絡通信集團有限公司(其股份於上海證券交易所主板上市之公司，股份代號：600050)之董事；並於二零二一年三月至二零二一年十二月期間擔任非獨立董事；(4)於二零一八年四月至二零二一年十二月期間，擔任永輝超市股份有限公司(其股份於上海證券交易所主板上市之公司，股份代碼：601933)之董事；(5)自二零一九年二月起，擔任Farfetch Limited(其股份於紐約證券交易所上市之公司，股份代號：FTCH)之董事；(6)自二零二零年十一月起，擔任浙文互聯集團股份有限公司(其股份於上海證券交易所主板上市之

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理層履歷(續)

on the main board of the Shanghai Stock Exchange, stock code: 600986) since November 2020; (7) independent director of Juewei Food Co., Ltd. (a company whose shares are listed on the main board of the Shanghai Stock Exchange, stock code: 603517) since December 2021; and (8) independent non-executive director of Bairong Inc. (a company whose shares are listed on the main board of the Stock Exchange, stock code: 06608) from 20 October 2023 to 20 November 2023. Prof. Liao obtained a master's degree in economics from Renmin University of China in February 1991, and a Ph.D. in Business Administration from Southern Illinois University in August 1996.

Prof. Jiang Zhan (蔣展教授), aged 47, is currently a professor at the Shanghai Advanced Institute of Finance of the Shanghai Jiao Tong University (上海交通大學). Recognised for her research and expertise in corporate finance, valuation, fintech and supply chain finance, she has over 17 years' experience in teaching and academic research. She is a frequent contributor of leading academic journals and a recurring guest speaker. She obtained a bachelor's degree in thermal engineering from Tong Ji University (同濟大學) in July 1998, a master's degree in mechanical engineering from the Southern Illinois University in December 2002 and Ph.D. in business administration from the University of Iowa in August 2008.

公司，股份代碼：600986)之獨立董事；(7)自二零二一年十二月起，擔任絕味食品股份有限公司(其股份於上海證券交易所主板上市之公司，股份代碼：603517)之獨立董事；及(8)於二零二三年十月二十日至二零二三年十一月二十日期間，擔任百融雲創(其股份於聯交所主板上市之公司，股份代號：06608)之獨立非執行董事。廖教授於一九九一年二月取得中國人民大學經濟學碩士學位，並於一九九六年八月取得南伊利諾大學工商管理博士學位。

蔣展教授，現年47歲，目前為上海交通大學上海高級金融學院教授。彼在企業融資、估值、金融科技及供應鏈金融方面的研究及專業知識得到廣泛認可，並擁有逾17年的教學及學術研究經驗。彼經常於著名學術期刊發表文章，並為恆常客席講師。彼於一九九八年七月取得同濟大學熱能工程學士學位，於二零零二年十二月取得南伊利諾大學機械工程碩士學位，並於二零零八年八月取得愛荷華大學工商管理博士學位。

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理層履歷(續)

SENIOR MANAGEMENT

Mr. Shum Chi Chung (岑嗣宗先生), aged 49, is the chief financial officer and company secretary of the Company. He joined the Group in August 2021. Mr. Shum graduated from the Hong Kong University of Science and Technology with a bachelor's degree in Business and Administration (Accountancy). He has over 20 years of extensive experience in audit, financial management, corporate finance and compliance. Prior to joining the Group, he had worked in an international accounting firm and other companies listed on the Main Board of the Stock Exchange. Mr. Shum is a fellow member of the Hong Kong Institute of Certified Public Accountants.

Ms. Shi Mei Ya (施美芽女士), aged 47, is the head of the production management department of the Group. She completed a programme in fine chemical engineering at Fujian Radio and TV University (福建省廣播電視大學) in 1998 and an advanced programme of excellent corporate operation and management (卓越企業經營管理高級課程研修班) from the School of Continuing Education of Tsinghua University (清華大學繼續教育學院) in 2006. She also completed a programme in project management and a master programme in business administration for senior managers (高級經理工商管理碩士課程) at Xiamen University (廈門大學). Ms. Shi joined the Group on 1 August 1998 and has been the head of production management department of the Group since November 2008.

Mr. Song Chen (宋晨先生), aged 30, is the head of group strategy development department of the Group and assistant to Chief Executive. He graduated from University of Bristol with a master's degree in mechanical engineering in 2016. From 2016 to 2018, he had worked in China Development Bank Capital FoF Management (開元國創母基金) as analyst. From 2018 to 2023, he worked in Legend Capital Management Limited (君聯資本管理有限公司) as investment manager with extensive experience in industry and company analysis and due diligence. He joined the Group in August 2023.

Mr. Zhuang Zhi Han (莊志函先生), aged 54, is the financial controller of the Group. He graduated from Faculty of Accountancy from East China Technology University (華東工業大學) with a bachelor's degree in economics major in accounting in 1994. He obtained an EMBA degree from Xiamen University (廈門大學) in December 2012. Prior to joining the Group, he worked in Xiixin Electronic Stock Company Limited (夏新電子股份有限公司), responsible for the overall financial affairs. He joined the Group on 1 September 2008.

高級管理層

岑嗣宗先生，現年49歲，為本公司首席財務官兼公司秘書。彼於二零二一年八月加入集團。岑先生畢業於香港科技大學，持有工商管理(會計)學士學位。彼於審計、財務管理、企業財務及合規方面擁有逾20年豐富經驗。在加入集團前，彼曾於一家國際性會計師事務所及其他於聯交所主板上市公司任職。岑先生為香港會計師公會資深會員。

施美芽女士，現年47歲，為集團的生產管理中心總監。彼於一九九八年於福建省廣播電視大學修畢精細化工課程，及於二零零六年修畢清華大學繼續教育學院的卓越企業經營管理高級課程研修班。彼亦修畢廈門大學的項目管理課程以及高級經理工商管理碩士課程。施女士於一九九八年八月一日加入集團，自二零零八年十一月起一直擔任集團的生產管理中心總監。

宋晨先生，現年30歲，為集團的集團戰略發展中心總監及集團總裁助理。彼於二零一六年畢業於布里斯托大學，獲得機械工程碩士學位。自二零一六年至二零一八年，彼曾於開元國創母基金擔任分析師。自二零一八至二零二三年，彼曾於君聯資本管理有限公司擔任投資經理，於行業及公司分析以及盡職調查方面饒富經驗。彼於二零二三年八月加入集團。

莊志函先生，現年54歲，為集團財務總監。彼於一九九四年獲得華東工業大學會計學專業經濟學學士學位，於二零一二年十二月獲得廈門大學高級管理人員工商管理碩士專業學位。在加入集團之前，彼在夏新電子股份有限公司全面負責該公司整體財務工作。莊先生於二零零八年九月一日加入集團。

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理層履歷(續)

Mr. Chen Wei Jin (陳維進先生), aged 54, is the head of the group ordering department of the Group. He graduated from Zhangzhou Normal University (漳州師範學院) with a professional diploma in administration in July 2000 and completed an advanced programme of excellent corporate operation and management (卓越企業經營管理高級課程研修班) from the School of Continuing Education of Tsinghua University (清華大學繼續教育學院) in 2006. From 1989 to 2004, he served as the general manager of Jinjiang Weixin Knitters Factory (晉江維信針織廠). From 1996 to 2004, he also worked in the Jinjiang branch office of the China Life Insurance Company Limited (中國人壽保險有限公司晉江支公司) as the general manager of the sales department, where he was recognised as pioneer of sales and marketing (營銷標兵) from 1998 to 2000 and outstanding supervisor (優秀理事) for the year 2002. He joined the Group on 1 March 2004 as the manager of the group ordering department of the Group. Mr. Chen is the brother-in-law of Mr. Wang Dong Xing, an executive Director of the Company.

Mr. Huang Ming Hai (黃明海先生), aged 48, is the financial controller of the Group's brand 利郎 LILANZ. He completed an advanced programme of excellent corporate operation and management (卓越企業經營管理高級課程研修班) from the School of Continuing Education of Tsinghua University (清華大學繼續教育學院), a programme in financial management at the Adult Education College of Huaqiao University (華僑大學成人教育學院), an advanced programme for head of finance (財務領袖高級研修班課程) at Commerce College of Huaqiao University (華僑大學商學院), and a distance-learning professional programme in accounting for higher education of adults (成人高等教育會計學專業函授課程) at the Fujian Agriculture and Forestry University Continuing Education School (福建農林大學成人教育學院). He joined the Group on 24 April 1995.

Mr. Liang Chao (梁超先生), aged 61, is the vice president of Lilang (China) Co., Ltd. ("Lilang China"). He graduated from Sichuan University (四川大學) with a master's degree in business administration in 2003. He joined the Group in 2004 and is responsible for management of distributors.

Mr. Chen Hong Sheng (陳宏勝先生), aged 49, is the executive president of Lilang China. He graduated from Anhui University (安徽大學) with a bachelor's degree in law in 1995. He joined the Group in 2001 and is responsible for brand management, product development and consignment operations.

Mr. Liu Guang Liang (劉光亮先生), aged 41, is the vice president of Lilang China. He graduated from Jiangxi Institute of Fashion Technology with a bachelor's degree in Design in 2004. He joined the Group in 2005 and is responsible for the operation of the business of "利郎 LESS IS MORE".

陳維進先生，現年54歲，為集團團體定制部總監。彼於二零零零年七月畢業於漳州師範學院並獲行政管理專業證書，並於二零零六年修畢清華大學繼續教育學院的卓越企業經營管理高級課程研修班。自一九八九年至二零零四年，彼任晉江維信針織廠總經理。自一九九六年至二零零四年，彼亦於中國人壽保險有限公司晉江支公司擔任銷售部總經理，彼自一九九八年至二零零零年在該公司被評為營銷標兵及於二零零二年被評為優秀理事。彼於二零零四年三月一日加入集團並擔任集團團體定制部經理。陳先生為本公司執行董事王冬星先生的姻親兄弟。

黃明海先生，現年48歲，為集團品牌「利郎 LILANZ」的財務總監。彼修畢清華大學繼續教育學院的卓越企業經營管理高級課程研修班、華僑大學成人教育學院的財務管理課程、華僑大學商學院的財務領袖高級研修班課程，以及福建農林大學成人教育學院的成人高等教育會計學專業函授課程。彼於一九九五年四月二十四日加入集團。

梁超先生，現年61歲，為利郎(中國)有限公司(「利郎中國」)的副總裁。彼於二零零三年畢業於四川大學，獲得工商管理碩士學位。彼於二零零四年加入集團，負責管理分銷商。

陳宏勝先生，現年49歲，為利郎中國的執行總裁。彼於一九九五年畢業於安徽大學，獲得法學學士學位。彼於二零零一年加入集團，負責品牌管理、開發產品及代銷業務。

劉光亮先生，現年41歲，為利郎中國的副總裁。彼於二零零四年畢業於江西服裝學院，獲得設計學士學位。彼於二零零五年加入集團，負責營運「利郎 LESS IS MORE」業務。

Report of the Directors

董事會報告

The Directors are pleased to present the Annual Report together with the audited consolidated financial statements of the Group for the year ended 31 December 2023.

PRINCIPAL PLACE OF BUSINESS

The Company was incorporated in the Cayman Islands and is domiciled in Hong Kong and has its registered office at Suite 3402, 34/F., Lippo Centre, Tower One, 89 Queensway, Hong Kong. The Group's principal place of business is in the PRC.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activities of the Group are manufacturing and sale of branded menswear and related accessories in the PRC. The principal activities and other particulars of the subsidiaries are set out in note 34 to the financial statements.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, can be found in the Management Discussion and Analysis set out on pages 11 to 33 of this Annual Report. This discussion forms part of this directors' report.

MAJOR CUSTOMERS AND SUPPLIERS

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

		2023 二零二三年		2022 二零二二年	
		Percentage of the Group's Total 佔集團總額百分比		Percentage of the Group's Total 佔集團總額百分比	
		Sales 銷售	Purchases 採購	Sales 銷售	Purchases 採購
The largest customer	最大客戶	4.9%		4.5%	
Five largest customers in aggregate	五個最大客戶合計	15.0%		14.4%	
The largest supplier	最大供應商		5.1%		5.3%
Five largest suppliers in aggregate	五個最大供應商合計		18.9%		21.1%

At no time during the year have the Directors, their associates or any shareholder of the Company (who or which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in these major customers and suppliers.

董事會欣然提呈本集團截至二零二三年十二月三十一日止年度的年報及經審核綜合財務報表。

主要營業地點

本公司在開曼群島註冊成立，並駐於香港，其註冊辦事處位於香港金鐘道89號力寶中心一座34樓3402室。本集團的主要營業地點位於中國。

主要業務及業務回顧

本集團的主要業務為於中國製造及銷售品牌男裝及相關配飾。附屬公司的主要業務及其他資料載於財務報表附註34。

按香港《公司條例》附表5所規定有關該等業務的進一步討論及分析，包括有關本集團面對的主要風險及不明朗因素的討論以及本集團業務的未來可能發展動向，載於本年報第11至33頁的管理層討論及分析中。該討論構成本董事會報告的一部分。

主要客戶及供應商

於本財政年度主要客戶及供應商分別應佔集團銷售及採購資料如下：

董事、彼等的聯繫人士或本公司任何股東（就董事所知擁有超過5%本公司已發行股本的股東）於年內概無於此等主要客戶及供應商中擁有任何權益。

Report of the Directors (Continued)

董事會報告 (續)

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the latest five financial years is set out on page 204 of the Annual Report.

FINANCIAL STATEMENTS

The profit of the Group for the year ended 31 December 2023 and the state of the Company's and the Group's affairs as at that date are set out in the consolidated financial statements on pages 133 to 203 of the Annual Report.

TRANSFER TO RESERVES

Profit for the year, before dividends, of RMB530,427,000 (2022: RMB448,061,000) has been transferred to reserves. Other movements in reserves of the Group are set out in the consolidated statement of changes in equity.

An interim dividend of HK13 cents (2022: HK13 cents) per ordinary share and a special interim dividend of HK5 cents (2022: HK5 cents) per ordinary share were paid on 22 September 2023. The Directors now recommend the payment of a final dividend of HK13 cents (2022: HK9 cents) per ordinary share and a special final dividend of HK5 cents (2022: HK5 cents) per ordinary share in respect of the year ended 31 December 2023.

CHARITABLE DONATIONS

Charitable donations made by the Group during the year amounted to RMB12,829,000 (2022: RMB2,139,000).

NON-CURRENT ASSETS

Details of acquisitions and other movements of non-current assets (including property, plant and equipment, investment properties, right-of-use assets and intangible assets) are set out in notes 12 to 15 to the consolidated financial statements.

BANK FACILITIES

Particulars of bank facilities of the Group as at 31 December 2023 are set out in note 20 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 26(a) to the consolidated financial statements.

五年財務概要

本集團於最近五個財政年度的業績及資產與負債概要載於年報第204頁。

財務報表

本集團截至二零二三年十二月三十一日止年度的利潤以及本公司及集團於該日的財務狀況載於年報第133至203頁的綜合財務報表。

轉撥至儲備

股息派付前年度利潤人民幣530,427,000元(二零二二年：人民幣448,061,000元)已轉撥至儲備。本集團其他儲備變動載於綜合權益變動表。

於二零二三年九月二十二日已派付中期股息每股普通股13港仙(二零二二年：13港仙)及特別中期股息每股普通股5港仙(二零二二年：5港仙)。董事現建議就截至二零二三年十二月三十一日止年度派付末期股息每股普通股13港仙(二零二二年：9港仙)及特別末期股息每股普通股5港仙(二零二二年：5港仙)。

慈善捐款

本集團於年內的慈善捐款為人民幣12,829,000元(二零二二年：人民幣2,139,000元)。

非流動資產

非流動資產(包括物業、廠房及設備、投資物業、使用權資產以及無形資產)的購置及其他變動詳情載於綜合財務報表附註12至15。

銀行信貸額度

本集團於二零二三年十二月三十一日的銀行信貸額度詳情載於綜合財務報表附註20。

股本

本公司於年內的股本變動詳情載於綜合財務報表附註26(a)。

Report of the Directors (Continued)

董事會報告 (續)

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company as at the date of this Annual Report, the Company has maintained the prescribed public float under the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) throughout the year ended 31 December 2023 and at any time up to the date of this Annual Report.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company’s articles of association or the laws of the Cayman Islands where the Company is incorporated.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company’s listed securities during the year ended 31 December 2023.

DIRECTORS

The Directors during the financial year were:

EXECUTIVE DIRECTORS

Mr. Wang Liang Xing
Mr. Wang Cong Xing
Mr. Pan Rong Bin

NON-EXECUTIVE DIRECTORS

Mr. Wang Dong Xing (*Chairman*)
Mr. Cai Rong Hua
Mr. Hu Cheng Chu

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Lu Hong Te
Mr. Lai Shixian
Mr. Zhang Shengman
(appointed on 17 March 2023)
Mr. Nie Xing (resigned on 1 June 2023)

Details of the Directors’ biographies are set out on pages 98 to 108 of the Annual Report.

足夠公眾持股量

根據本公司可公開取得的資料及就本公司董事於本年報日期所知，本公司於截至二零二三年十二月三十一日止年度及於直至本年報日期的任何時間維持香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）所指定的公眾持股量。

優先購股權

根據本公司組織章程細則或開曼群島（即本公司註冊成立地點）的法律，概無有關優先購股權的條文。

購買、出售或贖回本公司上市證券

截至二零二三年十二月三十一日止年度，本公司或其任何附屬公司均無購買、贖回或出售任何本公司上市證券。

董事

本財政年度的董事為：

執行董事

王良星先生
王聰星先生
潘榮彬先生

非執行董事

王冬星先生 (*主席*)
蔡榮華先生
胡誠初先生

獨立非執行董事

呂鴻德博士
賴世賢先生
章晟曼先生
(於二零二三年三月十七日獲委任)
聶星先生 (於二零二三年六月一日辭任)

董事的詳細履歷載於年報第 98 至 108 頁。

Report of the Directors (Continued)

董事會報告 (續)

In accordance with article 105(a) of the Company's articles of association, Mr. Wang Dong Xing, Mr. Hu Cheng Chu and Mr. Wang Cong Xing will retire from the Board by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

In accordance with article 109 of the Company's articles of association, Mr. Wang Jun Hong, Mr. Wang Zhi Yong, Prof. Liao Jianwen and Prof. Jiang Zhan will retire from the Board at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

No Director proposed for re-election at the forthcoming annual general meeting has an unexpired service contract with the Group which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the Independent Non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the Independent Non-executive Directors to be independent.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2023, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") contained in Appendix 10 to the Listing Rules:

根據本公司組織章程細則第105(a)條，王冬星先生、胡誠初先生及王聰星先生將於應屆股東週年大會輪值告退董事會，彼等符合資格並願意重選連任。

根據本公司組織章程細則第109條，王俊宏先生、王智勇先生、廖建文教授及蔣展教授將於應屆股東週年大會退任董事會，彼等符合資格並願意膺選連任。

本集團概無與任何擬於應屆股東週年大會重選連任的董事訂有不可於一年內由本公司或其任何附屬公司終止而免付賠償(法定賠償除外)的未屆滿服務合約。

獨立性確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的年度獨立性確認書，並認為全體獨立非執行董事均為獨立人士。

董事及主要行政人員於股份、相關股份及債權證的權益及淡倉

於二零二三年十二月三十一日，董事及本公司主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中，擁有本公司須根據證券及期貨條例第352條記入所置存登記冊內或須根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)另行知會本公司及聯交所的權益及淡倉：

Report of the Directors (Continued)

董事會報告 (續)

Name of shareholder 股東名稱	Name of Group company/ associated corporation 本集團成員公司/相聯 法團名稱	Capacity/nature of interest 身份/權益性質	Number of shares 股份數目 (Note 1) (附註1)	Number of underlying shares 相關股份數目 (Notes 1 & 2) (附註1及2)	Approximate percentage of shareholding 股權概約百分比
Mr. Wang Dong Xing 王冬星先生	The Company 本公司	Beneficial owner 實益擁有人	22,950,000 shares (L) 22,950,000 股股份 (L)	–	1.917%
	Xiao Sheng International Limited ("Xiao Sheng International") (Note 3) 曉升國際有限公司 (「曉升國際」)(附註3)	Beneficial owner 實益擁有人	2,550 shares of US\$1.00 each (L) 2,550 股每股面值 1.00 美元的股份 (L)	–	26.289%
Mr. Wang Liang Xing 王良星先生	The Company 本公司	Interest of spouse 配偶權益	1,448,000 shares (L) 1,448,000 股股份 (L)	–	0.121%
	Xiao Sheng International (Note 3) 曉升國際 (附註3)	Beneficial owner 實益擁有人	2,550 shares of US\$1.00 each (L) 2,550 股每股面值 1.00 美元的股份 (L)	–	26.289%
Mr. Wang Cong Xing 王聰星先生	The Company 本公司	Beneficial owner 實益擁有人	22,950,000 shares (L) 22,950,000 股股份 (L)	–	1.917%
	Xiao Sheng International (Note 3) 曉升國際 (附註3)	Beneficial owner 實益擁有人	2,550 shares of US\$1.00 each (L) 2,550 股每股面值 1.00 美元的股份 (L)	–	26.289%
Mr. Cai Rong Hua 蔡榮華先生	The Company 本公司	Beneficial owner 實益擁有人	1,810,000 shares (L) 1,810,000 股股份 (L)	–	0.151%
	The Company 本公司	Settlor of a discretionary trust (Note 4) 全權信託委託人 (附註4)	7,200,000 shares (L) 7,200,000 股股份 (L)	–	0.601%
	Xiao Sheng International (Note 3) 曉升國際 (附註3)	Settlor of a discretionary trust (Note 4) 全權信託委託人 (附註4)	800 shares of US\$1.00 each (L) 800 股每股面值 1.00 美元的股份 (L)	–	8.247%

Report of the Directors (Continued)

董事會報告 (續)

Name of shareholder 股東名稱	Name of Group company/ associated corporation 本集團成員公司/相聯 法團名稱	Capacity/nature of interest 身份/權益性質	Number of shares 股份數目 (Note 1) (附註1)	Number of underlying shares 相關股份數目 (Notes 1 & 2) (附註1及2)	Approximate percentage of shareholding 股權概約百分比
Mr. Hu Cheng Chu 胡誠初先生	The Company 本公司	Beneficial owner 實益擁有人	4,500,000 shares (L) 4,500,000 股股份 (L)	–	0.376%
	Xiao Sheng International (Note 3) 曉升國際 (附註3)	Beneficial owner 實益擁有人	500 shares of US\$1.00 each (L) 500 股每股面值 1.00 美元的股份 (L)	–	5.155%
Mr. Pan Rong Bin 潘榮彬先生	The Company 本公司	Beneficial owner 實益擁有人	3,171,000 shares (L) 3,171,000 股股份 (L)	–	0.264%
	The Company 本公司	Interest of spouse 配偶權益	–	150,000 shares (L) 150,000 股股份 (L)	0.013%
	Xiao Sheng International (Note 3) 曉升國際 (附註3)	Beneficial owner 實益擁有人	300 shares of US\$1.00 each (L) 300 股每股面值 1.00 美元的股份 (L)	–	3.093%
Mr. Wang Jun Hong 王俊宏先生	The Company 本公司	Beneficial owner 實益擁有人	522,000 shares (L) 522,000 股股份 (L)	350,000 shares (L) 350,000 股股份 (L)	0.07%
Mr. Wang Zhi Yong 王智勇先生	The Company 本公司	Beneficial owner 實益擁有人	2,517,000 shares (L) 2,517,000 股股份 (L)	350,000 shares (L) 350,000 股股份 (L)	0.24%
	The Company 本公司	Interest of spouse 配偶權益	760,000 shares (L) 760,000 股股份 (L)	–	0.06%

Report of the Directors (Continued)

董事會報告 (續)

Notes:

1. The letter "L" denotes the Directors' long position in the shares and underlying shares of the Company or the relevant associated corporation.
2. The interests in underlying shares represent the interests in share options granted pursuant to the Company's share option scheme, details of which are set out in the paragraph headed "Equity-Settled Share-Based Payments" in this report.
3. Xiao Sheng International is owned as to 26.289% by each of Mr. Wang Dong Xing, Mr. Wang Liang Xing and Mr. Wang Cong Xing, 8.247% by Jia Fa International Limited (note 4), 5.155% by Mr. Hu Cheng Chu, 3.093% by Mr. Pan Rong Bin, 2.062% by Mr. Chen Wei Jin, 0.515% by each of Mr. Xu Tian Min, Ms. Wang Cui Rong and Ms. Wang Hui Rong, 0.412% by each of Mr. Wang Ming Hong and Mr. Wang Ming Jie and 0.206% by Mr. Wang Qiao Xing.
4. The interests of Mr. Cai Rong Hua in 7,200,000 shares of the Company and 800 shares of Xiao Sheng International are held through Jia Fa International Limited ("JFIL"). The entire issued share capital of JFIL is held by Vistra Trust (Singapore) Pte. Limited in its capacity as the trustee of an irrevocable discretionary trust set up by Mr. Cai as the settlor. The beneficiaries under the trust are Mr. Cai and his family members. Mr. Cai is deemed to be interested in these shares as the settlor of the discretionary trust.

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

Save in connection with any share options to subscribe for the shares of the Company which may be granted to any of the Directors or chief executives under the Company's share option scheme as detailed in the paragraph headed "Equity-settled Share-Based Payments" in this report, at no time during the year was the Company, or any of its holding company, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors or chief executives of the Company (including their spouse and children under 18 years of age) to acquire benefits by means of the acquisition of shares or underlying shares in, or debentures of, the Company or any other body corporate.

附註：

1. 英文字母「L」代表董事於本公司或有關相關法團股份及相關股份中的好倉。
2. 於相關股份的權益指根據本公司購股權計劃授出的購股權權益，有關詳情載於本報告「以股份為基礎的股權結算開支」一段。
3. 曉升國際則由王冬星先生、王良星先生及王聰星先生各自擁有26.289%、佳發國際有限公司(附註4)擁有8.247%、胡誠初先生擁有5.155%、潘榮彬先生擁有3.093%、陳維進先生擁有2.062%、許天民先生、王翠榕女士及王惠榕女士各自擁有0.515%、Wang Ming Hong先生及Wang Ming Jie先生各自擁有0.412%以及王巧星先生擁有0.206%。
4. 蔡榮華先生於7,200,000股本公司股份及800股曉升國際股份的權益透過佳發國際有限公司(「佳發國際」)持有。佳發國際的全部已發行股本由Vistra Trust (Singapore) Pte. Limited以不可撤回全權信託的信託人身份持有，該信託由委託人蔡先生設立。信託受益人為蔡先生及其家族成員。作為全權信託的委託人，蔡先生被視為於該等股份中擁有權益。

除上文披露者外，於二零二三年十二月三十一日，董事及本公司主要行政人員概無於本公司及其相關法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中，擁有或被視作擁有本公司須根據證券及期貨條例第352條記入所存置登記冊內或須根據標準守則另行知會本公司及聯交所的任何權益或淡倉。

除於本報告「以股份為基礎的股權結算開支」一段詳述根據本公司購股權計劃可能授予任何董事或主要行政人員的任何購股權以認購本公司股份外，年內，本公司或其任何控股公司、附屬公司或同系附屬公司均無參與任何安排，致使董事或本公司主要行政人員(包括彼等的配偶及未滿十八歲的子女)可藉購買本公司或任何其他法團的股份或相關股份或債權證而獲益。

Report of the Directors (Continued)

董事會報告(續)

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 31 December 2023, the persons or corporations (not being a Director or chief executive of the Company) who had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

主要股東的權益及淡倉

於二零二三年十二月三十一日，於本公司股份及相關股份中擁有本公司須根據證券及期貨條例第336條記入所存置登記冊內的權益或淡倉的人士或法團（並非董事或本公司主要行政人員）如下：

Name of shareholder 股東名稱	Capacity/nature of interest 身份／權益性質	Number of shares 股份數目 (Note 1) (附註1)	Approximate percentage of shareholding 股權概約百分比
Xiao Sheng International 曉升國際	Beneficial owner 實益擁有人	682,816,000 shares (L) (Note 2) 682,816,000 股股份 (L) (附註2)	57.02%
Ming Lang Investments Limited ("Ming Lang Investments") 銘郎投資有限公司(「銘郎投資」)	Beneficial owner 實益擁有人	74,905,000 shares (L) (Note 3) 74,905,000 股股份 (L) (附註3)	6.26%

Notes:

- (1) the letter "L" denotes the person's long position in the shares of the Company.
- (2) These shares were held by Xiao Sheng International. Xiao Sheng International is owned as to 26.289% by each of Mr. Wang Dong Xing, Mr. Wang Liang Xing and Mr. Wang Cong Xing, 8.247% by Jia Fa International Limited (note 4), 5.155% by Mr. Hu Cheng Chu, 3.093% by Mr. Pan Rong Bin, 2.062% by Mr. Chen Wei Jin, 0.515% by each of Mr. Xu Tian Min, Ms. Wang Cui Rong and Ms. Wang Hui Rong, 0.412% by each of Mr. Wang Ming Hong and Mr. Wang Ming Jie and 0.206% by Mr. Wang Qiao Xing.
- (3) These shares were held by Ming Lang Investments. Ming Lang Investments is owned as to 26.289% by each of Mr. Wang Dong Xing, Mr. Wang Liang Xing and Mr. Wang Cong Xing, 8.247% by Jia Fa International Limited (note 4), 5.155% by Mr. Hu Cheng Chu, 3.093% by Mr. Pan Rong Bin, 2.062% by Mr. Chen Wei Jin, 0.515% by each of Mr. Xu Tian Min, Ms. Wang Cui Rong and Ms. Wang Hui Rong, 0.412% by each of Mr. Wang Ming Hong and Mr. Wang Ming Jie and 0.206% by Mr. Wang Qiao Xing.

附註：

- (1) 英文字母「L」代表股東於本公司股份中的好倉。
- (2) 該等股份由曉升國際持有。曉升國際則由王冬星先生、王良星先生及王聰星先生各自擁有26.289%、佳發國際有限公司(附註4)擁有8.247%、胡誠初先生擁有5.155%、潘榮彬先生擁有3.093%、陳維進先生擁有2.062%、許天民先生、王翠榕女士及王惠榕女士各自擁有0.515%、Wang Ming Hong先生及Wang Ming Jie先生各自擁有0.412%以及王巧星先生擁有0.206%。
- (3) 該等股份由銘郎投資持有。銘郎投資則由王冬星先生、王良星先生及王聰星先生各自擁有26.289%、佳發國際有限公司(附註4)擁有8.247%、胡誠初先生擁有5.155%、潘榮彬先生擁有3.093%、陳維進先生擁有2.062%、許天民先生、王翠榕女士及王惠榕女士各自擁有0.515%、Wang Ming Hong先生及Wang Ming Jie先生各自擁有0.412%以及王巧星先生擁有0.206%。

Report of the Directors (Continued)

董事會報告(續)

(4) The entire issued share capital of Jia Fa International Limited is held by Vistra Trust (Singapore) Pte. Limited in its capacity as the trustee of an irrevocable discretionary trust set up by Mr. Cai Rong Hua as the settlor. The beneficiaries under the trust are Mr. Cai and his family members. Mr. Cai is deemed to be interested in these shares as the settlor of the discretionary trust.

Save as disclosed above, as at 31 December 2023, the Directors were not aware of any other person or corporation having an interest or short position in shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

(4) 佳發國際有限公司的全部已發行股本由 Vistra Trust (Singapore) Pte. Limited 以不可撤回全權信託的受託人身份持有，該信託由委託人蔡榮華先生設立，信託受益人為蔡先生及其家族成員。作為全權信託的委託人，蔡先生被視為於該等股份中擁有權益。

除上文披露者外，於二零二三年十二月三十一日，董事並無得悉任何其他人士或法團於本公司股份及相關股份中，擁有記入本公司根據證券及期貨條例第 336 條須予存置的登記冊內的權益或淡倉。

Report of the Directors (Continued)

董事會報告(續)

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors of the Company is currently in force and was in force throughout this year. The Company has taken out and maintained appropriate insurance cover in respect of potential legal actions against its Directors and officers.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in note 31 to the consolidated financial statements, no transaction, arrangement or contract of significance to which the Company, or any of its holding company, subsidiaries or fellow subsidiaries was a party, and in which a Director of the Company had a material interest, subsisted at the end of the year or at any time during the year.

CONTRACTS OF SIGNIFICANCE

During the year, save as disclosed in note 31 to the consolidated financial statements, there had been no contract of significance between the Company or any of its subsidiaries and a controlling shareholder (as defined in the Listing Rules) of the Company or any of its subsidiaries.

COMPETING BUSINESS

Each of Mr. Wang Dong Xing, Mr. Wang Liang Xing, Mr. Wang Cong Xing, Xiao Sheng International and Ming Lang Investments (the controlling shareholders (within the meaning of the Listing Rules) of the Company) has confirmed to the Company that he/it has complied with the non-compete undertaking given by them to the Company on 4 September 2009. The Independent Non-executive Directors of the Company have reviewed the status of compliance and enforcement of the non-compete undertaking and confirmed that all the undertakings thereunder have been complied with throughout the year ended 31 December 2023.

EQUITY-SETTLED SHARE-BASED PAYMENTS

The Company has adopted a share option scheme (the "2019 Share Option Scheme") pursuant to an ordinary resolution passed by the Shareholders in the extraordinary general meeting on 23 April 2019 for the purpose of providing incentives and rewards to eligible participants who contribute to the Group.

獲准許的彌償條文

基於本公司董事利益的獲准許彌償條文現已生效且於本年度一直有效。本公司已就其董事及行政人員可能會面對的法律訴訟作出及維持適當的投保安排。

董事所佔交易、安排或合約權益

除綜合財務報表附註31披露者外，概無本公司董事於本公司或其任何控股公司、附屬公司或同系附屬公司於年終結算日或年內任何時間所訂立的重大交易、安排或合約中擁有重大權益。

重大合約

年內，除綜合財務報表附註31披露者外，本公司或其任何附屬公司概無與本公司控股股東(定義見上市規則)或其任何附屬公司訂立重大合約。

競爭業務

王冬星先生、王良星先生、王聰星先生、曉升國際及銘郎投資(本公司控股股東(定義見上市規則))已各自向本公司確認，彼等已遵守於二零零九年九月四日向本公司出具的不競爭承諾。本公司獨立非執行董事已檢討不競爭承諾的遵守及執行情況，並確認於截至二零二三年十二月三十一日止年度全年所有承諾已獲遵守。

以股份為基礎的股權結算開支

本公司已根據於二零一九年四月二十三日的股東特別大會上獲股東通過之普通決議案採納購股權計劃(「二零一九年購股權計劃」)，作為對本集團作出貢獻的合資格參與者提供鼓勵及獎賞。

Report of the Directors (Continued)

董事會報告 (續)

Eligible participants of the 2019 Share Option Scheme include (i) any employee (whether full time or part time, including any executive director but excluding any non-executive director) of the Company, its subsidiaries or invested entity; (ii) any non-executive directors (including independent non-executive directors) of the Company, its subsidiaries or invested entity; (iii) any supplier or customer of the Group or any invested entity; (iv) any person or entity that provides design, research, development or other technological support to the Group or any invested entity; (v) any shareholder of any member of the Group or any invested entity or any holder of any securities issued by any member of the Group or any invested entity; (vi) any advisor (professional or otherwise) or consultant to any area of business or business development of the Group or any invested entity; (vii) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group; and (viii) any company wholly-owned by one or more eligible participants as referred to in (i) to (vii) above.

Subject to the earlier termination of the 2019 Share Option Scheme in accordance with the rules thereof, the 2019 Share Option Scheme shall remain in force for a period of ten years commencing on 23 April 2019.

The maximum number of shares issuable upon the exercise of options granted under the 2019 Share Option Scheme and any other share option scheme adopted by the Group (including both exercised or outstanding options) to each grantee within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

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

二零一九年購股權計劃的合資格參與者包括 (i) 本公司、其附屬公司或所投資公司的任何全職或兼職僱員 (包括任何執行董事，惟不包括任何非執行董事)；(ii) 本公司、其附屬公司或所投資公司的任何非執行董事 (包括獨立非執行董事)；(iii) 本集團或任何所投資公司的任何供應商或客戶；(iv) 任何為本集團或任何所投資公司提供設計、研究、開發或其他技術支援的個人或公司；(v) 本集團任何成員公司或所投資公司的任何股東或本集團任何成員公司或所投資公司所發行任何證券的任何持有人；(vi) 本集團或任何所投資公司在任何業務範疇或業務發展的專業或其他諮詢人或顧問；(vii) 曾經或可能藉合資經營、業務聯盟或其他業務安排而對本集團的發展及增長作出貢獻的任何其他類別參與者；及 (viii) 由上述第 (i) 至 (vii) 項所述一名或多名合資格參與者全資擁有的任何公司。

在根據二零一九年購股權計劃的規則將其提前終止的規限下，二零一九年購股權計劃將自二零一九年四月二十三日起有效十年。

因行使根據二零一九年購股權計劃及本集團採納的任何其他購股權計劃於任何十二個月期間向每名承授人授出的購股權 (包括已行使或尚未行使的購股權) 可予發行的股份最高數目不得超過本公司任何時間已發行股份的1%。凡超過此限制而授出購股權，必須獲股東於股東大會上批准後，方可作實。

向董事、本公司主要行政人員或主要股東或任何彼等的聯繫人士授出購股權，必須獲本公司獨立非執行董事事先批准後，方可作實。此外，倘於任何十二個月期間內，向本公司主要股東或獨立非執行董事或任何彼等的聯繫人士授出任何購股權，超過本公司任何時間已發行股份的0.1%或 (根據本公司股份於授出日期的收市價計算的) 總值超過5,000,000港元，則須獲股東於股東大會事先批准後，方可作實。

Report of the Directors (Continued)

董事會報告(續)

The total number of shares which may be issued upon the exercise of all options (excluding for this purpose options which have lapsed) which have been or may be granted under the 2019 Share Option Scheme and any share option scheme of the Group must not in aggregate exceed 119,748,491 shares, representing 10% of the shares of the Company in issue as at 23 April 2019 (the date of approval of the 2019 Share Option Scheme) and as at the end of reporting period and the date of approval of this report. The maximum number of shares which may fall to be issued upon exercise of the options to be granted under the 2019 Share Option Scheme and the options granted under any other share option scheme of the Group (including both exercised and outstanding options) to be granted by the Company or any other member of the Group in any given financial year of the Company shall not exceed 5% of the Shares in issue as at the beginning of such financial year. The maximum number of shares to be issued upon the exercise of all outstanding options granted and yet to be exercised under the 2019 Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the shares of the Company in issue from time to time.

The offer of a grant of share options may be accepted within 21 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Directors, which period may commence from the date of the offer of the share options, and ends on a date which is not later than ten years from the date of grant of the share options subject to the provisions for early termination thereof.

The exercise price of the share options is determinable by the Directors, but shall not be less than the highest of (i) the closing price of the Company's shares as quoted on the Stock Exchange's daily quotations sheet for trade in one or more board lots of the shares on the date of the offer for the grant, which must be a business day; (ii) the average closing price of the Company's shares as quoted on the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of offer; and (iii) the nominal value of a share.

因行使根據二零一九年購股權計劃及本集團的任何購股權計劃項下已經或可能授出的全部購股權(就此目的而言,不包括已失效的購股權)而可予發行股份總數合共不得超過119,748,491股股份,相當於本公司於二零一九年四月二十三日(批准二零一九年購股權計劃日期)以及於報告期末及批准本報告當日本公司已發行股份的10%。於本公司任何特定財政年度因行使本公司或本集團任何其他成員公司根據二零一九年購股權計劃將授出的購股權及根據本集團任何其他購股權計劃已授出的購股權(包括已行使及尚未行使購股權)而將予發行的股份最高數目,不得超過於該財政年度初已發行股份的5%。因行使根據二零一九年購股權計劃及本集團任何其他購股權計劃已授出但尚未行使的所有購股權而發行的股份最高數目,不得超過本公司不時的已發行股份的30%。

承授人可於建議授出購股權日期起計21天內支付象徵式代價合共1港元以接納有關購股權。授出的購股權行使期由董事釐定,該期間可自購股權建議授出日期開始,至購股權授出日期起計不超過十年止,惟須受購股權計劃提前終止條文所限。

購股權行使價由董事釐定,惟不得低於下列最高者:(i)本公司股份於建議授出購股權當日(必須為營業日)在聯交所每日報價表就買賣一手或以上股份所報收市價;(ii)本公司股份於緊接建議日期前五個營業日在聯交所每日報價表所報平均收市價;及(iii)股份面值。

Report of the Directors (Continued)

董事會報告 (續)

On 3 July 2020, the Company granted options to subscribe for an aggregate 11,500,000 shares of the Company to its senior management and employees under the 2019 Share Option Scheme. The closing prices of the Company's shares immediately before the date of grant and on the date of grant were HK\$4.23 and HK\$4.31 respectively. Details of the options granted are set out below:

於二零二零年七月三日，本公司根據二零一九年購股權計劃向其高級管理層及僱員授出合共 11,500,000 股本公司股份。本公司股份於緊接授出日期前及於授出日期的收市價分別為 4.23 港元及 4.31 港元。授出購股權詳情載列如下：

Name or category of participants 參與者姓名或類別	Number of options 購股權數目					As at 31 December 2023		Exercise price 行使價	Exercise period 行使期
	As at 1 January 2023 於二零二三年 一月一日	Granted 已授出	Exercised 已行使	Cancelled 已註銷	Lapsed 已失效	As at 31 December 2023 於二零二三年 十二月三十一日			
Mr. Chen Wei Jin (note 1(a)) 陳維進先生(附註 1(a))	433,000	-	-	-	-	433,000	HK\$4.31 4.31 港元	Note 2(a) 附註 2(a)	
Mr. Wang Jun Hong (note 1(b)) 王俊宏先生(附註 1(b))	350,000	-	-	-	-	350,000	HK\$4.31 4.31 港元	Note 2(b) 附註 2(b)	
Mr. Wang Zhi Yong (note 1(c)) 王智勇先生(附註 1(c))	350,000	-	-	-	-	350,000	HK\$4.31 4.31 港元	Note 2(b) 附註 2(b)	
Ms. Chen Zhi Mei (note 1(d)) 陳志梅女士(附註 1(d))	150,000	-	-	-	-	150,000	HK\$4.31 4.31 港元	Note 2(b) 附註 2(b)	
Employees 僱員	9,669,000	-	-	-	95,000	9,574,000	HK\$4.31 4.31 港元	Note 2(c) 附註 2(c)	
	10,952,000				95,000	10,857,000			

Notes:

- 1 Options granted to associates (as defined in the Listing Rules):
- Mr. Chen Wei Jin, the head of the group ordering department of the Group, is the brother-in-law of Mr. Wang Dong Xing, an executive Director and a controlling shareholder of the Company.
 - Mr. Wang Jun Hong, general manager of Lilang China, is the son of Mr. Wang Dong Xing, a non-executive Director and a controlling shareholder of the Company. He was appointed as an executive Director of the Company on 5 February 2024.
 - Mr. Wang Zhi Yong, the sales channel director of Lilang China's marketing center, is the son of Mr. Wang Liang Xing, an executive Director and a controlling shareholder of the Company. He was appointed as an executive Director of the Company on 5 February 2024.
 - Ms. Chen Zhi Mei, the assistant to the head of the sales and marketing department of the Group, is the wife of Mr. Pan Rong Bin, an executive Director of the Company.

附註：

- 1 授予聯繫人(定義見上市規則)之購股權：
- 本集團團體訂制部總監陳維進先生，為本公司執行董事兼控股股東王冬星先生的姻親兄弟。
 - 利郎中國總經理王俊宏先生，為本公司非執行董事兼控股股東王冬星先生的兒子。彼於二零二四年二月五日獲委任為本公司執行董事。
 - 利郎中國營銷中心銷售渠道總監王智勇先生，為本公司執行董事兼控股股東王良星先生的兒子。彼於二零二四年二月五日獲委任為本公司執行董事。
 - 本集團營銷中心總裁助理陳志梅女士，為本公司執行董事潘榮彬先生的妻子。

Report of the Directors (Continued)

董事會報告(續)

2 Exercisable periods of options granted:

- a. The options are exercisable by the grantee during the period commencing from the day immediately following the expiry of the two year period after the date of grant, and ending on the day falling ten years after the date of grant, during which, (i) up to 129,000 options granted may be exercised on or prior to the end of the third year after the date of grant; (ii) subject to (i), up to 130,000 options granted may be exercised on or prior to the end of the fourth year after the date of grant; and (iii) subject to (i) and (ii), all outstanding options may be exercised prior to the expiry of the said exercise period, failing which the options will lapse and no longer be exercisable.
- b. The options are exercisable by the grantees during the period commencing from the day immediately following the expiry of the two year period after the date of grant, and ending on the day falling ten years after the date of grant, during which, (i) up to 30% of the options granted may be exercised on or prior to the end of the third year after the date of grant; (ii) subject to (i), up to 60% of the options granted may be exercised on or prior to the end of the fourth year after the date of grant; and (iii) subject to (i) and (ii), all outstanding options may be exercised prior to the expiry of the said exercise period, failing which the options will lapse and no longer be exercisable.
- c. The options are exercisable by the grantees during the period commencing from the day immediately following the expiry of the two year period after the date of grant, and ending on the day falling ten years after the date of grant, during which, (i) up to 2,934,000 options granted may be exercised on or prior to the end of the third year after the date of grant; (ii) subject to (i), up to 2,979,000 options granted may be exercised on or prior to the end of the fourth year after the date of grant; and (iii) subject to (i) and (ii), all outstanding options may be exercised prior to the expiry of the said exercise period, failing which the options will lapse and no longer be exercisable.

Information on the accounting policy for share options granted is provided in note 1(o)(ii). As at 31 December 2023, the total grant date fair value of the outstanding share options, all being unvested, measured in accordance with the accounting policy set out in note 1(o)(ii) to the financial statements, amounted to RMB9,738,000. Assuming that all the options outstanding as at 31 December 2023 are exercised, the Company will receive proceeds of HK\$46,794,000.

2 授出購股權可予行使期間：

- a. 購股權可由承授人於自緊隨授出日期兩年屆滿後之日起，至授出日期後十年止的期間內行使，期間：(i) 不超過 129,000 份獲授購股權可於授出日期後第三年年底或之前行使；(ii) 不超過 130,000 份獲授購股權可於授出日期後第四年年底或之前行使（惟須受(i)的規限）；及(iii)所有尚未行使的購股權可於所述行使期間屆滿之前行使（惟須受(i)及(ii)的規限），否則購股權將告失效及不可再獲行使。
- b. 購股權可由承授人於自緊隨授出日期兩年屆滿後之日起，至授出日期後十年止的期間內行使，期間：(i) 不超過 30% 的獲授購股權可於授出日期後第三年年底或之前行使；(ii) 不超過 60% 的獲授購股權可於授出日期後第四年年底或之前行使（惟須受(i)的規限）；及(iii)所有尚未行使的購股權可於所述行使期間屆滿之前行使（惟須受(i)及(ii)的規限），否則購股權將告失效及不可再獲行使。
- c. 購股權可由承授人於自緊隨授出日期後兩年期間屆滿後之日起，至授出日期後十年止的期間內行使，期間：(i) 不超過 2,934,000 份獲授購股權可於授出日期後第三年年底或之前行使；(ii) 不超過 2,979,000 份獲授購股權可於授出日期後第四年年底或之前行使（惟須受(i)的規限）；及(iii)所有尚未行使的購股權可於所述行使期間屆滿之前行使（惟須受(i)及(ii)的規限），否則購股權將告失效及不可再獲行使。

有關授出購股權會計政策的資料載於附註 1(o)(ii)。於二零二三年十二月三十一日，根據財務報表附註 1(o)(ii) 所載的會計政策計量，所有尚未行使購股權（均未歸屬）的授出日期公平值總額為人民幣 9,738,000 元。假設所有於二零二三年十二月三十一日尚未行使的購股權獲行使，本公司將收取所得款項 46,794,000 港元。

Report of the Directors (Continued)

董事會報告(續)

RETIREMENT SCHEMES

The Group participates in defined contribution retirement benefit schemes organized by the PRC municipal and provincial government authorities for the Group's eligible employees in the PRC, and operates a Mandatory Provident Fund Scheme for the employees in Hong Kong. Particulars of these retirement plans are set out in note 27 to the consolidated financial statements.

AUDITOR

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditor of the Company is to be proposed at the forthcoming annual general meeting.

By order of the Board

Wang Dong Xing
Chairman

Hong Kong, 18 March 2024

退休計劃

本集團就合資格的中國僱員，參與由中國省及市政府機關組織的定額供款退休福利計劃，並為香港僱員安排參與強制性公積金計劃。該等退休計劃的詳情載於綜合財務報表附註27。

核數師

畢馬威會計師事務所已退任並符合資格並願意獲續聘。本公司將於應屆股東週年大會提呈決議案，以續聘畢馬威會計師事務所為本公司核數師。

承董事會命

主席
王冬星

香港，二零二四年三月十八日

Independent Auditor's Report

獨立核數師報告



to the shareholders of China Lilang Limited

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Lilang Limited ("the Company") and its subsidiaries ("the Group") set out on pages 133 to 203, which comprise the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA's") issued by the Hong Kong Institute of Certified Public Accountants ("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.

KEY AUDIT MATTERS

Key audit matters are those 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.

致中國利郎有限公司股東

(於開曼群島註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計第133至203頁所載中國利郎有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，該等綜合財務報表包括於二零二三年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括重大會計政策資訊。

我們認為，該等綜合財務報表已根據國際會計準則委員會(「國際會計準則委員會」)頒佈的《國際財務報告準則》會計準則真實而中肯地反映貴集團於二零二三年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會(「香港會計師公會」)頒佈的《香港審計準則》(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表須承擔的責任」一節中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「守則」)以及任何與我們對開曼群島綜合財務報表的審計相關的道德要求，我們獨立於貴集團，並已履行該等要求及守則中的其他道德責任。我們相信，我們獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

關鍵審計事項是指根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項均在我們審計整體綜合財務報表及出具意見時進行處理，我們不會對這些事項提供單獨的意見。

Independent Auditor's Report (Continued)

獨立核數師報告 (續)

Revenue recognition 收入確認	
<i>Refer to note 3 to the consolidated financial statements and the accounting policy note 1(r).</i> 請參閱綜合財務報表附註3及會計政策附註1(r)。	
The key audit matter 關鍵審計事項	How the matter was addressed in our audit 我們的審計如何處理該事項
<p>Revenue of sales to distributors and consignees principally comprises sales of menswear goods, including tops, pants and accessories. 向分銷商及代銷商銷售的收入主要包括銷售男裝產品(包括上衣、褲類和配件)。</p> <p>Every year, the Group enters into a framework distribution agreement with each distributor and a consignment agreement with each consignee and manufactures or sources its products in accordance with the terms of separate purchase orders. 貴集團每年與各名分銷商訂立框架分銷協議及與各名代銷商訂立代銷協議，並根據單獨的採購訂單條款生產或採購其產品。</p> <p>For sales to distributors, once the products are delivered to the location designated by the distributor which is the point at which the control of the menswear goods is considered to have been transferred to the distributor and the point at which revenue is recognised. 就向分銷商作出的銷售而言，一旦產品交付至分銷商指定的地點時，男裝產品的控制權此時即被認為已轉移至分銷商，而貴集團會於此時確認收入。</p>	<p>Our audit procedures to assess the recognition of revenue included the following: 我們就評估收入確認執行的審計程序包括以下各項：</p> <ul style="list-style-type: none"> • assessing the design, implementation and operating effectiveness of management's key internal controls over revenue recognition; • 評估管理層有關收入確認的關鍵內部控制的設計、實施及運作成效； • inspecting agreements with distributors and consignees, on a sample basis, to understand the terms of the sales transactions including the terms of delivery, rebate and sales return to assess if the Group's revenue recognition criteria were in accordance with the requirements of the prevailing accounting standards; • 抽樣檢查與分銷商及代銷商訂立的協議，了解銷售交易條款(包括交付、回扣及銷售退回條款)，以評估貴集團的收入確認標準與現行的會計準則要求是否一致； • inspecting, on a sample basis, whether revenue transactions around the financial year end had been recognised in the appropriate financial period by comparing the transactions selected with goods delivery notes or other relevant underlying documents; • 透過比較所選交易與發貨單或其他相關文件，抽樣檢查財政年度結束前後的收入交易是否已於適當的財政期間確認；

Independent Auditor's Report (Continued)

獨立核數師報告 (續)

Revenue recognition 收入確認	
<i>Refer to note 3 to the consolidated financial statements and the accounting policy note 1(r).</i> 請參閱綜合財務報表附註3及會計政策附註1(r)。	
The key audit matter 關鍵審計事項	How the matter was addressed in our audit 我們的審計如何處理該事項
<p>For sales through consignees, once the products are sold to end users by the consignee, the control of the goods is considered to have been transferred in accordance with the terms of consignment agreements and revenue is recognised at that point. The Group receives confirmations of the transaction amounts from the consignees on a monthly basis.</p> <p>就透過代銷商作出的銷售而言，產品一旦透過代銷商售予終端用戶，貨物的控制權即被視為已根據代銷協議的條款轉移，而貴集團會於此時確認收入。貴集團每月接收代銷商有關交易金額的確認書。</p> <p>We identified the recognition of revenue of sales to distributors and consignees as a key audit matter because revenue is one of the key performance indicators of the Group and therefore there is an inherent risk of manipulation of the timing of revenue recognition by management to meet specific targets or expectations.</p> <p>由於收入為貴集團其中一項主要表現指標，以致存在管理層為了達到特定目標或期望而操控收入確認時間的內在風險，因此我們識別向分銷商及代銷商銷售的收入確認為關鍵審計事項。</p>	<ul style="list-style-type: none"> • identifying significant credit notes issued and sales returns from the sales ledger after the year end and inspecting relevant underlying documents to assess if the related adjustments to revenue had been accounted for in the appropriate financial period in accordance with the requirements of the prevailing accounting standards; • 識別於年末後的銷售賬簿是否有重大的沖銷應收款項及銷售退貨，並檢查相關文件，以評估有關的收入調整是否已於適當的財政期間根據現行的會計準則規定入賬； • obtaining external confirmations of the value of sales transactions for the year ended 31 December 2023 and outstanding trade receivable balances as at that date directly from distributors, on a sample basis; • 直接從分銷商抽樣取得截至二零二三年十二月三十一日止年度的銷售交易額及於該日尚未收回的應收貿易賬款結餘的外部確認書； • inspecting sales journals during the financial year that met certain risk-based criteria and comparing details of these journals with the relevant underlying documents; and • 檢查財政年度內符合若干風險標準的銷售分錄，並將這些分錄的明細與相關文件進行比較；及 • inspecting significant manual adjustments to revenue raised during the reporting period, enquiring of management the reasons for such adjustments and comparing the details of the adjustments with relevant underlying documentation. • 檢查於報告期內所產生收入的重大手動調整，詢問管理層有關調整的原因，並將調整的詳情與相關文件進行比較。

Independent Auditor's Report (Continued)

獨立核數師報告 (續)

Valuation of inventories 存貨估值	
<i>Refer to note 16 to the consolidated financial statements and the accounting policy note 1(i).</i> 請參閱綜合財務報表附註 16 及會計政策附註 1(i)。	
The key audit matter 關鍵審計事項	How the matter was addressed in our audit 我們的審計如何處理該事項
<p>Inventories are carried at the lower of cost and net realisable value in the consolidated financial statements of the Group. In the event that net realisable value falls below cost, the difference is taken as write-down of inventories.</p> <p>存貨按貴集團綜合財務報表內成本與可變現淨值中較低者列賬。倘可變現淨值低於成本，有關差額會當作存貨撇減處理。</p> <p>Sales of menswear goods to end customers can be volatile due to changing fashion trends, consumer demand and economic conditions. The Group organises various promotional activities to accelerate the selling of past-season inventories. Accordingly, the actual future selling prices of certain items of inventory may fall below their costs.</p> <p>由於時裝流行趨勢、消費者需求及經濟狀況不斷轉變，向終端客戶銷售男裝產品可能出現波動。貴集團舉行多項促銷活動，加快銷售過季庫存。因此，若干庫存項目的未來實際售價或會低於其成本。</p>	<p>Our audit procedures to assess the valuation of inventories included the following:</p> <p>我們就評估存貨估值執行的審計程序包括以下各項：</p> <ul style="list-style-type: none"> • assessing whether the calculation of the provision for inventories at the reporting date was consistent with the Group's inventory provision policy by recalculating the provision based on the relevant parameters in accordance with the Group's inventory provision policy and evaluating the Group's inventory provision policy with reference to the requirements of the prevailing accounting standards; • 根據貴集團存貨撥備政策按照相關參數重新計算撥備，以評估於報告日期的存貨撥備計算是否與貴集團的存貨撥備政策相符，並參考現行的會計準則規定評價貴集團的存貨撥備政策； • inspecting, on a sample basis, whether items in the inventory report were classified within the appropriate season by comparing the individual inventory items with the underlying documents which indicated the product season of the items; • 透過比較個別存貨項目與相關文件（註明項目所屬產品季度），抽樣檢查存貨報告內的項目是否已分類至適當的季度；

Independent Auditor's Report (Continued)

獨立核數師報告 (續)

Valuation of inventories 存貨估值	
<i>Refer to note 16 to the consolidated financial statements and the accounting policy note 1(i).</i> 請參閱綜合財務報表附註 16 及會計政策附註 1(i)。	
The key audit matter 關鍵審計事項	How the matter was addressed in our audit 我們的審計如何處理該事項
<p>Management considers several factors in determining the appropriate level of inventory provisions, including product season of inventory, sales history at normal prices and discounted prices, and the channels available for selling past-season inventories.</p> <p>管理層於釐定適當的存貨撥備水平時考慮了若干因素，包括存貨產品季度、正常價及折扣價的銷售記錄以及過季庫存的銷售渠道。</p> <p>We identified the valuation of inventories as a key audit matter as significant judgement is required to be exercised by management in determining the net realisable value of inventories, which involves predicting the amounts of inventory which will be sold in different channels and the discounts to offer in order to sell these inventories. These predictions can be inherently uncertain.</p> <p>由於管理層於釐定存貨的可變現淨值時需要作出重大判斷，當中涉及預測將透過不同渠道銷售的存貨金額以及為售出該等存貨所提供的折扣，因此我們識別存貨估值為關鍵審計事項。該等預測在本質上或不確定。</p>	<ul style="list-style-type: none"> • performing a retrospective review by comparing the carrying value of inventories at the end of the previous reporting period with the actual price for their sales transactions during the reporting period, on a sample basis, to assess the historical accuracy of management's assessment of inventory write-downs and whether there is any indication of management bias; • 透過抽樣比較存貨於上一報告期末的賬面值與報告期內銷售交易的實際價格進行追溯審閱，以評估管理層過往評估存貨撇減的準確度及是否有任何跡象顯示存在管理層偏見； • inspecting the Group's inventory provision policy by comparing management's prediction of the amounts of inventory which will be sold in different channels and the discounts to offer in order to sell these inventories with historical sales of inventories and discount offered for the current and prior years; and • 透過比較管理層對將透過不同渠道銷售的存貨金額以及為售出該等存貨所提供的折扣的預測與本年度及過往年度的存貨銷售記錄及所提供的折扣，檢查貴集團的存貨撥備政策；及 • enquiring of management about any expected changes in plans for promotional activities to accelerate the selling of past-season inventories and comparing, on a sample basis, the carrying value of inventories at the reporting date with the actual price for their sales transactions subsequent to the reporting date. • 詢問管理層有關為加快銷售過季庫存的促銷活動計劃的任何預期變動，並抽樣比較存貨於報告日期的賬面值與報告日期後銷售交易的實際價格。

Independent Auditor's Report (Continued)

獨立核數師報告 (續)

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 IFRSs issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

綜合財務報表及其核數師報告以外的資料

董事須對其他資料負責。其他資料包括刊載於年報內的所有資料，惟不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表發表的意見並不涵蓋其他資料，我們亦不會就此發表任何形式的鑒證結論。

就我們對綜合財務報表的審計而言，我們的責任是閱讀其他資料，在此過程中考慮其他資料是否與綜合財務報表或我們在審計過程中獲悉的資料存在重大不符或似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，倘我們認為此其他資料存在重大錯誤陳述，則我們須報告該事實。在此方面，我們並無任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據國際會計準則委員會頒佈的《國際財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所必需的內部監控負責。

在擬備綜合財務報表時，董事須負責評估貴集團持續經營的能力，在適用情況下披露與持續經營有關的事項以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助董事履行監督貴集團財務報告過程的責任。

Independent Auditor's Report (Continued)

獨立核數師報告 (續)

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.

核數師就審計綜合財務報表須承擔的責任

我們的目標為對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向整體股東作出本報告，除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容對任何其他人士負責或承擔法律責任。

合理保證為高水準的保證，但不能保證按照《香港審計準則》進行的審計在某一重大錯誤陳述存在時總能發現。錯誤陳述可由欺詐或錯誤引起，倘合理預期有關錯誤陳述單獨或匯總起來可能影響綜合財務報表使用者根據該等綜合財務報表作出的經濟決定，則被視作重大。

作為根據《香港審計準則》進行審計的一部分，我們會在審計過程中運用專業判斷及保持專業懷疑態度。我們亦會：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，並獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現由於欺詐而導致的重大錯誤陳述的風險高於未能發現由於錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部監控，以設計適當的審計程序，但目的並非對貴集團內部監控的有效性發表意見。

Independent Auditor's Report (Continued)

獨立核數師報告 (續)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 評價董事所採用的會計政策是否恰當及所作出的會計估計和相關披露是否合理。
- 對董事採用持續經營為會計基礎是否恰當作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定因素，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定因素，則須在核數師報告中提請使用者注意綜合財務報表中的相關披露，或倘有關的披露不足，則應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體呈報、結構和內容（包括披露）以及綜合財務報表是否以中肯呈報的方式反映有關交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責指導、監督及執行貴集團審計工作。我們為審計意見承擔全部責任。

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.

除其他事項外，我們就審計的計劃範圍、時間安排及重大審計發現（包括我們在審計中識別出內部控制的任何重大缺陷）與貴公司審核委員會溝通。

Independent Auditor's Report (Continued)

獨立核數師報告 (續)

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

The engagement partner on the audit resulting in this independent auditor's report is Liu Hin Pan.

KPMG

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

18 March 2024

我們亦向貴公司審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並就有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及為消除威脅而採取的行動或已採取防範措施（如適用）與他們溝通。

從與貴公司審核委員會溝通的事項中，我們決定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，我們認為披露這些事項所造成的負面後果合理預期將可能超過公眾知悉事項的利益而不應在報告中披露，否則我們會在核數師報告中描述這些事項。

出具本獨立核數師報告的審計項目合夥人是廖顯斌。

畢馬威會計師事務所

執業會計師
香港中環
遮打道10號
太子大廈8樓

二零二四年三月十八日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2023 (Expressed in Renminbi) 截至二零二三年十二月三十一日止年度(以人民幣為單位)

		Note	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Revenue	收入	3	3,543,795	3,086,190
Cost of sales	銷售成本		(1,836,960)	(1,665,975)
Gross profit	毛利		1,706,835	1,420,215
Other net income	其他收入淨額	4	51,052	71,546
Selling and distribution expenses	銷售及分銷開支		(957,269)	(791,714)
Administrative expenses	行政開支		(177,146)	(178,850)
Other operating expenses	其他經營開支		(12,829)	(2,139)
Profit from operations	經營利潤		610,643	519,058
Net finance income	融資收入淨額	5	47,172	27,728
Profit before taxation	除稅前利潤	6	657,815	546,786
Income tax	所得稅	7(a)	(127,388)	(98,725)
Profit for the year	年度利潤		530,427	448,061
Other comprehensive income for the year	年度其他全面收益			
Item that are or may be reclassified subsequently to profit or loss:	其後會或可能重新分類至損益之項目：			
Exchange differences on translation of financial statements of the Company and subsidiaries outside the mainland of the People's Republic of China (the "PRC")	換算本公司及中華人民共和國(「中國」)內地境外附屬公司財務報表的匯兌差額		1,908	(622)
Total comprehensive income for the year	年度全面收益總額		532,335	447,439
Earnings per share	每股盈利	11		
Basic (cents)	基本(港仙)		44.30	37.42
Diluted (cents)	攤薄(港仙)		44.30	37.42

The notes on pages 138 to 203 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 26(c).

第138至203頁的附註乃此等財務報表的組成部分。就年度利潤應向本公司權益股東派付的股息詳情載於附註26(c)。

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2023 (Expressed in Renminbi) 截至二零二三年十二月三十一日 (以人民幣為單位)

		Note 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	1,193,679	1,212,944
Investment properties	投資物業	13	259,989	271,900
Right-of-use assets	使用權資產	14	248,977	250,147
Intangible assets	無形資產	15	3,728	4,679
Deposits for purchases of plant and equipment	購買廠房及設備訂金		10,352	9,834
Lease rental deposits	租賃之租金按金	14	41,650	41,625
Pledged bank deposits	已抵押銀行存款	18	931,878	200,000
Fixed deposits held at banks	銀行定期存款	19(a)	1,090,491	650,000
Deferred tax assets	遞延稅項資產	24(b)	44,423	64,821
			3,825,167	2,705,950
Current assets	流動資產			
Inventories	存貨	16	825,670	885,142
Trade and other receivables	應收貿易賬款及其他應收款項	17	733,041	842,625
Prepaid income tax	預付所得稅	24(a)	1,880	2,643
Pledged bank deposits	已抵押銀行存款	18	39,685	81,227
Cash and cash equivalents	現金及現金等價物	19(a)	1,077,225	960,114
			2,677,501	2,771,751
Current liabilities	流動負債			
Bank loans	銀行貸款	20	289,862	249,499
Trade and other payables	應付貿易賬款及其他應付款項	21	1,008,629	887,818
Lease liabilities	租賃負債	22	75,306	75,241
Contract liabilities	合同負債	23	25,046	29,346
Current tax payable	應付即期稅項	24(a)	223,880	197,179
			1,622,723	1,439,083
Net current assets	流動資產淨值		1,054,778	1,332,668
Total assets less current liabilities	資產總值減流動負債		4,879,945	4,038,618

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

For the year ended 31 December 2023 (Expressed in Renminbi) 截至二零二三年十二月三十一日止年度(以人民幣為單位)

			2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Non-current liabilities	非流動負債			
Bank loans	銀行貸款	20	853,348	187,027
Deferred tax liabilities	遞延稅項負債	24(b)	10,453	12,675
Lease liabilities	租賃負債	22	48,752	56,685
			912,553	256,387
Net assets	資產淨值		3,967,392	3,782,231
Capital and reserves	資本及儲備			
Share capital	股本	26(a)	105,517	105,517
Reserves	儲備		3,861,875	3,676,714
Total equity	權益總額		3,967,392	3,782,231

Approved and authorised for issue by the board of directors on 18 March 2024.

於二零二四年三月十八日經董事會批准及授權刊發。

Mr. Wang Dong Xing
王冬星先生
Chairman
主席

Mr. Wang Liang Xing
王良星先生
Chief Executive Officer
行政總裁

Mr. Wang Cong Xing
王聰星先生
Executive Director
執行董事

The notes on pages 138 to 203 form part of these financial statements.

第 138 頁至 203 頁的附註乃此等財務報表的組成部分。

Consolidated Statement of Changes In Equity

綜合權益變動表

For the year ended 31 December 2023 (Expressed in Renminbi) 截至二零二三年十二月三十一日止年度(以人民幣為單位)

		Share capital 股本 (Note 26(a)) (附註 26(a))	Share premium 股份溢價 (Note 26(d)(i)) (附註 26(d)(i))	Statutory reserve 法定儲備 (Note 26(d)(ii)) (附註 26(d)(ii))	Capital reserve 資本儲備 (Note 26(d)(iii)) (附註 26(d)(iii))	Exchange reserve 匯兌儲備 (Note 26(d)(iv)) (附註 26(d)(iv))	Retained profits 保留溢利 RMB'000 人民幣千元	Total equity 權益總額 RMB'000 人民幣千元
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日	105,517	31,411	270,994	28,243	(33,000)	3,270,223	3,673,388
Changes in equity for 2022:	二零二二年權益變動：							
Profit for the year	年度利潤	-	-	-	-	-	448,061	448,061
Other comprehensive income for the year	年度其他全面收益	-	-	-	-	(622)	-	(622)
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	(622)	448,061	447,439
Equity-settled share-based payment	以股份為基礎的股權結算開支 26(d)(iii)	-	-	-	2,313	-	-	2,313
Dividends approved in respect of the previous year	已批准上一年度股息 26(c)	-	-	-	-	-	(156,649)	(156,649)
Dividends declared in respect of the current year	已宣派本年度股息 26(c)	-	-	-	-	-	(184,260)	(184,260)
Appropriation to statutory reserve	轉撥至法定儲備	-	-	832	-	-	(832)	-
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及 二零二三年一月一日	105,517	31,411	271,826	30,556	(33,622)	3,376,543	3,782,231
Changes in equity for 2023:	二零二三年權益變動：							
Profit for the year	年度利潤	-	-	-	-	-	530,427	530,427
Other comprehensive income for the year	年度其他全面收益	-	-	-	-	1,908	-	1,908
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	1,908	530,427	532,335
Equity-settled share-based payment	以股份為基礎的股權結算開支 26(d)(iii)	-	-	-	1,361	-	-	1,361
Dividends approved in respect of the previous year	已批准上一年度股息 26(c)	-	-	-	-	-	(148,630)	(148,630)
Dividends declared in respect of the current year	已宣派本年度股息 26(c)	-	-	-	-	-	(199,905)	(199,905)
Appropriation to statutory reserve	轉撥至法定儲備	-	-	1,043	-	-	(1,043)	-
At 31 December 2023	於二零二三年十二月三十一日	105,517	31,411	272,869	31,917	(31,714)	3,557,392	3,967,392

The notes on pages 138 to 203 form part of these financial statements.

第 138 頁至 203 頁的附註乃此等財務報表的組成部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2023 (Expressed in Renminbi) 截至二零二三年十二月三十一日止年度 (以人民幣為單位)

	Note	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
	附註		
Operating activities	經營活動		
Cash generated from operations	19(b)	1,182,492	738,956
Tax paid	24(a)	(81,748)	(85,265)
Net cash generated from operating activities	經營業務所產生現金淨額	1,100,744	653,691
Investing activities	投資活動		
Payments for purchases of property, plant and equipment	購買物業、廠房及設備的付款	(131,714)	(378,532)
(Payments of)/net proceeds from lease rental deposits	租賃之租金按金的(付款)/所得款項淨額	(25)	2,671
Payments for purchases of intangible assets	購買無形資產的付款	(2,411)	(1,776)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	724	353
Placement of fixed bank deposits with maturity over three months	存入到期日在三個月後的銀行定期存款	(1,099,000)	(850,000)
Interest income received	已收利息收入	20,461	52,216
Net cash used in investing activities	投資活動所用現金淨額	(1,211,965)	(1,175,068)
Financing activities	融資活動		
Capital element of lease rentals paid	已付租賃之租金之本金部分	(98,279)	(95,484)
Proceeds from bank loans	銀行貸款所得款項	1,126,800	632,290
Repayment of bank loans	償還銀行貸款	(439,290)	(271,120)
Interest element of lease rentals paid	已付租賃之租金之利息部分	(5,777)	(7,456)
Interest expense paid on bank loans	已付銀行貸款利息開支	(6,925)	(7,754)
Dividends paid	已付股息	(348,535)	(340,909)
Net cash generated/(used) in financing activities	融資活動所產生/(所用)現金淨額	227,994	(90,433)
Net increase/(decreased) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	116,773	(611,810)
Cash and cash equivalents at 1 January	於一月一日的現金及現金等價物	960,114	1,571,619
Effect of foreign exchange rate changes	外幣匯率變動的影響	338	305
Cash and cash equivalents at 31 December	於十二月三十一日的現金及現金等價物	1,077,225	960,114

The notes on pages 138 to 203 form part of these financial statements.

第 138 至 203 頁的附註乃此等財務報表的組成部。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable International Financial Reporting Standards (“IFRSs”), which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards (“IASs”) and interpretations issued by the International Accounting Standards Board (the “IASB”) and the applicable 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 (the “Stock Exchange”). A summary of material accounting policies adopted by the Group is set out below.

The IASB has issued certain amendments to IFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2 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”).

The consolidated financial statements are presented in Renminbi (“RMB”) rounded to the nearest thousand. The measurement basis used in the preparation of the financial statements is the historical cost basis.

The preparation of these financial statements in conformity with IFRSs 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.

1 重大會計政策

(a) 合規聲明

此等財務報表乃按照國際會計準則委員會（「國際會計準則委員會」）頒佈的全部適用國際財務報告準則（「國際財務報告準則」）編製，國際財務報告準則的統稱包括全部適用個別國際財務報告準則、國際會計準則（「國際會計準則」）及詮釋，以及香港《公司條例》的適用披露規定。

此等財務報表亦遵守香港聯合交易所有限公司（「聯交所」）證券上市規則的適用披露條文。本集團所採納的重大會計政策概要載列如下。

國際會計準則委員會已頒佈若干於本集團當前會計期間首次生效或可提早採納的國際財務報告準則的修訂。因初始應用此等發展而導致的會計政策變動的資料列載於附註2，惟該等變動與本集團當前會計期間有關並已反映於此等財務報表內。

(b) 財務報表的編製基準

截至二零二三年十二月三十一日止年度的綜合財務報表涵蓋本公司及其附屬公司（統稱「本集團」）。

綜合財務報表以人民幣（「人民幣」）呈列，並調整至最接近的千位數。編製財務報表所用的計量基準為歷史成本法。

編製符合國際財務報告準則的此等財務報表需要管理層作出判斷、估計和假設，此舉會影響政策的應用和資產與負債、收入與開支的呈報金額。此等估計和相關假設是以過往經驗及以在具體情況下確信為合理的各種其他因素為基礎，用作判斷該等無法從其他渠道直接獲得的資產及負債的賬面值的依據。實際結果可能與此等估計有所不同。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(b) Basis of preparation of the financial statements (continued)

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 IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 32.

(c) Subsidiaries

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 income and expense (except for foreign currency transaction gain or losses) 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.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(h)(ii)).

(d) Property, plant and equipment

Property, plant and equipment (including construction in progress) are stated at cost less accumulated depreciation and impairment losses (see note 1(h)(ii)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 1(t)).

1 重大會計政策(續)

(b) 財務報表的編製基準(續)

該等估計和相關假設乃持續審閱。倘修訂會計估計僅影響作出修訂的期間，則有關修訂只會該期間內確認；倘修訂會計估計影響當前及未來期間，則有關修訂會在作出修訂的期間和未來期間內確認。

管理層在應用國際財務報告準則時所作出對財務報表具有重大影響的判斷，以及估計不明朗因素的主要來源，乃於附註32論述。

(c) 附屬公司

附屬公司指本集團所控制實體。倘本集團承受或有權藉參與實體業務而享有可變回報，並有能力運用其對該實體的權力影響該等回報，則本集團對該實體擁有控制權。在評估本集團是否有權時，僅會考慮本集團及其他各方所持實際權利。

於附屬公司的投資自控制權開始當日起計入綜合財務報表，直至有關控制權終止當日為止。集團內公司間的結餘及交易，以及集團內公司間的交易所產生現金流量及任何未實現收入及開支(外匯交易收益或虧損除外)已於編製綜合財務報表時全面抵銷。集團內公司間的交易所產生未實現虧損則僅在並無證據顯示已出現減值情況下，方以與未實現收益相同的方式予以抵銷。

在本公司財務狀況表內，於附屬公司的投資乃按成本減減值虧損(見附註1(h)(ii))列賬。

(d) 物業、廠房及設備

物業、廠房及設備(包括在建工程)按成本減累計折舊及減值虧損(見附註1(h)(ii))列賬。

自建物業、廠房及設備項目的成本包括物料成本、直接工資、拆卸及移除有關項目並將該等項目所在地修復的初步預計成本(如有關)，及適當比例的生產費用及借貸成本(見附註1(t))。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(d) Property, plant and equipment (continued)

No depreciation is provided in respect of construction in progress.

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:

- Buildings held for own use which are situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 40 years after the date of completion.
- Leasehold improvements shorter of 5 years or remaining term of the lease
- Plant and machinery 10 years
- Motor vehicles 8 years
- Office equipment 3 years
- Furniture and fixtures 3 years

Depreciation method, useful life of an asset and its residual value, if any, are reviewed annually.

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.

(e) Investment properties

Investment properties are stated at cost less accumulated depreciation and impairment losses (see note 1(h)(ii)).

Depreciation is calculated to write off the cost of items of investment properties, less their estimated residual value, if any, on a straight-line basis over the estimated useful life being no more than 40 years after the date of completion.

Depreciation method, useful life of an asset and its residual value, if any, are reviewed annually.

1 重大會計政策(續)

(d) 物業、廠房及設備(續)

在建工程概無計提任何折舊。

折舊乃於物業、廠房及設備項目的估計可使用年期內，以直線法減去其估計剩餘價值(如有)計算，以撇銷其成本，詳情如下：

- 位於租賃土地的持作自用樓宇按未屆滿租賃期及其估計可使用年期(自完成日期起計不超過40年)(以較短者為準)內計提折舊。
- 租賃裝修 5年或餘下租期(以較短者為準)
- 廠房及機器 10年
- 汽車 8年
- 辦公室設備 3年
- 傢俬及裝置 3年

折舊方法、資產的可使用年期及其剩餘價值(如有)均每年複核。

報廢或出售一項物業、廠房及設備項目所產生的盈虧，按出售所得款項淨額與有關項目的賬面值之間的差額釐定，並在報廢或出售當日於損益內確認。

(e) 投資物業

投資物業按成本減累計折舊及減值虧損(見附註1(h)(ii))列賬。

折舊是根據投資物業的估計可用年期(自完成日期起計不超過40年)，在扣除估計剩餘價值(如有)後以直線法撇銷其成本計算。

折舊方法、資產的可使用年期及其剩餘價值(如有)均每年複核。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(f) 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.

(i) As a lessee

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 short-term leases that have a lease term of 12 months or less and 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.

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 note 1(h)(ii)).

1 重大會計政策(續)

(f) 租賃資產

本集團於訂立合約時評估該合約是否屬於或包含租賃。倘合約授予權利在一段時間內控制已識別資產的使用以換取代價，則該合約屬於或包含租賃。當客戶同時有權利指定已識別資產的使用及從該使用獲得實質上所有經濟利益時，控制權獲轉移。

(i) 作為承租人

倘合約包含租賃部分及非租賃部分，本集團已選擇不分離所有租賃的非租賃部分，並將各租賃部分及任何相關非租賃部分作為單一租賃部分列賬。

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租賃期限為12個月或以下的短期租賃及低價值資產的租賃除外。當本集團就低價值資產訂立租賃時，本集團按每項租賃基準決定是否將租賃資本化。與該等未資本化租賃相關的租賃付款於租賃期內按系統基準確認為開支。

倘租賃予以資本化，則租賃負債初步按租賃期內應付租賃付款額的現值確認，使用租賃中隱含的利率或(倘無法輕易確定該利率)使用相關的增量借貸利率予以貼現。初步確認後，租賃負債按攤銷成本計量，利息開支採用實際利率法計算。不依賴於指數或利率的浮動租賃付款不計入租賃負債的計量，故在其產生的會計期間扣自損益。

租賃資本化時確認的使用權資產初步按成本計量，其中包括租賃負債的初始金額加於開始日期或之前作出的任何租賃付款，以及所產生的任何初始直接成本。適用情況下，使用權資產成本亦包括拆除及移除相關資產或恢復相關資產或其所在場地的成本估算，貼現至其現值，減去收到的任何租賃優惠。使用權資產隨後按成本減累計折舊及減值虧損(見附註1(h)(ii))列賬。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(f) Leased assets (continued)

(i) As a lessee (continued)

Depreciation is calculated to write off the cost of items of right-of-use assets, using the straight-line method over the unexpired term of leases as follows:

– Land use rights	50 years
– Properties leased for own use	1-5 years

The initial fair value of refundable rental deposits is accounted for separately from the right-of-use assets in accordance with the accounting policy applicable to investments in debt securities carried at amortised cost (see note 1(r)(ii) and 1(h)(i)). Any excess of the nominal value over the initial fair value of the deposit is accounted for as additional lease payments made and is included in the cost of right-of-use.

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 IFRS 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.

1 重大會計政策(續)

(f) 租賃資產(續)

(i) 作為承租人(續)

折舊乃於使用權資產項目的未屆滿租賃期內，以直線法計算，以撇銷其成本，詳情如下：

– 土地使用權	50年
– 租賃作自用的物業	1至5年

根據適用於按攤銷成本列賬的債務證券投資的會計政策，可退回租金按金的初始公平值與使用權資產分開列賬(見附註1(r)(ii)及1(h)(i))。按金的面值超出其初始公平值的面值入賬列作額外租賃付款並計入使用權資產成本。

當指數或利率變動導致日後租賃付款額變動，或者本集團對剩餘價值擔保項下的預期應付金額的估計發生變動，或因重新評估本集團是否可合理地進行購買、擴展或終止選擇權而發生變動時，租賃負債予以重新計量。以此種方式重新計量租賃負債時，對使用權資產的賬面值進行相應調整，倘使用權資產的賬面值減少至零，則計入損益。

倘租賃範圍或租賃合約(並非作單獨租賃入賬)中原來並無規定的租賃代價出現變動(「租賃修訂」)，租賃負債亦予以重新計量。於此情況下，租賃負債根據經修訂租賃付款及租賃期，使用經修訂貼現率在修訂生效日期重新計量。唯一例外情況為因新型冠狀病毒疫情直接產生且符合國際財務報告準則第16號租賃第46B段所載條件的租金優惠。於該等情況下，本集團利用實際權宜方法不評估該等租金優惠是否屬於租賃修訂，並於導致產生該等租金優惠的事件或情況發生期間於損益內將代價變動確認為負可變租賃付款。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(f) Leased assets (continued)

(i) As a lessee (continued)

The Group presents right-of-use assets and 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.

(ii) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with note 1(r)(ii).

(g) Intangible assets

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(h)(ii)).

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:

– Computer software	5 years
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Amortisation methods, useful lives and residual values are reviewed annually.

1 重大會計政策(續)

(f) 租賃資產(續)

(i) 作為承租人(續)

本集團於綜合財務狀況表分別呈列使用權資產及租賃負債。長期租賃負債的即期部分乃按於報告期後十二個月內到期結付的合約付款現值釐定。

(ii) 作為出租人

倘本集團作為出租人，其於租賃開始時釐定各租賃為融資租賃或經營租賃。倘租賃轉移相關資產所有權附帶的絕大部分風險及回報至承租人，則租賃分類為融資租賃。否則，租賃分類為經營租賃。

倘合約包含租賃及非租賃部分，本集團按相關單獨售價基準將合約代價分配至各部分。經營租賃所得租金收入根據附註1(r)(ii)確認。

(g) 無形資產

本集團購入的無形資產按成本減累計攤銷(如估計可使用年期屬有限)及減值虧損(見附註1(h)(ii))列賬。

有限可使用年期的無形資產的攤銷於資產的估計可使用年期內以直線法扣自損益。以下有限可使用年期的無形資產自可供使用日期起進行攤銷，而其估計可使用年期如下：

– 電腦軟件	5年
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攤銷方法、可使用年期及剩餘價值均每年複核。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(h) Credit losses and impairment of assets

(i) Credit losses from financial assets

The Group recognises a loss allowance for expected credit losses (“ECLs”) on financial assets measured at amortised cost (including cash and cash equivalents, pledged bank deposits, fixed deposits held at banks and trade and other receivables).

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 between the contractual and expected amount.

The expected cash shortfalls are discounted using the following rates if the effect is material:

- fixed-rate financial assets and trade and other receivables: 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.

1 重大會計政策(續)

(h) 信貸虧損及資產減值

(i) 金融資產的信貸虧損

集團會確認按攤銷成本計量的金融資產(包括現金及現金等價物、已抵押銀行存款、銀行定期存款以及應收貿易賬款及其他應收款項)預期信貸虧損(「預期信貸虧損」)的虧損撥備。

計量預期信貸虧損

預期信貸虧損是信貸虧損的概率加權估計。信貸虧損以合約與預期金額之間的所有預期現金差額現值計量。

倘影響重大，則預期現金差額使用以下利率貼現：

- 固定利率金融資產以及應收貿易賬款及其他應收款項：初始確認時釐定的實際利率或其近似值；
- 浮動利率金融資產：即期實際利率。

於估計預期信貸虧損時考慮的最長期間為本集團承受信貸風險的最長合約期間。

在計量預期信貸虧損時，本集團考慮合理及有理據而無需付出不必要的成本或資源獲得的資料。這包括過去事件、當前狀況及未來經濟狀況預測的資料。

預期信貸虧損基於下列其中一個基準計量：

- 12個月的預期信貸虧損：預計在報告日後12個月內可能發生的違約事件而導致的虧損；及
- 整個存續期的預期信貸虧損：預計該等採用預期信貸虧損模式的項目在預期年期內所有可能發生的違約事件而導致的虧損。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(h) Credit losses and impairment of assets (continued)

(i) Credit losses from financial assets (continued)

Measurement of ECLs (continued)

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-months ECLs:

- financial instruments that are determined to have low credit risk at the reporting date; and
- other financial instruments for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

When determining whether the credit risk of a financial instrument has increased significantly since initial recognition and when measuring ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment, that includes forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when:

- the debtor 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); or
- the financial asset is 90 days past due.

1 重大會計政策(續)

(h) 信貸虧損及資產減值(續)

(i) 金融資產的信貸虧損(續)

計量預期信貸虧損(續)

本集團以相當於整個存續期的預期信貸虧損的金額計量虧損撥備，下列以12個月的預期信貸虧損計量者除外：

- 該金融工具於報告日被釐定為具有較低的信貸風險；及
- 其他金融工具，其信貸風險(即在金融工具預期存續期間發生違約的風險)自初始確認後並未顯著增加。

應收貿易賬款之虧損撥備始終以整個存續期的預期信貸虧損的金額計量。

信貸風險顯著增加

在釐定金融工具的信貸風險自初始確認後是否顯著增加及在計量預期信貸虧損時，本集團會考慮相關無需付出不必要的成本或資源獲得的合理及有理據資料，其包括根據本集團過往經驗及已知信貸評估(包括前瞻性資料)的定量和定性資料以及分析。

本集團假設倘金融資產逾期超過30天時，該金融資產的信貸風險即顯著增加。

在下列情況下，本公司認為該金融資產出現違約：

- 在本集團無追索行動的情況下，例如將證券變現(如持有)，債務人很大可能不會全額支付其對本集團的信貸義務；或
- 金融資產逾期90日以上。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(h) Credit losses and impairment of assets (continued)

(i) Credit losses from financial assets (continued)

Significant increases in credit risk (continued)

ECLs are remeasured at each reporting date to reflect changes in the financial assets' 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 assets with a corresponding adjustment to their carrying amount through a loss allowance account.

Credit-impaired financial assets

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.

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 delinquency in interest or principal payments;
- 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.

1 重大會計政策(續)

(h) 信貸虧損及資產減值(續)

(i) 金融資產的信貸虧損(續)

信貸風險顯著增加(續)

預期信貸虧損在各報告日重新計量，以反映金融資產自初始確認後的信貸風險。預期信貸虧損金額的任何變化均在損益中確認為減值收益或虧損。本集團確認所有金融資產的減值收益或虧損時，會透過虧損撥備賬對其賬面值進行相應調整。

信貸減值的金融資產

於各報告日，本集團評估金融資產是否存在信貸減值。當發生會對金融資產估計未來現金流量造成不利影響的一項或多項事件，金融資產存在信貸減值。

金融資產存在信貸減值的證據包括以下可觀察事件：

- 債務人出現重大財務困難；
- 違約事項，如未繳付或延遲繳付利息或本金；
- 借款人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境出現重大變動而對債務人產生不利影響；或
- 因為發行人的財政困難而導致某擔保失去活躍市場。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(h) Credit losses and impairment of assets (continued)

(i) Credit losses from financial assets (continued)

Write-off policy

The gross carrying amount of a financial 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 an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- construction in progress;
- investment properties;
- right-of-use assets;
- intangible assets; and
- investment in a subsidiary in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

1 重大會計政策(續)

(h) 信貸虧損及資產減值(續)

(i) 金融資產的信貸虧損(續)

撇銷政策

尚屬日後實際上不可收回的金融資產，本集團會撇銷其(部分或全部)賬面總值。該情況通常出現於本集團確定債務人並無可產生足夠現金流量的資產或收入來源以償還須撇銷金額之時。

隨後收回先前撇銷的資產會作為減值撥回在收回期間於損益內確認。

(ii) 其他非流動資產減值

本集團於各報告期末審閱內部和外部資料來源，以確定下列資產是否可能出現減值跡象，或之前確認的減值虧損是否不再存在或可能有所減少：

- 物業、廠房及設備；
- 在建工程；
- 投資物業；
- 使用權資產；
- 無形資產；及
- 本公司財務狀況表中於一家附屬公司的投資。

倘出現任何減值跡象，則會估計資產的可收回金額。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(h) 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). A portion of the carrying amount of a corporate asset (for example, head office building) is allocated to an individual cash-generating unit if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating units if otherwise.

— 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 to reduce the carrying amount of the 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

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. A reversal of 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.

(i) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process.

Inventories are carried at the lower of cost and net realisable value.

1 重大會計政策(續)

(h) 信貸虧損及資產減值(續)

(ii) 其他非流動資產減值(續)

— 計算可收回金額

資產的可收回金額乃其公平值減出售成本及使用價值兩者中的較高者。在評估使用價值時，估計未來現金流量會按可以反映當時市場對貨幣時間值及該資產特定風險評估的除稅前貼現率貼現至其現值。倘資產所產生的現金流入基本上並非獨立於其他資產所產生的現金流入，則以能夠獨立產生現金流入的最小資產組別(即現金產生單位)來釐定可收回金額。公司資產(例如總辦事處大樓)部分賬面值會按合理一致的基準分配至個別現金產生單位，否則會分配至最小現金產生單位組別。

— 確認減值虧損

倘資產或其所屬的現金產生單位的賬面值超過其可收回金額，則於損益內確認減值虧損。就現金產生單位確認的減值虧損，將按比例分配至該單位(或一組單位)的資產，以削減該等資產的賬面值，惟資產的賬面值不會減少至低於其各自的公平值減出售成本(如可計量)或使用價值(如可釐定)。

— 減值虧損撥回

倘用以釐定可收回金額的估計數字出現有利的變動，則減值虧損會予以撥回。所撥回的減值虧損以假設過往年度並無確認減值虧損而原應釐定的資產賬面值為限。所撥回的減值虧損在確認撥回的年度內計入損益。

(i) 存貨

存貨為在日常業務過程中持有以作銷售、在有關銷售的生產過程中或以材料或供應品的形式在生產過程中消耗的資產。

存貨按成本與可變現淨值中較低者列賬。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(i) Inventories (continued)

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

A right to recover returned goods is recognised for the right to recover products from customers sold with a right of return. It is measured in accordance with the policy set out in note 1(r).

(j) Contract liabilities

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 1(r)). 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(k)).

(k) Trade and other receivables

Trade and other receivables are 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.

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 (see note 1(h)(i)).

1 重大會計政策(續)

(i) 存貨(續)

成本乃以加權平均成本法計算，其中包括所有採購成本、加工成本以及將存貨運至現址及達致現狀所產生的其他成本。

可變現淨值乃以日常業務過程中估計售價減完成生產及銷售所需估計成本後所得數額。

售出存貨時，該等存貨的賬面值會於確認有關收入的期間內確認為開支。將存貨撇減至可變現淨值的任何撇減金額及所有存貨虧損均於進行撇減或錄得虧損的期間內確認為開支。存貨的任何撇減撥回金額會於撥回期間內從確認為開支的存貨金額中扣減。

就收回來自客戶並於銷售時附帶退貨權的產品之權利，收回退還貨物權獲確認，其按附註1(r)載列的政策計量。

(j) 合同負債

合同負債於客戶在本集團確認相關收入前支付不可退回代價時確認(見附註1(r))。倘本集團在本集團確認相關收入前擁有無條件收取不可退回代價的權利，亦會確合同負債。在此情況下，亦會確認相應的應收款項(見附註1(k))。

(k) 應收貿易賬款及其他應收款項

應收貿易賬款及其他應收款項於本集團具備無條件收取代價的權利時予以確認。於該代價到期支付前，收取代價的權利僅須經過一段時間方可成為無條件。

不包含重大融資組成部分的應收貿易賬款初步按其交易價格計量。包含重大融資組成部分的應收貿易賬款及其他應收款項初步按公平值加交易成本計量。所有應收款項其後按攤銷成本列賬(見附註1(h)(i))。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(l) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and other 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. Cash and cash equivalents are assessed for ECL in accordance with the policy set out in note 1(h)(i).

(m) Trade and other payables

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

Refund liabilities arising from rights of returns are recognised in accordance with the policy set out in note 1(r).

(n) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 1(t)).

(o) 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.

1 重大會計政策(續)

(l) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、存放於銀行及其他金融機構的活期存款、以及於購入日期起三個月內到期，並可隨時轉換為已知現金金額且所承受的價值變動風險甚微的其他短期高度流動投資。本集團根據附註1(h)(i)所載的政策評估現金及現金等價物的預期信貸虧損。

(m) 應付貿易賬款及其他應付款項

應付貿易賬款及其他應付款項初步按公平值確認，其後按攤銷成本列賬，惟倘貼現影響並不重大，則按發票金額列賬。

退貨權所產生之退款負債按附註1(r)載列的政策確認。

(n) 計息借貸

計息借貸初步按公平值減應佔交易成本確認。於初步確認後，計息借貸按攤銷成本列賬，初步確認金額與贖回價值之間的任何差額以及任何應付利息及費用於借貸期間按實際利率法在損益內確認。利息開支根據本集團有關借貸成本(見附註1(t))的會計政策進行確認。

(o) 員工待遇

(i) 短期僱員福利及定額供款退休計劃的供款

薪金、年終花紅、受薪年假、定額供款退休計劃供款及非貨幣性福利的成本會在僱員提供相關服務的年度內計提。如延遲付款或清償會產生重大影響，該等數額則按現值列賬。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(o) Employee benefits (continued)

- (i) Short term employee benefits and contributions to defined contribution retirement plans (continued)

Contributions to appropriate local defined contribution retirement schemes pursuant to the relevant labour rules and regulations in the PRC are recognised as an expense in profit or loss as incurred, except to the extent that they are included in the cost of inventories not yet recognised as an expense.

- (ii) Share-based payments

The fair value of share options granted to employees of the Group is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at the grant date using applicable option-pricing models, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On the vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

(p) 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 other comprehensive income.

1 重大會計政策(續)

(o) 員工待遇(續)

- (i) 短期僱員福利及定額供款退休計劃的供款(續)

根據中國相關勞工規則及規例，就當地定額供款退休計劃所作的供款，除非列入尚未確認為開支的存貨成本中，否則，供款產生時於損益內確認為開支。

- (ii) 以股份為基礎的開支

向本集團僱員授出的購股權公平值乃確認為僱員成本，而權益內的資本儲備則相應增加。公平值於授出日期採用適用期權定價模式計量，並計及購股權的授出條款和條件。倘僱員須符合歸屬條件方可無條件享有購股權的權利，則經考慮購股權歸屬的可能性後，購股權的估計公平值總額會在歸屬期內分攤。

於歸屬期內，將複核預期歸屬的購股權數目。除原有僱員開支合資格確認為資產外，於過往年度確認的任何累計公平值相應調整會在審閱的年度扣自／計入損益，而資本儲備亦作相應調整。於歸屬日期，確認為開支的數額會作出調整，以反映歸屬購股權的實際數目（而資本儲備亦作相應調整），惟倘純粹因為未能達成與本公司股份市價有關的歸屬條件而被沒收者則作別論。權益金額於資本儲備內確認，直至購股權獲行使（轉撥至股份溢價賬）或購股權屆滿（直接撥回至保留溢利）為止。

(p) 所得稅

所得稅開支包括即期稅項及遞延稅項。其於損益中確認，惟倘其與業務合併事項或直接於權益或其他全面收益或虧損中確認的項目有關則除外。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(p) Income tax (continued)

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;
- taxable temporary differences arising on the initial recognition of goodwill; and
- those related to the income taxes 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.

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

1 重大會計政策(續)

(p) 所得稅(續)

即期稅項包括年內應課稅收入或虧損的估計應付或應收稅項，以及過往年度應付或應收稅項的任何調整。應付或應收即期稅項的金額為對預期將予支付或收取的稅項金額的最佳估計，其反映與所得稅有關的任何不明朗因素。即期稅項按報告日期已實施或實際上已實施的稅率計算。即期稅項亦包括宣派股息導致的任何稅項。

即期稅項資產及負債僅於達成若干條件後方獲抵銷。

遞延稅項乃因就財務報告目的資產與負債之賬面值與就稅務目的之數值之間產生暫時差額而確認。遞延稅項不會就下列各項予以確認：

- 初步確認某項不屬業務合併且對會計處理或應課稅利潤或虧損均無影響的交易的資產或負債所產生的暫時性差異，且不產生相等的應課稅及可抵扣暫時性差異；
- 與於子公司、聯營公司及合營企業的投資有關而本集團能控制其撥回的時間且其很可能不會於可見將來予以撥回的暫時性差異；
- 初步確認商譽所產生的應課稅暫時性差異；及
- 為執行經濟合作暨發展組織頒佈的支柱二號示範規則而頒佈或實質頒佈的稅法所產生的所得稅。

本集團就其租賃負債及使用權資產分別確認遞延稅項資產及遞延稅項負債。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(p) Income tax (continued)

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.

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

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

(q) Provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount 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.

1 重大會計政策(續)

(p) 所得稅(續)

遞延稅項資產就未使用稅項虧損、未使用稅項抵免及可扣稅暫時差額被確認，惟以未來應課稅溢利很可能用以抵銷該等應課稅溢利為限。未來應課稅溢利乃根據相關應課稅暫時差額的撥回釐定。倘應課稅暫時性差異的金額不足以全額確認遞延稅項資產，則根據本集團個別附屬公司的業務計劃，考慮對現有暫時性差異的撥回進行調整的未來應課稅溢利。遞延稅項資產於各報告日期進行檢討，並減少至不再可能實現相關稅項優惠的程度，當未來應課稅溢利的可能性提高時，這種減少就會被轉回。

遞延稅項的計量反映了本集團預期在報告日期收回或結算其資產及負債賬面金額的方式所產生的稅務後果。

遞延稅項資產及負債只有在滿足某些條件時方可予以抵銷。

(q) 撥備及或然負債

倘本集團須就已發生的事件承擔法定或推定責任，並可能需要流出經濟利益以履行有關責任，且可作出可靠估計，本集團會就該時間或金額不定的其他負債確認撥備。倘貨幣時間值重大，有關撥備則按預計履行責任所需開支的現值列賬。

倘不一定須流出經濟利益，或無法對有關金額作出可靠估計，則會將該責任披露為或然負債，惟流出經濟利益的可能性極低則除外。倘集團的責任須視乎一宗或多宗未來事件是否發生方能確定是否存在，則亦會披露為或然負債，惟流出經濟利益的可能性極低則除外。

預期部分或所有清償撥備所需的開支將由另一方償還，而本集團會就基本確定能夠收到的任何預期償還金額單獨確認一項資產。所確認的償還金額不超過撥備的賬面值。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(r) Revenue and other income

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

(i) Revenue from contracts with customers

The Group is the principal for its revenue transactions and recognises revenue on a gross basis. In determining whether the Group acts as a principal or as an agent, it considers whether it obtains control of the products before they are transferred to the customers. Control refers to the Group's ability to direct the use of and obtain substantially all of the remaining benefits from the products.

Revenue is recognised when control over a product is transferred to the customer at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax and is after deduction of any trade discounts, rebates and goods returns.

Payment terms and conditions vary by customers and are based on the billing schedule established in the contracts or purchase orders with customers, but the Group generally provides credit terms to customers within 8 months upon customer acceptance. The Group takes advantage of the practical expedient in paragraph 63 of IFRS 15 and does not adjust the consideration for any effects of a significant financing component as the period of financing is 12 months or less.

1 重大會計政策(續)

(r) 收入及其他收入

本集團將於其日常業務過程中銷售貨物或由其他方使用本集團租賃項下的資產所產生的收入分類為收入。

(i) 來自客戶合約之收入

本集團為其收入交易的委託人，並按總額確認收入。在釐定本集團是作為委託人或代理人時，本集團會考慮其是否在產品轉讓給客戶之前取得對產品的控制權。控制權指本集團有能力直接使用產品並從中獲得絕大部分餘下的利益。

當產品的控制權轉移至客戶時，則將本集團預期可收取的承諾代價金額(代第三方收取者除外)確認為收入。收入不包括增值稅，且須扣減任何交易折扣、回扣及退貨。

付款條款及條件因客戶而異，並基於與客戶訂立的合約或採購訂單中制定的賬單時間表，但本集團一般在客戶接受後8個月內向客戶提供信貸條款。本集團利用國際財務報告準則第15號第63段的實際權宜方法，當融資期限為12個月或以下時，不會就重大融資部分的任何影響而調整代價。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(r) Revenue and other income (continued)

(i) Revenue from contracts with customers (continued)

The Group typically offers customers that are not made-to-order rights of return for a period of 7-20 days upon customer acceptance. Such rights of return give rise to variable consideration. The Group uses an expected value approach to estimate variable consideration based on the Group's current and future performance expectations and all information that is reasonably available. This estimated amount is included in the transaction price to the extent it is highly probable that a significant reversal of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is resolved. At the time of sale of goods, the Group recognises revenue after taking into account adjustment to transaction price arising from returns as mentioned above. A refund liability is recognised for the expected returns, and is included in other payables. A right to recover returned goods (included in inventories) and corresponding adjustment to cost of sales are also recognised for the right to recover products from customers. This right to recover returned goods is measured at the former carrying amount of the inventory less any expected costs to recover goods (including potential decreases in the value of the returned goods).

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

For sales to distributors, once the products are delivered to the location designated by the distributor which is the point at which the control of the goods is considered to have been transferred to the distributor and the point at which revenue is recognised.

For sales through consignees, once the products are sold to end users by the consignee, the control of the goods is considered to have been transferred in accordance with the terms of consignment agreements and revenue is recognised at that point.

For sales through retailing, once the products are sold to end users, the control of the goods is considered to have been transferred and the point at which revenue is recognised.

1 重大會計政策(續)

(r) 收入及其他收入(續)

(i) 來自客戶合約之收入(續)

本集團通常向非訂制訂單客戶提供客戶接納後為期7至20天的退貨權。有關退貨權會產生可變代價。本集團根據本集團當前及未來業績估計及所有合理可得的資料，採用預計價值法估計可變代價。該估計價值包含在交易價格中，前提是當與可變代價相關的不確定因素得以解決時，已確認的累計收入很可能不會發生重大撥回。在銷售商品時，本集團在考慮上述退貨對交易價格作出的調整後確認收入。退款負債就預期回報確認，並計入其他應付款項。收回退回貨品(計入存貨中)的權利及相應的銷售成本調整亦被確認為向客戶收回產品的權利。收回退回貨品的權利按存貨的原賬面值減收回貨品的任何預期成本(包括退回貨品價值的潛在減少)計量。

有關本集團收入及其他收入確認政策的進一步詳情載列如下：

就向分銷商作出的銷售而言，一旦產品交付至分銷商指定的地點時，貨物的控制權此時即被視為已轉移至分銷商，而本集團會於此時確認收入。

就透過代銷商作出的銷售而言，產品一旦透過代銷商售予終端用戶，貨物的控制權即被視為已根據代銷協議的條款轉移，而本集團會於此時確認收入。

就零售銷售而言，產品一旦售予終端用戶，貨物的控制權即被視為已轉移，而本集團會於此時確認收入。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(r) Revenue and other income (continued)

(ii) Revenue from other sources and other income

(a) Interest income

Interest income is recognised using the effective interest method. The “effective interest rate” is 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. In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

(b) Government grants

Government grants are recognised in the 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 initially recognised as deferred income and subsequently recognised in profit or loss on a systematic basis over the useful life of the asset.

(c) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

(s) Translation of foreign currencies

Items included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity (“functional currency”). The functional currency of the Company and its subsidiaries outside mainland China is Hong Kong dollars and the functional currency of the subsidiaries in mainland China is Renminbi.

1 重大會計政策(續)

(r) 收入及其他收入(續)

(ii) 來自其他來源之收入及其他收入

(a) 利息收入

利息收入採用實際利率法確認。「實際利率」指將金融資產在預期年期內將估計未來所收取現金貼現至該金融資產賬面總值的利率。在計算利息收入時，實際利率適用於資產的賬面總值(於資產未發生信貸減值時)。然而，對於初始確認後已發生信貸減值的金融資產，則根據該金融資產的攤餘成本採用實際利率計算來確定利息收入。如資產不再發生信貸減值，則利息收入的計算將恢復到總額基礎。

(b) 政府補助

當可以合理確定本集團將會收到政府補助並會履行該等補助的附帶條件時，便會初步於財務狀況表內確認政府補助。用於彌補本集團已產生費用的補助乃於費用產生的相同期間有系統地於損益內確認為收入。用於彌補本集團資產成本的補助初步確認為遞延收入，其後則於該資產的可使用年期有系統地於損益內確認。

(c) 來自經營租賃的租金收入

經營租賃的應收租金收入在租賃期所涵蓋的期間以等額分期於損益確認，倘另有一種方法更能代表從租賃資產的使用中獲取利益的形態，則為例外。所授出的租賃激勵作為應收租賃款項淨額總額的組成部分於損益確認。不取決於指數或利率的可變租賃款項於賺取的會計期間確認為收入。

(s) 外幣換算

載於本集團各實體財務報表的項目以最能反映有關該實體的相關事宜及環境的經濟特徵的貨幣(「功能貨幣」)計量。本公司及其中國內地境外附屬公司的功能貨幣為港元，而其中國內地附屬公司的功能貨幣則為人民幣。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(s) Translation of foreign currencies (continued)

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 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.

The results of operations outside mainland China are translated into Renminbi at the average exchange rates for the year which approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Renminbi at the closing foreign exchange rates ruling at the end of reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of an operation outside mainland China, 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.

(t) 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 year in which they are incurred.

(u) Research and development

Research and development costs comprise all costs that are directly attributable to research and development activities or that can be allocated on a reasonable basis to such activities. Because of the nature of the Group's research and development activities, the criteria for the recognition of such costs as an asset are generally not met until late in the development stage of the project when the remaining development costs are immaterial. Hence both research costs and development costs are generally recognised as expenses in the period in which they are incurred.

1 重大會計政策(續)

(s) 外幣換算(續)

年內的外幣交易按交易日的匯率換算。以外幣計值的貨幣資產及負債則按於報告期末的匯率換算。匯兌盈虧於損益內確認。

以外幣按歷史成本計量的非貨幣資產及負債按交易日的匯率換算。交易日為公司初步確認有關非貨幣資產或負債的日期。

中國內地境外業務的營運業績按年內與交易日匯率相若的平均匯率換算為人民幣。財務狀況表的項目按於報告期末的匯率換算為人民幣。由此產生的匯兌差額於其他全面收益內確認並單獨於匯兌儲備權益中累計。

出售中國內地境外的業務時，有關海外業務的累計匯兌差額在出售損益獲確認時由權益重新分類至利潤或虧損。

(t) 借貸成本

凡直接與收購、建造或生產某項資產(該資產必須經過頗長時間籌備以作預定用途或銷售)有關的借貸成本，均資本化為該資產的部分成本。其他借貸成本均於產生年度內支銷。

(u) 研究及開發

研發成本包括所有直接由研發活動產生之成本，或可合理分配至有關活動之成本。基於本集團研發活動之性質，有關成本確認為資產之條件一般須在專案開發階段之後期才達成，而餘下之開發成本已微不足道。因此，研究成本及開發成本一般於發生期間內確認為開支。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(v) Related parties

(i) A person, or a close member of that person's family, is related to the Group if that person:

- (a) has control or joint control over the Group;
- (b) has significant influence over the Group; or
- (c) is a member of the key management personnel of the Group or the Group's parent.

(ii) An entity is related to the Group if any of the following conditions applies:

- (a) 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).
- (b) 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).
- (c) Both entities are joint ventures of the same third party.
- (d) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (e) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (f) The entity is controlled or jointly controlled by a person identified in (i).
- (g) A person identified in (i)(a) 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).
- (h) 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.

1 重大會計政策(續)

(v) 關連方

(i) 倘屬以下人士，則該人士或該人士的近親家庭成員與本集團有關連：

- (a) 控制或共同控制本集團；
- (b) 對本集團有重大影響力；或
- (c) 為本集團或本集團母公司的主要管理層成員。

(ii) 倘符合以下任何條件，即實體與本集團有關連：

- (a) 實體與本集團屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
- (b) 一家實體為另一實體的聯營公司或合營企業(或為另一實體為成員公司的集團成員公司的聯營公司或合營企業)。
- (c) 兩家實體均為同一第三方的合營企業。
- (d) 一家實體為第三方實體的合營企業，而另一實體為同一第三方實體的聯營公司。
- (e) 實體為本集團或與本集團有關連的實體就僱員利益而設的離職後福利計劃。
- (f) 實體受(i)所述人士控制或共同控制。
- (g) 於(i)(a)所述人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (h) 實體、或一家集團之任何成員公司(為集團之一部分)向本集團或本集團母公司提供主要管理人員服務。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(v) Related parties (continued)

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

(w) 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.

The Group operates in a single business segment, manufacturing and sale of menswear and accessories in the PRC. Accordingly, no segmental analysis is presented.

2 CHANGES IN ACCOUNTING POLICIES

The IASB has issued a number of amendments to IFRSs that are first effective for the current accounting period of the Group, except for the amendments to IAS 12, Income taxes: Deferred tax related to assets and liabilities arising from a single transaction, the rest of the developments have not had a material effect on how the Group's results and financial position for the current or prior periods 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.

1 重大會計政策(續)

(v) 關連方

個別人士的近親家庭成員是指與該實體交易時預期可影響該個別人士或受該個別人士影響的家庭成員。

(w) 分部報告

營運分部及各分部項目於財務報表所呈報的金額與定期向本集團主要高級執行管理層提供以向本集團的各業務範圍及地理分佈分配資源以及評估其表現的財務資料一致。

個別重大營運分部不會因財務報告而進行聚合，惟各分部具有類似的經濟特徵，以及產品與服務的性質、生產過程的性質、客戶類型或級別、分銷產品或提供服務所用的方法及監管環境的性質雷同的情況除外。不屬重大的個別營運分部倘符合絕大部分此等標準則可能進行聚合。

本集團經營單一業務分部，即於中國製造及銷售男裝及配飾。因此，並無呈列分部分析。

2 會計政策變更

國際會計準則委員會已頒佈若干於本集團當前會計期間首次生效的國際財務報告準則的修訂，除國際會計準則第12號(修訂本)，所得稅：與單一交易產生的資產及負債有關之遞延稅項以外，其餘修訂並無對本集團於當前期間或過往期間的業績及財務狀況的編製或呈列方式有重大影響。本集團並無採用任何在當前會計期間尚未生效的新準則或詮釋。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

2 CHANGES IN ACCOUNTING POLICIES (CONTINUED)

Amendments to IAS 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 24(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 IAS 12.

3 REVENUE

The principal activities of the Group are manufacturing and sale of branded menswear and related accessories in the PRC. Revenue represents the sales value of goods sold less returns, discounts, rebates and value added taxes ("VAT").

The Group's revenue, expenses, results, assets and liabilities are predominantly attributable to a single geographical region, which is mainland China. Therefore, no analysis by geographical regions is presented.

During the years ended 31 December 2023 and 2022, there was no customer with whom transactions exceeded 10% of the Group's revenue. Details of concentrations of credit risk arising from customers are set out in note 29(a).

2 會計政策變更(續)

國際會計準則第12號(修訂本)，所得稅：與單一交易產生的資產及負債有關之遞延稅項

該等修訂本縮小了初步確認豁免的範圍，使其不適用於在初步確認產生相等且可抵銷暫時性差額的交易(例如租賃及清拆負債)。就租賃及清拆負債而言，相關遞延稅項資產及負債須自己呈列的最早比較期間開始時確認，並於該日將任何累計影響確認為保留盈利或其他權益組成部分的調整。就所有其他交易而言，有關修訂本應用於已呈列的最早期間開始後進行的該等交易。

於應用該等修訂本前，本集團並無於租賃交易應用初步確認豁免，並已確認相關遞延稅項，惟本集團先前按淨額基準釐定產生自使用權資產及相關租賃負債就單一交易產生的暫時差額則除外。於應用該等修訂本後，本集團分開釐定使用權資產及租賃負債相關的暫時差額。該變動主要對附註24(b)中遞延稅項資產及負債部分的披露構成影響，惟並無對於綜合財務狀況表中呈列的整體遞延稅項結餘構成影響，乃由於根據國際會計準則第12號相關遞延稅項結餘合資格可予抵銷。

3 收入

本集團的主要業務為於中國製造及銷售品牌男裝及相關配飾。收入指已售貨品銷售額扣除退貨、折扣、回扣及增值稅(「增值稅」)。

本集團收入、開支、業績、資產及負債絕大部分來自單一地區(即中國內地)。因此，概無呈列地區分析。

截至二零二三年及二零二二年十二月三十一日止年度，概無客戶與本集團的交易額超過本集團收入的10%。有關客戶所產生集中信貸風險的詳情載於附註29(a)。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

3 REVENUE (CONTINUED)

The Group has applied the practical expedient in paragraph 121 of IFRS 15 to its sales contracts that had an original expected duration of one year or less and does not disclose information about remaining performance obligations as at 31 December 2022 and 2023.

4 OTHER NET INCOME

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Government grants (Note)	政府補助(附註)	47,518	57,900
Rental income from investment properties	投資物業租金收入	4,642	3,638
Compensation income in respect of suppliers' fault	有關供應商失誤賠償收入	1,782	2,569
Impairment losses on investment property (Note 13)	投資物業的減值虧損(附註13)	(4,820)	-
Others	其他	1,930	7,439
		51,052	71,546

Note: Government grants included a total amount of RMB47,518,000 (2022: RMB57,900,000) received from several local government authorities in the PRC for the Group's contribution to local economies, of which the entitlements were unconditional and under the discretion of the relevant authorities.

3 收入(續)

本集團已就其原訂預計期限為一年或以內的銷售合約應用國際財務報告準則第15號第121段的實際權宜方法，且並無披露於二零二二年及二零二三年十二月三十一日的剩餘履約責任。

4 其他收入淨額

附註：政府補助包括因本集團對地方經濟的貢獻而獲中國若干地方政府機關發放總額人民幣47,518,000元(二零二二年：人民幣57,900,000元)，其中補助是無條件的，並由有關機關酌情決定。

5 NET FINANCE INCOME

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Interest income on financial assets measured at amortised cost	按攤銷成本計量的金融資產的利息收入	81,752	52,216
Net foreign exchange loss	匯兌虧損淨額	(2,704)	(6,542)
Interest on lease liabilities (Note 19(c))	租賃負債利息(附註19(c))	(5,777)	(7,456)
Interest on bank loans (Note 19(c))	銀行貸款利息(附註19(c))	(26,099)	(10,490)
		47,172	27,728

5 融資收入淨額

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

6 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting):

6 除稅前利潤

除稅前利潤已扣除/(計入)：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
(a) Staff costs:	(a) 員工成本：		
Salaries, wages and other benefits	薪金、工資及其他福利	377,160	334,095
Contributions to defined contribution retirement plans (Note 27)	定額供款退休計劃的供款(附註27)	14,762	11,037
Equity-settled share-based payment expense (Note 28)	以股份為基礎的股權結算開支(附註28)	1,361	2,313
		393,283	347,445
(b) Other items:	(b) 其他項目：		
Amortisation of intangible assets (Note 15)	無形資產攤銷(附註15)	3,362	4,016
Depreciation	折舊		
– owned property, plant and equipment (Note 12)	– 自有物業、廠房及設備(附註12)	116,474	111,269
– investment properties (Note 13)	– 投資物業(附註13)	7,091	4,037
– right-of-use assets (Note 14)	– 使用權資產(附註14)	96,932	109,980
Short term lease rental expenses (Note 19(d))	短期租賃的租金開支(附註19(d))	8,360	9,773
Variable lease payments not included in the measurement of lease liabilities (Note 19(d))	不包括在租賃負債計量的可變租賃付款(附註19(d))	26,786	14,191
Auditor's remuneration	核數師酬金	3,480	3,450
Cost of inventories (Note (i))	存貨成本(附註(i))	1,836,960	1,665,975
Subcontracting charges (Note (ii))	分包費用(附註(ii))	352,492	327,290
Research and development costs	研發成本	114,939	124,206
Gain on disposal of property, plant and equipment and right-of-use assets	處置物業、廠房及設備以及使用權資產的收益	(3,053)	(8,542)
Impairment losses on trade receivables (Note 17)	應收貿易賬款減值虧損(附註17)	5,836	12,696
(Reversal of impairment losses)/ impairment losses on right-of-use assets (Note 14)	使用權資產(減值虧損撥回)/減值虧損(附註14)	(2,456)	4,243

Notes:

- (i) Cost of inventories sold includes research and development costs, subcontracting charges, related staff costs, and depreciation totalling RMB579,377,000 (2022: RMB568,796,000) included in items disclosed above.
- (ii) Subcontracting charges include service charges and auxiliary raw material costs payable to subcontractors.

附註：

- (i) 已售存貨成本包括上文所披露項目內的研發成本、分包費用、相關員工成本及折舊合共人民幣579,377,000元(二零二二年：人民幣568,796,000元)。
- (ii) 分包費用包括應付分包商的服務費用及輔助原材料成本。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

7 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

(a) Income tax in the consolidated statement of profit or loss and other comprehensive income represents:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Current tax – PRC Corporate Income Tax (Note 24(a))	即期稅項 — 中國企業所得稅 (附註 24(a))	109,212	105,035
Deferred tax (Note 24(b))	遞延稅項 (附註 24(b))	18,176	(6,310)
		127,388	98,725

Notes:

- (i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI.
- (ii) No provision for Hong Kong Profits Tax has been made as the Group did not have assessable profits subject to Hong Kong Profits Tax for the years ended 31 December 2023 and 2022.
- (iii) Taxation for the Group's PRC subsidiaries is calculated using the income tax rates applicable to the subsidiaries. In accordance with the relevant PRC Corporate Income Tax Law, regulations and implementation guidance notes, one of the subsidiaries has been granted Advanced and New Technology Enterprise status which entitles the subsidiary to a reduced income tax rate at 15% for 2022 and 2023. In addition, two of the Group's subsidiaries incorporated in the Tibet Autonomous Region of the PRC are entitled to a reduced income tax rate at 15% for 2022 and 2023.
- (iv) According to the Corporate Income Tax Law and its implementation rules, dividends receivable by non- PRC corporate residents from PRC enterprises are subject to withholding tax at a rate of 10%. In addition, under the Sino-Hong Kong Double Tax Arrangement and its relevant regulations, a qualified Hong Kong tax resident will be liable for withholding tax at the rate of 5% for dividend income derived from the PRC if the Hong Kong tax resident is the "beneficial owner" and holds 25% or more of the equity interests of the PRC company. Deferred tax liabilities have been provided for in this regard based on the expected dividends to be distributed from the Group's PRC subsidiaries in the foreseeable future in respect of the profits generated since 1 January 2008.

Deferred tax included PRC dividend withholding tax of RMB18,550,000 provided for the year (2022: RMB15,750,000).

7 綜合損益及其他全面收益表內的所得稅

(a) 綜合損益及其他全面收益表內的所得稅指以下各項：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Current tax – PRC Corporate Income Tax (Note 24(a))	即期稅項 — 中國企業所得稅 (附註 24(a))	109,212	105,035
Deferred tax (Note 24(b))	遞延稅項 (附註 24(b))	18,176	(6,310)
		127,388	98,725

附註：

- (i) 根據開曼群島及英屬處女群島(「英屬處女群島」)的條例及規例，本集團毋須繳納任何開曼群島及英屬處女群島的所得稅。
- (ii) 由於本集團於截至二零二三年及二零二二年十二月三十一日止年度並無須繳納香港利得稅的應課稅利潤，故並無就香港利得稅作出任何撥備。
- (iii) 本集團中國附屬公司的稅項以該等附屬公司所適用的所得稅稅率計算。根據相關中國企業所得稅法、條例及實施指引，其中一家附屬公司已獲授高新技術企業資格，有權於二零二二年及二零二三年享有15%的較低所得稅稅率。此外，本集團其中兩家於中國西藏自治區註冊成立的附屬公司在二零二二年及二零二三年享有15%的較低所得稅稅率。
- (iv) 根據企業所得稅法及其實施條例，非中國居民企業獲中國企業派發股息時，將按10%稅率繳付扣繳稅。此外，根據中國內地與香港的避免雙重徵稅安排及其相關法規，合資格香港稅務居民如屬中國公司的「實益擁有人」及持有其25%或以上的股本權益，該香港稅務居民將須承擔源自中國的股息收入的5%扣繳稅。根據本集團中國附屬公司在可見將來會派發自二零零八年一月一日起所產生利潤的預期股息，已就遞延稅項負債作撥備。

遞延稅項包括年內計提的中國股息扣繳稅人民幣18,550,000元(二零二二年：人民幣15,750,000元)。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

7 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

7 綜合損益及其他全面收益表內的所得稅(續)

(b) 按適用稅率計算的稅項開支與會計利潤之間的對賬：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Profit before taxation	除稅前利潤	657,815	546,786
Notional tax on profit before taxation, calculated at the rates applicable in the tax jurisdictions concerned	除稅前利潤的名義稅項，按有關稅務司法管轄權區的適用稅率計算	162,959	130,756
Tax effect of non-deductible expenses	不可扣稅支出的稅務影響	3,493	5,248
Tax effect of non-taxable income	免課稅收入的稅務影響	(111)	(12)
Tax effect of tax concessions (Note 7(a)(iii))	稅務優惠的稅務影響(附註7(a)(iii))	(46,994)	(49,637)
Over-provision in prior year	上年度超額撥備	(10,509)	(3,380)
Withholding tax effect of undistributed profits retained by PRC subsidiaries (Note 24(b))	中國附屬公司未分派保留溢利的扣繳稅影響(附註24(b))	18,550	15,750
Actual tax expense	實際稅項開支	127,388	98,725

Notes to the Financial Statements (Continued)**財務報表附註** (續)

(Expressed in Renminbi) (以人民幣為單位)

8 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

8 董事薪酬

根據香港《公司條例》第383(1)條及公司規例第二部分(關於董事福利的資料披露)所披露的董事薪酬如下：

		Basic salaries, allowances and other benefits 基本薪金、津貼及其他福利		Contributions to retirement benefit scheme 退休福利計劃供款	Discretionary bonuses 酌情花紅	2023 Total 二零二三年總計
		Fees 袍金	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Executive Directors	執行董事					
Wang Liang Xing	王良星	-	1,300	13	-	1,313
Wang Cong Xing	王聰星	-	780	13	-	793
Pan Rong Bin	潘榮彬	-	1,227	13	-	1,240
Non-Executive Director	非執行董事					
Wang Dong Xing	王冬星	-	1,040	13	-	1,053
Cai Rong Hua	蔡榮華	-	585	13	-	598
Hu Cheng Chu	胡誠初	-	585	-	-	585
Independent Non-executive Directors	獨立非執行董事					
Lu Hong Te	呂鴻德	200	-	-	-	200
Lai Shixian	賴世賢	200	-	-	-	200
Zhang Shengman	章晟曼	156	-	-	-	156
Total	總計	556	5,517	65	-	6,138

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

8 DIRECTORS' EMOLUMENTS (CONTINUED)

8 董事薪酬(續)

		Fees	Basic salaries, allowances and other benefits	Contributions to retirement benefit scheme	Discretionary bonuses	2022 Total
		RMB'000	基本薪金、 津貼及 其他福利	退休福利 計劃供款	酌情花紅	二零二二年 總計
		人民幣千元	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive Directors	執行董事					
Wang Dong Xing	王冬星	-	1,040	13	-	1,053
Wang Liang Xing	王良星	-	1,300	13	-	1,313
Wang Cong Xing	王聰星	-	780	13	-	793
Cai Rong Hua	蔡榮華	-	585	13	-	598
Hu Cheng Chu	胡誠初	-	585	-	-	585
Pan Rong Bin	潘榮彬	-	1,040	13	-	1,053
Independent Non-executive Directors	獨立非執行董事					
Lu Hong Te	呂鴻德	199	-	-	-	199
Nie Xing	聶星	199	-	-	-	199
Lai Shixian	賴世賢	199	-	-	-	199
Total	總計	597	5,330	65	-	5,992

Mr. Wang Dong Xing, Mr. Cai Rong Hua and Mr. Hu Cheng Chu were re-designated as non-executive Directors of the Company on 11 December 2023. They are executive Directors of the Company before 11 December 2023 and their emolument disclosed above include those for services rendered by as executive Directors.

王冬星先生、蔡榮華先生及胡誠初先生於二零二三年十二月十一日獲調任為本公司非執行董事。彼等於二零二三年十二月十一日前為本公司執行董事，上文披露的薪酬包括彼等作為執行董事所提供的服務的薪酬。

During the year, no amount was paid or payable by the Group to the directors of the Company ("the Directors") or any of the five highest paid individuals set out in note 9 below as an inducement to join or upon joining the Group or as compensation for loss of office.

年內，本集團概無支付或應付本公司董事(「董事」)或下文附註9載列的五名最高薪酬人士任何款項，作為加盟本集團或加盟本集團時的獎勵金，或作為離職補償。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

9 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, three (2022: four) are Directors whose emoluments are disclosed in note 8. The emoluments in respect of the remaining two (2022: one) individual are as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Salaries and other benefits	薪金及其他福利	1,359	890
Discretionary bonuses	酌情花紅	575	191
Contributions to retirement benefit schemes	退休福利計劃供款	53	16
Share-based compensation	以股份為基礎的報酬	66	-
		2,053	1,097

10 REMUNERATION OF SENIOR MANAGEMENT

Remuneration of senior management of the Group, including amounts paid to the highest paid employee other than Directors as disclosed in note 9 is as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Salaries and other benefits	薪金及其他福利	3,956	2,708
Discretionary bonuses	酌情花紅	2,342	191
Contributions to retirement benefit schemes	退休福利計劃供款	137	60
Share-based compensation	以股份為基礎的報酬	345	385
		6,780	3,344

Remunerations of the senior management of the Group are within the following bands:

		2023 二零二三年 Number of individuals 人數	2022 二零二二年 Number of individuals 人數
Nil to HK\$1,000,000	零至 1,000,000 港元	10	7
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	1	1

9 最高薪酬人士

五名最高薪酬人士當中，有三名(二零二二年：四名)為董事，彼等的薪酬已於附註8披露。其餘兩名(二零二二年：一名)人士的薪酬如下：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Salaries and other benefits	薪金及其他福利	1,359	890
Discretionary bonuses	酌情花紅	575	191
Contributions to retirement benefit schemes	退休福利計劃供款	53	16
Share-based compensation	以股份為基礎的報酬	66	-
		2,053	1,097

10 高級管理人員酬金

本集團高級管理人員的酬金(包括附註9所披露已付除董事外最高薪酬僱員的款項)如下：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Salaries and other benefits	薪金及其他福利	3,956	2,708
Discretionary bonuses	酌情花紅	2,342	191
Contributions to retirement benefit schemes	退休福利計劃供款	137	60
Share-based compensation	以股份為基礎的報酬	345	385
		6,780	3,344

本集團高級管理人員的酬金屬於以下範圍：

		2023 二零二三年 Number of individuals 人數	2022 二零二二年 Number of individuals 人數
Nil to HK\$1,000,000	零至 1,000,000 港元	10	7
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	1	1

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

11 EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit for the year of RMB530,427,000 (2022: RMB448,061,000) and the weighted average number of ordinary shares in issue of 1,197,485,000 (2022: 1,197,485,000).

(b) Diluted earnings per share

There were no dilutive potential ordinary shares for the year ended 2023 and 2022; therefore, dilutive earnings per share are equivalent to the basic earnings per share.

11 每股盈利

(a) 每股基本盈利

每股基本盈利乃按年度利潤人民幣530,427,000元(二零二二年：人民幣448,061,000元)，以及已發行普通股加權平均股數1,197,485,000股(二零二二年：1,197,485,000股)計算。

(b) 每股攤薄盈利

截至二零二三年及二零二二年止年度，概無潛在攤薄普通股；因此每股攤薄盈利相當於每股基本盈利。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

12 PROPERTY, PLANT AND EQUIPMENT

12 物業、廠房及設備

		Properties and buildings 物業及樓宇 RMB'000 人民幣千元	Leasehold improvements 租賃裝修 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Office equipment 辦公室設備 RMB'000 人民幣千元	Furniture and fixtures 傢俬及裝置 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost:	成本：								
At 1 January 2022	於二零二二年一月一日	819,600	139,016	146,129	13,413	50,793	9,145	302,992	1,481,088
Additions	添置	208,972	43,262	3,759	984	3,939	1,333	19,527	281,776
Transfer from construction in progress	轉撥自在建工程	257,958	141	7,687	-	13,981	1,084	(280,851)	-
Transfer to investment properties (Note 13)	轉撥至投資物業(附註13)	(159,625)	-	-	-	-	-	-	(159,625)
Disposals	出售	-	-	(706)	(553)	(1,357)	(711)	-	(3,327)
Exchange adjustment	匯兌調整	-	61	-	-	30	8	-	99
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及二零二三年一月一日	1,126,905	182,480	156,869	13,844	67,386	10,859	41,668	1,600,011
Additions	添置	7,738	52,397	3,771	1,970	4,982	543	26,367	97,768
Transfer from construction in progress	轉撥自在建工程	6,354	-	58,896	-	3,001	-	(68,251)	-
Transfer to construction in progress	轉撥至在建工程	-	-	(4,215)	-	-	-	4,215	-
Disposals	出售	-	-	(2,570)	(1,740)	(427)	(2,067)	-	(6,804)
Exchange adjustment	匯兌調整	23	-	-	-	11	3	-	37
At 31 December 2023	於二零二三年十二月三十一日	1,141,020	234,877	212,751	14,074	74,953	9,338	3,999	1,691,012
Accumulated depreciation:	累計折舊：								
At 1 January 2022	於二零二二年一月一日	71,620	91,761	56,563	8,352	45,314	7,295	-	280,905
Transfer to investment properties (Note 13)	轉撥至投資物業(附註13)	(2,460)	-	-	-	-	-	-	(2,460)
Charge for the year	年度折舊	43,629	40,565	15,335	1,064	8,414	2,262	-	111,269
Written back on disposals	出售後撥回	-	-	(545)	(525)	(1,202)	(473)	-	(2,745)
Exchange adjustment	匯兌調整	-	61	-	-	29	8	-	98
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及二零二三年一月一日	112,789	132,387	71,353	8,891	52,555	9,092	-	387,067
Transfer to construction in progress	轉撥至在建工程	-	-	(1,099)	-	-	-	1,099	-
Charge for the year	年度折舊	50,436	35,905	19,762	1,294	7,033	2,044	-	116,474
Written back on disposals	出售後撥回	-	-	(2,389)	(1,489)	(399)	(1,968)	-	(6,245)
Exchange adjustment	匯兌調整	23	-	-	-	11	3	-	37
At 31 December 2023	於二零二三年十二月三十一日	163,248	168,292	87,627	8,696	59,200	9,171	1,099	497,333
Net book value:	賬面淨值：								
At 31 December 2023	於二零二三年十二月三十一日	977,772	66,585	125,124	5,378	15,753	167	2,900	1,193,679
At 31 December 2022	於二零二二年十二月三十一日	1,014,116	50,093	85,516	4,953	14,831	1,767	41,668	1,212,944

Construction in progress comprises costs incurred on buildings and plant and equipment not yet completed at the end of the respective reporting periods.

在建工程包括於各報告期末尚未完工的樓宇、廠房及設備已產生的成本。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

13 INVESTMENT PROPERTIES**13 投資物業**

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Cost:	成本：		
At 1 January	於一月一日	307,618	147,993
Transfer from property, plant and equipment (Note 12)	轉撥自物業、廠房及設備(附註12)	-	159,625
At 31 December	於十二月三十一日	307,618	307,618
Accumulated depreciation and impairment:	累計折舊及減值：		
At 1 January	於一月一日	35,718	29,221
Transfer from property, plant and equipment (Note 12)	轉撥自物業、廠房及設備(附註12)	-	2,460
Charge for the year	年度折舊	7,091	4,037
Impairment losses	減值虧損	4,820	-
At 31 December	於十二月三十一日	47,629	35,718
Net book value:	賬面淨值：		
At 31 December	於十二月三十一日	259,989	271,900

Investment properties represent retail outlets and office premises that are leased to distributors and a property management company. As at 31 December 2023, the fair value of the investment properties as determined by the Directors of the Company by reference to the market price of similar properties in the respective area amounted to RMB304,491,000 (2022: RMB369,064,000).

As at 31 December, as of the decreasing market price of retail outlets, the Group assessed the recoverable amounts of the retail outlets and as a result the carrying amount of two retail outlets were written down to their recoverable amount of RMB59,273,000. An impairment loss of RMB4,820,000 was recognised in "other net income". The estimates of recoverable amount were based on the retail outlets' fair values less costs of disposal, using market comparison approach by reference to recent sales price of similar assets. The fair value on which the recoverable amount is based on is categorised as level 3 measurement.

投資物業為租賃予分銷商及一家物業管理公司的零售店舖及辦公物業。於二零二三年十二月三十一日，由本公司董事經參考有關地區類似物業的市價後釐定的投資物業公平值總額為人民幣304,491,000元(二零二二年：人民幣369,064,000元)。

於十二月三十一日，由於零售店舖的市價下跌，本集團評估了零售店的可收回金額，因此兩家零售店舖的賬面值減值至其可收回金額人民幣59,273,000元。減值虧損人民幣4,820,000元於「其他收入淨額」中確認。可收回金額的估計乃根據零售店舖的公平值減出售成本使用市場比較法計算，並經參考業內同類資產的近期銷售價得出。可收回金額所依據之公允價值分類為第三級計量。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

14 RIGHT-OF-USE ASSETS**14 使用權資產**

		Land use rights 土地使用權 RMB'000 人民幣千元	Properties leased for own use 租賃作自用的物業 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost:	成本：			
At 1 January 2022	於二零二二年一月一日	143,659	290,947	434,606
Additions	添置	-	106,784	106,784
Disposals	處置	-	(130,891)	(130,891)
Exchange adjustment	匯兌調整	-	262	262
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及二零二三年一月一日	143,659	267,102	410,761
Additions	添置	-	102,637	102,637
Disposals	處置	-	(53,714)	(53,714)
Exchange adjustment	匯兌調整	-	59	59
At 31 December 2023	於二零二三年十二月三十一日	143,659	316,084	459,743
Accumulated depreciation and impairment:	累計折舊及減值：			
At 1 January 2022	於二零二二年一月一日	20,158	125,011	145,169
Charge for the year	年度折舊	3,557	106,423	109,980
Impairment loss	減值虧損	-	4,243	4,243
Disposals	處置	-	(98,990)	(98,990)
Exchange adjustment	匯兌調整	-	212	212
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及二零二三年一月一日	23,715	136,899	160,614
Charge for the year	年度折舊	2,958	93,974	96,932
Reversal of impairment loss	減值虧損撥回	-	(2,456)	(2,456)
Disposals	處置	-	(44,337)	(44,337)
Exchange adjustment	匯兌調整	-	13	13
At 31 December 2023	於二零二三年十二月三十一日	26,673	184,093	210,766
Net book value:	賬面淨值：			
At 31 December 2023	於二零二三年十二月三十一日	116,986	131,991	248,977
At 31 December 2022	於二零二二年十二月三十一日	119,944	130,203	250,147

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

14 RIGHT-OF-USE ASSETS (CONTINUED)

The Group's right-of-use assets contain land use rights and properties leased for own use. The interest of land use rights in the PRC are prepaid upon acquisition. The leases related to properties are typically run for an initial period of one to five years. Some leases include an option to renew the lease upon expiry when all terms are renegotiated. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants and restrictions. As at 31 December 2023, rental deposits of RMB41,650,000 (2022: RMB41,625,000) were paid for the leases, which will be held by the lessors throughout the respective lease terms.

15 INTANGIBLE ASSETS

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Cost:	成本：		
At 1 January	於一月一日	39,463	37,687
Additions	添置	2,411	1,776
At 31 December	於十二月三十一日	41,874	39,463
Accumulated amortisation:	累計攤銷：		
At 1 January	於一月一日	34,784	30,768
Charge for the year	年度折舊	3,362	4,016
At 31 December	於十二月三十一日	38,146	34,784
Net book value:	賬面淨值：		
At 31 December	於十二月三十一日	3,728	4,679

Intangible assets represent the enterprise resource planning and information technology system software.

The amortisation charge for the year is included in administrative expenses in the consolidated statement of profit or loss and other comprehensive income.

14 使用權資產(續)

本集團使用權資產包括土地使用權及租賃作自用的物業。中國土地使用權之權益於購買時預付。有關物業的租賃初步期限通常為一至五年。若干租賃包括有權於租賃屆滿時重新協商所有條款後予以重簽。租期按個別基準磋商，並載有廣泛類別的不同條款及條件。租賃協議不會施加任何契諾及限制。於二零二三年十二月三十一日，就租賃已支付租金按金為人民幣41,650,000元(二零二二年：人民幣41,625,000元)，租金按金於分別租賃期內由出租人持有。

15 無形資產

無形資產指企業資源規劃及資訊技術系統軟件。

本年度攤銷費用已計入綜合損益及其他全面收益表的行政開支內。

Notes to the Financial Statements (Continued)**財務報表附註** (續)

(Expressed in Renminbi) (以人民幣為單位)

16 INVENTORIES

(a) Inventories in the consolidated statement of financial position comprise:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Raw materials	原材料	133,551	154,582
Work-in-progress	在製品	44,442	44,697
Finished goods	製成品	647,677	685,863
		825,670	885,142

(b) An analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Carrying amount of inventories sold	已出售存貨的賬面值	1,796,688	1,588,216
Write-down of inventories	存貨撇減	40,272	77,759
		1,836,960	1,665,975

16 存貨

(a) 綜合財務狀況表內的存貨包括：

(b) 確認為開支並計入損益的存貨金額分析如下：

17 TRADE AND OTHER RECEIVABLES

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Trade receivables	應收貿易賬款	422,025	551,927
Less: Loss allowance	減：虧損撥備	(29,171)	(23,335)
Trade receivables, net of loss allowance	應收貿易賬款，扣除虧損撥備	392,854	528,592
Prepayments to suppliers	預付供應商款項	1,760	2,161
Prepaid advertising expenses	預付廣告開支	740	2,233
VAT deductible	可抵扣增值稅	256,283	236,747
Other deposits, prepayments and receivables	其他訂金、預付款項及應收款項	81,404	72,892
		733,041	842,625

All of the trade and other receivables (net of loss allowance) are expected to be recovered or recognised as expense within one year.

17 應收貿易賬款及其他應收款項

預期所有應收貿易賬款及其他應收款項(扣除虧損撥備)將於一年內收回或確認為開支。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

17 TRADE AND OTHER RECEIVABLES (CONTINUED)

An ageing analysis of the trade receivables, based on the invoice date and net of loss allowance, is as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Within 3 months	三個月內	362,572	453,887
Over 3 months but within 6 months	超過三個月但六個月內	20,161	62,891
Over 6 months but within 1 year	超過六個月但一年內	10,121	11,814
		392,854	528,592

Trade receivables are due within 30-240 days (2022: 30-240 days) from the date of billing. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in note 29(a).

The movement in the loss allowance account for trade receivables during the year is as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
At 1 January	於一月一日	23,335	10,639
Impairment losses for the year	年度減值虧損	5,836	12,696
At 31 December	於十二月三十一日	29,171	23,335

18 PLEDGED BANK DEPOSITS

Bank deposits have been pledged as security for bank loans (see note 20) and bills payable (see note 21). The pledged bank deposits will be released upon the settlement of the relevant bank loans and bills payable.

17 應收貿易賬款及其他應收款項(續)

應收貿易賬款(扣除虧損撥備)按發票日期計算的賬齡分析如下:

應收貿易賬款自發票日期起計30至240天(二零二二年:30至240天)內到期。有關本集團除賬政策及應收貿易賬款所產生信貸風險的進一步詳情載於附註29(a)。

年內應收貿易賬款的虧損撥備賬變動如下:

18 已抵押銀行存款

銀行存款已抵押,作為銀行貸款(見附註20)及應付票據(見附註21)的擔保。已抵押銀行存款將於償還有關銀行貸款及應付票據後獲解除。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

19 CASH AND CASH EQUIVALENTS, FIXED DEPOSITS HELD AT BANKS, PLEDGED DEPOSITS AND OTHER CASH FLOW INFORMATION

(a) Cash and cash equivalents, fixed deposits held at banks and pledged deposits comprise:

19 現金及現金等價物、銀行定期存款、已抵押存款以及其他現金流量資料

(a) 現金及現金等價物、銀行定期存款及已抵押存款包括：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Cash and cash equivalents in the consolidated statement of financial position and consolidated statement of cash flows	綜合財務狀況表及綜合現金流量表內的現金及現金等價物		
– cash at bank and on hand	– 銀行及手頭現金	1,077,225	960,114
Fixed deposits held at banks	銀行定期存款	1,090,491	650,000
Pledged bank deposits (Note 18)	已抵押銀行存款(附註18)	971,563	281,227
Total	總計	3,139,279	1,891,341

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

19 CASH AND CASH EQUIVALENTS, FIXED DEPOSITS HELD AT BANKS, PLEDGED DEPOSITS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(a) Cash and cash equivalents, fixed deposits held at banks and pledged deposits comprise: (Continued)

At 31 December 2023, cash and cash equivalents, fixed deposits held at banks and pledged deposits held in the mainland China amounted to RMB3,118,463,000 (2022: RMB1,888,823,000). Remittance of funds out of the mainland China is subject to exchange restrictions imposed by the PRC government.

(b) Reconciliation of profit before taxation to cash generated from operations:

19 現金及現金等價物、銀行定期存款、已抵押存款以及其他現金流量資料(續)

(a) 現金及現金等價物、銀行定期存款及已抵押存款包括：(續)

於二零二三年十二月三十一日，於中國內地持有的現金及現金等價物、銀行定期存款及已抵押存款為人民幣3,118,463,000元（二零二二年：人民幣1,888,823,000元）。將資金匯出中國內地境外須受中國政府的外匯管制所規限。

(b) 除稅前利潤與經營業務所產生現金的對賬：

			2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Profit before taxation	除稅前利潤		657,815	546,786
Adjustments for:	就以下各項作出的調整：			
– Depreciation	– 折舊	6(b)	220,497	225,286
– Amortisation of intangible assets	– 無形資產攤銷	6(b)	3,362	4,016
– Equity-settled share-based payment expense	– 以股份為基礎的股權結算開支	6(a)	1,361	2,313
– Impairment losses on right-of-use assets and investment property	– 使用權資產及投資物業減值虧損	6(b)	2,364	4,243
– Gain on disposal of property, plant and equipment and right-of-use assets	– 處置物業、廠房及設備以及使用權資產的收益	6(b)	(3,053)	(8,542)
– Interest on bank loans	– 銀行貸款利息	5	26,099	10,490
– Interest on lease liabilities	– 租賃負債利息	5	5,777	7,456
– Interest income	– 利息收入	5	(81,752)	(52,216)
– Unrealised foreign exchange gain / (losses)	– 未實現的匯兌收益 / (虧損)		1,564	(930)
Changes in working capital:	營運資金變動：			
– Decrease in inventories	– 存貨減少		59,472	8,595
– Decrease/(increase) in trade and other receivables	– 應收貿易賬款及其他應收款項減少 / (增加)		97,506	(47,549)
– Decrease/(increase) in pledged bank deposits	– 已抵押銀行存款減少 / (增加)		41,542	(69,123)
– Increase in trade and other payables	– 應付貿易賬款及其他應付款項增加		154,238	125,214
– Decrease in contract liabilities	– 合同負債減少		(4,300)	(17,083)
Cash generated from operations	經營業務所產生的現金		1,182,492	738,956

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

19 CASH AND CASH EQUIVALENTS, FIXED DEPOSITS HELD AT BANKS, PLEDGED DEPOSITS 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 Group's consolidated statement of cash flows as cash flows from financing activities.

		2023 二零二三年			2022 二零二二年		
		Bank loans 銀行貸款 RMB'000 人民幣千元 (Note 20) (附註20)	Lease liabilities 租賃負債 RMB'000 人民幣千元 (Note 22) (附註22)	Total 總計 RMB'000 人民幣千元	Bank loans 銀行貸款 RMB'000 人民幣千元 (Note 20) (附註20)	Lease liabilities 租賃負債 RMB'000 人民幣千元 (Note 22) (附註22)	Total 總計 RMB'000 人民幣千元
At 1 January	於一月一日	436,526	131,926	568,452	-	123,929	123,929
Changes from financing cash flows:	融資現金流量變動：						
Proceeds from new bank loans	新銀行貸款所得款項	1,126,800	-	1,126,800	632,290	-	632,290
Repayment of bank loans	償還銀行貸款	(439,290)	-	(439,290)	(271,120)	-	(271,120)
Capital element of lease rentals paid	已付租賃之租金之本金部分	-	(98,279)	(98,279)	-	(95,484)	(95,484)
Interest element of lease rentals paid	已付租賃之租金之利息部分	-	(5,777)	(5,777)	-	(7,456)	(7,456)
Interest paid	已付利息	(6,925)	-	(6,925)	(7,754)	-	(7,754)
Total changes from financing cash flows	融資現金流量變動總額	680,585	(104,056)	576,529	353,416	(102,940)	250,476
Other changes:	其他變動：						
Increase in lease liabilities from entering into new leases during the financial year	於財政年度內訂立新租賃導致之租賃負債增加	-	102,637	102,637	-	106,784	106,784
Early termination of lease contracts	租賃合約提早終止	-	(12,265)	(12,266)	-	(40,672)	(40,672)
Interest expenses (Note 5)	利息開支(附註5)	26,099	5,777	31,876	10,490	7,456	17,946
Exchange adjustments	匯兌調整	-	39	40	-	47	47
Total other changes	其他變動總額	26,099	96,188	122,287	10,490	73,615	84,105
At 31 December	於十二月三十一日	1,143,210	124,058	1,267,268	436,526	131,926	568,452

19 現金及現金等價物、銀行定期存款、已抵押存款以及其他現金流量資料(續)

(c) 融資活動所產生負債的對賬

下表載列本集團融資活動所產生的負債變動詳情，包括現金及非現金變動。融資活動所產生的負債指過往現金流量或未來現金流量將於本集團綜合現金流量表分類為融資活動所產生的現金流量的負債。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

19 CASH AND CASH EQUIVALENTS, FIXED DEPOSITS HELD AT BANKS, PLEDGED DEPOSITS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(d) Total cash outflow for leases

Amounts included in the consolidated statement of cash flows for leases comprise the following:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Within operating cash flows (Note 6(b))	經營現金流量(附註6(b))	35,146	23,964
Within investing cash flows	投資現金流量	25	(2,671)
Within financing cash flows	融資現金流量	104,056	102,940
		139,227	124,233

These amounts relate to the following:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Leases rentals paid	已付租賃租金	139,202	126,904
Payment of/(net proceeds from) lease rental deposits	租賃之租金按金的付款/ (所得款項淨額)	25	(2,671)
		139,227	124,233

20 BANK LOANS AND FACILITIES

The analysis of the repayment schedule of bank loans is as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Within 1 year or repayable on demand	一年內或按要求償還	289,862	249,499
Over 1 year but within 2 years	超過一年但兩年內	189,000	1,000
Over 2 years but within 3 years	超過兩年但三年內	664,348	186,027
		1,143,210	436,526

19 現金及現金等價物、銀行定期存款、已抵押存款以及其他現金流量資料(續)

(d) 租賃的現金流出總額

綜合現金流量表內的租賃金額包括下列各項：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Within operating cash flows (Note 6(b))	經營現金流量(附註6(b))	35,146	23,964
Within investing cash flows	投資現金流量	25	(2,671)
Within financing cash flows	融資現金流量	104,056	102,940
		139,227	124,233

該等金額與下列各項有關：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Leases rentals paid	已付租賃租金	139,202	126,904
Payment of/(net proceeds from) lease rental deposits	租賃之租金按金的付款/ (所得款項淨額)	25	(2,671)
		139,227	124,233

20 銀行貸款及信貸額度

銀行貸款還款時間表分析如下：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Within 1 year or repayable on demand	一年內或按要求償還	289,862	249,499
Over 1 year but within 2 years	超過一年但兩年內	189,000	1,000
Over 2 years but within 3 years	超過兩年但三年內	664,348	186,027
		1,143,210	436,526

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

20 BANK LOANS AND FACILITIES (CONTINUED)

As at 31 December 2023, bank loans of RMB838,500,000 (2022: RMB188,027,000) were secured by the bank deposit of RMB900,000,000 (2022: RMB200,000,000).

As at 31 December 2023, bank loans of RMB282,800,000 (2022: RMB248,499,000), which were discounted bank acceptance bills (financing in nature), were secured by the bank deposit of RMB38,380,000 (2022: RMB42,040,000). Discounted bank acceptance bills (financing in nature) were bills of exchange which were denominated at Renminbi, measured at amortised cost and repayable within one year.

The amounts of banking facilities and the utilisation at the end of each reporting period are set out as follows:

20 銀行貸款及信貸額度(續)

於二零二三年十二月三十一日，銀行貸款人民幣838,500,000元(二零二二年：人民幣188,027,000元)由銀行存款人民幣900,000,000元(二零二二年：人民幣200,000,000元)作抵押。

於二零二三年十二月三十一日，屬於已貼現銀行承兌票據(融資性質)的銀行貸款人民幣282,800,000元(二零二二年：人民幣248,499,000元)由銀行存款人民幣38,380,000元(二零二二年：人民幣42,040,000元)作抵押。已貼現銀行承兌票據(融資性質)為以人民幣計值的匯票，按攤銷成本計量，並須於一年內償還。

於各報告期末，銀行信貸額度及已動用金額載列如下：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Facility amount	信貸額度	2,715,500	2,254,645
Utilised facility amount in respect of:	就以下項目已動用的信貸額度：		
– Bills payable (Note 21)	– 應付票據(附註21)	243,825	161,450
– Bank loans	– 銀行貸款	256,440	341,079

21 TRADE AND OTHER PAYABLES

21 應付貿易賬款及其他應付款項

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Trade payables	應付貿易賬款	485,045	418,351
Bills payable (Note ii)	應付票據(附註ii)	244,900	161,450
Trade and bills payables (Note iii)	應付貿易賬款及應付票據(附註iii)	729,945	579,801
Accrued salaries and wages	應計薪金及工資	51,100	38,812
Payables for purchase of property, plant and equipment	購買物業、廠房及設備應付款項	15,687	49,345
Retirement benefit contribution payable	應付退休福利供款	25,524	25,524
Other payables and accruals	其他應付款項及應計款項	186,373	194,336
		1,008,629	887,818

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

21 TRADE AND OTHER PAYABLES (CONTINUED)

Notes:

- (i) All of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.
- (ii) Bills payable were secured by pledged bank deposits of RMB1,305,000 (2022: RMB39,187,000) as disclosed in Note 18.
- (iii) An ageing analysis of trade and bills payables based on the invoice date is as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Within 3 months	三個月內	555,740	475,792
Over 3 months but within 6 months	超過三個月但六個月內	173,016	93,718
Over 6 months but within 1 year	超過六個月但一年內	625	6,349
Over 1 year	超過一年	564	3,942
		729,945	579,801

22 LEASE LIABILITIES

As at 31 December 2023, the lease liabilities were repayable as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Within 1 year (current)	一年內(即期)	75,306	75,241
After 1 year but within 2 years	一年後但兩年內	35,245	40,872
After 2 years but within 5 years	兩年後但五年內	13,507	15,813
Sub-total (non-current)	小計(非即期)	48,752	56,685
Total	總計	124,058	131,926

23 CONTRACT LIABILITIES

Revenue that was included in the contract liability balance at the beginning of the reporting period was fully recognised in the reporting period. The balance of contract liabilities at 31 December 2023 is expected to be recognised as revenue within one year.

21 應付貿易賬款及其他應付款項(續)

附註：

- (i) 預期所有應付貿易賬款及其他應付款項將於一年內結清或確認為收入，或應要求償還。
- (ii) 誠如附註18所披露，應付票據乃以已抵押銀行存款人民幣1,305,000元(二零二二年：人民幣39,187,000元)作擔保。
- (iii) 應付貿易賬款及應付票據按發票日期的賬齡分析如下：

22 租賃負債

於二零二三年十二月三十一日，租賃負債按以下年期償還：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Within 1 year (current)	一年內(即期)	75,306	75,241
After 1 year but within 2 years	一年後但兩年內	35,245	40,872
After 2 years but within 5 years	兩年後但五年內	13,507	15,813
Sub-total (non-current)	小計(非即期)	48,752	56,685
Total	總計	124,058	131,926

23 合同負債

於報告期初計入合同負債結餘的收入已於報告期內全部確認。於二零二三年十二月三十一日的合同負債結餘預期將於一年內被確認為收入。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

24 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Current taxation in the consolidated statement of financial position:

24 綜合財務狀況表內的所得稅

(a) 綜合財務狀況表內的即期稅項：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
At 1 January	於一月一日	194,536	174,766
Provision for PRC Corporate Income Tax (Note 7(a))	中國企業所得稅撥備(附註7(a))	109,212	105,035
PRC Corporate Income Tax paid	已付中國企業所得稅	(81,748)	(85,265)
At 31 December	於十二月三十一日	222,000	194,536
Reconciliation to the consolidated statements of financial position:	與綜合財務狀況表的對賬：		
Current tax payable	應付即期稅項	223,880	197,179
Prepaid income tax	預付所得稅	(1,880)	(2,643)
		222,000	194,536

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

24 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(b) Deferred tax assets and liabilities recognised:

The components of deferred tax assets and (liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

24 綜合財務狀況表內的所得稅(續)

(b) 已確認遞延稅項資產及負債：

於綜合財務狀況表內已確認的遞延稅項資產及(負債)組成部分及年內變動如下：

		Deferred tax assets/(deferred tax liabilities) arising from 遞延稅項資產/(遞延稅項負債)來自下列項目						
		Accrued expenses and others 計提費用及其他項目 RMB'000 人民幣千元	Impairment of trade receivables, inventories and investment property 應收貿易賬款、存貨及投資物業減值 RMB'000 人民幣千元	Tax losses of PRC subsidiaries 中國附屬公司稅項虧損 RMB'000 人民幣千元	Lease liability 租賃負債 RMB'000 人民幣千元	Right of use assets 使用權資產 RMB'000 人民幣千元	Undistributed profits of PRC subsidiaries 中國附屬公司未分派溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日	12,065	28,888	13,756	40,605	(41,210)	(8,268)	45,836
Credited/(charged) to consolidated statement of profit or loss and other comprehensive income	計入/(扣除)綜合損益及其他全面收益表	8,798	(3,132)	4,446	(9,448)	9,104	(15,750)	(5,982)
Released upon distribution of dividends	分派股息時解除	-	-	-	-	-	12,292	12,292
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及二零二三年一月一日	20,863	25,756	18,202	31,157	(32,106)	(11,726)	52,146
Credited/(charged) to consolidated statement of profit or loss and other comprehensive income	計入/(扣除)綜合損益及其他全面收益表	2,416	(9,522)	(11,297)	(279)	(767)	(18,550)	(37,999)
Released upon distribution of dividends	分派股息時解除	-	-	-	-	-	19,823	19,823
At 31 December 2023	於二零二三年十二月三十一日	23,279	16,234	6,905	30,878	(32,873)	(10,453)	33,970

Reconciliation to the consolidated statement of financial position:

與綜合財務狀況表的對賬：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	44,423	64,821
Deferred tax liabilities	遞延稅項負債	(10,453)	(12,675)
		33,970	52,146

Notes to the Financial Statements (Continued)**財務報表附註(續)**

(Expressed in Renminbi) (以人民幣為單位)

24 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)**(c) Deferred tax liabilities not recognised**

The Group is subject to 5% withholding tax on dividends receivable from its PRC subsidiaries in respect of their profits generated. As at 31 December 2023, deferred tax liabilities in respect of temporary differences relating to such undistributed profits of RMB2,983,183,000 (2022: RMB2,936,432,000) were not recognised as the Company controls the dividend policy of these subsidiaries and it has been determined that those profits will not be distributed in the foreseeable future.

There were no other significant temporary differences relating to deferred tax assets or liabilities not provided for as at 31 December 2023 and 2022.

24 綜合財務狀況表內的所得稅(續)**(c) 未確認遞延稅項負債**

本集團須就來自其中國附屬公司所產生利潤中派發的股息繳納5%的扣繳稅。由於本公司掌控此等附屬公司的股息政策，並已確定不會於可見未來分派該等利潤，故於二零二三年十二月三十一日，並未就與該等未分派利潤人民幣2,983,183,000元(二零二二年：人民幣2,936,432,000元)有關的暫時差額確認遞延稅項負債。

概無與於二零二三年及二零二二年十二月三十一日遞延稅項資產或負債有關的其他重大暫時差額並未計提。

25 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION**25 公司層面的財務狀況表**

	Note	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Non-current asset			
Investment in a subsidiary		145,054	140,913
Current assets			
Amount due from a subsidiary		259,920	242,627
Prepayments and other receivables		251	210
Cash and cash equivalents		123	142
		260,294	242,979
Current liabilities			
Amount due to a subsidiary		2,317	2,250
Other payables and accruals		85	82
		2,402	2,332
Net current assets		257,892	240,647
Net assets		402,946	381,560
Capital and reserves			
Share capital	26(a)	105,517	105,517
Reserves		297,429	276,043
Total equity		402,946	381,560

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

26 CAPITAL, RESERVES AND DIVIDENDS

(a) Share capital

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Authorised:	法定：		
100,000,000,000 shares of HK\$0.10 each	100,000,000,000 股 每股面值0.10港元的股份	10,000,000	10,000,000

26 資本、儲備及股息

(a) 股本

		Number of shares 股份數目 '000 千股	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元	RMB'000 人民幣千元
Issued and fully paid:	已發行及繳足：			
At 1 January and 31 December 2023 and 2022	於二零二三年及 二零二二年一月一日及 十二月三十一日	1,197,485	119,748	105,517

Notes to the Financial Statements (Continued)**財務報表附註** (續)

(Expressed in Renminbi) (以人民幣為單位)

26 CAPITAL, RESERVES AND DIVIDENDS**(b) 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 between the beginning and the end of the year are set out below:

The Company

26 資本、儲備及股息 (續)**(b) 權益組成部分變動**

本集團綜合權益各組成部分於期初及期末結餘的對賬載於綜合權益變動表。本公司權益個別組成部分於年初至年終的變動詳情載列如下：

本公司

		Share capital 股本 (Note 26(a)) (附註26(a))	Share premium 股份溢價 (Note 26(d)(i)) (附註26(d)(i))	Capital reserve 資本儲備 (Note 26(d)(iii)) (附註26(d)(iii))	Exchange reserve 匯兌儲備 (Note 26(d)(iv)) (附註26(d)(iv))	Retained profits 保留溢利	Total equity 權益總額
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日	105,517	31,411	6,063	(27,304)	246,732	362,419
Changes in equity for 2022:	二零二二年權益變動：						
Total comprehensive income for the year	年度全面收益總額	-	-	-	19,997	337,740	357,737
Equity-settled share-based payment	以股份為基礎的股權結算開支	26(d)(iii)	-	2,313	-	-	2,313
Dividends approved in respect of the previous year	已批准上一年度股息	26(c)	-	-	-	(156,649)	(156,649)
Dividends declared in respect of the current year	已宣派本年度股息	26(c)	-	-	-	(184,260)	(184,260)
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及 二零二三年一月一日	105,517	31,411	8,376	(7,307)	246,563	381,560
Changes in equity for 2023:	二零二三年權益變動：						
Total comprehensive income for the year	年度全面收益總額	-	-	-	12,267	356,293	368,560
Equity-settled share-based payment	以股份為基礎的股權結算開支	26(d)(iii)	-	1,361	-	-	1,361
Dividends approved in respect of the previous year	已批准上一年度股息	26(c)	-	-	-	(148,630)	(148,630)
Dividends declared in respect of the current year	已宣派本年度股息	26(c)	-	-	-	(199,905)	(199,905)
At 31 December 2023	於二零二三年十二月三十一日	105,517	31,411	9,737	4,960	251,321	402,946

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

26 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(c) Dividends

- (i) Dividends payable to equity shareholders of the Company attributable to the year:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Interim dividend declared and paid of HK13 cents (2022: HK13 cents) per share	已宣派及派付中期股息 每股13港仙(二零二二年： 13港仙)	144,376	133,077
Special interim dividend declared and paid of HK5 cents (2022: HK5 cents) per share	已宣派及派付特別中期股息 每股5港仙(二零二二年： 5港仙)	55,529	51,183
Final dividend proposed after the end of the reporting period of HK13 cents (2022: HK9 cents) per share	於報告期末後擬派付末期股息每 股13港仙(二零二二年： 9港仙)	142,070	95,548
Special final dividend proposed after the end of the reporting period of HK5 cents (2022: HK5 cents) per share	於報告期末後擬派付特別末期股 息每股5港仙(二零二二年： 5港仙)	54,642	53,082
		396,617	332,890

The final dividend and special final dividend proposed after the end of the reporting period have not been recognised as liabilities at the end of the reporting period.

於報告期末後擬派付的末期股息及特別末期股息於報告期末尚未確認為負債。

- (ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year:

- (ii) 已於年內批准及派付的應付本公司權益股東過往財政年度股息：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Final dividend in respect of the previous financial year of HK9 cents (2022: HK11 cents) per share	過往財政年度的末期股息 每股9港仙(二零二二年： 11港仙)	95,548	107,696
Special final dividend in respect of the previous financial year of HK5 cents (2022: HK5 cents) per share	過往財政年度的特別末期股息 每股5港仙(二零二二年： 5港仙)	53,082	48,953
		148,630	156,649

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

26 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(d) Nature and purpose of reserves

(i) Share premium

Under the Companies Law of the Cayman Islands, the share premium account of the Company may be applied for payment of distributions or dividends to shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

(ii) Statutory reserve

As stipulated by regulations in the PRC, the Company's subsidiaries established and operated in the PRC are required to appropriate 10% of their after-tax-profit (after offsetting prior year losses) as determined in accordance with the PRC accounting rules and regulations, to the statutory surplus reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before distribution of a dividend to equity owners.

The statutory reserve can be utilised, upon approval by the relevant authorities, to offset accumulated losses or to increase paid-in capital of the subsidiary, provided that the balance after such issue is not less than 25% of its registered capital.

(iii) Capital reserve

The capital reserve comprises the following:

- (i) Fair value of design consultancy services contributed by the then shareholders and fair rental value of properties owned by the then shareholders but occupied by the Group prior to the listing of the Company's shares on the Main Board of the Stock Exchange amounting to RMB1,143,000.
- (ii) The excess of net asset value of subsidiaries acquired over the nominal amount of shares issued upon the group reorganisation in 2007.
- (iii) The portion of the grant date fair value of unexercised share options granted to employees of the Group that has been recognised in accordance with the accounting policy adopted for the share-based payments in note 1(o)(ii).
- (iv) The nominal amount of the shares repurchased.

26 資本、儲備及股息(續)

(d) 儲備的性質及目的

(i) 股份溢價

根據開曼群島公司法，本公司的股份溢價賬可用作支付向股東作出的分派或股息，惟前提為緊隨擬派付有關分派或股息當日後，本公司有能力清償在其日常業務過程中到期的債務。

(ii) 法定儲備

按中國法規規定，本公司於中國成立及營運的附屬公司須將其按中國會計法例及法規釐定的除稅後利潤的10%（經抵銷往年虧損後）撥入法定盈餘公積金，直至公積金結餘達註冊資本的50%為止。撥款予法定盈餘公積金必須於向權益擁有人分派股息前進行。

法定儲備經有關當局許可後可用作抵銷累計虧損或用作增加附屬公司的實繳資本，惟經動用有關款項後的餘額不得少於其註冊資本25%。

(iii) 資本儲備

資本儲備包括以下各項：

- (i) 由當時股東提供的設計顧問服務的公平值，及由當時股東擁有但於本公司股份於聯交所主板上市前由本集團佔用的物業的租賃公平值，金額為人民幣1,143,000元。
- (ii) 於二零零七年集團重組所收購附屬公司的資產淨值超出已發行股份面值的部分。
- (iii) 授予本集團僱員的未行使購股權的授出日期公平值部分已根據附註1(o)(ii)所述就以股份為基礎的開支所採納的會計政策而予以確認。
- (iv) 購回股份的面值。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

26 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(d) Nature and purpose of reserves (continued)

(iv) Exchange reserve

Exchange reserve comprises all foreign exchange differences arising from the translation of financial statements of operations outside mainland China which are dealt with in accordance with the accounting policies as set out in note 1(s).

(e) Distributability of reserves

At 31 December 2023, the aggregate amount of reserves available for distribution to equity shareholders of the Company was RMB282,732,000 (2022: RMB274,974,000).

(f) 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 products and 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 shareholders' returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

26 資本、儲備及股息(續)

(d) 儲備的性質及目的(續)

(iv) 匯兌儲備

匯兌儲備包括因換算在中國內地境外業務的財務報表而產生的所有外匯差額，已根據附註1(s)所載會計政策處理。

(e) 儲備的可分派性

於二零二三年十二月三十一日，可供分派予本公司權益股東的儲備總額為人民幣282,732,000元(二零二二年：人民幣274,974,000元)。

(f) 資本管理

本集團的主要資本管理目標乃保障本集團能繼續營運，透過與風險水平相稱的方式為產品及服務定價及以合理成本取得融資，繼續為股東及其他利益相關方提供回報及利益。

本集團定期主動審視及管理其資本架構，以於較高水平借貸可能帶來的較高股東回報與維持健全資本狀況帶來的優勢及保障之間取得平衡，而本集團亦會因應經濟狀況變動而對資本架構作出調整。

本公司或其任何附屬公司均不受外界資金需求所規限。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

27 EMPLOYEE RETIREMENT BENEFITS

Defined contribution retirement plans

The PRC subsidiaries of the Group participate in defined contribution retirement benefit schemes (the “Schemes”) organised by the PRC municipal and provincial government authorities whereby the PRC subsidiaries are required to make contributions at the rate of 12% to 20% of the eligible employees’ salaries to the Schemes. The Group has accrued for the required contributions which are remitted to the respective local government authorities when the contributions become due. The local government authorities are responsible for the pension obligations payable to the retired employees covered under the Schemes.

The Group also operates a Mandatory Provident Fund Scheme (the “MPF scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed in Hong Kong. The MPF scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF scheme, the Group and its employees are each required to make contributions to the scheme at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the scheme vest immediately.

The Group has no other material obligation for the payment of pension benefits beyond the contributions described above.

27 僱員退休福利

定額供款退休計劃

本集團旗下各中國附屬公司參與由中國省及市政府機關組織的定額供款退休福利計劃(「計劃」)，據此，該等中國附屬公司須按合資格僱員薪金的12%至20%向計劃作出供款。本集團已計提所需供款，供款於到期時向各相應地方政府機關匯出。地方政府機關負責向受益於計劃的退休僱員支付退休金。

本集團亦根據香港強制性公積金計劃條例為其香港的僱員安排強制性公積金計劃(「強積金計劃」)。強積金計劃為定額供款退休計劃，由獨立受託人管理。強積金計劃規定本集團及其僱員各自按僱員相關收入的5%向該計劃作出供款，以每月相關收入30,000港元為上限。該計劃的供款一經作出即歸受益人所有。

除上述供款外，本集團毋須承擔其他退休福利付款的重大責任。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

28 EQUITY-SETTLED SHARE-BASED TRANSACTIONS

The Company adopted a share option scheme on 23 April 2019 (the “2019 Share Option Scheme”) whereby the Directors may invite, at their discretion, eligible participants, including employees and directors of any company in the Group, to take up options to subscribe for shares of the Company to a maximum of 119,748,491 shares.

On 3 July 2020, the Company granted options to subscribe for an aggregate 11,500,000 shares of the Company to eligible employees under the 2019 Share Option Scheme.

(a) The terms and conditions of the grant are as follows:

Contractual life of options: 10 years from date of grant
購股權的合約年期： 授出日期起計10年

Exercise price: HK\$4.31
行使價： 4.31 港元

Vesting period: The options are exercisable by the grantees during the period commencing from the day immediately following the expiry of the two year period after the date of grant, and ending on the day falling ten years after the date of grant, during which, (i) up to 3,417,000 options granted may be exercised on or prior to the end of the third year after the date of grant; (ii) subject to (i), up to 6,882,000 options granted may be exercised on or prior to the end of the fourth year after the date of grant; and (iii) subject to (i) and (ii), all outstanding options may be exercised prior to the expiry of the said exercise period, failing which the options will lapse and no longer be exercisable.

歸屬期： 購股權可由承授人於自緊隨授出日期後兩年期間屆滿後之日起，至授出日期後十年止的期間內行使，期間：(i) 不超過3,417,000份獲授購股權可於授出日期後第三年年底或之前行使；(ii) 不超過6,882,000份獲授購股權可於授出日期後第四年年底或之前行使（惟須受(i)的規限）；及(iii) 所有尚未行使的購股權可於所述行使期間屆滿之前行使（惟須受(i)及(ii)的規限），否則，購股權將告失效及不可再獲行使。

The closing prices of the Company’s shares immediately before the date of grant and on the date of grant were HK\$4.23 and HK\$4.31 respectively.

28 以股份為基礎的股權結算交易

本公司於二零一九年四月二十三日採納購股權計劃（「二零一九年購股權計劃」），據此，董事可酌情邀請合資格參與者（包括本集團旗下任何公司的僱員及董事）接納購股權，以認購最多119,748,491股本公司股份。

於二零二零年七月三日，本公司根據二零一九年購股權計劃向合資格僱員授出可認購合共11,500,000股本公司股份的購股權。

(a) 授出的條款及條件如下：

本公司股份於緊接授出日期前及於授出日期的收市價分別為4.23港元及4.31港元。

Notes to the Financial Statements (Continued)**財務報表附註** (續)

(Expressed in Renminbi) (以人民幣為單位)

28 EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

(b) The number and weighted average exercise price of share options are as follows:

28 以股份為基礎的股權結算交易 (續)

(b) 購股權數目及加權平均行使價如下：

		Weighted average exercise price 加權平均行使價	Number of options 購股權數目
Outstanding at 1 January 2022	於二零二二年一月一日尚未行使	HK\$4.31 4.31 港元	11,500,000
Granted during the year	年內授出	-	-
Exercised during the year	年內行使	-	-
Lapsed during the year	年內失效	HK\$4.31 4.31 港元	(548,000)
Outstanding at 31 December 2022	於二零二二年十二月三十一日尚未行使	HK\$4.31 4.31 港元	10,952,000
Exercisable at 31 December 2022	於二零二二年十二月三十一日可行使	HK\$4.31 4.31 港元	3,257,000
Granted during the year	年內授出	-	-
Exercised during the year	年內行使	-	-
Lapsed during the year	年內失效	HK\$4.31 4.31 港元	(95,000)
Outstanding at 31 December 2023	於二零二三年十二月三十一日尚未行使	HK\$4.31 4.31 港元	10,857,000
Exercisable at 31 December 2023	於二零二三年十二月三十一日可行使	HK\$4.31 4.31 港元	6,500,000

The share options outstanding at 31 December 2023 had a weighted average remaining contractual life of 6.5 years (2022: 7.5 years).

於二零二三年十二月三十一日尚未行使之購股權加權平均剩餘合約年期為6.5年(二零二二年：7.5年)。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUE

Exposure to credit, liquidity 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 and bills receivables. The Group's exposure to credit risk arising from cash and cash equivalents and bank deposits is limited because the counterparties are banks for which the Group considers to have low credit risk.

The Group does not provide any guarantees which would expose the Group to credit risk.

Trade receivables

In respect of trade receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's 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 due within 30 to 240 days from the date of billing. The Group will also obtain deposits from customers prior to delivery of goods when credit limits granted are temporarily exceeded.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer, therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 4.3% (2022: 1.4%) and 8.9% (2022: 12.9%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively.

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.

29 金融風險管理及公平值

本集團所面對的信貸、流動資金及貨幣風險均來自日常業務過程。本集團所面對的此等風險及本集團為管理此等風險而採用的金融風險管理政策及慣例載於下文。

(a) 信貸風險

信貸風險指因對手方不履行其合約義務導致本集團出現財務虧損的風險。本集團的信貸風險主要來自應收貿易賬款及應收票據。由於對手方為本集團認為具有低信貸風險的銀行，故本集團承擔的來自現金及現金等價物以及銀行存款的信貸風險有限。

本集團並無提供任何擔保令本集團承擔信貸風險。

應收貿易賬款

就應收貿易賬款而言，本集團會對所有需要超過一定金額信貸的客戶進行個別信貸評估。此等評估集中於客戶過往支付到期款項的記錄及現時的付款能力，並計及客戶的特定資料及客戶經營業務的經濟環境。應收貿易賬款乃於發票日期後30至240天內到期。當所授信貸暫時超越額度，本集團亦將會於交付貨品前向客戶收取訂金。

本集團所面對信貸風險主要受各客戶的個別特色所影響，因此，倘本集團應收個別客戶的款項屬重大，將產生高度集中的信貸風險。於報告期末，應收貿易賬款總額中分別有4.3%（二零二二年：1.4%）來自本集團最大客戶，以及8.9%（二零二二年：12.9%）來自五大客戶的欠款。

本集團使用撥備矩陣按整個存續期的預期信貸虧損金額計量應收貿易賬款之虧損撥備。由於本集團過往信貸虧損經驗並未就不同客戶分部呈現顯著不同的虧損模式，故並未就本集團不同客戶群體進一步區分根據逾期情況作出的虧損撥備。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUE (CONTINUED)

(a) Credit risk (Continued)

Trade receivables (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

		2023 二零二三年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due)	即期(未逾期)	0.6%	323,354	1,940
Less than 3 months or equal to 3 months past due	逾期三個月以內或 三個月	10.0%	63,943	6,394
Past due over 3 months	逾期三個月以上	60.0%	34,728	20,837
			422,025	29,171

		2022 二零二二年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due)	即期(未逾期)	0.6%	446,267	2,696
Less than 3 months or equal to 3 months past due	逾期三個月以內或 三個月	10.0%	85,513	8,551
Past due over 3 months	逾期三個月以上	60.0%	20,147	12,088
			551,927	23,335

29 金融風險管理及公平值(續)

(a) 信貸風險(續)

應收貿易賬款(續)

下表提供有關本集團所承擔信貸風險及應收貿易賬款預期信貸虧損的資料：

Notes to the Financial Statements (Continued)

財務報表附註 (續)

(Expressed in Renminbi) (以人民幣為單位)

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUE (CONTINUED)

(a) Credit risk (Continued)

Trade receivables (Continued)

The Group keeps assessing the expected loss rates based on the Group's historical credit loss experience over the past years. 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 receivables.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position.

The Group only accepts bank acceptance bills issued by major banks in the PRC and considers that the credit risk associated with such bank acceptance bills to be insignificant.

(b) Liquidity risk

The Group's policy is to regularly monitor its current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables present 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 prevailing at the end of the reporting period) and the earliest date the Group can be required to pay.

29 金融風險管理及公平值 (續)

(a) 信貸風險 (續)

應收貿易賬款 (續)

本集團依據本集團於過往年度的過往信貸虧損經驗持續評估預期虧損率。此等比率為反映收集往績數據期間內的經濟狀況差異、目前狀況及本集團對應收款項預期存續期的經濟狀況的意見，而加以調整。

所承受最高信貸風險為各項金融資產於綜合財務狀況表內所列賬面值。

本集團僅接納由中國大型銀行發出的銀行承兌票據，並認為該等銀行承兌票據帶來的信貸風險屬輕微。

(b) 流動資金風險

本集團的政策乃定期監察當期及預期流動資金的需求，以確保其備存的現金儲備及向各大金融機構取得的承諾信貸額度足以應付短期及長期的流動資金需求。

下表列示本集團於報告期末的金融負債的已訂約餘下清償日期，乃根據已訂約未貼現現金流量（包括按合約利率計算的利息付款，或如按浮動利率計息，則以於報告期末的現行利率計算）以及本集團須支付的最早日期計算。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUE (CONTINUED)

(b) Liquidity risk (Continued)

29 金融風險管理及公平值(續)

(b) 流動資金風險(續)

		31 December 2023 二零二三年十二月三十一日				
		Contractual Undiscounted Cash Outflow 已訂約未貼現現金流出				Carrying Amount 賬面值 RMB'000 人民幣千元
		Within 1 year or on demand 一年內或 按要求 RMB'000 人民幣千元	More than 1 year but less than 2 years 一年以上 至兩年內 RMB'000 人民幣千元	More than 2 years but less than 5 years 兩年以上 至五年內 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	
Bank loans	銀行貸款	289,862	189,000	702,654	1,181,516	1,143,210
Trade and other payables	應付貿易賬款及其他 應付款項	1,008,629	-	-	1,008,629	1,008,629
Lease liabilities	租賃負債	77,814	37,768	16,400	131,982	124,058
		1,376,305	226,768	719,054	2,322,127	2,275,897

		31 December 2022 二零二二年十二月三十一日				
		Contractual Undiscounted Cash Outflow 已訂約未貼現現金流出				Carrying Amount 賬面值 RMB'000 人民幣千元
		Within 1 year or on demand 一年內或 按要求 RMB'000 人民幣千元	More than 1 year but less than 2 years 一年以上 至兩年內 RMB'000 人民幣千元	More than 2 years but less than 5 years 兩年以上 至五年內 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	
Bank loans	銀行貸款	249,499	1,000	197,498	447,997	436,526
Trade and other payables	應付貿易賬款及其他 應付款項	887,818	-	-	887,818	887,818
Lease liabilities	租賃負債	79,301	42,074	16,257	137,632	131,926
		1,216,618	43,074	213,755	1,473,447	1,456,270

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUE (CONTINUED)

(c) Interest rate risk

(i) Interest rate risk profile

The Group's interest rate risk arises primarily from bank loans issued at variable rates, and lease liabilities.

The following table details the interest rate profile of the Group's liabilities at the end of the reporting period:

		Notional amount 名義金額	
		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Fixed rate liabilities:	固定利率負債：		
Lease liabilities	租賃負債	124,058	131,926
Bank loans	銀行貸款	676,710	433,790
		800,768	565,716
Variable rate liabilities:	浮息負債：		
Bank loans	銀行貸款	466,500	-

(ii) Sensitivity analysis

At 31 December 2023, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have decreased/increased the group's profit after tax and retained profits by approximately RMB3,965,000.

29 金融風險管理及公平值(續)

(C) 利率風險

(i) 利率風險概況

本集團的利率風險主要來自按浮動利率發放的銀行貸款以及租賃負債。

下表詳列本集團於報告期末的負債利率詳情：

(ii) 敏感性分析

於二零二三年十二月三十一日，估計利率整體增加／減少100個基點，在所有其他變量維持不變的情況下，本集團的除稅後利潤及保留溢利將會減少／增加約人民幣3,965,000元。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUE (CONTINUED)

(d) Currency risk

The Group's businesses are principally conducted in RMB and most of the Group's monetary assets and liabilities are denominated in RMB. Accordingly, the management consider the Group's exposure to currency risk is not significant. The Group does not employ any financial instruments for hedging purposes.

(e) Fair value

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 IFRS 13, Fair value measurement. The level into which a fair value measurement 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.

All financial assets and liabilities are carried at amounts not materially different from their fair values as at 31 December 2023 and 2022.

29 金融風險管理及公平值(續)

(d) 貨幣風險

本集團的業務主要以人民幣進行且本集團大部分的貨幣資產及負債乃以人民幣計值。因此，管理層認本集團面臨的貨幣風險並不重大。本集團並無採用任何金融工具作對沖之用。

(e) 公平值

下表呈列本集團於報告期末按經常性基準所計量的金融工具公平值。該等金融工具已歸入國際財務報告準則第13號公平值計量所界定的三個公平值層級。本集團參照以下估值方法所採用的輸入數據的可觀察程度及重要性，釐定公平值計量數值所應歸屬的層級：

- 第一級估值：公平值計僅使用第一級數據計量，即於計量日期根據相同資產或負債於活躍市場之未經調整報價。
- 第二級估值：公平值使用第二級數據計量，即可觀察數據未能達到第一級，且並未使用重大不可觀察數據。不可觀察數據為其市場數據不可用之數據。
- 第三級估值：公平值使用重大不可觀察數據計量。

於二零二三年及二零二二年十二月三十一日，所有金融資產及負債的賬面值與其公平值並無重大差別。

Notes to the Financial Statements (Continued)**財務報表附註** (續)

(Expressed in Renminbi) (以人民幣為單位)

30 COMMITMENTS

Capital commitments of the Group in respect of property, plant and equipment outstanding at 31 December 2023 not provided for in the financial statements were as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Contracted for	已訂約	20,871	13,971
Authorised but not contracted for	已授權但未訂約	9,922	31,881
		30,793	45,852

31 MATERIAL RELATED PARTY TRANSACTIONS

(a) RELATED PARTY TRANSACTIONS

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Purchase properties from a related party	向關連方購買物業	-	205,000
Payment for the properties purchase from a related party	向關連方購買物業之付款	-	205,000

(b) BALANCES WITH RELATED PARTIES

The Group did not have any outstanding balances with related parties as at 31 December 2023 and 31 December 2022.

30 承擔

於二零二三年十二月三十一日，本集團尚未於財務報表作出撥備的有關物業、廠房及設備的資本承擔如下：

31 重大關連方交易

(a) 關連方交易

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Purchase properties from a related party	向關連方購買物業	-	205,000
Payment for the properties purchase from a related party	向關連方購買物業之付款	-	205,000

(b) 與關連方之結餘

於二零二三年十二月三十一日及二零二二年十二月三十一日，本集團與關連方概無任何未償還的結餘。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

32 ACCOUNTING ESTIMATES AND JUDGEMENTS

The methods, estimates and judgements the Directors used in applying the Group's accounting policies have a significant impact on the Group's financial position and operating results. Some of the accounting policies require the Group to apply estimates and judgements, on matters that are inherently uncertain. The main accounting judgements in applying the Group's accounting policies are described below.

(a) Depreciation and amortisation

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives. Intangible assets except for those with indefinite lives are amortised on straight line basis over the estimated useful lives. The Group reviews annually the useful life of an asset and its residual value, if any, based on the Group's experience with similar assets and taking into account anticipated technology changes. The depreciation and amortisation expenses for future periods are adjusted if there are significant changes from previous estimation.

(b) Impairments for non-current assets

The Group reviews the carrying amounts of the non-current assets at the end of each reporting period to determine whether there is objective evidence of impairment. When indication of impairment is identified, management determines the recoverable amount to assess the differences between the carrying amount and recoverable amount and provide for impairment loss. Any change in the assumption adopted in the cash flow forecasts and fair value measurement would increase or decrease in the provision of impairment loss and affect the Group's net asset value.

An increase or decrease in the above impairment loss would affect the net profit in the year and in future years.

(c) Income taxes

Determining income tax provisions involves judgement on the future tax treatment of certain transactions and interpretation of tax rules. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation.

Deferred tax assets are recognised for deductible temporary differences. As those deferred tax assets can only be recognised to the extent that it is probable that future profit will be available against which the deductible temporary differences can be utilised, management's judgement is required to assess the probability of future taxable profits.

32 會計估計及判斷

董事應用本集團的會計政策時所用方法、估計及判斷，對本集團的財務狀況及經營業績產生重大影響。部分會計政策要求本集團對本質上不確定的事項作出估計及判斷。應用本集團會計政策時所作出的主要會計判斷載於下文。

(a) 折舊及攤銷

物業、廠房及設備乃按其估計可使用年期以直線法折舊。無形資產(無限使用年期者除外)按其估計可使用年期以直線法攤銷。本集團就類似資產的經驗及考慮到的預期技術變動，每年複核資產的可使用年期及其殘值(如有)。倘原有估計發生重大變動，則會對未來期間的折舊及攤銷開支作出調整

(b) 非流動資產減值

本集團於各報告期末複核非流動資產的賬面值，以釐定是否有客觀證據顯示資產出現減值。當識別資產有減值跡象，管理層釐定可收回金額以評估賬面值與可收回金額之間的差額，並對減值虧損計提撥備。於現金流量預測及公平值計量中所採用假設的任何改變，或會導致減值虧損撥備增加或減少，並對本集團的資產淨值構成影響。

上述減值虧損的增減可能會影響該年度及未來年度的淨利潤。

(c) 所得稅

釐定所得稅撥備涉及對若干交易未來稅務處理的判斷及對稅務規則的詮釋。本集團慎重評估各項交易的稅務影響，並計提相應的稅項撥備。本集團會根據稅務法規的所有改動，定期重新考慮此等交易的稅務處理。

遞延稅項資產乃就可抵扣暫時差額而獲確認。由於該等遞延稅項資產僅限於很可能獲得可以利用可抵扣暫時差額的未來利潤時方會確認，故需要管理層判斷獲得未來應課稅利潤的可能性。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

32 ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(d) Net realisable value of inventories

The Group performs regular reviews of the carrying amounts of inventories with reference to aged inventories analysis, projections of expected future saleability of goods and management experience and judgement. Based on this review, write-down of inventories will be made when the carrying amounts of inventories decline below their estimated net realisable value. Due to changes in market conditions, actual saleability of goods may be different from estimation and profit or loss could be affected by differences in this estimation.

(e) Loss allowance for trade receivables

The Group estimates the loss allowances for trade receivables by assessing the ECLs. This requires the use of estimates and judgements. ECLs are 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 end of reporting period. Where the estimation is different from the original estimate, such difference will affect the carrying amounts of trade receivables and thus the impairment loss in the period in which such estimate is changed. The Group keeps assessing the expected credit loss of trade receivables during their expected lives.

(f) Bank acceptance bills

As set out in note 29(a), the Group considers that the credit risk associated with bank acceptance bills issued by major banks in the PRC to be insignificant. The Group monitors the credit risk of issuing banks. The judgement to derecognise bank acceptance bills upon discounting or endorsement is reviewed when the credit risk of issuing banks deteriorates significantly.

32 會計估計及判斷(續)

(d) 存貨的可變現淨值

本集團會參考存貨賬齡分析、預期貨品未來的銷售情況以及管理層的經驗及判斷而定期複核存貨的賬面值。據此，倘存貨的賬面值跌至低於其估計可變現淨值，本集團則會撇減存貨。鑑於市況出現變動，貨品的實際銷售情況可能與估計有所不同，而此估計的差額可能影響損益。

(e) 應收貿易賬款的虧損撥備

本集團透過評估預期信貸虧損估計應收貿易賬款的虧損撥備。這要求使用估計及判斷。預期信貸虧損乃基於本集團的過往信貸虧損經驗，按在報告期末債務人的特定因素及對當前及預測整體經濟狀況的評估進行調整。倘該估計有別於原有估計，有關差異將影響應收貿易賬款的賬面值，進而影響有關估計變動期間的減值虧損。本集團持續評估應收貿易賬款於預期存續期內的預期信貸虧損。

(f) 銀行承兌票據

誠如附註29(a)所載，本集團認為由中國大型銀行發出的銀行承兌票據帶來的信貸風險屬輕微。本集團監察發行銀行的信貸風險。倘發行銀行的信貸風險明顯惡化，則會複核於貼現或背書時終止確認銀行承兌票據的判斷。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

33 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 IASB 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.

33 截至二零二三年十二月三十一日止年度已頒佈但並未生效的修訂、新準則及詮釋可能造成的影響

直至此等財務報表的刊發日期，國際會計準則委員會已頒佈多項新訂或經修訂準則，該等準則於截至二零二三年十二月三十一日止年度尚未生效，且並無於此等財務報表內採納。該等準則包括以下可能與本集團相關的項目。

	Effective for accounting periods beginning on or after 於以下日期或之後開始的 會計期間生效
Amendments to IAS 1, Presentation of financial statements : Classification of liabilities as current or non-current ("2020 amendments") 國際會計準則第1號(修訂本)，財務報表的呈列：負債分類為流動或非流動 (「二零二零年修訂本」)	1 January 2024 二零二四年一月一日
Amendments to IAS 1, Presentation of financial statements: Noncurrent liabilities with covenants ("2022 amendments") 國際會計準則第1號(修訂本)，財務報表的呈列：附帶契諾的非流動負債 (「二零二二年修訂本」)	1 January 2024 二零二四年一月一日
Amendments to IFRS 16, Leases: Lease liability in a sale and leaseback 國際財務報告準則第16號(修訂本)，租賃：售後租回的租賃負債	1 January 2024 二零二四年一月一日
Amendments to IAS 7, Statement of cash flows and IFRS 7, Financial Instruments: Disclosures : Supplier finance arrangements 國際會計準則第7號(修訂本)，現金流量表及國際財務報告準則第7號(修訂本)， 金融工具：披露：供應商融資安排	1 January 2024 二零二四年一月一日
Amendments to IAS 21, The effects of changes in foreign exchange rates: Lack of exchangeability 國際會計準則第21號(修訂本)，外匯匯率變動之影響：缺乏可兌換性	1 January 2025 二零二五年一月一日

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.

本集團正在評估此等修訂於首次應用期間預期將造成的影響。截至目前，本集團認為採納該等修訂不太可能對綜合財務報表造成重大影響。

Notes to the Financial Statements (Continued)

財務報表附註(續)

(Expressed in Renminbi) (以人民幣為單位)

34 SUBSIDIARIES

34 附屬公司

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及經營地點	Particular of issued and fully paid-up capital 已發行及 繳足股本的詳情	Proportion of ownership interest 所有權權益比例			Principal activities 主要業務
			Group's effective interest 本集團的 實際權益	Held by the Company 由本公司 持有	Held by a subsidiary 由一家附屬 公司持有	
Lilang Holdings Limited 利郎控股有限公司	BVI 英屬處女群島	US\$20,000 20,000美元	100%	100%	–	Investment holding 投資控股
Lilang (Hong Kong) International Co., Limited 香港利郎國際有限公司	Hong Kong 香港	HK\$20,000 20,000港元	100%	–	100%	Trading, investment holding and provision of management services 貿易、投資控股及提供管理服務
Lilang (Fujian) Garment Co., Ltd. (Note b) 利郎(福建)時裝有限公司(附註b)	The PRC 中國	HK\$20,000,000 20,000,000港元	100%	–	100%	Sales of menswear and accessories 男士服裝及配飾的銷售
Lilang (China) Co., Ltd. ("Lilang China") (Note b) 利郎(中國)有限公司(「利郎中國」) (附註b)	The PRC 中國	HK\$315,000,000 315,000,000港元	100%	–	100%	Manufacturing and sales of menswear and accessories 男士服裝及配飾的製造及銷售
Lilang (Shanghai) Co., Ltd. (Note b) 利郎(上海)有限公司(附註b)	The PRC 中國	HK\$120,000,000 120,000,000港元	100%	–	100%	Sales of menswear and accessories 男士服裝及配飾的銷售
Lilang (Jiangxi) Garment Co., Ltd. (Note b) 利郎(江西)服飾有限公司(附註b)	The PRC 中國	HK\$10,000,000 10,000,000港元	100%	–	100%	Sales of menswear and accessories 男士服裝及配飾的銷售
Xizang Lilang Garment Co., Ltd. ("Xizang Lilang") (Note c) 西藏利郎服飾有限公司(「西藏利郎」) (附註c)	The PRC 中國	Note a 附註a	100%	–	100%	Sales of menswear and accessories 男士服裝及配飾的銷售
Xizang Ling Shang Garment Co., Ltd. (Note b) 西藏領尚服飾有限公司(附註b)	The PRC 中國	HK\$50,000,000 50,000,000港元	100%	–	100%	Sales of menswear and accessories 男士服裝及配飾的銷售
Bujiandan (Xiamen) Garment Co., Ltd. (Note b) 布簡單(廈門)服飾有限公司(附註b)	The PRC 中國	US\$27,000,000 27,000,000美元	100%	–	100%	Sales of menswear and accessories 男士服裝及配飾的銷售
Lilang (Fujian) Commerce Co., Ltd. ("Lilang Commerce") (Note b) 利郎(福建)商務有限公司(「利郎商務」) (附註b)	The PRC 中國	Note a 附註a	100%	–	100%	Sales of menswear and accessories 男士服裝及配飾的銷售
Lilang E-commerce Co. Ltd. ("Lilang E-commerce") (Note b) 利郎電子商務有限公司 (「利郎電子商務」)(附註b)	The PRC 中國	Note a 附註a	100%	–	100%	Online sales of menswear and accessories 網上男士服裝及配飾的銷售
Lilang Apparel (Fujian) Group Co., Ltd. (Note b) 利郎服飾(福建)集團有限公司(附註b)	The PRC 中國	HK\$100,000,000 100,000,000港元	100%	–	100%	Sales of menswear and accessories 男士服裝及配飾的銷售
Fujian Lilang Minimalist E-commerce Co., Ltd. (Lilang Minimalist) (Note b) 福建利郎簡約電子商務有限公司 (利郎簡約)(附註b)	The PRC 中國	Note a 附註a	100%	–	100%	Online sales of menswear and accessories 網上男士服裝及配飾的銷售

Notes to the Financial Statements (Continued)**財務報表附註 (續)**

(Expressed in Renminbi) (以人民幣為單位)

34 SUBSIDIARIES (CONTINUED)**34 附屬公司 (續)**

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及經營地點	Particular of issued and fully paid-up capital 已發行及 繳足股本的詳情	Proportion of ownership interest 所有權權益比例			Principal activities 主要業務
			Group's effective interest 本集團的 實際權益	Held by the Company 由本公司 持有	Held by a subsidiary 由一家附屬 公司持有	
Fujian Lilang Logistic Technology Co., Ltd. ("Lilang Logutie") (Note b) 福建利郎物流科技有限公司 (「利郎物流」)(附註b)	The PRC 中國	Note a 附註a	100%	-	100%	Provision of transaction and storage services 提供運輸及儲存服務
Xizang Lilang Minimalist Menswear Co., Ltd. ("Xizong Minimalist") (Note b) 西藏利郎簡約男裝有限公司 (「西藏簡約」)(附註b)	The PRC 中國	Note a 附註a	100%	-	100%	Sales of menswear and accessories 男士服裝及配飾的銷售

Notes:

- (a) The registered capital of Xizang Lilang, Lilang Commerce, Lilang E-commerce, Lilang Minimalist, Lilang Logistic and Xizang Minimalist are RMB20,000,000, HK\$20,000,000, HK\$50,000,000, RMB10,000,000, RMB20,000,000 and RMB20,000,000 respectively, of which RMB20,000,000, HK\$11,847,180, HK\$6,519,660, RMB10,000,000, RMB20,000,000 and RMB20,000,000 were yet to be contributed by the Group at 31 December 2023.
- (b) These entities are wholly foreign owned enterprises established in the PRC.
- (c) These entities are limited liability companies established in the PRC.

附註：

- (a) 西藏利郎、利郎商務、利郎電子商務、利郎簡約、利郎物流及西藏簡約的註冊資本分別為人民幣20,000,000元、20,000,000港元、50,000,000港元、人民幣10,000,000元、人民幣20,000,000元及人民幣20,000,000元，其中人民幣20,000,000元、11,847,180港元、6,519,660港元、人民幣10,000,000元、人民幣20,000,000元及人民幣20,000,000元於二零二三年十二月三十一日尚未獲本集團注資。
- (b) 該等實體為於中國成立的外商獨資企業。
- (c) 該等實體為於中國成立的有限公司。

35 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2023, the Directors consider the immediate and ultimate controlling party of the Group to be Xiao Sheng International Limited, which is incorporated in the British Virgin Islands. This entity does not produce financial statements available for public use.

35 直系及最終控股公司

董事認為，於二零二三年十二月三十一日，本集團直系及最終控股公司為曉升國際有限公司，該公司於英屬處女群島註冊成立。此實體並無編製公開財務報表。

Five Years Summary

五年概要

(Expressed in Renminbi) (以人民幣為單位)

		2019 二零一九年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Revenue	收入	3,658,471	2,680,835	3,379,480	3,086,190	3,543,795
Profit from operations	經營利潤	979,795	651,385	532,753	519,058	610,643
Net finance income	融資收入淨額	44,168	43,401	28,464	27,728	47,172
Profit before taxation	除稅前利潤	1,023,963	694,786	561,217	546,786	657,815
Income tax	所得稅	(211,783)	(137,544)	(93,090)	(98,725)	(127,388)
Profit for the year	年度利潤	812,180	557,242	468,127	448,061	530,427
Earnings per share	每股盈利					
Basic (cents)	基本(港仙)	67.82	46.53	39.09	37.42	44.30
Diluted (cents)	攤薄(港仙)	67.82	46.51	39.04	37.42	44.30
Assets and liabilities	資產與負債					
Non-current assets	非流動資產	1,032,680	1,393,525	1,735,218	2,705,950	3,825,167
Net current assets	流動資產淨值	2,595,402	2,329,889	2,011,070	1,332,668	1,054,778
Total assets less current liabilities	資產總值減流動負債	3,628,082	3,723,414	3,746,288	4,038,618	4,879,945
Non-current liabilities	非流動負債	21,803	69,889	72,900	256,387	912,553
Net assets	資產淨值	3,606,279	3,653,525	3,673,388	3,782,231	3,967,392
Capital and reserves	資本及儲備					
Share capital	股本	105,517	105,517	105,517	105,517	105,517
Reserves	儲備	3,500,762	3,548,008	3,567,871	3,676,714	3,861,875
Total equity	權益總額	3,606,279	3,653,525	3,673,388	3,782,231	3,967,392



CHINA LILANG LIMITED
中國利郎有限公司