



**SINO-LIFE GROUP LIMITED**  
**中國生命集團有限公司**

Incorporated in the Cayman Islands with limited liability 於開曼群島註冊成立的有限公司  
Stock Code 股份代號: 8296

# 資本服務科技 科技創造價值

**2023** 年報  
ANNUAL REPORT

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Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading; and there are no other matters the omission of which would make any statement herein or in this report misleading.*

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GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

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本報告的資料乃遵照聯交所的GEM證券上市規則（「GEM上市規則」）而刊載，旨在提供有關中國生命集團有限公司（「本公司」）的資料。本公司的董事（「董事」）願就本報告的資料共同及個別地承擔全部責任。

各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。



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# Corporate Information 公司資料

Corporate information of the Company as at the date of this report is as follows:

以下為本公司於本報告日期的公司資料：

## BOARD OF DIRECTORS

### Executive Directors

Mr. Xu Jianchun (*Chairman*)  
Mr. Liu Tien-Tsai (*Chief executive officer*)  
Dr. Xu Qiang (Resigned on 31 August 2023)

### Independent non-executive Directors

Mr. Chai Chung Wai  
Mr. Sun Fei (Resigned on 3 April 2023)  
Dr. Yang Jingjing  
Ms. Hu Zhaohui (Appointed on 7 June 2023)

## COMPANY SECRETARY

Mr. Chu Kin Ming *CPA, FCCA, ACG, ACMA*

## AUTHORISED REPRESENTATIVES

Mr. Liu Tien-Tsai  
Mr. Chu Kin Ming *CPA, FCCA, ACG, ACMA*

## COMPLIANCE OFFICER

Mr. Liu Tien-Tsai

## AUDIT COMMITTEE

Mr. Sun Fei (Resigned on 3 April 2023)  
Mr. Chai Chung Wai (Appointed as chairman on 3 April 2023)  
  
Dr. Yang Jingjing  
Ms. Hu Zhaohui (Appointed on 7 June 2023)

## REMUNERATION COMMITTEE

Mr. Chai Chung Wai (Retired as chairman on 7 June 2023)  
  
Mr. Sun Fei (Resigned on 3 April 2023)  
Dr. Yang Jingjing  
Ms. Hu Zhaohui  
(Appointed as chairman and member on 7 June 2023)

## NOMINATION COMMITTEE

Dr. Yang Jingjing (*Chairman*)  
Mr. Chai Chung Wai  
Mr. Sun Fei (Resigned on 3 April 2023)  
Ms. Hu Zhaohui (Appointed on 7 June 2023)

## 董事會

### 執行董事

許建春先生 (*主席*)  
劉添財先生 (*行政總裁*)  
徐強博士 (於二零二三年八月三十一日辭任)

### 獨立非執行董事

齊忠偉先生  
孫飛先生 (於二零二三年四月三日辭任)  
楊菁菁博士  
胡朝暉女士 (於二零二三年六月七日獲委任)

## 公司秘書

朱健明先生 *CPA, FCCA, ACG, ACMA*

## 授權代表

劉添財先生  
朱健明先生 *CPA, FCCA, ACG, ACMA*

## 監察主任

劉添財先生

## 審核委員會

孫飛先生 (於二零二三年四月三日辭任)  
齊忠偉先生 (於二零二三年四月三日獲委任  
為主席)  
楊菁菁博士  
胡朝暉女士 (於二零二三年六月七日獲委任)

## 薪酬委員會

齊忠偉先生 (於二零二三年六月七日退任  
主席)  
孫飛先生 (於二零二三年四月三日辭任)  
楊菁菁博士  
胡朝暉女士 (於二零二三年六月七日獲委任  
為主席兼成員)

## 提名委員會

楊菁菁博士 (*主席*)  
齊忠偉先生  
孫飛先生 (於二零二三年四月三日辭任)  
胡朝暉女士 (於二零二三年六月七日獲委任)

# Corporate Information 公司資料

## AUDITOR

Crowe (HK) CPA Limited  
Certified Public Accountants and  
Registered Public Interest Entity Auditor

## PRINCIPAL BANKERS

Bank SinoPac  
First Commercial Bank  
The Hongkong and Shanghai Banking Corporation Limited  
China Merchants Bank

## REGISTERED OFFICE

The Grand Pavilion Commercial Centre  
Oleander Way  
802 West Bay Road  
P.O. Box 32052  
Grand Cayman KY1-1208  
Cayman Islands

## REGISTERED OFFICE IN HONG KONG

18/F, Ovest  
77 Wing Lok Street  
Sheung Wan  
Hong Kong

## SHARE REGISTRARS AND TRANSFER OFFICES

**Principal share registrar and transfer office**  
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 branch share registrar and transfer office

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

## STOCK CODE

8296

## WEBSITE

[www.sinolifegroup.com](http://www.sinolifegroup.com)

## 核數師

國富浩華(香港)會計師事務所有限公司  
執業會計師及註冊公眾利益實體核數師

## 主要往來銀行

永豐銀行  
第一商業銀行  
香港上海滙豐銀行有限公司  
招商銀行

## 註冊辦事處

The Grand Pavilion Commercial Centre  
Oleander Way  
802 West Bay Road  
P.O. Box 32052  
Grand Cayman KY1-1208  
Cayman Islands

## 香港註冊辦事處

香港  
上環  
永樂街77號  
Ovest 18樓

## 股份過戶登記處

**主要股份過戶登記處**  
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

### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

## 股份代號

8296

## 網站

[www.sinolifegroup.com](http://www.sinolifegroup.com)

# Chairman's Statement

## 主席報告

During the year ended 31 December 2023 (the "Year"), the world economy has experienced a slowdown, with complex and evolving international landscape, frequent geopolitical conflicts, and increased complexity, severity and uncertainty of the external environment. China faced problems such as insufficient effective demand, overcapacity in certain industries, weak social expectations, and high risks and hidden dangers. The Chinese government insisted on seeking progress while maintaining stability, strengthened the adjustment of macro policies and balanced effective improvement in quality with reasonable growth in quantity to push the economy to gain continuous advantages in structural adjustment, transformation and upgrading, promote high-quality and sustainable economic development, and maintain stable development of overall economic and social situation. The Chinese economy has withstood external pressure and overcome internal difficulties. In 2023, China's Gross Domestic Product ("GDP") reached Renminbi ("RMB") 126.06 trillion, representing a year-on-year increase of 5.2% at constant prices.

Sino-Life Group Limited (the "Company"), and its subsidiaries (together, the "Group") have formed a business pattern focusing on traditional funeral services and emerging biotechnology. At present, the traditional funeral services business accounts for a large proportion of the Group's business. The Group's overall operating results declined due to a slight decrease in revenue from funeral services in China during the Year. The revenue for the Year was approximately RMB72,570,000, as compared with approximately RMB77,969,000 for the year ended 31 December 2022 (the "Prior Year"), representing a year-on-year decrease of 6.9%.

During the Year, revenue from the People's Republic of China (the "PRC") and Taiwan market were approximately RMB65,838,000 (the Prior Year: RMB74,468,000) and RMB2,014,000 (the Prior Year: RMB1,531,000), representing a year-on-year decrease of 11.6% and increase of 31.5% respectively. Due to the high-base effect in the first quarter of 2022, the revenue from funeral arrangement and related consultancy services in Hong Kong recorded a 14.8% year on year decrease to approximately RMB1,089,000 (the Prior Year: RMB1,278,000) during the Year.

截至二零二三年十二月三十一日止年度（「本年度」），世界經濟低迷，國際格局複雜演變，地緣政治衝突頻發，外部環境複雜性、嚴峻性、不確定性上升；國內面臨有效需求不足、部分行業產能過剩、社會預期偏弱、風險隱患較多等問題。中國政府堅持穩中求進，加大宏觀政策調節力度，統籌質的有效提升和量的合理增長，推動經濟在結構調整和轉型升級中不斷贏得優勢，推動經濟高質量持續發展，保持經濟社會大局穩定發展。中國經濟頂住外部壓力，克服內部困難，二零二三年中國國內生產總值（「GDP」）規模達人民幣（「人民幣」）126.06萬億元，按不變價格計算，同比增長5.2%。

中國生命集團有限公司（「本公司」），及其附屬公司（統稱「本集團」）已形成傳統殯葬服務、新興生物科技為主的業務格局，目前傳統殯葬服務業務佔本集團業務比重較大，由於本年度中國殯葬服務收入略有下降，因此本集團整體經營業績出現下滑。本年度之收益約為人民幣72,570,000元，而截至二零二二年十二月三十一日止年度（「過往年度」）約為人民幣77,969,000元，同比減少6.9%。

本年度，中華人民共和國（「中國」）及台灣市場的收益分別約為人民幣65,838,000元（過往年度：人民幣74,468,000元）及人民幣2,014,000元（過往年度：人民幣1,531,000元），分別同比減少11.6%及增加31.5%。因二零二二年第一季度的高基數效應，香港來自於殯葬安排及相關諮詢服務之收益錄得同比減少14.8%至本年度的約人民幣1,089,000元（過往年度：人民幣1,278,000元）。

# Chairman's Statement

## 主席報告

Biotechnology is the Group's long-term focus for its business development. With the development of related businesses gradually on track, the advanced biotechnical machineries distributed by the Group have been gradually delivered, installed and accepted during the Year. Revenue amounted to approximately RMB3,069,000 was recognised for the Year (the Prior Year: RMB Nil). In order to further promote the rapid development of the biotechnology business, the Group established a specialized and comprehensive investment platform in December 2021, mainly focusing on the biotechnology industry and emerging industries with development prospects for equity and securities investment, including but not limited to, biomedicine, medical healthcare, life science instruments etc., as well as those emerging industries which could create synergy effect.

Looking ahead, the world is undergoing major changes unseen in a century. Geopolitical risks are intensifying, and the external environment remains complex and severe. China is also facing the triple pressure of "shrinking demand, supply shock and expected weakening", and there are still certain difficulties and challenges to overcome in promoting high-quality economic development. However, China's strategic goals of continuously deepening innovation-driven development, supporting the rapid development of emerging industries and promoting high-quality economic development remain unchanged. Therefore, the Group will continue to adhere to diversified development. While consolidating the traditional funeral services business, the Group will actively seize the strategic opportunities arising from the booming development of the biotechnology industry, allocate more resources to support the development of the Group's biotechnology business. In order to diversify the Group's income sources, promote the high-quality development of the Group's business, and improve and enhance the Group's operating results, the Group will also actively seek suitable investment goals and opportunities from time to time.

Finally, on behalf the Board, I would like to thank the Group's entire management and staff for their efforts and contributions. I would also like to take this opportunity to express heartfelt thanks to the Company's shareholders and business partners for their longtime support and trust.

*Chairman*  
**Xu Jianchun**

27 March 2024

生物科技為本集團長期重點發展的業務，相關業務的發展逐步步入正軌，本集團代理的高端生物科技儀器本年度已開始逐步交付、安裝及驗收。本年度確認收益約人民幣3,069,000元（過往年度：人民幣零元）。為進一步推動生物科技業務的快速發展，本集團於二零二一年十二月設立專業化、綜合性投資平台，主要圍繞生物科技產業以及具有發展前景的新興產業進行股權類、證券類投資，包括但不限於：生物醫藥、醫療健康、生命科學儀器以及能夠產生協同效應的新興行業。

展望未來，世界處於百年未有之大變局，地緣政治風險加劇，外部環境依然複雜嚴峻，中國同時面臨「需求收縮、供給衝擊、預期轉弱」三重壓力，推動經濟高質量發展仍需克服一些困難和挑戰。但是，國家持續深入推進創新驅動，支持新興產業快速發展，推進經濟高質量發展的戰略目標不變。因此，本集團將繼續堅持多元化發展，在鞏固傳統殯葬服務業務的同時，積極把握生物科技行業蓬勃發展的戰略機遇，分配更多資源支持集團生物科技業務的發展。為擴大本集團的收入來源，推動本集團業務高質量發展，改善及提升本集團經營業績，本集團也將不時積極尋求合適的潛在投資目標及機遇。

最後，本人謹代表董事會感謝本集團全體管理層及員工的勤勞及貢獻。同時亦向本公司股東及業務合作夥伴長遠的支持及信賴致以衷心謝意。

*主席*  
**許建春**

二零二四年三月二十七日

# Management Discussion and Analysis

## 管理層討論及分析

The COVID-19 pandemic has had a significant impact on China's consumer market and service companies in 2022. However, with the relaxation of COVID-19 pandemic control measures in the third quarter of 2022, product demand picked up and exceeded expectations, leading to higher-than-anticipated revenue during the second half of the year ended 31 December 2022 (the "Prior Year"). During the year ended 31 December 2023 (the "Year"), the demand for the products of Sino-life Group Limited (the "Company") and its subsidiaries (the "Group") returned to normal levels, resulting in a single-digit percentage decrease in revenue from funeral services and cremation services provided in funeral parlours and funeral services centres due to the high base effect in 2022.

On geographical basis, the Group's revenue from the operation in the People's Republic of China (the "PRC") and Socialist Republic of Vietnam ("Vietnam"), have recorded a decrease during the Year, as compared with the Prior Year.

On the contrary, performance in Taiwan and Hong Kong Special Administrative Region, the PRC ("Hong Kong") were improved mainly due to the fully relaxation of the sanitary restrictions in Taiwan and Hong Kong.

The Group has been actively seeking diversified sources of income in order to enhance returns to the shareholders of the Company (the "Shareholders"). The Group has formed a business system focusing on traditional funeral services and emerging biotechnology. While, the traditional funeral services business currently accounts for a large proportion of the Group's business and the revenue of the Group is mainly derived from the PRC, biotechnology is also the Group's long-term focus for its business development. The Group has also formed a professional investment team, including but not limited to, (i) expert consultants in the biotechnology industry; (ii) investment and research professionals with solid experience in investment in biotechnology related industry; and (iii) professionals in management, finance, legal, etc.

二零二二年，COVID-19疫情對中國消費市場及服務公司造成重大影響。然而，隨著二零二二年第三季度COVID-19疫情控制措施的放寬，產品需求回升並超出預期，導致截至二零二二年十二月三十一日止年度（「過往年度」）下半年的收益高於預期。於截至二零二三年十二月三十一日止年度（「本年度」），中國生命集團有限公司（「本公司」）及其附屬公司（「本集團」）的產品需求回復至正常水平，導致來自於殯儀館及殯儀服務中心提供之殯儀服務及火化服務之收益因二零二二年的高基數效應而錄得單位數百分比跌幅。

就地區而言，於本年度，本集團於中華人民共和國（「中國」）及越南社會主義共和國（「越南」）經營之收益較過往年度有所減少。

相反，台灣及中國香港特別行政區（「香港」）的表現有所改善，乃主要由於台灣及香港的衛生限制全面放寬。

本集團一直積極尋求多元化收入來源，以提升本公司股東（「股東」）回報。本集團已形成以傳統殯儀服務及新興生物科技為主的業務體系。雖然目前傳統殯儀服務業務佔本集團業務比重較大，且本集團收益主要來自中國，但生物科技亦是本集團發展其業務的長期重點。本集團亦已成立專業投資團隊，包括但不限於(i)生物科技行業的專家顧問；(ii)於生物科技相關行業投資方面擁有豐富經驗的投資及研究專業人士；及(iii)管理、財務、法律等專業人員。



# Management Discussion and Analysis

## 管理層討論及分析

With the gradual elimination of the impact of the COVID-19 pandemic, the advanced biotechnical machineries distributed by the Group were gradually be delivered and installed during the Year. In order to further promote the rapid development of the biotechnology business, the Group also established a specialized and comprehensive investment platform which mainly focuses on investment in the development direction of biotechnology, including but not limited to, biomedicine, medical healthcare, life science instruments etc., as well as those emerging industries which could create synergy effect with the Group's businesses and create additional return on the Group's capital.

隨著COVID-19疫情的影響逐步消除，本集團分銷的高端生物科技儀器於本年度逐步交付及安裝。為進一步推動生物科技業務的快速發展，本集團亦建立了專業化、綜合性的投資平台，主要專注於生物科技發展方向的投資，包括但不限於生物醫藥、醫療保健、生命科學儀器等，以及可與本集團業務產生協同效應及為本集團資本創造額外回報的新興產業。

During the Year and the Prior Year, the amount and percentage of the revenue derived from respective geographical segments were as follow:

於本年度及過往年度，來自相應地區分部的收益金額及百分比如下：

		2023 二零二三年		2022 二零二二年	
		RMB'000 人民幣千元	% 百分比	RMB'000 人民幣千元	% 百分比
The PRC	中國	65,838	90.7	74,468	95.5
Taiwan	台灣	2,014	2.8	1,531	2.0
Hong Kong	香港	4,158	5.7	1,278	1.6
Vietnam	越南	560	0.8	692	0.9
		<b>72,570</b>	<b>100.0</b>	77,969	100.0

### The PRC

Business in the PRC continues to be the major source of income of the operations of the Group during the Year.

### 中國

於本年度，中國之業務繼續為本集團業務之主要收入來源。

The Group's revenue that was derived from the PRC market recorded a year-on-year decrease of 11.6% to approximately Renminbi ("RMB") 65,838,000 to the Group for the Year from approximately RMB74,468,000 of the Prior Year.

本集團來自中國市場的收入自過往年度的約人民幣（「人民幣」）74,468,000元同比減少11.6%至約人民幣65,838,000元。

In the PRC, the Group is principally engaged in provision of funeral, cremation and cemetery services in funeral parlours and funeral service centres under the Group's management in Chongqing. The Group also carried out the advisory service on stem cells and immunocytes under an agency agreement in Guangzhou city, Guangdong province.

於中國，本集團主要在本集團於重慶管理之殯儀館及殯儀服務中心提供殯儀、火化及墓園服務。本集團亦於廣東省廣州市根據代理協議從事幹細胞及免疫細胞諮詢服務。

# Management Discussion and Analysis

## 管理層討論及分析

In the first half of the Year, the Group's provision of funeral, cremation and cemetery services business remained relatively stable as compared with the same period of the Prior Year. However, during the second half of the Prior Year, the Group's funeral arrangement and related consultancy services experienced an unexpected surge in demand in the PRC, and the demand for these services returned to normal levels during the same period of the Year. Consequently, the revenue generated from funeral business of the Group in the PRC market for the Year amounted to approximately RMB65,838,000, which represented a year-on-year decrease of approximately 11.6% as compared to the Prior Year's revenue of approximately RMB74,468,000 due to the high base effect from the Prior Year.

On the other hand, with respect to the advisory services on stem cells and immunocytes of the Group, the Group is mainly responsible for customising health consulting solutions for customers, and entrusts suppliers to provide stem cell or immune cell services for the customers of the Group. During the COVID-19 pandemic, the Group's sales plan could not be effectively implemented due to social distancing restrictions which the Group could not effectively approach its customers. Since May 2022, the Company has not received orders from customers. In order to avoid further incurring losses, the Company has temporarily suspended its sales activities and will closely monitor market conditions to resume the sales activities when any opportunities arise.

### Taiwan and Hong Kong

Business in Taiwan strongly bounced back and recorded revenue of approximately RMB2,014,000 for the Year (the Prior Year: RMB1,531,000), representing a year-on-year increase of approximately 31.5% from the Prior Year, after the relaxation of sanitary restrictions in Taiwan since the end of 2022.

On the other hand, during the Year, business in Hong Kong recorded revenue of approximately RMB4,158,000 (the Prior Year: RMB1,278,000), of which approximately RMB3,069,000 (the Prior Year: RMB Nil) and approximately RMB1,089,000 (the Prior Year: RMB1,278,000) were derived from the Group's stem cells and immunocytes and other businesses and funeral services respectively.

於本年度上半年，本集團提供殯儀、火化及墓園服務業務與過往年度同期相比維持相對穩定。然而，於過往年度下半年，本集團的殯儀安排及相關諮詢服務在中國的需求意外激增，對該等服務的需求於本年度同期回復至正常水平。因此，本集團於本年度中國市場的殯儀業務產生的收益約為人民幣65,838,000元，較過往年度的收益約人民幣74,468,000元同比減少約11.6%，乃由於過往年度的高基數效應所致。

另一方面，就本集團的幹細胞及免疫細胞諮詢服務而言，本集團主要負責為客戶定制健康諮詢解決方案，並委託供應商為本集團客戶提供幹細胞或免疫細胞服務。於COVID-19疫情期間，由於本集團因社交距離限制無法有效接觸其客戶，本集團的銷售計劃無法有效實施。自二零二二年五月起，本公司尚未收到客戶訂單。為避免進一步產生虧損，本公司已暫停其銷售活動並將密切監察市況以待勢乘時，恢復銷售活動。

### 台灣及香港

自二零二二年年末台灣放寬衛生限制後，台灣業務強勁反彈，於本年度錄得收益約人民幣2,014,000元（過往年度：人民幣1,531,000元），較過往年度同比增加約31.5%。

另一方面，於本年度，香港業務錄得收益約人民幣4,158,000元（過往年度：人民幣1,278,000元），其中約人民幣3,069,000元（過往年度：人民幣零元）及約人民幣1,089,000元（過往年度：人民幣1,278,000元）分別來自本集團的幹細胞及免疫細胞及其他業務及殯儀服務。

# Management Discussion and Analysis

## 管理層討論及分析

During the Prior Year, particularly in February and March 2022, the Group's funeral arrangement and related consultancy services experienced an unexpected surge in demand in Hong Kong. However, the demand for these services returned to normal levels during the Year. Consequently, the revenue generated from funeral business of the Group in Hong Kong market for the Year amounted to approximately RMB1,089,000, which represents a year-on-year decrease of approximately 14.8% as compared to the Prior Year's revenue of approximately RMB1,278,000.

Meanwhile, with the easing of the COVID-19 sanitary restrictions, an advance biotechnical machinery has successfully installed and fulfilled the revenue recognition criteria, revenue amounted to approximately RMB3,069,000 was recognized in respect of the Group's sales of biotechnical machineries and other electronics products business in Hong Kong during the Year. As at 31 December 2023, the Group recorded approximately RMB6,946,000 unearned revenue in connection to its sales of biotechnical machineries and other electronics products in Hong Kong.

### Vietnam

The COVID-19 pandemic control measures were relaxed in the first quarter of 2022 in Vietnam and hence the operation of the Group in Vietnam gradually resumed to normal. During the Year, the Group recorded revenue of approximately RMB560,000 (the Prior Year: RMB692,000) from the sales of burial plots in Vietnam.

## FINANCIAL REVIEW

### Revenue

		2023			2022		
		二零二三年			二零二二年		
	Segment	Segment	Segment	Segment	Segment	Segment	Segment
	operating	operating	operating	operating	operating	operating	operating
	Revenue	profit	profit margin	Revenue	profit/(loss)	profit margin	profit margin
	收益	溢利	溢利率	收益	／(虧損)	溢利率	溢利率
	RMB'000	RMB'000	%	RMB'000	RMB'000	%	%
	人民幣千元	人民幣千元	百分比	人民幣千元	人民幣千元	百分比	百分比
Funeral services	殯儀服務	69,501	3,873	5.6%	77,969	16,697	21.4%
Stem cells and immunocytes and other business	幹細胞及免疫細胞及其他業務	3,069	819	26.7%	-	(301)	N/A 不適用
		72,570	4,692	6.5%	77,969	16,396	21.0%

於過往年度（尤其是於二零二二年二月及三月），本集團的殯儀安排及相關諮詢服務在香港的需求意外激增。然而，該等服務的需求於本年度回復至正常水平。因此，本集團於本年度香港市場的殯儀業務產生的收益約為人民幣1,089,000元，較過往年度的收益約人民幣1,278,000元同比減少約14.8%。

同時，隨著COVID-19衛生限制放寬，高端生物科技儀器已成功安裝並達成收益確認標準，本集團於本年度就於香港高端生物科技儀器及其他電子產品業務確認收益約人民幣3,069,000元。於二零二三年十二月三十一日，本集團就其於香港銷售生物科技儀器及其他電子產品錄得未賺取收益約人民幣6,946,000元。

### 越南

越南的COVID-19疫情控制措施於二零二二年第一季度放寬，因此本集團於越南的經營逐步恢復正常。於本年度，本集團錄得於越南銷售墓地之收益約人民幣560,000元（過往年度：人民幣692,000元）。

## 財務回顧

### 收益

# Management Discussion and Analysis

## 管理層討論及分析

The Group generated its revenue from its:

- (i) funeral services, which mainly involve provision of funeral related service, including arrangement services and related consultancy services, provision of funeral and cremation services and sale of burial plots and tombstones;
- (ii) provision of advisory service on stem cells and immunocytes; and
- (iii) sales of biotechnical machineries and other electronic products.

For the Year, the Group's revenue was approximately RMB72,570,000 (The Prior Year: RMB77,969,000), representing a decrease of approximately 6.9% as compared with the Prior Year. The decrease was mainly contributed by the decrease in revenue from the provision of funeral, cremation and cemetery services business of the Group in Chongqing, the PRC since the demand for these services normalised in Chongqing compared with the Prior Year.

### Cost of sales

For the Group's funeral services, the cost of sales primarily consists of costs directly attributable to the provision of its services, which mainly include:

- (i) direct labour and staff cost for the funeral services provided by individuals during the funeral ceremony held in a funeral parlour or a funeral service centre managed by the Group;
- (ii) subcontracting charges for services provided by the subcontractors in Taiwan;
- (iii) commission expenses from the recognition of commission paid to sales agents for funeral services deeds at the point when the services of the funeral services deeds are provided;
- (iv) the management fee and operating lease charges for hire of funeral parlours and funeral service centres; and
- (v) materials used for funeral ceremonies and cremation services such as fresh flowers, fuel for the cremation furnace and cost of the goods sold in the funeral parlour and funeral service centres under the Group's management in the PRC.

本集團收益產生自其：

- (i) 殯儀服務·主要涉及提供殯儀相關服務(包括安排服務及相關諮詢服務、提供殯儀及火化服務以及銷售墓地及墓碑)；
- (ii) 提供幹細胞及免疫細胞諮詢服務；及
- (iii) 生物科技儀器及其他電子產品銷售。

於本年度，本集團之收益約為人民幣72,570,000元(過往年度：人民幣77,969,000元)，較過往年度減少約6.9%。該減少乃主要由於本集團於中國重慶提供的殯儀、火化及墓園服務業務的收益減少所致，蓋因與過往年度相比，重慶對該等服務的需求恢復正常。

### 銷售成本

就本集團之殯儀服務而言，銷售成本主要包括提供服務之直接應佔成本，其主要包括：

- (i) 個人於本集團管理之殯儀館或殯儀服務中心舉行的殯儀儀式上提供殯儀服務之直接勞工及員工成本；
- (ii) 台灣分包商所提供服務的分包費用；
- (iii) 於提供殯儀服務契約的服務時確認就殯儀服務契約支付予銷售代理之佣金所產生之佣金開支；
- (iv) 租用殯儀館及殯儀服務中心之管理費及經營租賃開支；及
- (v) 殯儀儀式及火化服務所使用之物料(如鮮花、焚化爐燃料)以及本集團於中國所管理的殯儀館及殯儀服務中心出售貨品之成本。

# Management Discussion and Analysis

## 管理層討論及分析

On the other hand, the cost of sales of the Group's business in provision of advisory service on stem cells and immunocytes and sales of biotechnical machineries and other electronic products businesses primarily consist of the costs of provision of advisory services on stem cells and immunocytes and the costs of the biotechnical machineries and other electronic products.

Cost of sales for the Year was approximately RMB39,089,000 (the Prior Year: RMB38,169,000), increased by approximately 2.4% as compared with the Prior Year. The increase in cost of sales for the Year was mainly due to (i) the increased cost of services for the Group's funeral, cremation, and cemetery services due to the inflationary pressure; and (ii) the increase in cost of machineries as the result of the fulfillment of the revenue recognition criteria of the Group's sales of an advanced biotechnical machinery in Hong Kong.

### Gross profit

Gross profit for the Year was approximately RMB33,481,000 (the Prior Year: RMB39,800,000), and representing a year-on-year decrease of 15.9%. The decrease in gross profit was mainly contributed by the funeral services in the PRC.

The gross profit margin for the Year was approximately 46.1%, which dropped by 4.9% as compared with that of approximately 51.0% for the Prior Year. The compression of gross profit margin was mainly attributable to the increase in contribution of revenue from sale of advance biotechnical machineries and other electronics products, which generally lower margin and the decrease in the profit margin of the Group's funeral business due to the inflationary pressure and the decrease in the sales volume.

### Other income and other net gains

The Group recorded other income and other net gains of approximately RMB2,571,000 for the Year (the Prior Year: RMB3,007,000) representing a decrease of approximately 14.5% during the year. The decrease in the other income and other net gains was mainly contributed by the decrease in written back of provision for cost of service of approximately RMB776,000 while offset by the increase in the bank interest income.

另一方面，就本集團提供幹細胞及免疫細胞諮詢服務以及生物科技儀器及其他電子產品銷售之業務而言，銷售成本主要包括提供幹細胞及免疫細胞諮詢服務以及生物科技儀器及其他電子產品之成本。

本年度之銷售成本約為人民幣39,089,000元（過往年度：人民幣38,169,000元），較過往年度增加約2.4%。本年度銷售成本增加乃主要由於(i)通脹壓力導致本集團殯儀、火化及墓園服務的服務成本增加；及(ii)達成本集團於香港銷售高端生物科技儀器的收益確認標準導致儀器成本增加。

### 毛利

本年度毛利約為人民幣33,481,000元（過往年度：人民幣39,800,000元），同比減少15.9%。毛利減少主要由於中國的殯儀服務。

本年度的毛利率約為46.1%，較過往年度的約51.0%下降4.9%。毛利率下降主要是由於來自銷售利潤一般較低的高級生物科技儀器及其他電子產品的收益貢獻增加以及本集團殯儀業務因通脹壓力及銷量減少導致的利潤率下降所致。

### 其他收入及其他收益淨額

於本年度，本集團錄得其他收入及其他收益淨額約人民幣2,571,000元（過往年度：人民幣3,007,000元），年內減少約14.5%。其他收入及其他收益淨額減少主要是由於服務成本撥備撥回減少約人民幣776,000元被銀行利息收入增加抵銷所致。

# Management Discussion and Analysis

## 管理層討論及分析

### Selling and administrative expenses

Compared with the Prior Year, selling expenses for the Year increased by approximately 9.3% to approximately RMB2,122,000 as the result of increase in marketing activities.

Administrative expenses, which accounted for approximately 56.6% (the Prior Year: 41.0%) of revenue, increased by approximately 28.3% to approximately RMB41,044,000 (The Prior Year: RMB31,991,000) during the Year. The increase in the administrative expenses were mainly contributed by the general increase in the salary level across different geographical segments, repair and maintenance costs, travelling expenses and legal and professional expenses during the Year.

### Finance costs

Finance costs of the Group mainly consisted of the interest expenses on the bank borrowings, lease liabilities under HKFRS 16 and convertible bonds. The finance costs decreased to approximately RMB1,681,000 from that of the Prior Year of approximately RMB1,861,000 as the result of the decrease in interest on lease liabilities of approximately RMB251,000 while offset by the interest on the newly issued convertible bonds of approximately RMB67,000 during the Year.

### Income tax expense

Income tax expense was mainly incurred by operations in the PRC, which was approximately RMB2,143,000 (the Prior Year: RMB7,262,000) for the Year, representing a decrease of approximately RMB5,119,000 as compared with the Prior Year. The decrease in the tax expenses was mainly due to the decrease in enterprise income tax of approximately RMB5,272,000 as the result of the decrease in the taxable profit in the PRC and the under-provision of tax expenses for the prior years.

### Loss for the Year attributable to the owners of the Company

As the result of the cumulative effect from the above-mentioned factors, the loss attributable to the owners of the Company for the Year was approximately RMB7,173,000, as compared with that of approximately RMB847,000 for the Prior Year. Loss per share for the Year was approximately RMB0.90 cents (the Prior Year: RMB0.11 cents).

### 銷售及行政開支

與過往年度相比，本年度之銷售開支增加約9.3%至約人民幣2,122,000元，原因為營銷活動增加。

於本年度，行政開支佔收益約56.6%（過往年度：41.0%），增加約28.3%至約人民幣41,044,000元（過往年度：人民幣31,991,000元）。行政開支增加乃主要由於本年度不同地區分部的薪酬水平、維修及保養成本、差旅費以及法律及專業費用的整體提升。

### 融資成本

本集團融資成本主要包括銀行借貸利息開支、香港財務報告準則第16號項下租賃負債及可換股債券。融資成本由過往年度的約人民幣1,861,000元減少至約人民幣1,681,000元，乃由於本年度租賃負債利息減少約人民幣251,000元被新發行可換股債券的利息約人民幣67,000元抵銷所致。

### 所得稅開支

所得稅開支主要為中國業務所產生，本年度約為人民幣2,143,000元（過往年度：人民幣7,262,000元），較過往年度減少約人民幣5,119,000元。稅項開支減少乃主要由於過往年度於中國的應課稅溢利減少及稅項開支撥備不足導致企業所得稅減少約人民幣5,272,000元所致。

### 本公司擁有人應佔年度虧損

基於上述因素所帶來的累計影響，本年度本公司擁有人應佔虧損約為人民幣7,173,000元，而過往年度則約為人民幣847,000元。本年度之每股虧損約為人民幣0.90分（過往年度：人民幣0.11分）。

# Management Discussion and Analysis

## 管理層討論及分析

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

#### Liquidity and Financial Resources

The Group maintains a stable financial position. As at 31 December 2023, the Group had time deposits with original maturity over three months and cash and bank balances of approximately RMB125,019,000 (2022: RMB121,811,000) while current and non-current bank borrowings were approximately RMB1,275,000 and approximately RMB2,484,000 respectively (2022: RMB1,198,000 and RMB3,590,000 respectively). All bank borrowings were denominated in New Taiwan Dollars (“NTD”), at prevailing market interest rate.

The Company issued the convertible bonds in the principal amount of Hong Kong dollars (“HK\$”) 18,160,000 (the “Convertible Bonds”) to Shenzhen Nanyue Crown Block Bio Intelligent Equipment Investment Co., Ltd. or its nominee(s). The Convertible Bonds were denominated in HK\$ which entitled the holder of the Convertible Bonds to convert them in ordinary shares of the Company at any time commencing from the date of issue of the Convertible Bonds up the sixth anniversary of the date of issue of the Convertible Bonds (the “Maturity Date”), at a conversion price of HK\$0.126 per Convertible Bond (subject to anti-dilutive adjustments). The Convertible Bonds carry interests at 1% per annum and payable in arrears on the Maturity Date. The issuance of the Convertible Bonds was completed on 11 August 2023. For details, please refer to the section headed “Significant acquisitions and disposal of investments” in this annual report.

The holder of the Convertible Bonds had the right at any time during the conversion period to convert the whole or part of the outstanding principal amount of the Convertible Bonds registered in its name into conversion shares provided further that any conversion shall be made in amounts of not less than a whole multiple of HK\$1,000,000 on each conversion save that if at any time the aggregate outstanding principal amount of the Convertible Bonds is less than HK\$1,000,000, the whole (but not part only) of the outstanding principal amount of the Convertible Bonds may be converted.

### 流動資金、財務資源及資本架構

#### 流動資金及財務資源

本集團維持穩健的財務狀況。於二零二三年十二月三十一日，本集團擁有原到期時間超過三個月的定期存款以及現金及銀行結餘約人民幣125,019,000元（二零二二年：人民幣121,811,000元），而流動及非流動的銀行借貸分別為約人民幣1,275,000元及約人民幣2,484,000元（二零二二年：分別為人民幣1,198,000元及人民幣3,590,000元）。所有銀行貸款以新台幣（「新台幣」）計值並按現行市場利率計息。

本公司向深圳市南嶽天車生物智能裝備投資有限公司或其代名人發行本金額為18,160,000港元（「港元」）的可換股債券（「可換股債券」）。可換股債券以港元計值。可換股債券持有人有權自可換股債券發行日期起至可換股債券發行日期起計第六個週年日（「到期日」）止期間隨時按每份可換股債券0.126港元之換股價（可作出反攤薄調整）將可換股債券轉換為本公司普通股。可換股債券按每年1%計息，並須於到期日支付。可換股債券之發行已於二零二三年八月十一日完成。有關詳情，請參閱本年報「重大收購及出售投資」一節。

可換股債券持有人有權於換股期內隨時將以其名義登記之可換股債券之全部或部分未償還本金額轉換為換股股份，惟任何轉換須以每次轉換不少於1,000,000港元之完整倍數之金額作出，惟倘於任何時間可換股債券之未償還本金額總額少於1,000,000港元，則可換股債券之全部（而非僅部分）未償還本金額可予轉換。

# Management Discussion and Analysis

## 管理層討論及分析

The holder of the Convertible Bonds may require the Company to redeem all or part of the Convertible Bonds in the multiples of HK\$1,000,000 by given a notice of redemption at any time before the Maturity Date only in event that any holder of the Convertible Bonds had given a notice in respect of the occurrence of an event of default at the redemption price equal to 100% of the principal amount of all or part of the Convertible Bonds to be redeemed. During the Year, no convertible bonds were converted by the holder of Convertible Bonds, and the Company did not redeem any part of the Convertible Bonds.

During the Year, the Group did not use any financial instruments for hedging purposes.

It is the Group's policy to adopt a prudent financial management strategy and maintain a suitable level of liquidity facilities to meet operation requirements and acquisition opportunities.

The Group remained in a healthy and sound liquidity position as at 31 December 2023. Looking ahead, there are still uncertainties on the road of the society's return to normal. Further changes in economic conditions for the Group arising thereof may have impact on the financial results of the Group, the extent of which could not be estimated as at the date of this report. The Group will keep continuous attention on the situation and react actively if any circumstances arose that may impact on the financial position and operating results of the Group.

### Treasury investments and significant investments held

As at 31 December 2023, the Group also invested approximately RMB14,532,000 (2022: RMB26,006,000) in certain equity and debt securities, and exchange trade fund ("ETF") listed outside Hong Kong for trading purpose. These listed equity and debt investments are denominated in RMB and were classified as financial assets measured at fair value through profit or loss ("FVTPL"). The directors of the Company considered that the closing price of those listed equity and debt securities and ETF as at 31 December 2023 was the fair value of those investments. As at 31 December 2023, the fair value of the Group's investment portfolio was approximately RMB14,532,000 (2022: RMB26,006,000).

可換股債券持有人僅於任何可換股債券持有人就發生違約事件發出通知之情況下，可於到期日前任何時間發出贖回通知，要求本公司以1,000,000港元之倍數贖回全部或部分可換股債券，贖回價相等於將予贖回之全部或部分可換股債券本金額之100%。於本年度，可換股債券持有人概無轉換可換股債券，本公司亦無贖回可換股債券之任何部分。

於本年度，本集團並未使用任何財務工具作對沖用途。

本集團之政策為採納審慎財務管理策略，並維持流動資金於合適水平，以應付營運所需及把握收購機會。

於二零二三年十二月三十一日，本集團維持穩健的流動資金狀況。展望未來，社會恢復正常的過程仍存在不確定性。其所引致本集團經濟狀況的進一步變動或會對本集團之財務業績造成影響，惟於本報告日期尚無法估計有關影響的程度。本集團將繼續留意情況並積極應對任何可能對本集團財務狀況及經營業績造成影響的情況。

### 財務投資及所持重大投資

於二零二三年十二月三十一日，本集團亦投資約人民幣14,532,000元（二零二二年：人民幣26,006,000元）於香港境外上市作買賣用途的若干股本及債務證券和交易所買賣基金（「交易所買賣基金」）。該等上市股本及債務投資以人民幣計值，並分類為按公平值計入損益（「按公平值計入損益」）計量之財務資產。本公司董事認為，該等上市股本及債務證券和交易所買賣基金於二零二三年十二月三十一日的收市價為該等投資的公平值。於二零二三年十二月三十一日，本集團的投資組合的公平值約為人民幣14,532,000元（二零二二年：人民幣26,006,000元）。



# Management Discussion and Analysis

## 管理層討論及分析

*The movements in the investment portfolio held by the Group during the Year* 本集團於本年度持有之投資組合變動

				% of				Fair value	
	Number of securities	% of the Group's total assets	% of investment portfolio	1 January 2023	Addition	Disposal/ redemption	in profit or loss	31 December 2023	
	證券數目	佔本集團總資產百分比	佔本集團投資組合之百分比	二零二三年一月一日	添置	出售/贖回	損益內之公平值變動	二零二三年十二月三十一日	
				RMB'000	RMB'000	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	人民幣千元
Financial assets measured at FVTPL		按公平值計入損益計量之財務資產							
- Equity securities listed outside Hong Kong	7	4.5%	85.7%	15,729	17,664	(17,285)	(3,660)	12,448	
- ETF listed outside Hong Kong	6	0.8%	14.3%	5,745	180,201	(183,352)	(510)	2,084	
- Debt instruments listed outside Hong Kong	-	-	-	4,532	1	(4,575)	42	-	
<b>Total</b>	<b>13</b>	<b>5.3%</b>	<b>100.0%</b>	<b>26,006</b>	<b>197,866</b>	<b>(205,212)</b>	<b>(4,128)</b>	<b>14,532</b>	
		總額							

The aggregate value of the investment portfolio decreased by approximately RMB11,474,000 during the Year.

於本年度，投資組合總值減少約人民幣11,474,000元。

Additions to investment portfolio during the Year totalled approximately RMB197,866,000, including investments in 21 equity securities or ETFs listed outside Hong Kong amounted to approximately RMB197,865,000 and 1 debt instrument listed outside Hong Kong amounted to approximately RMB1,000, whereas disposals in investment portfolio during the Year totalled approximately RMB205,212,000, including divestments of 18 equity securities or ETFs listed outside Hong Kong amounted to approximately RMB200,637,000 and 4 debt instruments listed outside Hong Kong amounted to approximately RMB4,575,000.

於本年度，添置投資組合合共約人民幣197,866,000元，包括於21項於香港境外上市的股本證券或交易所買賣基金的投資約人民幣197,865,000元及於1項於香港境外上市的債務工具的投資約人民幣1,000元，而於本年度出售投資組合合共約人民幣205,212,000元，包括減持18項於香港境外上市的股本證券或交易所買賣基金約人民幣200,637,000元及於4項於香港境外上市的債務工具約人民幣4,575,000元。

Other movements of the investment portfolio during the Year included net fair value loss on financial assets measured at FVTPL of approximately RMB4,128,000.

本年度投資組合的其他變動包括按公平值計入損益計量之財務資產的公平值虧損淨額約人民幣4,128,000元。

With the aim of broadening the Group's source of income and maximizing the return of the invested capital of the Group, and in turn bringing value to the Shareholders, the Group invested in various equity securities with different focuses on industries, sectors, regions, and asset types, in order to achieve investment objectives of reducing investment concentration risk, utilising the valuable idle financial resources of the Group and enhancing returns for its Shareholders. The Group has partnered with an investment company, which has solid principally engaged in venture capital and investment consultation which focuses on investment in emerging industries, and has a professional investment team with extensive investment experience.

為擴闊本集團的收入來源及盡量提升本集團投資資本的回報，從而為股東帶來價值，本集團投資於不同行業、領域、地區及資產類別的各種股本證券，以達致降低投資集中風險、使用本集團的寶貴的閒置財務資源及提升股東回報的投資目標。本集團與一間投資公司合作，該公司主要從事專注於新興產業投資的風險投資及投資諮詢，並擁有一支具有豐富投資經驗的專業投資團隊。

# Management Discussion and Analysis

## 管理層討論及分析

During the Year, while the Group strived to seek for investment opportunities that can benefit the Group's long term business strategy, the Group also exploited every opportunity to capture any short-term potential to fully utilise the valuable idle financial resources of the Group through investing in various kind of securities investment for capital appreciation purpose.

Equity securities or ETFs held by the Group at 31 December 2023 comprised a total of 13 listed equity securities or ETFs with an aggregate fair value of RMB14,532,000 (accounting for 5.3% of the Group's total assets) covering various industry sectors including optical optoelectronics, industrial products and consumables and index fund.

Listed debt instruments held by the Group at 31 December 2023 did not comprise any listed bond. The listed bonds which were disposed of by the Group during the Year carried coupon rates ranging from 0.3% to 1.0% per annum, and they are issued by PRC listed companies or its subsidiary primarily operating in industrial and medical sectors in the PRC.

The Group's investment objective is to increase the value of its treasury management business so as to enhance returns for its Shareholders. While the Group continues to seek for investment opportunities that can benefit the Group's long term business strategy and strengthen the competitive edges of the Group, through a prudent investment strategy of maintaining a balanced portfolio that an appropriate mix of investment instruments and level of risks in its portfolio, the Group also strives for maximising the return of the idle capital of the Group by taking appropriate level of risk exposure but without impairing the liquidity of the Group. This is achieved by utilising various kind of securities instruments, including but not limited to equity securities and debt instruments, for potential capital appreciation purpose. Together with the investment expertise that the Group partners with, the Group's investment team reviews the Group's portfolio from time to time to ensure no excessive risk is taken. The Group seeks not only to enhance its source of revenue in order to mitigate the risks of losing income from any one particular source, but also to achieve consistent risk adjusted returns in its investment portfolio. As at 31 December 2023, the Group's investment portfolio only constituted 5.3% of the Group's total assets, and the largest exposure of a single securities was only 4.6% of the Group's total assets.

於本年度，本集團在致力尋求有利於本集團長期業務策略的投資機會的同時，亦透過投資各種證券投資以實現資本增值，把握任何短期潛力以充分利用本集團的寶貴的閒置財務資源。

於二零二三年十二月三十一日，本集團持有之股本證券或交易所買賣基金包括合共13項上市股本證券或交易所買賣基金，總公平值為人民幣14,532,000元（佔本集團總資產5.3%），涵蓋光學光電、工業產品及消耗品以及指數基金等多個行業領域。

本集團於二零二三年十二月三十一日持有的上市債務工具並不包括任何上市債券。本集團於本年度出售的上市債券，票面年利率介乎0.3%至1.0%，由中國上市公司或其附屬公司發行，該等公司主要於中國從事工業及醫療行業。

本集團之投資目標為提升其財務管理業務之價值，從而為其股東提高回報。本集團在繼續尋求有利於本集團長期業務策略及加強本集團競爭優勢的投資機會的同時，透過維持適當投資工具組合及組合風險水平的均衡組合的審慎投資策略，本集團亦透過適當的風險承擔水平但不損害本集團的流動性資金，致力將本集團閒置資金的回報最大化。透過使用各種證券工具（包括但不限於股本證券及債務工具）以達致潛在資本增值目的。連同本集團合作的投資專業人士，本集團的投資團隊不時檢討本集團的投資組合，以確保不會承擔過多風險。本集團不僅尋求增強其收入來源，以降低失去任何特定來源收入的風險，亦尋求在其投資組合中實現一致的風險調整回報。於二零二三年十二月三十一日，本集團的投資組合僅佔本集團總資產的5.3%，單一證券的最大敞口僅佔本集團總資產的4.6%。

# Management Discussion and Analysis

## 管理層討論及分析

The future prospects of the Group's equity securities will be subject to various factors, including but not limited to political, economic, technology, financial and risk factors that are specific to individual industry sectors of the investments and will therefore vary from one investment to another depending on the overall capital and investment markets conditions, macroeconomic conditions as well as the prospects of the relevant industry. The future prospects of the Group's debt securities are exposed to interest rate risk through the impact of rate change on their fair values, and other factors, including but not limited to political, economic, technology, financial and risk factors that are specific to individual industry sectors of the investments. However, the Group will benefit from a portfolio constructed of different kinds of investments aiming to, on average, yield higher returns and lower the risk associated with any individual investment.

### Treasury policy

The Group continues to adopt a conservative treasury policy in liquidity and financial management. The Group conducted its continuing operational business transactions mainly in RMB and HK\$. Surplus cash is generally placed in fixed deposits and high-quality debt securities mostly denominated in HK\$, United States dollar ("USD") or RMB. During the Year, the Group did not use any financial instruments for hedging purposes.

### Gearing ratio

As at 31 December 2023, the gearing ratio representing the ratio of total liabilities to total assets of the Group was approximately 60.06% (2022: 54.07%).

本集團股本證券的未來前景將取決於多項因素，包括但不限於政治、經濟、技術、金融及投資個別行業的特定風險因素，因此，視乎整體資本及投資市場狀況、宏觀經濟狀況以及相關行業的前景，每項投資將有所不同。本集團債務證券的未來前景因利率變動對其公平值的影響及其他因素（包括但不限於政治、經濟、技術、金融及投資個別行業的特定風險因素）而面臨利率風險。然而，本集團將受惠於由不同類型投資組成的投資組合，旨在平均賺取更高的回報及降低任何個別投資的有關風險。

### 庫務政策

本集團繼續在流動資金及財務管理方面採取保守的庫務政策。本集團主要以人民幣及港元進行其持續經營業務交易。盈餘現金大多投資於定期存款及優質債務證券，並以港元、美元（「美元」）或人民幣為主。於本年度，本集團並無使用任何金融工具作對沖用途。

### 資產負債比率

於二零二三年十二月三十一日，資產負債比率（即本集團總負債對總資產的比率）約為60.06%（二零二二年：54.07%）。

# Management Discussion and Analysis

## 管理層討論及分析

### CAPITAL EXPENDITURE

For the Year, the Group incurred approximately RMB443,000 (the Prior Year: RMB2,474,000) of capital expenditure on property, plant and equipment and approximately RMB1,155,000 (the Prior Year: RMB412,000) on right-of-use assets. There were approximately RMB3,000 (the Prior Year: RMB59,000) of property, plant and equipment that were disposed during the Year.

### CAPITAL COMMITMENT AND CONTINGENT LIABILITIES

As at 31 December 2023 and 2022, capital expenditure contracted for but not provided for in the consolidated financial statements of the Company are as follows:

### 資本開支

於本年度，本集團的物業、廠房及設備產生資本開支約人民幣443,000元（過往年度：人民幣2,474,000元），使用權資產產生資本開支約人民幣1,155,000元（過往年度：人民幣412,000元）。本年度出售的物業、廠房及設備約為人民幣3,000元（過往年度：人民幣59,000元）。

### 資本承擔及或然負債

於二零二三年及二零二二年十二月三十一日，已訂約但未於本公司綜合財務報表撥備之資本開支如下：

		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
Capital expenditure contracted but not provided for:	已簽約但未作撥備之資本開支：		
– Investment in an associate	– 投資一間聯營公司	2,460	2,460
– Investment in a joint venture	– 於一間合營企業之投資	–	6,500
– Intangible assets	– 無形資產	225	–
		<b>2,685</b>	<b>8,960</b>

The Group did not have any contingent liabilities as at 31 December 2023 and 2022.

Save as disclosed above and in note 38 to these consolidated financial statements, the Group had no other material capital commitments, material contracts, contingent liabilities or significant investment plans.

### PRINCIPAL RISKS

The Group's activities are exposed to a variety of risks. Further details of the Group's inherent risk exposures are set out at note 35 the consolidated financial statements.

於二零二三年及二零二二年十二月三十一日，本集團概無任何或然負債。

除上文及於該等綜合財務報表附註38所披露者外，本集團並無其他重大資本承擔、重大合約、或然負債或重大投資計劃。

### 主要風險

本集團的活動面臨各種風險。有關本集團固有風險的進一步詳情載於綜合財務報表附註35。

# Management Discussion and Analysis

## 管理層討論及分析

### Foreign exchange exposure

The Group's operations are geographically based in the PRC, Taiwan, Hong Kong and Vietnam. These consolidated financial statements of the Group are presented in RMB, except for certain incomes and expenses which are denominated in USD, NTD, HK\$ and Vietnamese Dong ("VTD").

It is possible that the value of RMB may fluctuate against that of USD, NTD, HK\$ and VTD. The Group's operating results and financial condition may be affected by changes in the exchange rates of RMB against USD, NTD, HK\$ and VTD in which the Group's revenue and expenses are denominated.

As at 31 December 2023, The Group currently does not have a foreign currency hedging policy. However, the directors of the Company monitor the Group's foreign currency exposures and will consider hedging significant foreign currency exposures should the need arises.

### Credit risk exposure

The Group's credit risk is primarily attributable to trade receivables, other receivables and deposits paid, debt instruments measured at FVTPL, time deposits with original maturity over three months and cash and cash equivalents. Management has a credit policy in place and the exposure to this credit risk is monitored on an ongoing basis.

Except for debt securities measured at FVTPL, the Group performed impairment assessment for financial assets and other items under expected credit loss ("ECL") model. Besides, the Group's exposure to credit risk arising from refundable rental deposits is considered to be low, taking into account (i) the landlords' credit rating and (ii) the remaining lease term and the period covered by the rental deposits.

### 外匯風險

本集團業務在地理上位於中國、台灣、香港及越南。本集團的該等綜合財務報表以人民幣呈列，惟若干收益及開支以美元、新台幣、港元及越南盾（「越南盾」）計值。

人民幣兌美元、新台幣、港元及越南盾的價值可能出現價值波動。本集團經營業績及財務狀況可能受人民幣兌美元、新台幣、港元及越南盾（本集團收益及開支的計值貨幣）的匯率變動影響。

於二零二三年十二月三十一日，本集團目前並無外幣對沖政策。然而，本公司董事監察本集團之外幣風險，並將於有需要時考慮對重大的外幣風險作出對沖。

### 信貸風險敞口

本集團的信貸風險主要來自貿易應收款項、其他應收款項及已付按金、按公平值計入損益計量之債務工具、原到期時間超過三個月的定期存款以及現金及現金等價物。管理層已制定信貸政策，並持續監察該信貸風險。

除按公平值計入損益計量之債務證券外，本集團根據預期信貸虧損（「預期信貸虧損」）模型對財務資產及其他項目進行減值評估。此外，經考慮(i)業主的信貸評級及(ii)餘下租期及租金按金涵蓋的期間，本集團因可退回租金按金而承受的信貸風險被視為較低。

# Management Discussion and Analysis

## 管理層討論及分析

The Group has established a credit risk management policy under which individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. In respect of trade receivables from funeral services, the Group generally offer credit period of 45 days (2022: 45 days) to customers, whereas no credit period is granted to customers for other services rendered by the Group. Normally, the Group does not hold any collateral over trade receivables. The Group has no significant concentration of credit risk. The maximum exposure to credit risk without taking account of any collateral held is represented by the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairment allowance. The Group does not provide any guarantees which would expose the Group to credit risk.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. The Group segments its trade receivables based on geographic regions, due to different loss patterns experienced in the different regions. Expected loss rates are based on actual loss experience over the past 12 months. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

本集團已制定信貸風險管理政策，據此對所有要求超過一定金額信貸的客戶進行個別信貸評估。另外會集中評估客戶過往償還到期款項的記錄及目前的償債能力，並會考慮客戶特定資料以及客戶經營所在的經濟狀況。就殯儀服務之貿易應收款項而言，本集團一般向客戶提供45日（二零二二年：45日）之信貸期，而就本集團提供之其他服務不授予客戶信貸期。一般而言，本集團並無就貿易應收款項持有任何抵押品。本集團並無重大信貸風險集中。倘不考慮任何持有之抵押品，則綜合財務狀況表中各財務資產的最高信貸風險為扣除任何減值撥備後的賬面值。本集團並無提供任何擔保令本集團承受信貸風險。

本集團按等同於全期預期信貸虧損之金額計量貿易應收款項之虧損撥備，其乃使用撥備矩陣進行計算。由於不同地區出現不同虧損模式，故本集團按地區劃分其貿易應收款項。預期虧損率乃基於過往12個月的實際虧損經驗。該等比率會作出調整以反映已收集歷史數據之期間之經濟狀況、當前狀況及本集團對應收款項預期年期之經濟狀況之觀點之差異。

# Management Discussion and Analysis

## 管理層討論及分析

### SIGNIFICANT ACQUISITIONS AND DISPOSAL OF INVESTMENTS

On 26 April 2023, the Company and Zhongke Xunda Biotechnology (Shenzhen) Company Limited\* (中科訊達生物科技(深圳)有限公司) (“Zhongke Xunda”), a company established in the PRC, an indirect wholly owned subsidiary of the Company, entered into a sale and purchase agreement (the “SPA I”) with Shenzhen Nanyue Crown Block Bio Intelligent Equipment Investment Co., Ltd.\* (深圳市南嶽天車生物智能裝備投資有限公司) (“Nanyue CB”), a company established in the PRC. Pursuant to the SPA I, Zhongke Xunda (as purchasers) agreed to acquire from Nanyue CB (as vendor) the RMB16,200,000 paid-up capital of Zhongke Zhenhui (Guangdong) Medical Technology Company Limited\* (中科臻慧(廣東)醫療科技有限公司) (“Zhongke Zhenhui”), a company established in the PRC contributed by Nanyue CB, which is equivalent to 20.25% of the equity interest in Zhongke Zhenhui at a consideration of RMB15,930,000 (equivalent to approximately HK\$18,160,000), which shall be satisfied by way of issue of the Convertible Bonds in the principal amount of HK\$18,160,000 to Nanyue CB or its nominee(s) under the specific mandate (the “Specific Mandate I”) to be granted by the Independent Shareholders (being defined as “Shareholder(s) other than those who are required under the GEM Listing Rules to abstain from voting on the resolution(s) to be proposed at the EGM (as defined below) to approve the SPA I, the SPA II (as defined below) and the transactions contemplated thereunder”) to the Board at the EGM for the allotment and issue of 187,000,000 shares of the Company (the “Conversion Shares”) (based on the maximum number of Conversion Shares to be issued as a result of any adjustments in the initial conversion price of HK\$0.126 per Conversion Share (the “Conversion Price”) pursuant to the terms of the Convertible Bonds) to the holders of the Convertible Bonds upon exercise of the conversion rights attaching to the Convertible Bonds at the Conversion Price.

### 重大收購及出售投資

於二零二三年四月二十六日，本公司及中科訊達生物科技(深圳)有限公司(「中科訊達」，一間於中國成立之公司，為本公司之間接全資附屬公司)與深圳市南嶽天車生物智能裝備投資有限公司(「南嶽天車」，一間於中國成立之公司)訂立買賣協議(「買賣協議一」)。根據買賣協議一，中科訊達(作為買方)同意向南嶽天車(作為賣方)收購由南嶽天車出資之中科臻慧(廣東)醫療科技有限公司(「中科臻慧」，一間於中國成立之公司)之繳足股本(即人民幣16,200,000元，相當於中科臻慧之20.25%股權)，代價為人民幣15,930,000元(相當於約18,160,000港元)，其將透過根據獨立股東(定義為「根據GEM上市規則須就於股東特別大會(定義見下文)上提呈以批准買賣協議一、買賣協議二(定義見下文)及其項下擬進行之交易之決議案放棄投票之股東以外之股東»)將於股東特別大會上向董事會授出的特別授權(「特別授權一」)(以於可換股債券所附帶之換股權按換股價獲行使後向可換股債券持有人配發及發行187,000,000股本公司股份(「換股股份」)(基於因根據可換股債券之條款對初步換股價每股換股股份0.126港元(「換股價」)作出任何調整而將予發行之換股股份最高數目))向南嶽天車或其代名人發行本金額為18,160,000港元的可換股債券的方式支付。

# Management Discussion and Analysis

## 管理層討論及分析

As at the date of the SPA I, Nanyue CB is controlled as to approximately 71.25% by Mr. Xu Jianchun (together with his associates), the chairman and an executive Director of the Company, and therefore a connected person of the Company. Upon completion of the SPA I, Zhongke Zhenhui will be held as to 71.25% by Zhongke Xunda and 28.75% by Nanyue CB. The financial information of Zhongke Zhenhui will continue to be consolidated into the consolidated financial statements of the Group.

On 26 April 2023, the Company and Zhongke Xunda entered into a sale and purchase agreement (the “SPA II”) with Shenzhen Huaxin Times Investment Co., Ltd.\* (深圳市華信時代投資有限公司) (“Shenzhen Huaxin”), a company established in the PRC. Pursuant to the SPA II, Zhongke Xunda (as purchasers) agreed to acquire from Shenzhen Huaxin (as vendor) the RMB15,000,000 paid-up capital of Guangdong Zhenyuan Investment Company Limited (“Guangdong Zhenyuan”)\* (廣東臻遠投資有限責任公司), a company established in the PRC, contributed by Shenzhen Huaxin, which is equivalent to approximately 21.43% of the equity interest in Guangdong Zhenyuan at a consideration of RMB15,000,000 (equivalent to approximately HK\$17,100,000), which shall be satisfied by way of the issue of the Consideration Shares to Shenzhen Huaxin or its nominee(s) under the specific mandate (the “Specific Mandate II”) to be granted by the Independent Shareholders to the Board at the EGM (as defined below) for the allotment and issue of 142,500,000 shares of the Company (the “Consideration Shares”).

As at the date of the SPA II, Guangdong Zhenyuan, is controlled as to approximately 42.86% by Shenzhen Huaxin and approximately 57.14% by Zhongke Zhenhui, an indirect non-wholly owned subsidiary of the Company, and therefore, Shenzhen Huaxin is a connected person of the Company. Upon completion of the SPA II, Guangdong Zhenyuan will be held as to approximately 21.43% by Zhongke Xunda, approximately 57.14% by Zhongke Zhenhui and approximately 21.43% by Shenzhen Huaxin. The financial information of Guangdong Zhenyuan will continue to be consolidated into the consolidated financial statements of the Group.

For details of the SPA I and the SPA II, please refer to the Company’s announcements dated 26 April 2023, 5 June 2023 and 15 June 2023 and the circular of the Company dated 23 June 2023. An extraordinary general meeting of the Company (the “EGM”) has been held on 12 July 2023, and the SPA I, the SPA II and the transactions contemplated thereunder have been approved by the Independent Shareholders. Up to the date of this annual report, the transactions stipulated in the SPA I and the SPA II have been completed.

於買賣協議一日期，南嶽天車由本公司主席兼執行董事許建春先生（連同其聯繫人）控制約71.25%股權，故為本公司的關連人士。於買賣協議一完成後，中科訊達及南嶽天車將分別持有中科臻慧之71.25%及28.75%股權。中科臻慧之財務資料將繼續於本集團之綜合財務報表綜合入賬。

於二零二三年四月二十六日，本公司及中科訊達與深圳市華信時代投資有限公司（「深圳華信」，一間於中國成立之公司）訂立買賣協議（「買賣協議二」）。根據買賣協議二，中科訊達（作為買方）同意向深圳華信（作為賣方）收購由深圳華信出資之廣東臻遠投資有限責任公司（「廣東臻遠」，一間於中國成立之公司）之繳足股本（即人民幣15,000,000元，相當於廣東臻遠約21.43%股權），代價為人民幣15,000,000元（相當於約17,100,000港元），其將透過根據獨立股東將於股東特別大會（定義見下文）上向董事會授出的特別授權（「特別授權二」）（以配發及發行142,500,000股本公司股份（「代價股份」））向深圳華信或其代名人發行代價股份的方式支付。

於買賣協議二日期，廣東臻遠由深圳華信及本公司間接非全資附屬公司中科臻慧分別控制約42.86%及57.14%股權，因此，深圳華信為本公司之關連人士。於買賣協議二完成後，中科訊達、中科臻慧及深圳華信將分別持有廣東臻遠約21.43%、57.14%及21.43%之股權。廣東臻遠之財務資料將繼續於本集團之綜合財務報表綜合入賬。

有關買賣協議一及買賣協議二的詳情，請參閱本公司日期為二零二三年四月二十六日、二零二三年六月五日及二零二三年六月十五日的公告以及本公司日期為二零二三年六月二十三日的通函。本公司已於二零二三年七月十二日舉行股東特別大會（「股東特別大會」），買賣協議一、買賣協議二及其項下擬進行之交易已獲獨立股東批准。截至本年報日期，買賣協議一及買賣協議二所訂明之交易已完成。



# Management Discussion and Analysis

## 管理層討論及分析

### CHARGE ON GROUP ASSETS

As at 31 December 2023, the carrying amount of property, plant and equipment pledged as security for the Group's bank borrowings was approximately RMB24,377,000 (2022: RMB22,578,000).

### DIVIDEND

The Directors do not recommend the payment of any final dividend in respect of the Year (the Prior Year: nil). There is no arrangement under which a Shareholder has waived or agreed to waive any dividend.

### THE NUMBER AND REMUNERATION OF EMPLOYEES

As at 31 December 2023, the Group employed 202 employees (2022: 218 employees). The Group determines staff remuneration in accordance with prevailing market salary scales, individual qualifications and performance. Remuneration packages including performance bonuses and entitlements to share options are reviewed on regular basis.

Apart from regular on-the-job training, the Group encourages its employees to attend external job-related training and provides training to new employees including an introduction to relevant regulations and general safety awareness and a workshop specific training to the work area and the role of individual within the workshop. Directors and employees, among others, are entitled to participate in the share option scheme at the discretion of the Board. During the Year, no share option was granted and exercised and 7,424,000 share option was lapsed. As at 31 December 2023, 18,532,000 share options were outstanding. Further details of the share option scheme of the Company currently in effect are set out in the sub-section headed "Share Option Scheme" in the section headed "Directors' Report" in this annual report.

### PROSPECTS

Externally, the global economy may experience a soft landing, which is beneficial to the stabilization of exports. As the interest rate hike by the Federal Reserve comes to an end, the pressure on the RMB exchange rate and RMB assets are expected to decrease. In addition, the presidents of China and the United States have met for the first time in nearly a year, bringing some hope to prevent the further deterioration in Sino-US relations.

### 抵押本集團資產

於二零二三年十二月三十一日，作為本集團銀行借貸的擔保而被抵押的物業、廠房及設備的賬面值約為人民幣24,377,000元（二零二二年：人民幣22,578,000元）。

### 股息

董事不建議就本年度派付任何末期股息（過往年度：無）。並無任何股東已放棄或同意放棄任何股息的安排。

### 僱員數目及薪酬

於二零二三年十二月三十一日，本集團僱用202名僱員（二零二二年：218名僱員）。本集團根據現行市場薪酬基準、個人資歷及表現釐定員工薪酬。包括表現花紅及獲得購股權的資格在內的薪酬組合會被定期審閱。

除定期在職培訓外，本集團鼓勵其僱員參加與工作相關的外部培訓，並為新員工提供培訓，包括介紹相關法規及整體安全意識，以及針對工作區域及車間內個人角色的車間專項培訓。董事及僱員等有權於董事會酌情決定的情況下參與購股權計劃。於本年度，概無購股權已授出及行使，且7,424,000份購股權已失效。於二零二三年十二月三十一日，18,532,000份購股權尚未行使。本公司現行購股權計劃的詳情載於本年報「董事會報告」一節內的「購股權計劃」分節。

### 前景

從外部看，全球經濟可能出現軟著陸，對出口企穩有利。美聯儲加息臨近尾聲，這將減小人民幣匯率壓力和人民幣資產的壓力。同時，中美元首進行了近一年來的首次會晤，一定程度上遏制了中美關係進一步惡化的趨勢。

# Management Discussion and Analysis

## 管理層討論及分析

In terms of fundamentals, China's unemployment rate in the consumer sector shows a trend of marginal decline without further deterioration. The overall consumption propensity in the household sector is showing a rebound trend. While the scarring effect in the household sector was obvious during the pandemic, it is now gradually diminishing. In terms of investment, if there is positive growth in exports in 2024, related investment in the manufacturing industry will be driven. In addition, as the central government increased leverage, the funding of infrastructure investment was also secured. The real estate sector is still complex. While there may still be a process of inertia decline, the decline is expected to narrow. Therefore, in many respects, China's economy will experience a marginal improvement.

As one of China's strategic emerging industries, biotechnology industry has great development potentials as the degree of population aging in China continues to deepen, medical expenses rise and public health awareness continues to increase. In addition, with the improvement in technology and the continuous progress of research and development equipment, technology innovation and drug research and development for biotechnology continue to make breakthroughs. The application of digital technologies such as AI, big data and blockchain has efficiently integrated and analyzed massive amounts of clinical and bioinformatics data and further reduced the costs of medical services, thereby contributing to the sustainable development of the biotechnology industry.

The Group has made a presence in the biotechnology business since early 2019. After several years of development, the life science instrument sales business has made a substantial progress. The Group has positioned one of the Company's subsidiaries, Zhongke Zhenhui, as a specialized and comprehensive investment platform to mainly focus on the investment in biotechnology industry and emerging industries with development prospects, including but not limited to, biomedicine, medical healthcare, life science instruments etc., as well as those emerging industries which could create synergy effect.

從基本面來看，我國的消費失業率呈現邊際回落的趨勢，未出現進一步惡化的情況。居民部門的整體消費傾向在呈現回升趨勢，儘管在疫情期間居民部門的疤痕效應較為顯著，但這一效應正在逐漸減弱。在投資方面，如果二零二四年出口能夠實現正增長，將對相關製造業投資產生拉動效應。此外，在中央政府加槓桿之後，基建投資的資金來源也得到了保障。房地產領域仍然較為複雜，儘管可能仍存在慣性回落的過程，但降幅有望實現縮窄。因此，從多方面看，中國經濟形勢將會邊際改善。

生物科技作為國家戰略性新興產業之一，隨著國家人口老齡化程度繼續加深，醫療開支上升以及大眾健康意識的不斷增強，生物科技行業具有很大發展空間。此外，隨著科技水平的提升以及研發設備不斷改進，生物科技技術創新和藥物研發不斷取得突破。AI、大數據及區塊鏈等數字化技術的應用，高效地整合和分析海量的臨床及生物信息學數據，進一步降低了醫療服務成本，有利於促進生物科技行業可持續發展。

本集團於二零一九年年初佈局生物科技業務，經過幾年發展，生命科學儀器銷售業務已經取得實質性進展。本集團已將一家本公司附屬公司中科臻慧定位為專業化、綜合性投資平台，主要圍繞生物科技產業以及具有發展前景的新興產業進行投資，包括但不限於：生物醫藥、醫療健康、生命科學儀器以及能夠產生協同效應的新興行業。

# Management Discussion and Analysis

## 管理層討論及分析

On 26 April 2023, the Group further entered into the SPA I with Nanyue CB to acquire from Nanyue CB the RMB16,200,000 paid-up capital of Zhongke Zhenhui contributed by Nanyue CB, which is equivalent to 20.25% of the equity interest in Zhongke Zhenhui, and the SPA II with Shenzhen Huaxin to acquire from Shenzhen Huaxin the RMB15,000,000 paid-up capital of Guangdong Zhenyuan contributed by Shenzhen Huaxin, which is equivalent to approximately 21.43% of the equity interest in Guangdong Zhenyuan.

Through the SPA I and the SPA II, the Group will further increase its shareholding in Zhongke Zhenhui and Guangdong Zhenyuan, and further enhance the Group's controlling position in such companies. Not only can it improve the efficiency of the operation and decision-making of Zhongke Zhenhui and Guangdong Zhenyuan, but also enhance the cooperation confidence of business partners, which in turn accelerate the development of Zhongke Zhenhui and Guangdong Zhenyuan's investment business, so as to achieve the goal of strengthening and expanding the investment business of the Group.

Looking ahead, the world is undergoing major changes unseen in a century. Geopolitical risks are intensifying, and the external environment remains complex and severe. China is also facing the triple pressure of "shrinking demand, supply shock and expected weakening", and there are still certain difficulties and challenges to overcome in promoting high-quality economic development. However, China's strategic goals of continuously deepening innovation-driven development, supporting the rapid development of emerging industries and promoting high-quality economic development remain unchanged. Therefore, the Group will continue to adhere to diversified development. While consolidating the traditional funeral services business, the Group will actively seize the strategic opportunities arising from the booming development of the biotechnology industry, allocate more resources to support the development of the Group's biotechnology business. In order to diversify the Group's income sources, promote the high-quality development of the Group's business, and improve and enhance the Group's operating results, the Group will also actively seek suitable investment goals and opportunities from time to time.

於二零二三年四月二十六日，本集團進一步與南嶽天車訂立買賣協議一，以向南嶽天車收購南嶽天車出資之中科臻慧繳足股本（即人民幣16,200,000元，相當於中科臻慧之20.25%股權），並與深圳華信訂立買賣協議二，以向深圳華信收購深圳華信出資之廣東臻遠繳足股本（即人民幣15,000,000元，相當於廣東臻遠約21.43%股權）。

透過買賣協議一及買賣協議二，本集團將進一步增加持有中科臻慧及廣東臻遠之股權比例，進一步提高本集團在該等公司之控股地位，不僅能夠提升中科臻慧及廣東臻遠之經營決策效率，同時還能夠增強業務夥伴之合作信心，有助於加快推動中科臻慧及廣東臻遠之投資業務發展，以實現本集團投資業務做強做大之目標。

展望未來，世界處於百年未有之大變局，地緣政治風險加劇，外部環境依然複雜嚴峻，中國同時面臨「需求收縮、供給衝擊、預期轉弱」三重壓力，推動經濟高質量發展仍需克服一些困難和挑戰。但是，國家持續深入推進創新驅動，支持新興產業快速發展，推進經濟高質量發展的戰略目標不變。因此，本集團將繼續堅持多元化發展，在鞏固傳統殯葬服務業務的同時，積極把握生物科技行業蓬勃發展的戰略機遇，分配更多資源支持集團生物科技業務的發展。為擴大本集團的收入來源，推動本集團業務高質量發展，改善及提升本集團經營業績，本集團也將不時積極尋求合適的潛在投資目標及機遇。

# Corporate Governance Report 企業管治報告

## CORPORATE GOVERNANCE PRACTICES

The corporate governance practices of Sino-Life Group Limited (the “Company”) are based on the principles and the code provisions as set out in the Corporate Governance Code (the “Code”) as set out in Appendix 15 (currently referred to as Appendix C1) to the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”). The principles adopted by the Company emphasize a quality board, transparency and accountability to shareholders. In the opinion of the board (the “Board”) of directors (the “Director(s)”) of the Company, the Company has complied with the Code for the year ended 31 December 2023 (the “Year”) except for Rule 5.05(1) and Rule 5.28 of the GEM Listing Rules as explained in this Corporate Governance Report.

The Company will continue to enhance its corporate governance practices appropriate to the conduct and growth of its business and to review its corporate governance practices from time to time to ensure they comply with the statutory requirements and the Code and align with the latest developments.

## NON-COMPLIANCE WITH PROVISIONS OF THE GEM LISTING RULES

Following the resignation of Mr. Sun Fei on 3 April 2023, the Company only had two independent non-executive Directors. The number and composition of independent non-executive Directors failed to meet the requirements under (i) Rule 5.05(1) of the GEM Listing Rules which requires the board of directors must include at least 3 independent non-executive directors; and (ii) Rule 5.28 of the GEM Listing Rules which requires the audit committee to comprise a minimum of three members.

Following the appointment of Ms. Hu Zhaohui as an independent non-executive Director and an Audit Committee member on 7 June 2023, the Board comprises three independent non-executive Directors. As a result, the Company has complied with Rules 5.05(1) and 5.28 of the GEM Listing Rules.

## 企業管治常規

中國生命集團有限公司(「本公司」)之企業管治常規乃基於聯交所GEM證券上市規則(「GEM上市規則」)附錄十五(現稱為附錄C1)之企業管治守則(「守則」)所載原則及守則條文。本公司所採納之原則著重高質素之董事會及對股東之透明度及問責性。本公司董事(「董事」)會(「董事會」)認為，於截至二零二三年十二月三十一日止年度(「本年度」)內，本公司一直遵守守則，惟GEM上市規則第5.05(1)條及第5.28條除外(誠如企業管治報告內所闡釋)。

本公司將繼續改進其企業管治常規以適應其業務的進行及發展，並會不時審閱其企業管治常規以保證其遵守守則的法定規定以及符合最新發展。

## 未能遵守GEM上市規則之條文

孫飛先生於二零二三年四月三日辭任後，本公司僅有兩名獨立非執行董事。獨立非執行董事的人數及組成未能符合(i) GEM上市規則第5.05(1)條規定董事會必須包括至少三名獨立非執行董事的規定；及(ii) GEM上市規則第5.28條規定審核委員會至少要有三名成員的規定。

於二零二三年六月七日委任胡朝暉女士為獨立非執行董事及審核委員會成員後，董事會由三名獨立非執行董事組成。因此，本公司已遵守GEM上市規則第5.05(1)及5.28條。

# Corporate Governance Report

## 企業管治報告

### AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF NEW ARTICLES OF ASSOCIATION

At the annual general meeting of the Company held on 31 May 2023, a special resolution was passed to amend the existing articles of association of the Company, and to adopt the second amended and restated memorandum and articles of association of the Company (the "M&A"). The M&A consolidated all the amendments to bring the constitution of the Company in line with the amendments to the GEM Listing Rules, relating to, among others, the new Appendix 3 to the GEM Listing Rules with effect from 1 January 2022 for which listed issuers are required to make necessary amendments to the constitutional documents to bring the constitutional documents to conformation. The M&A were amended to (i) bringing the M&A in line with the amendments made to Appendix 3 to the GEM Listing Rules which became effective on 1 January 2022 and the applicable laws of the Cayman Islands; (ii) providing flexibility to the Company in relation to the conduct of general meetings by way of physical meeting, virtual meeting or hybrid meeting; and (iii) incorporating certain housekeeping amendments as set out in Appendix III to the circular of the Company dated 18 April 2023. The M&A are available on the websites of the Company and the Stock Exchange. For further details of the amendments to the existing M&A of the Company and adoption of the M&A, please refer to Company's announcements dated 13 April 2023 and 31 May 2023, and the circular of the Company dated 18 April 2023.

### 修訂組織章程細則及採納新組織章程細則

於二零二三年五月三十一日舉行的本公司股東週年大會上，一項特別決議案獲通過以修訂本公司現有組織章程細則及採納本公司第二次經修訂及重申的組織章程大綱及細則（「組織章程大綱及細則」）。組織章程大綱及細則綜合所有修訂，以使本公司的憲章與GEM上市規則的修訂一致，內容有關（其中包括）自二零二二年一月一日起生效的GEM上市規則新附錄三，據此，上市發行人須對憲章文件作出必要修訂，以使憲章文件達成一致。已對組織章程大綱及細則作出修訂，以(i)使組織章程大綱及細則符合對GEM上市規則附錄三作出的修訂（於二零二二年一月一日生效）以及開曼群島的適用法律；(ii)為本公司提供與透過實體會議、虛擬會議或混合會議舉行的股東大會有關的靈活性；及(iii)納入本公司日期為二零二三年四月十八日之通函附錄三所載之若干內部管理修訂。組織章程大綱及細則可於本公司及聯交所網站查閱。有關修訂本公司現有組織章程大綱及細則及採納組織章程大綱及細則的進一步詳情，請參閱本公司日期為二零二三年四月十三日及二零二三年五月三十一日的公告以及本公司日期為二零二三年四月十八日的通函。

# Corporate Governance Report

## 企業管治報告

### CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with such code of conduct throughout the Year.

### BOARD OF DIRECTORS

#### A) Board Composition

For the Year and until the date of this report, the Board comprises members as follows:

#### Executive Directors

Mr. Xu Jianchun (*Chairman*)

Mr. Liu Tien-Tsai (*Chief executive officer*)

Dr. Xu Qiang

(Resigned on 31 August 2023)

#### Independent non-executive Directors

Mr. Chai Chung Wai

Mr. Sun Fei

(Resigned on 3 April 2023)

Dr. Yang Jingjing

Ms. Hu Zhaohui

(Appointed on 7 June 2023)

### 董事進行證券交易之行為守則

本公司採納有關董事進行證券交易之行為守則，其條款與GEM上市規則第5.48至5.67條所載的規定交易標準同樣嚴謹。已向所有董事作出特定查詢，董事確認，彼等於本年度內一直遵守該等行為守則。

### 董事會

#### A) 董事會成員

於本年度及直至本報告日期，董事會成員如下：

#### 執行董事

許建春先生 (*主席*)

劉添財先生 (*行政總裁*)

徐強博士

(於二零二三年八月三十一日辭任)

#### 獨立非執行董事

齊忠偉先生

孫飛先生

(於二零二三年四月三日辭任)

楊菁菁博士

胡朝暉女士

(於二零二三年六月七日獲委任)

# Corporate Governance Report

## 企業管治報告

The composition of the Board is well balanced with each Director having sound industry knowledge, extensive corporate and strategic planning experience and/or expertise relevant to the business of the Group. Pursuant to the Code, the Board adopted a board diversity policy (the "Board Diversity Policy", and further elaborate below). The Company recognises and embraces the benefits of diversity of Board members. While all Board's appointments will continue to be made on a merit basis, the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company's business. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge. There were changes in members of the Board during the Year and up to the date of this annual report, as required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules, as below:

董事會的成員各有所長，而每名董事對於本集團所從事業務均具備充分行業知識、豐富的企業及策略規劃經驗及／或專才。根據守則，董事會採納董事會成員多元化政策（「董事會成員多元化政策」，並於下文進一步闡述）。本公司肯定及接受董事會成員多元化的益處。在董事會所有任命將繼續奉行任人唯才的原則的同時，本公司將確保董事會在切合本公司業務所需的技能、經驗、不同觀點方面取得平衡。挑選候選人將基於多種不同觀點，包括但不限於性別、年齡、文化及教育背景、專業或其他經驗、技術及知識。根據GEM上市規則第17.50A(1)條須予披露的董事會成員於本年度及直至本年報日期的變動如下：

Name of Directors 董事姓名	Details of Changes 變動詳情
Mr. SUN Fei 孫飛先生	<ul style="list-style-type: none"> <li>Resigned as an independent non-executive Director, the chairman and a member of audit committee (the "Audit Committee") and a member of each of nomination committee (the "Nomination Committee") and remuneration committee (the "Remuneration Committee") of the Company on 3 April 2023.</li> <li>於二零二三年四月三日辭任獨立非執行董事、本公司審核委員會（「審核委員會」）主席及成員以及提名委員會（「提名委員會」）及薪酬委員會（「薪酬委員會」）各委員會成員。</li> </ul>
Mr. CHAI Chung Wai 齊忠偉先生	<ul style="list-style-type: none"> <li>Appointed as the chairman of Audit Committee on 3 April 2023.</li> <li>於二零二三年四月三日獲委任為審核委員會主席。</li> <li>Retired as the chairman of Remuneration Committee but remained a member of the Remuneration Committee on 7 June 2023.</li> <li>於二零二三年六月七日退任薪酬委員會主席，惟繼續擔任薪酬委員會成員。</li> <li>Appointed as an independent non-executive director, the chairman of the audit committee and a member of the nomination committee and the remuneration committee of ShiFang Holding Limited (a company listed in Hong Kong, stock code: 1831) on 30 June 2023.</li> <li>於二零二三年六月三十日獲委任為十方控股有限公司（一間香港上市公司，股份代號：1831）的獨立非執行董事、審核委員會主席以及提名委員會及薪酬委員會成員。</li> <li>Appointed as an independent non-executive director, the chairman of each of the audit committee and the remuneration committee and a member of the nomination committee of Kingkey Intelligence Culture Holdings Limited (a company listed in Hong Kong, stock code: 550) on 24 September 2023.</li> <li>於二零二三年九月二十四日獲委任為京基智慧文化控股有限公司（一間香港上市公司，股份代號：550）的獨立非執行董事、審核委員會及薪酬委員會各委員會主席以及提名委員會成員。</li> </ul>

# Corporate Governance Report

## 企業管治報告

Name of Directors 董事姓名	Details of Changes 變動詳情
Ms. HU Zhaohui 胡朝暉女士	<ul style="list-style-type: none"><li>Appointed as an independent non-executive Director, the chairman and a member of Remuneration Committee and a member of each of Nomination Committee and Audit Committee on 7 June 2023.</li><li>於二零二三年六月七日獲委任為獨立非執行董事、薪酬委員會主席及成員以及提名委員會及審核委員會各委員會成員。</li></ul>
Dr. XU Qiang 徐強博士	<ul style="list-style-type: none"><li>Resigned as an executive Director and chief executive officer of the Company on 31 August 2023.</li><li>於二零二三年八月三十一日辭任本公司執行董事及首席執行官。</li></ul>

The biographical details of the Directors and the relationship among the members of the Board, if any, are set out in the “Biographical Details of the Directors and Senior Management” on pages from 57 to 59 of this annual report.

To the best knowledge of the Board, there is no financial, business, family or other material/relevant relationship(s) between the members of the Board. Every Director has sufficient time and attention to deal with the affairs of the Group.

### B) Role and Function

The Board is responsible for formulating the strategic business development, reviewing and monitoring the business performance of the Group, with the goal of maximising long-term shareholder’s value, while balancing broader stakeholder interests. The Directors, collectively and individually, are aware of their responsibilities to the shareholders of the Company (the “Shareholder(s)”), for the manner in which the affairs of the Group are managed and operated.

The Board has the following main duties:

- determine all the corporate matters;
- be responsible for the management, direction and supervision of the businesses of the Group; and
- be responsible to ensure the effectiveness on Group’s financial reporting and compliance.

As and when necessary, the Directors can access to the advice and services of the Company Secretary, and in the appropriate circumstances, seeking of independent professional advice at the Group’s expense to ensure that the Board’s procedures, and all applicable rules and regulations are followed.

董事的履歷資料及董事會成員間關係（如有）載於本年報第57頁至第59頁之「董事及高級管理層之履歷」。

就董事會所深知，各董事會成員之間並無任何財務、業務、家族或其他重要／相關關係。董事均有足夠時間及精神以處理本集團的事務。

### B) 角色及職能

以創造最大股東長期價值的同時平衡廣大持份者利益為目標，董事會負責制訂業務發展策略、審閱及監察本集團的業務表現。董事明白，須就本集團的管理及營運事宜共同及個別向本公司股東（「股東」）承擔責任。

董事會有以下主要職責：

- 決定所有企業實業；
- 負責本集團業務管理、方向及監督；及
- 負責確保本集團的財務申報及合規的有效性。

於有需要時，董事可獲取公司秘書的意見及服務，並在適當的情況下徵求獨立專業意見，以確保依循董事會程序及一切適用的規則及規定，有關費用由本集團支付。



# Corporate Governance Report

## 企業管治報告

The Board gives clear directions as to the powers delegated to the management for the day-to-day management and administration functions of the Group, in particular, with respect to the circumstances where management should report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Group. The Board fully supports the senior management to discharge its duties and responsibilities in all circumstances. The Board will review those arrangements on a periodic basis to ensure that they remain appropriate to the needs of the Group.

The independent non-executive Directors have brought in a wide range of business and financial expertise, experiences and independent judgment to the Board. Through active participation in the Board meetings and serving on various Board committees, all independent non-executive Directors will make various contributions to the Company.

### C) Mechanisms to ensure Independent Views from Directors

The Board has implemented different ways to ensure independent views and input are available to the Board. The implementation and effectiveness of such mechanism was reviewed on an annual basis. The Board considers that such mechanism has been implemented properly and effectively.

#### *The mechanism is disclosed below:*

#### (i) Composition

The Board ensures the appointment of at least three independent non-executive Directors and at least one-third of its members being independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise. Currently, over 50% of the Board members are independent non-executive Directors, which exceeds the requirement of the GEM Listing Rules. Further, independent non-executive Directors will be appointed to Board Committees as required under the GEM Listing Rules and as far as practicable to ensure independent views are available.

董事會對委派予管理層有關執行本集團日常管理及行政職能的權力，給予清晰的指引，特別是涉及管理層在何種情況下須作出匯報，及於代表本集團作出決定或作出任何承諾前須事先取得董事會批准等事宜方面。在任何情況下，董事會會全力支持高級管理層履行其職務及責任。董事會將定期審閱該等安排，以確保有關安排仍切合本集團的需要。

獨立非執行董事為董事會帶來了廣博的業務及財務專業知識、經驗及獨立判斷。透過積極出席董事會會議及在各個董事委員會中任職，全體獨立非執行董事將為本公司做出諸多貢獻。

### C) 確保董事獨立意見的機制

董事會已採取不同方式確保董事會可獲得獨立意見及建議。該機制的實施及有效性每年進行檢討。董事會認為該機制已妥善及有效地實施。

#### *機制披露如下：*

#### (i) 組成

董事會確保委任至少三名獨立非執行董事及至少三分之一成員為獨立非執行董事，且至少一名獨立非執行董事擁有適當專業資格或會計或相關財務管理專業知識。當前，超過50%的董事會成員為獨立非執行董事，超過GEM上市規則的規定。此外，獨立非執行董事將根據GEM上市規則的規定及在切實可行的情況下獲委任加入董事委員會，以確保可獲得獨立意見。

# Corporate Governance Report

## 企業管治報告

### (ii) Independence Assessment

The Nomination Committee strictly adheres to the board nomination policy of the Company (the “Board Nomination Policy” and further elaborate below) with regard to the nomination and appointment of independent non-executive Directors, and is mandated to assess annually the independence of independent non-executive Directors to ensure that they can continually exercise independent judgement.

### (iii) Directors’ Time and Directorship Commitments

The Directors, independent non-executive Directors in particular, 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.

Directors disclose to the Company twice a year the number, identity and nature of offices held in Hong Kong or overseas listed public companies and organizations and other significant commitments, together with an indication of the time involved.

Currently, none of the Directors, individually, held directorships in more than two public companies (including the Company) as at 31 December 2023. The executive Directors do not hold directorship in other public companies, however, they are encouraged to participate in professional, public and community organizations.

### (iv) Board Decision Making

The Directors (including independent non-executive Directors), upon reasonable request, may seek independent professional advice at the Company’s expense, to assist the performance of their duties.

### (ii) 獨立性評估

提名委員會嚴格遵守有關提名及委任獨立非執行董事的本公司董事會提名政策（「董事會提名政策」，及於下文進一步闡述），並須每年評估獨立非執行董事的獨立性，以確保彼等能夠持續作出獨立判斷。

### (iii) 董事的時間及董事職務承擔

董事（特別是獨立非執行董事）均已表明對董事會事務的堅定承諾，並清楚知悉彼等需承諾投入足夠的時間與精力用於董事會事務。董事已就彼等其他承擔作出若干確認及披露。

董事每年兩次向本公司披露其於香港或海外上市公眾公司及或組織擔任職位的數目、身份及性質，以及其他重大承擔，並顯示其擔任有關職務所涉及的時間。

於二零二三年十二月三十一日，並無董事於超過兩間公眾公司（包括本公司）擔任董事職務。執行董事並無在其他公眾公司出任董事，惟集團鼓勵彼等參與專業組織、公眾及社區組織，以及擔任公職。

### (iv) 董事會決策

董事（包括獨立非執行董事）可在合理要求下尋求獨立專業意見以協助彼等履行職責，費用由本公司承擔。

# Corporate Governance Report

## 企業管治報告

To safeguard the interests of the Group, all Directors are required to declare their direct/indirect interests, if any, in any business proposals to be considered at the meetings and, where appropriate, they are required to abstain from voting on any Board resolution concerned. If a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter would be dealt with by a physical Board meeting rather than a written resolution.

### (v) Board Evaluation

The Board assesses and reviews the time contributed by every independent non-executive Director and their attendance to meetings of the Board and the Board committees so as to ensure that every independent non-executive Director has devoted sufficient time to the Board to discharge his/her responsibilities as a Director.

### (vi) Independent Views and Inputs Treasured and Valued

During the Board and Board committee meetings, the independent non-executive Directors are encouraged to express freely their independent views and inputs in an open and candid manner. The Chairman also encourages questions and challenges from Directors, in particular independent non-executive Directors and their comments and concerns are closely followed up by the management. In addition to Board meetings, the Chairman schedules a meeting annually with independent non-executive Directors without the presence of other Directors to discuss the affairs of the Group.

The implementation and effectiveness of the above mechanisms have been reviewed by the Board on an annual basis and the Board believes these measures would allow Directors to contribute effectively and independent views and input are available to the Board and Board committees.

為保障本集團的利益，全體董事須申報彼等於會議上將予考慮的任何業務建議中的直接／間接利益（如有），且（如適用）彼等須就任何有關董事會決議案放棄投票。若有主要股東或董事在董事會將予考慮的事項中存有董事會認為重大的利益衝突，有關事項將以舉行董事會會議（而非以書面決議）方式處理。

### (v) 董事會評核

董事會評估及檢討各獨立非執行董事貢獻的時間及彼等出席董事會及董事委員會會議的情況，以確保各獨立非執行董事已投入足夠時間履行其董事職責。

### (vi) 獨立建議及所珍視及重視的意見

於董事會及董事委員會會議上，本公司鼓勵獨立非執行董事以公開及坦誠的方式自由發表獨立意見及建議。主席亦鼓勵董事（尤其是獨立非執行董事）提問及提出質疑，而管理層會密切跟進彼等之意見及關注事項。除董事會會議外，主席每年安排與獨立非執行董事舉行一次沒有其他董事出席的會議，以討論本集團的事務。

董事會已每年檢討上述機制的實施及成效，並相信該等措施可令董事作出有效貢獻，且董事會及董事委員會可獲得獨立建議及意見。

# Corporate Governance Report

## 企業管治報告

### BOARD MEETINGS AND BOARD PRACTICES

The Board normally should schedule four regular meetings a year at quarterly intervals and meets as and when required to discuss the overall business, development strategy, operations and financial reporting of the Company. For the Year, the Board held 5 meetings within which 4 were regular meetings. In addition to regular Board meetings, the chairman of the Board had met with the independent non-executive Directors without the presence of other executive Directors during the Year. The attendance records of individual Directors at these Board meetings are set out in the table on page 36 of this annual report. The Directors can attend meetings in person or through other means of electronic communication in accordance with the Company's articles of association (the "Articles of Association"). All minutes of the meetings are kept by the Company Secretary and are open for inspection by the Directors at any time. The meetings are structured to allow open discussion. All Directors participate in discussing the strategy, operational and financial performance and internal control of the Group.

The company secretary of the Company (the "Company Secretary") assists the chairman of the Board (the "Chairman") to prepare the agenda of the meeting and each Director may request to include any matters in the agenda. At least 14 days' notice is given to the Directors for the regular meetings by the Company. All substantive agenda items have comprehensive briefing papers, which are distributed by the Company Secretary to the Directors within reasonable time before the Board meetings so as to ensure that the Directors may receive accurate, timely and clear information to make informed decisions regarding the matters discussed in the meetings. Directors who are considered to have conflict of interests or material interests in the proposed transactions or issues to be discussed will not be counted in the quorum of meeting and will abstain from voting on the relevant resolutions.

All Directors have access to the advice and services of the Company Secretary who regularly updates the Board on governance and regulatory matters. The Company Secretary is also responsible for ensuring the procedures of the Board meetings are observed and providing the Board opinions on matters in relation to the compliance with the procedures of the Board meetings.

### 董事會會議及董事會常規

董事會一般應每年安排四次例會，每季舉行一次，以討論本公司的整體業務、發展策略、營運及財務申報事宜。本年度，董事會共舉行五次會議，其中四次為例會。於本年度，除董事會例會外，董事會主席亦會在其他執行董事未有出席之情況下與獨立非執行董事會晤。各董事出席董事會會議之記錄載列於本年報第36頁。董事可親自或透過本公司組織章程細則（「組織章程細則」）所容許之其他電子通訊方式出席會議。董事會會議之所有會議記錄由公司秘書存管及可供任何董事於任何時間查閱。會議形式有利於進行坦誠討論。所有董事均會參與討論本集團的策略、營運及財務表現以及內部監控。

本公司公司秘書（「公司秘書」）協助董事會主席（「主席」）編製會議議程，而每名董事均可要求將任何事項列入議程。本公司須就例會向董事發出最少十四天的通知。所有主要議程項目須具備全面簡介文件，由公司秘書於董事會會議前於合理日期內向董事分發，確保董事可獲得準確、及時及清晰的資料就於會議上討論的事項作出知情決定。被視為於建議交易或將予討論事項中涉及利益衝突或擁有重大利益的董事，不得計入該次會議之法定人數，並須就相關決議案放棄投票。

所有董事可獲得公司秘書的建議及服務，而公司秘書會就管治及監管事項定期向董事會提供最新資料。公司秘書亦負責確保董事會會議依程序進行，並就有關遵守董事會會議程序的事項向董事會提供意見。

# Corporate Governance Report

## 企業管治報告

The Board is regularly provided with brief reports containing balanced and comprehensive evaluation on the Group's performance, status and prospects to keep it abreast of the Group's affairs and to facilitate the Directors' performance of their obligations under the relevant requirements of the GEM Listing Rules.

董事會定期提交包含對本集團業績、情況及前景進行的均衡及全面評估的簡略報告，以緊貼本集團的事務，並促使董事根據GEM上市規則的有關規定遵行義務。

		Board meetings	2023 AGM held on 31 May 2023 於二零二三年五月三十一日舉行之二零二三年股東週年大會	EGM held on 12 July 2023 於二零二三年七月十二日舉行之股東特別大會
<b>Executive Directors</b>	<b>執行董事</b>			
Mr. Xu Jianchun ( <i>Chairman</i> )	許建春先生 ( <i>主席</i> )	5/5	1/1	1/1
Mr. Liu Tien-Tsai ( <i>Chief executive officer</i> )	劉添財先生 ( <i>行政總裁</i> )	5/5	1/1	1/1
Dr. Xu Qiang (Resigned on 31 August 2023)	徐強博士 (於二零二三年八月三十一日辭任)	1/4	1/1	0/1
<b>Independent non-executive Directors</b>	<b>獨立非執行董事</b>			
Mr. Chai Chung Wai	齊忠偉先生	5/5	1/1	1/1
Mr. Sun Fei (Resigned on 3 April 2023)	孫飛先生 (於二零二三年四月三日辭任)	1/1	N/A 不適用	N/A 不適用
Dr. Yang Jingjing	楊菁菁博士	5/5	1/1	1/1
Ms. Hu Zhaohui (Appointed on 7 June 2023)	胡朝暉女士 (於二零二三年六月七日獲委任)	2/2	N/A 不適用	0/1

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to the code provision C.2.1 of the Code, the roles of Chairman and chief executive officer (the "CEO(s)") of the Company should be segregated and should not be performed by the same individual. The division of responsibilities between the Chairman and CEOs should be clearly established and set out in writing.

### 主席及行政總裁

根據守則第C.2.1條守則條文，主席與本公司行政總裁（「行政總裁」）的角色應有區分，不應由一人同時兼任。主席與行政總裁之間職責的分工應清楚界定並以書面列載。

# Corporate Governance Report

## 企業管治報告

The positions of Chairman and CEOs of the Company for the Year are held separately by Mr. Xu Jianchun as Chairman, and Mr. Liu Tien-Tsai as CEO and Dr. Xu Qiang, who resigned on 31 August 2023, as CEO. The Chairman is responsible for the Group's strategic planning and the management of the operations of the Board, while the CEOs take the lead in the Group's operations and business development. There is a clear division of responsibilities between the Chairman and CEOs of the Company which provides a balance of power and authority.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

During the Year, following the resignation of Mr. Sun Fei on 3 April 2023, the Company only had two independent non-executive Directors. The number and composition of independent non-executive Directors failed to meet the requirements under (i) Rule 5.05(1) of the GEM Listing Rules which requires the board of directors must include at least 3 independent non-executive directors; and (ii) Rule 5.28 of the GEM Listing Rules which requires the audit committee to comprise a minimum of three members.

Following the appointment of Ms. Hu Zhaohui as an independent non-executive Director and an Audit Committee member on 7 June 2023, the Board again includes three independent non-executive Directors. As a result, the Company has complied with Rules 5.05(1) and 5.28 of the GEM Listing Rules.

Apart for the above, the Board complied at all times with the requirement of the GEM Listing Rules during the Year relating to the appointment of at least 3 independent non-executive Directors presenting at least one-third of the Board with at least one of them has appropriate professional qualifications of accounting or related financial management expertise. The Company has received from each independent non-executive Director an annual confirmation of his/her independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company considers all the independent non-executive Directors to be independent for the Year.

於本年度內本公司之主席及行政總裁之職務由許建春先生（主席）、劉添財先生（行政總裁）及徐強博士（於二零二三年八月三十一日辭任）擔任。主席負責本集團的策略規劃及董事會運作的管理，而行政總裁將領導本集團的經營及業務發展。主席及行政總裁的職責有清晰劃分能夠保持權力與授權的平衡。

### 獨立非執行董事

於本年度，孫飛先生於二零二三年四月三日辭任後，本公司僅有兩名獨立非執行董事。獨立非執行董事的人數及組成未能符合(i) GEM上市規則第5.05(1)條規定董事會必須包括至少三名獨立非執行董事的規定；及(ii) GEM上市規則第5.28條規定審核委員會至少要有三名成員的規定。

於二零二三年六月七日委任胡朝暉女士為獨立非執行董事及審核委員會成員後，董事會再次包含三名獨立非執行董事。因此，本公司已遵守GEM上市規則第5.05(1)及5.28條。

除上文所述外，董事會於本年度始終遵守GEM上市規則之相關規定，委任至少三名獨立非執行董事（佔董事會至少三分之一），彼等至少一名擁有適當之會計專業資格或相關財務管理專長。本公司已根據GEM上市規則第5.09條收到每名獨立非執行董事之年度獨立性確認書。本公司認為於本年度全體獨立非執行董事確屬獨立人士。

# Corporate Governance Report

## 企業管治報告

### TRAINING AND CONTINUING DEVELOPMENT FOR DIRECTORS

According to the code provision C.1.4 of the Code, all Directors should participate in a programme of continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the board remains informed and relevant. The Company should be responsible for arranging and funding training, placing an appropriate emphasis on the roles, functions and duties of the Directors.

During the Year and up to the date of this annual report, all Directors have confirmed that they have participated in continuous professional development by attending training course or reading relevant materials on the topics related to roles, functions and duties of a director of a listed company. In order to ensure every newly appointed Director, if any, have a proper understanding on the operations and business of the Group and fully aware of his/her responsibilities under the relevant applicable legal and regulatory requirements, every newly appointed Director before his/her appointment will be given relevant guideline materials regarding the duties and responsibilities of being a Director, the relevant laws and regulations applicable to the Directors, duty of disclosure of interest and business of the Group. All Directors have been updated on the latest developments regarding the GEM Listing Rules and other applicable regulatory requirement to ensure compliance and enhance their awareness of good corporate governance practices.

### 董事培訓及持續發展

根據守則第C.1.4條守則條文，全體董事應參與一項發展及更新其知識及技能之持續專業發展課程，以確保彼等對董事會之貢獻仍屬知情及相關。本公司應負責安排培訓及撥款，適當地著重董事之角色、職能及職責。

於本年度及截至本年報日期，所有董事均確認彼等通過參加培訓課程或閱讀有關上市公司董事的角色、職能及職責的資料進行持續專業發展。為確保每名新委任的董事（如有）對本集團的營運及業務有適當的了解，並完全知悉其於相關適用法律及監管規定下的責任，每名新委任的董事於獲委任前將獲發有關董事職責及責任、適用於董事的相關法律及法規、權益披露責任及本集團業務的相關指引材料。全體董事已獲告知有關GEM上市規則及其他適用監管規定的最新發展，以保證遵守良好的企業管治常規及提升彼等的相關意識。

# Corporate Governance Report

## 企業管治報告

Name of Directors	董事姓名	Attending expert briefings/seminars/conferences relevant to the Group's business, the GEM Listing Rules and directors' duties 出席有關本集團業務、GEM上市規則及董事職責的專家簡報會/研討會/會議	Reading materials relevant to the Group's business, the GEM Listing Rules and directors' duties 閱讀有關本集團業務、GEM上市規則及董事職責的資料
<b>Executive Directors</b>		<b>執行董事</b>	
Mr. Xu Jianchun	許建春先生	–	✓
Mr. Liu Tien-Tsai	劉添財先生	–	✓
Dr. Xu Qiang <sup>(Note 1)</sup>	徐強博士 <sup>(附註1)</sup>	N/A 不適用	N/A 不適用
<b>Independent non-executive Directors</b>		<b>獨立非執行董事</b>	
Mr. Chai Chung Wai	齊忠偉先生	✓	✓
Mr. Sun Fei <sup>(Note 2)</sup>	孫飛先生 <sup>(附註2)</sup>	N/A 不適用	N/A 不適用
Dr. Yang Jingjing	楊菁菁博士	–	✓
Ms. Hu Zhaohui <sup>(Note 3)</sup>	胡朝暉女士 <sup>(附註3)</sup>	–	✓

Notes:

1. Dr. Xu Qiang resigned on 31 August 2023.
2. Mr. Sun Fei resigned on 3 April 2023.
3. Ms. Hui Zhaohui was appointed on 7 June 2023.

### BOARD COMMITTEES

The Board has also established the following committees with defined terms of reference:

- Audit Committee
- Remuneration Committee
- Nomination Committee

Each Board committee makes decisions on matters within its terms of reference and applicable limits of authority. The terms of reference as well as the structure and membership of each committee will be reviewed from time to time.

附註：

1. 徐強博士於二零二三年八月三十一日辭任。
2. 孫飛先生於二零二三年四月三日辭任。
3. 胡朝暉女士於二零二三年六月七日獲委任。

### 董事委員會

董事會亦已成立下列委員會，並界定職權範圍：

- 審核委員會
- 薪酬委員會
- 提名委員會

各董事委員會對其所屬職權範圍及適用權限內之事宜作出決定。本公司將不時檢討各委員會之職權範圍、架構及成員。



# Corporate Governance Report

## 企業管治報告

### A) Audit Committee

The Company has established the Audit Committee with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules which consists of three independent non-executive Directors. The terms of reference setting out the Audit Committee's authority, duties and responsibilities are available on both the Stock Exchange's website and the Company's website.

#### Composition and Meeting Record of the Audit Committee

For the Year, 5 meetings were held. The following table shows the attendance of individual Directors at the meetings held during the Year:

Name of Committee Members	Number of Meetings Attended/Held
Mr. Sun Fei (Resigned on 3 April 2023)	1/2
Mr. Chai Chung Wai (Appointed as chairman on 3 April 2023)	5/5
Dr. Yang Jingjing	5/5
Ms. Hu Zhaohui (Appointed on 7 June 2023)	2/2

#### Role and Function

The major responsibilities of the Audit Committee include, among others, the followings:

- making recommendation to the Board on the appointment, re-appointment and removal of external auditor of the Company (the "External Auditor");
- reviewing and monitoring the External Auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable accounting standard;
- reviewing the policy on engaging the External Auditor in the provision of non-audit services;
- monitoring the integrity of the Group's consolidated financial statements, annual reports and accounts, half-yearly reports and quarterly reports;
- liaising with the Board and the senior management and to meet with the External Auditor;
- overseeing the Group's financial controls, internal control and risk management systems; and
- reviewing the financial and accounting policies and practices of the Group.

### A) 審核委員會

本公司已成立審核委員會並遵守 GEM 上市規則第 5.28 至 5.33 條制訂其書面職權範圍，其由三名獨立非執行董事組成。載有審核委員會職權、職責及責任的職權範圍可於聯交所網站及本公司網站進行查閱。

#### 審核委員會成員及會議記錄

本年度，已舉行五次會議。下表載列個別董事於本年度出席會議之情況：

委員會成員姓名	出席／舉行會議次數
孫飛先生（於二零二三年四月三日辭任）	1/2
齊忠偉先生（於二零二三年四月三日獲委任為主席）	5/5
楊菁菁博士	5/5
胡朝暉女士（於二零二三年六月七日獲委任）	2/2

#### 角色及職能

審核委員會之主要職責包括（其中包括）以下各項：

- 就本公司外聘核數師（「外聘核數師」）之委任、重新委任及罷免向董事會提供推薦意見；
- 根據適用會計標準檢討及監察外聘核數師的獨立性及客觀性及核數程序的有效性；
- 檢討有關委聘外聘核數師提供非審核服務之政策；
- 監察本集團之綜合財務報表、年度報告及賬目、半年度報告及季度報告之完整性；
- 與董事會及高級管理層聯絡及與外聘核數師會面；
- 監督本集團之財務控制、內部控制及風險管理系統；及
- 檢討本集團之財務及會計政策以及慣例。

# Corporate Governance Report

## 企業管治報告

During the Year, the Audit Committee has reviewed the quarterly reports, half-yearly report and annual report before submission to the Board. The Audit Committee focused not only on the impact of the changes in accounting policies and practices but also on the compliance with accounting standards, the GEM Listing Rules and the legal requirements in the review of the Group's quarterly reports, half-yearly report and annual report. The Audit Committee has also reviewed the effectiveness of the risk management and internal control systems, considered the re-election of External Auditor, discussed with the External Auditor about the audit plan and discussed and reviewed the major and connected transactions of the Company.

### B) Remuneration Committee

The Company has established the Remuneration Committee according to the relevant provision of the GEM Listing Rules with written terms of reference which consists of three independent non-executive Directors. The terms of reference setting out the Remuneration Committee's authority, duties and responsibilities are available on both the Stock Exchange's website and the Company's website. The Remuneration Committee makes recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

### Composition and Meeting Record of the Remuneration Committee

For the Year, 1 meeting was held. The following table shows the attendance of individual Directors at the meetings held during the Year:

Name of Committee Members	Number of Meetings Attended/Held
Mr. Chai Chung Wai (Retired as chairman on 7 June 2023)	1/1
Mr. Sun Fei (Resigned on 3 April 2023)	1/1
Dr. Yang Jingjing	1/1
Ms. Hu Zhaohui ( <i>Chairman</i> ) (Appointed on 7 June 2023)	N/A

於本年度，審核委員會已於季度報告、半年度報告及年度報告提呈董事會前負責有關審閱工作。審核委員會在審閱本集團的季度報告、半年度報告及年度報告方面不僅關注會計政策及慣例變動造成的影響，亦關注有關會計準則、GEM上市規則及法律規定的合規情況。審核委員會亦已審閱風險管理及內部控制系統的有效性，考慮外聘核數師的重選，與外聘核數師討論核數計劃，並討論及檢討本公司的主要及關連交易。

### B) 薪酬委員會

本公司已根據GEM上市規則相關條文成立薪酬委員會並制訂其書面職權範圍，其由三名獨立非執行董事組成。載有薪酬委員會職權、職責及責任的職權範圍可於聯交所網站及本公司網站進行查閱。薪酬委員會就個別執行董事及高級管理層的薪酬待遇向董事會作出建議。

### 薪酬委員會成員及會議記錄

於本年度，已舉行一次會議。下表載列個別董事年內出席會議之情況：

委員會成員姓名	出席／舉行會議次數
齊忠偉先生 (於二零二三年六月七日退任主席)	1/1
孫飛先生 (於二零二三年四月三日辭任)	1/1
楊菁菁博士	1/1
胡朝暉女士 ( <i>主席</i> ) (於二零二三年六月七日獲委任)	不適用

# Corporate Governance Report

## 企業管治報告

### Role and Function

The major responsibilities of the Remuneration Committee include, among others, the followings:

- i. making recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
- ii. assessing the performance and determining the specific remuneration packages of all executive Directors and senior management;
- iii. reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- iv. reviewing and approving matters related to share option schemes of the Company; and
- v. reviewing and approving the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company.

During the Year, the Remuneration Committee has reviewed the remuneration package of the Board members and the senior management of the Company and determining the remuneration package of Ms. Hu Zhaohui, a new Director. No Director was involved in deciding his/her own remuneration.

The Remuneration Committee has adopted the operation model where it performs an advisory role to the Board, with the Board retaining the final authority to approve the remuneration packages of individual executive Directors and senior management.

Particulars of the Directors' emoluments for the Year are set out in note 8 to the consolidated financial statements.

### 角色及職能

薪酬委員會之主要職責包括(其中包括)以下各項:

- i. 就本公司有關董事及高級管理層之所有薪酬政策及架構,以及就制訂薪酬政策而建立正規及具透明度的程序,向董事會提供推薦意見;
- ii. 評估所有執行董事及高級管理層之表現及釐定彼等之特定薪酬組合;
- iii. 經參照董事會不時議決之公司目標及指標檢討及批准以表現為基礎之酬金;
- iv. 檢討及審批有關本公司之購股權計劃之事宜;及
- v. 審閱及批准就有關喪失或終止職務或委任而須向執行董事及高級管理層作出的賠償,以確保該賠償符合有關合約條款且賠償款項對本公司而言屬公平及不會產生過高費用。

於本年度,薪酬委員會已審閱本公司之董事會成員及高級管理層之薪酬組合並釐定新董事胡朝暉女士的薪酬組合。概無董事參與決定自身的薪酬。

薪酬委員會採用的運作模式是向董事會履行諮詢職責,而董事會則保留批准個別執行董事及高級管理層之薪酬組合之最終權力。

本年度董事酬金的詳情乃載於綜合財務報表附註8。

# Corporate Governance Report

## 企業管治報告

### Remuneration of Senior Management by Band

Pursuant to code provision E.1.5 the Code, details of the annual remuneration of the members of the senior management by band for the Year were as follows:

### 按範圍劃分的高級管理層薪酬

根據守則第E.1.5條守則條文，高級管理層成員於本年度的年度薪酬詳情按範圍載列如下：

		Number of employee(s) 僱員數目
Nil to HK\$1,000,000 (equivalent to approximately RMB904,732 (2022: RMB858,795))	零至1,000,000港元 (相當於約人民幣904,732元 (二零二二年：人民幣858,795元))	0
HK\$1,000,000 to HK\$2,000,000 (equivalent to approximately RMB904,732 to RMB1,809,464 (2022: RMB858,795 to RMB1,717,591))	1,000,000港元至2,000,000港元 (相當於約人民幣904,732元至 人民幣1,809,464元(二零二二年： 人民幣858,795元至人民幣1,717,591元))	3

### C) Nomination Committee

The Company has established the Nomination Committee with written terms of reference in accordance with requirements of the Stock Exchange which consists of three independent non-executive Directors. The terms of reference setting out the Nomination Committee's authority, duties and responsibilities are available on both the Stock Exchange's website and the Company's website.

### C) 提名委員會

本公司已成立提名委員會並根據聯交所規定制訂其書面職權範圍，其由三名獨立非執行董事組成。載有提名委員會職權、職責及責任的職權範圍可於聯交所網站及本公司網站進行查閱。

### Composition and Meeting Record of the Nomination Committee

For the Year, 1 meeting was held. The following table shows the attendance of individual Directors at the meetings held during the Year:

### 提名委員會成員及會議記錄

於本年度，已舉行一次會議。下表載列個別董事於本年度出席會議之情況：

Name of Committee Members	Number of Meetings Attended/Held	委員會成員姓名	出席／舉行會議次數
Dr. Yang Jingjing ( <i>Chairman</i> )	1/1	楊菁菁博士 (主席)	1/1
Mr. Sun Fei (Resigned on 3 April 2023)	1/1	孫飛先生 (於二零二三年四月三日辭任)	1/1
Mr. Chai Chung Wai	1/1	齊忠偉先生	1/1
Ms. Hu Zhaohui (Appointed on 7 June 2023)	N/A	胡朝暉女士 (於二零二三年六月七日獲委任)	不適用

# Corporate Governance Report

## 企業管治報告

### Role and Function

The major responsibilities of the Nomination Committee include, among others, the followings:

- i. reviewing the structure, size, composition and diversify for consistency (including the skills, knowledge and experience) of the Board at least annually and making recommendations to the Board regarding any proposed changes;
- ii. identifying individuals suitably qualified to become Board members and making recommendations to the Board on the selection of individuals nominated for directorships;
- iii. assessing the independence of independent non-executive Directors;
- iv. making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the CEO;
- v. making recommendations to the Board on the policy concerning the diversity of Board members; and
- vi. reviewing and giving full consideration to the Board Diversity Policy adopted from time to time.

The summary of work performed by the Nomination Committee during the Year is as follows:

- Reviewed the existing Board's structure, size, composition and diversity;
- Reviewed the Board Diversity Policy;
- Reviewed the nomination policy of the Board ("Board Nomination Policy" and further elaborate below);
- Reviewed and assessed the independence of the independent non-executive Directors;
- Made recommendations on the retiring Directors at the 2023 AGM of the Company; and
- Considered and made recommendation on the appointment of Ms. Hu Zhaohui as independent non-executive Director.

### 角色及職能

提名委員會之主要職責包括(其中包括)以下各項:

- i. 至少每年一次檢討董事會的架構、規模、組成及多元化(包括技能、知識及經驗),並就任何建議變動定期向董事會提出推薦意見;
- ii. 識別具適合資格成為董事會成員之個別人士,並向董事會作出有關遴選獲提名參選董事之個別人士之推薦意見;
- iii. 評估獨立非執行董事的獨立性;
- iv. 就有關委任或重新委任董事及董事(尤其是主席及行政總裁)的繼任計劃向董事會提出推薦意見;
- v. 就董事會成員多元化的政策向董事會提出推薦意見;及
- vi. 對已採納的董事會成員多元化政策不時給予審閱及充分考慮。

於本年度,提名委員會所履行的工作概要如下:

- 檢討現有董事會的架構、規模、組成及多元化情況;
- 檢討董事會成員多元化政策;
- 檢討董事會提名政策(「董事會提名政策」,及於下文進一步闡述);
- 檢討及評估獨立非執行董事的獨立性;
- 於本公司二零二三年股東週年大會提出有關退任董事的推薦意見;及
- 考慮委任胡朝暉女士為獨立非執行董事並就此作出建議。

# Corporate Governance Report

## 企業管治報告

### Board Nomination Policy

The Company adopted the Board Nomination Policy, which establishes written guidelines to the Nomination Committee to identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships with reference to the formulated criteria. The Board is ultimately responsible for selection and appointment of new Directors.

The Board, through the delegation of its authority to the Nomination Committee, has used its best efforts to ensure that Directors appointed to the Board possess the relevant background, experience and knowledge in business, finance and management skills critical to the Group's business to enable the Board to make sound and well considered decisions. Collectively, they have competencies in areas which are relevant and valuable to the Group.

### Nomination Process

The Nomination Committee shall assess whether any vacancy on the Board has been created or is expected on a regular basis or as required.

The Nomination Committee utilises various methods for identifying candidates, including recommendations from Board members, management, and professional search firms. All candidates, including incumbents and candidates nominated by Shareholders are evaluated by the Nomination Committee based upon the Director's qualifications. While candidates will be evaluated on the same criteria through review of resume, personal interview and performance of background checks. The Nomination Committee retains the discretion to establish the relative weighting of such criteria, which may vary based on the composition, skill sets, age, gender and experiences of the collective Board rather than on the individual candidate for the purpose of diversity perspectives appropriate to the requirement of the Company's businesses.

### 董事會提名政策

本公司已採納董事會提名政策，為提名委員會確立書面指引，以識別具適合資格成為董事會成員之個別人士，並經參考所制定標準向董事會作出有關遴選獲提名參選董事之個別人士之推薦意見。董事會最終負責遴選及委任新董事。

董事會通過授予提名委員會權力以盡力確保委任加入董事會之董事具商業、財務及管理技能等對本集團業務屬關鍵之相關背景、經驗及知識，以使董事會能作出明智及熟慮決策。彼等共同具備對本集團相關及重要領域之能力。

### 提名過程

提名委員會須定期或於需要時評估董事會是否已出現或預期會出現任何空缺。

提名委員會使用多個方法識別候選人，包括來自董事會成員、管理層及專業獵頭公司之建議。所有候選人（包括現任董事及由股東提名之候選人）由提名委員會根據董事資格進行評估。候選人將按相同標準通過審閱履歷表、個人面試及進行背景審查而評估。提名委員會具酌情權確立該標準之加權比重，可就對本公司業務需求而言屬適合的多元化角度目的，根據董事會整體組成、技能組合、年齡、性別及經驗（而非個別候選人）而有所不同。

# Corporate Governance Report

## 企業管治報告

### Selection Criteria

The Nomination Committee will take into account a variety of factors including without limitation to whether a candidate has the qualifications, skills, experience and gender diversity that add to and complement the range of skills, experience and background of existing Directors by considering the highest personal and professional ethics and integrity of the candidates, proven achievement and competence in the nominee's field and the ability to exercise sound business judgment, skills that are complementary to those of the existing Board, the ability to assist and support management and make significant contributions to the Company's success and such other factors as it may deem are in the best interests of the Company and the Shareholders.

During the Year, Ms. Hu Zhaohui was appointed as a new independent non-executive Director on 7 June 2023 by going through the nomination process in accordance with the Company's Board Diversity Policy and the Board Nomination Policy.

The Company shall review and reassess the Board Nomination Policy and its effectiveness on a regular basis or as required.

### Board Diversity Policy

The composition of the Board is reviewed on an annual basis by the Nomination Committee to ensure that the Board has the appropriate mix of expertise and experience, and collectively possesses the necessary core competence for informed decision-making and effective functioning. The Company adopted the Board Diversity Policy and recognises the benefits of having diversity in the composition of the Board.

### Measurable Objectives

The Company noted that people from different background and with different professional and life experience are likely to approach problems in different ways and accordingly, members of the Board with diverse background will bring different concerns and questions to the table, and allow the Board to consider a wider range of options and solutions when deciding on corporate issues and formulating policies for the Group. In determining the Board's composition and selection of candidates to the Board, the Nomination Committee will consider factors including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, industry knowledge and length of service.

### 遴選標準

提名委員會將考慮多種因素，包括但不限於候選人是否具有關資歷、技能、經驗及性別多元化，可補足現有董事之技能、經驗及背景，其中會考慮候選人之最高個人及職業操守及信譽、於獲提名人士範疇內的已證實成就及能力以及作出良好商業判斷之能力、補足現有董事會之技能、協助及支援管理層並對本公司之成功作出重大貢獻之能力以及提名委員會認為符合本公司及股東最佳利益之其他因素。

於本年度，根據本公司董事會成員多元化政策及董事會提名政策，胡朝暉女士於二零二三年六月七日經提名程序獲委任為新任獨立非執行董事。

本公司將定期或按需要檢討及重新評核董事會提名政策及其效能。

### 董事會成員多元化政策

提名委員會每年檢討董事會成員之組成，以確保董事會具備適當專業知識及經驗組合，共同作出知情決策及有效運作的必要核心能力。本公司已採納董事會成員多元化政策，並認同董事會組成多元化之裨益。

### 可計量目標

本公司注意到，來自不同背景且具不同專業和人生經驗的人士很可能會以不同方法解決問題，因此，具多元化背景的董事會成員將於議事時提出不同考慮因素及提問，使董事會能就公司問題和為本集團制定政策作出決策時考慮更多選擇及解決方案。於釐定董事會成員組成及遴選董事會候選人時，提名委員會將考慮之因素包括但不限於性別、年齡、文化及學歷背景、種族、專業經驗、技能、行業知識及服務年期。

# Corporate Governance Report

## 企業管治報告

All Board appointments will be based on meritocracy, and candidates will be considered against the selection criteria, having regard for the benefits of diversity on the Board, the business model and specific needs of the Group. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

所有董事會委任將基於用人唯才原則，並按遴選標準考慮候選人，當中會考慮董事會成員多元化裨益、本集團業務模式及具體需求。最終決定將視乎選定候選人之優點及將為董事會帶來的貢獻而定。

### Composition of the Diversified Board

As at the date of this annual report, the Board comprises five Directors. The following table further illustrate the composition and diversity of the Board in terms of age, length of service with the Group, educational background and professional experience as of the date of this annual report:

### 具多元化成員之董事會之組成

於本年報日期，董事會由五位董事組成。下表進一步說明於本年報日期，董事會在年齡、於本集團之服務年期、學歷背景及專業經驗方面之組成及成員多元化程度：

Name of Directors 董事姓名	Age Group 年齡層		Length of Service 服務年期		Educational Background 學歷背景			Professional Experience 專業經驗		
	35 to 50 35歲至50歲	over 50 50歲以上	less than 5 years 5年或以下	more than 5 years 5年以上	Science 科學	Accountancy 會計	Others 其他	Science 科學	Accounting and Finance 會計及金融	Management 管理
Mr. Xu Jianchun 許建春先生	✓			✓			✓	✓		✓
Mr. Liu Tien-Tsai 劉添財先生		✓		✓			✓			✓
Mr. Chai Chung Wai 齊忠偉先生		✓		✓		✓		✓		✓
Dr. Yang Jingjing 楊菁菁博士	✓		✓			✓		✓		
Ms. Hu Zhaohui (Note 1) 胡朝暉女士(附註1)		✓	✓		✓			✓	✓	

Note:

- Ms. Hui Zhaohui was appointed as an independent non-executive Director on 7 June 2023.

The Nomination Committee believes that the current composition of the Board demonstrates a thorough consideration of the measurable objectives for achieving board diversity.

附註：

- 胡朝暉女士於二零二三年六月七日獲委任為獨立非執行董事。

提名委員會認為董事會的現有成員之構成充分考慮了在實現董事會多元化方面的可計量目標。



# Corporate Governance Report

## 企業管治報告

Currently, Board members have 4 male and 1 female. The Board has achieved its goals to appoint Ms. Hu Zhaohui as Board member as part of its effort to achieve diversity on the Board level during the Year. The Nomination Committee will continue to monitor and actively consider different aspects of diversity in the boardroom, and recommend further actions or plan to the Board when necessary.

For details of gender diversity at the workforce level, please refer to the Group's published "Environmental, Social and Governance Report 2023".

### APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

Each of Mr. Chai Chung Wai, Mr. Sun Fei (resigned on 3 April 2023), Dr. Yang Jingjing and Ms. Hui Zhaohui (appointed on 7 June 2023), the independent non-executive Directors, have been appointed for a specific term of three years.

According to the requirements of article 16.18 of the Articles of Association, at every annual general meeting of the Company one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

### CORPORATE GOVERNANCE FUNCTIONS

All members of the Board are responsible for performing the corporate governance functions set out in code provision A.2.1 of the Code, which include reviewing the Company's corporate governance policies and practices, training and continuous professional development of the Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, and the Company's compliance with the Corporate Governance Code and disclosure in its Corporate Governance Report.

During the Year, the Board has reviewed and performed the above corporate governance functions.

目前，董事會成員有四名男性及一名女性。董事會已達成其目標，以委任胡朝暉女士為董事會成員作為實現董事會層面多元化的努力。提名委員會將繼續監察及積極考慮董事會多元化的不同方面，並於必要時向董事會建議進一步行動或計劃。

有關員工性別多元化的詳情，請參閱本集團刊發的「二零二三年環境、社會及管治報告」。

### 董事之委任、重選及罷免

各獨立非執行董事齊忠偉先生、孫飛先生（於二零二三年四月三日辭任）、楊菁菁博士及胡朝暉女士（於二零二三年六月七日獲委任）均以固定年期獲委任，為期三年。

根據組織章程細則第16.18條之規定，於本公司每屆股東週年大會上，當時在任的三分之一董事（或倘董事人數並非三或三的倍數，則為最接近但不少於三分之一的人數）須輪值退任，惟每名董事（包括按特定任期獲委任的董事）須至少每三年輪值退任一次。

### 企業管治職能

所有董事會成員負責執行守則第A.2.1條守則條文中規定的企業管治職能，其中包括檢討本公司的企業管治政策及慣例、董事及高級管理層的培訓及持續專業發展，本公司在遵守法律及監管規定方面的政策及慣例，以及本公司對企業管治守則及本企業管治報告中所作披露的遵守情況。

於本年度，董事會已檢討及履行上述企業管治職能。

# Corporate Governance Report

## 企業管治報告

### AUDITOR'S REMUNERATION

Crowe (HK) CPA Limited was appointed as the External Auditor of the Company. The External Auditor is primarily responsible for providing audit services in connection with the annual consolidated financial statements. During the Year, an analysis of the total remuneration in respect of services provided by the External Auditor, Crowe (HK) CPA Limited, is as follows:

### 核數師酬金

國富浩華(香港)會計師事務所有限公司已獲委任為本公司之外聘核數師。外聘核數師主要負責提供有關年度綜合財務報表之審計服務。本年度內，就外聘核數師國富浩華(香港)會計師事務所有限公司提供之服務所付之酬金總額分析如下：

		RMB'000 人民幣千元
Audit services	審計服務	1,040
Other non-audit services including but not limited to agree-upon-producers	其他非審計服務 (包括但不限於議定程序)	253

### DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the consolidated financial statements for each financial period which give a true and fair view of the state of affairs of the Group and of the results and cash flows for the period. In preparing the consolidated financial statements for the Year, the Directors have selected appropriate accounting policies and applied them consistently, made judgements and estimates that are prudent, fair and reasonable and on a going concern basis. The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group. Having made appropriate enquiries, the Board is not aware any material uncertainties relating to events or conditions which may cast significant doubt over the Group's ability to continue as a going concern. It is the External Auditor's responsibility to form an independent opinion, based on their audit, on those consolidated financial statements and to report their opinion solely to the Shareholders, as a body, and for no other purpose. They do not assume responsibility towards or accept liability to any other person for the contents of the independent auditor's report. The statement of the External Auditor about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on pages 85 to 95 of this annual report.

### 董事及核數師就財務報表之責任

董事負責編製本集團各財政期間真實及公允反映其財務狀況之綜合財務報表，以及有關期間之業績及現金流量。於編製本年度之綜合財務報表時，董事已貫徹選用合適之會計政策，並按持續基準作出審慎、公平及合理之判斷及估計。董事知悉彼等編製本集團綜合財務報表之責任。經作出適當查詢後，董事會並不知悉任何有關可質疑本集團能否繼續按持續基準經營之事件或狀況之重大不明朗因素。外聘核數師之責任是根據彼等審核工作的結果，對綜合財務報表表達獨立意見，並僅向股東作為一個整體作出報告。除此之外，該報告不可用作其他用途。外聘核數師概不就獨立核數師報告的內容，對任何其他人士負責或承擔責任。外聘核數師有關彼等就綜合財務報表的申報責任載於本年報第85頁至第95頁的獨立核數師報告。

# Corporate Governance Report

## 企業管治報告

### COMPANY SECRETARY

Mr. Chu Kin Ming (“Mr. Chu”) was appointed as the Company Secretary on 11 June 2019. Mr. Chu has taken no less than 15 hours of relevant professional training during the Year.

Biographical detail of Mr. Chu is set out in the section headed “Biographical Details of the Directors and Senior Management” in this annual report.

### RISK MANAGEMENT AND INTERNAL CONTROL

The Company has established the framework of risk management and internal control below with a view to adopting the Code as set out in Appendix C1 to the GEM Listing Rules:

(a) *The process used to identify, evaluate and manage significant risks*

The processes used to identify, evaluate and manage significant risks by the Group are summarised as follows:

**Risk Identification** – Identifies risks that may potentially affect the Group’s business and operations.

**Risk Assessment** – (i) Assesses the risks identified by using the assessment criteria developed by the management; and (ii) Considers the impacts and consequences on the business and the likelihood of their occurrence.

**Risk Response** – (i) Prioritises the risks by comparing the results of the risk assessment; and (ii) Determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.

**Risk Monitoring and Reporting** – (i) Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place; (ii) Revises the risk management strategies and internal control processes in case of any significant change of situation; and (iii) Reports the results of risk monitoring to the management and the Board regularly.

### 公司秘書

朱健明先生（「朱先生」）於二零一九年六月十一日獲委任為公司秘書。於本年度，朱先生已接受不少於15個小時之相關專業培訓。

有關朱先生之履歷載於本年報「董事及高級管理層之履歷」一節。

### 風險管理及內部監控

本公司已建立以下風險管理及內部監控框架，以採納GEM上市規則附錄C1所載之守則：

(a) *用於辨認、評估及管理重大風險的程序*

本集團用於辨認、評估及管理重大風險的程序概述如下：

**風險識別**— 識別可能對本集團業務及營運構成潛在影響之風險。

**風險評估**— (i) 使用管理層建立之評估標準，評估已識別之風險；及(ii) 考慮風險對業務之影響及後果，以及風險出現之可能性。

**風險應對**— (i) 透過比較風險評估之結果，排列風險優先次序；及(ii) 釐定風險管理策略及內部監控程序，以防止、避免或降低風險。

**風險監察及匯報**— (i) 持續並定期監察有關風險，以及確保設有適當的內部監控程序；(ii) 於出現任何重大變動時，修訂風險管理策略及內部監控程序；及(iii) 向管理層及董事會定期匯報風險監察的結果。

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(b) *The main features of the risk management and internal control systems*

Control procedures have been designed to: (i) safeguard assets against misappropriation and disposition; (ii) ensure compliance with relevant laws, rules and regulations; (iii) ensure proper maintenance of accounting records for provision of reliable financial information used within the business or for publication; and (iv) to provide reasonable assurance against material misstatement, loss or fraud.

(c) *An acknowledgement by the Board that it is responsible for the risk management and internal control systems and reviewing their effectiveness. It should also explain that such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatements or losses*

The Board is responsible for establishing and maintaining the sound risk management and internal control systems of the Company on an ongoing basis, as well as reviewing and evaluating their design and effectiveness at least annually. The Board oversees the overall risk management of the Group, endeavours to identify respective risks of major business segments, analyse control impact of the identified risks and facilitate implementation of coordinated mitigating measures. The risk management and internal control systems of the Company are designed to manage rather than eliminate the risk of failures to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatements or losses.

(d) *The process used to review the effectiveness of the risk management and internal control systems and to resolve material internal control defects*

The Company has engaged an external internal control adviser (the "Adviser") with a view to facilitate maintenance of the internal audit function carried out by the Company. The Company has reviewed the prevailing internal audit charter to ascertain the scope, duties, responsibilities and reporting protocol of the internal audit function.

(b) 風險管理及內部監控系統的主要特點

本集團已制定監控程序，旨在(i)保障資產不會被挪用及處置；(ii)確保遵守有關法例、規則及規例；(iii)確保有關為業務用途或公眾使用提供可靠財務資料之會計記錄得到妥善保管；及(iv)針對重大錯誤陳述、損失或欺詐行為提供合理保證。

(c) 董事會確認其負責風險管理及內部監控系統及檢討其成效。其亦須詮釋該等系統乃為管理而非消除未能達到業務目標的風險而設計，且僅能對於重大誤報或虧損提供合理而非絕對之保障

董事會負責持續建立及維持本公司之健全風險管理及內部監控系統，並至少每年檢討及評估其設計及成效。董事會監督本集團整體之風險管理，致力識別主要業務分部各自的風險，分析控制已識別風險之影響及促進配合實行減輕風險的措施。本公司之風險管理及內部監控系統旨在管理而非消除未達致業務目標之風險，且僅能對於重大誤報或虧損提供合理而非絕對之保障。

(d) 用於檢討風險管理及內部監控系統有效性的程序及解決嚴重內部監控缺失的程序

本公司已委聘外部內部監控顧問（「顧問」），以協助維持本公司進行的內部審核職能。本公司已審閱現行內部審核章程，以確定內部審核職能的範圍、職責、責任及報告協議。

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The Adviser has assisted the Company in conducting an annual risk assessment to identify significant risks by strategic risks, operational risks, financial risks and compliance risks of its major business segments. A three-year internal audit plan was determined based upon the results of risk assessment under the risk-based audit approach.

The Adviser has also assisted the Board and the Audit Committee in performing an independent annual review of the effectiveness and adequacy of the risk management and internal control systems for the Year. Such review is conducted annually according to the three-year internal audit plan approved by the Audit Committee. Findings and areas for improvement of the review were reported by the management to the Board and the Audit Committee. The Board and the Audit Committee are of the view that there were no material internal control defects noted for the Year. All recommendations from the Adviser would be properly followed up by the Group to ensure that they would be implemented within a reasonable period of time. The Board therefore considered that the risk management and internal control systems are effective and adequate for the Year.

(e) *The procedures and internal controls for the handling and dissemination of inside information*

An information disclosure policy is in place to ensure potential inside information being captured and confidentiality of such information being maintained until consistent and timely disclosure are made in accordance with the GEM Listing Rules. The policy regulates the handling and dissemination of inside information, which includes: (i) designated reporting channels from different operations informing any potential inside information to designated departments; (ii) designated persons and departments to determine further escalation and disclosure as required; and (iii) designated persons authorised to act as spokespersons and respond to external enquiries.

顧問已協助本公司進行年度風險評估，以根據其主要業務部門的戰略風險、運營風險、財務風險及合規風險來識別重大風險。根據以風險為基礎的審核方法項下的風險評估結果，釐定三年內部審核計劃。

顧問亦協助董事會及審核委員會對本年度的風險管理及內部控制系統的有效性及充分性進行獨立年度審查。有關審核每年根據審核委員會批准的三年內部審核計劃進行。管理層已向董事會及審核委員會匯報檢討結果及需改進之範疇。董事會及審核委員會認為，本年度並無發現重大內部監控缺失。本集團將適當跟進顧問的全部建議，以確保於合理時間內落實執行。因此，董事會認為，本年度風險管理及內部監控系統有效且足夠。

(e) *用於處理及傳播內幕消息之程序及內部監控*

本集團已制訂信息披露政策，確保在保密的情況下存取潛在內幕消息，直至根據GEM上市規則作出一致和及時的披露為止。該政策規管處理及發放內幕消息的方式，包括：(i)為不同營運單位向指定部門匯報任何潛在內幕消息指定匯報渠道；(ii)指定人士及部門按規定決定進一步匯報及披露方式；及(iii)指定獲授權人士作為發言人及回應外界查詢。

# Corporate Governance Report

## 企業管治報告

### SHAREHOLDERS' RIGHTS

#### Procedures for Shareholders to convene an extraordinary general meeting

Pursuant to article 12.3 of the Articles of Association, extraordinary general meetings of the Company (the "EGM(s)") shall also be convened on the requisition of any two 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 for the purpose of requiring an EGM to be called by the Board for the transaction of any business specified in such requisition. If within twenty-one days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) representing more than one-half of the total voting rights of all of them may do so in the same manner, provided that such meeting shall be held within three months from the date of deposit of such requisition, and all reasonable expenses incurred by the requisitionist(s), as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

#### Procedures for Shareholders to nominate a person for election as a Director

Pursuant to article 16.4 of the Articles of Association, no person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Company Secretary notice in writing by a Shareholder (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

The details of the Company's procedures for Shareholders to propose a person for election as a Director are set out in the "Procedures for shareholders to propose a person for election as a Director" which is available on the Company's website at [www.sinolifegroup.com](http://www.sinolifegroup.com).

### 股東權利

#### 股東召開股東特別大會的程序

根據組織章程細則第12.3條，本公司之股東特別大會（「股東特別大會」）亦須由任兩名或以上於遞呈要求當日持有不少於本公司有權於股東大會上投票之繳足股本十分之一的股東要求時召開。該項要求須以書面形式向董事或公司秘書提呈，以要求董事會就該項要求所指定之任何業務交易召開股東特別大會。倘董事未能於有關遞呈後21日內正式召開該大會，則遞呈要求人士本人（擁有所有遞呈要求人士全部投票權一半以上）可按相同方式召開股東大會，惟該大會應於遞呈要求日期起計三個月內召開。所有因董事會未有召開大會致使遞呈要求人士產生的合理開支，須由本公司向遞呈要求人士償付。

#### 股東提名人士參選董事的程序

根據組織章程細則第16.4條，任何未經董事會推薦的人士均不可於任何股東大會參選董事，除非在此期間（應最少七天，不早於該選舉大會通知發出後的第二天開始，並不遲於該大會日期前七天結束），由合資格出席大會並於會上投票的股東（非該獲提名人士）以書面通知公司秘書，擬於會上提名該名人士參加選舉，且遞交該名擬獲提名人士簽署的書面通知以證明其願意參與選舉。

本公司關於股東提名人士參選董事的程序詳情，載於本公司網站（[www.sinolifegroup.com](http://www.sinolifegroup.com)）的「股東提名人士參選董事的程序」。

# Corporate Governance Report

## 企業管治報告

### Procedures for Shareholders to put enquiries to the Board

Shareholders may at any time make a request for the Company's information to the extent such information is publicly available. Any such questions shall be first directed to the Company Secretary at the Company's head office and principal place of business in Hong Kong or the Company's Hong Kong branch share registrar and transfer office.

Shareholders or investors can raise questions or provide comments and suggestions to the Company through the following means:

By post: 18/F, Ovest  
77 Wing Lok Street  
Sheung Wan  
Hong Kong  
By email: ir@sinolifegroup.com

### Procedures for Shareholders to put forward proposals at Shareholders' meeting

There are no provisions allowing Shareholders to make proposals or move resolutions at the general meetings under the memorandum of the Company and the Articles of Association or the laws of the Cayman Islands. However, Shareholders are welcomed to put forward proposals relating to the operations and management of the Group to be discussed at Shareholders' meetings. The proposals shall be sent to the Company Secretary at the contact details as set out in the paragraph headed "Procedures for Shareholders to put enquiries to the Board" above by a written requisition. Shareholders who wish to put forward a proposal should convene an EGM by following the procedures set out in the paragraphs headed "Procedures for Shareholders to convene an extraordinary general meeting" above.

### 股東向董事會提出查詢的程序

股東可隨時索取本公司之公開資料。股東應於本公司之總部及香港主要營業地點向公司秘書或透過本公司之香港股份過戶登記分處提出任何有關查詢。

股東或投資者可透過以下方式向本公司查詢及提出意見：

郵遞：香港  
上環  
永樂街77號  
Ovest 18樓  
電郵：ir@sinolifegroup.com

### 股東在股東大會上提出議案的程序

本公司組織章程文件及組織章程細則或開曼群島法律中並無任何條款允許股東在股東大會上提出議案或動議決議案。然而，本公司歡迎股東提出與本集團的運營及管理有關的議案，以供在股東大會上進行討論。議案應以書面要求形式按上文「股東向董事會提出查詢的程序」一段所載的聯繫詳情發送予公司秘書。意欲提出議案的股東應按照上文「股東召開股東特別大會的程序」一段所載的程序召開股東特別大會。

# Corporate Governance Report

## 企業管治報告

### DIRECTORS AND OFFICERS INSURANCE

Appropriate insurance covers on Directors' and officers' liabilities have been in force to protect the Directors and officers of the Group from their risk exposure arising from the business of the Group.

### CONSTITUTIONAL DOCUMENTS

During the Year, the Company proposed to amend the existing memorandum and articles of association of Company by adopting the M&A and such amendments were set out in the circular of the Company dated 18 April 2023. Such amendments to the M&A were approved by the Shareholders at the annual general meeting held on 31 May 2023. The new M&A is available on the websites of the Stock Exchange and the Company.

### VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

### INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

To ensure effective communication between the Board and the Shareholders, the Company has adopted a Shareholders' communication policy (the "Communication Policy"). Under the Communication Policy, the Company's information shall be communicated to the Shareholders mainly through general meetings, including annual general meetings, the Group's financial reports (quarterly reports, half-yearly report and annual report), its corporate communications and other corporate publications on the Company's website and the Stock Exchange's website and meetings with investors and analysts.

### 董事及高級人員責任保險

涵蓋董事及高級人員法律責任之適當保險已有效保障本集團董事及高級人員因本集團業務產生之風險。

### 憲章文件

於本年度，本公司建議透過採納組織章程大綱及細則修訂本公司現有的組織章程大綱及細則，有關修訂載於本公司日期為二零二三年四月十八日的通函內。組織章程大綱及細則的有關修訂已於二零二三年五月三十一日舉行的本公司股東週年大會上獲股東批准。新的組織章程大綱及細則可於聯交所及本公司網站上查閱。

### 以投票方式表決

根據GEM上市規則第17.47(4)條之規定，除主席以誠實信用之原則做出決定，容許純粹有關程序或行政事宜之決議案以舉手方式表決外，在股東大會上，股東所作之任何表決必須以投票方式進行。

### 投資者關係及與股東之溝通

為確保董事會與股東保持有效溝通，本公司已採納一項股東溝通政策（「溝通政策」）。根據溝通政策，本公司將主要透過股東大會（包括股東週年大會）、本集團之財務報告（季度、半年度及年度報告）、於本公司及聯交所網站上刊登之公司通訊及其他企業刊物以及投資者及分析師會議向股東提供其資料。



# Corporate Governance Report

## 企業管治報告

### DIVIDEND POLICY

The Company adopted a policy on payment of dividends (the "Dividend Policy") in March 2019, which establishes an appropriate procedure on declaring and recommending the dividend payment of the Company.

The Company will declare and/or recommend the payment of dividends to the Shareholders after considering the Company's ability to pay dividends, which will depend on a number of factors, including but not limited to:

- (i) the Group's actual and expected financial performance;
- (ii) the Group's expected working capital requirements, capital expenditure requirements and future expansion plans;
- (iii) retained earnings and distributable reserves of the Company and each of the members of the Group;
- (iv) the Group's liquidity position;
- (v) the general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group; and
- (vi) any other factors that the Board deems relevant.

The Board has complete discretion on whether to pay a dividend, subject to Shareholders' approval, where applicable. Even if the Board decides to recommend and pay dividends, the form, frequency and amount will depend upon the operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors of and affecting the Group. The Board may also consider declaring interim dividends from time to time.

The Company shall review and reassess the Dividend Policy and its effectiveness on a regular basis or as required.

### 股息政策

本公司於二零一九年三月採納派付股息之政策（「股息政策」），確立本公司宣派及建議派發股息之適當程序。

本公司經考慮本公司派付股息之能力後將向股東宣派及／或建議派發股息，其將視乎若干因素，包括但不限於：

- (i) 本集團之實際及預期財務表現；
- (ii) 本集團之預期營運資金需求、資本開支需求及未來擴展計劃；
- (iii) 本公司及本集團各成員公司之保留盈利及可供分派儲備；
- (iv) 本集團之流動資金狀況；
- (v) 普遍經濟情況及其他或會影響本集團之業務或財務表現及狀況的內部或外部因素；及
- (vi) 任何其他董事會認為相關的因素。

董事會可全權酌情決定是否派付股息（視乎情況須獲股東批准）（倘適用）。即使董事會決議建議並派付股息，其形式、密度及金額將取決於營運及盈利、資金需求及盈餘、整體財務狀況、合約限制及其他本集團之其他影響本集團之因素。董事會亦可不時考慮宣派中期股息。

本公司將定期（或按需要）檢討及重新評核股息政策及其效能。

# Biographical Details of the Directors and Senior Management

## 董事及高級管理層之履歷

As the date of this annual report, the biographical information of the Group's Directors and senior management are as follows:

於本年報日期，本集團董事及高級管理層的履歷資料如下：

### EXECUTIVE DIRECTORS

**Mr. Xu Jianchun (許建春)**, aged 45, was appointed on 22 December 2017 as the Chairman of the Board. Mr. Xu holds a doctorate degree in economics from Renmin University of China. Mr. Xu has many years of investment experience in the biotechnology sector. He has extensive experience in the biotechnology investment and operation field.

### 執行董事

**許建春先生**，45歲，於二零一七年十二月二十二日獲委任為董事會主席。許先生持有中國人民大學經濟學博士學位。許先生擁有多年生命科技領域投資經驗，彼於生命科技領域投資運營具備豐富經驗。

**Mr. Liu Tien-Tsai (劉添財)**, aged 66, was appointed on 24 February 2005. Mr. Liu is responsible for the overall corporate strategies, planning, overall operational management and business development of the Group. Mr. Liu is a director of all subsidiaries of the Group (including Bau Shan Life Science Technology Co., Ltd (寶山生命科技股份有限公司) ("Bau Shan"). Mr. Liu founded Bau Shan and became its controlling shareholder in 1998, and has since then been continuously expanding its management team. Mr. Liu is also the team head of the funeral services deed team. Since the Group's establishment, Mr. Liu has played an active role in training its team. Mr. Liu obtained certificates in Non-Profit Making Organisation Management and Mortuary Science and Funeral Service Management from Nanhua University (南華大學) in 2000 and 2001 respectively. Having over 10 years of managerial, corporate and business experience, Mr. Liu began his career in funeral business since 1998. Mr. Liu has been a member of Japan Environmental Zhai Yuan Association (日本環境齋苑協會), the National Funeral Director Association of the United States and the FIAT-IFTA of Holland, and a council member of Society of Chinese Funeral Education (中華民國殯葬教育學會) and Chinese Society of Life and Death Studies (中華生死學會). Mr. Liu had also been a lecturer holding seminars on the skills of being a ceremonial master and cosmetology at the Continuing Education Centre, Ling Tung College (嶺東技術學院進修暨推廣教育中心) in Taiwan. Mr. Liu is currently an honorary member of the China Funeral Association (中國殯葬協會) in the PRC.

**劉添財先生**，66歲，於二零零五年二月二十四日獲委任。劉先生負責本集團之整體企業策略、規劃、整體營運管理及業務發展。劉先生為本集團所有附屬公司（包括寶山生命科技股份有限公司（「寶山」））之董事。劉先生創立寶山，並於一九九八年成為其控股股東，並自此一直擴充其管理團隊。劉先生亦為殯儀服務契約團隊的主管。自本集團成立以來，劉先生一直於培訓團隊方面擔當積極的角色。劉先生分別於二零零零年及二零零一年取得南華大學非營利事業管理及殯葬學及殯儀館服務管理證書。劉先生自一九九八年起開展其殯儀事業，彼擁有逾十年管理、企業及業務經驗。劉先生曾為日本環境齋苑協會、美國國家殯儀業董事協會及荷蘭FIAT-IFTA成員，並為中華民國殯葬教育學會及中華生死學會協會成員。劉先生亦於台灣嶺東技術學院進修暨推廣教育中心擔任成為禮儀師及美容技能課堂講師。劉先生目前為中國殯葬協會名譽會員。

# Biographical Details of the Directors and Senior Management 董事及高級管理層之履歷

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Chai Chung Wai (齊忠偉)**, aged 57, was appointed on 16 February 2009. Mr. Chai obtained his master degree of Accounting from Jinan University on 6 January 2004 and of business administration from the University of Manchester in December 2006. Mr. Chai is a fellow member of the Association of Chartered Certified Accountants, a fellow of the Hong Kong Institute of Certified Public Accountants, a Fellow of the Institute of Chartered Accountants in England and Wales and a Fellow of The Hong Kong Institute of Directors. Mr. Chai has extensive experience of over 20 years in the accounting and financial field. Mr. Chai has been the company secretary of Ping Shan Tea Group Limited. He is currently an independent non-executive director of two companies listed on the Stock Exchange, namely Kingkey Intelligence Culture Holdings Limited (stock code: 550) and Shifang Holding Limited (stock code: 1831) and he was an independent non-executive director of Sino Energy International Holdings Group Limited (a company formerly listed in Hong Kong, stock code: 1096 and cancelled listing on 15 December 2022) from February 2019 to August 2022. The Company has received an annual confirmation from Mr. Chai of his independence pursuant to the Rule 5.09 of GEM Listing Rules and is of the view that Mr. Chai remains independent.

## 獨立非執行董事

**齊忠偉先生**，57歲，於二零零九年二月十六日獲委任。齊先生於二零零四年一月六日在暨南大學取得會計碩士學位及於二零零六年十二月在曼徹斯特大學取得工商管理碩士學位。齊先生為特許公認會計師公會資深會員、香港會計師公會資深會員、英格蘭及威爾斯特許會計師公會資深會員及香港董事學會資深會員。齊先生於會計及金融領域擁有逾20年的豐富經驗。齊先生曾任坪山茶業集團有限公司之公司秘書。彼現為兩間聯交所上市公司（即京基智慧文化控股有限公司（股份代號：550）及十方控股有限公司（股份代號：1831））的獨立非執行董事，彼亦於二零一九年二月至二零二二年八月擔任中能國際控股集團有限公司（一間曾於香港上市的公司，股份代號：1096，於二零二二年十二月十五日取消上市）的獨立非執行董事。本公司已收到齊先生根據GEM上市規則第5.09條所作的年度獨立性確認書，並認為齊先生屬獨立人士。

# Biographical Details of the Directors and Senior Management

## 董事及高級管理層之履歷

**Dr. YANG Jingjing (楊菁菁)**, aged 41, was appointed on 4 March 2022. He obtained a master's degree in finance from University of Technology Sydney in Australia and a doctorate degree in finance from Massey University in New Zealand. He worked as a visiting researcher at City University of Hong Kong. He is a professor, doctoral tutor, and deputy dean of the School of Finance, Guangdong University of Foreign Studies, and has been selected as a high-level financial specialist in Guangzhou. Currently, he is mainly engaged in teaching and scientific research in corporate finance and corporate governance. The Company has received an annual confirmation from Dr. Yang of his independence pursuant to the Rule 5.09 of GEM Listing Rules and is of the view that Dr. Yang remains independent.

**Ms. Hu Zhaohui**, aged 56, graduated from Yangtze University (formerly known as Jiangnan Petroleum Institute (江漢石油學院)) in the PRC in 1986 and obtained a bachelor's degree in engineering in 1990 with a major in geophysics, and graduated from Huazhong University of Science and Technology in the PRC in 1998 and obtained a master's degree in engineering in 2002 with a major in mechanical engineering. She also graduated from Wuhan University in the PRC in 2000 and obtained a master's degree in finance in 2003. She was an engineer of Jiangnan Machinery Research Institute of China National Petroleum Corporation. She served as a teacher, deputy director of the Department of Finance and an associate professor of Guangdong University of Finance. She also served as the deputy director of the postgraduate division of Guangdong University of Finance. She also served as the director of the Teaching Quality Monitoring and Evaluation Center of Guangdong University of Finance. The Company has received an annual confirmation from Ms. Hu of her independence pursuant to the Rule 5.09 of GEM Listing Rules and is of the view that Ms. Hu remains independent.

### SENIOR MANAGEMENT

**Mr. Chu Kin Ming**, aged 43, was appointed as the company secretary of the Company on 1 June 2019. He is a fellow member of The Association of Chartered Certified Accountants. He is also a member of The Hong Kong Institute of Certified Public Accountants, The Chartered Governance Institute and The Hong Kong Chartered Governance Institute. Mr. Chu holds a Bachelor of Arts degree in Accountancy from the Hong Kong Polytechnic University and he has extensive experiences in the field of accounting and financial management.

**楊菁菁博士**，41歲，於二零二二年三月四日獲委任。彼於澳大利亞University of Technology Sydney獲得金融學碩士學位，在紐西蘭Massey University獲得金融學博士學位，曾在香港城市大學從事訪問研究。現為廣東外語外貿大學金融學院教授、博士生導師、副院長，入選廣州市高層次金融人才。目前主要從事公司金融、公司治理方面的教學與科研工作。本公司已收到楊博士根據GEM上市規則第5.09條所作的年度獨立性確認書，並認為楊博士屬獨立人士。

**胡朝暉女士**，56歲，於一九八六年在中國長江大學(原江漢石油學院)地球物理專業本科學習，一九九零年獲工學學士學位，並於一九九八年在中國華南理工大學機械工程專業學習，二零零二年獲工程碩士學位，並於二零零零年在中國武漢大學金融學專業學習，二零零三年獲金融學碩士學位。彼曾在中國石油天然氣集團有限公司江漢機械研究所任工程師。彼之後亦在廣東金融學院任金融系教師、金融系副主任及副教授。彼之後亦在廣東金融學院研究生處任副處長。彼之後亦在廣東金融學院教學質量監控與評估中心任主任。本公司已收到胡女士根據GEM上市規則第5.09條所作的年度獨立性確認書，並認為胡女士屬獨立人士。

### 高級管理層

**朱健明先生**，43歲，於二零一九年六月一日獲委任為本公司之公司秘書。彼為特許公認會計師公會資深會員，亦為香港會計師公會、英國特許公司治理公會以及香港公司治理公會成員。朱先生持有香港理工大學會計文學士學位，彼於會計及財務管理方面具有豐富經驗。

# Directors' Report

## 董事會報告

The board (the "Board") of directors (the "Director(s)") of Sino-Life Group Limited (the "Company", together with its subsidiaries as the "Group") is here to present the annual report and the audited consolidated financial statements for the year ended 31 December 2023 (the "Year").

### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding and the activities of its subsidiaries are set out in note 40 to the consolidated financial statements. There were no significant changes in nature of Group's principal activities during the Year.

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 section headed "Management Discussion and Analysis" set out on pages 7 to 26 of this annual report. This discussion forms part of this report.

### PRINCIPAL RISKS AND UNCERTAINTIES

There are various risks and uncertainties including business risks, operational risks, and financial risks that may have different levels of impact on the Group's financial performance, operations, business as well as future prospects.

As the death care industry in the PRC, Taiwan and Vietnam is originated from a long cultural history, it features a geographically distinctive and traditional operation model. The conventions of such industry are now facing challenging innovation and the maturity of relevant regulations remains to be seen while the world keeps progressing and updating. The Group is adhered to the modernization reform of the death care business across different geographical locations that the Group has operations in so as to reduce the risk arising from outdated regulations for the industry.

The death care industry, subject to the strict requirement of relevant regulations imposed by the government, is a highly regulated industry. There are strict restrictions on licenses and land supply which pose risks and uncertainties on the Group's business expansion.

中國生命集團有限公司(「本公司」, 連同其附屬公司統稱「本集團」)董事(「董事」)會(「董事會」)謹此提呈截至二零二三年十二月三十一日止年度(「本年度」)的年度報告及經審核綜合財務報表。

### 主要活動及業務回顧

本公司的主要活動為投資控股而其附屬公司的活動載於綜合財務報表附註40。本集團主要活動的性質於本年度並無重大變化。

香港公司條例附表5所要求對該等活動作出的進一步討論及分析載於本年報第7頁至第26頁的「管理層討論及分析」一節, 當中包括本集團所面對的主要風險及不確定因素的討論, 以及本集團業務可能進行的未來發展指標。本討論為董事會報告的一部份。

### 主要風險及不確定因素

多項風險及不確定性(包括業務風險、營運風險及財務風險)可能對本集團的財務表現、營運、業務及未來前景造成不同程度的影響。

由於中國、台灣及越南的殯葬行業源自悠久的文化歷史, 其特色為地理上獨特及傳統的營運模式。該行業的慣例正面臨挑戰創新, 而隨著世界不斷發展及更新, 相關法規的成熟程度仍有待觀察。本集團堅持對其營運所在不同地理位置的殯葬業務進行現代化改革, 以降低行業法規過時帶來的風險。

殯葬行業受政府施加的相關法規的嚴格規定所規管, 屬於受高度監管的行業。牌照及土地供應受到嚴格限制, 對本集團的業務擴張帶來風險及不確定性。

# Directors' Report

## 董事會報告

Requirements and restrictions still exist in the PRC on fund flow under capital accounts, which may affect the Group's flexibility to make use of global funds to implement business expansion and our ability to distribute dividends to foreign investors.

The Group is also exposed to certain financial risk, including market risk (including currency risk, interest rate risk, equity price risk), credit risk and liquidity risk. Details of financial risks are set out in note 35 to the consolidated financial statements and the section headed "Principal Risks" under the "Management Discussion and Analysis" to this annual report.

### ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to the long-term sustainability of the environment and communities in which it operates.

In accordance with Rule 17.103 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules"), the Company will publish an environmental, social and governance report ("Environmental, Social and Governance Report 2023") separately at the same time as the publication of this annual report on the Stock Exchange's website and the Company's website in compliance with the provisions set out in the ESG Reporting Guide in Appendix 20 (currently referred to as Appendix C2) to the GEM Listing Rules which was effective during the Year.

In compliance with the Rule 17.103 of the GEM Listing Rules, the Environmental, Social and Governance Report 2023 will not be provided in printed form. For Shareholders of the Company (the "Shareholder(s)") who wish to receive a printed version of the Environmental, Social and Governance Report 2023, please send your request in writing to the principal place of business of 18/F, Ovest, No. 77 Wing Lok Street, Sheung Wan, Hong Kong.

### COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

Save as disclosed in the section "Non-Compliance with Provisions of the GEM Listing Rules" in the Corporate Governance Report of this annual report, as far as the Board is aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the Year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

中國對資本賬戶的資金流動仍然存在規定及限制，可能影響本集團利用全球資金進行業務擴張的靈活性及我們向外國投資者分派股息的能力。

本集團亦面臨若干財務風險，包括市場風險（包括貨幣風險、利率風險、權益價格風險）、信貸風險及流動資金風險。財務風險詳情載於綜合財務報表附註35及本年報「管理層討論及分析」內「主要風險」一節。

### 環境政策及表現

本集團致力於環境及其營運所在社區的長期可持續發展。

根據聯交所GEM上市規則（「GEM上市規則」）第17.103條，本公司將於在聯交所網站及本公司網站上刊發本年報的同時，根據於本年度有效的GEM上市規則附錄二十（現稱為附錄C2）《環境、社會及管治報告指引》所載條文另行刊發環境、社會及管治報告（「二零二三年環境、社會及管治報告」）。

為遵守GEM上市規則第17.103條，本公司將不會提供《二零二三年環境、社會及管治報告》的印刷本。本公司股東（「股東」）如欲索取《二零二三年環境、社會及管治報告》的印刷本，請將書面要求寄交本公司主要營業地點（香港上環永樂街77號Ovest 18樓）。

### 遵守相關法律及法規

除本年報企業管治報告「未能遵守GEM上市規則之條文」一節所披露者外，據董事會所知，本集團已於重大方面遵守對本集團業務及營運有重大影響的相關法律及法規。於本年度內，本集團並無重大違反或未能遵守適用法律及法規。

# Directors' Report

## 董事會報告

### RELATIONSHIP WITH SUPPLIERS, CUSTOMERS AND OTHER STAKEHOLDERS

The Group understands the importance of maintaining a good relationship with its suppliers, customers and other stakeholders to meet its immediate and long-term goals.

During the Year, there were no material and significant dispute between the Group and its suppliers, customers and/or other stakeholders. For details, please refer to the Group's published "Environmental, Social and Governance Report 2023".

### RESULTS AND APPROPRIATIONS

The Group's loss for the Year is set out in the consolidated statement of profit or loss and other comprehensive income on pages 96 and 97 and the state of affairs of the Group at that date are set out in the consolidated statement of financial position on pages 98 and 99.

The Board does not recommend the payment of any dividend for the Year (2022: Nil).

### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2023, the aggregate amount of turnover attributable to the Group's five largest customers represented less than 5% of the Group's total turnover; and the aggregate amount of purchases (not including the purchases of items which are of a capital nature) attributable to the Group's five largest suppliers accounted for 56% of the purchases for the year and purchases from the largest supplier included therein amounted to 20%.

### 與供應商、客戶及其他權益關涉者的關係

本集團明白與其供應商、客戶及其他權益關涉者維持良好關係對達致其即時及長遠目標的重要性。

於本年度，本集團與其供應商、客戶及／或其他權益關涉者之間並無重大糾紛。有關詳情，請參閱本集團刊發的「二零二三年環境、社會及管治報告」。

### 業績及撥付

本集團於本年度的虧損載於第96頁及97頁的綜合損益及其他全面收益表及本集團於該日的財務狀況載於第98頁及99頁的綜合財務狀況表。

董事會並不建議就本年度支付任何股息（二零二二年：無）。

### 主要客戶及供應商

截至二零二三年十二月三十一日止年度，本集團五大客戶應佔的總營業額佔本集團總營業額少於5%；而本集團五大供應商應佔的採購總額（不包括購買屬資本性質的項目）佔本年度採購額56%，其中最大供應商的採購額佔20%。

# Directors' Report

## 董事會報告

At no time during the Year, none of the Directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any material beneficial interest in the Group's five largest customers and suppliers.

### SEGMENT REPORTING

Details of segment reporting for the Year are set out in note 4 to the consolidated financial statements.

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 14 to the consolidated financial statements.

### INVESTMENT PROPERTIES

Details of movements in investment properties of the Group during the Year are set out in note 16 to the consolidated financial statements.

### SHARE CAPITAL

Details of movements in the Company's share capital are set out in note 32 to these consolidated financial statements.

142,500,000 ordinary shares of the Company were allotted and issued on 11 August 2023. For details, please refer to "SPA II" in the section headed "Connected Transactions" in this annual report.

於本年度內任何時間，概無本公司董事或彼等的任何聯繫人或任何股東（就董事深知，擁有本公司已發行股本5%以上的股東）於本集團的五大客戶及供應商擁有任何重大實益權益。

### 分部報告

本年度分部報告詳情載於綜合財務報表附註4。

### 物業、廠房及設備

本集團的物業、廠房及設備於本年度的變動詳情載於綜合財務報表附註14。

### 投資物業

本集團投資物業於本年度的變動詳情載於綜合財務報表附註16。

### 股本

本公司股本變動詳情載於綜合財務報表附註32。

142,500,000股本公司普通股已於二零二三年八月十一日配發及發行。有關詳情，請參閱本年報「關連交易」一節內的「買賣協議二」。



# Directors' Report

## 董事會報告

### RESERVES

Details of movements in the reserves of the Company and of the Group during the Year are set out in note 33 to the consolidated financial statements and in the consolidated statement of changes in equity on page 100, respectively.

### DISTRIBUTABLE RESERVE

At 31 December 2023, the Company did not have distributable reserve to shareholders.

### DONATIONS

Charitable donations of approximately RMB148,000 (2022: RMB38,000) was made by the Group during the Year.

### DIRECTORS

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

#### Executive Directors

Mr. Xu Jianchun  
Mr. Liu Tien-Tsai  
Dr. Xu Qiang (Resigned on 31 August 2023)

#### Independent non-executive Directors

Mr. Chai Chung Wai  
Mr. Sun Fei (Resigned on 3 April 2023)  
Dr. Yang Jingjing  
Ms. Hu Zhaohui (Appointed on 7 June 2023)

According to the requirements of article 16.2 of the articles of association of the Company (the "Articles of Association"), the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Ms. Hu Zhaohui will retire in accordance with article 16.2 of the Articles of Association, and, being eligible, offer herself for re-election in the forthcoming annual general meeting of the Company (the "AGM").

### 儲備

本公司及本集團的儲備於本年度的變動詳情分別載於綜合財務報表附註33及載於本年報第100頁的綜合權益變動表。

### 可分派儲備

於二零二三年十二月三十一日，本公司並無向股東分派儲備。

### 捐款

本集團於本年度作出慈善捐款約人民幣148,000元（二零二二年：人民幣38,000元）。

### 董事

於本年度及直至本報告日期的董事為：

#### 執行董事

許建春先生  
劉添財先生  
徐強博士（於二零二三年八月三十一日辭任）

#### 獨立非執行董事

齊忠偉先生  
孫飛先生（於二零二三年四月三日辭任）  
楊菁菁博士  
胡朝暉女士（於二零二三年六月七日獲委任）

根據本公司組織章程細則（「組織章程細則」）第16.2條的規定，董事會有權不時及隨時委任任何人士為董事，以填補董事會臨時空缺或增加董事會成員的名額。任何以此方式獲委任的董事任期僅至其委任後的本公司下屆股東週年大會為止，此等董事屆時有資格在該大會上膺選連任。胡朝暉女士將根據組織章程細則第16.2條退休，並符合資格且願意於本公司下屆股東週年大會（「股東週年大會」）上膺選連任。

# Directors' Report

## 董事會報告

According to the requirements of article 16.18 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Mr. Xu Jianchun and Mr. Chai Chung Wai will retire by rotation in accordance with article 16.18 of the Article of Association, and, being eligible, offer themselves for re-election in the forthcoming AGM.

### BOARD OF DIRECTORS AND SENIOR MANAGEMENT

As at the date of this report, biographical details of the Directors and senior management of the Group are set out on pages from 57 to 59 of this annual report.

### DIRECTORS' SERVICE AGREEMENT

Mr. Xu Jianchun ("Mr. Xu"), an executive Director, has entered into a service agreement with the Company for a term of three years commencing from 22 December 2017, which continues thereafter until terminated by either party giving not less than two months' notice in writing to the other party.

Mr. Liu Tien-Tsai, an executive Director, has entered into a service agreement with the Company for a term of three years commencing from 9 September 2009, which continues thereafter until terminated by either party giving not less than three months' notice in writing to the other party.

Mr. Chai Chung Wai, an independent non-executive Director, has renewed his letter of appointment with the Company for a term of three years commencing from 9 September 2021, which can be terminated by either party giving not less than one month's notice in writing to the other party.

Dr. Yang Jingjing, an independent non-executive Director, has entered into a letter of appointment with the Company for a term of three years from 4 March 2022, which can be terminated by either party giving not less than one month's notice in writing to the other party.

Ms. Hu Zhaohui, an independent non-executive Director, has entered into a letter of appointment with the Company for a term of three years from 7 June 2023, which can be terminated by either party giving not less than one month's notice in writing to the other party.

根據組織章程細則第16.18條之規定，在每屆股東週年大會上，當時在任之三分之一董事（或如果董事數目並非三之倍數，則為最接近而又不少於三分之一之數目）必須輪席退任，而每名董事須最少每三年於股東週年大會輪席退任一次。許建春先生及齊忠偉先生將根據組織章程細則第16.18條輪席退任，並符合資格且願意於應屆股東週年大會膺選連任。

### 董事會及高級管理層

於本報告日期，董事及本集團高級管理層的履歷詳情載於本年報第57頁至第59頁。

### 董事的服務協議

執行董事許建春先生（「許先生」）已與本公司訂立服務協議，自二零一七年十二月二十二日起計為期三年且其後續期，直至由任何一方向另一方發出不少於兩個月的書面通知終止為止。

執行董事劉添財先生已與本公司訂立服務協議，自二零零九年九月九日起計為期三年且其後續期，直至由任何一方向另一方發出不少於三個月的書面通知終止為止。

獨立非執行董事齊忠偉先生已與本公司重續委任函件，自二零二一年九月九日起計為期三年，直至由任何一方向另一方發出不少於一個月的書面通知終止。

獨立非執行董事楊菁菁博士已與本公司訂立委任函件，自二零二二年三月四日起計為期三年，直至由任何一方向另一方發出不少於一個月的書面通知終止。

獨立非執行董事胡朝暉女士已與本公司訂立委任函件，自二零二三年六月七日起計為期三年，直至由任何一方向另一方發出不少於一個月的書面通知終止。

# Directors' Report

## 董事會報告

None of the Directors, including those to be re-elected at the forthcoming AGM, has a service agreement which is not determinable by the Group within one year without the payment of compensation (other than statutory compensation).

### EMOLUMENT POLICY

A remuneration committee is set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market practices.

The Company has adopted a share option scheme (the "Share Option Scheme") to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, advisors, consultants, service providers, agents, customers, partners or joint-venture partners of the of the Group and to promote the success of the business of the Group.

For details of the Share Option Scheme, please refer to the sub-section headed "Share Option Scheme" in the section headed "Directors' Report" below.

### REMUNERATION OF DIRECTORS AND FIVE EMPLOYEES WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors and five employees with highest emoluments for the Year are set out in note 8 and note 9 to the consolidated financial statements respectively.

概無任何董事（包括將於下屆股東週年大會參加重選的董事）擁有本集團在不支付賠償（法定賠償除外）的情況下不可於一年內終止的服務協議。

### 薪酬政策

本公司已成立薪酬委員會，旨在考慮本集團的經營業績、個別表現及可比較的市場慣例後，檢討本集團的薪酬政策及本集團全體董事及高級管理層的薪酬結構。

本公司已採納購股權計劃（「購股權計劃」）乃為吸引及挽留最稱職人員，為本集團之僱員（全職及兼職）、董事、顧問、諮詢人、服務提供商、代理、客戶、合作夥伴或合營企業夥伴提供額外獎勵及推動本集團業務之成功。

有關購股權計劃詳情，請參閱下文「董事會報告」一節內的「購股權計劃」分節。

### 董事及五位最高薪酬僱員的酬金

於本年度董事及五位最高薪酬僱員酬金的詳情分別載於綜合財務報表附註8及附註9。

# Directors' Report

## 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 31 December 2023, the interests and short positions held by the Directors or chief executives of the Company had any interests or short positions in the shares (the "Shares"), underlying shares (the "Underlying Shares") and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they have taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

### 董事及主要行政人員於本公司或其相聯法團之股份、相關股份及債權證之權益及淡倉

於二零二三年十二月三十一日，董事或本公司主要行政人員擁有於本公司或任何其相聯法團（根據香港法例第571章《證券及期貨條例》（「證券及期貨條例」）第XV部所界定）之股份（「股份」）、相關股份（「相關股份」）及債權證中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之任何權益或淡倉（包括根據證券及期貨條例有關條文彼等被當作或被視為擁有之任何權益或淡倉）；或須根據證券及期貨條例第352條列入該條例所指之登記冊之相關權益或淡倉；或須根據GEM上市規則第5.46條至第5.67條之規定知會本公司及聯交所之任何權益或淡倉如下：

### Aggregated long positions in the Shares and Underlying Shares

### 於股份及相關股份之好倉總額

Name of Director 董事姓名	Number of Shares held 所持股份數目		Number of Underlying Shares held pursuant to the convertible bonds 根據可換股債券所持相關股份數目	Total 總計	Approximate percentage of the total number of Shares in issue 佔已發行股份總數的概約百分比
	Personal Interest 個人權益	Corporate Interest 企業權益	Corporate Interest 企業權益		
Mr. XU Jianchun ("Mr. Xu") 許建春先生（「許先生」）	-	220,475,000 (Note 1) (附註1)	144,126,984 (Note 2) (附註2)	364,601,984	41.20%

# Directors' Report

## 董事會報告

### Notes:

1. Mr. Xu is interested in 220,475,000 Shares through his controlling interests in Hong Kong Gaoqi Biological Technology Company Limited ("HK Gaoqi"). Mr. Xu is interested in HK Gaoqi through his 25.55% direct beneficial interests and 9.78% through Houq Bio-Technology Limited ("HBT Limited"), a company incorporated in the British Virgin Islands. HBT Limited has two classes of shares, namely class A and class B, in which shareholders of class A and class B have 30 votes and 1 vote per share in the shareholders' meeting respectively. Mr. Xu holds 94.07% class A interests and Ms. Qiu Qi (邱琪), the spouse of Mr. Xu, holds 5.93% class A interests and 10.74% class B interests in HBT Limited. By virtue of the SFO, Mr. Xu is taken to be interested in all the shares held by Ms. Qiu Qi, so Mr. Xu collectively holds 86.78% of the total voting rights of HBT Limited, and in turn is interested in 9.78% of HK Gaoqi. Accordingly, Mr. Xu is deemed to be interested in all the Shares held by HK Gaoqi by virtue of SFO.
2. 144,126,984 conversion shares have been allotted and issued by the Company to Shenzhen Nanyue Crown Block Bio Intelligent Equipment Investment Co., Ltd.\* (深圳市南嶽天車生物智能裝備投資有限公司) ("Nanyue CB") of the convertible bonds of HK\$18,160,000 upon exercise of the conversion rights attaching to the Convertible Bonds at HK\$0.126 per conversion share on 11 August 2023. Mr. Xu is interested in 144,126,984 conversion shares through his controlling interests in Nanyue CB. Mr. Xu is interested in Nanyue CB through his 71.25% direct beneficial interests. Accordingly, Mr. Xu is deemed to be interested in all the conversion shares held by Nanyue CB by virtue of SFO.

Save as disclosed above, as at 31 December 2023, none of the Directors, chief executive of the Company or their respective associates had any interests or short positions in the Shares, Underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short position which they are taken or deemed to have taken under such provisions of the SFO), or which will be required to be entered into the register kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the minimum standards of dealing by directors of the Company as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

### 附註:

1. 許先生透過其於香港高崎生物科技有限公司(「香港高崎」)的控股權益於220,475,000股股份中擁有權益。許先生擁有香港高崎25.55%之直接實益權益及Houq Bio-Technology Limited(「HBT Limited」)(該公司於英屬處女群島註冊成立)9.78%之權益。HBT Limited擁有兩類股份,包括A類股份及B類股份,其中持有A類股份及B類股份的股東分別持有股東大會上每股30票投票權及每股1票投票權。許先生擁有HBT Limited 94.07%之A類權益,其配偶邱琪女士擁有HBT Limited 5.93%之A類權益及10.74%之B類權益。根據證券及期貨條例,許先生被視為於邱琪女士持有的所有股份中擁有權益,故此,許先生合共持有HBT Limited之總投票權的86.78%,另擁有香港高崎9.78%之權益。因此,根據證券及期貨條例,許先生被視為於香港高崎持有的所有股份中擁有權益。
2. 於二零二三年八月十一日,本公司按每股換股股份0.126港元行使可換股債券所附帶之換股權後,就18,160,000港元之可換股債券向深圳市南嶽天車生物智能裝備投資有限公司(「南嶽天車」)配發及發行144,126,984股換股股份。許先生透過其於南嶽天車的控股權益於144,126,984股換股股份中擁有權益。許先生透過其71.25%的直接實益權益於南嶽天車擁有權益。因此,根據證券及期貨條例,許先生被視為於南嶽天車持有的所有換股股份中擁有權益。

除上文所披露者外,於二零二三年十二月三十一日,概無董事、本公司主要行政人員或彼等各自之聯繫人於本公司或其相聯法團(具有證券及期貨條例第XV部所賦予之涵義)之股份、相關股份及債權證中,持有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例之該等條文彼等被當作或視為持有之權益及淡倉),或根據證券及期貨條例第352條須列入該條文指定之登記冊之權益及淡倉,或根據GEM上市規則第5.46至5.67條所指本公司董事進行交易之最低標準,須知會本公司及聯交所之權益或淡倉。

# Directors' Report

## 董事會報告

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

### 主要股東於股份及相關股份之權益及淡倉

So far as the Directors are aware, as at 31 December 2023, other than the Directors or chief executives of the Company whose interests or short positions are disclosed under the paragraph headed "Directors' and Chief Executives' Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or its Associated Corporations" above, the following persons and corporations have interests or short position in the Shares or Underlying Shares which has to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and as recorded in the register required to be kept under Section 336 of the SFO, and who were expected, directly or indirectly, to be interested in 5% or more of the Shares is listed as follows:

就董事所悉，於二零二三年十二月三十一日，除上段「董事及主要行政人員於本公司或其相聯法團之股份、相關股份及債權證之權益及淡倉」披露的董事或本公司主要行政人員的權益或淡倉外，於股份中或相關股份中擁有任何根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露並根據證券及期貨條例第336條須予備存的登記冊所記錄之權益或淡倉，且預期直接或間接於股份中擁有5%或以上權益的人士及公司名列如下：

#### Aggregate long positions in the Shares

#### 於股份之好倉總額

Name of Shareholders	Capacity/Nature of Interest	Number of Shares held	Number of Underlying Shares held pursuant to the convertible bonds 根據可換股債券所持相關股份數目	Total	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本概約百分比
股東名稱	身份／權益性質	所持股份數目	所持相關股份數目	總計	股本概約百分比
HK Gaoqi 香港高崎	Beneficial Owner (Note 1) 實益擁有人 (附註1)	220,475,000	-	220,475,000	24.91%
Ms. QIU Qi 邱琪女士	Interests of controlled corporation (Note 2) 受控法團權益 (附註2)	220,475,000	-	220,475,000	24.91%
Mr. OU Yafei 歐亞非先生	Beneficial Owner 實益擁有人	147,864,000	-	147,864,000	16.71%
Nanyue CB 南嶽天車	Beneficial Owner 實益擁有人	-	144,126,984 (Note 3) (附註3)	144,126,984	16.29%

# Directors' Report

## 董事會報告

### Notes:

1. Mr. Xu is the director of HK Gaoqi, which holds 24.91% Shares, and the director of HBT Limited, which holds 9.78% of equity interests in HK Gaoqi. Mr. Xu is interested in HK Gaoqi through his 25.55% direct beneficial interests and 9.78% through HBT Limited. HBT Limited has two classes of shares, namely class A and class B, in which shareholders of class A and class B have 30 votes and 1 vote per share in the shareholders' meeting respectively, and Mr. Xu holds 94.07% class A interests in HBT Limited and Ms. Qiu Qi, the spouse of Mr. Xu, holds 5.93% class A interests and 10.74% class B interests in HBT Limited. By virtue of the SFO, Mr. Xu is taken to be interested in all the shares held by Ms. Qiu Qi, so Mr. Xu collectively holds 86.78% of the total voting rights of HBT Limited, and in turn is interested in 9.78% of HK Gaoqi.
2. By virtue of the SFO, Ms. Qiu Qi, the spouse of Mr. Xu, is taken to be interested in all the shares held by Mr. Xu.
3. 144,126,984 conversion shares have been allotted and issued by the Company to Nanyue CB of the convertible bonds of HK\$18,160,000 upon exercise of the conversion rights attaching to the Convertible Bonds at HK\$0.126 per conversion share on 11 August 2023. Mr. Xu is interested in 144,126,984 conversion shares through his controlling interests in Nanyue CB. Mr. Xu is interested in Nanyue CB through his 71.25% direct beneficial interests. Accordingly, Mr. Xu is deemed to be interested in all the conversion shares held by Nanyue CB by virtue of SFO.

Save as disclosed above and the Directors' interests as disclosed in "Directors' and Chief Executives' Interests in and Short Positions in Shares, Underlying Shares and Debentures of the Company or its Associated Corporations", no person had interests in shares or short positions in the shares of the Company or underlying shares which are required to be recorded in the register to be kept by the Company pursuant to section 336 of the Securities and Futures Ordinance as at 31 December 2023.

### 附註：

1. 許先生為香港高崎之董事，彼擁有該公司24.91%之股份，亦為HBT Limited之董事，擁有香港高崎9.78%之權益。許先生擁有香港高崎25.55%之直接實益權益及HBT Limited 9.78%之權益。HBT Limited擁有兩類股份，包括A類股份及B類股份，其中持有A類股份及B類股份的股東分別持有股東大會上每股30票投票權及每股1票投票權。並且許先生擁有HBT Limited 94.07%之A類權益，其配偶邱琪女士擁有HBT Limited 5.93%之A類權益及10.74%之B類權益。根據證券及期貨條例，許先生被視為於邱琪女士持有的所有股份中擁有權益，故此，許先生合共持有HBT Limited之總投票權的86.78%，另擁有香港高崎9.78%之權益。
2. 根據證券及期貨條例，作為許先生之配偶，邱琪女士被視為於許先生所持有的所有股份中擁有權益。
3. 於二零二三年八月十一日，本公司按每股換股股份0.126港元行使可換股債券所附帶之換股權後，就18,160,000港元之可換股債券向南嶽天車配發及發行144,126,984股換股股份。許先生透過其於南嶽天車的控股權益於144,126,984股換股股份中擁有權益。許先生透過其71.25%的直接實益權益於南嶽天車擁有權益。因此，根據證券及期貨條例，許先生被視為於南嶽天車持有的所有換股股份中擁有權益。

除上文所披露者外及於「董事及主要行政人員於本公司或其相聯法團之股份、相關股份及債權證之權益及淡倉」披露的董事的權益外，於二零二三年十二月三十一日，概無人士於本公司之股份及相關股份中擁有根據證券及期貨條例第336條須予備存的登記冊所記錄之權益或淡倉。

# Directors' Report

## 董事會報告

### DIRECTORS' INTERESTS IN CONTRACTS

As disclosed in the announcement (the "Announcement") dated 26 April 2023 and the circular (the "Circular") dated 23 June 2023 of the Company with respect to the major and connected transactions in relation to (i) acquisition of 20.25% equity interest in Zhongke Zhenhui involving issue of convertible bonds under specific mandate; (ii) acquisition of approximately 21.43% equity interest in Guangdong Zhenyuan involving issue of consideration shares under specific mandate, the Company has entered into the SPA I and the SPA II on 26 April 2023. Capitalised terms used in this report shall bear the same meanings as those defined in the Announcement and the Circular unless the context requires otherwise.

On 26 April 2023, the Company and Zhongke Xunda, a company established in the PRC, an indirect wholly-owned subsidiary of the Company, entered into the SPA I with Nanyue CB, a company established in the PRC. Pursuant to the SPA I, Zhongke Xunda (as purchasers) agreed to acquire from Nanyue CB (as vendor) the RMB16,200,000 paid-up capital of Zhongke Zhenhui, a company established in the PRC contributed by Nanyue CB, which is equivalent to 20.25% of the equity interest in Zhongke Zhenhui at a consideration of RMB15,930,000 (equivalent to HK\$18,160,000), which shall be satisfied by way of issue of the Convertible Bonds in the principal amount of HK\$18,160,000 to Nanyue CB or its nominee(s) under the Specific Mandate I granted to the Board at the EGM held on 12 July 2023 for the allotment and issue of 187,000,000 Conversion Shares to the holders of the Convertible Bonds upon exercise of the conversion rights attaching to the Convertible Bonds at the Conversion Price.

As at the date of the SPA I, Nanyue CB is controlled as to approximately 71.25% by Mr. Xu (together with his associates), the chairman and an executive Director of the Company. For more details, please refer to the Announcement and the Circular.

### 董事於合約中的權益

誠如本公司日期為二零二三年四月二十六日之公告（「該公告」）及日期為二零二三年六月二十三日之通函（「該通函」）所披露，內容有關(i)收購中科臻慧20.25%股權，涉及根據特別授權發行可換股債券；(ii)收購廣東臻遠約21.43%股權，涉及根據特別授權發行代價股份之主要及關連交易，本公司已於二零二三年四月二十六日訂立買賣協議一及買賣協議二。除文義另有所指外，本報告所用詞彙與該公告及該通函所界定者具有相同涵義。

於二零二三年四月二十六日，本公司及中科訊達（一間於中國成立之公司，為本公司之間接全資附屬公司）與南嶽天車（一間於中國成立之公司）訂立買賣協議一。根據買賣協議一，中科訊達（作為買方）同意向南嶽天車（作為賣方）收購由南嶽天車出資之中科臻慧（一間於中國成立之公司）之繳足股本（即人民幣16,200,000元，相當於中科臻慧之20.25%股權），代價為人民幣15,930,000元（相當於18,160,000港元），其將透過根據於二零二三年七月十二日舉行的股東特別大會上授予董事會的特別授權一（以於可換股債券所附帶之換股權按換股價獲行使後向可換股債券持有人配發及發行187,000,000股換股股份）向南嶽天車或其代名人發行本金額為18,160,000港元的可換股債券的方式支付。

於買賣協議一日期，南嶽天車由本公司主席兼執行董事許先生（連同其聯繫人）控制約71.25%股權。有關更多詳情，請參閱該公告及該通函。



# Directors' Report

## 董事會報告

Save as the transactions disclosed in note 36 to the consolidated financial statements, no transaction, arrangement or contract that is significant in relation to the Group's business to which the Company or any of its subsidiaries, fellow subsidiaries or parent company was a party and in which a Director or his connected entity had, directly or indirectly, a material interest subsisted at the end of the Year or at any time during the Year.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from the details as disclosed under the heading "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or its Associated Corporation" above, at no time during the Year was the Company or any of its subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executives of the Company or their respective associates (as defined in the GEM Listing Rules) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

### CONNECTED TRANSACTIONS

Major and Connected Transactions in relation to (1) acquisition of 20.25% Equity Interest in Zhongke Zhenhui (Guangdong) Medical Technology Company Limited\* (中科臻慧(廣東)醫療科技有限公司) involving Issue of Convertible Bonds under Specific Mandate; and (2) acquisition of approximately 21.43% Equity Interest in Guangdong Zhenyuan Investment Company Limited\* (廣東臻遠投資有限責任公司) involving Issue of Consideration Shares under Specific Mandate.

除綜合財務報表附註36中所披露的交易外，於本年度末或本年度內任何時間，概無董事或其關連實體於對本集團業務而言屬重大的任何交易、安排或合約（本公司或其任何附屬公司、同系附屬公司或母公司為訂約方）中直接或間接擁有重大權益。

### 董事認購股份或債權證的權利

除上文「董事及主要行政人員於本公司或其相聯法團之股份、相關股份及債權證之權益及淡倉」一節所披露的詳情外，於本年度任何時間，本公司或其任何附屬公司或同系附屬公司概無任何安排，致使本公司之董事或主要行政人員或其各自聯繫人（定義見GEM上市規則）獲取可認購本公司或其任何相聯法團（定義見證券及期貨條例）之證券的權利，或透過購入本公司或任何其他法人團體之股份或債權證而獲益之權利。

### 關連交易

有關(1)收購中科臻慧(廣東)醫療科技有限公司20.25%股權，涉及根據特別授權發行可換股債券；及(2)收購廣東臻遠投資有限責任公司約21.43%股權，涉及根據特別授權發行代價股份之主要及關連交易。

# Directors' Report

## 董事會報告

### SPA I

On 26 April 2023, the Company and Zhongke Xunda Biotechnology (Shenzhen) Company Limited\* (中科訊達生物科技(深圳)有限公司) (“Zhongke Xunda”), a company established in the PRC, an indirect wholly-owned subsidiary of the Company, entered into a sale and purchase agreement (the “SPA I”) with Nanyue CB. Pursuant to the SPA I, Zhongke Xunda (as purchasers) agreed to acquire from Nanyue CB (as vendor) the RMB16,200,000 paid-up capital of Zhongke Zhenhui (Guangdong) Medical Technology Company Limited\* (中科臻慧(廣東)醫療科技有限公司) (“Zhongke Zhenhui”), a company established in the PRC contributed by Nanyue CB, which is equivalent to 20.25% of the equity interest in Zhongke Zhenhui at a consideration of RMB15,930,000 (equivalent to HK\$18,160,000), which shall be satisfied by way of issue of the convertible bonds in the principal amount of HK\$18,160,000 (the “Convertible Bonds”) to Nanyue CB or its nominee(s) under the specific mandate (the “Specific Mandate I”) to be granted by the independent shareholders (being defined as “Shareholder(s) other than those who are required under the GEM Listing Rules to abstain from voting on the resolution(s) to be proposed at the EGM (as defined below) to approve the SPA I, the SPA II (as defined below) and the transactions contemplated thereunder”) to the Board at the EGM for the allotment and issue of 187,000,000 shares of the Company (the “Conversion Shares”) (based on the maximum number of Conversion Shares to be issued as a result of any adjustments in the initial conversion price of HK\$0.126 per Conversion Share (the “Conversion Price”) pursuant to the terms of the Convertible Bonds) to the holders of the Convertible Bonds upon exercise of the conversion rights attaching to the Convertible Bonds at the Conversion Price.

Upon completion of the SPA I, Zhongke Zhenhui will be held as to 71.25% by Zhongke Xunda and 28.75% by Nanyue CB. The financial information of Zhongke Zhenhui will continue to be consolidated into the consolidated financial statements of the Group.

As at the date of the SPA I, Nanyue CB is controlled as to approximately 71.25% by Mr. Xu (together with his associates), the chairman and an executive Director of the Company, and therefore a connected person of the Company. Accordingly, pursuant to Rule 20.10 of the GEM Listing Rules, Nanyue CB is an associate of a connected person of the Company and the entering into of the SPA I constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules.

### 買賣協議一

於二零二三年四月二十六日，本公司及中科訊達生物科技(深圳)有限公司(「中科訊達」，一間於中國成立之公司，為本公司之間接全資附屬公司)與南嶽天車訂立買賣協議(「買賣協議一」)。根據買賣協議一，中科訊達(作為買方)同意向南嶽天車(作為賣方)收購由南嶽天車出資之中科臻慧(廣東)醫療科技有限公司(「中科臻慧」，一間於中國成立之公司)之繳足股本(即人民幣16,200,000元，相當於中科臻慧之20.25%股權)，代價為人民幣15,930,000元(相當於18,160,000港元)，其將透過根據獨立股東(定義為「根據GEM上市規則須就於股東特別大會(定義見下文)上提呈以批准買賣協議一、買賣協議二(定義見下文)及其項下擬進行之交易之決議案放棄投票之股東以外之股東)將於股東特別大會上向董事會授出的特別授權(「特別授權一」)(以於可換股債券所附帶之換股權按換股價獲行使後向可換股債券持有人配發及發行187,000,000股本公司股份(「換股股份」)(基於因根據可換股債券之條款對初步換股價每股換股股份0.126港元(「換股價」)作出任何調整而將予發行之換股股份最高數目))向南嶽天車或其代名人發行本金額為18,160,000港元的可換股債券(「可換股債券」)的方式支付。

於買賣協議一完成後，中科訊達及南嶽天車將分別持有中科臻慧之71.25%及28.75%股權。中科臻慧之財務資料將繼續於本集團之綜合財務報表綜合入賬。

於買賣協議一日期，南嶽天車由本公司主席兼執行董事許建春先生(連同其聯繫人)控制約71.25%股權，故為本公司的關連人士。因此，根據GEM上市規則第20.10條，南嶽天車為本公司關連人士之聯繫人，且訂立買賣協議一構成GEM上市規則第二十章項下本公司一項關連交易。

# Directors' Report

## 董事會報告

### SPA II

On 26 April 2023, the Company and Zhongke Xunda entered into a sale and purchase agreement (the "SPA II") with Shenzhen Huaxin Times Investment Co., Ltd.\* (深圳市華信時代投資有限公司) ("Shenzhen Huaxin"), a company established in the PRC. Pursuant to the SPA II, Zhongke Xunda (as purchasers) agreed to acquire from Shenzhen Huaxin (as vendor) the RMB15,000,000 paid-up capital of Guangdong Zhenyuan Investment Company Limited\* (廣東臻遠投資有限責任公司) ("Guangdong Zhenyuan"), a company established in the PRC, contributed by Shenzhen Huaxin, which is equivalent to approximately 21.43% of the equity interest in Guangdong Zhenyuan at a consideration of RMB15,000,000 (equivalent to HK\$17,100,000), which shall be satisfied by way of the allotment and issue of 142,500,000 shares of the Company (the "Consideration Shares") to Shenzhen Huaxin or its nominee(s) under the specific mandate (the "Specific Mandate II") to be granted by the Independent Shareholders to the Board at the EGM for the allotment and issue of the Consideration Shares.

As at the date of the SPA II, Guangdong Zhenyuan, is controlled as to approximately 42.86% by Shenzhen Huaxin and approximately 57.14% by Zhongke Zhenhui, an indirect non-wholly owned subsidiary of the Company, and therefore, Shenzhen Huaxin is a connected person of the Company.

Upon completion of the SPA II, Guangdong Zhenyuan will be held as to approximately 21.43% by Zhongke Xunda, approximately 57.14% by Zhongke Zhenhui and approximately 21.43% by Shenzhen Huaxin. The financial information of Guangdong Zhenyuan will continue to be consolidated into the consolidated financial statements of the Group.

As at the date of the SPA II, Guangdong Zhenyuan, is controlled as to approximately 42.86% by Shenzhen Huaxin and approximately 57.14% by Zhongke Zhenhui, an indirect non-wholly owned subsidiary of the Company. Accordingly, pursuant to Rule 20.07 of the GEM Listing Rules, Shenzhen Huaxin is a connected person of the Company and the entering into of the SPA II constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules.

### 買賣協議二

於二零二三年四月二十六日，本公司及中科訊達與深圳市華信時代投資有限公司（「深圳華信」，一間於中國成立之公司）訂立買賣協議（「買賣協議二」）。根據買賣協議二，中科訊達（作為買方）同意向深圳華信（作為賣方）收購由深圳華信出資之廣東臻遠投資有限責任公司（「廣東臻遠」，一間於中國成立之公司）之繳足股本（即人民幣15,000,000元，相當於廣東臻遠約21.43%股權），代價為人民幣15,000,000元（相當於17,100,000港元），其將透過根據獨立股東將於股東特別大會上向董事會授出的特別授權（「特別授權二」）（以配發及發行142,500,000股本公司股份（「代價股份」））向深圳華信或其代名人發行代價股份的方式支付。

於買賣協議二日期，廣東臻遠由深圳華信及本公司間接非全資附屬公司中科臻慧分別控制約42.86%及57.14%股權，因此，深圳華信為本公司之關連人士。

於買賣協議二完成後，中科訊達、中科臻慧及深圳華信將分別持有廣東臻遠約21.43%、57.14%及21.43%之股權。廣東臻遠之財務資料將繼續於本集團之綜合財務報表綜合入賬。

於買賣協議二日期，廣東臻遠由深圳華信及本公司間接非全資附屬公司中科臻慧分別控制約42.86%及57.14%股權。因此，根據GEM上市規則第20.07條，深圳華信為本公司之關連人士，且訂立買賣協議二構成GEM上市規則第二十章項下本公司一項關連交易。

# Directors' Report

## 董事會報告

For details of the SPA I and the SPA II, please refer to the announcements of the Company dated 26 April 2023, 5 June 2023 and 15 June 2023 and the circular of the Company dated 23 June 2023. An extraordinary general meeting of the Company (the "EGM") has been held on 12 July 2023, and the SPA I, the SPA II and the transactions contemplated thereunder have been approved by the Independent Shareholders. Up to the date of this report, both the SPA I and the SPA II have been completed.

Details of related party transactions undertaken in the normal course of business of the Group during the Year are set out in note 36 to the consolidated financial statements.

Save as disclosed above, all other related party transactions and balances did not constitute connected transactions or continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules which are required to comply with any of the reporting, announcement or independent shareholders' approval requirements under the GEM Listing Rules.

### **PURCHASE, SALE AND REDEMPTION OF THE LISTED SECURITIES**

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the Year.

### **MANAGEMENT CONTRACTS**

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

有關買賣協議一及買賣協議二的詳情，請參閱本公司日期為二零二三年四月二十六日、二零二三年六月五日及二零二三年六月十五日的公告以及本公司日期為二零二三年六月二十三日的通函。本公司已於二零二三年七月十二日舉行股東特別大會（「股東特別大會」），買賣協議一、買賣協議二及其項下擬進行之交易已獲獨立股東批准。截至本報告日期，買賣協議一及買賣協議二已完成。

本集團於本年度正常業務過程中進行的關連方交易之詳情載於綜合財務報表附註36。

除上文所披露者外，根據GEM上市規則第二十章，所有其他關連方交易及結餘均不構成須遵守GEM上市規則項下的申報、公告或獨立股東批准規定的本公司的關連交易或持續關連交易。

### **購買、出售及贖回上市證券**

本公司或其任何附屬公司於本年度概無購買、出售或贖回本公司任何上市證券。

### **管理合約**

於本年度，就本公司整體或任何重大部分業務方面概無訂立或存在管理及行政合約。

# Directors' Report

## 董事會報告

### DIRECTORS' INTEREST IN A COMPETING BUSINESS

As disclosed in the announcement (the "Announcement") dated 13 September 2021 and the circular (the "Circular") dated 29 October 2021 of the Company with respect to (i) the major and connected transaction in relation to the capital increase in Zhongke Zhenhui; and (ii) the major transaction in relation to the formation of the JV Company, the Company has entered into the Capital Increase Agreement and the JV Agreement on 13 September 2021. Capitalised terms used in this report shall bear the same meanings as those defined in the Announcement and the Circular unless the context requires otherwise.

If the Capital Increase and the Formation of the JV Company are crystallised, the Group through (i) the JV Company will engage in equity and/or securities investment business; and (ii) Zhongke Zhenhui engaged in technical development and consultation services, investment activities and business management consultation. The businesses of Nanyue AM are mainly engaged in asset management, investment management, equity investment and investment consulting services through its private equity funds. Mr. Xu is a director of Nanyue AM and, together with his associates, ultimately owned as to approximately 71.25% equity interests of Nanyue AM, therefore, Mr. Xu may be regarded as being interested in the competing business with the business of the Group.

As the Company's management and administrative structure are independent to that of Nanyue AM, and coupled with the diligence of the independent non-executive Directors and the audit committee of the Company (the "Audit Committee"), the Group is capable of carrying its businesses independently on an arm's length basis.

For more details, please refer to the Announcement, the Circular and the announcement dated 22 November 2021 of the Company.

### 董事於競爭業務之權益

誠如本公司日期為二零二一年九月十三日之公告（「該公告」）及日期為二零二一年十月二十九日之通函（「該通函」），內容有關(i)向中科臻慧增資之主要及關連交易；及(ii)組建合營公司之主要交易，本公司已於二零二一年九月十三日訂立增資協議及合營協議。除文義另有所指外，本報告所用詞彙與該公告及該通函所界定者具有相同涵義。

倘增資及組建合營公司之事項敲定後，本集團透過(i)合營公司將從事股權及／或證券投資業務；及(ii)中科臻慧從事技術開發及諮詢服務、投資活動及業務管理諮詢。Nanyue AM主要透過其私募股權基金從事資產管理、投資管理、股權投資及投資諮詢服務業務。許先生為Nanyue AM之董事，與其聯繫人最終擁有Nanyue AM約71.25%之股權，故此，許先生被視為於與本集團業務有競爭之業務中擁有權益。

由於本公司之管理及行政架構獨立於Nanyue AM，加之本公司獨立非執行董事及審核委員會（「審核委員會」）之勤勉，本集團能夠按公平基準獨立營運其業務。

更多詳情請參閱該公告、該通函以及本公司日期為二零二一年十一月二十二日的公告。

# Directors' Report

## 董事會報告

Save as disclosed above, during the Year and up to the date of this annual report, none of the Directors, the controlling shareholders of the Company, or any of their respective close associates (as defined in the GEM Listing Rules) is interested in a business apart from the Group's business which competes or is likely to compete, directly or indirectly, with the businesses of the Group, and is required to be disclosed pursuant to Rule 11.04 of the GEM Listing Rules.

### **BANK BORROWINGS AND CONVERTIBLE BONDS**

Particulars of bank borrowings and convertible bonds of the Group as at 31 December 2023 are set out in note 28 and note 29 to the consolidated financial statements respectively.

### **RETIREMENT SCHEMES**

Particulars of the retirement schemes of the Group are set out in note 13 to the consolidated financial statements.

### **CONFIRMATION OF INDEPENDENCE**

The Company has received from each of the independent non-executive Directors a written annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules and considers all the independent non-executive Directors are independent.

### **CODE OF CONDUCT REGARDING DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Specific enquiry has been made of all the Directors and the Directors have confirmed that they had complied with such code of conduct throughout the Year.

Specific employees who are likely to be in possession of unpublished inside information of the Group are also subject to compliance with the same code. No incident of non-compliance was noted by the Company for the Year.

除上文所披露者外，於本年度及截至本年年報日期，除本集團業務外，概無董事、本公司之控股股東或任何彼等各自的緊密聯繫人（定義見GEM上市規則）於與本集團業務直接或間接構成或可能構成競爭之業務中擁有根據GEM上市規則第11.04條須予披露之權益。

### **銀行借貸及可換股債券**

本集團於二零二三年十二月三十一日的銀行借貸及可換股債券的詳情分別載於綜合財務報表附註28及附註29。

### **退休計劃**

本集團退休計劃的詳情載於綜合財務報表附註13。

### **獨立性確認**

本公司已收到各獨立非執行董事根據GEM上市規則第5.09條所作的年度獨立性確認書，並認為全體獨立非執行董事均屬獨立人士。

### **有關董事進行證券交易之行為守則**

本公司採納有關董事進行證券交易之行為守則，其條款與GEM上市規則第5.48至5.67條所載的交易標準同樣嚴謹。已向所有董事作出特定查詢，董事確認，彼等於本年度內一直遵守該等行為守則。

可能擁有本集團未公佈內幕消息之特定僱員亦須遵守相同守則。於本年度，本公司並不知悉任何不合規事件。

# Directors' Report

## 董事會報告

### SHARE OPTION SCHEME

The old share option scheme, which was adopted by the Company on 24 August 2009, was expired and there was no outstanding share option. A new share option scheme (the "Share Option Scheme") was adopted by the shareholders of the Company at the extraordinary general meeting of the Company held on 22 April 2021. The Share Option Scheme will remain in force for a period of 10 years commencing from the date of adoption of the Share Option Scheme from 22 April 2021 (the "Date of Adoption") (that is from 22 April 2021 to 21 April 2031). The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to the participants and to promote the success of the business of the Group. The participants include any director, employee (full-time and part-time), advisor, consultant, supplier, agent, customer, partner or joint-venture partner of the Company or any subsidiary of the Company, who, in the absolute discretion of the Board, has contributed or may contribute to the Group so as to promote the success of the business of the Group.

The Company may grant to eligible participants (including any director, employee, advisor, consultant, supplier, agent, customer, partner or joint-venture partner of the Company or any subsidiary of the Company whom the Board considers, in its sole discretion, have contributed or will contribute to the Group) options to subscribe shares in the Company, subject to a maximum of 10% of the total number of shares of the Company in issue as at the Date of Adoption and as at the approval date of refreshment from time to time, excluding for this purpose shares issued on the exercise of options.

The subscription price for Shares under the Share Option Scheme shall be determined at the absolute discretion of the Directors but in any event will not be less than the highest of (a) the closing price of the Shares on the Stock Exchange as shown in the daily quotations sheet of the Stock Exchange on the offer date of the particular option, which must be a business day; (b) the average of the closing prices of the Shares as shown in the daily quotations sheets of the Stock Exchange for the five consecutive business days immediately preceding the offer date of that particular option; and (c) the nominal value of a Share on the offer date of the particular option.

### 購股權計劃

本公司於二零零九年八月二十四日採納的舊購股權計劃已失效且無發行在外的購股權。於二零二一年四月二十二日本公司舉行的股東特別大會上，本公司股東採納了新的購股權計劃（「購股權計劃」）。購股權計劃將由購股權計劃之採納日期二零二一年四月二十二日（「採納日期」）起計十年期間（即二零二一年四月二十二日至二零三一年四月二十一日）維持有效。購股權計劃之目的為吸引及保留最可用人員、向參與者提供額外鼓勵及推動本集團業務取得成功。董事會全權酌情認為對本集團有貢獻或可能有貢獻以推動本集團業務取得成功的參與者，包括任何董事、僱員（全職及兼職）、顧問、諮詢人、供應商、代理、客戶、本公司或本公司任何附屬公司之合作夥伴或合營夥伴。

本公司可能向合資格參與者（包括董事會全權酌情認為對本集團有貢獻或將有貢獻之任何董事、僱員、顧問、諮詢人、供應商、代理、客戶、本公司或本公司任何附屬公司之合作夥伴或合營夥伴）授出購股權以認購本公司股份，惟最多可認購本公司於採納日期及於不時之更新批准日期的已發行股份總數10%（不包括就此目的行使購股權而發行的股份）。

購股權計劃項下之股份認購價須由董事全權酌情決定，但無論任何情況其將不會少於下列最高者：(a)於特定購股權的要約日期（必須為營業日）股份於聯交所每日報價表上顯示在聯交所的收市價；(b)緊接該特定購股權的要約日期前五個連續營業日股份於聯交所每日報價表上顯示的平均收市價；及(c)股份於特定購股權要約日期的面值。

# Directors' Report

## 董事會報告

Upon acceptance of the options, the grantee of the Share Option Scheme shall pay HK\$1.00 to the Company as consideration for the grant. The acceptance of an offer of the grant of the option must be made within 10 days from the date of offer. The exercise period of any option granted under the Share Option Scheme is determined by the Board upon granting the options but in any event must not be more than 10 years commencing on the date of grant. Unless determined by the Directors otherwise, there is no minimum holding period before the options can be exercised.

The maximum number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company shall not, in the absence of shareholders' approval, in aggregate exceed 10% of the total number of shares of the Company in issue as at the date of approval of the Share Option Scheme. The Board may seek approval by the shareholders of the Company at general meeting to refresh the 10% limit. However, the total number of shares available for issue under exercise of options which may be granted under the Share Option Scheme in these circumstances must not exceed 10% of the total number of shares of the Company in issue as at the date of approval of the refreshment of the 10% limit.

The number of options available for grant under the Share Option Scheme as at 1 January 2023 and 31 December 2023 were both 48,294,000.

The total number of shares available for issue under the Share Option Scheme is 74,250,000 Shares, representing approximately 10% of the total number of Shares in issue as at the date of passing of an ordinary resolution by the Shareholders at the AGM to approve the adoption of the Share Option Scheme. As at 31 December 2023, 48,294,000 Shares were available for issue under the Share Option Scheme, representing 6.50% of the Shares in issue as at the date of the AGM passing of an ordinary resolution by the Shareholders to approve the adoption of the Share Option Scheme, 5.46% of the Shares in issue as at 31 December 2023 and as at the date of this annual report.

The maximum number of shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the total number of shares of the Company in issue from time to time and the maximum number of shares in respect of which options may be granted to each eligible participant shall not exceed 1% of the total number of shares of the Company in issue for the time being in any 12-month period up to and including the date of offer of the grant.

購股權計劃之承授人接納所授購股權時須向本公司支付1.00港元作為授出代價。授出購股權之要約必須於授出日期後10日內接納。任何根據購股權計劃授出之購股權之行使期由董事會於授出購股權時釐定，惟於任何情況下不得超過自授出日期起計10年。除非董事另有釐定，否則購股權可獲行使前並無最短持有期限。

未經股東同意，根據購股權計劃及本公司任何其他購股權計劃將予授出的全部購股權獲行使後可能發行的股份總數合共不得超過於購股權計劃之批准日期本公司已發行股份總數的10%。董事會可於股東大會上向本公司股東尋求同意對10%上限予以更新。然而，於該等情況下，根據購股權計劃可能授出的購股權獲行使後可予發行的股份總數不得超過於批准更新10%上限當日本公司已發行股份總數的10%。

於二零二三年一月一日及二零二三年十二月三十一日，根據購股權計劃可供授出的購股權數目均為48,294,000份。

根據購股權計劃可供發行的股份總數為74,250,000股股份，相當於股東在股東週年大會上通過批准採納購股權計劃的普通決議案日期已發行股份總數的約10%。於二零二三年十二月三十一日，根據購股權計劃可供發行的股份數目為48,294,000股，佔股東在股東週年大會上通過批准採納購股權計劃的普通決議案日期已發行股份的6.50%以及二零二三年十二月三十一日及本年報日期已發行股份的5.46%。

就根據購股權計劃及本公司任何其他購股權計劃可授出的購股權之股份數目最多不得超出不時之本公司已發行股份總數之30%，且就可向每名合資格參與者授出的購股權之股份數目最多不得超出於提呈授出日期前（包括該日）之任何12個月期間本公司當時已發行股份總數之1%。



# Directors' Report

## 董事會報告

The Share Option Scheme does not set out any performance targets that must be achieved before the share options may be exercised. However, the Board may at its sole discretion specify, as part of the terms and conditions of any share option, such performance conditions that must be satisfied before the share option can be exercised.

The period during which a share option may be exercised is determined and notified by the Board to each grantee at the time of making an offer for the grant of the share option and such period shall not expire later than ten years from the date of grant of the share option.

Details of the share options movements during the Year under the Share Option Scheme are as follows:

購股權計劃並無載列購股權可予行使前必須達致的任何表現目標。然而，作為任何購股權條款及條件的一部分，董事會可全權酌情訂明行使購股權前必須達成的表現條件。

購股權可予行使之期間由董事會於作出授出購股權之要約時釐定及知會各承授人，且該期間不得遲於授出購股權日期起計十年屆滿。

購股權計劃項下購股權於本年度變動之詳情如下：

Name or category of grantees	Date of grant of share options	Exercise Price (HK\$)	Exercise Period	Vesting Period	Closing price immediately preceding the date of grant (Note 1) (HK\$)	Number of share options		
						Balance as at 1/1/2023	Lapsed during the Year	Balance as at 31/12/2023
承授人姓名或類別	授出購股權日期	行使價 (港元)	行使期間	歸屬期間	緊接授出日期前之收市價 (附註1) (港元)	二零二三年一月一日的結餘	於本年度失效	二零二三年十二月三十一日的結餘
<b>Directors:</b>								
<b>董事：</b>								
Dr. XU Qiang (resigned on 31 August 2023)	19/5/2022	0.137	19/5/2022-18/5/2032	N/A	0.137	3,712,000	(3,712,000)	-
徐強博士 (於二零二三年八月三十一日辭任)	二零二二年五月十九日		二零二二年五月十九日至二零二二年五月十八日	不適用				
Mr. SUN Fei (resigned on 3 April 2023)	19/5/2022	0.137	19/5/2022-18/5/2032	N/A	0.137	3,712,000	(3,712,000)	-
孫飛先生 (於二零二三年四月三日辭任)	二零二二年五月十九日		二零二二年五月十九日至二零二二年五月十八日	不適用				
<b>Other eligible participants:</b>								
<b>其他合資格參與者：</b>								
Employee	19/5/2022	0.137	19/5/2022-18/5/2032	N/A	0.137	3,700,000	-	3,700,000
僱員	二零二二年五月十九日		二零二二年五月十九日至二零二二年五月十八日	不適用				
Business partners (Note 2)	19/5/2022	0.137	19/5/2022-18/5/2032	N/A	0.137	14,832,000	-	14,832,000
業務合作夥伴 (附註2)	二零二二年五月十九日		二零二二年五月十九日至二零二二年五月十八日	不適用				
Total						25,956,000	(7,424,000)	18,532,000
總計								

# Directors' Report

## 董事會報告

Notes:

1. Being the higher of the closing price of the Shares quoted on the Stock Exchange on the trading day immediately prior to the date of grant of the share options; and the average closing price for the five business days immediately preceding the date of grant.
2. The share options have been granted to 2 business partners on 19 May 2022 and each of them holds 7,416,000 share options.

During the Year, 7,424,000 share options were lapsed and no share options were granted, exercised or cancelled during the Year.

Further details of Share Options Scheme were set out in note 42 to the consolidated financial statements.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this annual report.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association and the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

### CORPORATE GOVERNANCE

Particulars of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 27 to 56 of this annual report.

### ANNUAL GENERAL MEETING

The AGM for 2024 will be held on 21 June 2024 (the "2024 AGM"). A notice of meeting together with the circular for the 2024 AGM will be despatched to the shareholders of the Company according to the Articles of Association and the GEM Listing Rules.

附註：

1. 股份於緊接購股權授出日期前之交易日在聯交所所報之收市價；及緊接授出日期前五個營業日之平均收市價（以較高者為準）。
2. 購股權已於二零二二年五月十九日授予兩名業務合作夥伴，彼等各自持有7,416,000份購股權。

於本年度，7,424,000份購股權已失效，概無購股權於本年度獲授出、行使或註銷。

有關購股權計劃的進一步詳情載於綜合財務報表附註42。

### 公眾持股量的充足性

根據本公司可公開獲得的資料及就董事所知，於本年報日期，本公司已發行股本總額的至少25%由公眾人士持有。

### 優先權

組織章程細則及開曼群島法律項下並無提供優先權，令本公司可按現有股東股權比例發售新股份。

### 企業管治

本公司企業管治詳情載於本年報第27頁至第56頁之企業管治報告。

### 股東週年大會

二零二四年股東週年大會（「二零二四年股東週年大會」）將於二零二四年六月二十一日舉行。大會通告連同二零二四年股東週年大會通函將根據組織章程細則及GEM上市規則寄發予本公司股東。

# Directors' Report

## 董事會報告

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 18 June 2024, to 21 June 2024, (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending at the 2024 AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 17 June 2024.

### PERMITTED INDEMNITY PROVISION

During the Year, a permitted indemnity provision that meets the requirements specified in section 469(2) of the Companies Ordinance for the benefit of the Directors is in force.

The Articles of Association provides that the Directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty; provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty by any of the Directors.

The Company has arranged appropriate insurance cover in respect of legal action against its Directors and officers during the Year and the indemnity provision and Directors' and officers' liability insurance remains in force as of the date of this annual report.

### 暫停辦理股東登記手續

本公司將於二零二四年六月十八日至二零二四年六月二十一日（包括首尾兩日）暫停辦理股份過戶登記手續，期間將不會辦理股份過戶登記。為符合資格出席二零二四年股東週年大會，所有過戶文件連同有關股票，必須於二零二四年六月十七日下午四時三十分前送達本公司之香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓，以辦理登記手續。

### 獲准許之彌償條文

於本年度，基於董事利益之符合公司條例第469(2)條所述規定而獲准許之彌償條文已生效。

組織章程細則規定，董事將獲以本公司資產及利潤作為彌償保證，並確保其不會因彼等執行彼等之職責時因所作出、發生的作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支受損；惟本彌償保證不延伸至與任何董事欺詐或不忠誠有關的任何事宜。

本公司已於本年度就其董事及高級管理人員可能面對之法律訴訟作適當之投保安排，且於本年報日期，彌償條文及董事及高級管理人員之責任保險維持有效。

# Directors' Report

## 董事會報告

### CHANGES IN INFORMATION OF DIRECTORS

### 董事資料變動

The changes in Directors' information during the Year and up to the date of this annual report, as required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules, are set out below:

於本年度及截至本年報日期，董事資料的變動（根據GEM上市規則第17.50A(1)條所要求披露）載列如下：

Name of Directors 董事姓名	Details of Changes 變動詳情
Mr. SUN Fei 孫飛先生	<ul style="list-style-type: none"><li>Resigned as an independent non-executive Director, the chairman and a member of Audit Committee and a member of each of nomination committee (the "Nomination Committee") and remuneration committee of the Company (the "Remuneration Committee") on 3 April 2023.</li><li>於二零二三年四月三日辭任獨立非執行董事、審核委員會主席及成員以及本公司提名委員會（「提名委員會」）及薪酬委員會（「薪酬委員會」）各委員會成員。</li></ul>
Mr. CHAI Chung Wai 齊忠偉先生	<ul style="list-style-type: none"><li>Appointed as the chairman of Audit Committee on 3 April 2023.</li><li>於二零二三年四月三日獲委任為審核委員會主席。</li><li>Retired as the chairman of Remuneration Committee but remained a member of the Remuneration Committee on 7 June 2023.</li><li>於二零二三年六月七日退任薪酬委員會主席，惟繼續擔任薪酬委員會成員。</li><li>Appointed as an independent non-executive director, the chairman of the audit committee and a member of each of the nomination committee and the remuneration committee of ShiFang Holding Limited (a company listed in Hong Kong, stock code: 1831) on 30 June 2023.</li><li>於二零二三年六月三十日獲委任為十方控股有限公司（一間香港上市公司，股份代號：1831）的獨立非執行董事、審核委員會主席以及提名委員會及薪酬委員會各委員會成員。</li><li>Appointed as an independent non-executive director, the chairman of each of the audit committee and the remuneration committee and a member of the nomination committee of Kingkey Intelligence Culture Holdings Limited (a company listed in Hong Kong, stock code: 550) on 24 September 2023.</li><li>於二零二三年九月二十四日獲委任為京基智慧文化控股有限公司（一間香港上市公司，股份代號：550）的獨立非執行董事、審核委員會及薪酬委員會各委員會主席以及提名委員會成員。</li></ul>
Ms. HU Zhaohui 胡朝暉女士	<ul style="list-style-type: none"><li>Appointed as an independent non-executive Director, the chairman and a member of Remuneration Committee and a member of each of Nomination Committee and Audit Committee on 7 June 2023.</li><li>於二零二三年六月七日獲委任為獨立非執行董事、薪酬委員會主席及成員以及提名委員會及審核委員會各委員會成員。</li></ul>
Dr. XU Qiang 徐強博士	<ul style="list-style-type: none"><li>Resigned as an executive Director and chief executive officer of the Company on 31 August 2023.</li><li>於二零二三年八月三十一日辭任本公司執行董事及首席執行官。</li></ul>

# Directors' Report

## 董事會報告

### FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the past five financial years, as extracted from the audited consolidated financial statements, is set out on page 272 of this annual report. This summary does not form part of the audited financial statements.

### REVIEW BY AUDIT COMMITTEE

The audited consolidated financial statements of the Group for the Year have been reviewed by the Audit Committee. The Audit Committee is of the opinion that the consolidated financial statements of the Group for the Year comply with applicable reporting standards, GEM Listing Rules, and that adequate disclosures have been made.

### AUDITOR

The consolidated financial statements for the Year have been audited by Crowe (HK) CPA Limited, who will retire at the end of the forthcoming AGM and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Crowe (HK) CPA Limited as auditor of the Company is to be proposed at the forthcoming AGM.

On behalf of the Board

**Xu Jianchun**

*Chairman and Executive Director*

27 March 2024

### 財務概要

本集團過去五個財政年度之已刊發業績以及資產及負債概要（摘錄自經審核綜合財務報表）載於本年報第272頁。該概要並不構成經審核財務報表的一部分。

### 審核委員會審閱

本集團於本年度之經審核綜合財務報表已由審核委員會審閱。審核委員會認為本集團之本年度綜合財務報表符合適用的申報準則及GEM上市規則，並已作出充分披露。

### 核數師

本年度之綜合財務報表已由國富浩華（香港）會計師事務所有限公司審核，其將於應屆股東週年大會上退任，並符合資格且願意獲重新委任連任。本公司將於應屆股東週年大會上提呈一項續聘國富浩華（香港）會計師事務所有限公司為本公司核數師之決議案。

代表董事會

**許建春**

*主席兼執行董事*

二零二四年三月二十七日

# Independent Auditor's Report 獨立核數師報告



國富浩華（香港）會計師事務所有限公司  
**Crowe (HK) CPA Limited**  
香港 銅鑼灣 禮頓道77號 禮頓中心9樓  
9/F Leighton Centre,  
77 Leighton Road,  
Causeway Bay, Hong Kong

## To the shareholders of Sino-Life Group Limited

*(Incorporated in the Cayman Islands with limited liability)*

### OPINION

We have audited the consolidated financial statements of Sino-Life Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 96 to 271, 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 information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## 致中國生命集團有限公司 股東

*(於開曼群島註冊成立之有限公司)*

### 意見

本核數師已審計第96至271頁所載中國生命集團有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）之綜合財務報表，此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、截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及該等綜合財務報表的附註，包括重大會計資料及其他解釋資料。

本核數師認為，該等綜合財務報表已根據香港會計師公會（「香港會計師公會」）所頒佈的香港財務報告準則（「香港財務報告準則」）真實而公平地反映 貴集團於二零二三年十二月三十一日的綜合財務狀況，以及其於截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港《公司條例》的披露規定妥為編製。

# Independent Auditor's Report

## 獨立核數師報告

### BASIS FOR OPINION

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

### 意見基準

本核數師已根據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。本核數師在該等準則項下的責任在本報告「核數師對綜合財務報表的審計責任」一節進一步闡述。根據香港會計師公會的職業會計師道德守則（「守則」），本核數師獨立於貴集團，並已按照守則履行其他道德責任。本核數師相信已獲得足夠及適當的審計憑證，為本核數師的審計意見提供基礎。

### 關鍵審計事項

關鍵審計事項是本核數師專業判斷所認為，對本核數師審計本期綜合財務報表最為重要的事項。該等事項已於本核數師審計整份綜合財務報表及就其出具意見處理，而本核數師不會就該等事項獨立提供意見。

# Independent Auditor's Report

## 獨立核數師報告

### Key audit matter 關鍵審計事項

#### Valuation of freehold land and buildings and investment properties 永久業權土地及樓宇以及投資物業的估值

We identified the valuation of freehold land and buildings and investment properties as a key audit matter due to the inherent level of subjective judgements and estimates required in determining the fair values.

我們確認永久業權土地及樓宇以及投資物業的估值為關鍵審計事項鑒於釐定公平值時涉及固有的主觀性判斷及估計。

As disclosed in Notes 14 and 16 to the consolidated financial statements, the carrying amounts of freehold land and buildings and investment properties were approximately RMB28,958,000 and RMB5,245,000 as at 31 December 2023 respectively. During the year ended 31 December 2023, a revaluation surplus on freehold land and buildings of approximately RMB1,430,000 was recognised in other comprehensive income, and a fair value loss on investment properties of approximately RMB1,081,000 was recognised in profit or loss.

誠如綜合財務報表附註14及16所披露，於二零二三年十二月三十一日，永久業權土地及樓宇以及投資物業的賬面值分別約為人民幣28,958,000元及人民幣5,245,000元。截至二零二三年十二月三十一日止年度，永久業權土地及樓宇之重新估值盈餘約人民幣1,430,000元於其他全面收益確認，而投資物業之公平值虧損約人民幣1,081,000元於損益確認。

### How our audit addressed the key audit matter 我們的審計如何對關鍵審計事項進行處理

Our procedures in relation to the valuation of freehold land and buildings and investment properties included:

我們有關評估永久業權土地及樓宇及投資物業之程序包括：

- Obtaining an understanding of the management's valuation processes and significant assumptions to assess if these approaches are in compliance with the requirements of HKFRSs and industry norms;
- 了解管理層的估值程序及重大假設，以評估該等方法是否符合香港財務報告準則和行業準則的要求；
- Evaluating the competence, capabilities and objectivity of the Valuer and obtaining an understanding of the Valuer's scope of work and their terms of engagement;
- 評估估值師之專長、能力及客觀性，並了解估值師的工作範圍及委聘條款；
- Obtaining the detailed work of the Valuer to evaluate the accuracy and relevance of key inputs used in the valuation;
- 獲取估值師的工作詳情，以評價估值所用輸入數據之準確性及相關性；
- Evaluating and challenging the reasonableness and the appropriateness of the valuation methods used and the key assumptions applied based on our knowledge of the property markets; and
- 根據吾等對物業市場的了解來評估及質詢所使用的估值方法及所應用的主要假設的合理性及合適性；及
- Assessing the reasonableness of the key inputs and assumptions, including property-specific adjusting rate and unit sale rate, by comparing these estimates to entity-specific information and market data based on our knowledge of the property markets.
- 根據吾等對物業市場的了解，透過將該等估計與實體特定資料及市場數據相比，以評估關鍵輸入數據及假設（包括物業指定調整率及單位售價）的合理性。



# Independent Auditor's Report

## 獨立核數師報告

### Key audit matter (Continued)

#### 關鍵審計事項 (續)

### How our audit addressed the key audit matter (Continued)

#### 我們的審計如何對關鍵審計事項進行處理 (續)

### Valuation of freehold land and buildings and investment properties (Continued)

#### 永久業權土地及樓宇以及投資物業的估值 (續)

As disclosed in Notes 2(g) and 2(f) to the consolidated financial statements, the Group's freehold land and buildings and investment properties are stated at fair value based on the valuations performed by an independent qualified professional valuer (the "Valuer"). Details of the valuation techniques and key inputs used in the valuations of freehold land and buildings, and investment properties are disclosed in Notes 14 and 16 to the consolidated financial statements respectively.

誠如綜合財務報表附註2(g)及2(f)所披露，貴集團永久業權土地及樓宇及投資物業乃根據獨立合資格估值師（「估值師」）進行的估值按公平值列賬。有關永久業權土地及樓宇及投資物業估值所用的估值方法及關鍵輸入數據之詳情分別披露於綜合財務報表附註14及16。

The valuations have been arrived at using direct comparison method, which are dependent on certain key inputs and assumptions in respect of prevailing market conditions such as property-specific adjusting rate and unit sale rate.

該等估值乃採用直接比較法達致，其取決於有關現行市況之若干關鍵輸入數據及假設（如物業指定調整率及單位售價）。

# Independent Auditor's Report

## 獨立核數師報告

### Key audit matter (Continued)

#### 關鍵審計事項 (續)

#### Valuation of convertible bonds

##### 可換股債券的估值

We identified the valuation of the convertible bonds issued by the Group, which was designated as at fair value through profit or loss, as a key audit matter because the valuation model is sensitive to changes in certain key inputs including volatility of share prices that require significant management estimates.

我們確認 貴集團發行並指定為按公平值計入損益之可換股債券的估值為關鍵審計事項。此乃由於估值模型對管理層須作出重大管理估計之若干關鍵輸入數據 (包括股價波幅) 之變動敏感。

As disclosed in Note 29 to the consolidated financial statements, the carrying amount of convertible bonds was approximately RMB14,313,000 as at 31 December 2023. During the year ended 31 December 2023, a gain on fair value change of approximately RMB3,519,000 was recognised in profit or loss and a loss on fair value change attributable to change in credit risk of approximately RMB27,000 was recognised in other comprehensive income.

誠如綜合財務報表附註29所披露，可換股債券於二零二三年十二月三十一日之賬面值約為人民幣14,313,000元。於截至二零二三年十二月三十一日止年度，公平值變動收益約人民幣3,519,000元於損益內確認及信貸風險變動導致之公平值變動虧損約人民幣27,000元於其他全面收益內確認。

### How our audit addressed the key audit matter (Continued)

#### 我們的審計如何對關鍵審計事項進行處理 (續)

Our procedures in relation to the valuation of convertible bonds included:

我們有關評估可換股債券之程序包括：

- Obtaining an understanding of the management's valuation processes and significant assumptions to assess if these approaches are in compliance with the requirements of HKFRSs and industry norms;
- 了解管理層的估值程序及重大假設，以評估該等方法是否符合香港財務報告準則和行業準則的要求；
- Evaluating the competence, capabilities and objectivity of the Valuer and obtaining an understanding of the Valuer's scope of work and their terms of engagement;
- 評估估值師之專長、能力及客觀性，並了解估值師的工作範圍及委聘條款；
- Obtaining the detailed work of the Valuer to evaluate the accuracy and relevancy of key inputs used in the valuation;
- 獲取估值師的工作詳情，以評價估值所用輸入數據之準確性及相關性；
- Evaluating and challenging the reasonableness and the appropriateness of the valuation methods used and the key assumptions applied based on our knowledge; and
- 根據吾等的了解來評估及質詢所使用的估值方法及所應用的主要假設的合理性及合適性；及
- Assessing the reasonableness of the key inputs and assumptions, including volatility of share price based on our knowledge.
- 根據吾等的了解，評估關鍵輸入數據及假設 (包括股價波幅) 的合理性。

# Independent Auditor's Report

## 獨立核數師報告

### Key audit matter (Continued)

#### 關鍵審計事項 (續)

**Impairment of property, plant and equipment, right-of-use assets and intangible assets attributable to the cash-generating unit (the "CGU") of funeral services in the People's Republic of China (the "PRC")**

**中華人民共和國 (「中國」) 殯儀服務的現金產生單位 (「現金產生單位」) 應佔物業、廠房及設備、使用權資產及無形資產減值**

We identified the impairment of property, plant and equipment, right-of-use assets and intangible assets attributable to the CGU of funeral services in the PRC as a key audit matter because of the significant estimate involved in assessing the amount of impairment of property, plant and equipment, right-of-use assets and intangible assets (collectively the "Non-Financial Assets").

鑒於評估物業、廠房及設備、使用權資產及無形資產 (統稱「非財務資產」) 之減值金額涉及重大估計，我們確認中國殯儀服務的現金產生單位應佔物業、廠房及設備、使用權資產及無形資產減值為關鍵審計事項。

As disclosed in Notes 14, 15 and 17 to the consolidated financial statements, the carrying amounts of property, plant and equipment, right-of-use assets and intangible assets were approximately RMB32,601,000, RMB19,088,000 and RMB292,000 respectively, of which approximately RMB5,603,000, RMB18,872,000 and RMB289,000 were attributable to the CGU of funeral services in the PRC.

誠如綜合財務報表附註14、15及17所披露，物業、廠房及設備、使用權資產及無形資產之賬面值分別約為人民幣32,601,000元、人民幣19,088,000元及人民幣292,000元，其中人民幣5,603,000元、人民幣18,872,000元及人民幣289,000元由中國殯儀服務的現金產生單位貢獻。

### How our audit addressed the key audit matter (Continued)

#### 我們的審計如何對關鍵審計事項進行處理 (續)

Our procedures in relation to the impairment of property, plant and equipment, right-of-use assets and intangible assets attributable to the CGU of funeral services in the PRC included:

我們有關評估中國殯儀服務的現金產生單位應佔物業、廠房及設備、使用權資產及無形資產減值之程序包括：

- Understanding, evaluating and validating management's internal control and assessment process of impairment assessment of Non-Financial Assets and assessing the inherent risk of misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors;
- 了解、評估及核實管理層就非財務資產減值評估之內部監控及評估過程，並透過考慮估計不明朗因素之程度和其他固有風險因素之水平，評估錯誤陳述之固有風險；
- Assessing the appropriateness of the methodologies used for the impairment assessment;
- 評估減值評估所使用方法之恰當性；
- Comparing the cash flow forecasts to financial budgets approved by management and assessing the reasonableness of the forecasts and budgets by comparing them against business plans and historical information, where relevant;
- 比較現金流量預測與管理層批准之財務預算，並透過比較兩者與業務計劃及歷史資料 (若相關)，評估預測及預算之合理性；

# Independent Auditor's Report

## 獨立核數師報告

### Key audit matter (Continued)

#### 關鍵審計事項 (續)

#### Impairment of property, plant and equipment, right-of-use assets and intangible assets attributable to the cash-generating unit (the "CGU") of funeral services in the People's Republic of China (the "PRC") (Continued)

#### 中華人民共和國 (「中國」) 殯儀服務的現金產生單位 (「現金產生單位」) 應佔物業、廠房及設備、使用權資產及無形資產減值 (續)

Management performed assessment at the end of each reporting period to consider whether there is any indication that the Non-Financial Assets may be impaired. The recoverable amounts of the Non-Financial Assets are assessed by value-in-use calculations which are based on future discounted cash flows on a CGU basis.

管理層於各報告期末進行評估，以考慮非財務資產是否存在任何減值跡象。非財務資產之可收回金額透過計算使用價值進行評估，該計算基於現金產生單位之未來未貼現現金流量。

Significant estimates are required to determine the recoverable amounts of the Non-Financial Assets, based on value-in-use calculations of the estimated future cash flows of the relevant CGUs, using appropriate key assumptions including length of the projection period, revenue growth rates and discount rates.

基於相關現金產生單位之估計未來現金流量計算使用價值來釐定非財務資產之可收回金額時須作出重大估計，並採用適當的關鍵假設（包括預測期限、收益增長率及貼現率）。

Based on the results of management's impairment assessment, no impairment loss has been recognised on the Non-Financial Assets attributable to the CGU of funeral services in the PRC for the year ended 31 December 2023.

根據管理層之減值評估結果，中國殯儀服務的現金產生單位應佔非財務資產於截至二零二三年十二月三十一日止年度並無確認減值虧損。

### How our audit addressed the key audit matter (Continued)

#### 我們的審計如何對關鍵審計事項進行處理 (續)

- Challenging management's assumptions used in the forecasts by comparing the length of projection period against the relevant supporting evidence including business plans and financial budgets; evaluating the revenue growth rates by considering the business plans, historical trends and current market conditions, our industry knowledge, and economic growth forecasts, where relevant; and assessing the discount rates by benchmarking against the discount rates for comparable companies; and
- 透過比較預測期限與相關支持證據（包括業務計劃及財政預算），質疑管理層預測所使用之假設；透過考慮業務計劃、歷史趨勢及現時市況、我們的行業知識及經濟增長預測（若相關）評估收益增長率；並以可資比較公司之貼現率為基準，對貼現率進行評估；及
- Evaluating the sensitivity analyses performed by management around the key assumptions applied to the value-in-use calculations in order to assess the potential impact of a range of possible outcomes.
- 評估管理層對應用於使用價值計算之主要假設進行之敏感度分析，以評估一系列可能結果之潛在影響。

# Independent Auditor's Report

## 獨立核數師報告

### OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

### RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### 其他資料

貴公司董事對其他資料負責。其他資料包括年報內綜合財務報表及就其發出的核數師報告以外的資料。

本核數師就綜合財務報表發出的意見並不涵蓋其他資料，本核數師亦不對該等資料發表任何形式的核證結論。

就綜合財務報表的審計而言，本核數師的責任為閱讀其他資料，並在過程中考慮其他資料與綜合財務報表或本核數師於審計過程中所了解的情況是否有重大抵觸，或是否可能有重大錯誤陳述。基於本核數師已執行的工作，倘本核數師認為其他資料存在重大錯誤陳述，本核數師需要報告有關事實。就此而言，本核數師並無任何報告。

### 董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製真實而公平的綜合財務報表，以及落實其認為屬必要的內部控制，以使所編製的綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

# Independent Auditor's Report

## 獨立核數師報告

### RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

### 董事及治理層就綜合財務報表須承擔的責任 (續)

於編製綜合財務報表時，董事負責評估貴集團以持續基準經營的能力，並在適用情況下披露與持續基準有關的事項，以及使用持續經營的會計基礎，惟董事有意將貴集團清盤或停止經營，或除此以外別無其他實際的替代方案則除外。

治理層負責監督貴集團財務報告流程。

### 核數師對綜合財務報表的審計責任

本核數師的目標為合理確定整體綜合財務報表是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並根據協定的委聘條款，僅向閣下整體出具載有本核數師意見的核數師報告，且並無其他目的。本核數師不會就本報告的內容向任何其他人士負上或承擔任何責任。合理核證是高水平的核證，但並不保證按照《香港審計準則》進行的審計總能發現已存在的重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期有關錯誤陳述（個別或共同）會影響使用者根據該等綜合財務報表所作出的經濟決定，則有關錯誤陳述被視為重大錯誤陳述。

在根據《香港審計準則》進行審計的過程中，本核數師會作出專業判斷，並保持專業懷疑態度。本核數師亦：

- 識別和評估綜合財務報表因欺詐或錯誤而存在重大錯誤陳述的風險，因應該等風險設計及執行審計程序，以及獲取充足和適當的審計憑證為本核數師的意見提供基礎。由於欺詐可能涉及串謀、偽造、故意遺漏、失實陳述，或凌駕內部控制，因此，與未能發現因錯誤而導致的重大錯誤陳述相比，未能發現因欺詐而導致的重大錯誤陳述的風險較高。

# Independent Auditor's Report

## 獨立核數師報告

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

### 核數師對綜合財務報表的審計責任 (續)

- 了解與審核有關的內部控制，以設計適用於有關情況的審核程序，但並非旨在對 貴集團內部控制的成效發表意見。
- 評估董事所採用會計政策是否恰當，以及董事所作出的會計估計及相關披露是否合理。
- 就董事採用持續經營基礎的會計法是否恰當作出結論，並根據已獲取的審計憑證，就是否有對 貴集團繼續以持續基準經營的能力構成重大疑問的事件或情況的相關重大不確定因素作出結論。倘本核數師的結論為存在重大不確定因素，則本核數師需要於核數師報告中提出須注意綜合財務報表內的相關資料披露，或倘有關披露資料不足，則需要修訂本核數師的意見。本核數師的結論以截至核數師報告日期所獲得的審計憑證為基礎。然而， 貴集團可能因未來事件或情況而不再持續經營。
- 評估綜合財務報表的整體呈列方式、架構及內容（包括披露資料），以及綜合財務報表是否以達致公平呈列反映相關交易及事件。
- 就 貴集團內各實體或業務活動的財務資料獲得充足的合適審計憑證，以就綜合財務報表發表意見。本核數師須負責指導、監督及執行集團的審計工作。本核數師須為所作出的審計意見承擔全部責任。

本核數師與治理層就（其中包括）審計工作的計劃範圍及時間安排及重大審計發現（包括本核數師於審計期間識別出的內部監控的任何重大缺陷）進行溝通。

# Independent Auditor's Report

## 獨立核數師報告

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

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

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

**Crowe (HK) CPA Limited**  
*Certified Public Accountants*  
Hong Kong, 27 March 2024

**Chan Wing Fai**  
Practising Certificate Number P07327

### 核數師對綜合財務報表的審計責任 (續)

本核數師亦向治理層提交聲明，說明本核數師已遵守有關獨立性的道德要求，並就所有被合理認為可能影響本核數師獨立性的關係及其他事宜及（如適用）用以消除威脅採取的行動及防範措施，與彼等進行溝通。

從與治理層溝通的事項中，本核數師決定對本期綜合財務報表的審計工作最為重要的事項，而有關事項因而為關鍵審計事項。除非法律或法規不容許公開披露此等事項，或於極罕見的情況下，本核數師認為由於可合理預期披露此等事項的不良後果將超越公眾知悉此等事項的利益，因而不應於報告中披露，否則本核數師會於核數師報告中說明此等事項。

**國富浩華(香港)會計師事務所有限公司**  
執業會計師  
香港，二零二四年三月二十七日

**陳穎輝**  
執業證書編號：P07327



# 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 截至二零二三年十二月三十一日止年度

		Notes 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
<b>Revenue</b>	<b>收益</b>	4	<b>72,570</b>	77,969
Cost of sales and services rendered	銷售及服務成本		<b>(39,089)</b>	(38,169)
<b>Gross profit</b>	<b>毛利</b>		<b>33,481</b>	39,800
Fair value loss on investment properties	投資物業之公平值虧損	16	<b>(1,081)</b>	(1,231)
Fair value (loss)/gain on financial assets measured at fair value through profit or loss ("FVTPL")	按公平值計入損益 (「按公平值計入損益」) 計量之財務資產之公平值 (虧損)/收益	19	<b>(4,226)</b>	690
Fair value gain on convertible bonds designated at FVTPL	指定為按公平值計入損益之可換股債券之公平值收益	29	<b>3,519</b>	-
Other income and other net gains	其他收入及其他收益淨額	5	<b>2,571</b>	3,007
Selling expenses	銷售開支		<b>(2,122)</b>	(1,941)
Administrative expenses	行政開支		<b>(41,044)</b>	(31,991)
Reversal of impairment losses recognised under expected credit loss ("ECL") model on trade and other receivables, net	貿易及其他應收款項之預期信貸虧損 (「預期信貸虧損」) 模型項下之已確認減值虧損回撥淨額	6(d)	<b>2,841</b>	1,404
Other operating expenses	其他經營開支		<b>(201)</b>	(489)
Gain on disposal of associates	出售聯營公司之收益	18	-	500
<b>(Loss)/profit from operations</b>	<b>經營 (虧損)/溢利</b>		<b>(6,262)</b>	9,749
Finance costs	融資成本	6(a)	<b>(1,681)</b>	(1,861)
<b>(Loss)/profit before taxation</b>	<b>除稅前 (虧損)/溢利</b>	6	<b>(7,943)</b>	7,888
Income tax expense	所得稅開支	7	<b>(2,143)</b>	(7,262)
<b>(Loss)/profit for the year</b>	<b>年度 (虧損)/溢利</b>		<b>(10,086)</b>	626
<b>Other comprehensive income/ (expense)</b>	<b>其他全面收益/(開支)</b>			
<i>Items that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益的項目:</i>			
Surplus/(deficit) on revaluation of freehold land and buildings	永久業權土地及樓宇之重估盈餘/(虧絀)	14(c)	<b>1,430</b>	(911)
Exchange differences arising on translation	換算所產生之匯兌差額		<b>1,385</b>	5,607
Fair value loss on convertible bonds designated at FVTPL attributable to change in credit risk	信貸風險變動導致指定為按公平值計入損益之可換股債券之公平值虧損	29	<b>(27)</b>	-
			<b>2,788</b>	4,696
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能會重新分類至損益的項目:</i>			
Exchange differences arising on translation of foreign operations	換算海外業務所產生之匯兌差額		<b>3,013</b>	(8,393)
<b>Other comprehensive income/ (expense) for the year, net of income tax</b>	<b>年度其他全面收益/(開支) (扣除所得稅)</b>	10	<b>5,801</b>	(3,697)
<b>Total comprehensive expense for the year, net of income tax</b>	<b>年度全面開支總額 (扣除所得稅)</b>		<b>(4,285)</b>	(3,071)

# 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 截至二零二三年十二月三十一日止年度

		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
	Note 附註		
<b>(Loss)/profit for the year attributable to:</b>			
	<b>以下人士應佔年度 (虧損)/溢利:</b>		
Owners of the Company	本公司擁有人	<b>(7,173)</b>	(847)
Non-controlling interests	非控股權益	<b>(2,913)</b>	1,473
		<b>(10,086)</b>	626
<b>Total comprehensive (expense)/ income attributable to:</b>			
	<b>以下人士應佔全面 (開支)/收益總額:</b>		
Owners of the Company	本公司擁有人	<b>(2,354)</b>	(3,290)
Non-controlling interests	非控股權益	<b>(1,931)</b>	219
		<b>(4,285)</b>	(3,071)
<b>Loss per share</b>	<b>每股虧損</b>	11	
Basic	基本	<b>RMB(0.90) cents 人民幣(0.90)分</b>	RMB(0.11) cents 人民幣(0.11)分
Diluted	攤薄	<b>RMB(1.24) cents 人民幣(1.24)分</b>	RMB(0.11) cents 人民幣(0.11)分

The notes on pages 104 to 271 form part of these consolidated financial statements.

第104頁至271頁之附註為該等綜合財務報表之一部分。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2023 於二零二三年十二月三十一日

		Notes 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
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	14	32,601	31,588
Right-of-use assets	使用權資產	15	19,088	22,918
Investment properties	投資物業	16	5,245	6,132
Intangible assets	無形資產	17	292	1,158
Interest in an associate	於一間聯營公司的權益	18	–	–
Goodwill	商譽	20	–	–
Other receivables and deposits paid	其他應收款項及 已付按金	23	466	915
Deposits for hire of funeral parlours and funeral services centres	租用殯儀館及殯儀 服務中心之按金	23	927	1,000
			<b>58,619</b>	<b>63,711</b>
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Financial assets measured at FVTPL	按公平值計入損益計量 之財務資產	19	48,495	58,777
Development and formation costs	開發及成立成本	21	5,107	4,657
Inventories	存貨	22	1,199	1,617
Trade and other receivables and deposits paid	貿易及其他應收款項及 已付按金	23	33,268	34,201
Income tax recoverable	可收回所得稅	30(a)	–	14
Time deposits with original maturity over three months	原到期時間超過三個月 的定期存款	24(b)	–	9,334
Cash and cash equivalents	現金及現金等價物	24(a)	125,019	112,477
			<b>213,088</b>	<b>221,077</b>
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and other payables and deposits received	貿易及其他應付款項及 已收按金	25	11,817	12,971
Contract liabilities	合約負債	26	91,096	89,660
Lease liabilities	租賃負債	27	5,399	4,757
Bank borrowings	銀行借貸	28	1,275	1,198
Income tax liabilities	所得稅負債	30(a)	3,758	5,056
Amounts due to directors	應付董事之款項	36(e)	4,681	2,756
Amount due to a shareholder	應付一名股東之款項	36(f)	13,023	10,325
Provisions	撥備	31	520	1,380
			<b>131,569</b>	<b>128,103</b>
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>81,519</b>	<b>92,974</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>140,138</b>	<b>156,685</b>
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Contract liabilities	合約負債	26	592	456
Other payables and deposits received	其他應付款項及 已收按金	25	257	1,135
Amount due to a shareholder	應付一名股東之款項	36(f)	–	2,330
Lease liabilities	租賃負債	27	13,959	18,357
Bank borrowings	銀行借貸	28	2,484	3,590
Convertible bonds	可換股債券	29	14,313	–
			<b>31,605</b>	<b>25,868</b>
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>108,533</b>	<b>130,817</b>

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2023 於二零二三年十二月三十一日

			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
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>			
Share capital	股本	32	81,941	69,218
Reserves	儲備	33	41,777	44,000
			<b>123,718</b>	113,218
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>(15,185)</b>	17,599
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>108,533</b>	130,817

Approved and authorised for issue by the board of directors on 27 March 2024 and are signed on its behalf by:

由董事會於二零二四年三月二十七日批准及授權發佈並由以下人士代表簽署：

**Xu Jianchun**  
*Chairman and Executive Director*  
**許建春**  
主席兼執行董事

**Liu Tien-Tsai**  
*Executive Director*  
**劉添財**  
執行董事

The notes on pages 104 to 271 form part of these consolidated financial statements.

第104頁至271頁之附註為該等綜合財務報表之一部分。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔													
		Share capital (Note 32)	Share premium (Note 33(b)(i))	Merger reserve (Note 33(b)(ii))	Statutory reserve (Note 33(b)(iii))	Statutory surplus reserve (Note 33(b)(iv))	Properties revaluation reserve (Note 33(b)(v))	Foreign currency translation reserve (Note 33(b)(vi))	Share-based compensation reserve (Note 33(b)(vii))	Other reserves (Note 33(b)(viii))	Convertible bonds reserve (Note 33(b)(ix))	Accumulated losses	Sub-total	Non-controlling interests	Total
		股本 (附註32)	股份溢價 (附註33(b)(i))	合併儲備 (附註33(b)(ii))	法定儲備 (附註33(b)(iii))	儲備 (附註33(b)(iv))	物業重估 儲備 (附註33(b)(v))	外幣匯兌 儲備 (附註33(b)(vi))	以股份為基礎 之補償儲備 (附註33(b)(vii))	其他儲備 (附註33(b)(viii))	可換股債券儲備 (附註33(b)(ix))	累計虧損	小計	非控股權益	總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	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	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	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2022	於二零二二年一月一日	69,218	220,633	(16,261)	790	12,058	5,495	(16,675)	-	361	-	(161,011)	114,608	(9,020)	105,588
(Loss)/profit for the year	年度(虧損)/溢利	-	-	-	-	-	-	-	-	-	-	(847)	(847)	1,473	626
Deficit on revaluation of freehold land and buildings	永久業權土地及樓宇之重估虧損	-	-	-	-	-	(343)	-	-	-	-	-	(343)	(568)	(911)
Exchange differences arising on translation of foreign operations	換算海外業務所產生之匯兌差額	-	-	-	-	-	-	(2,100)	-	-	-	-	(2,100)	(686)	(2,786)
Other comprehensive expense	其他全面開支	-	-	-	-	-	(343)	(2,100)	-	-	-	-	(2,443)	(1,254)	(3,697)
Total comprehensive (expense)/income for the year	年度全面(開支)/收益總額	-	-	-	-	-	(343)	(2,100)	-	-	-	(847)	(3,290)	219	(3,071)
Capital contribution from non-controlling interest of subsidiaries	附屬公司非控股權益注資	-	-	-	-	-	-	-	-	-	-	-	-	26,400	26,400
Equity-settled share-based transaction (Note 42)	以股權結算股份為基礎之交易(附註42)	-	-	-	-	-	-	-	1,900	-	-	-	1,900	-	1,900
At 31 December 2022	於二零二二年十二月三十一日	69,218	220,633	(16,261)	790	12,058	5,152	(18,775)	1,900	361	-	(161,858)	113,218	17,599	130,817
At 1 January 2023	於二零二三年一月一日	69,218	220,633	(16,261)	790	12,058	5,152	(18,775)	1,900	361	-	(161,858)	113,218	17,599	130,817
Loss for the year	年度虧損	-	-	-	-	-	-	-	-	-	-	(7,173)	(7,173)	(2,913)	(10,086)
Surplus on revaluation of freehold land and buildings	永久業權土地及樓宇之重估盈餘	-	-	-	-	-	1,003	-	-	-	-	-	1,003	427	1,430
Fair value gain on convertible bonds designated at FVTPL	指定為按公平值計入損益之可換股債券之公平值收益	-	-	-	-	-	-	-	-	-	(27)	-	(27)	-	(27)
Exchange differences arising on translation of foreign operations	換算海外業務所產生之匯兌差額	-	-	-	-	-	-	3,843	-	-	-	-	3,843	555	4,398
Other comprehensive income	其他全面收益	-	-	-	-	-	1,003	3,843	-	-	(27)	-	4,819	982	5,801
Total comprehensive income/(expense) for the year	年度全面收益/(開支)總額	-	-	-	-	-	1,003	3,843	-	-	(27)	(7,173)	(2,354)	(1,931)	(4,285)
Capital contribution from non-controlling interest of a subsidiary (Note 36(c)(v))	附屬公司非控股權益注資(附註36(c)(v))	-	-	-	-	-	-	-	-	-	-	-	-	100	100
Acquisitions of non-controlling interests of subsidiaries (Notes 32 & 41)	收購附屬公司非控股權益(附註32及41)	12,723	2,277	-	-	-	-	-	-	(2,146)	-	-	12,854	(30,953)	(18,099)
Lapse of share options (Note 42)	購股權失效(附註42)	-	-	-	-	-	-	-	(483)	-	-	483	-	-	-
At 31 December 2023	於二零二三年十二月三十一日	81,941	222,910	(16,261)	790	12,058	6,155	(14,932)	1,417	(1,785)	(27)	(168,546)	123,718	(15,185)	108,533

The notes on pages 104 to 271 form part of these consolidated financial statements.

第104頁至271頁之附註為該等綜合財務報表之一部分。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

			2023	2022
		Notes	二零二三年	二零二二年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
<b>OPERATING ACTIVITIES</b>	<b>經營業務</b>			
(Loss)/profit before taxation	除稅前(虧損)/溢利		<b>(7,943)</b>	7,888
Adjustments for:	調整:			
Amortisation of intangible asset	無形資產攤銷	6(c)	<b>866</b>	866
Finance costs	融資成本	6(a)	<b>1,681</b>	1,861
Depreciation of property, plant and equipment	物業、廠房及設備折舊	6(c)	<b>2,091</b>	2,214
Depreciation of right-of-use assets	使用權資產折舊	6(c)	<b>5,000</b>	4,947
Reversal of impairment losses recognised under ECL model on trade and other receivables, net	貿易及其他應收款項之預期信貸虧損模型項下之已確認減值虧損撥回淨額	6(d)	<b>(2,841)</b>	(1,404)
Written back of provision for cost of service	服務成本撥備撥回	5	<b>(904)</b>	(1,680)
Fair value loss on investment properties	投資物業之公平值虧損	16	<b>1,081</b>	1,231
Fair value gain on convertible bonds designated at FVTPL	指定為按公平值計入損益之可換股債券之公平值收益	29	<b>(3,519)</b>	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	5	<b>2</b>	23
Written off of property, plant and equipment	撇銷物業、廠房及設備	6(d)	-	342
Gain on lease modification	租賃修改之收益	5	-	(9)
Gain on disposal of associates	出售聯營公司之收益	18	-	(500)
Interest income	利息收入	5	<b>(932)</b>	(267)
Fair value loss/(gain) on financial assets measured at FVTPL	按公平值計入損益計量之財務資產之公平值虧損/(收益)	19	<b>4,226</b>	(690)
Recognition of equity-settled share-based transactions	確認以股權結算股份為基礎之交易	42	-	1,900
Net exchange loss/(gain)	匯兌虧損/(收益)淨額	5	<b>146</b>	(39)
			<b>(1,046)</b>	16,683

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

			2023	2022
			二零二三年	二零二二年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
<b>CHANGES IN WORKING CAPITAL</b>	<b>營運資金變動</b>			
Decrease in inventories	存貨減少		514	41
Decrease/(increase) in trade and other receivables and deposits paid	貿易及其他應收款項及已付按金減少／(增加)		5,860	(1,476)
Decrease in financial assets measured at FVTPL – mutual funds/unit trusts established in Taiwan	按公平值計入損益計量之財務資產減少－於台灣成立之互惠基金／單位信託		137	1,277
Decrease in development and formation costs	開發及成立成本減少		31	33
Decrease in trade and other payables and deposits received	貿易及其他應付款項減少及已收按金		(3,950)	(354)
Decrease in contract liabilities	合約負債減少		(2,532)	(556)
Decrease in amount due to a shareholder	應付一名股東之款項減少	24(c)	–	(258)
Increase in amounts due to directors	應付董事款項增加		1,818	1,125
			<b>1,878</b>	<b>(168)</b>
<b>CASH GENERATED FROM OPERATIONS</b>	<b>經營所得現金</b>		<b>832</b>	16,515
Income tax paid	已支付之所得稅	30(a)	(3,429)	(6,273)
Income tax refunded	退回所得稅	30(a)	2	–
<b>NET CASH (USED IN)/GENERATED FROM OPERATING ACTIVITIES</b>	<b>經營業務(所用)／所得現金淨額</b>		<b>(2,595)</b>	10,242
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>			
Purchases of property, plant and equipment	購買物業、廠房及設備	14	(443)	(2,474)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項		1	36
Purchase of financial assets measured at FVTPL – equity securities, debt instruments and exchange traded funds listed outside Hong Kong	購買按公平值計入損益計量之財務資產－於香港境外上市之股本證券、債務工具及交易所買賣基金		(197,866)	(83,871)
Proceeds from disposal of financial assets measured at FVTPL – equity securities, debt instruments and exchange traded funds listed outside Hong Kong	出售按公平值計入損益計量之財務資產之所得款項－於香港境外上市之股本證券、債務工具及交易所買賣基金		205,212	62,884
Placement of time deposits	存放定期存款		(26,463)	(13,732)
Withdrawn of time deposits	提取定期存款		35,990	4,689
Interest received	已收利息	5	932	267
<b>NET CASH GENERATED FROM/ (USED IN) INVESTING ACTIVITIES</b>	<b>投資活動所得／(所用)現金淨額</b>		<b>17,363</b>	<b>(32,201)</b>

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

			2023	2022
		Notes	二零二三年	二零二二年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>			
Capital contribution from non-controlling interest of subsidiaries	附屬公司非控股權益注資		100	26,400
Repayment of bank borrowings	償還銀行借貸	24(c)	(1,221)	(1,177)
Interest paid on bank borrowings	已付銀行借貸利息	24(c)	(96)	(92)
Repayment of lease liabilities, including related interests	償還租賃負債(包括相關利息)	24(c)	(6,446)	(6,362)
<b>NET CASH (USED IN)/GENERATED FROM FINANCING ACTIVITIES</b>	<b>融資活動(所用)/所得現金淨額</b>		<b>(7,663)</b>	18,769
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物增加/(減少)淨額</b>		<b>7,105</b>	(3,190)
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	<b>於一月一日之現金及現金等價物</b>		<b>112,477</b>	117,557
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>外幣匯率變動之影響</b>		<b>5,437</b>	(1,890)
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>	<b>於十二月三十一日之現金及現金等價物</b>	24(a)	<b>125,019</b>	112,477

The notes on pages 104 to 271 form part of these consolidated financial statements.

第104頁至271頁之附註為該等綜合財務報表之一部分。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 1. GENERAL INFORMATION

Sino-Life Group Limited (the “Company”) was incorporated on 24 February 2005 in the Cayman Islands as an exempted company with limited liability under the Cayman Islands Companies Law. Its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 9 September 2009.

The Company is principally engaged in investment holding. The subsidiaries are mainly engaged in the provision of funeral and related services in the PRC, Taiwan and Hong Kong Special Administrative Region, the PRC (“Hong Kong”), sale of burial plots and tombstones and provision of cemetery maintenance services in Socialist Republic of Vietnam (“Vietnam”), provision of advisory services on stem cells and immunocytes in the PRC and sales of advanced biotechnical machinery and other electronic products in Hong Kong. The Company and its subsidiaries are herein collectively referred to as the “Group”. The address of the Company’s registered office is The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands. The address of the Company’s principal place of business is 18/F, Ovest, No. 77 Wing Lok Street, Sheung Wan, Hong Kong.

### 1. 一般資料

中國生命集團有限公司（「本公司」）乃根據開曼群島公司法於二零零五年二月二十四日在開曼群島註冊成立為一間獲豁免有限責任公司，其股份於二零零九年九月九日在香港聯合交易所有限公司（「聯交所」）GEM上市。

本公司主要從事投資控股。其附屬公司主要業務為於中國、台灣及中國香港特別行政區（「香港」）特提供殯儀及相關服務、於越南社會主義共和國（「越南」）銷售墓地及墓碑及提供墓園修繕服務、於中國提供幹細胞及免疫細胞諮詢服務，以及於香港銷售高端生物科技儀器及其他電子產品銷售業務。本公司及其附屬公司於下文統稱為「本集團」。本公司註冊辦事處之地址為The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands。本公司主要營業地點之地址為香港上環永樂街77號Ovest 18樓。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES

### 2. 重大會計政策

#### (a) Statement of compliance

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

The HKICPA has issued certain new and amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 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 consolidated financial statements.

#### (b) Basis of preparation of the consolidated financial statements

The consolidated financial statements for the year ended 31 December 2023 comprise the Company and its subsidiaries and the Group’s interest in an associate.

#### (a) 遵例聲明

該等綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」），合共包括所有適用之個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋以及香港公司條例的披露規定而編製。該等綜合財務報表亦遵守聯交所GEM證券上市規則（「GEM上市規則」）之適用披露條文。本集團所採納之重大會計政策披露如下。

香港會計師公會已頒佈若干香港財務報告準則的新訂準則及修訂本（於本集團之本會計期間首次生效或可提早應用）。附註3提供首次應用此等準則的修訂本所導致之會計政策之任何變動之資料，以於該等綜合財務報表中反映現行會計期間與本集團相關者為限。

#### (b) 編製綜合財務報表之基準

截至二零二三年十二月三十一日止年度之綜合財務報表包括本公司及其附屬公司及本集團於一間聯營公司之權益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續) (Continued)

#### (b) Basis of preparation of the consolidated financial statements (Continued)

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The functional currency of the Company is United States dollars (“US\$”). The functional currencies are Renminbi (“RMB”), Taiwan dollars (“NTD”), Hong Kong dollars (“HK\$”) and Vietnamese dong (“VND”) for subsidiaries established/incorporated in the PRC, Taiwan, Hong Kong and Vietnam respectively. The consolidated financial statements are presented in RMB, rounded to the nearest thousand, except when otherwise indicated, which is different from the functional currency of the Company as majority of the Group’s transactions are denominated in RMB.

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

- investment properties;
- freehold land and buildings;
- financial assets measured at FVTPL; and
- convertible bonds designated at FVTPL.

#### (b) 編製綜合財務報表之基準 (續)

計入本集團各實體財務報表之項目以實體之主要經營經濟環境之貨幣(「功能貨幣」)計量。本公司之功能貨幣為美元(「美元」)。於中國、台灣、香港及越南成立/註冊成立之附屬公司之功能貨幣分別為人民幣(「人民幣」)、新台幣(「新台幣」)、港元(「港元」)及越南盾(「越南盾」)。由於本集團大部分交易乃以人民幣計值，故綜合財務報表乃以人民幣(其與本公司之功能貨幣不同)呈列，除另有指明外，所有價值均四捨五入至最接近千位數。

編製綜合財務報表時所使用之計量基準為歷史成本基準，惟以下資產及負債乃以其公平值列賬(誠如下文所載會計政策所闡釋)：

- 投資物業；
- 永久業權土地及樓宇；
- 按公平值計入損益計量之財務資產；及
- 指定為按公平值計入損益之可換股債券。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (b) Basis of preparation of the consolidated financial statements (Continued)

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

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

Judgements made by management in the application of HKFRSs that have significant effect on the consolidated financial statements and major sources of estimation uncertainty are discussed in Note 44.

#### (c) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to 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. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

#### (b) 編製綜合財務報表之基準 (續)

編製符合香港財務報告準則之綜合財務報表要求管理層須作出判斷、估計及假設，該等判斷、估計及假設會影響政策應用以及所呈報之資產、負債、收入及開支金額。此等估計及相關假設乃基於過往經驗及在有關情況下被認為屬合理之各項其他因素，而所得結果乃用作判斷顯然無法輕易透過其他來源獲得有關資產與負債賬面值之依據。實際結果或有別於此等估計。

估計及相關假設乃按持續基準審閱。倘修訂僅影響修訂估計之期間，則對會計估計之修訂乃於修訂估計之期間確認，而倘修訂影響目前及未來期間，則會於修訂及未來期間確認。

管理層於應用香港財務報告準則所作出的判斷對綜合財務報表及附註44所討論估計不明朗因素之主要來源有重大影響。

#### (c) 附屬公司及非控股權益

附屬公司為本集團控制之實體。當本集團承受或有權享有參與實體所得的可變回報，且有能力透過其對實體的權力影響該等回報時，則本集團控制該實體。附屬公司的財務報表自控制開始之日起至控制終止之日止包含於綜合財務報表中。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續)

#### (Continued)

#### (c) Subsidiaries and non-controlling interests (Continued)

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated. 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.

For each business combination, the Group can elect to measure any non-controlling interests ("NCI") either at fair value or at the NCI's proportionate share of the subsidiary's net identifiable assets. NCI are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. NCI in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between NCI and the equity shareholders of the Company. Loans from holders of NCI and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with the relevant accounting policies depending on the nature of the liability.

#### (c) 附屬公司及非控股權益 (續)

集團內公司間之結餘及交易與集團內公司間之交易所產生之任何未變現收入及開支(外匯交易收益或虧損除外)抵銷。倘並無出現減值跡象,集團內公司間之交易所產生之未變現虧損則按照未變現收益之相同方式抵銷。

就各業務合併而言,本集團可選擇按公平值或按非控股權益(「非控股權益」)分佔附屬公司可識別淨資產的比例計量任何非控股權益。非控股權益會在綜合財務狀況表之權益中,與本公司權益股東應佔權益分開呈報。非控股權益所佔本集團業績會在綜合損益表以及綜合損益及其他全面收益表中列作非控股權益與本公司權益股東之間的本年度總損益及全面收益總額分配。來自非控股權益持有人之貸款及對該等持有人之其他合約責任,視乎負債性質根據相關會計政策於綜合財務狀況表中呈列為財務負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (c) Subsidiaries and non-controlling interests (Continued)

*Changes in the Group's interests in existing subsidiaries that do not result in a loss of control are accounted for as equity transactions*

When the Group loses control of a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in that former subsidiary is measured at fair value when control is lost.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses, unless it is classified as held for sale (or included in a disposal group classified as held for sale).

#### (d) Goodwill

Goodwill arising on acquisition of businesses is measured at cost less accumulated impairment losses and is tested annually for impairment.

#### (e) Associates

An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies.

An investment in an associate is accounted for using the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). They are initially recognised at cost, which includes transaction costs. Subsequently, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of those investees, until the date on which significant influence ceases.

#### (c) 附屬公司及非控股權益 (續)

倘本集團於現有附屬公司之權益出現變動，但並無導致本集團失去控制權，則入賬列作權益交易

倘本集團失去對附屬公司之控制權，則終止確認該附屬公司之資產及負債以及任何相關的非控股權益及其他權益部分。所產生之任何收益或虧損會於損益內確認。於失去控制權當日仍保留於前附屬公司之任何權益乃按公平值計量。

於本公司財務狀況表中，於附屬公司之投資按成本減減值虧損列賬，惟其分類為持作出售（或計入分類為持作出售之出售組別）則除外。

#### (d) 商譽

因收購業務所產生之商譽乃按成本減累計減值虧損計量及每年進行減值測試。

#### (e) 聯營公司

聯營公司指本集團或本公司對其財務及經營政策有重大影響力但無控制或共同控制權之實體。

於一間聯營公司之投資按權益法入賬，除非分類為持作出售（或計入分類為持作出售之出售組別）。該等投資初步按成本（包括交易成本）確認。其後，綜合財務報表包括本集團應佔被投資公司之損益及其他全面收益，直至重大影響力終止當日為止。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續)

#### (Continued)

#### (e) Associates (Continued)

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

Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent there is no evidence of impairment.

#### (f) Investment properties

Investment properties are land and/or building which are owned or held under a leasehold interest (see Note 2(h)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment property is initially measured at cost, and subsequently at fair value with changes therein recognised in profit or loss.

#### (e) 聯營公司 (續)

當本集團應佔聯營公司的虧損超出其權益時，本集團的權益將減少至零，且不再確認進一步虧損，惟倘本集團已產生法定或推定責任，或代表被投資公司作出付款則除外。就此而言，本集團的權益為權益法項下的投資賬面值連同實質上屬於本集團於聯營公司投資淨額一部分的任何其他長期權益（就有關其他長期權益應用預期信貸虧損模式後，倘適用）。

與按權益入賬之被投資公司交易產生之未變現收益，按本集團於被投資公司之權益與投資抵銷。倘並無出現減值跡象，未變現虧損則按照未變現收益之相同方式抵銷。

#### (f) 投資物業

投資物業是指為賺取租金收入及／或為資本增值而以租賃權益擁有或持有的土地及／或建築物（見附註2(h)），當中包括就尚未確定未來用途持有的土地以及現正建造或發展以供未來用作投資物業之物業。

投資物業初步按成本計量，其後按公平值計量，而公平值的任何變動則於損益內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (f) Investment properties (Continued)

Any gain or loss on disposal of investment property is recognised in profit or loss. Rental income from investment properties is recognised in accordance with Note 2(s).

#### (g) Property, plant and equipment

Freehold land and buildings held for own use are stated at their revalued amount, being their fair value at the date of the revaluation less any subsequent accumulated depreciation.

Revaluations are performed with sufficient regularity to ensure that the carrying amount of these assets does not differ materially from that which would be determined using fair values at the end of the reporting period.

The following items of property, plant and equipment are stated at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses (see Note 2(n)):

- right-of-use assets arising from leases over freehold or leasehold properties where the Group is not the registered owner of the property interest; and
- items of plant and equipment, including right-of-use assets arising from leases of underlying plant and equipment (see Note 2(h)).

#### (f) 投資物業 (續)

出售投資物業之任何收益或虧損於損益內確認。投資物業的租金收入按照附註2(s)確認。

#### (g) 物業、廠房及設備

持有作自用之永久業權土地及樓宇乃按重估金額(即於重估當日之公平值減去任何其後之累計折舊)列賬。

重估會定期進行,以確保該等資產於報告期末之賬面值將不會與使用公平值釐定之價值有重大差異。

下列為物業、廠房及設備按成本(包括資本化借貸成本)減累計折舊及任何累計減值虧損列賬(見附註2(n)):

- 永久業權或租賃物業(本集團並非該等物業權益的登記擁有人)租約所產生的使用權資產;及
- 廠房及設備項目,包括租賃相關廠房及設備產生的使用權資產(見附註2(h))。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續)

#### (Continued)

#### (g) Property, plant and equipment (Continued)

Changes arising on the revaluation of properties held for own use are generally dealt with in other comprehensive income and are accumulated separately in equity in the properties revaluation reserve. The only exceptions are as follows:

- when a deficit arises on revaluation, it will be charged to profit or loss to the extent that it exceeds the amount held in the properties revaluation reserve in respect of that same asset immediately prior to the revaluation; and
- when a surplus arises on revaluation, it will be credited to profit or loss to the extent that a deficit on revaluation in respect of that same asset had previously been charged to profit or loss.

Depreciation is calculated to write off the cost or valuation of items of property, plant and equipment less their estimated residual values, if any, using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

The estimated useful lives for the current and comparative periods are as follows:

- freehold land is not depreciated;
- buildings situated on freehold land are depreciated over their estimated useful life, being no more than 50 years after the date of completion;

#### (g) 物業、廠房及設備 (續)

重估持作自用之物業產生之變動一般於其他全面收益內處理，並於權益中之物業重估儲備分開累計。惟以下情況除外：

- 倘出現重估虧絀，則以虧絀額超過就該資產於緊接重估前計入物業重估儲備之數額為限，自損益中扣除；及
- 倘以往曾將同一項資產之重估虧絀自損益中扣除，則在出現重估盈餘時，便會撥入損益賬計算。

折舊乃按照估計可使用年期以直線法撇銷物業、廠房及設備項目之成本或估值減其估計殘值（如有）計算，並通常於損益內確認。

當前及比較期間的估計可使用年期如下：

- 永久業權土地不計提折舊；
- 位於永久業權土地之樓宇按其估計可使用年期（即於竣工日期後不超過50年）計提折舊；

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (g) Property, plant and equipment (Continued)

- The Group's interests in buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease and the buildings' estimated useful lives, being no more than 50 years after the date of completion;
- Leasehold improvements 3 to 10 years or over the remaining term of the lease, if shorter
- Furniture, fixtures and office equipment 2 to 5 years
- Motor vehicles 3 to 5 years

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

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance costs are charged to the profit or loss during the financial period in which they are incurred.

#### (g) 物業、廠房及設備 (續)

- 本集團於位於租賃土地上之樓宇的權益按未屆滿之租賃年期及樓宇之估計可使用年期(即不超過竣工日期後50年)之較短者計提折舊;
- 租賃裝修 3至10年, 或(倘更短) 剩餘之租賃年期
- 傢俬、裝置及辦公室設備 2至5年
- 汽車 3至5年

倘一項物業、廠房及設備之部分有不同之可使用年期, 該項目之成本或估值按合理基準分配至各部分, 而各部分則獨立計提折舊。資產之可用年期及其殘值(如有)將於每年檢討。

歷史成本包括收購項目直接應佔之開支。成本亦可能包括轉撥自權益至以外幣購置物業、廠房及設備之合資格現金流量對沖產生之任何收益/虧損。

其後成本乃僅當與項目有關之未來經濟利益可能流入本集團且項目成本能可靠計量時, 方會計入資產之賬面值或確認為獨立資產(視適用情況而定)。作為單獨資產核算的任何部分的賬面值在被替換時終止確認。所有其他維修及保養成本均於產生的財政期間內自損益扣除。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (g) Property, plant and equipment (Continued)

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposal are determined by comparing proceeds with carrying amount. These are included in profit or loss. When revalued assets are sold, it is group policy to transfer any amounts included in property revaluation reserve in respect of those assets to accumulated losses.

Property, plant and equipment in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, including costs of testing whether the related assets is functioning properly and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Sale proceeds of items that are produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management (such as samples produced when testing whether the asset is functioning properly), and the related costs of producing those items are recognised in the profit or loss. The cost of those items are measured in accordance with the measurement requirements of HKAS 2 *Inventories*. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

#### (g) 物業、廠房及設備 (續)

倘資產之賬面值高於其估計可收回金額，則資產之賬面值即時撇減至其可收回金額。

出售之收益及虧損乃經比較所得款項與賬面值後釐定，並計入損益。當出售重估資產時，本集團的政策為將有關該等資產計入物業重估儲備之任何款項轉撥至累計虧損。

在建作生產、供應或行政用途之物業、廠房及設備按成本減去任何已確認減值虧損列賬。成本包括使資產達到能夠按照管理層擬定的方式開展經營所必要的位置及條件而直接產生的任何成本(包括測試相關資產是否正常運行的成本)，及如屬合資格資產，則為根據本集團會計政策資本化之借貸成本。當將一項物業、廠房及設備項目移至必要的位置及條件，使其能夠以管理層預期的方式運行而生產之項目(例如當測試資產是否可正常運行時所生產之樣品)之銷售所得款項，及生產該等項目的相關成本，乃於損益內確認。該等項目的成本根據香港會計準則第2號存貨的計量規定計量。該等資產按其他物業資產相同之基準於資產可作擬定用途時開始折舊。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (g) Property, plant and equipment (Continued)

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

#### (h) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. This is the case 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 leases that have a short lease term of 12 months or less, and leases of low-value asset. 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. If not capitalised, the associated lease payments are recognised in profit or loss on a systematic basis over the lease term.

#### (g) 物業、廠房及設備 (續)

倘物業因已證實結束自用而變更為投資物業，該項目於轉變日之賬面值與公平值（包括分類為使用權資產的相關租賃土地）之間的任何差額，於其他全面收益確認並於物業重估儲備累計。在隨後物業出售或停止使用時，相關重估儲備將直接轉撥至累計虧損。

#### (h) 租賃資產

本集團會於訂立合約時評估該合約是否屬租賃或包含租賃。此時倘合約為換取代價而給予在一段時間內控制已識別資產用途的權利，則該合約屬租賃或包含租賃。當客戶有權指示已識別資產之用途以及自該用途獲得絕大部分經濟利益時，即表示擁有控制權。

#### (i) 作為承租人

倘合約包含租賃部分及非租賃部分，則本集團已選擇不區分非租賃部分，並將各租賃部分及任何相關非租賃部分入賬列作所有租賃的單一租賃部分。

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租期為12個月或以下的短期租賃及低價值項目租賃除外。當本集團就低價值項目訂立租賃時，本集團按個別租賃基準決定是否將租賃資本化。倘不予資本化，相關租賃付款則於租期內按系統化基準於損益內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續)

#### (Continued)

#### (h) Leased assets (Continued)

##### (i) As a lessee (Continued)

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 recognised 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 are charged to profit or loss as 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 adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and 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, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Notes 2(g) and 2(n)), except for the following types of right-of-use asset:

- right-of-use assets that meet the definition of investment properties are carried at fair value (see Note 2(f)); and
- right-of-use assets related to leasehold land and buildings where the Group is the registered owner of the leasehold interest are carried at fair value (see Note 2(g)).

#### (h) 租賃資產 (續)

##### (i) 作為承租人 (續)

倘租賃已資本化，租賃負債初步按租期內應付租賃付款之現值確認，並採用租賃中所內含之利率貼現，倘該利率不易釐定，則使用相關增量借貸利率。於初步確認後，租賃負債按攤銷成本計量，而利息開支使用實際利率法確認。計量租賃負債時，不依賴指數或利率之可變租賃款項並不包括在內，並於其產生時自損益扣除。

於租賃資本化時確認的使用權資產初步按成本計量，該成本包括就於開始日期或之前作出之任何租賃付款調整之租賃負債之初步金額，另加產生之任何初步直接成本以及拆除及移除相關資產或恢復相關資產或該資產所在地之估計成本，再減任何已收租賃優惠。使用權資產其後按成本減累計折舊及減值虧損列賬（見附註2(g)及2(n)），惟以下使用權資產類別除外：

- 符合投資物業定義之使用權資產按公平值入賬（見附註2(f)）；及
- 與租賃土地及樓宇有關之使用權資產（當中本集團為租賃權益之登記擁有人）按公平值入賬（見附註2(g)）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (h) Leased assets (Continued)

##### (i) As a lessee (Continued)

Refundable rental deposits are accounted for separately from the right-of-use assets in accordance with the accounting policy applicable to investments in non-equity securities carried at amortised cost. Any excess of the nominal value over the initial fair value of the deposits is accounted for as additional lease payments made and is included in the cost of right-of-use assets.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will 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.

#### (h) 租賃資產 (續)

##### (i) 作為承租人 (續)

根據適用於以攤銷成本列賬的非股本證券投資的會計政策，可退還租金按金與使用權資產分開入賬。按金名義價值超出初始公平值的任何部分均作為已作出的額外租賃付款入賬，並計入使用權資產成本。

倘指數或利率變動引致未來租賃付款變動，且本集團根據餘值擔保預期應付款項之估計有所變動，或倘本集團變更其會否行使購買、續期或終止選擇權的評估，則會重新計量租賃負債。當租賃負債以此方式重新計量，則就使用權資產之賬面值作出相應調整，或倘使用權資產之賬面值減至零，則於損益入賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續) (Continued)

#### (h) Leased assets (Continued)

##### (i) As a lessee (Continued)

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

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.

#### (h) 租賃資產 (續)

##### (i) 作為承租人 (續)

倘出現租賃修改，即租賃範疇或租賃合約原先並無規定的租賃代價發生變動，且有關修改未作為單獨的租賃入賬時，則亦要對租賃負債進行重新計量。於此情況下，租賃負債根據經修訂的租賃付款及租賃期限，使用經修訂的貼現率於修改生效日期重新計量。唯一例外情況為因COVID-19疫情直接導致並符合香港財務報告準則第16號租賃第46B段所載條件的租金寬減。在該等情況下，本集團已利用實際權宜方法不對租金寬減是否為租賃修改進行評估，並於觸發租金寬減的事件或條件發生期間的損益內將代價變動確認為負可變租賃付款。

於綜合財務狀況表，長期租賃負債的流動部分釐定為於報告期後十二個月內到期清場的合約付款的現值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (h) Leased assets (Continued)

##### (ii) As a lessor

The Group 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. Otherwise, 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 2(s).

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in Note 2(h)(i), then the Group classifies the sub-lease as an operating lease.

#### (i) Financial instruments

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

#### (h) 租賃資產 (續)

##### (ii) 作為出租人

本集團在租賃開始時將每項租賃釐定為融資租賃或經營租賃。倘其將相關資產所有權附帶的絕大部分風險及回報轉移至承租人，則租賃分類為融資租賃。否則，租賃分類為經營租賃。

當合約包含租賃及非租賃部分，本集團按相對獨立的銷售價格將合約中代價分配予各部分。經營租賃產生之租金收入根據附註2(s)確認。

倘本集團為中間出租人，經參考主租賃產生的使用權資產，分租被分類為融資租賃或經營租賃。倘主租賃為短期租賃，而本集團對此應用附註2(h)(i)所述之豁免，則本集團將分租分類為經營租賃。

#### (i) 財務工具

當集團實體成為工具合約條文之一方時，則於綜合財務狀況表確認財務資產及財務負債。所有常規買賣之財務資產按交易日基準確認及終止確認。常規買賣指須於法規或市場慣例規定時間內交付資產之財務資產買賣。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續) (Continued)

#### (i) Financial instruments (Continued)

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

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

#### *Financial assets*

Classification and subsequent measurement of financial assets

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

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

#### (i) 財務工具 (續)

財務資產及財務負債初步按公平值計量，惟初步根據香港財務報告準則第15號計量自客戶合約所產生之貿易應收款項除外。收購或發行財務資產及財務負債（按公平值計入損益之財務資產及財務負債除外）直接應佔之交易成本乃於初步確認時加至或扣自財務資產或財務負債之公平值（如適用）。收購按公平值計入損益之財務資產或財務負債直接應佔之交易成本，即時於損益內確認。

實際利率法乃計算有關期間之財務資產或財務負債攤銷成本及利息收入及利息開支分配之方法。實際利率為透過財務資產或財務負債之預期年期或（如適用）較短期間將估計未來現金收付款（包括構成實際利率不可分割部分之所有已付或已收費用及點數、交易成本及其他溢價或折讓）準確折現至初次確認時之賬面淨值之利率。

#### *財務資產*

財務資產之分類及其後計量

以下條件的財務資產其後按攤銷成本計量：

- 該財務資產以目的為持有資產以收取合約現金流量之經營模式持有；及
- 該財務資產的合約條款導致於指定日期出現現金流量（其只能用作償還本金及本金結欠所產生的利息）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (i) Financial instruments (Continued)

##### *Financial assets (Continued)*

Classification and subsequent measurement of financial assets (Continued)

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

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

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

A financial asset is classified as held for trading if:

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

#### (i) 財務工具 (續)

##### *財務資產 (續)*

財務資產之分類及其後計量 (續)

符合以下條件的債務工具其後按公平值計入其他全面收益 (「按公平值計入其他全面收益」) 計量:

- 該財務資產以目的為持有財務資產以出售及收取合約現金流量之經營模式持有; 及
- 該財務資產的合約條款導致於指定日期出現現金流量 (其只能用作償還本金及本金結欠所產生的利息)。

所有其他財務資產其後按公平值計入損益, 惟倘股本投資並非持作買賣, 亦並非由收購方於香港財務報告準則第3號業務合併所適用的業務合併中確認為或然代價, 則本集團於初步確認財務資產時可以不可撤回地選擇於其他全面收益呈列股本投資之公平值之其後變動。

倘一項財務資產符合以下條件, 則將該財務資產分類為持作買賣:

- 其主要收購作於不久將來出售用途;
- 其於初步確認時為本集團一併管理且具有近期實際短期獲利模式的已識別財務工具之組合之一部分; 或
- 其為並非指定及用作對沖工具的衍生工具。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續) (Continued)

#### (i) Financial instruments (Continued)

##### *Financial assets (Continued)*

Classification and subsequent measurement of financial assets (Continued)

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

##### (i) *Amortised cost and interest income*

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

#### (i) 財務工具 (續)

##### *財務資產 (續)*

財務資產之分類及其後計量 (續)

此外，本集團可以不可撤回地指定按公平值計入損益的方式來計量須按攤銷成本計量或按公平值計入其他全面收益的財務資產，前提是此舉能消除或大幅減少會計不一致的情況。

##### (i) *攤銷成本及利息收入*

其後按攤銷成本計量的財務資產及其後按公平值計入其他全面收益的債務工具／應收款項的利息收入乃使用實際利率法予以確認。利息收入乃對財務資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的財務資產除外（見下文）。對於其後出現信貸減值的財務資產，利息收入乃透過自下個報告期開始對財務資產之攤銷成本應用實際利率確認。倘出現信貸減值的財務工具的信貸風險好轉，使財務資產不再出現信貸減值，則由釐定該資產不再出現信貸減值後之報告期開始，利息收入以對財務資產賬面總值應用實際利率方式確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (i) Financial instruments (Continued)

##### *Financial assets (Continued)*

Classification and subsequent measurement of financial assets (Continued)

##### (ii) *Financial assets at FVTPL*

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

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

Impairment of financial assets subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under ECL model on financial assets (including trade and other receivables and deposits paid, time deposits with original maturity over three months and cash and cash equivalents) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

#### (i) 財務工具 (續)

##### *財務資產 (續)*

財務資產之分類及其後計量 (續)

##### (ii) *按公平值計入損益之財務資產*

並不符合按攤銷成本計量或按公平值計入其他全面收益或指定為按公平值計入其他全面收益之財務資產乃按公平值計入損益計量。

按公平值計入損益之財務資產按於各報告期末之公平值計量，而任何公平值收益或虧損均於損益內確認。於損益內確認之淨收益或虧損並不包括就該財務資產所賺取之任何股息或利息，並計入「其他收入及其他收益淨額」項目內。

根據香港財務報告準則第9號須進行減值評估的財務資產減值

本集團根據香港財務報告準則第9號就須進行減值評估的財務資產(包括貿易及其他應收款項及已付按金、原到期時間超過三個月的定期存款以及現金及現金等價物)以預期信貸虧損模式進行減值評估。預期信貸虧損的金額於每個報告日期予以更新，以反映自初步確認以來信貸風險的變動。

全期預期信貸虧損指於相關工具預期年期內發生所有可能的違約事件而導致的預期信貸虧損。相反，十二個月預期信貸虧損(「十二個月預期信貸虧損」)指預期於報告日期後十二個月內可能發生的違約事件而導致的部分全期預期信貸虧損。預期信貸虧損根據本集團過往信貸虧損經驗進行評估，並根據債務人特定因素、一般經濟狀況及於報告日期對當前狀況及未來狀況預測的評估而作出調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續) (Continued)

#### (i) Financial instruments (Continued) *Financial assets (Continued)*

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

The Group always recognises lifetime ECL for trade receivables.

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

#### (i) *Significant increase in credit risk*

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

#### (i) 財務工具 (續) *財務資產 (續)*

根據香港財務報告準則第9號須進行減值評估的財務資產減值 (續)

本集團一直就貿易應收款項確認全期預期信貸虧損。

就所有其他工具而言，本集團計量與十二個月預期信貸虧損等額的虧損撥備，除非自初步確認以來信貸風險已大幅增加，在此情況下，則本集團確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損，乃基於自初步確認起出現違約的可能性或風險是否大幅增加。

#### (i) *信貸風險大幅增加*

為評估信貸風險自初步確認後是否已大幅增加，本集團會將財務工具於報告日出現違約的風險與該財務工具於初步確認當日出現違約的風險相比較。本集團進行評估時，會考慮合理及有依據的量性及質性資料，包括參考過往經驗及無須耗費不必要的成本或精力而取得的前瞻性資料。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (i) Financial instruments (Continued) *Financial assets (Continued)*

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

##### (i) *Significant increase in credit risk (Continued)*

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

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

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

#### (i) 財務工具 (續) *財務資產 (續)*

根據香港財務報告準則第9號須進行減值評估的財務資產減值 (續)

##### (i) 信貸風險大幅增加 (續)

具體而言，評估信貸風險是否已大幅增加時會考慮以下資料：

- 財務工具的外部 (如有) 或內部的信貸評級實際上或預期嚴重惡化；
- 信貸風險的外部市場指標嚴重轉差，例如債務人的信貸息差、信貸違約掉期價格顯著增加；
- 業務、金融或經濟環境目前受到或預期出現不利影響，並預計嚴重使債務人的債務償還能力下降；
- 債務人的經營業績實際上或預期嚴重惡化；或
- 債務人面對的監管、經濟或技術環境在實際上或預計會發生重大不利變動，導致債務人的債務償還能力嚴重下降。

不論上述評估結果，本集團認為，當合約付款逾期超過三十天，則自初步確認以來信貸風險已大幅增加，除非本集團有合理及有依據之資料證明屬其他情況。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續)

#### (Continued)

#### (i) Financial instruments (Continued) *Financial assets (Continued)*

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

##### (i) *Significant increase in credit risk (Continued)*

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

##### (ii) *Definition of default*

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

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

##### (iii) *Credit-impaired financial assets*

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

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;

#### (i) 財務工具 (續) *財務資產 (續)*

根據香港財務報告準則第9號須進行減值評估的財務資產減值 (續)

##### (i) 信貸風險大幅增加 (續)

本集團定期監察用於識別信貸風險是否有大幅增加之標準是否有效，並對其進行適當修訂，以確保該標準能於款項逾期前識別信貸風險是否有大幅增加。

##### (ii) 違約之定義

就內部信貸風險管理而言，本集團認為，如內部產生或外部來源資料顯示，債務人很可能無法向債權人（包括本集團）悉數還款（不計及本集團所持有任何抵押品），則發生違約事件。

不論上述，本集團認為，如財務資產逾期超過九十天，則違約已經發生，惟本集團擁有合理及有依據資料顯示一項更滯後的違約標準更為合適，則另作別論。

##### (iii) 出現信貸減值之財務資產

如一項或多項事件發生，導致財務資產的估計未來現金流量受到負面影響，則該財務資產出現信貸減值。財務資產出現信貸減值之證據包括有關以下事件之可觀察數據：

- (a) 發行人或借款人出現嚴重財務困難；
- (b) 違約，例如逾期或拖欠事件；

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (i) Financial instruments (Continued)

##### *Financial assets (Continued)*

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

##### (iii) *Credit-impaired financial assets (Continued)*

- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

##### (iv) *Write-off policy*

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

#### (i) 財務工具 (續)

##### *財務資產 (續)*

根據香港財務報告準則第9號須進行減值評估的財務資產減值 (續)

##### (iii) *出現信貸減值之財務資產 (續)*

- (c) 借款人之貸款人因與借款人出現財務困難相關經濟或合約理由授予借款人貸款人一般不會考慮的寬免；
- (d) 借款人很可能將宣佈破產或進行財務重組；或
- (e) 有關財務資產之活躍市場因財務困難而消失。

##### (iv) *撇銷政策*

如有資料顯示對手方出現嚴重財務困難且並無實際收回可能性 (例如，對手方被清盤或已進入破產程序，或如屬其他貿易應收款項，有關款項逾期超過兩年 (以較早發生者為準))，則本集團將有關財務資產撇銷。已撇銷財務資產仍可面臨本集團收回款項程序之強制執行活動，包括尋求法律意見 (如適用)。撇銷構成一項終止確認事件。任何其後收回款項確認於損益。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續) (Continued)

#### (i) Financial instruments (Continued) *Financial assets (Continued)*

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

##### (v) *Measurement and recognition of ECL*

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience and forward looking information that is available without undue cost or effect.

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

Lifetime ECL for certain trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

#### (i) 財務工具 (續) *財務資產 (續)*

根據香港財務報告準則第9號須進行減值評估的財務資產減值 (續)

##### (v) *預期信貸虧損的計量及確認*

預期信貸虧損的計量為違約概率、違約損失率程度 (即倘發生違約時的損失程度) 及違約風險敞口的函數。違約概率及違約損失率程度之評估乃按過往數據及前瞻性資料為依據。預期信貸虧損的估計反映以相應發生違約風險作為加權釐訂之公正及概率加權金額。本集團經考慮過往信貸虧損經驗及無須耗費不必要的成本或精力而取得的前瞻性資料後使用撥備矩陣並採用實際權益法估計貿易應收款項的預期信貸虧損。

一般而言，預期信貸虧損為根據合約中應付本集團的所有合約現金流量與本集團預期收取的所有現金流量之間的差額，並按初步確認時釐定的實際利率折現。

若干貿易應收款項的全期預期信貸虧損經考慮過往逾期資料及前瞻性宏觀經濟資料等相關信貸資料按集體基準考慮。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (i) Financial instruments (Continued)

##### *Financial assets (Continued)*

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

##### (v) *Measurement and recognition of ECL (Continued)*

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

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

#### (i) 財務工具 (續)

##### *財務資產 (續)*

根據香港財務報告準則第9號須進行減值評估的財務資產減值 (續)

##### (v) *預期信貸虧損的計量及確認 (續)*

就集體評估而言，本集團分組時考慮以下特徵：

- 逾期狀況；
- 債務人性質、規模及行業；及
- 外部信貸評級（如有）。

分組獲管理層定期檢討，以確保各組之組成繼續具有類似之信貸風險特徵。

利息收入乃根據財務資產的賬面總值計算，除非財務資產出現信貸減值，其利息收入則按有關財務資產的攤銷成本計算。

本集團就所有財務工具通過調整賬面值於損益內確認減值收益或虧損，惟貿易應收款項通過虧損撥備賬對其賬面值進行相應調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續) (Continued)

#### (i) Financial instruments (Continued) *Financial assets (Continued)*

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically:

- For financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss; and
- For financial assets measured at FVTPL that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss.

#### Derecognition of financial assets

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

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

#### (i) 財務工具 (續) *財務資產 (續)*

匯兌收益及虧損

以外幣計值之財務資產之賬面值乃以該外幣釐定，並按各報告期末之即期匯率換算。具體而言：

- 就按攤銷成本計量且不屬於指定對沖關係一部分之財務資產而言，匯兌差異於損益內確認；及
- 就按公平值計入損益計量且不屬於指定對沖關係一部分之財務資產而言，匯兌差異於損益內確認。

#### 終止確認財務資產

本集團僅於從資產收取現金流量的合約權利屆滿時，或轉移財務資產及該項資產所有權的絕大部分風險及回報至另一實體時，方會終止確認該項財務資產。倘本集團並無轉移亦無保留所有權的絕大部分風險及回報，並繼續控制已轉移資產，則本集團會確認其於資產的保留權益及可能需要支付的相關負債款項。倘本集團保留已轉移財務資產所有權的絕大部分風險及回報，本集團繼續確認該項財務資產，亦就所收到的所得款項確認抵押借貸。

於終止確認按攤銷成本計量的財務資產時，資產的賬面值與已收及應收代價總和之間的差額於損益內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (i) Financial instruments (Continued)

##### *Financial liabilities and equity*

##### Classification as debt or equity

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

##### Equity instruments

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

Perpetual instruments, which include no contractual obligation for the Group to deliver cash or other financial assets or the Group has the sole discretion to defer payment of distribution and redemption of principal amount indefinitely are classified as equity instruments.

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

##### Financial liabilities

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

##### Financial liabilities at FVTPL

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

#### (i) 財務工具 (續)

##### *財務負債及權益*

##### 分類為債務或權益

債務及權益工具乃根據合約安排之內容及財務負債及權益工具之定義分類為財務負債或權益。

##### 權益工具

權益工具乃證明一間實體的資產於扣除其所有負債後之剩餘權益的任何合約。本公司所發行之權益工具乃按已收取之所得款項(扣除直接發行成本)確認。

永續工具(包括本集團不承擔交付現金或其他財務資產之合同義務,或本集團具有全權酌情權無限期遞延支付分派及贖回本金額)被分類為權益工具。

購回本公司本身之權益工具直接於權益內確認並扣減。購買、出售、發行或註銷本公司本身之權益工具不得於損益內確認收益或虧損。

##### 財務負債

所有財務負債均使用實際利率法按攤銷成本或按公平值計入損益其後計量。

##### 按公平值計入損益之財務負債

當財務負債為(i)香港財務報告準則第3號所適用的業務合併中之收購方或然代價, (ii)持作買賣或(iii)指定為按公平值計入損益時,財務負債分類為按公平值計入損益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (i) Financial instruments (Continued) *Financial liabilities and equity (Continued)* Financial liabilities at FVTPL (Continued)

A financial liability is held for trading if:

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

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

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

#### (i) 財務工具 (續) *財務負債及權益 (續)* 按公平值計入損益之財務負債 (續) 倘一項財務負債符合以下條件，則將該財務負債分類為持作買賣：

- 主要為於短期購回而收購；或
- 於初步確認時，構成本集團共同管理之已識別財務工具組合一部分，且近期出現實際短期獲利模式；或
- 屬於衍生工具（屬於財務擔保合約或指定及有效對沖工具之衍生工具除外）。

於下列情況下，財務負債（持作買賣或作為業務合併中之收購方或然代價之財務負債除外）可於初步確認後指定為按公平值計入損益：

- 有關指定消除或大幅減少了可能出現的計量或確認方面之不一致性；或
- 根據本集團既定風險管理或投資策略，該金融負債為一組財務資產或財務負債或兩者組合之一部分，並按公平值基準管理及評估其表現，且有關分類資料乃按該基準由內部提供；或
- 該財務負債為包含一項或以上嵌入式衍生工具之合約之一部分，且香港財務報告準則第9號准許整份合併合約指定為按公平值計入損益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (i) Financial instruments (Continued) *Financial liabilities and equity (Continued)* Financial liabilities at FVTPL (Continued)

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

#### Financial liabilities at amortised cost

Financial liabilities including bank borrowings, trade and other payables, lease liabilities, amounts due to directors and amount due to a shareholder are subsequently measured at amortised cost, using the effective interest method.

#### (i) 財務工具 (續) *財務負債及權益 (續)* 按公平值計入損益之財務負債 (續)

就指定為按公平值計入損益之財務負債而言，該負債信貸風險變動導致之公平值變動金額計入其他全面收益，除非於其他全面收益內確認負債信貸風險變動之影響將會產生或擴大損益之會計錯配。就包含可換股債券等嵌入式衍生工具之財務負債而言，於釐定於其他全面收益呈列之金額時將不包括嵌入式衍生工具之公平值變動。於其他全面收益內確認之財務負債信貸風險導致之公平值變動其後將不會重新分類至損益，而於終止確認財務負債時轉撥至累計虧損。

#### 按攤銷成本計量之財務負債

財務負債 (包括銀行借貸、貿易及其他應付款項、租賃負債、應付董事款項及應付一名股東款項) 其後使用實際利率法按攤銷成本計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續) (Continued)

(i) Financial instruments (Continued)  
*Financial liabilities and equity (Continued)*  
Convertible bonds

At the date of issue, both the debt component and derivative components of the convertible bonds are recognised at fair value and the convertible bonds are designated at FVTPL. In subsequent period, changes in fair value are recognised in profit or loss as fair value gain or loss except for changes in the fair value that is attributable to changes in the credit risk (excluding changes in fair value of the derivative components) is recognised in other comprehensive income, unless the recognition of the effects of changes in the credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to changes in the credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss, they are transferred to accumulated losses upon derecognition.

Transaction costs relating to the issue of the convertible bonds are charged to profit or loss immediately.

(i) 財務工具 (續)  
*財務負債及權益 (續)*  
可換股債券

於發行日期，可換股債券之債務部分及衍生工具部分均按公平值確認，而可換股債券指定為按公平值計入損益。於其後期間，公平值變動於損益內確認為公平值收益或虧損，而信貸風險變動導致之公平值變動（不包括衍生工具部分之公平值變動）則於其他全面收益內確認，除非於其他全面收益內確認信貸風險變動之影響將會產生或擴大損益之會計錯配。於其他全面收益內確認之信貸風險變動導致之公平值變動其後將不會重新分類至損益，而於終止確認時轉撥至累計虧損。

發行可換股債券相關之交易成本即時自損益扣除。

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## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (i) Financial instruments (Continued) *Financial liabilities and equity (Continued)*

##### Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in "Other income and other net gains" in profit or loss as part of net exchange gain or loss for financial liabilities that are not part of a designated hedging relationship.

##### Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

##### Changes in the basis for determining the contractual cash flows as a result of interest rate benchmark reform

For changes in the basis for determining the contractual cash flows of a financial asset or financial liability to which the amortised cost measurement applies as a result of interest rate benchmark reform, the Group applies the practical expedient to account for these changes by updating the effective interest rate, such change in effective interest rate normally has no significant effect on the carrying amount of the relevant financial asset or financial liability.

#### (i) 財務工具 (續) *財務負債及權益 (續)*

##### 匯兌收益及虧損

就於各報告期末以外幣計值及按攤銷成本計量之財務負債而言，匯兌收益及虧損乃基於該等工具的攤銷成本釐定。該等匯兌收益及虧損於損益之「其他收入及其他收益淨額」確認為並非指定對沖關係一部分之財務負債之匯兌收益或虧損淨額之一部分。

##### 終止確認財務負債

本集團於且僅於本集團的責任解除、取消或屆滿時終止確認財務負債。終止確認的財務負債的賬面值與已付及應付的代價之間的差額會於損益內確認。

##### 利率基準改革導致釐定合約現金流量的基準變動

就因利率基準改革而導致釐定應用攤銷成本計量的財務資產或財務負債的合約現金流量的基準變動而言，本集團應用可行權宜方法，透過更新實際利率將該等變動入賬，而有關實際利率變動一般對相關財務資產或財務負債的賬面值並無重大影響。



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## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (i) Financial instruments (Continued)

##### *Financial liabilities and equity (Continued)*

Changes in the basis for determining the contractual cash flows as a result of interest rate benchmark reform (Continued)

A change in the basis for determining the contractual cash flows is required by interest rate benchmark reform if and only if, both these conditions are met:

- the change is necessary as a direct consequence of interest rate benchmark reform; and
- the new basis for determining the contractual cash flows is economically equivalent to the previous basis (i.e. the basis immediately preceding the change).

#### (j) Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

The estimated useful lives for the current and comparative period are as follows:

– trademark	5 to 10 years
– computer system	2 to 3 years

##### *Derecognition of intangible assets*

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gain and loss arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, is recognised in profit or loss when the asset is derecognised.

#### (i) 財務工具 (續)

##### *財務負債及權益 (續)*

利率基準改革導致釐定合約現金流量的基準變動 (續)

當且僅當滿足以下兩個條件時，利率基準改革要求變更釐定合約現金流量的基準：

- 利率基準改革的直接後果而有必要作出變動；及
- 釐定合約現金流量的新基準在經濟上等同於先前基準（即緊接變更前的基準）。

#### (j) 無形資產

獨立收購之可使用年期有限的無形資產按成本減累計攤銷及任何累計減值虧損列賬。攤銷可使用年期有限的無形資產乃按其估計可使用年期以直線法確認。估計可使用年期及攤銷方法於各報告期末檢討，估計變動之影響按前瞻基準入賬。

本期間及可資比較期間之估計可使用年期如下：

– 商標	5至10年
– 電腦系統	2至3年

##### *取消確認無形資產*

無形資產於出售，或預計不會自使用或出售產生未來經濟利益時取消確認。因取消確認無形資產而產生的盈虧，乃按出售所得款項淨額與該項資產賬面值之間的差額計量，並於有關資產取消確認時在損益內確認。

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## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (k) Development and formation costs

The development and formation costs represent development costs incurred for a cemetery site which will be completed for sale and are stated at the lower of cost and net realisable value.

The development costs comprise specifically identified cost, including the acquisition cost of land, aggregate cost of development, materials and supplies, wages and other direct expenses, an appropriate proportion of overheads and borrowing costs capitalised. Net realisable value represents the estimated selling price less estimated costs of completion and costs to be incurred in selling the burial plots.

#### (l) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost of merchandises for resale and marble stones 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.

Cost of burial plots developed for sale is determined by an apportionment of the total development costs (see Note 2(k)) attributable to completed but unsold units.

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.

#### (k) 開發及成立成本

開發及成立成本指於將完成待出售之墓園產生之開發成本並按成本及可變現淨值兩者中之較低者列賬。

開發成本包括特別指定成本，包括收購土地成本、開發、材料及供應之成本總額、工資及其他直接開支、適當比例之間接費用及撥充資本之借貸成本。可變現淨值指估計銷售價格減估計完成成本及銷售墓地所產生之成本。

#### (l) 存貨

存貨乃以成本與可變現淨值兩者中之較低者列賬。

轉售貨品及大理石之成本以加權平均成本法計算，並包括所有採購成本、兌換成本及將存貨運至現址及變成現狀之其他成本。

發展墓地以供銷售之成本釐定為已落成惟未售出單位應佔總發展成本（見附註2(k)）之份額。

可變現淨值乃按正常業務過程中之估計售價減估計完成成本及估計銷售所需之成本。

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### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (m) 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. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows. Cash and cash equivalents are assessed for ECL (see Note 2(i)).

#### (n) Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than freehold land and buildings, investment properties, inventories and development and formation cost) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units ("CGUs"). Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

#### (m) 現金及現金等價物

現金及現金等價物指銀行及手頭現金、存於銀行及其他金融機構之活期存款，以及可隨時轉換為已知金額現金且沒有重大價值變動風險之其他短期及高流通量投資，而於購入後三個月內到期。就綜合現金流量表而言，按要求償還及構成本集團現金管理一個不可或缺部分之銀行透支亦列入現金及現金等價物部分。現金及現金等價物乃就預期信貸虧損予以評估（見附註2(i)）。

#### (n) 非財務資產減值

於各報告日期，本集團檢討其非財務資產（永久業權土地及樓宇、投資物業、存貨以及開發及成立成本除外）之賬面值以釐定是否存在減值跡象。如出現任何上述跡象，則估計資產可收回金額。商譽會每年進行減值測試。

就減值測試而言，有關資產會集合為可從持續使用產生現金流入（基本獨立於其他資產或現金產生單位（「現金產生單位」）之現金流入）之最小資產組別。業務合併產生之商譽會分配至預期可從合併之協同效應中受益之現金產生單位或現金產生單位組別。

資產或現金產生單位之可收回金額乃其使用價值與其公平價值減出售成本兩者中之較高者。使用價值乃基於估計未來現金流量，按可以反映當時市場對貨幣時間價值及資產或現金產生單位特定風險的評估之稅前貼現率，貼現至其現值。

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (n) Impairment of non-financial assets (Continued)

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the resulting carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

#### *Interim financial reporting and impairment*

Under the GEM Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim Financial Reporting*, every three months. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year.

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

#### (n) 非財務資產減值 (續)

倘資產或現金產生單位之賬面值超過其可收回金額，則確認減值虧損。

減值虧損於損益內確認。有關虧損會首先分配以減少分配至現金產生單位之任何商譽賬面值，其後按比例減少該現金產生單位內其他資產之賬面值。

有關商譽之減值虧損將不予撥回。就其他資產而言，減值虧損僅在所產生之賬面值不超過倘並無確認減值虧損時原應釐定之賬面值（經扣除折舊或攤銷）時方予以撥回。

#### *中期財務報告及減值*

根據GEM上市規則，本集團須遵照香港會計準則第34號*中期財務報告*，每三個月編製中期財務報告。於中期期間末，本集團應用與於財政年度末相同之減值測試、確認及撥回標準。

於中期內就商譽確認之減值虧損並不於其後期間撥回。倘於中期相關之財政年度完結時方評估減值，此時即使不用確認虧損或確認較少虧損時，亦不會撥回減值虧損。

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## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續)

#### (Continued)

#### (o) Employee benefits

##### (i) *Short term employee benefits and contributions to defined contribution retirement plans*

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Obligations for contributions to defined contribution retirement plans are expensed as the related service is provided.

##### (ii) *Termination benefits*

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring.

#### (p) Share-based payments

##### (i) *Share options granted to employees*

The grant-date fair value of equity-settled share-based payments granted to employees is measured using the Polynomial Model. The amount is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service conditions at the vesting date.

#### (o) 僱員福利

##### (i) *短期僱員福利及定額供款退休計劃之供款*

短期僱員福利於提供相關服務時支銷。倘本集團因僱員過往提供之服務而有現時法定或推定責任支付預期應支付之款項，且該責任能可靠估計，則就該金額確認負債。

定額供款退休計劃之供款責任於提供相關服務時支銷。

##### (ii) *終止福利*

終止福利於本集團無法再收回該等福利及本集團確認重組成本時支銷。

#### (p) 以股份為基礎之付款

##### (i) *授予非僱員之購股權*

授予僱員以股權結算股份為基礎之付款於授出日之公平值使用多項式模型計量。該金額一般於獎勵歸屬期間確認為開支，且權益相應增加。確認為開支之金額將作調整以反映相關服務條件預期將獲達成之獎勵數目，使最終確認之金額按於歸屬日期符合相關服務條件之獎勵數目計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (p) Share-based payments (Continued)

##### (ii) *Share options granted to non-employees*

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognised as expenses (unless the goods or services qualify for recognition as assets).

#### (q) 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.

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.

#### (p) 以股份為基礎之付款 (續)

##### (ii) 授予非僱員之購股權

與僱員以外人士進行以股權結算股份為基礎之付款交易乃按所收取貨品或服務之公平值計量，惟倘公平值無法可靠估計，則按所授出股本工具於實體取得貨品或對手方提供服務當日計量之公平值計量。所收取貨品或服務之公平值確認為開支（除非貨品或服務合資格確認為資產）。

#### (q) 所得稅

所得稅開支包括即期稅項及遞延稅項。除非其與業務合併或於直接於權益或其他全面收益中確認之項目相關，否則於損益內確認。

即期稅項包括本年度應課稅收入或虧損之估計應付或應收稅項，以及對過往年度應付或應收稅項之任何調整。應付或應收即期稅項金額為預期將支付或收取並反映與所得稅相關的任何不確定因素之稅項金額之最佳估計。其使用於報告日期已生效或實質上已生效之稅率計量。即期稅項亦包括股息產生之任何稅項。

即期稅項資產及負債僅於符合若干條件時抵銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續)

#### (Continued)

#### (q) Income tax (Continued)

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 and associates 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.

#### (q) 所得稅 (續)

遞延稅項按資產及負債就財務報告而言之賬面值與就稅項而言所用金額之暫時差異確認。概不會就以下各項確認遞延稅項：

- 初步確認並非業務合併、不會影響會計或應課稅溢利或虧損且不產生等額應課稅及可抵扣暫時差異之交易之資產或負債所產生之暫時差異；
- 與於附屬公司及聯營公司之投資有關之暫時差異，只限於本集團可以控制撥回之時間，且在可預見之將來不大可能轉回之暫時差異；
- 初步確認商譽所產生之應課稅暫時差異；及
- 與為實施經濟合作與發展組織刊發之支柱二示範規則而已生效或實質上已生效之稅法所產生之所得稅相關者。

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 Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (q) 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.

Where investment properties are carried at their fair value in accordance with Note 2(f), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date, unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, 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) 所得稅 (續)

僅於可能有未來應課稅溢利可用以抵銷時，方可就未利用稅項虧損、未利用稅項抵減及可抵扣暫時差異確認遞延稅項資產。未來應課稅溢利乃根據相關應課稅暫時差異之撥回釐定。倘應課稅暫時差異之金額不足以悉數確認遞延稅項資產，則根據本集團個別附屬公司之業務計劃考慮未來應課稅溢利並就現有的暫時差異撥回作出調整。本集團會在每個報告期末審閱遞延稅項資產並於不再可能實現相關稅務利益時予以調低；當獲取未來應稅溢利的可能性提高時，有關減額便會撥回。

當投資物業根據附註2(f)按公平值列賬，確認遞延稅項的金額按該物業於報告日期假設以賬面值出售該等資產的稅率計算，除非該物業為須折舊的及以一項商業模式持有，而其目的是要透過時間使用而非出售該物業以獲取隱含於該物業之絕大部分經濟利益。在其他所有情況下，遞延稅項之計量反映於報告日期按本集團所預期之方式收回或結算其資產及負債之賬面值之稅務後果。

遞延稅項資產及負債僅於符合若干條件時抵銷。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續)

#### (Continued)

#### (r) Provisions and contingent liabilities

Generally provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability.

A provision for warranties is recognised when the underlying products or services are sold, based on historical warranty data and a weighting of possible outcomes against their associated probabilities.

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under that contract and an allocation of other costs directly related to fulfilling that contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

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.

#### (r) 撥備及或然負債

撥備一般乃透過按可以反映當時市場對貨幣時間價值及負債特定風險的評估之稅前比率貼現預期未來現金流量而釐定。

出售相關產品或服務時，根據歷史保修數據以及權衡可能出現的結果及其相關的可能性確認保修撥備。

虧損性合約之撥備乃按終止合約的預期成本與繼續合約的預期成本淨額兩者中之較低者計量，而預期成本淨額根據履行合約義務的增量成本及與履行合約直接相關的其他成本分攤釐定。確立撥備前，本集團確認與合約相關的資產的任何減值虧損。

倘須撥付經濟利益之可能性不大，或無法可靠地估計其金額時，除非須撥付經濟利益之機會極微，否則有關責任將作為或然負債予以披露。至於僅在日後是否出現一項或以上事件時方可確定之有關責任，除非須撥付經濟利益之機會極微，否則亦將披露為或然負債。

倘支付撥備所需的部份或全部開支預期將由另一方償付，則任何預期償付款項於大致上可確定時另行確認為資產。確認的償付金額不超過撥備的賬面值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (s) Revenue recognition

##### *Revenue from contracts with customers*

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

#### (s) 收益確認

##### *來自客戶合約之收益*

本集團於(或隨著)履約責任獲履行時確認收益,即當與特定履約責任相關的商品或服務的「控制權」轉讓予客戶時。

履約責任指個別的商品及服務(或一組商品或服務)或一系列大致相同的個別商品或服務。

倘符合以下其中一項標準,則控制權隨時間轉移,而收益則參照完全履行相關履約責任的進展情況而隨時間確認:

- 於本集團履約時,客戶同時取得並耗用本集團履約所提供的利益;
- 本集團的履約產生或提升一項資產,而該項資產於本集團履約時由客戶控制;或
- 本集團的履約並未產生讓本集團有替代用途的資產,且本集團對迄今已完成履約的付款具有可強制執行的權利。

否則,收益於客戶獲得個別商品或服務控制權的時間點確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續)

#### (Continued)

#### (s) Revenue recognition (Continued)

##### *Revenue from contracts with customers (Continued)*

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

##### *Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation*

##### *Output method*

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

As a practical expedient, if the Group has a right to consideration in an amount that corresponds directly with the value of the Group's performance completed to date, the Group recognises revenue in the amount to which the Group has the right to invoice.

#### (s) 收益確認 (續)

##### *來自客戶合約之收益 (續)*

合約資產指本集團就向客戶換取本集團已轉讓的貨品或服務收取代價的權利(尚未成為無條件)。其根據香港財務報告準則第9號評估減值。相反,應收款項指本集團收取代價的無條件權利,即只需待時間過去代價即須到期支付。

合約負債指本集團就本集團已從客戶收取代價(或應收客戶代價)向客戶轉讓商品或服務的責任。

合約資產及與該合約相關的合約負債按淨額基準入賬及呈列。

##### *隨時間確認收益: 計量完全達成履約責任的進度*

##### *產出法*

完全達成履約責任的進度乃根據產出法計量,即基於直接計量迄今已轉移予客戶的貨品或服務相對於合約項下承諾提供的餘下貨品或服務的價值以確認收益,有關方法最能反映本集團於轉讓貨品或服務控制權方面的履約情況。

作為實際權宜方法,倘本集團有權以與本集團迄今已完成的業績的價值直接對應的金額收取代價,則本集團以本集團有權開具發票的金額確認收益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (s) Revenue recognition (Continued)

##### *Principal versus agent*

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

#### (s) 收益確認 (續)

##### *委託人對代理人*

當另一方從事向客戶提供商品或服務，本集團釐定其承諾的性質是否為提供指定商品或服務本身的履約義務（即本集團為委託人）或安排由另一方提供該等商品或服務（即本集團為代理人）。

倘本集團在向客戶轉讓商品或服務之前控制指定商品或服務，則本集團為委託人。

倘本集團的履行義務為安排另一方提供指定的商品或服務，則本集團為代理人。在此情況下，在將商品或服務轉讓予客戶之前，本集團不控制另一方提供的指定商品或服務。當本集團為代理人時，應就為換取另一方安排提供的指定商品或服務預期有權取得的任何收費或佣金的金額確認收益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續)

#### (Continued)

#### (s) Revenue recognition (Continued)

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.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of lease. Lease incentive granted are recognised in profit or loss as an integral part of the total rental income, over the term of lease. 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.

Government grants are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them.

Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

#### (s) 收益確認 (續)

利息收入乃使用實際利率法予以確認。「實際利率」為將財務資產的預計年限內的估計未來現金收入與財務資產的賬面總值準確折現的利率。計算利息收入時，實際利率應用於資產賬面總值（當資產並無出現信貸減值時）。然而，就初步確認後成為信貸減值的財務資產而言，乃透過將實際利率應用於該財務資產的攤銷成本計算利息收入。若資產不再出現信貸減值，則恢復使用總額基準計算利息收入。

經營租賃產生之租金收入於租賃期內按直線法於損益內確認。已授出的租賃優惠於租賃期內於損益內確認為租金收入總額的一部分。並非取決於指數或比率的可變租賃付款在其產生的會計期間內確認為收入。

當可以合理確定本集團將會收到政府補助，且本集團會符合相關補助的附帶條件時，政府補助初步於綜合財務狀況表內確認。

用作補償本集團已產生的開支的補助於產生開支的同一期間有系統地於損益內確認為收入。

補償本集團資產成本的補助將自資產之賬面值扣除，並在其後以減少折舊開支之方式在資產之可使用年期內於損益內實際確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES (Continued) 2. 重大會計政策 (續)

#### (t) Translation of foreign currencies

Transactions in foreign currencies are translated into the respective functional currencies of group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into RMB at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into RMB at the exchange rates at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve, except to the extent that the translation difference is allocated to NCI.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the foreign currency translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. On disposal of a subsidiary that includes a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation that have been attributed to the NCI shall be derecognised, but shall not be reclassified to profit or loss. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to NCI. When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

#### (t) 外幣換算

外幣交易按交易當日的匯率換算為集團公司各自的功能貨幣。

以外幣計值的貨幣資產及負債按報告日期的匯率換算為功能貨幣。按公平值計量的以外幣計值的非貨幣資產及負債按釐定該公平值當日的匯率換算為功能貨幣。以外幣歷史成本計量的非貨幣資產及負債按交易當日的匯率換算。外幣差額一般於損益內確認。

外國業務的資產及負債（包括收購產生的商譽及公平值調整）按報告日期的匯率換算為人民幣。外國業務的收入及開支按交易當日的匯率換算為人民幣。

外幣差額於其他全面收益內確認並於外幣匯兌儲備內累計，惟換算差額分配至非控股權益除外。

倘全部或部分出售外國業務而喪失控制權、重大影響力或共同控制權，則與該外國業務相關的外幣匯兌儲備累計金額重新分類至損益，作為出售收益或虧損之一部分。於出售包含外國業務的附屬公司時，應終止確認與歸屬於非控股權益的該外國業務有關的匯兌差額累計金額，惟不得重新分類至損益。倘本集團出售附屬公司的部分權益並保留控制權，累計金額的相關部分應歸屬於非控股權益。當本集團僅出售部分聯營公司或合營企業並保留重大影響力或共同控制權，累計金額的相關部分重新分類至損益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續)

#### (Continued)

#### (u) Borrowing costs

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

#### (v) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or the Group's parent.

(b) An entity is related to the Group if any of the following conditions applies:

- (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (iii) both entities are joint ventures of the same third party;

#### (u) 借貸成本

因收購、興建或生產需經一段長時期準備方可作擬定用途或出售之資產直接產生之借貸成本，會資本化作為有關資產之部分成本。其他借貸成本於產生期間列作開支。

#### (v) 關連人士

(a) 倘屬以下人士，則該人士或該人士之近親與本集團有關連：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響；或
- (iii) 為本集團或本集團母公司的主要管理層成員。

(b) 倘符合下列任何條件，即實體與本集團有關連：

- (i) 該實體與本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）；
- (ii) 一間實體為另一實體的聯營公司或合營企業（或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業）；
- (iii) 兩間實體均為同一第三方的合營企業；

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續)

(Continued)

#### (v) Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions applies: (Continued)

- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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

#### (v) 關連人士 (續)

(b) 倘符合下列任何條件，即實體與本集團有關連：(續)

- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
- (v) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職後福利計劃；
- (vi) 實體受(a)所識別人士控制或受共同控制；
- (vii) 於(a)(i)所識別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；或
- (viii) 向本集團或本集團之母公司提供主要管理人員服務之實體或有關實體所屬集團之任何成員公司。

一名人士之近親家庭成員指預期可於有關人士與有關實體進行交易時對其發揮影響力或受其影響之家庭成員。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 2. MATERIAL ACCOUNTING POLICIES 2. 重大會計政策 (續)

#### (Continued)

#### (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 Company's executive directors, which are the chief operating decision maker of the Company 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.

#### (w) 分部報告

財務報表所報告之經營分部及各分部項目之金額乃自為分配資源予本集團不同業務及地區以及評估該等業務及地區之表現而定期向本公司執行董事(本公司主要經營決策者)提供之財務資料中確認。

就財務報告而言，個別重大經營分部不會合併，惟分部間有類似經濟特點及在產品及服務性質、生產工序性質、客戶種類或類別、用作分銷產品或提供服務之方法以及監管環境性質方面相類似則除外。倘並非個別重大之經營分部符合大部分此等準則，則該等經營分部可能會被合併。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs 3. 應用香港財務報告準則的新訂準則及修訂本

In the current year, the Group has applied the following new and amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2023 for the preparation of the consolidated financial statements:

HKFRS 17 and related amendments	Insurance Contracts
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform – Pillar Two Model Rules

The Group has not applied any amendment that is not yet effective for the current accounting period. The application of the new standard or amendments to HKFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

於本年度，本集團已首次應用由香港會計師公會頒佈並於二零二三年一月一日或之後開始的年度期間強制生效的下列香港財務報告準則的新訂準則及修訂本，以編製綜合財務報表：

香港財務報告準則第17號及相關修訂本	保險合約
香港會計準則第1號及香港財務報告準則實務報告第2號（修訂本）	會計政策披露
香港會計準則第8號（修訂本）	會計估計定義
香港會計準則第12號（修訂本）	與單一交易產生的資產及負債相關的遞延稅項
香港會計準則第12號（修訂本）	國際稅收改革—支柱二示範規則

本集團並未應用任何於本會計期間尚未生效之任何修訂本。於本年度應用香港財務報告準則的新訂準則或修訂本對本集團目前及過往年度的財務狀況及表現及／或該等綜合財務報表載列的有關披露並無重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 4. REVENUE AND SEGMENT INFORMATION 4. 收益及分部資料

#### (a) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or services lines is as follows:

*Disaggregation of revenue for the year ended 31 December 2023*

#### (a) 收益分拆

按主要產品或服務種類劃分的來自客戶合約之收益分拆如下：

*截至二零二三年十二月三十一日止年度的收益分拆*

		Funeral services	Stem cells and immunocytes and other businesses 幹細胞及免疫細胞及其他業務	Total
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Major products and services</b>	<b>主要產品及服務</b>			
Funeral services and cremation services provided in funeral parlours and funeral service centres under the Group's management	本集團管理之殯儀館及殯儀服務中心提供之殯儀服務及火化服務	65,838	-	65,838
Funeral arrangement and related consultancy services	殯儀安排及相關諮詢服務	3,103	-	3,103
Sales of burial plots and tombstones	銷售墓地及墓碑	560	-	560
Sales of biotechnical machineries and other electronic products	生物科技儀器及其他電子產品銷售	-	3,069	3,069
		69,501	3,069	72,570
<b>Timing of revenue recognition</b>	<b>收益確認時間</b>			
At a point in time	於某一時間點	4,603	3,069	7,672
Over time	隨時間推移	64,898	-	64,898
		69,501	3,069	72,570
<b>Primary geographical market</b>	<b>主要地區市場</b>			
The PRC	中國	65,838	-	65,838
Taiwan	台灣	2,014	-	2,014
Hong Kong	香港	1,089	3,069	4,158
Vietnam	越南	560	-	560
		69,501	3,069	72,570

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 4. REVENUE AND SEGMENT INFORMATION 4. 收益及分部資料 (續)

(Continued)

(a) Disaggregation of revenue (Continued)

Disaggregation of revenue for the year ended 31 December 2022

(a) 收益分拆 (續)

截至二零二二年十二月三十一日止年度的收益分拆

		Funeral services	Stem cells and immunocytes and other businesses 幹細胞及免疫細胞及其他業務	Total
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Major products and services	主要產品及服務			
Funeral services and cremation services provided in funeral parlours and funeral service centres under the Group's management	本集團管理之殯儀館及殯儀服務中心提供之殯儀服務及火化服務	74,468	-	74,468
Funeral arrangement and related consultancy services	殯儀安排及相關諮詢服務	2,809	-	2,809
Sales of burial plots and tombstones	銷售墓地及墓碑	692	-	692
		77,969	-	77,969
Timing of revenue recognition	收益確認時間			
At a point in time	於某一時間點	5,087	-	5,087
Over time	隨時間推移	72,882	-	72,882
		77,969	-	77,969
Primary geographical market	主要地區市場			
The PRC	中國	74,468	-	74,468
Taiwan	台灣	1,531	-	1,531
Hong Kong	香港	1,278	-	1,278
Vietnam	越南	692	-	692
		77,969	-	77,969

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 4. REVENUE AND SEGMENT INFORMATION 4. 收益及分部資料 (續)

(Continued)

(a) Disaggregation of revenue (Continued)  
*Performance obligations for contracts with customers*

Funeral services and cremation services

The Group offers services of planning funeral arrangement and interment, organising and hosting of the funeral. Revenue from funeral services is recognised when services are provided. Except for sales of prepaid funeral services packages offered to individuals, payment of the transaction price is due immediately at the point the funeral services are provided. Sales of prepaid funeral services packages is sales of funeral services based on a contract prior to death occurring. The payment is due when the contract of prepaid funeral services packages is signed, which gives rise to contract liabilities at the inception of a contract, until the revenue recognised when the funeral service is offered. Details of the prepaid funeral services contract are disclosed in Note 26 to the consolidated financial statements.

Funeral arrangement and related consultancy services

Revenue from funeral arrangement and related consultancy services is recognised when services are provided. Payment of the transaction price is due immediately at the point the funeral arrangement and related consultancy services are provided.

Sales of burial plots and tombstones

Revenue from the sales of burial plots and tombstones is recognised when the control of burial plots and tombstones is transferred to the customer, being when the right to use of burial plots and tombstones has been passed. Payment of the transaction price is due immediately at the point the customer purchases the burial plots and tombstones.

(a) 收益分拆 (續)  
*客戶合約的履約責任*

殯儀服務及火化服務

本集團提供殯儀安排規劃及安葬服務，組織及主持殯儀服務。殯儀服務的收益於提供服務時確認。除向個人提供銷售預付殯儀服務組合外，交易價格的支付於提供殯儀服務時立即到期。銷售預付殯儀服務組合為根據死亡發生前的合約銷售殯儀服務。於簽訂預付殯儀服務組合時到期支付，於合約開始時產生合約負債，直至於提供殯儀服務時確認收益。預付殯儀服務組合合約詳情於綜合財務報表附註26披露。

殯儀安排及相關諮詢服務

殯儀安排及相關諮詢服務的收益於提供服務時確認。交易價格的支付於提供殯儀安排及相關諮詢服務時立即到期。

銷售墓地及墓碑

銷售墓地及墓碑的收益於墓地及墓碑的控制權轉移至客戶(即墓地及墓碑的使用權已轉移)時確認。交易價格的支付於客戶購買墓地及墓碑時立即到期。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 4. REVENUE AND SEGMENT INFORMATION (Continued) 4. 收益及分部資料 (續)

#### (a) Disaggregation of revenue (Continued) *Performance obligations for contracts with customers (Continued)*

Provision of advisory service on stem cells and immunocytes

Revenue from advisory service on stem cells and immunocytes is recognised when services are performed. Advisory service on stem cells and immunocytes is advisory service based on a contract prior to the advisory service. Payment of the transaction price is due when the contract of advisory service is signed, which gives rise to contract liabilities at the inception of a contract, until the revenue recognised when the advisory service is rendered.

Sales of biotechnical machineries and other electronic products

Revenue from sales of biotechnical machineries and other electronic products is recognised when the control of such products is transferred to the customer, being when the goods have been delivered to the customer's specific location. Transportation and handling activities that occur before customers obtain control are considered as fulfilment activities. Following the delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risk of obsolescence and loss in relation to the goods. The normal credit term is 90 days upon delivery.

Contracts with customers with unsatisfied performance obligations on the above mentioned revenue, have original expected duration of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

#### (b) Segment information

The Group manages its businesses by divisions, which are organised by a mixture of both business lines and geography. In a manner consistent with the way in which information is reported internally to the executive directors of the Company (the "Executive Directors"), which are the chief operating decision maker, for the purposes of resources allocation and performance assessment.

#### (a) 收益分拆 (續) *客戶合約的履約責任 (續)*

提供幹細胞及免疫細胞諮詢服務

幹細胞及免疫細胞諮詢服務的收益於進行服務時確認。幹細胞及免疫細胞諮詢服務乃基於諮詢服務之前合約的諮詢服務。交易價格應於簽訂諮詢服務合約時支付，這於合約開始時產生合約負債，直至提供諮詢服務時確認收益。

生物科技儀器及其他電子產品銷售

生物科技儀器及其他電子產品銷售的收益於該等產品的控制權轉移至客戶（即貨品已交付至客戶指定地點）時確認。在客戶獲得控制權之前發生的運輸和裝卸活動被視為履約活動。於交付後，客戶全權釐定分配方式及貨品銷售價格，對貨品銷售時間負有主要責任並承擔貨品滯後及虧損的風險。正常信貸期為交付後90日。

未完成上述收益履約責任的客戶合約的原預期年限為一年內。按香港財務報告準則第15號所允許情況，並無披露分配至該等未履行合約的交易價格。

#### (b) 分部資料

本集團以與就資源分配及評估表現而向本公司執行董事（「執行董事」，即主要營運決策者）呈報內部資料一致之方式，按分部管理其業務，而分部乃按業務種類及地區劃分管理。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 4. REVENUE AND SEGMENT INFORMATION (Continued) 4. 收益及分部資料 (續)

#### (b) Segment information (Continued)

For the years ended 31 December 2023 and 2022, the Group had below two reportable segments:

- Funeral services: Provision of funeral related service, including arrangement services and related consultancy services, provision of funeral and cremation services and sale of burial plots and tombstones; and
- Stem cells and immunocytes and other business: Provision of advisory service on stem cells and immunocytes and sales of biotechnical machineries and other electronic products.

#### (A) *The segment information provided to the Executive Directors for the reportable segments for the years ended 31 December 2023 and 2022 is as follows:*

##### Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Executive Directors monitor the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible, intangible asset and current assets with the exception of certain financial assets measured at FVTPL and corporate assets. Segment liabilities include trade and other payables and deposits received, contract liabilities, lease liabilities, bank borrowings, amounts due to directors, amount due to a shareholder, provisions and income tax liabilities attributable to the activities of the individual segments and borrowings managed directly by the segments.

#### (b) 分部資料 (續)

截至二零二三年及二零二二年十二月三十一日止年度，本集團有以下兩個可報告分部：

- 殯儀服務：提供殯儀相關服務，包括安排服務及相關諮詢服務、提供殯儀及火化服務以及銷售墓地及墓碑；及
- 乾細胞及免疫細胞及其他業務：提供幹細胞及免疫細胞諮詢服務以及生物科技儀器及其他電子產品銷售。

#### (A) 截至二零二三年及二零二二年十二月三十一日止年度提供予執行董事的可報告分部的分部資料如下：

分部業績、資產及負債就評估分部表現及於分部間分配資源而言，執行董事按下列基準監察各可報告分部應佔之業績、資產及負債：

分部資產包括除若干按公平值計入損益計量之財務資產及公司資產外之所有有形及無形資產及流動資產。分部負債包括各個別分部活動應佔之貿易及其他應付款項及已收按金、合約負債、租賃負債、銀行借貸、應付董事款項、應付一名股東款項、撥備及所得稅負債以及分部直接管理之借貸。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 4. REVENUE AND SEGMENT INFORMATION (Continued) 4. 收益及分部資料 (續)

#### (b) Segment information (Continued)

(A) *The segment information provided to the Executive Directors for the reportable segments for the years ended 31 December 2023 and 2022 is as follows: (Continued)*

Segment results, assets and liabilities (Continued)

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

Segment results represent the earnings and loss of each segment without allocation of fair value loss on investment properties, fair value (loss)/gain on financial assets measured at FVTPL, fair value gain on convertible bonds designated at FVTPL, net reversal of impairment losses/(impairment losses) recognised under ECL model on trade and other receivables, unallocated other income and other net gains, unallocated head office and corporate expenses, finance costs and income tax expense. This is the measure reported to the Executive Directors for the purposes of resource allocation and assessment of segment performance.

#### (b) 分部資料 (續)

(A) 截至二零二三年及二零二二年十二月三十一日止年度提供予執行董事的可報告分部的分部資料如下：(續)

分部業績、資產及負債 (續)

收益及開支乃參考該等分部產生之銷售及該等分部產生之開支或按照該等分部應佔資產折舊或攤銷所產生之其他開支而分配至可報告分部。

分部業績指各分部所產生之盈利及虧損，但未分配投資物業之公平值虧損、按公平值計入損益計量之財務資產之公平值(虧損)／收益、指定為按公平值計入損益之可換股債券之公平值收益、貿易及其他應收款項之預期信貸虧損模型項下之已確認減值虧損回撥／(減值虧損)淨額、未分配其他收入及其他收益淨額、未分配總部及公司開支、融資成本及所得稅開支。此乃就資源分配及評估分部表現向執行董事匯報之方式。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 4. REVENUE AND SEGMENT INFORMATION (Continued) 4. 收益及分部資料 (續)

#### (b) Segment information (Continued)

(A) *The segment information provided to the Executive Directors for the reportable segments for the years ended 31 December 2023 and 2022 is as follows: (Continued)*

Segment results, assets and liabilities (Continued)

For the purpose of assessment by the Executive Directors, the finance costs on bank borrowings and lease liabilities were not included in segment results while the bank borrowings and lease liabilities have been included in the segment liabilities.

In addition to receiving segment information concerning segment results, the Executive Directors are provided with segment information concerning interest income, finance cost, written bank of provision for cost of services, fair value gain/(loss) on financial assets measured at FVTPL, net reversal of impairment losses/(impairment losses) recognised under ECL model on trade and other receivables, depreciation and amortisation (including property, plant and equipment, right-of-use assets and intangible assets), income tax (expense)/credit, and additions to non-current segment assets (including property, plant and equipment, right-of-use assets and intangible assets) used by the segments in their operations.

#### (b) 分部資料 (續)

(A) 截至二零二三年及二零二二年十二月三十一日止年度提供予執行董事的可報告分部的分部資料如下：(續)

分部業績、資產及負債 (續)

就執行董事的評估而言，銀行借款及租賃負債的融資成本並無計入分部業績，而銀行借款及租賃負債已計入分部負債。

除獲得有關分部業績之分部資料外，執行董事亦獲提供有關利息收入、融資成本、服務成本撥備撥回、按公平值計入損益計量之財務資產之公平值收益／(虧損)、貿易及其他應收款項之預期信貸虧損模型項下之已確認減值虧損回撥／(減值虧損)淨額、折舊及攤銷(包括物業、廠房及設備、使用權資產及無形資產)、所得稅(開支)／抵免及各分部用於其營運之非流動分部資產(包括物業、廠房及設備、使用權資產及無形資產)添置之分部資料。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 4. REVENUE AND SEGMENT INFORMATION (Continued) 4. 收益及分部資料 (續)

#### (b) Segment information (Continued)

(A) The segment information provided to the Executive Directors for the reportable segments for the years ended 31 December 2023 and 2022 is as follows: (Continued)

Segment results, assets and liabilities (Continued)

Information regarding the Group's reportable segments as provided to the Executive Directors for the purposes of resources allocation and assessment of segment performance for the years ended 31 December 2023 and 2022 is set out below:

#### (b) 分部資料 (續)

(A) 截至二零二三年及二零二二年十二月三十一日止年度提供予執行董事的可報告分部的分部資料如下: (續)

分部業績、資產及負債 (續)

有關就截至二零二三年及二零二二年十二月三十一日止年度之資源分配及評估分部表現向執行董事提供之本集團可報告分部之資料載列如下:

		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		
		Funeral services	Stem cells and immunocytes and other business	Total	Funeral services	Stem cells and immunocytes and other business	Total
		殯儀服務	乾細胞及免疫細胞及其他業務	總計	殯儀服務	乾細胞及免疫細胞及其他業務	總計
		RMB'000	RMB'000	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	人民幣千元
<b>Segment revenue</b>	<b>分部收益</b>						
- Funeral services and cremation services provided in funeral parlours and funeral service centres under the Group's management	- 本集團管理之殯儀館及殯儀服務中心提供之殯儀服務及火化服務	65,838	-	65,838	74,468	-	74,468
- Funeral arrangement and related consultancy services	- 殯儀安排及相關諮詢服務	3,103	-	3,103	2,809	-	2,809
- Sales of burial plots and tombstones	- 銷售墓地及墓碑	560	-	560	692	-	692
- Sales of biotechnical machineries and other electronic products	- 生物科技儀器及其他電子產品銷售	-	3,069	3,069	-	-	-
		<b>69,501</b>	<b>3,069</b>	<b>72,570</b>	<b>77,969</b>	<b>-</b>	<b>77,969</b>
<b>Segment operating profit/(loss)</b>	<b>分部經營溢利/(虧損)</b>	<b>3,873</b>	<b>819</b>	<b>4,692</b>	<b>16,697</b>	<b>(301)</b>	<b>16,396</b>
<b>Other items:</b>	<b>其他項目:</b>						
Amounts included in the measure of segment operating profit/(loss):	計量分部經營溢利/(虧損)計入之金額:						
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(2,003)	(88)	(2,091)	(2,084)	(88)	(2,172)
Depreciation of right-of-use assets	使用權資產折舊	(4,804)	-	(4,804)	(4,792)	-	(4,792)
Amortisation of intangible assets	無形資產攤銷	(866)	-	(866)	(866)	-	(866)
Written back of provision for cost of service	服務成本撥備撥回	904	-	904	1,680	-	1,680
Amounts not included in the measure of segment operating profit/(loss) but regularly reported to Executive Directors:	計量分部經營溢利/(虧損)不計入之金額, 而其定期向執行董事呈報:						
Interest income	利息收入	508	1	509	217	-	217
Finance costs	融資成本	(1,546)	-	(1,546)	(1,849)	-	(1,849)
Fair value gain/(loss) on financial assets measured as FVTPL	按公平值計入損益計量之財務資產公平值收益/(虧損)	8	-	8	(234)	-	(234)
Reversal of impairment losses/(impairment losses) recognised under ECL model on trade and other receivables, net	貿易及其他應收款項之預期信貸虧損撥回/(減值虧損)淨額	2,641	45	2,686	1,400	(109)	1,291
Income tax (expense)/credit	所得稅(開支)/抵免	(1,982)	(139)	(2,121)	(7,262)	14	(7,248)
Others:	其他:						
Additions of property, plant and equipment	添置物業、廠房及設備	443	-	443	1,462	-	1,462
Additions of right-of-use assets	添置使用權資產	-	-	-	412	-	412

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 4. REVENUE AND SEGMENT INFORMATION 4. 收益及分部資料 (續)

#### (b) Segment information (Continued)

(A) *The segment information provided to the Executive Directors for the reportable segments for the years ended 31 December 2023 and 2022 is as follows: (Continued)*

Segment results, assets and liabilities (Continued)

There are no inter-segment sales during the year (2022: Nil).

The following table presents segment assets and segment liabilities of the Group's reportable segments as at 31 December 2023 and 2022:

		2023 二零二三年			2022 二零二二年		
		Funeral services	Stem cells and immunocytes and other businesses 乾細胞及免疫細胞及其他業務	Total	Funeral services	Stem cells and immunocytes and other businesses 乾細胞及免疫細胞及其他業務	Total
		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
Segment assets	分部資產	223,199	6,169	229,368	220,613	7,469	228,082
Segment liabilities	分部負債	118,378	10,050	128,428	127,695	8,899	136,594

#### (b) 分部資料 (續)

(A) 截至二零二三年及二零二二年十二月三十一日止年度提供予執行董事的可報告分部的分部資料如下：(續)

分部業績、資產及負債 (續)

本年度概無分部間銷售 (二零二二年：無)。

下表載列於二零二三年及二零二二年十二月三十一日本集團可報告分部的分部資產及分部負債：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 4. REVENUE AND SEGMENT INFORMATION (Continued) 4. 收益及分部資料 (續)

#### (b) Segment information (Continued)

##### (B) Reconciliations of reportable segment revenue, profit or loss, assets, liabilities and other items

#### (b) 分部資料 (續)

##### (B) 可報告分部收益、損益、資產、負債及其他項目之對賬

			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
<b>Revenue</b>	<b>收益</b>			
Total reportable segment revenue and consolidated revenue	可報告分部收益總額及綜合收益		72,570	77,969
<b>Profit or loss</b>	<b>損益</b>			
Total reportable segment profit derived from Group's external customers	本集團外界客戶產生之可報告分部溢利總額		4,692	16,396
Fair value loss on investment properties	投資物業之公平值虧損	16	(1,081)	(1,231)
Fair value (loss)/gain on financial assets measured at FVTPL	按公平值計入損益計量之財務資產公平值(虧損)/收益	19	(4,226)	690
Fair value gain on convertible bonds designated at FVTPL	指定為按公平值計入損益之可換股債券之公平值收益	29	3,519	-
Unallocated other income and other net gains	未分配其他收入及其他收益淨額		1,667	1,327
Net reversal of impairment losses/ (impairment losses) recognised under ECL model on	以下各項之預期信貸虧損模型項下之已確認減值虧損回撥/(減值虧損)淨額			
– Trade receivables	– 貿易應收款項	6(d), 35(a)	507	(302)
– Other receivables	– 其他應收款項	6(d), 35(a)	2,334	1,706
Finance costs	融資成本	6(a)	(1,681)	(1,861)
Unallocated head office and corporate expenses	未分配總部及公司開支		(13,674)	(8,837)
Consolidated (loss)/profit before taxation	綜合除稅前(虧損)/溢利		(7,943)	7,888

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 4. REVENUE AND SEGMENT INFORMATION 4. 收益及分部資料 (續)

#### (Continued)

(b) Segment information (Continued)

(B) Reconciliations of reportable segment revenue, profit or loss, assets, liabilities and other items (Continued)

(b) 分部資料 (續)

(B) 可報告分部收益、損益、資產、負債及其他項目之對賬 (續)

		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
<b>Assets</b>	<b>資產</b>		
Total reportable segment assets	可報告分部資產總值	<b>229,368</b>	228,082
Unallocated head office and corporate assets	未分配總部及公司資產		
– Cash and cash equivalents	– 現金及現金等價物	<b>20,857</b>	15,233
– Time deposits with original maturity over three months	– 原到期時間超過三個月的定期存款	–	9,334
– Financial assets measured at FVTPL	– 按公平值計入損益計量之財務資產	<b>14,532</b>	26,006
– Other deposits paid and prepayments	– 其他已付按金及預付款項	<b>4,147</b>	4,028
– Others	– 其他	<b>2,803</b>	2,105
Consolidated total assets	綜合資產總值	<b>271,707</b>	284,788
<b>Liabilities</b>	<b>負債</b>		
Total reportable segment liabilities	可報告分部負債總額	<b>128,428</b>	136,594
Unallocated head office and corporate liabilities	未分配總部及公司負債		
– Amount due to a shareholder	– 應付一名股東之款項	<b>12,450</b>	12,098
– Convertible bonds	– 可換股債券	<b>14,313</b>	–
– Other payables and accruals	– 其他應付款項及應計款項	<b>4,620</b>	4,142
– Others	– 其他	<b>3,363</b>	1,137
Consolidated total liabilities	綜合負債總額	<b>163,174</b>	153,971

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 4. REVENUE AND SEGMENT INFORMATION (Continued) 4. 收益及分部資料 (續)

#### (b) Segment information (Continued)

#### (B) Reconciliations of reportable segment revenue, profit or loss, assets, liabilities and other items (Continued)

#### Other items

#### (b) 分部資料 (續)

#### (B) 可報告分部收益、損益、資產、負債及其他項目之對賬 (續)

#### 其他項目

		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		
Total reportable segment amount	Unallocated	Consolidated total	Total reportable segment amount	Unallocated	Consolidated total		
可呈報	未分配	總計	可呈報	未分配	總計		
分部總額	未分配	總計	分部總額	未分配	總計		
RMB'000	RMB'000	RMB'000	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	人民幣千元	人民幣千元	
<b>Other items:</b>							
Amounts included in the measure of segment operating profit/(loss):							
Depreciation of property, plant and equipment		(2,091)	-	(2,091)	(2,172)	(42)	
Depreciation of right-of-use assets		(4,804)	(196)	(5,000)	(4,792)	(155)	
Amortisation of intangible assets		(866)	-	(866)	(866)	-	
Written back of provision for cost of service		904	-	904	1,680	-	
Amounts not included in the measure of segment operating profit/(loss) but regularly reported to Executive Directors:							
Interest income		509	423	932	217	50	
Finance costs		(1,546)	(135)	(1,681)	(1,849)	(12)	
Fair value gain/(loss) on financial assets measured as FVTPL		8	(4,234)	(4,226)	(234)	924	
Reversal of impairment losses recognised under ECL model on trade and other receivables, net		2,686	155	2,841	1,291	113	
Income tax expense		(2,121)	(22)	(2,143)	(7,248)	(14)	
<b>Others:</b>							
Additions of property, plant and equipment		443	-	443	1,462	1,012	
Additions of right-of-use assets		-	1,155	1,155	412	-	

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 4. REVENUE AND SEGMENT INFORMATION (Continued) 4. 收益及分部資料 (續)

#### (c) Geographic information

The following set out information about the geographical location of (i) the Group's revenue from external customers; and (ii) the Group's property, plant and equipment, investment properties, right-of-use assets, intangible assets, interest in an associate, goodwill, other receivables and deposits paid and deposits for hire of funeral parlours and funeral services centres ("Specified Non-Current Assets").

The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical locations of Specified Non-Current Assets are based on the physical location of the assets, in case of property, plant and equipment, the physical location to which they are located. In the case of right-of-use assets, intangible assets, interest in an associate, goodwill, other receivables and deposits paid and deposits for hire of funeral parlours and funeral services centres, it is based on the location of the operation to these assets are allocated.

#### (c) 地區資料

以下載列有關(i)本集團來自外界客戶之收益；及(ii)本集團之物業、廠房及設備、投資物業、使用權資產、無形資產、於一間聯營公司的權益、商譽、其他應收款項及已付按金以及租用殯儀館及殯儀服務中心之按金(「特定非流動資產」)之地區資料。

客戶之所在地區乃基於提供服務或送交貨品之地區。特定非流動資產之所在地區以相關資產所處實際位置為基準倘為物業、廠房及設備，則以獲分配該等資產之實際位置為基準。倘為使用權資產、無形資產、於一間聯營公司的權益、商譽、其他應收款項及已付按金以及租用殯儀館及殯儀服務中心之按金，則以獲分配該等資產之業務所在地為基準。

	Revenue from external customers 來自外界客戶之收益		Specified Non-Current Assets 特定非流動資產	
	For the year ended 31 December 截至十二月三十一日止年度	As at 31 December 於十二月三十一日	As at 31 December 於十二月三十一日	As at 31 December 於十二月三十一日
	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	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
The PRC 中國	65,838	74,468	26,109	31,917
Taiwan 台灣	2,014	1,531	31,618	30,565
Hong Kong 香港	4,158	1,278	712	1,055
Vietnam 越南	560	692	180	174
	72,570	77,969	58,619	63,711

#### Information about major customers

For the years ended 31 December 2023 and 2022, revenue from any single external customer does not amount to 10% or more of the Group's revenue.

#### 主要客戶資料

截至二零二三年及二零二二年十二月三十一日止年度，概無來自任何單一外界客戶之收益佔本集團收益10%或以上。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 5. OTHER INCOME AND OTHER NET GAINS 5. 其他收入及其他收益淨額

		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
<b>Other income:</b>	<b>其他收入：</b>		
Interest income on financial assets measured at amortised cost	按攤銷成本計量之 財務資產之利息收入		
– Interest income on deposits at banks and financial institutions	– 銀行及金融機構存款 之利息收入	932	267
Rental income from investment properties	投資物業之租金收入	325	299
Government grants	政府補助	–	93
Gain on lease modification (Note 15)	租賃修改之收益 (附註15)	–	9
Sundry income	雜項收入	558	643
		<b>1,815</b>	<b>1,311</b>
<b>Other net gains/(losses):</b>	<b>其他收益／(虧損)淨額：</b>		
Written back of provision for cost of service (Note 31)	服務成本撥備撥回 (附註31)	904	1,680
Net exchange (loss)/gain	匯兌(虧損)／收益淨額	(146)	39
Loss on disposal of property, plant and equipment	出售物業、廠房及設備 之虧損	(2)	(23)
		<b>756</b>	<b>1,696</b>
		<b>2,571</b>	<b>3,007</b>



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 6. (LOSS)/PROFIT BEFORE TAXATION

### 6. 除稅前(虧損)/溢利

(Loss)/profit before taxation is arrived at after charging/  
(crediting) the followings:

除稅前(虧損)/溢利乃經扣除/  
(計入)下列項目後釐定:

		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
<b>(a) Finance costs</b>	<b>(a) 融資成本</b>		
Interest on lease liabilities (Note 15)	租賃負債之利息 (附註15)	1,518	1,769
Interest on bank borrowings	銀行借貸之利息	96	92
Interest on convertible bonds designated at FVTPL (Note 29)	指定為按公平值計入 損益之可換股債券 之利息(附註29)	67	-
		<b>1,681</b>	<b>1,861</b>
<b>(b) Staff costs (including directors' emoluments)</b>	<b>(b) 員工成本(包括董事薪酬)</b>		
Salaries, wages and other benefits	薪金、工資及其他 福利	33,565	30,992
Contributions to defined contribution retirement plans	定額供款退休計劃 供款	1,462	1,446
Share-based payments	以股份為基礎之付款	-	686
		<b>35,027</b>	<b>33,124</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 6. (LOSS)/PROFIT BEFORE TAXATION 6. 除稅前(虧損)/溢利 (Continued) (續)

(Loss)/profit before taxation is arrived at after charging/  
(crediting) the followings: (Continued)

除稅前(虧損)/溢利乃經扣除/  
(計入)下列項目後釐定:(續)

	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
<b>(c) Depreciation and amortisation (c) 折舊及攤銷</b>		
Property, plant and equipment (Note 14)	2,091	2,214
Right-of-use assets (Note 15)	5,000	4,947
Intangible assets (included in administrative expenses) (Note 17)	866	866
	<b>7,957</b>	<b>8,027</b>
<b>(d) Other items (d) 其他項目</b>		
Auditors' remuneration		
– audit services	1,040	902
– non-audit services	253	–
Cost of inventories recognised as an expense	11,099	9,684
Rental income from investment properties less direct outgoing of Nil (2022: Nil)	(325)	(299)
Lease payments for property, plant and equipment not included in the measurement of lease liabilities (Note 15)	781	660
(Reversal of impairment losses)/ impairment losses recognised under ECL model on trade receivables, net (Note 35(a))	(507)	302
Reversal of impairment losses recognised under ECL model on other receivables, net (Note 35(a))	(2,334)	(1,706)
	<b>(2,841)</b>	<b>(1,404)</b>
Written off of property, plant and equipment (Note 14)	–	342

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 7. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS 7. 綜合損益表之所得稅

		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
PRC Enterprise Income Tax (Note 30(a))	中國企業所得稅 (附註30(a))		
– current year	– 本年度	1,211	4,007
– under-provision in prior years	– 過往年度撥備不足	793	3,269
		<b>2,004</b>	7,276
Hong Kong Profits Tax (Note 30(a))	香港利得稅 (附註30(a))		
– current year	– 本年度	139	–
– over-provision in prior years	– 過往年度超額撥備	–	(14)
		<b>139</b>	(14)
<b>Total</b>	<b>總計</b>	<b>2,143</b>	7,262

Notes:

(a) Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profit above HK\$2 million.

No provision for Hong Kong Profits Tax has been made as the Group has no assessable profits in Hong Kong for the year ended 31 December 2022.

(b) The Group is not subject to any taxation under the jurisdiction of the Cayman Islands, Independent State of Samoa (“Samoa”) and the British Virgin Islands (“BVI”) for both years.

附註：

(a) 根據香港利得稅的兩級制利得稅率制度，合資格集團實體首2百萬港元之溢利將按8.25%計稅，而超過2百萬港元之溢利將按16.5%計稅。不符合兩級制利得稅率制度之集團實體之溢利將繼續按統一稅率16.5%計稅。因此，合資格集團實體的香港利得稅按估計應課稅溢利的首2百萬港元計算為8.25%，而超過2百萬港元的估計應課稅溢利為16.5%。

由於本集團於截至二零二二年十二月三十一日止年度概無在香港產生任何應課稅溢利，故並無作出香港利得稅撥備。

(b) 本集團於兩個年度均毋須繳納開曼群島、薩摩亞獨立國（「薩摩亞」）及英屬處女群島（「英屬處女群島」）司法權區之任何稅項。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

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

### 7. 綜合損益表之所得稅(續)

Notes: (Continued)

- (c) During the years ended 31 December 2023 and 2022, all subsidiaries operating in the PRC are subject to Enterprise Income Tax rate at 25% in accordance with the Law of the PRC on Enterprises Income Tax.

In prior years, Chongqing Xizhou Funeral Service Company Limited (“Chongqing Xizhou”), an indirect wholly-owned subsidiary of the Company, was considered to entitle a preferential tax rate of 15% in accordance with 西部大開發企業所得稅優惠 since 2011 and up to 2020 and 《關於延續西部大開發企業所得稅政策的公告》(Announcement No. 23 of the Ministry of Finance in 2020) issued in April 2020 (collectively the “PRC Preferential Tax Regulations”) for a period from 1 January 2021 to 30 December 2030, when the annual revenue from the encouraged business exceeded 60% of Chongqing Xizhou total revenue in a fiscal year.

During the year ended 31 December 2022, Chongqing Xizhou was notified by the local tax authority that its principal activities did not meet the criteria for an encouraged business under the PRC Preferential Tax Regulations. This led to Chongqing Xizhou being subjected to a 25% Enterprise Income Tax rate. Following negotiations between Chongqing Xizhou and the local tax authority, the local tax authority reaffirmed its original decision, resulting in Chongqing Xizhou paying an additional PRC Enterprise Income Tax of approximately RMB3,269,000.

- (d) Bau Shan Life Science Technology Co., Ltd. (“Bau Shan”), a direct subsidiary of the Company, and Bu Lao Lin Limited (“BLL”), which is an indirect subsidiary of the Company, are subject to Taiwan Enterprise Income Tax at 17% (2022: 17%) on taxable profits determined in accordance with the Income Tax Act and other relevant laws in Taiwan. No provision for Taiwan Enterprise Income Tax has been made as Bau Shan has accumulated tax losses brought forward which exceed the estimated assessable profits for the year, and BLL has no assessable profits for both years.

附註：(續)

- (c) 截至二零二三年及二零二二年十二月三十一日止年度，所有於中國經營之附屬公司須根據中國企業所得稅法按25%的稅率繳納企業所得稅。

於過往年度，本公司之間接全資附屬公司重慶錫周殯葬服務有限公司（「重慶錫周」）自二零一一年起直至二零二零年根據西部大開發企業所得稅優惠，及自二零二一年一月一日至二零三零年十二月三十一日期間根據二零二零年四月發佈的《關於延續西部大開發企業所得稅政策的公告》（財政部公告[2020]第23號）（統稱「中國優惠稅收條例」）視作享有15%的優惠稅率，於一個財政年度鼓勵類業務的年收入超過重慶錫周總收入的60%。

截至二零二二年十二月三十一日止年度，重慶錫周獲當地稅務機關告知，其主要業務並不符合中國優惠稅務法規項下的鼓勵類業務標準，導致重慶錫周須按25%的稅率繳納企業所得稅。經重慶錫周與當地稅務機關磋商後，該機關重申其原有決定，重慶錫周額外支付中國企業所得稅約人民幣3,269,000元。

- (d) 本公司直接附屬公司寶山生命科技股份有限公司（「寶山」）及本公司間接附屬公司及不老林有限公司（「不老林」）須根據台灣所得稅法及其他相關法律，按應課稅溢利的17%（二零二二年：17%）繳納台灣企業所得稅。由於寶山本年度承前的累計稅項虧損超逾預計應課稅溢利，且不老林於兩個年度均無應課稅溢利，故概無就台灣企業所得稅作出撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

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

### 7. 綜合損益表之所得稅 (續)

Notes: (Continued)

(e) Bao Son Life Company Limited (“Bao Son Life”) and Hoan Loc Viet Duc Hoa Corporation (“HLV Duc Hoa”), indirect non-wholly-owned subsidiaries of the Company, are subject to Vietnam Corporate Income Tax at 20% (2022: 20%) on taxable profits determined in accordance with the relevant laws and regulations in Vietnam. No provision for Vietnam Corporate Income Tax has been made as Bao Son Life and HLV Duc Hoa have no assessable profits for both years.

附註：(續)

(e) 本公司之間接非全資擁有附屬公司寶山生命責任有限公司(「寶山生命」)及Hoan Loc Viet Duc Hoa Corporation(「HLV Duc Hoa」)須根據越南相關法律及法規釐定之應課稅溢利按20%(二零二二年:20%)之稅率繳納越南企業所得稅。由於寶山生命及HLV Duc Hoa於兩個年度均無應課稅溢利，故概無就越南企業所得稅作出撥備。

Reconciliation between income tax expense and accounting (loss)/profit at applicable tax rates:

按適用稅率計算之所得稅開支及會計(虧損)/溢利之對賬：

		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
(Loss)/profit before taxation	除稅前(虧損)/溢利	<b>(7,943)</b>	7,888
Notional tax on (loss)/profit before taxation, calculated at the rates applicable to (loss)/profit in the tax jurisdictions concerned	按相關稅務司法權區內(虧損)/溢利適用稅率就除稅前(虧損)/溢利計算之理論稅項	<b>(1,382)</b>	2,806
Under-provision of PRC Enterprise Income Tax in prior years	過往年度中國企業所得稅撥備不足	<b>793</b>	3,269
Under/(over)-provision of Hong Kong Profits Tax in prior years	過往年度香港利得稅撥備不足/(超額撥備)	-	(14)
Tax effect of non-deductible expenses	不可扣減開支之稅務影響	<b>4,637</b>	2,009
Tax effect of non-taxable income	毋須課稅收入之稅務影響	<b>(2,234)</b>	(1,111)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	<b>451</b>	303
Tax effect of utilisation of tax loss brought forward	動用已結轉稅項虧損之稅務影響	<b>(119)</b>	-
Tax concession	稅務優惠	<b>(3)</b>	-
Actual tax expense	實際稅項開支	<b>2,143</b>	7,262

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 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 is as follows:

### 8. 董事薪酬

根據香港《公司條例》第383(1)條及《公司(披露董事利益資料)規例》第2部規定須予披露之董事薪酬如下:

Name of directors	董事姓名	Notes 附註	2023 二零二三年					Total 總計
			Fees 袍金 RMB'000 人民幣千元	Salaries and allowances (Note i) 薪金及津貼 (附註i) RMB'000 人民幣千元	Discretionary bonuses 酌情花紅 RMB'000 人民幣千元	Retirement benefit scheme contributions 退休福利計劃供款 RMB'000 人民幣千元	Share-based payments (Note ii) 以股份為基礎之付款 (附註ii) RMB'000 人民幣千元	
<i>Executive directors</i>								
	<i>執行董事</i>							
Mr. Liu Tien-Tsai ("Mr. Liu")	劉添財先生(「劉先生」)		1,270	573	73	-	1,916	1,916
Mr. Xu Jianchun ("Mr. Xu")	許建春先生(「許先生」)		1,357	-	-	-	1,357	1,357
Dr. Xu Qiang ("Dr. Xu")	徐強博士(「徐博士」)	(iii)	36	-	-	-	36	36
<i>Independent non-executive directors</i>								
	<i>獨立非執行董事</i>							
Mr. Chai Chung Wai ("Mr. Chai")	齊忠偉先生(「齊先生」)		63	-	-	-	63	63
Dr. Yang Jingjing ("Dr. Yang")	楊菁菁博士(「楊博士」)		54	-	-	-	54	54
Ms. Hu Zhaohui ("Ms. Hu")	胡朝輝女士(「胡女士」)	(iv)	31	-	-	-	31	31
Mr. Sun Fei ("Mr. Sun")	孫飛先生(「孫先生」)	(v)	14	-	-	-	14	14
			2,825	573	73	-	3,471	3,471

Name of directors	董事姓名	Note 附註	2022 二零二二年					Total 總計
			Fees 袍金 RMB'000 人民幣千元	Salaries and allowances (Note i) 薪金及津貼 (附註i) RMB'000 人民幣千元	Discretionary bonuses 酌情花紅 RMB'000 人民幣千元	Retirement benefit scheme contributions 退休福利計劃供款 RMB'000 人民幣千元	Share-based payments (Note ii) 以股份為基礎之付款 (附註ii) RMB'000 人民幣千元	
<i>Executive directors</i>								
	<i>執行董事</i>							
Mr. Liu	劉先生		1,076	565	23	-	1,664	1,664
Mr. Xu	許先生		1,288	-	-	-	1,288	1,288
Dr. Xu	徐博士		52	-	-	-	52	293
<i>Independent non-executive directors</i>								
	<i>獨立非執行董事</i>							
Mr. Chai	齊先生		60	-	-	-	60	60
Mr. Sun	孫先生		52	-	-	-	52	293
Dr. Yang	楊博士	(vi)	42	-	-	-	42	42
Mr. Wang Jun ("Mr. Wang")	王均先生(「王先生」)	(vii)	9	-	-	-	9	9
			2,579	565	23	-	3,167	3,649

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 8. DIRECTORS' EMOLUMENTS (Continued) 8. 董事薪酬(續)

Notes:

(i) Salaries, allowance and benefits in kind paid to the executive director are generally emoluments paid or payables in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.

(ii) These represent the estimated value of share options granted to the directors under the 2021 Share Option Scheme (as defined in Note 42 to the consolidated financial statements). The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in Note 2(p)(i).

The details of these benefits in kind, including the principal terms and number of options granted, are disclosed in Note 42 to the consolidated financial statements.

(iii) Resigned on 31 August 2023.

(iv) Appointed on 7 June 2023.

(v) Resigned on 3 April 2023.

(vi) Appointed on 4 March 2022.

(vii) Resigned on 4 March 2022.

No director of the Company waived or agreed to waive any emoluments and no emoluments were paid or payable by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office for both years.

As at 31 December 2023, the directors did not hold any share option (2022: 7,424,000 share options) under the Company's share option scheme. The details of the share options are disclosed in Note 42.

附註：

(i) 支付執行董事的薪金、津貼及實物利益一般乃為支付或應付該等人士就本公司及其附屬公司的管理事務所提供的其他服務的酬金。

(ii) 該等金額指根據二零二一年購股權計劃授予董事之購股權之估計價值(定義見綜合財務報表附註42)。該等購股權的價值乃根據附註2(p)(i)所載本集團有關以股份為基礎之付款交易的會計政策計量。

該等實物利益的詳情(包括授出購股權的主要條款及數目)於綜合財務報表附註42披露。

(iii) 於二零二三年八月三十一日辭任。

(iv) 於二零二三年六月七日獲委任。

(v) 於二零二三年四月三日辭任。

(vi) 於二零二二年三月四日獲委任。

(vii) 於二零二二年三月四日辭任。

於兩個年度，本公司概無董事放棄或同意放棄任何薪酬，本集團亦概無向任何董事支付或應付薪酬作為加入或於加入本集團時之獎勵，或作為離職賠償。

於二零二三年十二月三十一日，董事並無持有本公司購股權計劃項下之任何購股權(二零二二年：7,424,000份購股權)。購股權之詳情於附註42披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 9. FIVE HIGHEST PAID EMPLOYEES

Of the five employees with the highest emoluments, two (2022: two) are directors of the Company whose emoluments are disclosed in Note 8. The aggregate of the emoluments of the remaining three (2022: three) employees 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, allowances and other benefits	薪金、津貼及其他福利	3,480	2,710
Discretionary bonuses	酌情花紅	139	19
Contributions to retirement benefit scheme	退休福利計劃供款	12	22
		<b>3,631</b>	<b>2,751</b>

The emoluments of the three (2022: three) employees with the highest emoluments are within the following band:

		2023 二零二三年 Number of employees 僱員人數	2022 二零二二年 Number of employees 僱員人數
Nil to HK\$1,000,000 (equivalent to approximately RMB904,732 (2022: RMB858,795))	零至1,000,000港元 (相當於約 人民幣904,732元 (二零二二年: 人民幣858,795元))	-	1
HK\$1,000,000 to HK\$2,000,000 (equivalent to approximately RMB904,732 to RMB1,809,464 (2022: RMB858,795 to RMB1,717,591))	1,000,000港元至2,000,000 港元(相當於約 人民幣904,732元至 人民幣1,809,464元 (二零二二年: 人民幣858,795元至 人民幣1,717,591元))	3	2

No emoluments were paid or payable by the Group to any of the three (2022: three) highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office for both years.

### 9. 五名最高薪僱員

五名最高薪僱員包括兩名(二零二二年: 兩名)本公司董事, 其薪酬於附註8披露。其餘三名(二零二二年: 三名)最高薪僱員之薪酬總額如下:

三名(二零二二年: 三名)最高薪僱員之薪酬介乎下列範圍:

於兩個年度內, 本集團概無向三名(二零二二年: 三名)最高薪僱員中任何一位支付或須向彼等支付薪酬作為加入或於加入本集團時之獎勵, 或作為離職賠償。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 10. OTHER COMPREHENSIVE INCOME/ (EXPENSE) 10. 其他全面收益／（開支）

There was no tax effect on each component of the other comprehensive income/(expense) for both years.

於兩個年度內，各分部並無因其他全面收益／（開支）受到稅務影響。

### 11. LOSS PER SHARE

### 11. 每股虧損

		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
Loss:	虧損：		
Loss for the year attributable to owners of the Company for the purpose of basic loss per share	用於計算每股基本虧損之本公司擁有人應佔年度虧損	<b>(7,173)</b>	(847)
Effect of dilutive potential ordinary shares	普通股潛在攤薄影響		
– Interest on convertible bonds	– 可換股債券之利息	<b>67</b>	N/A不適用
– Fair value gain on convertible bonds	– 可換股債券之公平值收益	<b>(3,519)</b>	N/A不適用
Loss for the year attributable to owners of the Company for the purpose of diluted loss per share	用於計算每股攤薄虧損之本公司擁有人應佔年度虧損	<b>(10,625)</b>	(847)

		2023 二零二三年	2022 二零二二年
Number of shares:	股份數目：		
Weighted average number of shares for the purpose of basic loss per share	用於計算每股基本虧損之股份加權平均數	<b>798,328,767</b>	742,500,000
Effect of dilutive potential ordinary shares	普通股潛在攤薄影響		
– Convertible bonds	– 可換股債券	<b>56,466,188</b>	N/A不適用
Weighted average number of shares for the purpose of diluted loss per share (note)	用於計算每股攤薄虧損之股份加權平均數（附註）	<b>854,794,955</b>	742,500,000

Note: For the years ended 31 December 2023 and 2022, the computation of diluted loss per share did not assume the exercise of share options because the share options had an anti-dilutive effect on the basic loss per share.

附註：截至二零二三年及二零二二年十二月三十一日止年度，計算每股攤薄虧損時並無假設購股權獲行使，原因為購股權對每股基本虧損具有反攤薄影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 12. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company for the years ended 31 December 2023 and 2022, nor has any dividend been proposed since the end of the reporting period.

### 13. RETIREMENT BENEFITS SCHEMES

Employees of the Group's PRC and Vietnam subsidiaries are required to participate in a defined contribution retirement benefit scheme administrated and operated by the local municipal government. The Group's PRC and Vietnam subsidiaries are required to make contributions to scheme based on certain percentage of the relevant portion of the payroll of all qualifying employees in accordance with the relevant regulations in the PRC and Vietnam respectively. The contributions are charged to the consolidated statement of profit or loss and other comprehensive income.

The Group is also required to participate in defined contribution retirement benefit schemes administered and operated by Bureau of Labour Insurance of Taiwan for employees employed in Taiwan. Under the scheme, the employers are required to make contributions to the scheme at 6% of the employees' relevant income. Contributions to the schemes vest immediately.

The Group has arranged its Hong Kong employees to join the Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement plan managed by independent trustees. Under the MPF Scheme, each of the Group (the employer) and its employees makes monthly contributions to the scheme at 5% of the employees' earning as defined under the Mandatory Provident Fund Schemes Ordinance. The contributions from each of the employer and employees are subject to a cap of HK\$1,500 per month and thereafter contributions are voluntary. Contributions to the plan vest immediately.

### 12. 股息

本公司於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向普通股股東派付或建議派付任何股息，自報告期末亦無建議任何股息。

### 13. 退休福利計劃

本集團中國及越南附屬公司之僱員須參與由地方市政府管理及經營之定額供款退休福利計劃。本集團之中國及越南附屬公司須分別根據中國及越南相關條例，按全部合資格僱員薪酬相關部分之若干百分比對計劃作出供款。該等供款從綜合損益及其他全面收益表中扣除。

本集團亦須就於台灣僱用之僱員參與由台灣勞工保險局管理及經營之定額供款退休福利計劃。根據計劃，僱主須按僱員相關收入之6%向計劃作出供款。計劃供款即時歸屬。

本集團已按照香港僱傭條例之司法權限根據香港強制性公積金計劃條例安排其所僱用之香港僱員加入強制性公積金計劃（「強積金計劃」）。強積金計劃為定額供款退休計劃，由獨立信託人管理。根據強積金計劃，強制性公積金計劃條例規定本集團（僱主）及其僱員每月須各自按僱員收入之5%向該計劃作出供款。僱主及僱員每月供款以1,500港元為上限，另可作自願供款。計劃供款即時歸屬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 13. RETIREMENT BENEFITS SCHEMES 13. 退休福利計劃 (續) (Continued)

The Group has no other material obligation for the payment of retirement benefits associated with the retirement benefit schemes beyond the contribution described above.

The Group had no forfeited contributions under the MPF Scheme and its defined contribution retirement benefits schemes in the PRC, Vietnam and Taiwan which may be used to reduce the existing level of contributions during the year ended 31 December 2023 (2022: Nil). There were also no forfeited contributions available to reduce future contributions at the end of the reporting period (2022: Nil).

除上述供款外，本集團並無任何其他與上述退休福利計劃相關之退休福利付款之重大責任。

截至二零二三年十二月三十一日止年度，本集團於強積金計劃及其於中國、越南及台灣的定額供款退休福利計劃項下並無可用於減少現有供款水平之已沒收供款（二零二二年：無）。於報告期末，亦無已沒收供款可供扣減未來供款（二零二二年：無）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 14. PROPERTY, PLANT AND EQUIPMENT

### 14. 物業、廠房及設備

(a)

(a)

		Freehold land and buildings held for own use carried at fair value 持作自用 並按公平值 列賬之 永久業權土地 及樓宇 RMB'000 人民幣千元	Leasehold improvements 租賃裝修 RMB'000 人民幣千元	Furniture, fixtures and office equipment 傢俬、裝置及 辦公室設備 RMB'000 人民幣千元	Motor vehicles 汽車 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
<b>Cost or valuation</b>	<b>成本或估值</b>						
At 1 January 2022	於二零二二年一月一日	28,339	19,392	15,344	4,203	947	68,225
Exchange adjustments	匯兌調整	(159)	(4)	51	88	2	(22)
Additions	添置	-	-	188	1,515	771	2,474
Disposals	出售	-	(1,786)	(38)	(982)	-	(2,806)
Written off	撇銷	-	-	-	-	(342)	(342)
Transfer	轉撥	-	-	1,280	-	(1,280)	-
Deficit on revaluation, net	重估虧絀淨額	(911)	-	-	-	-	(911)
Less: Elimination of accumulated depreciation	減：累計折舊對銷	(456)	-	-	-	-	(456)
At 31 December 2022	於二零二二年十二月三十一日	26,813	17,602	16,825	4,824	98	66,162
<b>Representing:</b>	<b>即：</b>						
Cost	成本	-	17,602	16,825	4,824	98	39,349
Valuation - 2022	估值 - 二零二二年	26,813	-	-	-	-	26,813
		26,813	17,602	16,825	4,824	98	66,162
At 1 January 2023	於二零二三年一月一日	26,813	17,602	16,825	4,824	98	66,162
Exchange adjustments	匯兌調整	1,176	162	215	118	6	1,677
Additions	添置	-	-	443	-	-	443
Disposals	出售	-	-	(57)	-	-	(57)
Written off	撇銷	-	(980)	(778)	(57)	-	(1,815)
Surplus on revaluation, net	重估盈餘淨額	1,430	-	-	-	-	1,430
Less: Elimination of accumulated depreciation	減：累計折舊對銷	(461)	-	-	-	-	(461)
At 31 December 2023	於二零二三年十二月三十一日	28,958	16,784	16,648	4,885	104	67,379
<b>Representing:</b>	<b>即：</b>						
Cost	成本	-	16,784	16,648	4,885	104	38,421
Valuation - 2023	估值 - 二零二三年	28,958	-	-	-	-	28,958
		28,958	16,784	16,648	4,885	104	67,379

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 14. PROPERTY, PLANT AND EQUIPMENT 14. 物業、廠房及設備 (續)

(Continued)

(a) (Continued)

(a) (續)

		Freehold land and buildings held for own use carried at fair value 持作自用並按公平值列賬之永久業權土地及樓宇 RMB'000 人民幣千元	Leasehold improvements 租賃裝修 RMB'000 人民幣千元	Furniture, fixtures and office equipment 傢俬、裝置及辦公室設備 RMB'000 人民幣千元	Motor vehicles 汽車 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
<b>Accumulated depreciation and impairment losses</b>	<b>累計折舊及減值虧損</b>						
At 1 January 2022	於二零二二年一月一日	-	18,248	14,190	3,014	-	35,452
Exchange adjustments	匯兌調整	-	(4)	52	63	-	111
Charge for the year	本年度支出	456	498	709	551	-	2,214
Elimination on disposals	出售時對銷	-	(1,782)	(39)	(926)	-	(2,747)
Elimination on revaluation	重估時對銷	(456)	-	-	-	-	(456)
At 31 December 2022	於二零二二年十二月三十一日	-	16,960	14,912	2,702	-	34,574
At 1 January 2023	於二零二三年一月一日	-	16,960	14,912	2,702	-	34,574
Exchange adjustments	匯兌調整	-	162	185	96	-	443
Charge for the year	本年度支出	461	433	610	587	-	2,091
Written off	撇銷	-	(980)	(778)	(57)	-	(1,815)
Elimination on disposals	出售時對銷	-	-	(54)	-	-	(54)
Elimination on revaluation	重估時對銷	(461)	-	-	-	-	(461)
At 31 December 2023	於二零二三年十二月三十一日	-	16,575	14,875	3,328	-	34,778
<b>Carrying value</b>	<b>賬面值</b>						
At 31 December 2023	於二零二三年十二月三十一日	28,958	209	1,773	1,557	104	32,601
At 31 December 2022	於二零二二年十二月三十一日	26,813	642	1,913	2,122	98	31,588

(b) Had the revalued freehold land and buildings held for own use been carried at cost less accumulated depreciation, the carrying value would have been:

(b) 倘經重估持作自用之永久業權土地及樓宇乃以成本減累計折舊列賬，賬面值將如下：

		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
Freehold land and buildings held for own use	持作自用之永久業權土地及樓宇	19,673	19,017

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 14. PROPERTY, PLANT AND EQUIPMENT (Continued) 14. 物業、廠房及設備 (續)

#### (c) Fair value measurement of properties

##### (i) Fair value hierarchy

The following table presents the fair value of the Group's properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair Value Measurement*. The level into which 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, that is, 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, that is, 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.

#### (c) 物業之公平值計量

##### (i) 公平值層級

下表呈列於報告期末按經常性基準計量的本集團物業的公平值，歸類為香港財務報告準則第13號公平值計量定義的三級公平值層級。公平值計量歸類的層級經參考估值技術中使用的輸入值的可觀察性及重要性釐定如下：

- 第一層估值：只以第一層輸入值計量公平值，即相同資產或負債於計量日在活躍市場的未調整報價。
- 第二層估值：以第二層輸入值（而非重要之不可觀察輸入值）計量公平值，即其輸入值之可觀察性並未如第一層輸入值。不可觀察輸入值為並無市場數據可作參考之輸入值。
- 第三層估值：以重要的不可觀察輸入值計量公平值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 14. PROPERTY, PLANT AND EQUIPMENT 14. 物業、廠房及設備 (續)

#### (Continued)

(c) Fair value measurement of properties  
(Continued)

(i) Fair value hierarchy (Continued)

(c) 物業之公平值計量 (續)

(i) 公平值層級 (續)

		Fair value measurements as at 31 December 2023 categorised into 於二零二三年十二月三十一日之 公平值計量分類為			
		Fair value at 31 December 2023 於二零二三年 十二月三十一日 之公平值 RMB'000 人民幣千元	Level 1 第一層 RMB'000 人民幣千元	Level 2 第二層 RMB'000 人民幣千元	Level 3 第三層 RMB'000 人民幣千元
<b>Recurring fair value measurement</b>	<b>經常性公平值計量</b>				
Freehold land and buildings	永久業權土地及				
- Taiwan	樓宇 - 台灣	27,254	-	-	27,254
Buildings - The PRC	樓宇 - 中國	1,704	-	-	1,704
		<b>28,958</b>	<b>-</b>	<b>-</b>	<b>28,958</b>

		Fair value measurements as at 31 December 2022 categorised into 於二零二二年十二月三十一日之 公平值計量分類為			
		Fair value at 31 December 2022 於二零二二年 十二月三十一日 之公平值 RMB'000 人民幣千元	Level 1 第一層 RMB'000 人民幣千元	Level 2 第二層 RMB'000 人民幣千元	Level 3 第三層 RMB'000 人民幣千元
<b>Recurring fair value measurement</b>	<b>經常性公平值計量</b>				
Freehold land and buildings	永久業權土地及				
- Taiwan	樓宇 - 台灣	25,175	-	-	25,175
Buildings - The PRC	樓宇 - 中國	1,638	-	-	1,638
		<b>26,813</b>	<b>-</b>	<b>-</b>	<b>26,813</b>

During the years ended 31 December 2023 and 2022, there were no transfers between level 1 and level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

於截至二零二三年及二零二二年十二月三十一日止年度，第一層與第二層之間並無轉換，亦無轉入第三層或自第三層轉出。本集團之政策為於報告期末公平值層級之間出現轉換時確認有關轉換。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 14. PROPERTY, PLANT AND EQUIPMENT (Continued) 14. 物業、廠房及設備 (續)

#### (c) Fair value measurement of properties (Continued)

##### (i) Fair value hierarchy (Continued)

The Group's freehold land and buildings held for own use as at 31 December 2023 were revalued and the valuations were carried out by APAC Appraisal and Consulting Limited ("APAC") (2022: Graval Consulting Limited ("Graval")). Both APAC and Graval are independent qualified professional valuers with recent experience in the location and category of properties being valued. The Company's directors have discussed with APAC (2022: Graval) on the valuation assumptions and valuation results when the valuation are performed at each interim and annual reporting date.

##### (ii) Information about Level 3 fair value measurements

	Valuation techniques 估值技術	Unobservable input 不可觀察輸入值	Range 範圍	
			2023 二零二三年	2022 二零二二年
Freehold land and buildings – Taiwan 永久業權土地及樓宇 – 台灣	Direct comparison approach 直接比較法	Property-specific adjusting rate 物業指定調整率	<b>(30%) to 16%</b> <b>(30%)至16%</b>	(10%) to 25% (10%)至25%
Buildings – The PRC 樓宇 – 中國	Direct comparison approach 直接比較法	Property-specific adjusting rate 物業指定調整率	<b>(7%) to 10%</b> <b>(7%)至10%</b>	(10%) to 10% (10%)至10%

The fair value of properties held for own use located in Taiwan and the PRC is determined by using direct comparison approach with reference to the market price of comparable properties and adjusted for building quality, location of the properties and timing of the reference transactions. The fair value measurement is positively correlated to the property-specific adjustment rate. There has been no change on the valuation technique during the year.

#### (c) 物業之公平值計量 (續)

##### (i) 公平值層級 (續)

於二零二三年十二月三十一日，本集團持作自用之永久業權土地及樓宇均已重估，估值由亞太估值及顧問有限公司（「亞太」）（二零二二年：博浩企業顧問有限公司（「博浩企業」））進行，亞太及博浩企業均為對上述估物業所在地及類別有近期估值經驗之獨立合資格估值師。在各個中期及年度報告日期進行估值時，本公司董事已與亞太（二零二二年：博浩企業）討論估值假設及估值結果。

##### (ii) 有關第三層公平值計量之資料

於台灣及中國持作自用之物業之公平值乃使用直接比較法釐定，已參考可供比較物業之市價，並就參考交易之樓宇質量、物業地點及時間作出調整。公平值計量與具體物業調整比率正相關。於本年度，估值技術並無變動。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 14. PROPERTY, PLANT AND EQUIPMENT 14. 物業、廠房及設備 (續)

#### (Continued)

#### (c) Fair value measurement of properties (Continued)

##### (ii) Information about Level 3 fair value measurements (Continued)

During the years ended 31 December 2023 and 2022, the movements in the balances of these Level 3 fair value measurements are as follows:

#### (c) 物業之公平值計量 (續)

##### (ii) 有關第三層公平值計量之資料 (續)

於截至二零二三年及二零二二年十二月三十一日止年度，上述第三層公平值計量結餘變動如下：

		Freehold land and buildings – Taiwan 永久業權 土地及樓宇 – 台灣 RMB'000 人民幣千元	Buildings – The PRC 樓宇 – 中國 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	26,914	1,425	28,339
Depreciation charge for the year	本年度折舊開支	(160)	(296)	(456)
Exchange adjustments	匯兌調整	(159)	–	(159)
(Deficit)/surplus on revaluation	重估(虧絀)/盈餘			
– recognised in other comprehensive income, included in “properties revaluation reserve”	– 於其他全面收益確認， 計入「物業重估儲備」	(1,420)	509	(911)
At 31 December 2022	於二零二二年十二月三十一日	25,175	1,638	26,813
At 1 January 2023	於二零二三年一月一日	<b>25,175</b>	<b>1,638</b>	<b>26,813</b>
Depreciation charge for the year	本年度折舊開支	<b>(165)</b>	<b>(296)</b>	<b>(461)</b>
Exchange adjustments	匯兌調整	<b>1,176</b>	–	<b>1,176</b>
Surplus on revaluation	重估盈餘			
– recognised in other comprehensive income, included in “properties revaluation reserve”	– 於其他全面收益確認， 計入「物業重估儲備」	<b>1,068</b>	<b>362</b>	<b>1,430</b>
At 31 December 2023	於二零二三年十二月三十一日	<b>27,254</b>	<b>1,704</b>	<b>28,958</b>

Effect of foreign currency exchange differences of freehold land and buildings held for own use are recognised in other comprehensive income in “foreign currency translation reserve”.

持作自用的永久業權土地及樓宇之外幣匯兌差異的影響於「匯兌儲備」之其他全面收益確認。

(d) The carrying amount of freehold land and buildings held for own use pledged as security for the Group’s bank borrowings was RMB24,377,000 (2022: RMB22,578,000) (Note 28) as at 31 December 2023.

(d) 於二零二三年十二月三十一日，已抵押作為本集團銀行借貸抵押品之持作自用的永久業權土地及樓宇的賬面值為人民幣24,377,000元(二零二二年：人民幣22,578,000元)(附註28)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 14. PROPERTY, PLANT AND EQUIPMENT (Continued) 14. 物業、廠房及設備 (續)

- (e) No impairment loss on property, plant and equipment has been provided for both the years ended 31 December 2023 and 2022.
- (e) 截至二零二三年及二零二二年十二月三十一日止兩個年度，概無就物業、廠房及設備計提減值虧損。
- (f) As at 31 December 2023, the Group's freehold land in Taiwan amounting to RMB809,000 (2022: RMB1,000,000) was under trust arrangements.
- (f) 於二零二三年十二月三十一日，本集團根據信託安排於台灣持有之永久業權土地為人民幣809,000元（二零二二年：人民幣1,000,000元）。

### 15. RIGHT-OF-USE ASSETS

### 15. 使用權資產

		Prepaid leasehold lands 預付租賃土地 RMB'000 人民幣千元	Leased properties 租賃物業 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>At 31 December 2023</b>	<b>於二零二三年十二月三十一日</b>			
Carrying amount	賬面值	2,469	16,619	19,088
<b>At 31 December 2022</b>	<b>於二零二二年十二月三十一日</b>			
Carrying amount	賬面值	2,536	20,382	22,918
<b>For the year ended 31 December 2023</b>	<b>截至二零二三年 十二月三十一日止年度</b>			
Depreciation charge	折舊開支	67	4,933	5,000
<b>For the year ended 31 December 2022</b>	<b>截至二零二二年 十二月三十一日止年度</b>			
Depreciation charge	折舊開支	67	4,880	4,947

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 15. RIGHT-OF-USE ASSETS (Continued)

Notes:

- (i) The Group holds lands of which the Group is the registered owner of the lands, including the whole or part of undivided share in the underlying lands. Lump sum payments were made upfront to acquire the lands from its previous registered owners, and there are no ongoing payments to be made under the terms of the land lease.
- (ii) For both years, the Group leases various offices and properties for its operation. Lease contract is entered into for fixed term of 2 to 19.92 years (2022: 1.58 to 19.92 years). Lease terms are negotiated on an individual basis and contain different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.
- (iii) During the year ended 31 December 2023, the Group had additions of right-of-use assets of approximately RMB1,155,000 (2022: RMB412,000).
- (iv) During the year ended 31 December 2022, the Group had lease modification and recognised gain on lease modification of approximately RMB9,000 (2023: Nil).

### 15. 使用權資產 (續)

附註：

- (i) 本集團為該土地(包括相關土地之全部或部分不可分割份數)之登記擁有人。本集團已就自其先前登記擁有人收購該土地支付一筆過預付款，而根據土地租賃之條款，毋須持續作出付款。
- (ii) 於兩個年度，本集團租賃多個辦公室及物業以供營運。已訂立的租賃合約的固定期限為2至19.92年(二零二二年：1.58至19.92年)。租期乃按個別基準磋商，並包括不同條款及條件。於釐定期租期及評估不可撤銷期間之長短時，本集團已應用合約的定義並釐定合約可強制執行的期間。
- (iii) 截至二零二三年十二月三十一日止年度，本集團已添置使用權資產約人民幣1,155,000元(二零二二年：人民幣412,000元)。
- (iv) 截至二零二二年十二月三十一日止年度，本集團作出租賃修改並確認租賃修改之收益約人民幣9,000元(二零二三年：無)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 15. RIGHT-OF-USE ASSETS (Continued)

### 15. 使用權資產 (續)

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

按相關資產的類別劃分之使用權資產的賬面值分析如下：

		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
Ownership interests in leasehold lands carried at amortised cost with remaining lease term of:	剩餘租賃期如下且按攤銷成本列賬之租賃土地之所有權權益：		
– Between 10 and 50 years	– 10至50年	2,469	2,536
Leased properties carried at depreciated cost, with remaining terms between 0.5 and 3.42 years (2022: 1.50 and 4.42 years)	租賃物業按折舊成本列賬且剩餘年期介乎0.5至3.42年(二零二二年：1.50至4.42年)	16,619	20,382
		<b>19,088</b>	<b>22,918</b>

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

有關於損益內確認之租賃之開支項目分析如下：

		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
Depreciation charge of right-of-use assets by class of underlying asset (Note 6(c)):	按相關資產類別劃分之使用權資產折舊開支(附註6(c))：		
– Ownership interests in leasehold lands	– 租賃土地之所有權權益	67	67
– Leased properties	– 租賃物業	4,933	4,880
		<b>5,000</b>	<b>4,947</b>
Interest on lease liabilities (Note 6(a))	租賃負債之利息(附註6(a))	1,518	1,769
Lease payments for property, plant and equipment not included in the measurement of lease liabilities (Note 6(d)):	物業、廠房及設備租賃付款(不計入租賃負債之計量)(附註6(d))：		
– Expenses relating to short-term leases	– 與短期租賃相關的開支	773	641
– Expenses relating to leases on low-value of assets, excluding short-term leases of low-value assets	– 與低價值資產租賃相關的開支，不包括低價值資產短期租賃	8	19
		<b>781</b>	<b>660</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 15. RIGHT-OF-USE ASSETS (Continued)

#### 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	經營現金流量內	(781)	(660)
Within financing cash flows	融資現金流量內		
– repayment of principal of lease liabilities	– 償還租賃負債本金部分	(4,928)	(4,593)
– repayment of interest of lease liabilities	– 償還租賃負債利息	(1,518)	(1,769)
		(6,446)	(6,362)
		(7,227)	(7,022)

These amounts relate to the following:

該等金額與以下各項有關：

		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
Lease rental paid	已付租賃租金	(7,227)	(7,022)

### 16. INVESTMENT PROPERTIES

### 16. 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
<b>At fair value</b>	<b>按公平值</b>		
At 1 January	於一月一日	6,132	7,401
Exchange adjustments	匯兌調整	194	(38)
Fair value adjustment to profit or loss	計入損益之公平值調整	(1,081)	(1,231)
At 31 December	於十二月三十一日	5,245	6,132

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 16. INVESTMENT PROPERTIES (Continued)

### 16. 投資物業 (續)

#### Fair value measurement of investment properties

##### (i) Fair value hierarchy

The following table presents the fair value of the Group's investment properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair Value Measurement*. The level into which 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, that is, 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, that is, 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.

#### 投資物業之公平值計量

##### (i) 公平值層級

下表呈列於報告期末按經常性基準計量的本集團投資物業的公平值，歸類為香港財務報告準則第13號公平值計量定義的三級公平值層級。公平值計量歸類的層級經參考估值技術中使用的輸入值的可觀察性及重要性釐定如下：

- 第一層估值：只以第一層輸入值計量公平值，即相同資產或負債於計量日在活躍市場的未調整報價。
- 第二層估值：以第二層輸入值（而非重要之不可觀察輸入值）計量公平值，即其輸入值之可觀察性並未如第一層輸入值。不可觀察輸入值為並無市場數據可作參考之輸入值。
- 第三層估值：以重要的不可觀察輸入值計量公平值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 16. INVESTMENT PROPERTIES (Continued)

### 16. 投資物業 (續)

Fair value measurement of investment properties (Continued)

投資物業之公平值計量 (續)

(i) Fair value hierarchy (Continued)

(i) 公平值層級 (續)

		Fair value measurements as at 31 December 2023 categorised into 於二零二三年十二月三十一日之 公平值計量分類為			
		Fair value at 31 December 2023 於二零二三年 十二月三十一 日之公平值 RMB'000 人民幣千元	Level 1 第一層 RMB'000 人民幣千元	Level 2 第二層 RMB'000 人民幣千元	Level 3 第三層 RMB'000 人民幣千元
<b>Recurring fair value measurement</b>	<b>經常性公平值計量</b>				
Investment properties	投資物業				
- Taiwan	- 台灣	3,901	-	-	3,901
- The PRC	- 中國	1,344	-	-	1,344
		5,245	-	-	5,245

		Fair value measurements as at 31 December 2022 categorised into 於二零二二年十二月三十一日之 公平值計量分類為			
		Fair value at 31 December 2022 於二零二二年 十二月三十一 日之公平值 RMB'000 人民幣千元	Level 1 第一層 RMB'000 人民幣千元	Level 2 第二層 RMB'000 人民幣千元	Level 3 第三層 RMB'000 人民幣千元
<b>Recurring fair value measurement</b>	<b>經常性公平值計量</b>				
Investment properties	投資物業				
- Taiwan	- 台灣	4,684	-	-	4,684
- The PRC	- 中國	1,448	-	-	1,448
		6,132	-	-	6,132

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 16. INVESTMENT PROPERTIES (Continued)

### 16. 投資物業 (續)

#### Fair value measurement of investment properties (Continued)

#### (i) Fair value hierarchy (Continued)

During the years ended 31 December 2023 and 2022, there were no transfers between level 1 and level 2, or transfers into or out of level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

The Group's investment properties as at 31 December 2023 were revalued and the valuations were carried out by APAC (2022: Graval). Both APAC and Graval are independent qualified professional valuers with recent experience in the location and category of property being valued. The Group's directors have discussed with APAC (2022: Graval) on the valuation assumptions and valuation results when the valuation is performed at each interim and annual reporting date.

#### (ii) Information about Level 3 fair value measurements

	Valuation techniques 估值技術	Unobservable input 不可觀察輸入值	Range 範圍	
			2023 二零二三年	2022 二零二二年
Freehold land – Taiwan 永久業權土地 – 台灣	Direct comparison approach 直接比較法	Property-specific adjusting rate 物業指定調整率	(0.5%) to 25% (0.5%)至25%	(1.5%) to 20% (1.5%)至20%
Land and buildings – The PRC 土地及樓宇 – 中國	Direct comparison approach 直接比較法	Property-specific adjusting rate 物業指定調整率	(7%) to 10% (7%)至10%	(10%) to 10% (10%)至10%

The fair value of investment properties is determined by using direct comparison approach with reference to the market price of comparable properties and adjusted for location and size of the properties. The fair value measurement is positively correlated to the property-specific adjusting rate. There has been no change on the valuation technique during the year.

#### (iii) As at 31 December 2023, the Group's investment properties in Taiwan amounting to RMB3,901,000 (2022: RMB4,684,000) were held under trust arrangements.

#### 投資物業之公平值計量 (續)

#### (i) 公平值層級 (續)

於截至二零二三年及二零二二年十二月三十一日止年度，第一層與第二層之間並無轉換，亦無轉入第三層或自第三層轉出。本集團之政策為於報告期末公平值層級之間出現轉換時確認有關轉換。

本集團之投資物業於二零二三年十二月三十一日已進行重估。估值由亞太（二零二二年：博浩企業）進行，亞太及博浩企業均為對上述估值物業所在地及類別有近期估值經驗之獨立合資格估值師。在各個中期及年度報告日期進行估值時，本集團董事已與亞太（二零二二年：博浩企業）討論估值假設及估值結果。

#### (ii) 有關第三層公平值計量之資料

投資物業之公平值乃使用直接比較法釐定，已參考可供比較物業之市價，並就物業之所在地及面積作出調整。公平值計量與具體物業調整比率正相關。於本年度，估值技術並無變動。

#### (iii) 於二零二三年十二月三十一日，本集團根據信託安排於台灣持有之投資物業為人民幣3,901,000元（二零二二年：人民幣4,684,000元）。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 16. INVESTMENT PROPERTIES (Continued)

#### Fair value measurement of investment properties (Continued)

(iv) Fair value adjustment on investment properties is recognised in the line item "Fair value loss on investment properties" on the face of the consolidated statement of profit or loss and other comprehensive income.

### 16. 投資物業 (續)

#### 投資物業之公平值計量 (續)

(iv) 投資物業公平值的調整於綜合損益及其他全面收益表的「投資物業之公平值虧損」一項內確認。

### 17. INTANGIBLE ASSETS

### 17. 無形資產

		Computer system		Total
		Trademark	system	
		商標	電腦系統	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
<b>Cost</b>	<b>成本</b>			
At 1 January 2022	於二零二二年一月一日	19	4,423	4,442
Exchange adjustments	匯兌調整	-	(7)	(7)
At 31 December 2022	於二零二二年十二月三十一日	19	4,416	4,435
At 1 January 2023	於二零二三年一月一日	<b>19</b>	<b>4,416</b>	<b>4,435</b>
Exchange adjustments	匯兌調整	-	<b>58</b>	<b>58</b>
At 31 December 2023	於二零二三年十二月三十一日	<b>19</b>	<b>4,474</b>	<b>4,493</b>
<b>Accumulated amortisation</b>	<b>累計攤銷</b>			
At 1 January 2022	於二零二二年一月一日	17	2,401	2,418
Exchange adjustments	匯兌調整	-	(7)	(7)
Charge for the year	年度扣除	-	866	866
At 31 December 2022	於二零二二年十二月三十一日	17	3,260	3,277
At 1 January 2023	於二零二三年一月一日	<b>17</b>	<b>3,260</b>	<b>3,277</b>
Exchange adjustments	匯兌調整	-	<b>58</b>	<b>58</b>
Charge for the year	年度扣除	-	<b>866</b>	<b>866</b>
At 31 December 2023	於二零二三年十二月三十一日	<b>17</b>	<b>4,184</b>	<b>4,201</b>
<b>Carrying value</b>	<b>賬面值</b>			
At 31 December 2023	於二零二三年十二月三十一日	<b>2</b>	<b>290</b>	<b>292</b>
At 31 December 2022	於二零二二年十二月三十一日	2	1,156	1,158

Trademark and computer system have finite useful life and are amortised on a straight-line basis over its estimated useful life of 2 to 10 years respectively.

商標及電腦系統具有有限可使用年期，並按直線基準分別於其估計可使用年期2至10年攤銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 18. INTEREST IN AN ASSOCIATE

### 18. 於一間聯營公司的權益

		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 of investment in an associate	投資於一間聯營公司的成本	—	—
Share of loss from an associate	應佔一間聯營公司虧損	—	—
		—	—

The following list contains the particulars of an associate, which is an unlisted corporate entity, whose quoted market price is not available:

下表列出為非上市公司實體且並無市場報價之一間聯營公司的詳情：

Name 名稱	Form of business structure 業務架構形式	Place of establishment 註冊成立地點	Registered capital 註冊資本	Paid-up capital 繳足資本	Group's effective interest 集團實際權益		Principal activities 主要業務
					2023 二零二三年	2022 二零二二年	
Foshan Zhougong Intelligent Technology Co., Ltd. <sup>△</sup> ("Foshan Zhougong") 佛山市宙工智能科技有限公司 ("佛山宙工")	Established	PRC	RMB6,000,000 (2022: RMB6,000,000)	RMBNil (Note 1) (2022: RMBNil (Note 1))	29.21% (Note 3)	20.91%	Not yet commenced business
	已成立	中國	人民幣6,000,000元 (二零二二年: 人民幣6,000,000元)	人民幣零元(附註1) (二零二二年: 人民幣零元(附註1))	29.21% (附註3)	20.91%	尚未開始營業

Notes:

附註：

- Registered capital of Foshan Zhougong was not paid-up as at 31 December 2023 and 2022.
- During the year ended 31 December 2022, Guangdong Weixiang Biotechnology Co., Ltd. <sup>△</sup> (廣東為象生物科技有限公司) and Guangdong Yashan Biotechnology Co., Ltd. <sup>△</sup> (廣東崖山生物科技有限公司) were disposed of to an independent third party at an aggregate consideration of RMB500,000, resulting in a gain on disposal of associates of RMB500,000.
- Zhongke Zhenhui (Guangdong) Medical Technology Company Limited\* (中科臻慧(廣東)醫療科技有限公司) ("Zhongke Zhenhui"), an indirect non-wholly owned subsidiary of the Company, holds 41% equity interest of Foshan Zhougong directly. Upon the completion of acquisition of 20.25% of equity interest of Zhongke Zhenhui during the year ended 31 December 2023 (see Note 41(a)), the Group's effective interest in Fozhan Zhougong was increased by 8.30% to 29.21%.

- 佛山宙工的註冊資本於二零二三年及二零二二年十二月三十一日尚未繳足。
- 截至二零二二年十二月三十一日止年度，廣東為象生物科技有限公司及廣東崖山生物科技有限公司以總代價人民幣500,000元悉數出售予一名獨立第三方，導致出售聯營公司收益人民幣500,000元。
- 本公司間接非全資附屬公司中科臻慧(廣東)醫療科技有限公司(「中科臻慧」)直接持有佛山宙工之41%股權。於截至二零二三年十二月三十一日止年度完成收購中科臻慧之20.25%股權後(見附註41(a))，本集團於佛山宙工的實際權益由8.30%增至29.21%。

\* For identification purpose only

\* 僅供識別

The above associate is accounted for using the equity method in the consolidated financial statements.

以上聯營公司以權益法於綜合財務報表入賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 19. FINANCIAL ASSETS MEASURED AT FVTPL 19. 按公平值計入損益計量之財務資產

		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
Mutual funds/unit trusts established in Taiwan (Note (i))	於台灣成立之互惠基金／單位信託 (附註(i))	33,963	32,771
Listed outside Hong Kong for trading purpose (Note (ii))	於香港境外上市作買賣用途 (附註(ii))		
– Equity securities	– 股本證券	12,448	15,729
– Debt instruments	– 債務工具	–	4,532
– Exchange traded funds	– 交易所買賣基金	2,084	5,745
		<b>48,495</b>	<b>58,777</b>

Notes:

- (i) According to the Mortuary Service Administration Act (殯葬管理條例) in Taiwan, which was first promulgated on 17 July 2002 and further amended on 1 July 2003 and 4 July 2007, the Group has to deposit 75% of the gross receipt of each funeral services deed entered into after 31 July 2003 in financial institutions in Taiwan as trust monies.

The trust monies have been invested, in mutual funds and unit trusts in Taiwan, which were managed by fund managers of these financial institutions in Taiwan. The mutual funds and unit trusts comprise a basket of financial assets including local and foreign currencies bank deposits, bonds and equity securities listed in Taiwan and other foreign stock markets.

The financial assets above offer the Group the opportunity for return through fair value gain. They have no fixed maturity and coupon rate.

The fair value of the above financial assets is based on their current bid prices in an active market.

- (ii) At 31 December 2023 and 2022, the equity securities, debt instruments and exchange traded funds listed outside Hong Kong for trading purpose were stated at fair value, determined by reference to bid prices quoted in an active market.

The above financial assets are classified as current as the management expects to realise these financial assets within one year or its normal operating cycle.

Mutual funds/unit trusts are presented within “operating activities” as part of changes in working capital and equity securities, debt instruments and exchange traded funds for trading purpose are presented within “investing activities” in the consolidated statement of cash flows. The Group recognised a net realised and unrealised losses of RMB4,226,000 for the year ended 31 December 2023 (2022: gains of RMB690,000).

附註：

- (i) 根據於二零零二年七月十七日首次頒佈並於二零零三年七月一日及二零零七年七月四日進一步修訂之台灣殯葬管理條例，本集團須就於二零零三年七月三十一日後訂立之各項殯儀服務契約於台灣金融機構存放收入總額之75%作為信託金。

信託金已投資於台灣的互惠基金及單位信託，其由台灣之該等金融機構基金管理人管理。互惠基金與單位信託由一籃子財務資產組成，包括本地及外國貨幣銀行存款、在台灣及其他外國股市上市之債券及股本證券。

上述財務資產為本集團提供透過公平值收益獲取回報之機會。該等財務資產並無固定到期日及票面利率。

上述財務資產的公平值乃基於其於活躍市場的現時買入價而定。

- (ii) 於二零二三年及二零二二年十二月三十一日，於香港境外上市作買賣用途之股本證券、債務工具及交易所買賣基金按公平值列賬，乃經參考於活躍市場所報的買入價而定。

由於管理層預期於一年或正常營運週期內變現上述財務資產，故上述財務資產分類為流動資產。

互惠基金／單位信託於綜合現金流量表「經營業務」內呈列，作為營運資金變動及作買賣用途之股本證券、債務工具及交易所買賣基金一部分，買賣證券則於「投資活動」內呈列。截至二零二三年十二月三十一日止年度，本集團確認人民幣4,226,000元之已變現及未變現淨虧損（二零二二年：收益人民幣690,000元）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 20. GOODWILL

### 20. 商譽

		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
<b>Cost</b>	<b>成本</b>		
At 1 January	於一月一日	18,903	19,010
Exchange adjustments	匯兌調整	869	(107)
At 31 December	於十二月三十一日	19,772	18,903
<b>Accumulated impairment losses</b>	<b>累計減值虧損</b>		
At 1 January	於一月一日	18,903	19,010
Exchange adjustments	匯兌調整	869	(107)
At 31 December	於十二月三十一日	19,772	18,903
<b>Carrying amount</b>	<b>賬面值</b>		
At 31 December	於十二月三十一日	-	-

Goodwill was arising from the Group obtained control of BLL through the acquisition of 100% equity voting interests in BLL which is engaged in provision of elderly care and related consultancy services.

The goodwill was fully impaired prior to year ended 31 December 2022.

商譽乃來自本集團透過收購取得從事提供護老及相關諮詢服務的不老林之100%附帶投票權的股本權益，取得不老林之控制權。

於截至二零二二年十二月三十一日止年度之前，商譽已予全數減值。

### 21. DEVELOPMENT AND FORMATION COSTS

### 21. 開發及成立成本

		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
Burial plots under development for sale	開發待售墓地	5,107	4,657

The development and formation costs represent development costs incurred for burial plots construction in a cemetery site which will be completed for sale by burial plot and are stated at the lower of cost and net realisable value.

開發及成立成本指將於一處墓園中完成待出售之墓地之開發成本，並按成本與可變現淨值兩者中之較低者列賬。

### 22. INVENTORIES

### 22. 存貨

		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
Merchandises for resale	轉售貨品	202	701
Completed burial plots	已完工墓地	997	916
		1,199	1,617

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 23. TRADE AND OTHER RECEIVABLES AND DEPOSITS PAID 23. 貿易及其他應收款項及已付按金

		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 from contracts with customers	來自客戶合約之貿易應收款項	1,107	1,800
Less: Allowance for credit losses (Note 35(a))	減：信貸虧損撥備 (附註35(a))	(612)	(1,092)
Trade receivables from contracts with customers, net (Notes (c) and (d))	來自客戶合約之貿易應收款項，淨額 (附註(c)及(d))	495	708
Prepayments (Note (e))	預付款項 (附註(e))	30,104	30,195
Deposits paid (Note (e))	已付按金 (附註(e))	1,204	2,272
Other receivables (Note (e))	其他應收款項 (附註(e))	2,858	2,941
		<b>34,661</b>	<b>36,116</b>
<i>Representing:</i>	<i>指：</i>		
Non-current assets	非流動資產		
– other receivables and deposits paid	– 其他應收款項及已付按金	466	915
– deposits for hire of funeral parlours and funeral services centres	– 租用殯儀館及殯儀服務中心之按金	927	1,000
Current assets	流動資產		
– trade and other receivables and deposits paid	– 貿易及其他應收款項及已付按金	33,268	34,201
		<b>34,661</b>	<b>36,116</b>

Notes:

(a) As at 1 January 2022, trade receivables from contract with customers net of allowance for credit losses amounted to approximately RMB439,000.

All of the current portion of trade and other receivables and deposits paid are expected to be recovered within one year and prepayments are expected to be recognised as expense within one year or in its normal operating cycle.

(b) The carrying amounts of trade and other receivables and deposits paid approximate to their fair values.

附註：

(a) 於二零二二年一月一日，來自客戶合約之貿易應收款項 (扣除信貸虧損撥備) 約為人民幣439,000元。

所有貿易及其他應收款項及已付按金的即期部分預期於一年內收回，而預付款項預期於一年內或於正常營運週期確認為開支。

(b) 貿易及其他應收款項及已付按金之賬面值與其公平值相若。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 23. TRADE AND OTHER RECEIVABLES AND DEPOSITS PAID (Continued) 23. 貿易及其他應收款項及已付按金 (續)

Notes: (Continued)

- (c) Trade receivables with the following aging analysis by age presented based on the invoice date, net of allowance, as at the end of the reporting period:

	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
0 to 180 days	495	708

The average credit period for funeral arrangement services granted to non-funeral services deed customers is 45 days (2022: 45 days).

There is no credit period granted to customers for the other service rendered by the Group.

The Group does not hold any collateral over these balances.

- (d) As at 31 December 2023, included in the Group's trade receivables are debtors with aggregate carrying amount of RMB923,000 (2022: RMB1,328,000) which are past due as at the reporting date. Out of the past due balances, RMB44,000 (2022: Nil) has been past due 90 days or more and is not considered as in default. The Group does not hold any collateral over these balances.

- (e) Included in prepayments, deposits paid and other receivables are deposits paid for funeral parlours and funeral services centre and the respective consulting services, prepaid hire charge of funeral parlours and funeral services centres, prepayment for purchase of biotechnical machineries and other electronics products, prepayment for purchase of raw materials and prepaid agency commission for funeral services of approximately RMB927,000 (2022: RMB1,000,000), RMB9,012,000 (2022: RMB8,835,000), RMB4,777,000 (2022: RMB6,521,000), RMB13,410,000 (2022: RMB12,423,000) and RMB2,585,000 (2022: RMB2,553,000), respectively.

Details of the Group's credit policy and impairment assessment of trade receivables and other receivables and deposits paid for the years ended 31 December 2023 and 2022 are set out in Note 35(a).

附註：(續)

- (c) 以下為於報告期末貿易應收款項(扣除撥備)按發票日期呈列之賬齡分析：

	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
0 to 180 days	495	708

就殯儀安排服務，向非殯儀服務契約之客戶授出之平均信貸期為45日(二零二二年：45日)。

本集團並無就所提供之其他服務向客戶授出信貸期。

本集團並無就該等結餘持有任何抵押品。

- (d) 於二零二三年十二月三十一日，本集團的貿易應收款項包括總賬面金額為人民幣923,000元(二零二二年：人民幣1,328,000元)於報告日期已逾期的應收賬款。於逾期的餘額中，人民幣44,000元(二零二二年：無)逾期90天或更長時間，並且未被視為違約。本集團並無就該等結餘持有任何抵押品。

- (e) 計入預付款項、已付按金及其他應收款項為分別向殯儀館及殯儀服務中心及各自的諮詢服務支付之按金、殯儀館及殯儀服務中心之預付租金、購買生物科技儀器及其他電子產品之預付款項、購買原材料之預付款項及有關殯儀服務之預付代理佣金約人民幣927,000元(二零二二年：人民幣1,000,000元)、人民幣9,012,000元(二零二二年：人民幣8,835,000元)、人民幣4,777,000元(二零二二年：人民幣6,521,000元)、人民幣13,410,000元(二零二二年：人民幣12,423,000元)及人民幣2,585,000元(二零二二年：人民幣2,553,000元)。

截至二零二三年及二零二二年十二月三十一日止年度本集團的貿易應收款項及其他應收款項及已付按金的信貸政策及減值評估之詳情載於附註35(a)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 24. TIME DEPOSITS WITH ORIGINAL MATURITY OVER THREE MONTHS/CASH AND CASH EQUIVALENTS

### 24. 原到期時間超過三個月的定期存款／現金及現金等價物

(a) Cash and cash equivalents comprise:

(a) 現金及現金等價物包括：

		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 banks and on hand	– 銀行及手頭現金	115,186	108,357
– Cash at financial institutions	– 金融機構現金	9,833	4,120
		<b>125,019</b>	<b>112,477</b>

Cash and cash equivalents earns interest at floating rates based on daily deposit rates.

現金及現金等價物按根據每日存款利率計算之浮動利率計息。

At 31 December 2023, cash and cash equivalents of the Group of RMB27,269,000 (2022: RMB19,364,000) were denominated in RMB and placed with banks in the PRC. Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

於二零二三年十二月三十一日，本集團之現金及現金等價物為人民幣27,269,000元（二零二二年：人民幣19,364,000元），以人民幣計值並存放於中國之銀行。人民幣兌換外幣須根據中國外匯管理條例以及結匯、售匯及付匯管理規定進行。

The carrying amounts of the Group's cash and cash equivalents are denominated in the following currencies:

本集團之現金及現金等價物之賬面值以下列貨幣計值：

		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
US\$	美元	7,822	5,470
HK\$	港元	3,397	5,229
RMB	人民幣	27,919	19,369
NTD	新台幣	85,626	82,277
VND	越南盾	255	77
EURO	歐元	–	55
		<b>125,019</b>	<b>112,477</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 24. TIME DEPOSITS WITH ORIGINAL MATURITY OVER THREE MONTHS/CASH AND CASH EQUIVALENTS (Continued)

### 24. 原到期時間超過三個月的定期存款／現金及現金等價物（續）

(b)

(b)

		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
Time deposits with original maturity of over three months classified as current assets	分類為流動資產的原到期時間超過三個月的定期存款	-	9,334

As at 31 December 2022, time deposits with original maturity over three months of approximately RMB9,334,000 represented fixed deposits with maturity more than three months from the date of acquisition which carried interest at prevailing market rate of 3.60% per annum.

At 31 December 2022, all the time deposits of the Group of RMB9,334,000 were denominated in US\$ and placed with banks in Hong Kong.

於二零二二年十二月三十一日，原到期時間超過三個月的定期存款約人民幣9,334,000元指自收購日期起計到期日超過三個月的固定存款，按現行市場年利率3.60%計息。

於二零二二年十二月三十一日，本集團所有定期存款人民幣9,334,000元均以美元計值並存放於香港的銀行。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 24. TIME DEPOSITS WITH ORIGINAL MATURITY OVER THREE MONTHS/CASH AND CASH EQUIVALENTS (Continued)

### 24. 原到期時間超過三個月的定期存款／現金及現金等價物（續）

(c) Reconciliation of liabilities arising from financing activities

(c) 融資活動所得負債對賬

		Amount due							
		Lease liabilities		Bank borrowings		to a shareholder		Convertible bonds	
		租賃負債		銀行借貸		應付一名股東之款項		可換股債券	
		2023	2022	2023	2022	2023	2022	2023	2022
二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年		
RMB'000	RMB'000	RMB'000	RMB'000	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	人民幣千元	人民幣千元	人民幣千元		
At 1 January	於一月一日	23,114	27,488	4,788	6,004	12,655	11,899	-	-
<b>Changes from financing cash flows</b>	<b>融資現金流變動</b>								
Repayment of principal of lease liabilities	償還租賃負債本金部分	(4,928)	(4,593)	-	-	-	-	-	-
Repayment of bank borrowings	償還銀行借貸	-	-	(1,221)	(1,177)	-	-	-	-
Payment of interest	利息付款	(1,518)	(1,769)	(96)	(92)	-	-	-	-
Total changes from financing cash flows	融資現金流變動總額	(6,446)	(6,362)	(1,317)	(1,269)	-	-	-	-
Finance costs	融資成本	1,518	1,769	96	92	-	-	67	-
Changes in amount due to a shareholder under operating activities	經營活動項下應付一名股東之款項變動	-	-	-	-	-	(258)	-	-
Change in fair value recognised in profit or loss	於損益確認之公平值變動	-	-	-	-	-	-	(3,519)	-
Change in fair value attributable to change in credit risk recognised in other comprehensive income	於其他全面收益確認之信貸風險變動導致之公平值變動	-	-	-	-	-	-	27	-
Addition of right-of-use assets	添置使用權資產	1,155	412	-	-	-	-	-	-
Lease modification	租賃修改	-	(203)	-	-	-	-	-	-
Interest accrued and included in other payables	應計及計入其他應付款項之利息	-	-	-	-	-	-	(67)	-
Acquisition of non-controlling interest of a subsidiary (Note 41(a))	收購一間附屬公司之非控股權益（附註41(a)）	-	-	-	-	-	-	18,099	-
Exchange adjustments	匯兌調整	17	10	192	(39)	368	1,014	(294)	-
At 31 December	於十二月三十一日	19,358	23,114	3,759	4,788	13,023	12,655	14,313	-

As at 31 December 2023 and 2022, the Group performed impairment assessment on bank balances and time deposits, and concluded that the probability of defaults of the counterparty banks are insignificant and accordingly, no allowance for credit loss is provided.

於二零二三年及二零二二年十二月三十一日，本集團對銀行結餘及定期存款進行減值評估，並認為對手銀行的違約概率甚微，故不計提信貸虧損撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 25. TRADE AND OTHER PAYABLES AND DEPOSITS RECEIVED 25. 貿易及其他應付款項及已收按金

		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 (note (c))	貿易應付款項(附註(c))	1,941	2,416
Other payables and accruals	其他應付款項及應計款項	9,562	10,899
Deposits received	已收按金	571	791
		<b>12,074</b>	14,106
Less: deposits received	減: 已收按金	<b>(571)</b>	(791)
Financial liabilities measured at amortised cost (Note 35(b))	按攤銷成本計量之財務負債(附註35(b))	<b>11,503</b>	13,315
Representing:	即:		
Non-current liabilities	非流動負債		
– other payables and deposits received	– 其他應付款項及已收按金	<b>257</b>	1,135
Current liabilities	流動負債		
– trade and other payables and deposits received	– 貿易及其他應付款項及已收按金	<b>11,817</b>	12,971
		<b>12,074</b>	14,106

Notes:

- (a) All of the current portion of trade and other payables and deposits received are expected to be settled within one year or are repayable on demand.
- (b) The carrying amounts of trade and other payables and deposits received approximate to their fair values.
- (c) The following is an ageing analysis of trade payables, based on the invoice date, at the end of the reporting period:

附註:

- (a) 所有貿易及其他應付款項及已收按金的流動部分預期將於一年內結算或來索即付。
- (b) 貿易及其他應付款項及已收按金之賬面值與其公平值相若。
- (c) 以下為於報告期末貿易應付款項按發票日期之賬齡分析:

		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
0 to 30 days	0至30日	1,196	1,188
31 days to 90 days	31日至90日	130	451
Over 90 days	90日以上	615	777
		<b>1,941</b>	2,416

The average credit period on purchase of goods is 30 days (2022: 30 days). The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

購買商品的平均信貸期為30日(二零二二年: 30日)。本集團已制定財務風險管理政策, 以確保所有應付款項在信貸期限內結算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 26. CONTRACT LIABILITIES

### 26. 合約負債

		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
Funeral services deeds (note (a))	殯儀服務契約 (附註(a))	81,948	80,933
Burial plots under development and tombstones (note (b))	開發中墓地及墓碑 (附註(b))	2,794	2,452
Stem cells and immunocytes and other businesses (note (c))	幹細胞及免疫細胞及其他業務 (附註(c))	6,946	6,731
		<b>91,688</b>	<b>90,116</b>
Analysed as:	分析為:		
Current	即期	91,096	89,660
Non-current	非即期	592	456
		<b>91,688</b>	<b>90,116</b>

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities.

下表列示本年度所確認與結轉合約負債有關的收益金額。

	Funeral services deeds 殯儀服務契約 RMB'000 人民幣千元	Burial plots under development and tombstones 開發中墓地及墓碑 RMB'000 人民幣千元	Stem cells and immunocytes and other business 幹細胞及免疫細胞及其他業務 RMB'000 人民幣千元
<b>For the year ended 31 December 2023</b>	<b>截至二零二三年十二月三十一日止年度</b>		
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	2,084	-	2,726

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 26. CONTRACT LIABILITIES (Continued)

### 26. 合約負債 (續)

	Funeral services deeds 殯儀服務契約 RMB'000 人民幣千元	Burial plots under development and tombstones 開發中墓地及墓碑 RMB'000 人民幣千元	Stem cells and immunocytes and other business 幹細胞及免疫細胞及其他業務 RMB'000 人民幣千元
For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度			
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	1,749	72	-

As at 1 January 2022, contract liabilities amounted to RMB90,560,000. Contract liabilities, that are not expected to be settled within the Group's normal operating cycles are classified as current and non-current based on the Group's earliest obligation to transfer goods or services to the customers.

Contract liabilities relating to service contracts are balances due to customers under service contracts. These arise if a particular milestone payment exceeds the revenue recognised to date, and such amount will be recognised as revenue when the relevant revenue recognition criteria are met. The change in contract liabilities during the years ended 31 December 2023 was mainly due to the change in advances received from customers on respective businesses.

There was no revenue recognised during the years ended 31 December 2023 and 2022 that related to performance obligations that were satisfied in prior years.

於二零二二年一月一日，合約負債為人民幣90,560,000元。基於本集團最初向客戶轉讓貨品或服務的責任，預計不會在本集團正常經營週期內結算的合約負債分類為流動及非流動。

與服務合約相關之合約負債為根據服務合約應付客戶之結餘。該等合約負債於特定里程碑付款超過迄今已確認收入時產生，有關金額將於符合相關收入確認標準時確認為收入。於截至二零二三年十二月三十一日止年度之合約負債變動主要是由於來自客戶之相應業務預收款項變動所致。

截至二零二三年及二零二二年十二月三十一日止年度，概無確認與過往年度達成的履約責任有關的收益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 26. CONTRACT LIABILITIES (Continued)

### 26. 合約負債 (續)

Notes:

附註：

- (a) Bau Shan and Sino-Life (Hong Kong) Limited (“Sino-Life (HK)”), subsidiaries of the Company, sold funeral services deeds to customers (“Deed Holders”). The funeral services deeds are prepaid funeral services packages which mainly comprise particular types of funeral services at the choice of the customers to be arranged in future. The Deed Holders can elect to make payment on a lump sum basis or settle the outstanding amount of the funeral services deeds by mutual agreed instalments. The Group determines the pricing of the funeral services deeds by adding a margin to the estimated costs of delivering these services, after having taking into account of major factors including the timing of the instruction of the Deed Holders. Amounts received from funeral services deeds sold are recorded as contract liabilities. When the Deed Holders have defaulted payment for two months and do not pay back the defaulted amounts after the Group’s not less than 30-day’s demand notice, the funeral services deeds would be regarded as lapsed and a minimum of 20% of the total sum of the funeral services deeds or the instalments paid, whichever is lower, will be forfeited as income. The Deed Holders can request for funeral services or terminate the funeral services deeds at any time after the funeral services deeds are sold. Accordingly, contract liabilities is classified as current liabilities in the consolidated statement of financial position.

- (a) 本公司之附屬公司寶山及中國生命(香港)有限公司(「中國生命(香港)」)向客戶(「契約持有人」)出售殯儀服務契約。殯儀服務契約為預付殯儀服務組合，主要包括由客戶選擇就未來安排特定種類之殯儀服務。契約持有人可選擇一筆過支付款項或雙方同意分期支付未償付之殯儀服務契約款項。本集團經考慮主要因素(包括契約持有人之指示時間)後，透過對提供該等服務之估計成本加上邊際利潤，從而釐定殯儀服務契約之價格。就已售出殯儀服務契約所收取之款項以合約負債入賬。倘契約持有人已拖欠付款兩個月，且於本集團發出不少於30日的付款通知書後未能繳回拖欠款項，則殯儀服務契約將被視作失效，並將沒收殯儀服務契約總額最少20%或已付分期付款(以金額較低者為準)作為收入。契約持有人可於售出殯儀服務契約後任何時間，要求殯儀服務或終止殯儀服務契約。因此，合約負債在綜合財務狀況表中分類為流動負債。

According to the Mortuary Service Administration Act (殯葬管理條例) in Taiwan, the Group has to deposit 75% of the gross receipt of each funeral services deed entered into after 31 July 2003 in financial institutions in Taiwan as trust monies. As at 31 December 2023, the Group has invested trust monies in mutual funds and unit trusts in Taiwan at a carrying amount of RMB33,963,000 (2022: RMB32,771,000). Details are disclosed in Note 19 to the consolidated financial statements.

根據台灣殯葬管理條例，本集團須將就於二零零三年七月三十一日後訂立之各份殯儀服務契約所收取收入總額之75%存款於台灣之金融機構作為信託金。於二零二三年十二月三十一日，本集團已投資信託金於台灣的互惠基金及單位信託，賬面值為人民幣33,963,000元(二零二二年：人民幣32,771,000元)。詳情於綜合財務報表附註19披露。

- (b) It is principally arising from the sales of burial plots and tombstones under instalment plans and such amount will be recognised as revenue when the relevant revenue recognition criteria are met.
- (c) Contract liabilities of stem cells and immunocytes and other business are arising from the receipt in advances from customers and such amount will be recognised as revenue when the relevant revenue recognition criteria are met.

- (b) 該款項主要產生自分期付款計劃下的墓地及墓碑銷售，而該項金額將在符合相關收益確認條件時確認為收益。
- (c) 幹細胞及免疫細胞及其他業務的合約負債指自客戶的預收款項，而該項金額將在符合相關收益確認條件時確認為收益。

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## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 27. LEASE LIABILITIES

### 27. 租賃負債

		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
Lease liabilities payable:	須於以下期間支付之 租賃負債：		
Within one year	一年內	5,399	4,757
Within a period of more than one year but not more than two years	超過一年但不超過兩年	5,656	5,032
Within a period of more than two years but not more than five years	超過兩年但不超過五年	8,303	13,325
		<b>19,358</b>	23,114
Less: Amounts due for settlement with 12 months shown under current liabilities	減：12個月內到期償付的 款項（列為流動 負債）	<b>(5,399)</b>	(4,757)
Amounts due for settlement after 12 months shown under non-current liabilities	12個月後到期償付的款項 （列為非流動負債）	<b>13,959</b>	18,357

Details of maturity of lease liabilities are set out in Note 35(b).

租賃負債之到期詳情載於附註35(b)。

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## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 28. BANK BORROWINGS

At 31 December 2023 and 2022, bank borrowings were due for repayment, which are based on the scheduled repayment dates as stipulated in the respective loan agreements, 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	一年內	1,275	1,198
After 1 year but within 2 years	於一年後但於兩年內	1,305	1,222
After 2 years but within 5 years	於兩年後但於五年內	1,179	2,368
		<b>2,484</b>	3,590
		<b>3,759</b>	4,788
Less: Amounts due within one year and shown under current liabilities	減：於一年內到期及列為流動負債的款項	<b>(1,275)</b>	(1,198)
Amounts due under non-current liabilities	非流動負債下的到期款項	<b>2,484</b>	3,590

All of the bank borrowings are carried at amortised cost.

Details of the Group's liquidity risk are set out in Note 35(b).

None of the bank borrowings due for repayment after one year contain a repayment on demand clause and hence these balances are not expected to be settled within one year and are classified as a non-current liability.

As at 31 December 2023 and 2022, the effective interest rates of the bank borrowings were as follows:

		2023 二零二三年	2022 二零二二年
Variable-rate	浮動利率	<b>1.86%–2.79%</b>	1.37%–2.41%

Bank borrowings of RMB2,731,000 (2022: RMB3,403,000) denominated in NTD were secured by the freehold land and buildings in Taiwan with total carrying amount of RMB24,377,000 (2022: RMB22,578,000) (Note 14(d)). The remaining bank borrowings of RMB1,028,000 (2022: RMB1,385,000) (Note 36(c)(iv)) is guaranteed by Mr. Liu.

### 28. 銀行借貸

於二零二三年及二零二二年十二月三十一日，銀行借貸須於下列期間（其乃按各自貸款協議內所訂明的預定償還日期計算）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	1,275	1,198
After 1 year but within 2 years	1,305	1,222
After 2 years but within 5 years	1,179	2,368
	<b>2,484</b>	3,590
	<b>3,759</b>	4,788

Less: Amounts due within one year and shown under current liabilities (1,275) (1,198)

Amounts due under non-current liabilities 2,484 3,590

所有銀行借貸按攤銷成本列值。

本集團流動資金風險的詳情載於附註35(b)。

於一年後到期償還的銀行借貸概無載有按要求償還條款，因此，該等結餘預期於一年內將未結清，並分類為非流動負債。

於二零二三年及二零二二年十二月三十一日，銀行借貸之實際利率如下：

	2023 二零二三年	2022 二零二二年
Variable-rate	<b>1.86%–2.79%</b>	1.37%–2.41%

銀行借貸人民幣2,731,000元（二零二二年：人民幣3,403,000元）乃以新台幣計值，並以於台灣之永久業權土地及樓宇賬面總值為人民幣24,377,000元（二零二二年：人民幣22,578,000元）作抵押（附註14(d)）。餘下銀行借貸人民幣1,028,000元（二零二二年：人民幣1,385,000元）（附註36(c)(iv)）由劉先生擔保。

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## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 29. CONVERTIBLE BONDS

As detailed in Note 41(a) to the consolidated financial statements, the Company issued the convertible bonds in the principal amount of HK\$18,160,000 (the "Convertible Bonds") to Nanyue CB or its nominee(s) under the Specific Mandate I (defined in Note 41(a)). The Convertible Bonds were denominated in Hong Kong dollars which entitled the holder of the Convertible Bonds to convert them in ordinary shares of the Company at any time commencing from the date of issue of the Convertible Bonds up to the sixth anniversary of the date of issue of the Convertible Bonds (the "Maturity Date"), at a conversion price of HK\$0.126 per Convertible Bond (subject to anti-dilutive adjustments).

The Convertible Bonds carry interests at 1% per annum and payable in arrears on the Maturity Date. The issuance of the Convertible Bonds was completed on 11 August 2023.

The holder of the Convertible Bonds had the right at any time during the conversion period to convert the whole or part of the outstanding principal amount of the Convertible Bonds registered in its name into conversion shares provided further that any conversion shall be made in amounts of not less than a whole multiple of HK\$1,000,000 on each conversion save that if at any time the aggregate outstanding principal amount of the Convertible Bonds is less than HK\$1,000,000, the whole (but not part only) of the outstanding principal amount of the Convertible Bonds may be converted.

The holder of the Convertible Bonds may require the Company to redeem all or part of the Convertible Bonds in the multiples of HK\$1,000,000 by given a notice of redemption at any time before the Maturity Date only in event that any holder of the Convertible Bonds had given a notice in respect of the occurrence of an event of default at the redemption price equal to 100% of the principal amount of all or part of the Convertible Bonds to be redeemed.

### 29. 可換股債券

誠如綜合財務報表附註41(a)所詳述，本公司根據特別授權（定義見附註41(a)）向南嶽天車或其代名人發行本金額為18,160,000港元的可換股債券（「可換股債券」）。可換股債券以港元計值。可換股債券持有人有權自可換股債券發行日期起至可換股債券發行日期起計第六個週年日（「到期日」）止期間隨時按每份可換股債券0.126港元之換股價（可作出反攤薄調整）將可換股債券轉換為本公司普通股。

可換股債券按每年1%計息，並須於到期日支付。可換股債券之發行已於二零二三年八月十一日完成。

可換股債券持有人有權於換股期內隨時將以其名義登記之可換股債券之全部或部分未償還本金額轉換為換股股份，惟任何轉換須以每次轉換不少於1,000,000港元之完整倍數之金額作出，惟倘於任何時間可換股債券之未償還本金總額少於1,000,000港元，則可換股債券之全部（而非僅部分）未償還本金額可予轉換。

可換股債券持有人僅於任何可換股債券持有人就發生違約事件發出通知之情況下，可於到期日前任何時間發出贖回通知，要求本公司以1,000,000港元之倍數贖回全部或部分可換股債券，贖回價相等於將予贖回之全部或部分可換股債券本金額之100%。



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## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 29. CONVERTIBLE BONDS (Continued)

The Company may also voluntarily redeem all or any part of the Convertible Bonds at any time following the first anniversary of the date of issue of the Convertible Bonds and prior to the Maturity Date by repaying the holder(s) of the Convertible Bonds at the redemption price equal to 100% of the principal amount of all or part of the Convertible Bonds to be redeemed as may be determined by the Company together with the accrued interest after serving at least one-month prior notice.

Upon issuance of the Convertible Bonds, the Convertible Bonds were designated as at financial liabilities at FVTPL, and the fair value of approximately HK\$19,550,000 (equivalent to approximately RMB18,099,000) was recognised in the consolidated statement of financial position.

During the year ended 31 December 2023, no convertible bonds were converted by the holder of Convertible Bonds, and the Company did not redeem any part of the Convertible Bonds.

During the year ended 31 December 2023, interest on Convertible Bonds of approximately RMB67,000 (2022: Nil) was recognised in the profit or loss.

As at 31 December 2023, the outstanding principal of the Convertible Bonds was HK\$18,160,000 (or equivalent to approximately RMB16,566,000).

The inputs used in the binomial option pricing model adopted by the independent professional valuer in determining the fair value of the Convertible Bonds are as follows:

### 29. 可換股債券 (續)

本公司可於可換股債券發行日期第一週年後及到期日前任何時間，透過向可換股債券持有人還款，自願贖回全部或任何部分可換股債券，贖回價相等於將予贖回之全部或部分可換股債券本金額之100%（可由本公司於發出至少一個月事先通知後釐定）連同應計利息。

於發行可換股債券後，可換股債券獲指定為按公平值計入損益之財務負債，其公平值約19,550,000港元（相當於約人民幣18,099,000元）於綜合財務狀況表確認。

於截至二零二三年十二月三十一日止年度，可換股債券持有人概無轉換可換股債券，本公司亦無贖回可換股債券之任何部分。

於截至二零二三年十二月三十一日止年度，可換股債券之利息約人民幣67,000元（二零二二年：無）於損益內確認。

於二零二三年十二月三十一日，可換股債券之未償還本金額為18,160,000港元（或相當於約人民幣16,566,000元）。

獨立專業估值師於釐定可換股債券之公平值時採納之二項式期權定價模式所用輸入數據如下：

		At 31 December 2023 於二零二三年 十二月三十一日	At issue date 於發行日期
Share price of the Company	本公司股價	0.085	0.126
Dividend yield	股息率	0%	0%
Expected volatility	預期波幅	70%	73%
Risk-free rate	無風險利率	3%	4%

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 29. CONVERTIBLE BONDS (Continued)

### 29. 可換股債券 (續)

The movements of the Convertible Bonds are set out below:

可換股債券之變動載列如下：

		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
At 1 January	於一月一日	-	-
Issue of convertible bonds	發行可換股債券	18,099	-
Change in fair value recognised in profit or loss	於損益確認之公平值變動	(3,519)	-
Change in fair value attributable to change in credit risk recognised in other comprehensive income	於其他全面收益確認之信貸風險變動導致之公平值變動	27	-
Interest on convertible bonds (Note 6(a))	可換股債券之利息 (附註6(a))	67	-
Interest accrued and included in other payables	應計及計入其他應付款項之利息	(67)	-
Exchange adjustments	匯兌調整	(294)	-
At 31 December	於十二月三十一日	14,313	-
Classified as:	分類為：		
- Non-current liabilities	- 非流動負債	14,313	-

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 30. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

### 30. 綜合財務狀況表內之所得稅

(a) Current taxation in the consolidated statement of financial position represents:

(a) 綜合財務狀況表內之即期稅項指：

		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	5,042	3,567
Provision for the year	年度撥備		
– PRC Enterprise Income Tax (Note 7)	– 中國企業所得稅 (附註7)	1,211	4,007
– Hong Kong Profits Tax (Note 7)	– 香港利得稅 (附註7)	139	–
Under/(over)-provision in prior years	過往年度撥備不足/ (超額撥備)		
– PRC Enterprise Income Tax (Note 7)	– 中國企業所得稅 (附註7)	793	3,269
– Hong Kong Profits Tax (Note 7)	– 香港利得稅 (附註7)	–	(14)
Income tax paid	已支付之所得稅	(3,429)	(6,273)
Income tax refunded	退回所得稅	2	–
Exchange adjustments	匯兌調整	–	486
At 31 December	於十二月三十一日	3,758	5,042
Representing:	即：		
– Income tax recoverable	– 可收回所得稅	–	(14)
– Income tax liabilities	– 所得稅負債	3,758	5,056
		3,758	5,042

#### (b) Deferred tax liabilities not recognised

Under the Enterprise Income Tax Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of the tax that would be payable on the distribution of the retained profits of RMB18,712,000 (2022: RMB31,752,000) as the Group controls the dividend policy of these subsidiaries and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

#### (b) 未經確認遞延稅項負債

根據中國企業所得稅法，自二零零八年一月起，就中國附屬公司賺取之溢利宣派之股息徵收預提稅。由於本集團控制該等附屬公司之股息政策，並已推斷該等溢利不大可能於可見未來分派，故並未於綜合財務報表就分派保留溢利時須予支付之遞延稅項人民幣18,712,000元（二零二二年：人民幣31,752,000元）作出撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 30. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

#### (b) Deferred tax liabilities not recognised (Continued)

In Taiwan, under Article 42 of the Income Tax Act of Republic of China, the net dividend or net surplus earning received by a profit-seeking enterprise organised as a company from its investment in another domestic profit-seeking enterprise shall not be included in its taxable income. Such exemption is not applicable for investment in foreign profit-seeking enterprise, which is subject to income tax at the rate of 17%.

As one of the Group's subsidiaries, being a foreign profit-seeking enterprise, is directly and wholly owned by a subsidiary incorporated in Taiwan, a rate of 17% is applicable to the calculation of the income tax. Deferred taxation has not been provided for in the consolidated financial statements in respect of the tax that would be payable on the distribution of the retained profits of RMB38,328,000 (2022: RMB28,420,000) as the Group controls the dividend policy of this subsidiary and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

In Taiwan, under Article 4 of Standards of Withholding Rates for Various Incomes issued by Ministry of Finance of Republic of China, the net dividends or profit distributed to a profit seeking enterprise having its head office outside the territory of the Republic of China from investment in an enterprise within the territory of the Republic of China shall be withheld at a rate of 20% of the amount distributed.

As one of the Group's subsidiaries operates within the territory of Taiwan having its head office outside the territory of Taiwan, a rate of 20% is applicable to the calculation of this withholding tax. Deferred taxation has not been provided for in the consolidated financial statements for the years ended 31 December 2023 and 2022 as this subsidiary has no retained profit that can be distributed.

### 30. 綜合財務狀況表內之所得稅 (續)

#### (b) 未經確認遞延稅項負債 (續)

在台灣，根據中華民國所得稅法令第42條，以公司形式籌組的牟利企業因投資於當地另一間牟利企業而獲得的股息淨額或盈餘盈利淨額，毋須計入應課稅收入。有關豁免並不適用於在外資牟利企業的投資，該等投資的所得稅稅率為17%。

由於本集團其中一間附屬公司為外資牟利企業，並由一間在台灣註冊成立的附屬公司直接全資擁有，計算所得稅的適用稅率為17%。由於本集團控制該附屬公司之股息政策，並已推斷該等溢利不大可能於可見未來分派，故並未於綜合財務報表就分派保留溢利時須予支付之遞延稅項人民幣38,328,000元（二零二二年：人民幣28,420,000元）作出撥備。

在台灣，根據中華民國財政部頒佈的各類所得扣繳率標準第4條，凡總辦事處設於中華民國境外的牟利企業因投資於中華民國境內的企業而獲得的股息或溢利淨額，均須按所分派款額的20%作出預扣。

由於本集團其中一間附屬公司在台灣境內營業但總辦事處設於台灣境外，計算是項預扣稅的適用稅率為20%。由於截至二零二三年及二零二二年十二月三十一日止年度，附屬公司並無可供分派的保留溢利，故並未於綜合財務報表就遞延稅項作出撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 30. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

#### (c) Deferred tax assets not recognised

As at 31 December 2023, the Group has unused tax losses of RMB31,395,000 (2022: RMB29,841,000) available for offset against future profits. Other than tax losses amounting to RMB20,235,000 (2022: RMB19,297,000) that would be expiring from 5 years to 10 years pursuant to the relevant rules and regulations in the PRC, Vietnam and Taiwan, the remainder at the end of the reporting period can be carried forward indefinitely. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams.

### 30. 綜合財務狀況表內之所得稅 (續)

#### (c) 未經確認遞延稅項資產

於二零二三年十二月三十一日，本集團之未動用稅項虧損人民幣31,395,000元（二零二二年：人民幣29,841,000元）可用以抵銷未來溢利。除根據中國、越南及台灣的相關規則及規定將於5至10年到期的稅項虧損人民幣20,235,000元（二零二二年：人民幣19,297,000元）外，於報告期末之剩餘部分可無限期結轉。由於未來溢利之來源不可預測，故概無就稅項虧損而確認遞延稅項資產。

### 31. PROVISIONS

### 31. 撥備

		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
<b>Provision for future costs of delivering funeral services</b>	<b>提供殯儀服務之未來成本撥備</b>		
At 1 January	於一月一日	1,380	3,086
Written back of provision for cost of service (Note 5)	服務成本撥備撥回 (附註5)	(904)	(1,680)
Exchange adjustments	匯兌調整	44	(26)
At 31 December	於十二月三十一日	520	1,380

The Group determines the pricing of the funeral services deeds by adding a margin to the estimated cost of delivering funeral services in future, after taking into account of major factors including the timing of the instruction of the Deed Holders.

This estimate is based on the sub-contracting fee payable to the sub-contractor for each funeral service deed performed, the current market conditions and the price of deeds. Management reassesses these estimates at the end of each reporting period to estimate if the contract liabilities for funeral service deeds can cover the estimated future costs of delivering funeral services and determine the need of making a provision in the consolidated financial statements.

本集團經考慮主要因素（包括契約持有人之指示時間）後，透過對於未來提供殯儀服務之估計成本加上邊際利潤，從而釐定殯儀服務契約之價格。

該估計乃基於就各項已履行的殯儀服務契約應付分包商之分包費用、現時市場狀況及契約價格進行。管理層於各報告期末重新評估該等估計，以評估該等殯儀服務契約合約負債是否足以支付提供殯儀服務之未來估計成本，並釐定是否須於綜合財務報表中作出撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 32. SHARE CAPITAL

### 32. 股本

		No. of shares 股份數目	Amount 金額 RMB'000 人民幣千元
<b>Authorised:</b>	<b>法定：</b>		
Ordinary shares of HK\$0.1 each	每股面值0.1港元之普通股		
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	於二零二二年一月一日、二零二二年十二月三十一日、二零二三年一月一日及二零二三年十二月三十一日	10,000,000,000	881,541
<b>Ordinary shares issued and fully paid:</b>	<b>已發行及繳足普通股：</b>		
At 1 January 2022, 31 December 2022 and 1 January 2023	於二零二二年一月一日、二零二二年十二月三十一日及二零二三年一月一日	742,500,000	69,218
Issue of shares (Note 41(b))	發行股份(附註41(b))	142,500,000	12,723
At 31 December 2023	於二零二三年十二月三十一日	885,000,000	81,941

The owners of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股擁有人有權收取不時宣派之股息及有權於本公司股東大會上就每股投一票進行表決。所有普通股就本公司之餘下資產而言均享有同等權利。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 33. RESERVES

(a) 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:

### 33. 儲備

(a) 本集團綜合權益之各部分年初與年末結餘之對賬載於綜合權益變動表。本公司股權各部分之年初與年末之變動詳情載列如下：

		Share premium 股份溢價	Foreign currency translation reserve 匯兌儲備	Share-based compensation reserve 以股份為基礎之補償儲備	Convertible bonds reserve 可換股債券儲備	Accumulated losses 累計虧損	Total 總計
		(Note 33(b)(i)) (附註33(b)(i))	(Note 33(b)(vii)) (附註33(b)(vii))	(Note 33(b)(vii)) (附註33(b)(vii))	(Note 33(b)(ix)) (附註33(b)(ix))		
		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	220,633	(21,648)	-	-	(170,195)	28,790
Loss for the year	本年度虧損	-	-	-	-	(55,047)	(55,047)
Exchange differences on translation of financial statements	換算財務報表產生之匯兌差異	-	5,607	-	-	-	5,607
Total comprehensive income/ (expense) for the year	本年度全面收入/ (開支)總額	-	5,607	-	-	(55,047)	(49,440)
Equity-settled share-based transaction (Note 42)	以股權結算股份為基礎之交易(附註42)	-	-	1,900	-	-	1,900
At 31 December 2022	於二零二二年十二月三十一日	220,633	(16,041)	1,900	-	(225,242)	(18,750)
At 1 January 2023	於二零二三年一月一日	220,633	(16,041)	1,900	-	(225,242)	(18,750)
Loss for the year	本年度虧損	-	-	-	-	(4,960)	(4,960)
Fair value loss on convertible bonds designated at FVTPL	指定為按公平值計入損益之可換股債券之公平值虧損	-	-	-	(27)	-	(27)
Exchange differences on translation of financial statements	換算財務報表產生之匯兌差異	-	1,385	-	-	-	1,385
Total comprehensive income/ (expense) for the year	本年度全面收入/ (開支)總額	-	1,385	-	(27)	(4,960)	(3,602)
Issue of shares (Notes 32 & 41(b))	發行股份(附註32及41(b))	2,277	-	-	-	-	2,277
Lapse of share options (Note 42)	購股權失效(附註42)	-	-	(483)	-	483	-
At 31 December 2023	於二零二三年十二月三十一日	222,910	(14,656)	1,417	(27)	(229,719)	(20,075)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 33. RESERVES (Continued)

### 33. 儲備 (續)

#### (b) Nature and purpose of reserves

##### (i) *Share premium*

Under the Companies Law of the Cayman Islands, the funds in the Company's share premium account are distributable to the shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

##### (ii) *Merger reserve*

Merger reserve arose from the business combination under common control in relation to the acquisition of Bau Shan during the group reorganisation in 2007. The merger reserve of the Group represents the difference between aggregate net asset value of Bau Shan acquired and the consideration paid for the acquisition of Bau Shan pursuant to the group reorganisation.

##### (iii) *Statutory reserve*

According to the applicable laws and regulations in Taiwan, the Group's Taiwan subsidiaries are required to transfer 10% of their net profits after taxation, as determined under the relevant accounting principles and financial regulations applicable to companies established in Taiwan, to a non-distributable reserve fund until the reserve balance reaches the registered capital of the respective enterprises. The transfer to this reserve must be made before the distribution of a dividend to owners but after offset the previous years' losses, if any.

#### (b) 儲備性質及用途

##### (i) *股份溢價*

根據開曼群島公司法，本公司之股份溢價賬中資金可分派予股東，惟緊隨建議派付股息日期後本公司須有能力於債項在其日常業務過程中到期時支付其債項。

##### (ii) *合併儲備*

合併儲備乃於二零零七年進行集團重組期間就收購寶山有關而共同控制項下之業務合併而產生。本集團的合併儲備指所收購之寶山之資產淨值合計與根據集團重組就收購寶山已付代價之差額。

##### (iii) *法定儲備*

根據台灣的適用法律及規例，本集團之台灣附屬公司須按適用於在台灣成立之公司之有關會計原則及財務規定，轉撥其除稅後純利之10%至不可分派儲備金，直至儲備結餘達至相關企業之註冊資本為止。對此儲備作出之轉撥必須於向擁有人分派股息前，但於抵銷過往年度虧損（如有）後作出。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 33. RESERVES (Continued)

#### (b) Nature and purpose of reserves (Continued)

##### (iv) *Statutory surplus reserve*

Pursuant to applicable PRC regulations, PRC subsidiaries in the Group are required to appropriate at least 10% of their profit after tax, as determined under the relevant accounting principles and financial regulations applicable to companies established in the PRC, to a non-distributable reserve fund until such reserve reaches 50% of the registered capital of the respective enterprises. The transfer to this reserve must be made before the distribution of dividends to owners. The non-distributable reserve fund can be used to offset the previous years' losses, if any, expand the existing operations or convert into additional capital of the subsidiaries, provided that the balance after such issue is not less than 25% of its registered capital. The non-distributable reserve fund is non-distributable other than upon liquidation.

According to the Vietnam Enterprise Law, Vietnam subsidiaries in the Group can set their reserve fund according to the respective Charter. Under the Charter of the Vietnam subsidiaries, they are required to transfer 5% to 15% of profit after tax to set up the reserve fund until such reserve reaches 10% of the registered capital of the respective enterprises.

### 33. 儲備 (續)

#### (b) 儲備性質及用途 (續)

##### (iv) *法定盈餘儲備*

根據中國適用法律，本集團之中國附屬公司須將其根據適用於中國成立之公司之有關會計原則及財務規定釐定之除稅後溢利最少10%撥至不可分派儲備金，直至該儲備金達至相關企業之註冊資本50%為止。向該儲備金撥款必須於向擁有人分派股息前進行。不可分派儲備金可用於抵銷往年虧損（如有），擴充現有業務或轉換作附屬公司之額外資本，惟前提為有關發行後之結餘不得低於其註冊資本之25%。除清盤外，不可分派儲備金不得分派。

根據越南公司法，本集團之越南附屬公司可根據各自的公司章程設立儲備金。根據越南附屬公司的公司章程，彼等須轉撥5%至15%之除稅後溢利建立儲備金，直至有關儲備金達相關企業之註冊資本10%為止。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 33. RESERVES (Continued)

### 33. 儲備 (續)

#### (b) Nature and purpose of reserves (Continued)

#### (b) 儲備性質及用途 (續)

##### (v) *Properties revaluation reserve*

The properties revaluation reserve has been set up and is dealt with in accordance with the accounting policies adopted for freehold land and buildings held for own use in Note 2(g) and is not distributable.

##### (v) *物業重估儲備*

本公司已設立物業重估儲備，並根據於附註2(g)所載就永久業權土地及持作自用樓宇採納之會計政策處理且不可分派。

##### (vi) *Foreign currency translation reserve*

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of non-PRC operations. The reserve is dealt with in accordance with the accounting policy set out in Note 2(t).

##### (vi) *匯兌儲備*

匯兌儲備包括所有因換算非中國業務財務報表所產生之匯兌差異。該儲備乃根據附註2(t)所載列之會計政策處理。

##### (vii) *Share-based compensation reserve*

The share-based compensation reserve comprises the fair value of the actual or estimated number of unexercised share options granted to eligible participants of the Group recognised in accordance with accounting policy adopted for share-based payments in Note 2(p).

##### (vii) *以股份為基礎之補償儲備*

以股份為基礎之補償儲備由根據附註2(p)就以股份為基礎之付款採納之會計政策所確認之授予本集團合資格參與者之實際或估計未行使購股權數目公平值組成。

##### (viii) *Other reserves*

Other reserves mainly arose from (i) partial disposal of interests in subsidiaries without losing control as equity transactions and the difference between the carrying amount of the non-controlling interests and the consideration received, after re-attribution of relevant reserves; and (ii) the adjustment made to the amount of controlling and non-controlling interests arising from the acquisition of non-controlling interests by the Group resulting in a change in the Group's ownership interests of a non-wholly-owned subsidiary.

##### (viii) *其他儲備*

其他儲備主要源自(i)將出售於附屬公司之部分權益而並無失去對該等公司之控制權入賬列為權益交易，以及將相關儲備重新歸屬後，非控股權益之賬面值與已收代價之差額；及(ii)因本集團收購非控股權益導致本集團於一間非全資附屬公司之所有權權益發生變動而對控股權益及非控股權益金額作出之調整。

##### (ix) *Convertible bonds reserve*

Convertible bonds reserve represents the cumulative fair value change on convertible bonds designated at FVTPL which is attributable to change in credit risk.

##### (ix) *可換股債券儲備*

可換股債券儲備指信貸風險變動導致之指定為按公平值計入損益之可換股債券之累計公平值變動。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 33. RESERVES (Continued)

#### (c) 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 owners and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to owners, return capital to owners, issue new shares or sell assets to reduce debt.

Consistent with other companies in the industry, the Group monitors capital on the basis of the gearing ratio which is total liabilities divided by total assets. The Group aims to maintain the gearing ratio at a reasonable level. The gearing ratios as at 31 December 2023 and 2022 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
Total liabilities	總負債	163,174	153,971
Total assets	總資產	271,707	284,788
Gearing ratio	資產負債比率	60.06%	54.07%

There were no changes in the Group's approach to capital management compared with previous years. Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

### 33. 儲備 (續)

#### (c) 資本管理

本集團管理資本之主要目標為確保本集團能夠持續經營，從而繼續為擁有人帶來回報及為其他權益關涉者帶來利益，並維持理想資本結構以減少資本成本。

為維持或調整資本結構，本集團會調整向擁有人支付之股息金額、退還資本予擁有人、發行新股份或出售資產以減少債項。

和其他同業公司一樣，本集團以資產負債比率為監察資本的基準。資產負債比率按總負債除以總資產計算。本集團旨在將資產負債比率維持於合理水平。於二零二三年及二零二二年十二月三十一日之資產負債比率如下：

與過往年度比較，本集團對資本管理之方式並無變動。本公司或其任何附屬公司均不受外部實施之資本規定限制。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 34. FINANCIAL INSTRUMENTS BY CATEGORIES 34. 按類別劃分之財務工具

		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
<b>Financial assets</b>	<b>財務資產</b>		
Financial assets measured at FVTPL	按公平值計入損益計量之財務資產		
<i>Mutual funds/unit trusts established in Taiwan</i>	於台灣成立之互惠基金／單位信託	33,963	32,771
<i>Listed outside Hong Kong for trading purpose</i>	於香港境外上市作買賣用途		
– Equity securities	– 股本證券	12,448	15,729
– Debt instruments	– 債務工具	–	4,532
– Exchange traded funds	– 交易所買賣基金	2,084	5,745
		<b>48,495</b>	<b>58,777</b>
Amortised cost	攤銷成本	<b>127,905</b>	<b>126,169</b>
<b>Financial liabilities</b>	<b>財務負債</b>		
Amortised cost	攤銷成本	52,324	56,628
Financial liabilities designated at FVTPL	指定為按公平值計入損益之財務負債		
– Convertible bonds	– 可換股債券	14,313	–
		<b>66,637</b>	<b>56,628</b>

### 35. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

The Group has exposure to the credit risk, liquidity risk, interest rate risk, currency risk and equity price risk arising from financial instruments. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risk are described below.

#### (a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables, other receivables and deposits paid, debt instruments measured at FVTPL, time deposits with original maturity over three months and cash and cash equivalents. Management has a credit policy in place and the exposure to this credit risk is monitored on an ongoing basis.

### 35. 財務風險管理及財務工具之公平值

與本集團之財務工具有關之風險包括信貸風險、流動資金風險、利率風險、貨幣風險及權益價格風險。下文載述本集團所面臨風險及本集團就管理該等風險所採取之財務風險管理政策及措施。

#### (a) 信貸風險

信貸風險指對手方將違反其合約責任而導致本集團出現財務損失之風險。本集團之信貸風險主要來自貿易應收款項、其他應收款項及已付按金、按公平值計入損益計量之債務工具、原到期時間超過三個月的定期存款以及現金及現金等價物。管理層已制定信貸政策，並且持續監察所承受的信貸風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 35. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

### 35. 財務風險管理及財務工具之公平值 (續)

#### (a) Credit risk (Continued)

Except for debt securities measured at FVTPL, the Group performed impairment assessment for financial assets and other items under ECL model. Besides, the Group's exposure to credit risk arising from refundable rental deposits is considered to be low, taking into account (i) the landlords' credit rating and (ii) the remaining lease term and the period covered by the rental deposits. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarised as below:

#### *Debt instruments measured at FVTPL*

The Group invests in certain debt instruments which are unrated. The investments in unrated debt instruments have to be approved by the directors of the Company. The directors of the Company regularly reviews and monitors the portfolio of debt instruments. Details of the terms of these investments are disclosed in Note 19. Summary of the fair value and principal amount of these investments are set out below.

#### (a) 信貸風險 (續)

除按公平值計入損益計量的債務證券外，本集團根據預期信貸虧損模式對財務資產及其他項目進行減值評估。此外，經考慮(i)業主的信貸評級及(ii)餘下租期及租金按金涵蓋的期間，本集團因可退回租金按金而產生的信貸風險被視為較低。有關本集團信貸風險管理、最高信貸風險及相關減值評估(如適用)的資料概述如下：

#### *按公平值計入損益計量之債務工具*

本集團投資於若干未評級之債務工具。未評級之債務工具投資須經本公司董事批准。本公司董事定期檢討及監察債務工具組合。該等投資的條款詳情於附註19披露。該等投資的公平值及本金概要載列如下。

		2023		2022	
		二零二三年		二零二二年	
		Fair value	Principal amount	Fair value	Principal amount
		公平值	本金	公平值	本金
		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
<b>Unrated</b>	<b>未評級</b>				
- debt instruments	- 債務工具	-	-	4,532	4,700

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### 35. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### (a) Credit risk (Continued)

##### *Time deposits with original maturity over three months/cash and cash equivalents*

The Group's exposure to credit risk arising from time deposits with original maturity over three months/cash and cash equivalents is limited because the counterparties are banks and financial institutions with a minimum credit rating of B3 (2022: B3), which the Group considers to be low credit risk.

##### *Trade receivables*

The Group has established a credit risk management policy under which individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. In respect of trade receivables from funeral services, the Group generally offer credit period of 45 days to customers, whereas no credit period is granted to customers for other services rendered by the Group. Normally, the Group does not hold any collateral over trade receivables. At 31 December 2023, the ECLs for trade receivable were measured and loss allowance of RMB612,000 was provided (2022: RMB1,092,000).

The Group has no significant concentration of credit risk in industries or countries in which the customers operate. The maximum exposure to credit risk without taking account of any collateral held is represented by the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairment allowance. The Group does not provide any guarantees which would expose the Group to credit risk.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. The Group segments its trade receivables based on geographic regions, due to different loss patterns experienced in the different regions.

### 35. 財務風險管理及財務工具之公平值 (續)

#### (a) 信貸風險 (續)

##### *原到期時間超過三個月的定期存款／現金及現金等價物*

本集團面臨之由原到期時間超過三個月的定期存款／現金及現金等價物產生之信貸風險有限，乃由於對手方為最低信貸評級為B3(二零二二年：B3)之銀行及金融機構，因此本集團認為信貸風險較低。

##### *貿易應收款項*

本集團已制定信貸風險管理政策，據此對所有需要超過一定金額的信貸的客戶均須進行個別信貸評估。另外會集中評估客戶過往償還到期款項的記錄及目前的償債能力，並會考慮客戶特定資料以及客戶經營所在的經濟環境。就殯儀服務之貿易應收款項而言，本集團一般向客戶提供45日之信貸期，而就本集團提供之其他服務不授予客戶信貸期。一般而言，本集團並無就貿易應收款項持有任何抵押品。於二零二三年十二月三十一日，已計量貿易應收款項之預期信貸虧損並計提虧損撥備人民幣612,000元(二零二二年：人民幣1,092,000元)。

本集團於客戶營運所處行業或所在國家並無重大信貸風險集中。倘不考慮任何持有之抵押品，則綜合財務狀況表中各財務資產的最高信貸風險為扣除任何減值撥備後的賬面值。本集團並無提供任何令本集團承受信貸風險的擔保。

本集團按等同於全期預期信貸虧損之金額計量貿易應收款項之虧損撥備，其乃使用撥備矩陣進行計算。由於不同地區之虧損模式不同，本集團根據地理區域劃分其貿易應收款項。

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## 綜合財務報表附註

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### 35. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

### 35. 財務風險管理及財務工具之公平值 (續)

#### (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:

#### (a) 信貸風險 (續)

##### 貿易應收款項 (續)

下表提供有關本集團所面臨的信貸風險及貿易應收款項之預期信貸虧損之資料：

		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
		百分比		
<b>PRC</b>		<b>中國</b>		
Current (not past due)	即期 (未逾期)	7%	184	14
1-30 days past due	逾期1-30日	7%	59	4
31-90 days past due	逾期31-90日	36%	168	61
More than 90 days past due	逾期超過90日	100%	287	287
			<b>698</b>	<b>366</b>
<b>Hong Kong</b>		<b>香港</b>		
Current (not past due)	即期 (未逾期)	-	-	-
1-30 days past due	逾期1-30日	7%	31	2
31-90 days past due	逾期31-90日	7%	97	7
More than 90 days past due	逾期超過90日	60%	108	64
			<b>236</b>	<b>73</b>
<b>Vietnam</b>		<b>越南</b>		
Current (not past due)	即期 (未逾期)	-	-	-
1-30 days past due	逾期1-30日	-	-	-
31-90 days past due	逾期31-90日	-	-	-
More than 90 days past due	逾期超過90日	100%	173	173
			<b>173</b>	<b>173</b>
<b>Total</b>		<b>總計</b>		
Current (not past due)	即期 (未逾期)	7%	184	14
1-30 days past due	逾期1-30日	7%	90	6
31-90 days past due	逾期31-90日	25%	265	68
More than 90 days past due	逾期超過90日	92%	568	524
			<b>1,107</b>	<b>612</b>

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### 35. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

### 35. 財務風險管理及財務工具之公平值 (續)

(a) Credit risk (Continued)  
Trade receivables (Continued)

(a) 信貸風險 (續)  
貿易應收款項 (續)

		2022		
		Expected	Gross carrying	Loss
		loss rate	amount	allowance
		預期虧損率	賬面總值	虧損撥備
		%	RMB'000	RMB'000
		百分比	人民幣千元	人民幣千元
PRC	中國			
Current (not past due)	即期 (未逾期)	22%	472	103
1–30 days past due	逾期1–30日	22%	101	22
31–90 days past due	逾期31–90日	22%	265	58
More than 90 days past due	逾期超過90日	100%	517	517
			1,355	700
Hong Kong	香港			
Current (not past due)	即期 (未逾期)	–	–	–
1–30 days past due	逾期1–30日	100%	58	58
31–90 days past due	逾期31–90日	100%	75	75
More than 90 days past due	逾期超過90日	100%	15	15
			148	148
Vietnam	越南			
Current (not past due)	即期 (未逾期)	–	–	–
1–30 days past due	逾期1–30日	–	–	–
31–90 days past due	逾期31–90日	42%	92	39
More than 90 days past due	逾期超過90日	100%	205	205
			297	244
Total	總計			
Current (not past due)	即期 (未逾期)	22%	472	103
1–30 days past due	逾期1–30日	50%	159	80
31–90 days past due	逾期31–90日	40%	432	172
More than 90 days past due	逾期超過90日	100%	737	737
			1,800	1,092

Expected loss rates are based on actual loss experience over the past 12 months. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

預期虧損率基於過去12個月的實際虧損經驗。該等利率被調整以反映歷史數據收集期間的經濟狀況、當前狀況以及本集團對應收款項預期壽命的經濟狀況的看法之間的差異。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 35. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

### 35. 財務風險管理及財務工具之公平值 (續)

#### (a) Credit risk (Continued)

##### Trade receivables (Continued)

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

		PRC 中國	Hong Kong 香港	Vietnam 越南	Total 總計
		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	561	10	206	777
Impairment losses recognised	已確認減值虧損	518	143	50	711
Impairment losses reversed	已回撥減值虧損	(379)	(10)	(20)	(409)
		139	133	30	302
Exchange adjustments	匯兌調整	-	5	8	13
At 31 December 2022	於二零二二年十二月三十一日	700	148	244	1,092
At 1 January 2023	於二零二三年一月一日	700	148	244	1,092
Impairment losses recognised	已確認減值虧損	311	73	5	389
Impairment losses reversed	已回撥減值虧損	(645)	(151)	(100)	(896)
		(334)	(78)	(95)	(507)
Exchange adjustments	匯兌調整	-	3	24	27
At 31 December 2023	於二零二三年十二月三十一日	366	73	173	612

The origination of new trade receivables net of those settled resulted in a decrease in loss allowance of RMB507,000 (2022: an increase of RMB302,000).

#### Other receivables and deposits paid

For other receivables and deposits paid, the directors of the Company make periodic individual assessment on the recoverability of other receivables and deposits paid based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The directors of the Company believe that there is no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL.

#### (a) 信貸風險 (續)

##### 貿易應收款項 (續)

於本年度，貿易應收款項之虧損撥備賬變動如下：

產生新貿易應收款項 (扣除已結算貿易應收款項) 導致虧損撥備減少人民幣507,000元 (二零二二年：增加人民幣302,000元)。

#### 其他應收款項及已付按金

就其他應收款項及已付按金而言，本公司董事依據過往結算記錄、過往經驗以及定量定性資料 (即合理及有理據支持的前瞻性資料)，定期對其他應收款項及已付按金的可收回性進行個別評估。本公司董事認為，該等款項的信貸風險自初步確認以來並無大幅提高且本集團根據12個月預期信貸虧損計提減值。

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## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 35. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

### 35. 財務風險管理及財務工具之公平值 (續)

#### (a) Credit risk (Continued)

#### *Other receivables and deposits paid (Continued)*

Movement in the loss allowance account in respect of other receivables and deposits paid 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	3,461	5,163
Impairment losses recognised	已確認減值虧損	284	2,758
Impairment losses reversed	已回撥減值虧損	(2,618)	(4,464)
		<b>(2,334)</b>	(1,706)
Exchange adjustments	匯兌調整	30	4
At 31 December	於十二月三十一日	<b>1,157</b>	3,461

The origination of new other receivables and deposits paid net of those settled resulted in a decrease in loss allowance of RMB2,334,000 (2022: RMB1,706,000).

新增其他應收款項及已付按金(扣除已結算者)導致虧損撥備減少人民幣2,334,000元(二零二二年:人民幣1,706,000元)。

#### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserve of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables set out the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on current rates at the end of the reporting period) and the earliest date the Group can be required to pay.

#### (b) 流動資金風險

本集團旗下個別營運實體負責其本身的現金管理事務,包括以現金盈餘進行短期投資,以及籌借貸款補足預計現金需求,惟當借款超出若干特定預定權限水平時須取得母公司董事會之批准。本集團採取之政策為定期監察其流動資金需求及其遵守借款契諾之情況,藉以確保其維持足夠之現金儲備及可隨時變現的有價證券,以及向主要金融機構取得充裕之承諾信貸融資,以應付短期及長期流動資金需求。

下列表格載列於報告期末本集團非衍生財務負債之餘下合約到期日,有關非衍生財務負債乃根據合約未貼現現金流量(包括利用合約利率計算之利息款項,如為浮動利率,則按報告期末之現行利率)以及本集團須付款之最早日期計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 35. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

### 35. 財務風險管理及財務工具之公平值 (續)

#### (b) Liquidity risk (Continued)

The maturity analysis for the bank borrowings is prepared based on the scheduled repayment dates as stipulated in the respective loan agreements.

#### (b) 流動資金風險 (續)

銀行借貸的到期日分析乃按相關貸款協議規定的預定的償還日期編製。

		2023 二零二三年 Contractual undiscounted cash flow 合約未貼現現金流量							
		Weighted average interest rate	On demand	Within 1 year	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total contractual undiscounted cash flow	Carrying amount
		加權平均利率	按要求	於一年內	但少於兩年	但少於五年	超過五年	合約未貼現現金流量總額	賬面值
			RMB'000	RMB'000	RMB'000	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	人民幣千元	人民幣千元
<i>Non-derivative financial liabilities</i> 非衍生財務負債									
Trade and other payables	貿易及其他應付款項	-	10,913	590	-	-	-	11,503	11,503
Lease liabilities	租賃負債	6.26%	-	6,607	6,462	8,731	-	21,800	19,358
Bank borrowings	銀行借貸	2.00%	-	1,348	1,348	1,193	-	3,889	3,759
Convertible bonds	可換股債券	1%	-	-	-	-	17,560	17,560	14,313
Amounts due to directors	應付董事之款項	-	4,681	-	-	-	-	4,681	4,681
Amount due to a shareholder	應付一名股東之款項	-	10,625	2,398	-	-	-	13,023	13,023
			26,219	10,943	7,810	9,924	17,560	72,456	66,637

		2022 二零二二年 Contractual undiscounted cash flow 合約未貼現現金流量							
		Weighted average interest rate	On demand	Within 1 year	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total contractual undiscounted cash flow	Carrying amount
		加權平均利率	按要求	於一年內	但少於兩年	但少於五年	超過五年	合約未貼現現金流量總額	賬面值
			RMB'000	RMB'000	RMB'000	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	人民幣千元	人民幣千元
<i>Non-derivative financial liabilities</i> 非衍生財務負債									
Trade and other payables	貿易及其他應付款項	-	12,725	-	590	-	-	13,315	13,315
Lease liabilities	租賃負債	6.39%	-	6,207	6,136	14,500	-	26,843	23,114
Bank borrowings	銀行借貸	1.54%	-	1,280	1,280	2,413	-	4,973	4,788
Amounts due to directors	應付董事之款項	-	2,756	-	-	-	-	2,756	2,756
Amount due to a shareholder	應付一名股東之款項	-	10,325	-	2,330	-	-	12,655	12,655
			25,806	7,487	10,336	16,913	-	60,542	56,628

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ from those estimates of interest rates determined at the end of the reporting period.

倘浮動息率與於報告期末釐定之估計利率不同，上述就非衍生財務負債浮息工具計入之金額會出現變動。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 35. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued) 35. 財務風險管理及財務工具之公平值 (續)

#### (c) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to bank borrowings at variable rates. The Group is also exposed to fair value interest rate risk in relation to fixed-rate time deposits with original maturity over three months, lease liabilities and convertible bonds. The Group did not use derivative financial instruments to hedge its debt obligations. The Group aims at keeping borrowings at variable rate. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in fixed and floating rates and ensure they are within reasonable range.

Bank balances are carried at low interest rates and the interest income thereon is not significant.

(i) The following table, as reported to the management of the Group, details the interest rate risk profile of the Group's assets/(liabilities) at the end of the reporting period.

#### (c) 利率風險

本集團須承受關於浮息銀行借貸之現金流量利率風險。本集團亦須承受關於原到期時間超過三個月的固息定期存款、租賃負債及可換股債券之公平值利率風險。本集團並無使用衍生財務工具以對沖其償債責任。本集團旨在維持浮息借款。本集團根據利率水平及前景評估任何利率變動所產生的潛在影響，以管理其利率風險。管理層將檢討定息及浮息借款的比例，並確保其處於合理範圍內。

銀行結餘按低利率計算，就此產生的利息收入並不重大。

(i) 誠如向本集團管理層所報告，下表詳載本集團於報告期末的資產／（負債）利率風險的情況。

		2023 二零二三年		2022 二零二二年	
		RMB'000 人民幣千元	Effective interest rate (%) 實際利率(%)	RMB'000 人民幣千元	Effective interest rate (%) 實際利率(%)
<b>Fixed-rate</b>	<b>固息</b>				
Time deposits with original maturity over three months	原到期時間超過三個月定期存款	-	-	9,334	3.60%
Lease liabilities	租賃負債	(19,358)	6.87%-13.00%	(23,114)	6.87%-12.00%
Convertible bonds	可換股債券	(14,313)	1%	-	-
		<b>(33,671)</b>		<b>(13,780)</b>	
<b>Variable-rate</b>	<b>浮息</b>				
Bank borrowings	銀行借貸	<b>(3,759)</b>	<b>1.86%-2.79%</b>	<b>(4,788)</b>	<b>1.37%-2.41%</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 35. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### (c) Interest rate risk (Continued)

##### (ii) Sensitivity analysis

The directors of the Company performed sensitivity analysis with estimation of a general increase/decrease of 100 basis points.

At 31 December 2023, it is estimated that a general increase/decrease of 100 basis points (2022: 100 basis points) in interest rates for variable-rate bank borrowings, with all other variables held constant, would have increased/decreased the Group's loss after tax and the Group's accumulated losses by approximately RMB31,000 (2022: decreased/increased the Group's profit after tax and increased/decreased the Group's accumulated losses by RMB40,000). Other components of consolidated equity would not change in response to the general increase/decrease in interest rates.

The sensitivity analysis above indicates the instantaneous change in the Group's loss (2022: profit) after tax (and accumulated loss) and other components of consolidated equity that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's loss (2022: profit) after tax (and accumulated loss) and other components of consolidated equity is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis as 2022.

### 35. 財務風險管理及財務工具之公平值 (續)

#### (c) 利率風險 (續)

##### (ii) 敏感度分析

本公司董事以整體上升/下降100個基點之估計進行敏感度分析。

於二零二三年十二月三十一日，倘浮息銀行借款之利率整體上升/下降100個基點（二零二二年：100個基點），而所有其他變數維持不變，則估計本集團之除稅後虧損及本集團的累計虧損將增加/減少約人民幣31,000元（二零二二年：本集團除稅後溢利將減少/增加及本集團累計虧損將增加/減少人民幣40,000元）。其他綜合權益部分不會因整體利率上升/下降而出現變動。

上述敏感度分析顯示，假設利率變動已於報告期末發生，並已應用於重新計量本集團所持有並於報告期末使本集團面臨公平值利率風險的金融工具，本集團除稅後虧損（二零二二年：溢利）（及累計虧損）及綜合權益的其他組成部分將產生的即時變動。就本集團於報告期末持有的浮動利率非衍生工具所產生的現金流量利率風險而言，對本集團除稅後虧損（二零二二年：溢利）（及累計虧損）及綜合權益的其他組成部分的影響乃估計為該利率變動對利息開支或收入的年度影響。該分析按與二零二二年相同的基準進行。

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 35. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

### 35. 財務風險管理及財務工具之公平值 (續)

#### (d) Currency risk

The Group currently does not have a foreign currency hedging policy. However, the directors of the Company monitor the Group's foreign currency exposures and will consider hedging significant foreign currency exposures should the need arises.

#### (i) Exposure to currency risk

The Group is exposed to currency risk primarily through bank deposit denominated in a foreign currency that is a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk are EURO, US\$, RMB and HK\$. The Group's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot values when necessary to address short-term imbalances.

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in RMB, translated using the spot rate at the year end date.

#### (d) 貨幣風險

本集團目前並無外幣對沖政策。然而，本公司董事監察本集團之外幣風險，並將於有需要時考慮對重大的外幣風險作出對沖。

#### (i) 所面對之貨幣風險

本集團承受的貨幣風險主要來自以外幣計值的銀行存款（即有關業務所涉及的功能貨幣以外的貨幣）。引致此項風險的貨幣為歐元、美元、人民幣及港元。本集團於需應對短期失衡時之政策為按現貨匯率買賣外幣，以確保將風險淨值維持在可接受的水平。

下表詳列本集團於報告期末因以相關實體功能貨幣以外之貨幣計值之已確認資產或負債而產生之貨幣風險。就呈報而言，風險金額乃以人民幣列示，其乃按於年結日之即期匯率換算。

		Exposure to foreign currencies (expressed in RMB) 所面對之外匯風險 (以人民幣列示)					
		2023 二零二三年			2022 二零二二年		
		EURO 歐元	US\$ 美元	RMB 人民幣	EURO 歐元	US\$ 美元	RMB 人民幣
		'000 千元	'000 千元	'000 千元	'000 千元	'000 千元	'000 千元
Cash and cash equivalents	現金及現金等價物	-	18	649	55	378	13
Net exposure arising from recognised assets	確認資產所產生之風險淨額	-	18	649	55	378	13

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 35. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

### 35. 財務風險管理及財務工具之公平值 (續)

#### (d) Currency risk (Continued)

##### (ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's loss (2022: profit) after tax and accumulated losses that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the HK\$ and the US\$ would be materially unaffected by any changes in movement in value of the US\$ against other currencies.

#### (d) 貨幣風險 (續)

##### (ii) 敏感度分析

下表列出在報告期末對本集團有重大影響之匯率於該日期出現變化時，在假設所有其他風險變數維持不變之情況下，本集團之除稅後虧損（二零二二年：溢利）及累計虧損將會產生之即時變動。就此而言，已假設港元兌美元的聯繫匯率將不會因美元兌其他貨幣之任何價值變動而受到重大影響。

		2023 二零二三年			2022 二零二二年		
		Increase/ (decrease) in foreign exchange rates 匯率 上升/(下跌)	Decrease/ (increase) in loss after tax 除稅後虧損 減少/(增加)	Decrease/ (increase) in accumulated losses 累計虧損 減少/(增加)	Increase/ (decrease) in foreign exchange rates 匯率 上升/(下跌)	Increase/ (decrease) in profit after tax 除稅後溢利 增加/(減少)	Decrease/ (increase) in accumulated losses 累計虧損 減少/(增加)
			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
US\$	美元	10% (10%)	2 (2)	2 (2)	10% (10%)	31 (31)	31 (31)
EURO	歐元	10% (10%)	- -	- -	10% (10%)	5 (5)	5 (5)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the group entities' profit/(loss) after tax and equity measured in the respective functional currencies, translated into RMB at the exchange rate ruling at the end of the reporting period for presentation purposes.

上表呈列之分析結果指按照各集團實體功能貨幣計算（以報告期末通行之匯率兌換為人民幣）各集團實體稅後溢利/（虧損）及權益之綜合即時影響，僅供呈列用途。

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## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 35. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

### 35. 財務風險管理及財務工具之公平值 (續)

#### (d) Currency risk (Continued)

##### (ii) Sensitivity analysis (Continued)

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis for 2022.

#### (e) Equity price risk

The Group is exposed to equity price changes arising from financial assets measured at FVTPL and convertible bonds designated at FVTPL.

The Group's mutual funds and unit trusts are established in Taiwan, which principal assets consist of local and foreign currencies bank deposits, bonds and equity securities listed in Taiwan and other foreign stock markets.

The Group is exposed to equity price risk through its investments in listed equity securities, debt instruments and exchange traded funds as disclosed in Note 19. Decisions to buy or sell listed equity securities, debt instruments and exchange traded funds are based on daily monitoring of the performance of individual securities, debt instruments and exchange traded funds compared to that of the index and other industry indicators, as well as the Group's liquidity need.

The Group is exposed to equity price risk arising from changes in the Company's own share price to the extent that the Company's own equity instruments underline the fair values of the convertible bonds of the Group at the end of reporting period.

#### (d) 貨幣風險 (續)

##### (ii) 敏感度分析 (續)

敏感度分析假設匯率變動已應用於重新計量本集團所持有並於報告期末使本集團面臨外幣風險的金融工具，包括本集團內公司間以貸款人或借款人的功能貨幣以外的貨幣計值的應付款項及應收款項。該分析不包括將海外業務的財務報表換算為本集團呈列貨幣所產生的差額。於二零二二年乃使用相同基準進行分析。

#### (e) 權益價格風險

本集團承受之權益價格變動風險來自按公平值計入損益計量之財務資產及指定為按公平值計入損益之可換股債券。

本集團之互惠基金及單位信託乃於台灣成立，其主要資產包括於台灣及其他外國證券市場之當地及外幣銀行存款、債券及權益證券。

誠如附註19所披露，本集團就其於上市股本證券、債務工具及交易所買賣基金的投資面臨權益價格風險。買賣上市股本證券、債務工具及交易所買賣基金的決定乃基於每日監察個別證券、債務工具及交易所買賣基金與指數及其他行業指標的表現比較以及本集團的流動資金需要而作出。

於報告期末，在本公司本身之權益工具可影響本集團可換股債券之公平值的範圍內，本集團亦因本公司本身之股價變動而面臨權益價格風險。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 35. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

### 35. 財務風險管理及財務工具之公平值 (續)

#### (e) Equity price risk (Continued) *Sensitivity analysis*

The following tables detail the sensitivity of the Group to a 10% increase and decrease in (i) the prices of the financial assets measured at FVTPL; (ii) share price of the Company; and (iii) the volatility of the share price of the Company respectively.

#### (e) 權益價格風險 (續) *敏感度分析*

下表分別詳述本集團對(i)按公平值計入損益計量之財務資產之價格增加及減少10%；(ii)本公司股價增加及減少10%；及(iii)本公司股價波動的敏感度。

		Prices of the financial assets measured at FVTPL 按公平值計入損益計量之財務資產之價格			
		Increased by 10% 增加10%		Decreased by 10% 減少10%	
		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	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
(Decrease)/increase in:	以下各項之(減少)/增加:				
– (Loss)/profit after tax	– 除稅後(虧損)/溢利	(1,453)	2,946	1,453	(2,946)
– Accumulated losses	– 累計虧損	(1,453)	(2,946)	1,453	2,946

		Share price of the Company 本公司股價			
		Increased by 10% 增加10%		Decreased by 10% 減少10%	
		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	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
Increase/(decrease) in:	以下各項之增加/(減少):				
– (Loss)/profit after tax	– 除稅後(虧損)/溢利	687	N/A不適用	(651)	N/A不適用
– Accumulated losses	– 累計虧損	687	N/A不適用	(651)	N/A不適用

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 35. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

### 35. 財務風險管理及財務工具之公平值 (續)

(e) Equity price risk (Continued)  
Sensitivity analysis (Continued)

(e) 權益價格風險 (續)  
敏感度分析 (續)

#### Volatility of share price of the Company 本公司股價波動

	Increased by 10%		Decreased by 10%	
	增加10%		減少10%	
	2023	2022	2023	2022
	二零二三年	二零二二年	二零二三年	二零二二年
	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
Increase/(decrease) in: 以下各項之增加/(減少):				
- (Loss)/profit after tax - 除稅後(虧損)/溢利	219	N/A不適用	(240)	N/A不適用
- Accumulated losses - 累計虧損	219	N/A不適用	(240)	N/A不適用

The sensitivity analysis indicates the instantaneous change in the Group's loss (2022: profit) after tax and accumulated loss and other components of consolidated equity that would arise assuming that the changes in the stock market index or other relevant risk variables had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to equity price risk at the end of the reporting period. It is also assumed that the fair values of the Group's equity investments would change in accordance with the historical correlation with the relevant stock market index or the relevant risk variables, and that all other variables remain constant. The analysis is performed on the same basis for 2022.

敏感度分析顯示，假設股市指數或其他相關風險變數之變動於報告期末已發生，並已應用於重新計量本集團所持有並於報告期末使本集團面臨權益價格風險之金融工具，本集團之除稅後虧損（二零二二年：溢利）及累計虧損及綜合權益之其他部分將產生之即時變動。此外，亦假設本集團股本投資之公平值將根據與相關股票市場指數或相關風險變數之歷史相關性而變動，而所有其他變數維持不變。於二零二二年乃使用相同基準進行分析。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 35. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

### 35. 財務風險管理及財務工具之公平值 (續)

#### (f) Fair value measurement

##### (i) *Financial assets and liabilities measured at fair value*

##### Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which 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.

#### (f) 公平值計量

##### (i) *按公平值計量之財務資產及負債*

##### 公平值層級

下表呈列於報告期末按經常性基準計量的本集團財務工具的公平值，歸類為香港財務報告準則第13號公平值計量定義的三級公平值層級。公平值計量歸類的層級經參考估值技術中使用的輸入值的可觀察性及重要性釐定如下：

- 第一層估值：只以第一層輸入值計量公平值，即相同資產或負債於計量日在活躍市場的未調整報價。
- 第二層估值：以第二層輸入值（而非重要之不可觀察輸入值）計量公平值，即其輸入值之可觀察性並未如第一層輸入值。不可觀察輸入值為並無市場數據可作參考之輸入值。
- 第三層估值：以重要的不可觀察輸入值計量公平值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 35. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued) 35. 財務風險管理及財務工具之公平值 (續)

#### (f) Fair value measurement (Continued)

##### (i) Financial assets and liabilities measured at fair value (Continued)

##### Fair value hierarchy (Continued)

The Group has a team headed by the finance manager performing valuations for the financial instruments. The team reports directly to the directors of the Company and the audit committee. A valuation report with analysis of changes in fair value measurement is prepared by the team at each interim and annual reporting date, and is reviewed and approved by the directors of the Company. Discussion of the valuation process and results with the directors of the Company and the audit committee is held quarterly, to coincide with the reporting dates.

#### Fair value measurements

		Fair value at 31 December 2023 於二零二三年 十二月三十一日 的公平值 RMB'000 人民幣千元	Level 1 第一層 RMB'000 人民幣千元	Level 2 第二層 RMB'000 人民幣千元	Level 3 第三層 RMB'000 人民幣千元
<b>Recurring fair value measurement</b>	<b>經常性公平值計量</b>				
<b>Asset</b>	<b>資產</b>				
Financial assets measured at FVTPL	按公平值計入損益計量之財務資產	48,495	48,495	-	-
<b>Liability</b>	<b>負債</b>				
Convertible bonds	可換股債券	14,313	-	-	14,313

#### (f) 公平值計量 (續)

##### (i) 按公平值計量之財務資產及負債 (續)

##### 公平值層級 (續)

本集團有一隊由財務經理帶領的團隊，對財務工具進行估值。該團隊直接向本公司董事及審核委員會報告。該團隊於各中期及年度報告日期編製估值報告，連同公平值計量變動之分析，將由本公司董事審閱及批准。每季與本公司董事及審核委員會商討估值程序及結果，時間上配合報告日期。

#### 公平值計量

Fair value measurements as at  
31 December 2023 categorised into  
於二零二三年十二月三十一日的  
公平值計量分類為

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 35. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

### 35. 財務風險管理及財務工具之公平值 (續)

(f) Fair value measurement (Continued)

(i) *Financial assets and liabilities measured at fair value (Continued)*

Fair value measurements (Continued)

(f) 公平值計量 (續)

(i) *按公平值計量之財務資產及負債 (續)*

公平值計量 (續)

Fair value measurements as at 31 December 2022 categorised into 於二零二二年十二月三十一日的公平值計量分類為

		Fair value at 31 December 2022 於二零二二年 十二月三十一日 的公平值 RMB'000 人民幣千元	Level 1 第一層 RMB'000 人民幣千元	Level 2 第二層 RMB'000 人民幣千元	Level 3 第三層 RMB'000 人民幣千元
Recurring fair value measurement	經常性公平值計量				
Asset	資產				
Financial assets measured at FVTPL	按公平值計入損益計量之財務資產	58,777	58,777	-	-
Liability	負債				
Convertible bonds	可換股債券	-	-	-	-

During the years ended 31 December 2023 and 2022, there were no transfers between level 1 and level 2, or transfers into or out of level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

於截至二零二三年及二零二二年十二月三十一日止年度，第一層與第二層工具之間並無轉換，亦無轉入第三層或自第三層轉出。本集團之政策為於發生轉換之報告期末確認公平值層級之轉換。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 35. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued) 35. 財務風險管理及財務工具之公平值 (續)

#### (f) Fair value measurement (Continued)

##### (ii) Information about Level 3 fair value measurements

The Group's convertible bonds as at 31 December 2023 were revalued and the valuations were carried out by APAC (2022: N/A). APAC are independent qualified professional valuers with recent experience in the relevant field of valuation. The Group's directors have discussed with APAC (2022: N/A) on the valuation assumptions and valuation results when the valuation is performed at each interim and annual reporting date.

The significant unobservable input (i.e. volatility of the share price of the Company) adopted in the valuation of convertible bonds are disclosed in Note 29 to the consolidated financial statements.

The higher the volatility of the share price of the Company, the higher the fair value of the convertible bonds. Details of the volatility of the share price of the Company used in the fair value measurement are set out in Note 29 to the consolidated financial statements.

The sensitivity analysis on (i) the volatility of share price of the Company; and (ii) the share price of the Company, are set out in Note 35(e) to the consolidated financial statements.

##### (iii) Fair value of financial instruments carried at other than fair value

The carrying amounts of the Group's financial instruments carried at amortised cost were not materially different from their fair values as at 31 December 2023 and 2022.

#### (f) 公平值計量 (續)

##### (ii) 有關第三層公平值計量之資料

於二零二三年十二月三十一日，本集團之可換股債券已予重估，估值由亞太（二零二二年：不適用）進行。亞太乃相關估值領域有近期估值經驗之獨立合資格專業估值師。在各個中期及年度報告日期進行估值時，本集團董事已與亞太（二零二二年：不適用）討論估值假設及估值結果。

可換股債券估值採納之重要的不可觀察輸入值（即本公司股價波幅）於綜合財務報表附註29披露。

本公司股價波幅愈大，可換股債券之公平值愈高。有關公平值計量所用本公司股價波幅之詳情載於綜合財務報表附註29。

對(i)本公司股價波幅；及(ii)本公司股價之敏感度分析載於綜合財務報表附註35(e)。

##### (iii) 並非按公平值列賬之財務工具之公平值

本集團按攤銷成本列賬之財務工具之賬面值與其於二零二三年及二零二二年十二月三十一日之公平值並無重大分別。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 36. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in the consolidated financial statements, the Group entered into the following related party transactions:

**(a) Key management personnel remuneration**

Remuneration for key management personnel of the Group represents the amounts paid to the Company's directors as disclosed in Note 8 to the consolidated financial statements.

**(b) Remuneration for close family members of key management personnel**

Remuneration for close family members of key management personnel of the Group is as follows:

### 36. 關連方交易

除綜合財務報表其他部分所披露交易及結餘外，本集團訂立以下關連方交易：

**(a) 主要管理人員酬金**

本集團主要管理人員酬金指支付予本公司董事之款項（於綜合財務報表附註8披露）。

**(b) 主要管理人員近親之酬金**

本集團主要管理人員近親之酬金如下：

	2023 二零二三年			2022 二零二二年		
	Short-term employee benefits 短期僱員福利 RMB'000 人民幣千元	Post- employment benefit 離職福利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Short-term employee benefits 短期僱員福利 RMB'000 人民幣千元	Post- employment benefit 離職福利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Mr. Liu Ting-Hsuan 劉庭軒先生	1,127	-	1,127	920	-	920
Ms. Liu Ting Hsin 劉庭忻女士	350	-	350	300	-	300
	1,477	-	1,477	1,220	-	1,220

Total remuneration is included in "staff costs" (see Note 6(b)).

酬金總額計入「員工成本」（見附註6(b)）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 36. RELATED PARTY TRANSACTIONS 36. 關連方交易 (續) (Continued)

#### (c) Other related parties transactions

- (i) On 15 March 2013, a deed of trust (the "Niao Song Deed") was entered into between Bau Shan and Ms. Li Pi Hsia ("Ms. Li"), spouse of Mr. Liu, in relation to the land property situated in Taiwan at No. 943 in Section Linnei, Niao Song Township, Kaohsiung County, Taiwan (the "Niao Song Property"). Under the Niao Song Deed, Bau Shan agreed that the Niao Song Property, which is owned by Bau Shan, shall be registered under the name of and held on trust by Ms. Li for Bau Shan for a term of ten years commencing on 15 March 2013. During the year ended 31 December 2022, a renewal of the Niao Song Deed was entered into between Bau Shan and Ms. Li in relation to Niao Song Property for a term of another 10 years commencing on 15 March 2023. Ms. Li has agreed that she shall act in the interest of Bau Shan in relation to the Niao Song Property during the term of the Niao Song Deed.
- (ii) On 25 March 2016, a deed of trust (the "Neimen Deed") was entered into between BLL and Mr. Liu in relation to a land property situated in Taiwan at No.0300-00001 in Section Laizikeng, Neimen District, Kaohsiung County, Taiwan (the "Neimen Property"). Under the Neimen Deed, BLL agreed that the Neimen Property, which is owned by BLL, shall be registered under the name of and held on trust by Mr. Liu for BLL. Mr. Liu has agreed that he shall act in the interest of BLL in relation to the Neimen Property.

#### (c) 與其他關連方之交易

- (i) 於二零一三年三月十五日，寶山與李碧霞女士（「李女士」，劉先生之配偶）就位於台灣高雄縣鳥松鄉林內段943地號之土地物業（「鳥松物業」）訂立一份信託契據（「鳥松契據」）。根據鳥松契據，寶山同意由寶山擁有之鳥松物業將以李女士之名義註冊，並以信託形式為寶山持有，由二零一三年三月十五日起計為期十年。截至二零二二年十二月三十一日止年度，寶山與李女士就鳥松物業訂立一份重續鳥松契據，自二零二三年三月十五日起再續期十年。李女士同意於鳥松契據年期內，其將就鳥松物業以寶山之利益行事。
- (ii) 於二零一六年三月二十五日，不老林與劉先生就位於台灣高雄縣內門區萊子坑段0300-00001地號之土地物業（「內門物業」）訂立一份信託契據（「內門契據」）。根據內門契據，不老林同意由不老林擁有之內門物業將以劉先生之名義註冊並以信託形式為不老林持有。劉先生同意就內門物業以不老林之利益行事。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 36. RELATED PARTY TRANSACTIONS 36. 關連方交易 (續) (Continued)

#### (c) Other related parties transactions (Continued)

- (iii) On 1 April 2016, BLL was granted by Mr. Liu Ting-Hsuan, close family member of Mr. Liu, on an exclusive basis a licence to use a number of trademarks in connection with the elderly care and related consultancy services of BLL at a consideration of HK\$1,000 per year.
- (iv) Guarantee for the Group's bank borrowings of RMB1,028,000 (2022: RMB1,385,000) (Note 28) is given by Mr. Liu during the year ended 31 December 2023.
- (v) On 31 January 2019, Zhongke Guangju Cell Therapy (Guangdong) Co., Ltd.\* (中科廣聚細胞醫療(廣東)有限公司) ("Zhongke Guangju"), a company incorporated in the PRC with limited liability and is indirectly held as to 30% equity interest by Mr. XU and his associates through a controlled company, and Zhongke Zhenqi Biotechnology (Hong Kong) Company Limited ("Zhongke Zhenqi"), a direct wholly-owned subsidiary of the Company, entered into an agency agreement (the "Agency Agreement"). Pursuant to the Agency Agreement, Zhongke Guangju has agreed to engage Zhongke Zhenqi as a tier 1 agent to represent its sales and/or services of stem cells and immunocytes in the PRC, Hong Kong and Macau.

#### (c) 與其他關連方之交易 (續)

- (iii) 於二零一六年四月一日，劉庭軒先生（劉先生的近親）向不老林授出獨家許可權以使用與不老林護老及相關諮詢服務有關之若干商標，代價為每年1,000港元。
- (iv) 截至二零二三年十二月三十一日止年度，劉先生就人民幣1,028,000元（二零二二年：人民幣1,385,000元）（附註28）之本集團銀行借貸提供擔保。
- (v) 於二零一九年一月三十一日，中科廣聚細胞醫療(廣東)有限公司（「中科廣聚」，一間於中國註冊成立的有限公司，及由許先生及其聯繫人透過控股公司間接持有其30%股權）與中科臻祺生物科技(香港)有限公司（「中科臻祺」）（本公司之直接全資附屬公司）訂立代理協議（「代理協議」）。根據代理協議，中科廣聚同意委託中科臻祺為一級代理商，負責於中國、香港及澳門代理其幹細胞及免疫細胞之銷售及／或服務。

\* For identification purpose only

\* 僅供識別

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 36. RELATED PARTY TRANSACTIONS 36. 關連方交易 (續) (Continued)

#### (c) Other related parties transactions (Continued)

##### (v) (Continued)

Zhongke Guangju, as service provider, will, in addition to providing stem cells and immunocytes products and/or services, be responsible for complimentary advisory and promotional materials. Zhongke Zhenqi, as agent, will be responsible for market development, market promotion and providing market feedback to Zhongke Guangju. The prices of the products and/or services provided by Zhongke Guangju were arrived at after arm's length negotiations between both parties and are consistent with the prices provided by Zhongke Guangju to existing agents. Zhongke Guangju may determine at its own discretion the sale prices of the relevant products and/or services based on market conditions.

No such services was provided by Zhongke Guangju during the years ended 31 December 2023 and 2022.

#### (c) 與其他關連方之交易 (續)

##### (v) (續)

中科廣聚作為服務提供商，除提供幹細胞及免疫細胞產品及／或服務外，還將負責提供免費諮詢及宣傳材料。中科臻祺作為代理商，負責市場開發、市場推廣及向中科廣聚提供市場反饋。中科廣聚提供的產品及／或服務價格乃由雙方經公平磋商後達至，且與中科廣聚提供予現行代理的價格一致。中科廣聚可根據市場情況自行酌情釐定相關產品及／或服務的銷售價格。

截至二零二三年及二零二二年十二月三十一日止年度，中科廣聚並無提供該等服務。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 36. RELATED PARTY TRANSACTIONS (Continued) 36. 關連方交易 (續)

#### (c) Other related parties transactions (Continued)

- (vi) On 13 September 2021, Zhongke Xunda Biotechnology (Shenzhen) Company Limited\* (中科迅達生物科技(深圳)有限公司) (“Zhongke Xunda”), an indirect wholly-owned subsidiary of the Company, entered into a capital increase agreement (the “Capital Increase Agreement”) with Shenzhen Nanyue Crown Block Bio Intelligent Equipment Investment Co., Ltd.\* (深圳市南嶽天車生物智能裝備投資有限公司) (“Nanyue CB”) to increase the registered capital of Zhongke Zhenhui from RMB10,000,000 to RMB80,000,000 on a pro rata basis. Pursuant to the Capital Increase Agreement, Zhongke Xunda and Nanyue CB agreed to contribute, by way of cash, RMB35,700,000 and RMB34,300,000 into the registered capital of Zhongke Zhenhui, respectively. Nanyue CB is ultimately owned as to approximately 71.25% by Mr. Xu and his associates.

As disclosed in Note 41(a) to the consolidated financial statements, the Group has acquired the paid-up capital of Zhongke Zhenhui amounting to RMB16,200,000, which is equivalent to 20.25% equity interest in Zhongke Zhenhui at a consideration of RMB15,930,000 (equivalent to HK\$18,160,000) during the year ended 31 December 2023.

In addition, Nanyue CB contributed the paid-up capital of Zhongke Zhenhui amounting to RMB100,000 (2022: RMB11,400,000) during the year ended 31 December 2023.

As at 31 December 2023, Nanyue CB contributed RMB100,000 (2022: RMB16,200,000) into the registered capital of Zhongke Zhenhui.

\* For identification purpose only

#### (c) 與其他關連方之交易 (續)

- (vi) 於二零二一年九月十三日，本公司間接全資附屬公司中科迅達生物科技(深圳)有限公司(「中科訊達」)與深圳市南嶽天車生物智能裝備投資有限公司(「南嶽天車」)訂立增資協議(「增資協議」)，將中科臻慧之註冊資本由人民幣10,000,000元按比例增加至人民幣80,000,000元。根據增資協議，中科訊達及南嶽天車同意以現金方式分別向中科臻慧之註冊資本出資人民幣35,700,000元及人民幣34,300,000元。南嶽天車由許先生及其聯繫人最終擁有約71.25%。

誠如綜合財務報表附註41(a)所披露，截至二零二三年十二月三十一日止年度，本集團已收購中科臻慧之繳足股本(即人民幣16,200,000元，相當於中科臻慧之20.25%股權)，代價為人民幣15,930,000元(相當於18,160,000港元)。

此外，截至二零二三年十二月三十一日止年度，南嶽天車向中科臻慧之繳足股本出資人民幣100,000元(二零二二年：人民幣11,400,000元)。

於二零二三年十二月三十一日，南嶽天車向中科臻慧之註冊資本出資人民幣100,000元(二零二二年：人民幣16,200,000元)。

\* 僅供識別

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 36. RELATED PARTY TRANSACTIONS 36. 關連方交易 (續) (Continued)

(d) Amounts due from/(to) other related parties

Particular of amounts due from/(to) other related parties, which are included in other receivables/ (other payables) are disclosed as follows:

(d) 應收／（應付）其他關連方款項

應收／（應付）其他關連方款項（計入其他應收款項／（其他應付款項））的詳情披露如下：

				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
		Relationship	關係		
Ms. Chang Hui-Lan	張慧蘭女士	Key management personnel	主要管理人員	(42)	245
Mr. Liu Ting-Hsuan	劉庭軒先生	Close family member of key management personnel	主要管理人員近親	(385)	(336)

Maximum amount outstanding during the year is as follows:

年內最高未償還金額如下：

				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
Ms. Chang Hui-Lan	張慧蘭女士			1,867	1,717
Mr. Liu Ting-Hsuan	劉庭軒先生			N/A	N/A
				不適用	不適用

The amounts are unsecured, interest-free and repayable on demand.

金額為無抵押、無息以及須按  
要求償還。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 36. RELATED PARTY TRANSACTIONS 36. 關連方交易 (續)

#### (Continued)

#### (e) Amounts due to directors

Particular of amounts due to directors are disclosed 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
Mr. Liu	劉先生	2,003	1,366
Mr. Xu	許先生	2,634	1,122
Dr. Xu (note)	徐博士(附註)	-	213
Mr. Chai	齊先生	-	15
Mr. Sun (note)	孫先生(附註)	-	27
Dr. Yang	楊博士	14	13
Ms. Hu	胡女士	30	-
		<b>4,681</b>	<b>2,756</b>

Note: Resigned as a director of the Company during the year ended 31 December 2023 and details are set out in Note 8 to the consolidated financial statements.

附註：於截至二零二三年十二月三十一日止年度辭任本公司董事，詳情載於綜合財務報表附註8。

The amounts are unsecured, interest-free and repayable on demand.

金額為無抵押、無息以及須按  
要求償還。

#### (f) Amount due to a shareholder

Particular of amount due to a shareholder is disclosed 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
Hong Kong Gaoqi Biological Technology Company Limited	香港高崎生物科技 有限公司	13,023	12,655
Analysed as:	分析為：		
Current liabilities	流動負債	13,023	10,325
Non-current liabilities	非流動負債	-	2,330
		<b>13,023</b>	<b>12,655</b>

#### (f) 應付一名股東之款項

應付一名股東之款項的詳情披露如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 36. RELATED PARTY TRANSACTIONS 36. 關連方交易 (續) (Continued)

#### (f) Amount due to a shareholder (Continued)

As at 31 December 2023, the amount due to a shareholder classified as current liabilities amounting to approximately RMB10,625,000 (2022: RMB10,325,000) are unsecured, interest-free and repayable on demand, and approximately RMB2,398,000 (2022: RMBNil) are unsecured, interest-free and repayable within one year, while the remaining portion of RMBNil (2022: RMB2,330,000) are unsecured, interest-free and repayable after one year.

#### (f) 應付一名股東之款項 (續)

於二零二三年十二月三十一日，分類為流動負債的應付一名股東之款項約為人民幣10,625,000元（二零二二年：人民幣10,325,000元）為無抵押、無息及須按要求償還，約人民幣2,398,000元（二零二二年：人民幣零元）為無抵押、無息且須於一年內償還，而其餘部分為人民幣零元（二零二二年：人民幣2,330,000元）為無抵押、無息且須於一年後償還。

### 37. OPERATING LEASES

#### The Group as lessor

At 31 December 2023 and 2022, the Group had contracted with tenants in respect of part of its office and investment properties for the following future minimum lease payments:

### 37. 經營租賃

#### 本集團作為出租人

於二零二三年及二零二二年十二月三十一日，本集團就其部分辦公室及投資物業而與租戶訂約之未來最低租賃付款額如下：

		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	一年內	245	232
After 1 year but within 5 years	一年後及五年內	245	465
		<b>490</b>	<b>697</b>

Operating lease receivables represent rentals receivable by the Group for certain of its investment properties. Leases are negotiated for terms of 3 years (2022: 3 years). None of the lease includes contingent rentals.

應收經營租賃款項乃為本集團就其若干投資物業應收的租金。租期經磋商定為3年（二零二二年：3年）。並無租約包括或然租金。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 38. CAPITAL COMMITMENTS

Capital commitments outstanding at 31 December 2023 and 2022 not provided for in the consolidated financial statements 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
Capital expenditure contracted but not provided for:	已簽約但未作撥備之資本開支：		
– Investment in an associate	– 投資一間聯營公司	2,460	2,460
– Investment in a joint venture	– 於一間合營企業之投資	–	6,500
– Intangible assets	– 無形資產	225	–
		<b>2,685</b>	<b>8,960</b>

### 38. 資本承擔

於綜合財務報表內未撥備之於二零二三年及二零二二年十二月三十一日尚未履行之資本承擔如下：

### 39. PLEDGE OF ASSETS

As at 31 December 2023, bank borrowings of the Group were secured by land and buildings with an aggregate carrying amount of RMB24,377,000 (2022: RMB22,578,000) (Notes 14(d) and 28).

### 39. 抵押資產

於二零二三年十二月三十一日，本集團銀行借貸由賬面總值為人民幣24,377,000元（二零二二年：人民幣22,578,000元）之土地及樓宇作抵押（附註14(d)及28）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 40. SUBSIDIARIES

### 40. 附屬公司

(a) Details of the Company's subsidiaries, which are private companies or, if established/incorporated outside Hong Kong, have substantially the same characteristic as a Hong Kong private company, as at 31 December 2023 and 2022 are as follows:

(a) 於二零二三年及二零二二年十二月三十一日，本公司之附屬公司（為私人公司或（倘於香港境外成立／註冊成立）具有與香港私人公司大致相同之特點）之詳情如下：

Name of subsidiary 附屬公司名稱	Place and date of incorporation/establishment 註冊成立／成立地點及日期	Authorised ordinary share capital/ registered capital 法定普通股／註冊資本	Issued and fully paid-up ordinary share or registered capital 已發行及繳足普通股或註冊資本	Proportion of ownership interest 所有權權益比例		Principal activities/ place of operation 主要業務／營運地點
				Group's effective interest 本集團 實際權益	Held by the Company 由本公司 持有	
<b>Directly held</b> 直接持有						
Bau Shan	Taiwan 29 December 1998	NTD70,452,000 (2022: NTD70,452,000)	NTD70,452,000 (2022: NTD70,452,000)	60% (2022: 60%)	60% (2022: 60%)	- Provision of funeral services, sale of funeral services deeds and investment holding/Taiwan
寶山	台灣 一九九八年十二月二十九日	70,452,000新台幣 (二零二二年：70,452,000新台幣)	70,452,000新台幣 (二零二二年：70,452,000新台幣)	(二零二二年： 60%)	(二零二二年： 60%)	提供殯儀服務、銷售殯儀服務 契約及投資控股／台灣
Full Spread (China) Limited	Hong Kong 5 October 2007	N/A (2022: N/A)	HK\$1 (2022: HK\$1)	100% (2022: 100%)	100% (2022: 100%)	- Investment holding/Hong Kong
弘擴(中國)有限公司	香港 二零零七年十月五日	不適用 (二零二二年：不適用)	1港元 (二零二二年：1港元)	(二零二二年： 100%)	(二零二二年： 100%)	投資控股／香港
Allied Smart Development Limited	Hong Kong 1 April 2010	N/A (2022: N/A)	HK\$1 (2022: HK\$1)	100% (2022: 100%)	100% (2022: 100%)	- Investment holding/Hong Kong
數器發展有限公司	香港 二零一零年四月一日	不適用 (二零二二年：不適用)	1港元 (二零二二年：1港元)	(二零二二年： 100%)	(二零二二年： 100%)	投資控股／香港
Sino-Life (Hong Kong) Limited	Hong Kong 9 August 2010	N/A (2022: N/A)	HK\$1 (2022: HK\$1)	100% (2022: 100%)	100% (2022: 100%)	- Provision of funeral services and sale of funeral services deeds/ Hong Kong
中國生命(香港)有限公司	香港 二零一零年八月九日	不適用 (二零二二年：不適用)	1港元 (二零二二年：1港元)	(二零二二年： 100%)	(二零二二年： 100%)	提供殯儀服務及銷售殯儀服務 契約／香港
Dayrise Enterprises Limited	BVI 13 September 2010	US\$50,000 (2022: US\$50,000)	US\$1 (2022: US\$1)	100% (2022: 100%)	100% (2022: 100%)	- Investment holding/BVI
日昇企業有限公司	英屬處女群島 二零一零年九月十三日	50,000美元 (二零二二年：50,000美元)	1美元 (二零二二年：1美元)	(二零二二年： 100%)	(二零二二年： 100%)	投資控股／英屬處女群島
Jing Run Limited	BVI 12 February 2010	US\$1,000,000 (2022: US\$1,000,000)	US\$1,000,000 (2022: US\$1,000,000)	55% (2022: 55%)	55% (2022: 55%)	- Inactive/BVI
京潤有限公司	英屬處女群島 二零一零年二月十二日	1,000,000美元 (二零二二年：1,000,000美元)	1,000,000美元 (二零二二年：1,000,000美元)	(二零二二年： 55%)	(二零二二年： 55%)	不活躍／英屬處女群島
Timeless Surplus (Hong Kong) Limited	Hong Kong 17 April 2012	N/A (2022: N/A)	HK\$1 (2022: HK\$1)	100% (2022: 100%)	100% (2022: 100%)	- Inactive/Hong Kong
時潤(香港)有限公司	香港 二零一二年四月十七日	不適用 (二零二二年：不適用)	1港元 (二零二二年：1港元)	(二零二二年： 100%)	(二零二二年： 100%)	不活躍／香港
中科臻祺生物科技(廣東)有限公司*	The PRC 29 November 2018	RMB10,000,000 (2022: RMB10,000,000)	RMBNil (note) (2022: RMBNil)	100% (2022: 100%)	100% (2022: 100%)	- Research and testing development/ The PRC
中國 二零一八年十一月二十九日	中國 二零一八年十一月二十九日	人民幣10,000,000元 (二零二二年：人民幣10,000,000元)	人民幣零元(附註) (二零二二年：人民幣零元)	(二零二二年： 100%)	(二零二二年： 100%)	研究和試驗開發／中國
Zhongke Zhenqi	Hong Kong 9 April 2019	N/A (2022: N/A)	HK\$1,000,000 (2022: HK\$1,000,000)	100% (2022: 100%)	100% (2022: 100%)	- Sales of biotechnical machineries/ Hong Kong
中科臻祺	香港 二零一九年四月九日	不適用 (二零二二年：不適用)	1,000,000港元 (二零二二年：1,000,000港元)	(二零二二年： 100%)	(二零二二年： 100%)	生物科技儀器銷售／香港



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## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 40. SUBSIDIARIES (Continued)

### 40. 附屬公司 (續)

(a) (Continued)

(a) (續)

Name of subsidiary 附屬公司名稱	Place and date of incorporation/establishment 註冊成立/成立地點及日期	Authorised ordinary share capital/ registered capital 法定普通股/註冊資本	Issued and fully paid-up ordinary share or registered capital 已發行及繳足普通股或註冊資本	Proportion of ownership interest 所有權權益比例			Principal activities/ place of operation 主要業務/營運地點
				Group's effective interest 本集團 實際權益	Held by the Company 由本公司 持有	Held by subsidiaries 由附屬 公司持有	
<b>Indirectly held</b> 間接持有							
Chongqing Xibao*	The PRC 19 March 2007	US\$4,000,000 (2022: US\$4,000,000)	US\$4,000,000 (2022: US\$4,000,000)	100% (2022: 100%)	-	100% (2022: 100%)	Provision of funeral services and investment holding/The PRC
重慶錫寶*	中國 二零零七年三月十九日	4,000,000美元 (二零二二年: 4,000,000美元)	4,000,000美元 (二零二二年: 4,000,000美元)	100% (二零二二年: 100%)		100% (二零二二年: 100%)	提供殯儀服務及投資控股/中國
Chongqing Xizhou*	The PRC 25 October 2006	RMB300,000 (2022: RMB300,000)	RMB300,000 (2022: RMB300,000)	100% (2022: 100%)	-	100% (2022: 100%)	Provision of funeral services/The PRC
重慶錫洲*	中國 二零零六年十月二十五日	人民幣300,000元 (二零二二年: 人民幣300,000元)	人民幣300,000元 (二零二二年: 人民幣300,000元)	100% (二零二二年: 100%)		100% (二零二二年: 100%)	提供殯儀服務/中國
Sino-Life Eternities Limited	BVI 15 April 2010	US\$50,000 (2022: US\$50,000)	US\$10,000 (2022: US\$10,000)	78.75% (2022: 78.75%)	-	78.75% (2022: 78.75%)	Investment holding/BVI
中國新生命有限公司	英屬處女群島 二零一零年四月十五日	50,000美元 (二零二二年: 50,000美元)	10,000美元 (二零二二年: 10,000美元)	78.75% (二零二二年: 78.75%)		78.75% (二零二二年: 78.75%)	投資控股/英屬處女群島
Sino-Life Eternities Services Limited	Hong Kong 20 April 2010	N/A (2022: N/A)	HK\$1 (2022: HK\$1)	78.75% (2022: 78.75%)	-	78.75% (2022: 78.75%)	Not yet commenced business/ Hong Kong
中國新生命服務有限公司	香港 二零一零年四月二十日	不適用 (二零二二年: 不適用)	1港元 (二零二二年: 1港元)	78.75% (二零二二年: 78.75%)		78.75% (二零二二年: 78.75%)	尚未開展/香港
Jinhao Enterprises Limited	BVI 13 September 2010	US\$50,000 (2022: US\$50,000)	US\$1 (2022: US\$1)	100% (2022: 100%)	-	100% (2022: 100%)	Investment holding/BVI
金豪企業有限公司	英屬處女群島 二零一零年九月十三日	50,000美元 (二零二二年: 50,000美元)	1美元 (二零二二年: 1美元)	100% (二零二二年: 100%)		100% (二零二二年: 100%)	投資控股/英屬處女群島
Sino-Departures Limited	Hong Kong 5 December 2011	N/A (2022: N/A)	HK\$5 (2022: HK\$5)	100% (2022: 100%)	-	100% (2022: 100%)	Not yet commenced business/ Hong Kong
中國送行者有限公司	香港 二零一一年十二月五日	不適用 (二零二二年: 不適用)	5港元 (二零二二年: 5港元)	100% (二零二二年: 100%)		100% (二零二二年: 100%)	尚未開展/香港
Bao Son Life	Vietnam 20 June 2012	US\$200,000 (2022: US\$200,000)	US\$200,000 (2022: US\$200,000)	80% (2022: 80%)	-	80% (2022: 80%)	Investment holding/Vietnam
寶山生命	越南 二零一二年六月二十日	200,000美元 (二零二二年: 200,000美元)	200,000美元 (二零二二年: 200,000美元)	80% (二零二二年: 80%)		80% (二零二二年: 80%)	投資控股/越南
Ban Shan Consulting Limited	Samoa 14 November 2013	US\$50,000 (2022: US\$50,000)	US\$1 (2022: US\$1)	60% (2022: 60%)	-	100% (2022: 100%)	Inactive/Taiwan
	薩摩亞 二零一三年十一月十四日	50,000美元 (二零二二年: 50,000美元)	1美元 (二零二二年: 1美元)	60% (二零二二年: 60%)		100% (二零二二年: 100%)	不活躍/台灣
HLV Duc Hoa (note (b))	Vietnam 22 June 2012	VND50,000,000,000 (2022: VND50,000,000,000)	VND39,750,000,000 (2022: VND39,750,000,000)	- (2022: -)	-	- (2022: -)	Sale of burial plots and provision of cemetery maintenance services/Vietnam
HLV Duc Hoa (附註(b))	越南 二零一二年六月二十二日	50,000,000,000越南盾 (二零二二年: 50,000,000,000越南盾)	39,750,000,000越南盾 (二零二二年: 39,750,000,000越南盾)	(二零二二年: -)		(二零二二年: -)	銷售墓地及提供墓園維修服務/ 越南
BLL	Taiwan 12 October 2015	NTD15,000,000 (2022: NTD15,000,000)	NTD15,000,000 (2022: NTD15,000,000)	60% (2022: 60%)	-	100% (2022: 100%)	Provision of elderly care and related consultancy services/Taiwan
不老林	台灣 二零一五年十月十二日	15,000,000新台幣 (二零二二年: 15,000,000 新台幣)	15,000,000新台幣 (二零二二年: 15,000,000 新台幣)	60% (二零二二年: 60%)		100% (二零二二年: 100%)	提供護老及相關諮詢服務/台灣

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 40. SUBSIDIARIES (Continued)

### 40. 附屬公司 (續)

(a) (Continued)

(a) (續)

Name of subsidiary 附屬公司名稱	Place and date of incorporation/establishment 註冊成立/成立地點及日期	Authorised ordinary share capital/ registered capital 法定普通股/註冊資本	Issued and fully paid-up ordinary share or registered capital 已發行及繳足普通股或註冊資本	Proportion of ownership interest 所有權權益比例			Principal activities/ place of operation 主要業務/營運地點
				Group's effective interest 本集團 實際權益	Held by the Company 由本公司 持有	Held by subsidiaries 由附屬 公司持有	
Chongqing Shouen Elderly Care Services Limited* 重慶受恩養老服務有限公司*	The PRC 27 September 2016 中國 二零一六年九月二十七日	RMB1,000,000 (2022: RMB1,000,000) 人民幣1,000,000元 (二零二二年: 人民幣1,000,000元)	RMB1,000,000 (2022: RMB1,000,000) 人民幣1,000,000元 (二零二二年: 人民幣1,000,000元)	100% (2022: 100%) (二零二二年: 100%)	-	100% (2022: 100%) (二零二二年: 100%)	Not yet commenced business/ The PRC 尚未開展/中國
Zhongke Life Holding Co., Limited 中科生命控股有限公司	Hong Kong 22 July 2019 香港 二零一九年七月二十二日	N/A (2022: N/A) 不適用 (二零二二年:不適用)	HK\$1,000,000 (2022: HK\$1,000,000) 1,000,000港元 (二零二二年:1,000,000港元)	100% (2022: 100%) (二零二二年: 100%)	-	100% (2022: 100%) (二零二二年: 100%)	Not yet commenced business/ Hong Kong 尚未開展/香港
Zhongke Xunda* 中科遠達*	The PRC 17 September 2019 中國 二零一九年九月十七日	RMB40,000,000 (2022: RMB40,000,000) 人民幣40,000,000元 (二零二二年: 人民幣40,000,000元)	RMB1,812,890 (2022: RMB1,812,890) 人民幣1,812,890元 (二零二二年: 人民幣1,812,890元)	100% (2022: 100%) (二零二二年: 100%)	-	100% (2022: 100%) (二零二二年: 100%)	Not yet commenced business/ The PRC 尚未開展/中國
Zhongke Zhenhui* 中科臻慧*	The PRC 19 May 2020 中國 二零二零年五月十九日	RMB80,000,000 (2022: RMB80,000,000) 人民幣80,000,000元 (二零二二年: 人民幣80,000,000元)	RMB18,033,900 (2022: RMB17,090,000) 人民幣18,033,900元 (二零二二年: 人民幣17,090,000元)	71.25% (2022: 51%) (二零二二年: 51%)	-	71.25% (2022: 51%) (二零二二年: 51%)	Biomedical technology research/ The PRC 生物醫療技術研究/中國
Guangdong Zhenyuan Investment Company Limited** ("Guangdong Zhenyuan") 廣東臻遠投資有限公司** (「廣東臻遠」)	The PRC 20 December 2021 中國 二零二一年十二月二十日	RMB70,000,000 (2022: RMB70,000,000) 人民幣70,000,000元 (二零二二年: 人民幣70,000,000元)	RMB30,750,000 (2022: RMB30,000,000 (note)) 人民幣30,750,000元 (二零二二年: 人民幣30,000,000元(附註))	62.14% (2022: 29.14%) (二零二二年: 29.14%)	-	78.57% (2022: 57.14%) (二零二二年: 57.14%)	Investment activities and corporate management consultation/PRC 投資活動及企業管理諮詢/中國

\* Wholly-foreign-owned enterprise established in the PRC

# Wholly-domestic-owned enterprise established in the PRC

^ For identification purpose only

& As at 31 December 2022, Guangdong Zhenyuan is a non-wholly owned subsidiary of Zhongke Zhenhui and therefore the equity interest of Guangdong Zhenyuan attributable to the Group is 29.14%.

Note: Registered capital of the subsidiary was not paid-up as at 31 December 2023 and/or 2022.

\* 於中國註冊成立的外商獨資企業

# 於中國註冊成立的內資企業

^ 僅供識別

& 於二零二二年十二月三十一日，廣東臻遠為中科臻慧非全資附屬公司，因此本集團應佔廣東臻遠29.14%股權。

附註：於二零二三年及/或二零二二年十二月三十一日，該附屬公司之註冊資本尚未繳足。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 40. SUBSIDIARIES (Continued)

### 40. 附屬公司 (續)

(b) The Group does not hold any ownership interests in the entity, HLV Duc Hoa. However, based on the terms of the contract under which HLV Duc Hoa was established and controlled by the Group, the Group receives substantially all of the variable returns related to the involvement in HLV Duc Hoa's operations and net assets and has the ability to direct HLV Duc Hoa's activities that most significantly affect those returns.

(b) 本集團並無持有實體HLV Duc Hoa之任何所有權權益。然而，根據本集團據以成立及控制HLV Duc Hoa之該合同之條款，本集團收取幾近全部關於參與HLV Duc Hoa業務之可變回報及淨資產，以及有能力主導對該等回報有最大影響之HLV Duc Hoa業務。

(c) The table below shows details of non-wholly owned subsidiaries of the Group that have material NCI:

(c) 下表列示本集團擁有重大非控股權益的非全資附屬公司詳情：

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立／成立地點	Proportion of ownership interests and voting rights held by NCI 非控股權益持有之擁有權權益 及投票權比例	
		2023 二零二三年	2022 二零二二年
Bau Shan 寶山	Taiwan 台灣	40%	40%
Bao Son Life 寶山生命	Vietnam 越南	20%	20%
Zhongke Zhenhui 中科臻慧	PRC 中國	28.75%	49%

Summarised consolidated financial information in respect of Bau Shan and its subsidiaries ("Bau Shan Group"), Bao Son Life and its subsidiary ("Bao Son Life Group") and Zhongke Zhenhui and its subsidiary ("Zhongke Zhenhui Group") that has material NCI is set out below. The summarised consolidated financial information below represents amounts before intra-company eliminations.

有關擁有重大非控股權益之寶山及其附屬公司（「寶山集團」）、寶山生命及其附屬公司（「寶山生命集團」）以及中科臻慧及其附屬公司（「中科臻慧集團」）之綜合財務資料概要載列如下。以下綜合財務資料概要指公司間對銷前的金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 40. SUBSIDIARIES (Continued)

### 40. 附屬公司 (續)

(c) (Continued)

(c) (續)

		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		
		Bao Shan Group 寶山集團	Bao Son Life Group 寶山生命集團	Zhongke Zhenhui Group 中科臻慧集團	Bao Shan Group 寶山集團	Bao Son Life Group 寶山生命集團	Zhongke Zhenhui Group 中科臻慧集團
<b>Financial information of consolidated statement of financial position</b>		<b>綜合財務狀況表的財務資料</b>					
Current assets	流動資產	184,023	16,276	25,366	170,158	14,728	31,402
Non-current assets	非流動資產	31,376	180	958	30,070	174	-
Current liabilities	流動負債	(213,443)	(54,166)	(1,121)	(207,202)	(48,318)	(110)
Non-current liabilities	非流動負債	(2,741)	(592)	-	(4,135)	(456)	-
Less: Non-controlling interests	減：非控股權益	-	-	(12,302)	-	-	(15,229)
(Deficit)/equity attributable to owners of the company	本公司擁有人應佔(虧絀)/權益	(785)	(38,302)	12,901	(11,109)	(33,872)	16,063
(Deficit)/equity attributable to owners of the company, attributable to:	以下人士應佔本公司擁有人應佔(虧絀)/權益：						
- owners of the Company	- 本公司擁有人	(471)	(30,641)	14,277	(6,665)	(27,098)	366
- NCI	- 非控股權益	(314)	(7,661)	(1,376)	(4,444)	(6,774)	15,697
		(785)	(38,302)	12,901	(11,109)	(33,872)	16,063
<b>Financial information of consolidated statement of profit or loss and other comprehensive income</b>		<b>綜合損益及其他全面收益表的財務資料</b>					
Revenue	收益	2,014	560	-	1,531	692	-
Profit/(loss) for the year attributable to owners of the company	本公司擁有人應佔年度溢利/(虧損)	10,082	(957)	(4,043)	10,156	(450)	(573)
Profit/(loss) for the year attributable to owners of the company, attributable to:	以下人士應佔本公司擁有人應佔年度溢利/(虧損)：						
- owners of the Company	- 本公司擁有人	6,049	(766)	(2,768)	6,094	(360)	(292)
- NCI	- 非控股權益	4,033	(191)	(1,275)	4,062	(90)	(281)
		10,082	(957)	(4,043)	10,156	(450)	(573)
Total comprehensive income/(expense) attributable to owners of the company	本公司擁有人應佔全面收益/(開支)總額	10,324	(4,430)	(4,043)	6,850	(1,601)	(573)
Total comprehensive income/(expense) attributable to owners of the company, attributable to:	以下人士應佔本公司擁有人應佔全面收益/(開支)總額：						
- owners of the Company	- 本公司擁有人	6,194	(3,544)	(2,768)	4,110	(1,281)	(292)
- NCI	- 非控股權益	4,130	(886)	(1,275)	2,740	(320)	(281)
		10,324	(4,430)	(4,043)	6,850	(1,601)	(573)
<b>Financial information of consolidated statement of cash flows</b>		<b>綜合現金流量表的財務資料</b>					
Net cash (outflows)/inflows from operating activities	經營活動現金(流出)/流入淨額	(130)	235	(6,841)	(580)	68	(964)
Net cash inflows/(outflows) from investing activities	投資活動現金流入/(流出)淨額	612	(60)	11,475	1,312	-	(21,022)
Net cash (outflows)/inflows from financing activities	融資活動現金(流出)/流入淨額	(1,221)	(72)	713	(1,176)	(66)	26,252

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 41. ACQUISITION OF NON-CONTROLLING INTERESTS

- (a) On 26 April 2023 (after trading hours), the Company and Zhongke Xunda, an indirect wholly-owned subsidiary of the Company, entered into a sale and purchase agreement (the “SPA I”) with Nanyue CB. Pursuant to the SPA I, Zhongke Xunda has conditionally agreed to acquire from Nanyue CB the paid-up capital of Zhongke Zhenhui amounting to RMB16,200,000 which is contributed by Nanyue CB and is equivalent to 20.25% equity interest in Zhongke Zhenhui, at a consideration of RMB15,930,000 (equivalent to HK\$18,160,000). The aforesaid consideration shall be satisfied by way of issue of the Convertible Bonds to Nanyue CB or its nominee(s) under the specific mandate (the “Specific Mandate I”). The Specific Mandate I was granted by the independent shareholders of the Company to the board of the directors at the extraordinary general meeting held on 12 July 2023.

On 11 August 2023, the Convertible Bonds were issued. Details and the particulars of the Convertible Bonds were disclosed in Note 29 to the consolidated financial statements.

- (b) On 26 April 2023 (after trading hours), the Company and Zhongke Xunda entered into a sale and purchase agreement (the “SPA II”) with Shenzhen Huaxin Times Investment Co., Ltd.\* (深圳市華信時代投資有限公司) (“Shenzhen Huaxin”). Pursuant to the SPA II, Zhongke Xunda agreed to acquire from Shenzhen Huaxin the paid-up capital of Guangdong Zhenyuan amounting to RMB15,000,000 which is contributed by Shenzhen Huaxin and is equivalent to approximately 21.43% of the equity interest in Guangdong Zhenyuan, at a consideration of RMB15,000,000 (equivalent to HK\$17,100,000). The aforesaid consideration shall be satisfied by way of the issue of 142,500,000 ordinary shares of the Company (the “Consideration Shares”) to Shenzhen Huaxin or its nominee(s) under the specific mandate (the “Specific Mandate II”). The Specific Mandate II was granted by the independent shareholders of the Company to the board of the directors at the extraordinary general meeting held on 12 July 2023.

On 11 August 2023, the Consideration Shares were allotted and issued.

### 41. 於附屬公司的所有權權益變動

- (a) 於二零二三年四月二十六日(交易時段後)，本公司及中科訊達(本公司之間接全資附屬公司)與南嶽天車訂立買賣協議(「買賣協議一」)。根據買賣協議一，中科訊達已有條件同意向南嶽天車收購南嶽天車出資之中科臻慧繳足股本(即人民幣16,200,000元，相當於中科臻慧之20.25%股權)，代價為人民幣15,930,000元(相當於18,160,000港元)。上述代價將透過根據特別授權(「特別授權一」)向南嶽天車或其代名人發行可換股債券之方式償付。特別授權一由本公司獨立股東於二零二三年七月十二日舉行之股東特別大會上授予董事會。

可換股債券於二零二三年八月十一日發行。可換股債券之詳情及具體內容於綜合財務報表附註29披露。

- (b) 於二零二三年四月二十六日(交易時段後)，本公司及中科訊達(本公司之間接全資附屬公司)與深圳市華信時代投資有限公司(「深圳華信」)訂立買賣協議(「買賣協議二」)。根據買賣協議二，中科訊達同意向深圳華信收購深圳華信出資之廣東臻遠繳足股本(即人民幣15,000,000元，相當於廣東臻遠約21.43%股權)，代價為人民幣15,000,000元(相當於17,100,000港元)。上述代價將透過根據特別授權(「特別授權二」)向深圳華信或其代名人發行142,500,000股本公司普通股(「代價股份」)之方式償付。特別授權二由本公司獨立股東於二零二三年七月十二日舉行之股東特別大會上授予董事會。

代價股份於二零二三年八月十一日配發及發行。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 42. EQUITY-SETTLED SHARE-BASED TRANSACTIONS 42. 以股權結算股份為基礎之交易

Pursuant to the ordinary resolution of the shareholders of the Company dated 21 April 2021, a share option scheme ("2021 Share Option Scheme") was approved and adopted. The major terms of the 2021 Share Option Scheme are summaries as follows:

- (a) The purpose of the 2021 Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to eligible participants and to promote the success of the business of the Group.
- (b) The eligible participants include any director, employee, advisor, consultant, supplier, agent, customer, partner or joint-venture partner of the Company or any subsidiary of the Company, who, in the absolute discretion of the board of the directors of the Company, has contributed or may contribute to the Group so as to promote the success of the business of the Group.
- (c) The exercise price of a share option under the 2021 Share Option Scheme shall be determined at the absolute discretion of the board of directors of the Company but in any event will not be less than the highest of (i) the closing price of the shares on the Stock Exchange as shown in the daily quotations sheet of the Stock Exchange on the offer date of the particular option, which must be a business day; (ii) the average of the closing prices of the shares as shown in the daily quotations sheets of the Stock Exchange for the five consecutive business days immediately preceding the offer date of that particular option; and (iii) the nominal value of a share on the offer date of the particular option.

根據本公司股東於二零二一年四月二十一日之普通決議案，一項購股權計劃（「二零二一年購股權計劃」）已獲批准及採納。二零二一年購股權計劃的主要條款概述如下：

- (a) 二零二一年購股權計劃之目的乃為吸引及挽留最稱職人員，為合資格參與者提供額外獎勵及推動本集團業務之成功。
- (b) 本公司董事會全權酌情認為，合資格參與者（包括本公司或本公司任何附屬公司之任何董事、僱員、顧問、諮詢人、供應商、代理、客戶、合作夥伴或合營企業夥伴）已為本集團作出貢獻或可能作出貢獻，以推動本集團業務之成功。
- (c) 二零二一年購股權計劃項下購股權之行使價由本公司董事全權酌情釐定，惟無論如何不得低於以下最高者：(i)於特定購股權的要約日期（必須為營業日）股份於聯交所每日報價表上顯示在聯交所的收市價；(ii)緊接特定購股權的要約日期前五個連續營業日股份於聯交所每日報價表上顯示的平均收市價；及(iii)股份於特定購股權要約日期的面值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 42. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (Continued)

- (d) The maximum number of shares which may be issued upon exercise of all share options to be granted under the 2021 Share Option Scheme and any other share option schemes must not in aggregate exceed 10% of the shares in issue, unless the grant of options, beyond the limit of 10% but not exceeding 30% of the shares in issue, is specifically approved by the shareholders of the Company in an annual general meeting.
- (e) Unless approved by the Company's shareholders, the total number of shares issued and to be issued upon exercise of the options granted and to be granted pursuant to the 2021 Share Option Scheme and any other share option schemes of the Group (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the Shares in issue.
- (f) An offer shall be made to a eligible participant in writing in such form as the Company's directors may from time to time determine and shall remain open for acceptance by the eligible participant concerned for a period of 10 days from the date upon which it is made provided that no such offer shall be open for acceptance after the 10th anniversary of the adoption date of the 2021 Share Option Scheme or the termination of the 2021 Share Option Scheme. An offer shall be deemed to have been accepted by the eligible participant to whom the offer is made when the duplicate letter comprising acceptance of the offer duly signed by the eligible participant, together with a non-refundable remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company within such time as may be specified in the offer (which shall not be later than 10 days from, and inclusive of, the date of the offer), or within such time as may be determined by the board of directors of the Company pursuant to the GEM Listing Rules.

### 42. 以股權結算股份為基礎之交易 (續)

- (d) 根據二零二一年購股權計劃及任何其他購股權計劃將授予的所有購股權於行使時可能發行之股份最高數目不得超過已發行股份總數的10%，倘要授予超過10%但不超過30%之已發行股份限額之購股權，須由本公司股東於股東週年大會上特別批准。
- (e) 除非本公司股東批准，否則在任何12個月期間，因根據二零二一年購股權計劃或本集團任何其他購股權計劃已授出或將予授出的購股權（包括已行使及尚未行使的購股權）獲行使而已經及將獲發行的股份總數，不得超過已發行股份的1%。
- (f) 向合資格參與者作出之要約須以書面方式作出，且格式由本公司董事不時決定，並須自作出要約之日起計10日之期間內可供有關合資格參與者接納，惟於二零二一年購股權計劃之採納日期滿10週年或獲終止後，有關要約將不再供接納。倘於要約可能指定之時間（不得遲於要約日期（包括該日）起計10日）內，或於本公司董事會根據GEM上市規則可能釐定之時間內，本公司已接獲經向其作出要約之合資格參與者正式簽署之接納要約之函件的副本，同時收到以本公司為收款人之不予退還的匯款1.00港元以作為授出購股權之代價，則有關要約應視為已獲有關合資格參與者接納。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 42. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (Continued)

### 42. 以股權結算股份為基礎之交易 (續)

- (g) An option may be exercised at any time during the period to be determined and identified by the board of directors of the Company to each grantee at the time of making an offer for the grant of an option, but in any event no later than 10 years from the date of offer.
- (h) An option shall be exercisable in whole or in part in the circumstances by giving notice in writing to the Company stating that the option is thereby exercised and the number of shares in respect of which it is so exercised. Each such notice must be accompanied by a remittance for the full amount of the subscription price for shares in respect of which the notice is given.
- (i) The terms and conditions of the options granted are as follows:
- (g) 購股權可於本公司董事會在提出授出購股權要約當時決定及向各承授人指定的期間內隨時行使，惟一切情況下不得遲於要約日期起計10年。
- (h) 承授人須於向本公司發出書面通知的情況下全部或部分行使購股權，該通知須註明購股權據此獲行使及行使購股權所涉及的股份數目。各有關通知須夾附匯款，金額為發出的通知中所涉及的整筆股份認購價。
- (i) 已授出購股權之條款及條件如下：

	Number of shares issuable under options granted 就授出之購股權 可發行股份數目	Exercisable period 行使期	Contractual life of options 購股權合約年期
<i>Options granted on 19 May 2022:</i> 於二零二二年五月十九日授出之購股權：			
Options granted to directors: 授予董事之購股權：			
- Dr. Xu - 徐博士	3,712,000	19 May 2022 to 18 May 2032 二零二二年五月十九日至二零三二年五月十八日	10 years 10年
- Mr. Sun - 孫先生	3,712,000	19 May 2022 to 18 May 2032 二零二二年五月十九日至二零三二年五月十八日	10 years 10年
Options granted to an employee: 授予一名僱員之購股權：	3,700,000	19 May 2022 to 18 May 2032 二零二二年五月十九日至二零三二年五月十八日	10 years 10年
Options granted to business partners: 授予業務合作夥伴之購股權：	14,832,000	19 May 2022 to 18 May 2032 二零二二年五月十九日至二零三二年五月十八日	10 years 10年
Total share options 購股權總數	25,956,000		

The method of settlement for the options granted is by equity. The closing price of the Company's shares on 19 May 2022, the date on which the options were granted, was HK\$0.137.

授出之購股權乃採用權益結算方式。本公司股份於二零二二年五月十九日（即購股權獲授出之日期）前之收市價為0.137港元。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 42. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (Continued) 42. 以股權結算股份為基礎之交易 (續)

(j) The particulars of outstanding options at the end of the reporting period as follows:

(j) 於報告期末之尚未行使購股權詳情如下：

		2023 二零二三年		2022 二零二二年	
		Weighted average exercise price 加權平均 行使價	Number of shares issuable under options granted 就授出之 購股權可發行 股份數目	Weighted average exercise price 加權平均 行使價	Number of shares issuable under options granted 就授出之 購股權可發行 股份數目
Outstanding at the beginning of the year	年初尚未行使	HK\$0.137 0.137港元	25,956,000	N/A 不適用	-
Granted during the year	年內已授出	-	-	HK\$0.137 0.137港元	25,956,000
Lapsed during the year	年內已失效	HK\$0.137 0.137港元	(7,424,000)	-	-
Outstanding at the end of the year	年終尚未行使	HK\$0.137 0.137港元	18,532,000	HK\$0.137 0.137港元	25,956,000
Exercisable at the end of the year	年終可予行使	HK\$0.137 0.137港元	18,532,000	HK\$0.137 0.137港元	25,956,000

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 42. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (Continued) 42. 以股權結算股份為基礎之交易 (續)

(j) (Continued)

Terms of unexpired and unexercised share options at the end of the reporting period are as follows:

(j) (續)

於報告期末之尚未屆滿及尚未行使購股權期限如下：

31 December 2023 二零二三年十二月三十一日	Number of shares issuable under options granted 就授出之購股權 可發行股份數目	Vesting period 歸屬期	Exercisable period 行使期	Exercise price 行使價
<i>Options granted on 19 May 2022:</i> 於二零二二年五月十九日授出之購股權：				
Options granted to an employee: 授予一名僱員之購股權：	3,700,000	N/A 不適用	19 May 2022 to 18 May 2032 二零二二年五月十九日至二零三二年五月十八日	HK\$0.137 0.137港元
Options granted to business partners: 授予業務合作夥伴之購股權：	14,832,000	N/A 不適用	19 May 2022 to 18 May 2032 二零二二年五月十九日至二零三二年五月十八日	HK\$0.137 0.137港元
Total share options outstanding 尚未行使購股權總數	<b>18,532,000</b>			
31 December 2022 二零二二年十二月三十一日	Number of shares issuable under options granted 就授出之購股權 可發行股份數目	Vesting period 歸屬期	Exercisable period 行使期	Exercise price 行使價
<i>Options granted on 19 May 2022:</i> 於二零二二年五月十九日授出之購股權：				
Options granted to directors: 授予董事之購股權：				
– Dr. Xu – 徐博士	3,712,000	N/A 不適用	19 May 2022 to 18 May 2032 二零二二年五月十九日至二零三二年五月十八日	HK\$0.137 0.137港元
– Mr. Sun – 孫先生	3,712,000	N/A 不適用	19 May 2022 to 18 May 2032 二零二二年五月十九日至二零三二年五月十八日	HK\$0.137 0.137港元
Options granted to an employee: 授予一名僱員之購股權：	3,700,000	N/A 不適用	19 May 2022 to 18 May 2032 二零二二年五月十九日至二零三二年五月十八日	HK\$0.137 0.137港元
Options granted to business partners: 授予業務合作夥伴之購股權：	14,832,000	N/A 不適用	19 May 2022 to 18 May 2032 二零二二年五月十九日至二零三二年五月十八日	HK\$0.137 0.137港元
Total share options outstanding 尚未行使購股權總數	<b>25,956,000</b>			

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 42. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (Continued)

(j) (Continued)

The share options outstanding at 31 December 2023 had exercise price of HK\$0.137 (2022: HK\$0.137) and a weighted average remaining contractual life of 8.38 years (2022: 9.38 years).

The options granted on 19 May 2022 shall expire ten years from the date of grant. As at 31 December 2023, 18,532,000 options (2022: 25,956,000 options) were exercisable at any time during a period of 10 years from the date of grant.

The number of share options available for grant under the 2021 Share Option Scheme as at 31 December 2023 was 48,294,000 (2022: 48,294,000) representing approximately 5.46% (2022: 6.50%) of the total issued shares of the Company as at the date of this annual report.

The total number of shares that may be issued in respect of share options granted under the 2021 Share Option Scheme of the Company during the year ended 31 December 2023 divided by the weighted average number of ordinary shares in issue for the year was 2.32% (2022: 3.50%).

### 42. 以股權結算股份為基礎之交易 (續)

(j) (續)

於二零二三年十二月三十一日尚未行使之購股權之行使價為0.137港元(二零二二年: 0.137港元), 加權平均剩餘合約年限為8.38年(二零二二年: 9.38年)。

此等於二零二二年五月十九日授出之購股權自授出日期起計10年後屆滿。於二零二三年十二月三十一日, 18,532,000份購股權(二零二二年: 25,956,000份購股權)可於授出日期起計10年期內之任何時間行使。

於二零二三年十二月三十一日, 根據二零二一年購股權計劃可供授出的購股權數目為48,294,000份(二零二二年: 48,294,000份), 相當於本年報日期本公司已發行股份總數的約5.46%(二零二二年: 6.50%)。

截至二零二三年十二月三十一日止年度, 就本公司二零二一年購股權計劃項下授出購股權而可發行的股份總數除以年內已發行股份加權平均數為2.32%(二零二二年: 3.50%)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 42. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (Continued) 42. 以股權結算股份為基礎之交易 (續)

#### (k) Fair value of share options and assumptions

The fair value of services received for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on the Polynomial Model. The contractual life of the share option is used as an input into this model.

#### (k) 購股權之公平值及假設

本集團就已授出購股權獲取之服務之公平值乃參考獲授購股權之公平值計量。獲授購股權之估計公平值按多項式模式計量。購股權之合約年期為本模式之一項輸入參數。

		On the grant date 於授出日期
Fair value of share options at measurement date granted to:	於計量日期購股權之公平值	
– directors	– 董事	HK\$0.07617 0.07617港元
– employee	– 僱員	HK\$0.06424 0.06424港元
– business partners	– 業務夥伴	HK\$0.09594 0.09594港元
Share price	股價	HK\$0.137 0.137港元
Exercise price	行使價	HK\$0.137 0.137港元
Expected volatility (expressed as weighted average volatility used in the modelling under the Polynomial Model)	預期波幅 (以多項式模式內採用的加權平均波幅)	59.96%
Option life (expressed as weighted average life used in the modelling under the Polynomial Model)	購股權年期 (以多項式模式內採用的加權平均年期)	10 years 10年
Expected dividends yield	預期股息收益率	0%
Risk-free interest rate	無風險利率	2.79%

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends yield are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

預期波幅乃根據歷史波幅 (以購股權之加權平均剩餘年期計算) 計算, 再根據公眾所獲知的信息影響未來預期波幅之變動作出調整。預期股息收益率乃根據過往股息釐定。所採用主觀假設之變動可能對公平值估計產生重大影響。

The Group recognised the total expense of approximately RMB1,900,000 during the year ended 31 December 2022 (2023: Nil) in relation to share options granted by the Company.

截至二零二二年十二月三十一日止年度, 本集團就本公司已授出之購股權確認總支出約人民幣1,900,000元 (二零二三年: 無)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 43. 本公司財務狀況表

			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
	Notes 附註			
<b>NON-CURRENT ASSETS</b>		<b>非流動資產</b>		
Investments in subsidiaries	40	於附屬公司的投資	12,310	12,357
Intangible assets		無形資產	2	2
			12,312	12,359
<b>CURRENT ASSETS</b>		<b>流動資產</b>		
Other receivables		其他應收款項	14	13
Amounts due from subsidiaries		應收附屬公司之款項	106,663	74,180
Cash and cash equivalents		現金及現金等價物	2,858	4,572
			109,535	78,765
<b>CURRENT LIABILITIES</b>		<b>流動負債</b>		
Other payables		其他應付款項	4,763	4,239
Amounts due to subsidiaries		應付附屬公司之款項	29,283	25,563
Amounts due to directors		應付董事之款項	997	529
Amount due to a shareholder		應付一名股東之款項	10,625	10,325
			45,668	40,656
<b>NET CURRENT ASSETS</b>		<b>淨流動資產</b>	63,867	38,109
<b>TOTAL ASSET LESS CURRENT LIABILITIES</b>		<b>總資產減流動負債</b>	76,179	50,468
<b>NON-CURRENT LIABILITIES</b>		<b>非流動負債</b>		
Convertible bonds	29	可換股債券	14,313	-
			14,313	-
<b>NET ASSETS</b>		<b>淨資產</b>	61,866	50,468
<b>EQUITY</b>		<b>權益</b>		
Share capital	32	股本	81,941	69,218
Reserves	33(a)	儲備	(20,075)	(18,750)
<b>TOTAL EQUITY</b>		<b>權益總額</b>	61,866	50,468

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 44. ACCOUNTING JUDGEMENTS AND ESTIMATES 44. 會計判斷及估計

#### (a) Critical accounting judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, management has made the following judgement:

##### (i) Consolidation of an entity in which the Group does not hold any equity interests

The Group conducts a portion of the business through HLV Duc Hoa in Vietnam due to regulatory restrictions on the foreign ownership. The Group does not have any equity interest in HLV Duc Hoa. The directors of the Company assessed whether or not the Group has control over HLV Duc Hoa by assessing whether it has power over HLV Duc Hoa, has the rights to variable returns from its involvement with HLV Duc Hoa and has the ability to affect those returns through its power over HLV Duc Hoa. After assessment, the directors of the Company concluded that the Group has control over HLV Duc Hoa as a result of the contractual arrangements and accordingly the financial position and the operating results of HLV Duc Hoa are included in the Group's consolidated financial statements throughout the years presented. Nevertheless, the contractual arrangements may not be as effective as direct legal ownership in providing the Group with direct control over HLV Duc Hoa and uncertainties presented by the Vietnam legal system could impede the Group's beneficiary rights of the results, assets and liabilities of HLV Duc Hoa. The directors of the Company, based on the advice of its legal counsel, consider that the contractual arrangements with HLV Duc Hoa and their equity shareholders are in compliance with the relevant laws and regulations in Vietnam and are legally enforceable. Changes in market conditions or interpretation of the Vietnam law and regulations in future may have a material impact on the assessment of control over HLV Duc Hoa.

#### (b) Key sources of estimation uncertainty

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

#### (a) 應用本集團會計政策之重大會計判斷

於應用本集團會計政策之過程中，管理層已作出以下判斷：

##### (i) 合併本集團並無持有任何股權的實體

由於受到外商所有權監管限制，本集團透過在越南的HLV Duc Hoa開展部分業務。本集團並無於HLV Duc Hoa擁有任何股權。本公司董事通過評估本集團是否對HLV Duc Hoa有權力、有權自參與HLV Duc Hoa獲得可變回報及能否通過對HLV Duc Hoa的權力影響該等回報而評估本集團是否對HLV Duc Hoa有控制權。評估後，本公司董事認為本集團因合約安排而對HLV Duc Hoa有控制權，因此，於整個呈列年度，HLV Duc Hoa的財務狀況及經營業績計入本集團合併財務報表。然而，合約安排在給予本集團對HLV Duc Hoa的直接控制權方面未必如直接合法所有權有效，且越南法律制度的不確定因素可能妨礙本集團於HLV Duc Hoa的業績、資產及負債的實益權利。本公司董事根據其法律顧問的意見認為與HLV Duc Hoa及彼等權益股東之間的合約安排符合有關越南法律法規，屬合法有效。未來市況或越南法律及法規詮釋的變動可能對HLV Duc Hoa控制權的評估產生重大影響。

#### (b) 估計不明朗因素之主要來源

以下為涉及未來之主要假設以及於報告期末涉及重大風險可能導致下個財政年度之資產與負債之賬面值須作大幅調整之估計不明朗因素之其他主要來源。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 44. ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued) 44. 會計判斷及估計 (續)

#### (b) Key sources of estimation uncertainty (Continued)

##### (i) *Fair values of freehold land and buildings held for own use and investment properties*

The freehold land and buildings held for own use and investment properties of the Group were revalued at each reporting date during the year based on the appraised market value provided by independent qualified professional valuers. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the estimation, the Group considers information from current prices in an active market for similar properties and uses assumptions that are mainly based on market conditions existing at each reporting date.

##### (ii) *Fair value of convertible bonds*

The directors of the Company use their judgement in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. For the convertible bonds issued by the Company, assumptions are made based on quoted market rates adjusted for specific features of the instrument. As at 31 December 2023, the carrying amount of convertible bonds recognised as non-current liabilities of approximately RMB14,313,000 (2022: N/A).

#### (b) 估計不明朗因素之主要來源 (續)

##### (i) *持有作自用之永久業權土地及樓宇以及投資物業之公平值*

本集團持有作自用之永久業權土地及樓宇以及投資物業按獨立合資格專業估值師對其於年內各報告日的評估市值重估。該等估值乃基於若干假設，而該等假設受不明朗因素影響，並可能與實際結果有大幅偏差。在作出判斷時，本集團考慮活躍市場類似物業的現價，並採用主要依據各報告日現行市況而作出的假設。

##### (ii) *可換股債券之公平值*

本公司董事會依其本身之判斷，為並無在活躍市場報價之財務工具選擇合適估值方法。所採用之估值方法均為市場從業者通用之方法。就本公司發行之可換股債券而言，假設乃按就工具之特定功能進行調整後之市場報價而作出。於二零二三年十二月三十一日，已確認為非流動負債之可換股債券之賬面值約為人民幣14,313,000元（二零二二年：不適用）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 44. ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued) 44. 會計判斷及估計 (續)

#### (b) Key sources of estimation uncertainty (Continued)

##### (iii) Impairment of non-financial assets (including property, plant and equipment, right-of-use assets, intangible assets, interest in an associate, goodwill and deposits)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a CGU exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or CGU and choose a suitable discount rate in order to calculate the present value of those cash flows.

##### (iv) Provision of ECLs for trade receivables

The Group uses provision matrix to calculate ECLs for the trade receivables. The provision rates are based on internal credit ratings as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables with credit-impaired are assessed for ECLs individually.

#### (b) 估計不明朗因素之主要來源 (續)

##### (iii) 非財務資產的減值 (包括物業、廠房及設備、使用權資產、無形資產、於一間聯營公司之權益、商譽及按金)

本集團於各報告期末評估所有非財務資產是否存在任何減值跡象。倘非財務資產賬面值有不可收回跡象，則對有關資產進行減值測試。資產或現金產生單位之賬面值超逾其可收回金額（即其公平值減出售成本與其使用價值中之較高者）時，即出現減值。公平值減出售成本乃按類似資產以公平交易方式從具法律約束力之銷售交易中可獲得數據、或可觀察市價減出售資產之增量成本計算。計算使用價值時，管理層必須估計資產或現金產生單位之預期未來現金流，並選擇合適的貼現率以計算該等現金流之現值。

##### (iv) 貿易應收款項之預期信貸虧損撥備

本集團使用撥備矩陣計算貿易應收款項之預期信貸虧損。撥備率乃根據對具有類似虧損模式的不同債務人之分組的內部信貸評級計算。撥備矩陣乃根據本集團的過往違約率，並會考慮合理及有依據且無須耗費不必要的成本或精力而取得的前瞻性資料。於每個報告日期，過往所觀察違約率經重新評估，並會考慮前瞻性資料之變動。此外，信貸減值之貿易應收款項會逐項評估預期信貸虧損。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 44. ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued) 44. 會計判斷及估計 (續)

#### (b) Key sources of estimation uncertainty (Continued)

##### (v) *Net realisable value of inventories and development and formation costs of burial plots*

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated cost to make the sale. These estimates are based on the current market conditions and the historical experience of selling products of similar nature. It could change significantly as a result of changes in customer preferences and competitor actions in response to severe industry cycles. Management reassesses these estimates at the end of each reporting period.

The Group writes down development and formation costs of graves to net realisable value based on assessment of the realisability of the development and formation costs of burial plots which takes into account costs to completion based on management's experience and net sales value based on prevailing market conditions. If there is an increase in cost to completion or a decrease in net sales value, the net realisable value will decrease which may result in writing down development and formation costs of burial plots to net realisable value. Write-downs are recorded where events or changes in circumstances indicate that the balances may not be realised. The identification of write-downs requires the use of judgement and estimates. Where the expectation is different from the original estimate, the carrying value of development and formation costs of burial plots is adjusted in the period in which such estimate is changed.

#### (b) 估計不明朗因素之主要來源 (續)

##### (v) *存貨及墓地開發及成立成本的可變現淨值*

存貨的可變現淨值為於日常業務過程中的估計售價扣除完成之估計成本及作出銷售估計成本。該等估計乃基於當時市況及銷售同類性質產品的過往經驗，其可能因客戶喜好改變及競爭對手因應嚴峻的行業週期而作出的行動而出現重大轉變。管理層於各報告期末重新評估該等估計。

本集團評估墓地開發及成立成本是否可能變現（當中根據管理層經驗計及完成成本及根據現行市況之銷售淨值），據此撇減墓園開發及成立成本至其可變現淨值。倘完成成本增加，或銷售淨值減少，可變現淨值將下跌，或會導致墓地開發及成立成本撇減至其可變現淨值。於事態中有事項或變動顯示結餘可能無法變現時，撇減將予記錄。釐定撇減須作出判斷及估計。倘預期與原定估計有異，則墓地開發及成立成本之賬面值會於有關估計變動之期間調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 44. ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued) 44. 會計判斷及估計 (續)

#### (b) Key sources of estimation uncertainty (Continued)

##### (vi) Depreciation and amortisation

The management reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation and amortisation charge for the year.

This estimate is based on the historical experience of the actual useful lives of assets of similar nature and functions and taking into account anticipated technological changes. The depreciation and amortisation expenses for future periods are adjusted if there are significant changes from previous estimates.

##### (vii) Income tax

The subsidiaries of the Company are subject to income taxes in Hong Kong, the PRC, Vietnam and Taiwan. Significant judgement is required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current tax and deferred tax provisions in the period in which such determination is made.

##### (viii) Provision on funeral services deeds

The Group determines the pricing of the funeral services deeds by adding a margin to the estimated cost of delivering funeral services in future, after taking into account of major factors including the timing of the instruction of the Deed Holders.

#### (b) 估計不明朗因素之主要來源 (續)

##### (vi) 折舊及攤銷

管理層定期審閱資產的估計可使用年期以決定年度折舊金額及攤銷開支。

該估計乃基於性質及功能相近的資產的實際可使用年期的過往經驗，並經考慮預計的技術轉變。倘過往的估計出現重大改變，則未來期間的折舊及攤銷開支會作調整。

##### (vii) 所得稅

本公司的附屬公司須繳納香港、中國、越南及台灣所得稅。於決定所得稅撥備時須作出重大判斷。於日常業務過程中，存在最終稅務決定存在不確定因素的交易及計算。倘該等事宜的最終稅務結果與最初入賬的金額不同，則該差異將影響作出該決定的期間的即期稅項及遞延稅項撥備。

##### (viii) 殯儀服務契約之條款

本集團經參考包括契約持有人作出指示之時機等主要因素後，透過在日後交付殯儀服務之估計成本另加利潤之方式，釐定殯儀服務之價格。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 44. ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued) 44. 會計判斷及估計 (續)

#### (b) Key sources of estimation uncertainty (Continued)

##### (viii) Provision on funeral services deeds (Continued)

This estimate is based on the sub-contracting fee payable to the sub-contractor for each funeral service deed performed, the current market conditions and the price of deeds from sub-contractors. Management reassesses these estimates at the end of each reporting period to estimate if the receipts in advance for funeral service deeds can cover the estimated future costs of delivering funeral services and determine the need of making a provision in the consolidated financial statements.

##### (ix) Estimation of incremental borrowing rate ("IBR")

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an IBR to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

#### (b) 估計不明朗因素之主要來源 (續)

##### (viii) 殯儀服務契約之條款 (續)

該等估計乃基於應付各項已履行殯儀服務契約分包商之分包款項、現時市場狀況及分包商之契約價格進行。管理層於各報告期末重新評估該等估計，以評估該等殯儀服務契約預收款項是否足以支付殯儀服務之未來估計成本，並釐定是否須於綜合財務報表中作出撥備。

##### (ix) 估算增量借貸利率 (「增量借貸利率」)

本集團未能輕易確定租賃內含之利率，因此，本集團使用增量借貸利率來計量租賃負債。增量借貸利率是指在類似之經濟環境下，本集團為獲取與使用權資產具有相近價值之資產，並於相似借款期限及具有相似擔保之條件下而借入所需資金之利率。因此，增量借貸利率反映了本集團「將或需要支付」之款項，且在沒有可用之可觀察利率（例如，附屬公司未有進行融資交易）或需要進行調整以反映租賃條款及條件時（例如，當租賃並非以附屬公司之功能貨幣計值），有關利率需進行估算。本集團使用可用之可觀察輸入值（例如市場利率）估算增量借貸利率，並需就個別實體進行若干特定估算（例如附屬公司之獨立信用評級）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 45. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2023

### 45. 於截至二零二三年十二月三十一日止年度已頒佈但尚未生效之修訂本、新訂準則及詮釋之可能影響

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

本集團並無提早應用以下已頒佈但尚未生效之新訂香港財務報告準則及其修訂：

	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 HKFRS 10 and HKAS 28, <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	To be determined	香港財務報告準則第10號及香港會計準則第28號(修訂本)投資者與其聯營公司或合資企業之間的資產出售或注資	待釐定
Amendments to HKFRS 16, <i>Lease Liability in a Sale and Leaseback</i>	1 January 2024	香港財務報告準則第16號(修訂本)售後租回之租賃負債	二零二四年一月一日
Amendments to HKAS 1, <i>Classification of Liabilities as Current or Non-Current and related amendments to Hong Kong Interpretation 5 and Non-current Liabilities with Covenants</i>	1 January 2024	香港會計準則第1號(修訂本)將負債分類為流動或非流動及香港詮釋第5號之相關修訂本及附帶契諾的非流動負債	二零二四年一月一日
Amendments to HKAS 7 and HKFRS 7, <i>Supplier Finance Arrangements</i>	1 January 2024	香港會計準則第7號及香港財務報告準則第7號(修訂本)供應商融資安排	二零二四年一月一日
Amendments to HKAS 21, <i>Lack of Exchangeability</i>	1 January 2025	香港會計準則第21號(修訂本)缺乏可兌換性	二零二五年一月一日

Except for the amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

除下述香港財務報告準則(修訂本)外,本公司董事預期,應用所有其他香港財務報告準則(修訂本)於可見未來對綜合財務報表並無重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 45. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2023 (Continued)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the "2020 Amendments") and Amendments to HKAS 1 Non-current Liabilities with Covenants (the "2022 Amendments")

The 2020 Amendments provide clarification and additional guidance on assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 *Financial Instruments: Presentation*.
- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that the classification should not be affected by management intentions or expectations to settle the liability within 12 months.

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the requirements introduced by the 2020 Amendments have been modified by the 2022 Amendments. The 2022 Amendments specify that only covenants with which an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

### 45. 於截至二零二三年十二月三十一日止年度已頒佈但尚未生效之修訂本、新訂準則及詮釋之可能影響 (續)

香港會計準則第1號(修訂本)將負債分類為流動或非流動及香港詮釋第5號(二零二零年)之相關修訂本(「二零二零年修訂本」)以及香港會計準則第1號(修訂本)附帶契諾的非流動負債(「二零二二年修訂本」)

二零二零年修訂本就將負債分類為流動或非流動之結算遞延至報告日期起計最少十二個月之權利評估提供澄清及額外指引,其中:

- 闡明倘負債的條款訂明在對手方選擇時可導致透過轉讓實體本身之權益工具進行結算,則僅當實體應用香港會計準則第32號*財務工具:呈列*將該選擇權單獨確認為權益工具時,該等條款方不會影響其分類為流動負債或非流動負債。
- 列明將負債分類為流動或非流動時應依據於報告期末存在的權利。具體而言,該等修訂本澄清分類不應受管理層於十二個月內結清負債的意向或預期所影響。

對於以遵守契諾為條件的自報告日期起至少遞延十二個月結算之權利,二零二零年修訂本引入之要求已由二零二二年修訂本作出修改。二零二二年修訂本訂明,只有實體須於報告期末或之前遵守之契諾,方會影響實體將負債遞延至報告日期後至少十二個月結算之權利。僅在報告期後方須遵守之契諾並不影響該權利在報告期末是否存在。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 45. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2023 (Continued)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”) (Continued)

In addition, the 2022 Amendments specify that the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if an entity classifies liabilities arising from loan arrangements as non-current when the entity’s right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period.

The 2022 Amendments also defer the effective date of applying the 2020 Amendments to annual reporting periods beginning on or after 1 January 2024. The 2022 Amendments, together with the 2020 Amendments, are effective for annual reporting periods beginning on or after 1 January 2024, with early application permitted. If an entity applies the 2020 Amendments for an earlier period after the issue of the 2022 Amendments, the entity should also apply the 2022 Amendments for that period.

### 45. 於截至二零二三年十二月三十一日止年度已頒佈但尚未生效之修訂本、新訂準則及詮釋之可能影響 (續)

香港會計準則第1號(修訂本)將負債分類為流動或非流動及香港詮釋第5號(二零二零年)之相關修訂本(「二零二零年修訂本」)以及香港會計準則第1號(修訂本)附帶契諾的非流動負債(「二零二二年修訂本」)(續)

此外，二零二二年修訂本訂明有關資料之披露規定，使財務報表使用者了解在該實體將貸款安排產生之負債分類為非流動負債，而實體遞延結算該等負債之權利視乎實體於報告期後十二個月內是否遵守契諾的情況下，則負債可能須於報告期後十二個月內償還之風險。

二零二二年修訂本亦將應用二零二零年修訂本之生效日期延遲至二零二四年一月一日或之後開始之年度報告期間。二零二二年修訂本連同二零二零年修訂本於二零二四年一月一日或之後開始之年度報告期間生效，並允許提前應用。倘實體就頒佈二零二二年修訂本後之較早期間應用二零二零年修訂本，該實體亦應在該期間應用二零二二年修訂本。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 45. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2023 (Continued)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the "2020 Amendments") and Amendments to HKAS 1 Non-current Liabilities with Covenants (the "2022 Amendments") (Continued)

As at 31 December 2023, the Group's outstanding convertible bonds include counterparty conversion options that do not meet equity instruments classification by applying HKAS 32. The Group classified as current or non-current based on the earliest date in which the Group has the obligation to redeem these instruments through cash settlement. The convertible bonds were designated at FVTPL with carrying amount of approximately RMB14,313,000 as at 31 December 2023 and is classified as non-current as set out in Note 29. Upon application of the 2020 Amendments, in addition to the obligation to redeem through cash settlement, the transfer of equity instruments upon the exercise of the conversion options that do not meet equity instruments classification also constitutes settlement of the convertible bonds. Given that the convertible options are exercisable anytime, the convertible bonds designated at FVTPL amounting to approximately RMB14,313,000 would be reclassified to current liabilities as the holders have the option to convert within twelve months after the reporting period.

### 45. 於截至二零二三年十二月三十一日止年度已頒佈但尚未生效之修訂本、新訂準則及詮釋之可能影響 (續)

香港會計準則第1號(修訂本)將負債分類為流動或非流動及香港詮釋第5號(二零二零年)之相關修訂本(「二零二零年修訂本」)以及香港會計準則第1號(修訂本)附帶契諾的非流動負債(「二零二二年修訂本」)(續)

於二零二三年十二月三十一日，本集團未償還可換股債券包括不符合應用香港會計準則第32號之權益工具分類之對手方換股權。本集團根據本集團有義務透過現金結算贖回該等工具之最早日期分類為流動或非流動。於二零二三年十二月三十一日，賬面值約人民幣14,313,000元之可換股債券指定為按公平值計入損益，並獲分類為非流動(載列於附註29)。於應用二零二零年修訂本後，除透過現金結算進行贖回之義務外，於行使不符合權益工具分類之換股權時轉讓權益工具亦構成可換股債券結算。鑒於換股權可於任何時候行使，指定為按公平值計入損益之可換股債券約人民幣14,313,000元將會重新分類至流動負債，原因是持有人有權於報告期後十二個月內轉換。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

### 45. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2023 (Continued)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”) (Continued)

Except as disclosed above, the application of the 2020 and 2022 Amendments will not affect the classification of the Group’s other liabilities as at 31 December 2023.

### 46. EVENT AFTER REPORTING PERIOD

Save as disclosed elsewhere in the consolidated financial statements, there has been no significant event occurred after the end of the reporting period.

### 45. 於截至二零二三年十二月三十一日止年度已頒佈但尚未生效之修訂本、新訂準則及詮釋之可能影響 (續)

香港會計準則第1號(修訂本)將負債分類為流動或非流動及香港詮釋第5號(二零二零年)之相關修訂本(「二零二零年修訂本」)以及香港會計準則第1號(修訂本)附帶契諾的非流動負債(「二零二二年修訂本」)(續)

除上文所披露者外，應用二零二零年修訂本及二零二二年修訂本將不會影響本集團於二零二三年十二月三十一日之其他負債分類。

### 46. 報告期後事項

除綜合財務報表其他部分所披露者外，於報告期後並無發生任何重大事項。



# Five Years Financial Summary

## 五年財務資料概要

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

本集團於過往五個財政年度之業績、資產及負債的摘要載列如下：

### Results

### 業績

#### For the year ended 31 December 截至十二月三十一日止年度

		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		RMB'000	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
Revenue	收益	72,570	77,969	72,864	68,340	66,610
Gross profit	毛利	33,481	39,800	37,977	29,167	32,042
(Loss)/profit for the year	年度(虧損)/溢利	(10,086)	626	(17,675)	(1,942)	(4,164)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(7,173)	(847)	(9,872)	(2,974)	(3,804)
Basic loss per share (RMB cents)	每股基本虧損(人民幣分)	(0.90)	(0.11)	(1.33)	(0.40)	(0.51)

### Assets and liabilities

### 資產及負債

#### As at 31 December 於十二月三十一日

		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		RMB'000	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
Non-current assets	非流動資產	58,619	63,711	70,880	70,393	76,569
Current assets	流動資產	213,088	221,077	192,974	207,221	216,588
Current liabilities	流動負債	131,569	128,103	130,177	130,732	137,010
Non-current liabilities	非流動負債	31,605	25,868	28,089	35,156	38,498
Net assets	資產淨值	108,533	130,817	105,588	111,726	117,649



**SINO-LIFE GROUP LIMITED**  
**中國生命集團有限公司**