



**CHINA ENVIRONMENTAL TECHNOLOGY AND
BIOENERGY HOLDINGS LIMITED**
中科生物控股有限公司

(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: 1237

2023 ANNUAL REPORT
年報



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Ms. Xie Qingmei (*Chairlady*)

Mr. Wu Zheyuan (*Chief Executive Officer*)

Independent Non-executive Directors

Prof. Jin Zhongwei

Prof. Su Wenqiang

Mr. Tse Kwok Hing, Henry

AUDIT COMMITTEE

Mr. Tse Kwok Hing, Henry (*Chairman*)

Prof. Su Wenqiang

Prof. Jin Zhongwei

REMUNERATION COMMITTEE

Prof. Jin Zhongwei (*Chairman*)

Prof. Su Wenqiang

Mr. Tse Kwok Hing, Henry

NOMINATION COMMITTEE

Prof. Jin Zhongwei (*Chairman*)

Prof. Su Wenqiang

Mr. Tse Kwok Hing, Henry

RISK MANAGEMENT COMMITTEE

Mr. Tse Kwok Hing, Henry (*Chairman*)

Prof. Su Wenqiang

Prof. Jin Zhongwei

COMPANY SECRETARY

Mr. Wong Wai Lun, FCPA

AUTHORISED REPRESENTATIVES

Mr. Wu Zheyuan

Mr. Wong Wai Lun

董事會

執行董事

謝清美女士 (*主席*)

吳哲彥先生 (*行政總裁*)

獨立非執行董事

金重為教授

蘇文強教授

謝國興先生

審計委員會

謝國興先生 (*主席*)

蘇文強教授

金重為教授

薪酬委員會

金重為教授 (*主席*)

蘇文強教授

謝國興先生

提名委員會

金重為教授 (*主席*)

蘇文強教授

謝國興先生

風險管理委員會

謝國興先生 (*主席*)

蘇文強教授

金重為教授

公司秘書

黃偉倫先生 · FCPA

授權代表

吳哲彥先生

黃偉倫先生

Corporate Information (Continued)

公司資料(續)

AUDITORS

CWK CPA Limited
Certified Public Accountants
Registered Public Interest Entity Auditors

LEGAL ADVISOR

Winston & Strawn

PRINCIPAL BANKERS

Agricultural Bank of China, Zhangping Branch
China Construction Bank, Zhangping Branch
Bank of China, Zhangping Branch

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit B, 14/F, Eton Building
288 Des Voeux Road Central
Sheung Wan
Hong Kong

HEAD OFFICE IN THE PRC

Fushan Industrial District
Zhangping, Fujian, the PRC

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

核數師

中主環球會計師事務所有限公司
執業會計師
註冊公共利益實體審計師

法律顧問

溫斯頓律師事務所

主要往來銀行

中國農業銀行漳平支行
中國建設銀行漳平支行
中國銀行漳平支行

註冊辦事處

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

香港主要營業地點

香港
上環
德輔道中288號
易通商業大廈14樓B室

中國總部

中國福建省漳平市
富山工業園區

開曼群島主要股份過戶登記處

Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands



Corporate Information (Continued)

公司資料(續)

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

WEBSITE

www.merrygardenholdings.com

STOCK CODE

1237

香港股份過戶登記分處

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

網站

www.merrygardenholdings.com

股份代號

1237

Financial Summary

財務概要

(In RMB'000 unless otherwise stated) (除另有指示外，以人民幣千元列示)

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 |
| Continuing operations | 持續經營業務 | | | | | |
| Revenue | 收入 | 297,530 | 465,037 | 608,074 | 492,589 | 694,023 |
| Cost of sales | 銷售成本 | (277,352) | (411,164) | (486,390) | (485,241) | (685,401) |
| Gross profit | 毛利 | 20,178 | 53,873 | 121,684 | 7,348 | 8,622 |
| Other revenue | 其他收入 | 24,775 | 15,826 | 15,783 | 17,626 | 19,855 |
| Other net gain/(loss) | 其他收益/(虧損)淨額 | 2,168 | 1,980 | 8,435 | (39,416) | (4,692) |
| Selling and distribution expenses | 銷售及分銷開支 | (14,650) | (35,533) | (46,860) | (21,721) | (25,556) |
| Administrative expenses | 行政開支 | (31,836) | (48,028) | (62,155) | (57,269) | (47,614) |
| (Provision of)/Reversal of expected credit loss on financial assets | 金融資產的預期信貸虧損之(撥備)/回撥 | (1,174) | 5,752 | 2,529 | (3,933) | (12,774) |
| Finance costs | 融資成本 | (1,359) | (1,013) | (1,245) | (162) | 401 |
| Share of profits and losses of associates | 分佔聯營公司之溢利及虧損 | - | - | - | (287) | (1,815) |
| (Loss)/Profit before tax from continuing operations | 來自持續經營業務的除稅前(虧損)/溢利 | (1,898) | (7,143) | 38,171 | (97,814) | (63,573) |
| Income tax (expenses)/credit | 所得稅(開支)/抵免 | (466) | 359 | 10,153 | 4,119 | (168) |
| (Loss)/Profit for the year from continuing operations | 來自持續經營業務的年內(虧損)/溢利 | (2,364) | (6,784) | 48,324 | (93,695) | (63,741) |

Financial Summary (Continued)

財務概要 (續)

(In RMB'000 unless otherwise stated) (除另有指示外，以人民幣千元列示)

| | | For the year ended 31 December 截至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 | 2021 二零二一年 RMB'000 人民幣千元 | 2020 二零二零年 RMB'000 人民幣千元 | 2019 二零一九年 RMB'000 人民幣千元 |
| Discontinued operation | 終止業務 | | | | | |
| Loss for the year from a discontinued operation | 來自終止業務的年內虧損 | - | - | (612) | (587) | (730) |
| Gain on de-registered of a subsidiary, net | 附屬公司撤銷登記的收益淨額 | - | - | - | 1,183 | - |
| (Loss)/Profit for the year from a discontinued operation | 來自終止業務的年內(虧損)/溢利 | - | - | (612) | 596 | (730) |
| (Loss)/Profit for the year | 年內(虧損)/溢利 | (2,364) | (6,784) | 47,712 | (93,099) | (64,471) |
| | | RMB 人民幣 | RMB 人民幣 | RMB 人民幣 | RMB 人民幣 | RMB 人民幣 |
| (Loss)/Earnings per share attributable to ordinary equity holders of the Company (note) | 本公司普通股權益持有人應佔之每股(虧損)/溢利(附註) | | | | | |
| Basic: | 基本: | | | | | |
| (Loss)/Profit for the year | 年內(虧損)/溢利 | (0.03) | (0.08) | 0.57 | (1.28) | (1.04) |
| (Loss)/Profit from continuing operations | 持續經營業務的(虧損)/溢利 | (0.03) | (0.08) | 0.57 | (1.28) | (1.04) |
| Diluted: | 攤薄: | | | | | |
| (Loss)/Profit for the year | 年內(虧損)/溢利 | (0.03) | (0.08) | 0.57 | (1.28) | (1.04) |
| (Loss)/Profit from continuing operations | 持續經營業務的(虧損)/溢利 | (0.03) | (0.08) | 0.57 | (1.28) | (1.04) |

Note: On 2 January 2014, the Company has effected a share consolidation of every ten shares into one consolidated share. Earnings per share for the comparative periods have been adjusted on a basis of ten shares into one consolidated share accordingly.

附註: 於二零一四年一月二日，本公司進行股份合併，將每十股股份合併為一股合併股份。比較期間的每股盈利已按十股股份合併為一股合併股份的基準進行相應調整。

Financial Summary (Continued)

財務概要 (續)

(In RMB'000 unless otherwise stated) (除另有指示外，以人民幣千元列示)

ASSETS, LIABILITIES AND EQUITY

資產、負債及權益

| | | 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 |
| Total Assets | 資產總額 | 1,054,741 | 1,016,591 | 989,375 | 878,878 | 981,445 |
| Total Liabilities | 負債總額 | 182,369 | 136,214 | 113,983 | 66,276 | 95,812 |
| Total Non-Controlling Interest | 非控股權益總額 | - | 884 | 5,520 | - | - |
| Total Equity | 權益總額 | 872,372 | 879,493 | 869,872 | 812,602 | 885,633 |

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

Segment review

The Group's core business segments are comprised of manufacturing and sales of wooden products and manufacturing and sales of renewable energy products. The performance of our business segments are as follows:

業務回顧

分部回顧

本集團核心業務為以下分部：生產及銷售木製品以及生產及銷售再生能源產品。我們各經營分部之表現如下：

| | Segment revenue derived from external customers | | Change | % to total segment revenue derived from external customers | | Reportable segment (loss)/profit | |
|--|---|---------|--------|--|-------|----------------------------------|----------|
| | 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 |
| | RMB'000 | RMB'000 | % | % | % | RMB'000 | RMB'000 |
| | 人民幣千元 | 人民幣千元 | 百分比 | 百分比 | 百分比 | 人民幣千元 | 人民幣千元 |
| Manufacturing and sales of wooden products | 295,084 | 460,742 | -36.0 | 99.2 | 99.1 | (6,120) | (11,548) |
| Manufacturing and sales of renewable energy products | 2,446 | 4,295 | -43.1 | 0.8 | 0.9 | 1,066 | 970 |
| | 297,530 | 465,037 | -36.0 | 100.0 | 100.0 | (5,054) | (10,578) |

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

During the year ended 31 December 2023 (the “Year”), the distribution of revenue from our global markets are as follows:

於截至二零二三年十二月三十一日止年度(「本年度」)，我們來自全球市場之收入分佈如下：

| | | Revenue | | Change | % to total Revenue | |
|-------------------------------------|------------|----------------|---------|--------|--------------------|---------|
| | | 收入 | 收入 | | 變動 | 佔總收入百分比 |
| | | 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 | % | % | % |
| | | 人民幣千元 | 人民幣千元 | 百分比 | 百分比 | 百分比 |
| The PRC | 中國 | 49,625 | 85,487 | -42% | 17% | 18% |
| Australasia | 澳大利西亞 | 213,193 | 328,919 | -35% | 72% | 71% |
| North America | 北美洲 | 3,962 | 12,756 | -69% | 1% | 3% |
| Europe | 歐洲 | 20,908 | 34,037 | -39% | 7% | 7% |
| Asia Pacific exclusive of the (PRC) | 亞太區(不包括中國) | 9,842 | 3,838 | 156% | 3% | 1% |
| | | 297,530 | 465,037 | -36% | 100% | 100% |

Manufacturing and sales of wooden products remains to be the Group's largest business segment, contributing 99.2% of the Group's revenue. The revenue derived from such business decreased by 36.0%.

生產及銷售木製品仍是本集團最大的業務分部，佔本集團收入的99.2%。此類業務所得收入減少36.0%。

Manufacturing and sales of wooden products is the principal segment of the Group. Market demand from the Australasian markets for the Group's products has shown significant decline in 2023. As a result, revenue from manufacturing and sales of wooden products during the Year decrease 36.0% to RMB295.1 million (2022: RMB460.7 million), and recorded a reportable segment loss of RMB11.5 million (2022: a reportable segment loss of RMB11.5 million).

生產及銷售木製品為本集團之主要業務。澳大利西亞市場對本集團產品的市場需求在二零二三年顯著下滑。因此，於本年度，生產及銷售木製品收入減少36.0%至人民幣295.1百萬元(二零二二年：人民幣460.7百萬元)及錄得可呈報分部虧損人民幣11.5百萬元(二零二二年：可呈報分部虧損人民幣11.5百萬元)。

The Group's renewable energy business focuses on the recycling of leftover sawdust from the production of our wooden products into biomass pellet fuel. Revenue from the renewable energy business decreased 43.1% to RMB2.4 million during the Year, with a profit of approximately RMB1.1 million (2022: revenue of RMB4.3 million and profit of RMB1.0 million).

本集團再生能源業務專注於回收木製品生產過程中產生的廢屑，然後將其轉化為生物質顆粒燃料。於本年度，再生能源業務錄得收入下降43.1%至人民幣2.4百萬元，而其溢利約為人民幣1.1百萬元(二零二二年：收入為人民幣4.3百萬元及溢利為人民幣1.0百萬元)。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

FINANCIAL REVIEW

Revenue by product category

財務回顧

按產品類別劃分的收入

| | | Revenue | |
|---------------------------|-----------|----------------|----------------|
| | | 收入 | |
| | | 2023 | 2022 |
| | | 二零二三年 | 二零二二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Wooden products | 木製品 | 295,084 | 460,242 |
| Renewable energy products | 再生能源產品 | 2,446 | 4,295 |
| Total | 總計 | 297,530 | 465,037 |

Revenue from wooden products remained the largest income stream of the Group during the Year. Revenue from such category decreased by 36.0% to RMB295.1 million (2022: RMB460.7 million), representing 99.2% of total sales for the Year (2022: 99.1%), mainly attributable to the decrease in sales to the Australasian markets.

本年度，木製品收入仍為本集團的最大收益來源。該分類的收入下跌36.0%至人民幣295.1百萬元（二零二二年：人民幣460.7百萬元），佔本年度總銷售額的99.2%（二零二二年：99.1%），主要由於澳大利西亞的銷售下跌所致。

During the Year, the Group's revenue from the renewable energy business decreased by 43.1% to approximately RMB2.4 million (2022: RMB4.3 million), due to the decrease in demand from the domestic renewable energy market.

本年度，本集團來自再生能源業務的收入由於國內再生能源市場的需求減少而下跌43.1%至約人民幣2.4百萬元（二零二二年：人民幣4.3百萬元）。

Gross profit and gross margin

Gross profit dropped to approximately RMB20.2 million (2022: RMB53.9 million) as a result of the decrease of gross profit margin in the Year to 6.8% (2022: 11.6%), mainly because of the unfavorable pricing condition of construction materials.

毛利及毛利率

本年度毛利率下跌至6.8%（二零二二年：11.6%），帶動毛利下跌至約人民幣20.2百萬元（二零二二年：人民幣53.9百萬元），主要由於建築材料定價條件利淡所致。

Other income

During the Year, other income was RMB24.8 million (2022: RMB15.8 million) mainly represented by bank interest income and government subsidies received during the Year.

其他收入

本年度，其他收入為人民幣24.8百萬元（二零二二年：人民幣15.8百萬元），主要為本年度收取之銀行利息收入及政府補貼。

Other gains, net

The Group recorded other gains, net of RMB2.2 million for the Year (2022: RMB2.0 million), which was mainly derived from net foreign exchange gain and fair value loss on derivative financial instruments during the Year.

其他收益淨額

本年度，本集團錄得其他收益淨額人民幣2.2百萬元（二零二二年：人民幣2.0百萬元），主要來自本年度匯兌淨收益及衍生金融工具公平值虧損。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Selling and distribution expenses

Our selling and distribution expenses incurred during the Year were RMB14.7 million (2022: RMB35.5 million) which was a result of the decrease in turnover and number of shipments during the Year.

Administrative expenses

Our administrative expenses incurred during the Year amounted to RMB31.8 million (2022: RMB48.0 million). The decrease was mainly due to the decrease in research and development costs during the Year.

Finance costs

Our finance costs was approximately RMB1.4 million (2022: RMB1.0 million), which mainly represented by interest on bank borrowings during the Year.

Income tax expense/(credit)

The Group recorded an income tax expense of RMB0.5 million (2022: income tax credit of RMB0.3 million).

Liquidity and capital resources

The Group principally meets its working capital and other liquidity requirements through operating cash flows and proceeds from bank borrowings. The Group anticipates that it can sufficiently meet funding needs for working capital and capital expenditure. As at 31 December 2023, the Group had current assets of RMB515.1 million (31 December 2022: RMB562.6 million), of which cash and cash equivalents were RMB32.5 million (31 December 2022: RMB113.8 million).

The Group's cash is generally deposited with banks and denominated mostly in RMB, USD and AUD. As at 31 December 2023, total banking facilities utilised amounted to RMB86.9 million (31 December 2022: RMB54.0 million) and these were mainly denominated in RMB. All of the Group's banking facilities were subject to the fulfilment of certain covenants, as are commonly found in lending arrangements with financial institutions.

As at 31 December 2023, the current ratio and quick ratio were 3.1:1 and 2.4:1 respectively (31 December 2022: 4.3:1 and 3.6:1 respectively).

銷售及分銷開支

於本年度產生的銷售及分銷開支為人民幣14.7百萬元(二零二二年:人民幣35.5百萬元),主要由於本年度銷售量及出貨次數下跌所致。

行政開支

本年度我們的行政開支為人民幣31.8百萬元(二零二二年:人民幣48.0百萬元)。下跌主要由於本年度研發開支減少所致。

融資成本

我們的融資成本約人民幣1.4百萬元(二零二二年:人民幣1.0百萬元),主要為本年度銀行借款利息。

所得稅開支/(抵免)

本集團的所得稅開支為人民幣0.5百萬元(二零二二年:所得稅抵免為人民幣0.3百萬元)。

流動資金及資本來源

本集團主要透過營運現金流及銀行借款的所得款項滿足營運資金及其他資金需求。本集團預計其可充分滿足營運資金及資本開支之資金需求。於二零二三年十二月三十一日,本集團擁有流動資產人民幣515.1百萬元(二零二二年十二月三十一日:人民幣562.6百萬元),其中現金及現金等價物為人民幣32.5百萬元(二零二二年十二月三十一日:人民幣113.8百萬元)。

本集團的現金一般存置於銀行並大部分以人民幣、美元及澳元計值。於二零二三年十二月三十一日,本集團已動用銀行融資額度合共為人民幣86.9百萬元(二零二二年十二月三十一日:人民幣54.0百萬元)並主要以人民幣計值。本集團所有銀行融資須達成與金融機構所訂借貸安排中常見之若干契諾。

於二零二三年十二月三十一日,流動比率及速動比率分別為3.1:1及2.4:1(二零二二年十二月三十一日:分別為4.3:1及3.6:1)。

Management Discussion and Analysis (continued)

管理層討論與分析(續)

Pledge of assets

As detailed in note 27 to this announcement, the Group pledged its land use rights, buildings and pledged deposits to secure for certain banking facilities.

Capital expenditure

During the Year, the Group's total expenditure in respect of property, plant and equipment and non-current deposit for acquisitions of property, plant and equipment amounted to RMB4.1 million (2022: RMB7.2 million).

FOREIGN CURRENCY RISKS

The Group's sales are mainly denominated in AUD, USD and RMB while our cost of sales and operating expenses are mainly denominated in RMB. Therefore, the Group's profit margin would be affected if RMB appreciates against AUD and USD as the Group may not be able to reflect the appreciation in selling prices to overseas customers that were determined in AUD and USD. In response to this, the Group manages fluctuations in the exchange rate of RMB against AUD and USD by entering into foreign currency forward contracts mainly denominated in AUD, USD and RMB with banks when sales contracts were entered with overseas customers.

At 31 December 2023, the Group had foreign currency forward contracts with their fair values recognised as derivative financial instruments (assets) of RMB771,000 (2022: RMB42,000) and derivative financial instruments (liabilities) of RMB22,000 (2022: RMB18,000). The changes in fair value of the foreign currency forward contracts were recognised in the consolidated statement of profit or loss. All of the foreign currency forward contracts are to be settled within one year.

HUMAN RESOURCES

As at 31 December 2023, we employed a total of 144 (2022: 149) full-time employees, mainly in the PRC and Hong Kong which included management staff, product designers, technicians, salespersons and workers. The Group has been consistently increasing production process automation, strengthening the training of staff with an emphasis on high-technique processing with a mission on the continuous development and enhancing of competitiveness. The Group offered highly competitive salary packages, as well as discretionary bonuses and contribution to social insurance to its employees.

資產抵押

誠如本公佈附註27所詳述，本集團已抵押其土地使用權、樓宇及已抵押存款以保證若干銀行融資額度。

資本開支

於本年度，本集團有關物業、廠房及設備的總開支及有關收購物業、廠房及設備的非即期押金為人民幣4.1百萬元（二零二二年：人民幣7.2百萬元）。

貨幣風險

本集團的銷售主要以澳元、美元及人民幣計值，而銷售成本及經營開支則主要以人民幣計值。由於本集團可能無法在向海外客戶銷售時，將人民幣兌澳元及美元的升值反映於以澳元及美元釐定的售價中，故如人民幣升值，溢利率將受影響。為此，本集團在與海外客戶訂立銷售合約的同時透過與銀行訂立主要以澳元、美元及人民幣計值的遠期外幣合約以管理人民幣兌澳元及美元的匯率波動。

於二零二三年十二月三十一日，本集團外幣遠期合約的公平值按衍生金融工具（資產）人民幣771,000元（二零二二年：人民幣42,000元）及衍生金融工具（負債）人民幣22,000元（二零二二年：人民幣18,000元）確認。外幣遠期合約的公平值變動乃於綜合損益表中確認。所有外幣遠期合約均在一年內結算。

人力資源

於二零二三年十二月三十一日，本集團於中國及香港共聘用144名（二零二二年：149名）全職員工，當中包括管理人員、產品設計人員、技術人員、銷售人員及工人。本集團一直透過提高工序自動化，加強員工培訓以及專注高技術加工，維持員工的持續發展及提高員工競爭力。本集團為僱員提供具競爭力的薪酬組合，並有酌情花紅以及會為僱員繳納社會保險供款。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

The Group's emolument policies are formulated based on the performance of individual employee which will be reviewed periodically. Apart from the provident fund scheme (operation in accordance with the provisions of the Mandatory Provident Fund Schemes Ordinance for Hong Kong employees) or social insurance (including retirement pension insurance, medical insurance, unemployment insurance, injury insurance and maternity insurance for the PRC employees), discretionary bonuses are also awarded to employees and directors according to the assessment of individual performance. Since the adoption of the share option scheme on 15 June 2012 and up to 31 December 2023, no options have been granted.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in note 44 to this annual report, the Group has no material events after the reporting year.

OUTLOOK

Although the world has emerged from the haze of the epidemic, the global economy continues to be affected by other uncertainties such as war, the rise of unilateralism and other factors after the epidemic, and the global economic situation is not yet clear. The International Monetary Fund has warned that high inflation coupled with financial sector turmoil may result in a weak global economic outlook and that the global economy is entering a dangerous phase. In the "World Economic Outlook" report released by the International Monetary Fund, it warned that geopolitical shocks and global supply disruptions, such as attacks by Yemen's Houthi rebels in the Red Sea, or the expansion of conflicts in the Middle East, may lead to another surge in commodity prices. Stubborn inflation will force central banks to keep interest rates high for a longer period of time. The report also believes that global trade fragmentation may occur, and predicts that global trade will grow by only 3.3% in 2024 and 3.6% next year, both lower than the historical average of 4.9%. The Group will continue to adopt a prudent approach and will try to expand its business footprint to stabilize shareholder returns.

本集團的薪酬政策乃按個別僱員的表現而制訂，並將定期檢討。除公積金計劃（根據強制性公積金計劃條例的條文為香港僱員執行）或社會保險（包括中國僱員的退休養老保險、醫療保險、失業保險、工傷保險及生育保險）外，本集團亦將根據個人績效評估向僱員及董事發放酌情花紅。自購股權計劃於二零一二年六月十五日獲採納以來至二零二三年十二月三十一日止，本集團概無授出任何購股權。

報告期後事項

除本年報附註44所披露者外，於報告年度後，本集團概無重大事件發生。

展望

儘管全世界已經走出疫情的陰霾，環球經濟在疫情過後卻繼續受到其他不明朗如戰爭、單邊主義掘起等因素影響，全球經濟情況未見明朗。國際貨幣基金組織警告，高通脹加上金融業動盪可能會造成全球經濟前景疲軟，全球經濟正在進入一個危險的階段。在國際貨幣基金公佈的「世界經濟展望」報告中警告，地緣政治震撼和全球供應中斷，例如葉門胡塞叛軍在紅海發動的攻擊，或中東衝突擴大，將有可能導致大宗商品價格再次竄升，頑強的通脹將迫使各國央行在更長的時間維持高利率。報告亦認為全球可能發生貿易碎片化，並預測二零二四年全球貿易增長只有3.3%，明年則成長3.6%，都低於歷史平均值4.9%。本集團將繼續採取審慎態度，並會試圖擴大其業務版圖以穩定股東回報。



Corporate Governance Report

企業管治報告

The Board is committed to maintaining a high standard of corporate governance. The Board believes that a high standard of corporate governance will provide a framework for the Company to formulate its business strategies and policies, and manage and lower the associated risks through effective internal control procedures. It will also enhance the transparency of the Company and strengthen the accountability to its shareholders and creditors.

The Company has adopted the code provisions set out in the Corporate Governance Code (the “Code”) contained in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and certain recommended best practices. The Company has complied with all the applicable code provisions in the Code throughout the Year except for the deviations disclosed under the sections headed “The Board” and “Accountability and Audit” in this report.

THE BOARD

The Board oversees the management of the business and affairs of the Company. The Directors are accountable for making decisions objectively in the best interest of the shareholders as a whole.

The Board is responsible for making decisions on all major aspects of the Company’s affairs, including the approval and monitoring of key policy matters, overall strategies, business plans and annual budgets, internal control and risk management systems, material transactions, major capital expenditure, appointment of Directors and other significant financial and operational matters.

The Board may delegate aspects of its management and administration functions to the management. In particular, the day-to-day management of the Company is delegated to the chief executive officer of the Group, Mr. Wu Zheyuan, and his management team.

The Company has throughout the Year met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications, accounting or related financial management expertise. At all times during the Year, the independent non-executive Directors represent at least one-third of the Board.

董事會承諾維持高水平的企業管治。董事會相信，高水平的企業管治將為本公司提供框架，以制定其業務策略及政策。以有效的內部監控程序管理及降低相關風險，提高本公司的透明度，並增強對其股東及債權人的問責。

本公司已採納香港聯合交易所有限公司證券上市規則（「上市規則」）附錄C1所載的企業管治守則（「守則」）所載的守則條文及若干建議最佳常規。於本年度，本公司一直遵守守則中的所有適用守則條文，惟於本報告「董事會」及「問責及審核」一節披露的偏離者除外。

董事會

董事會監督本公司業務及事務的管理。董事負責作出客觀決定以符合股東整體最佳利益。

董事會負責就本公司所有重大事務作出決策，包括批准及監察主要政策事宜、整體策略、業務計劃及年度預算、內部監控及風險管理系統、重大交易、重大資本支出、委任董事及其他重大財務及營運事宜。

董事會可向管理層轉授其管理及行政職能。尤其本公司的日常管理已轉授予本集團的行政總裁吳哲彥先生及其管理團隊。

本公司於本年度內一直符合上市規則的規定，委任最少三名獨立非執行董事，而其中最少一名獨立非執行董事具備適當專業資格、會計或相關財務管理的專業知識。於本年度內任何時間，獨立非執行董事均佔董事會至少三分之一。

Corporate Governance Report (continued)

企業管治報告(續)

The Board is expected to meet regularly and at least four times a year. The Directors have full access to the information of the Group and independent professional advice at all times whenever deemed necessary by the Directors.

董事會須定期舉行會議，並每年至少舉行四次。董事可在彼等認為必要的情況下隨時全面獲得本集團資料及獨立專業意見。

With respect to regular meetings of the Board, the Directors will be given written notice of the meeting at least 14 days in advance and an agenda with supporting Board papers no less than three days prior to the meeting. For other meetings, the Directors are given as much notice as is reasonable and practicable in the circumstances.

就董事會的定期會議而言，董事將於會議前至少14日收到會議的書面通知，並於會議前不少於三日獲得議程及補充董事會文件。就其他會議而言，董事獲得該等情況下屬合理及切實可行的通知。

Details of directors' attendance at Board meetings, Committee meetings and 2022 Annual General Meeting held during the year are set out in the following table:

下表列示各董事於本年度出席董事會會議、各董事委員會會議及二零二二年股東週年大會的詳情：

| Name of Directors | 董事名稱 | Meeting attendance/number of meetings | | | | | |
|--|-------------|---|---------------------------|--|---|---|---|
| | | 2022 Annual General Meeting 二零二二年 股東週年大會 | Board Meeting 董事會會議 | Audit Committee Meeting 審計委員會 會議 | Remuneration Committee Meeting 薪酬委員會 會議 | Nomination Committee Meeting 提名委員會 會議 | Risk Management Committee Meeting 風險管理委員會 會議 |
| Executive Directors | | 執行董事 | | | | | |
| Ms. Xie Qingmei (Chairlady) | 謝清美女士(主席) | 1/1 | 2/2 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 |
| Mr. Wu Zheyuan (Chief Executive Officer) | 吳哲彥先生(行政總裁) | 0/1 | 2/2 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 |
| Independent non-executive Directors | | 獨立非執行董事 | | | | | |
| Prof. Jin Zhongwei | 金重為教授 | 0/1 | 2/2 | 2/2 | 2/2 | 2/2 | 2/2 |
| Prof. Su Wenqiang | 蘇文強教授 | 0/1 | 2/2 | 2/2 | 2/2 | 2/2 | 2/2 |
| Mr. Tse Kwok Hing, Henry | 謝國興先生 | 0/1 | 2/2 | 2/2 | 2/2 | 2/2 | 2/2 |

Pursuant to code provision C.5.1 of the Code, the Board meetings should be held at least four times a year at approximately quarterly intervals. The Board only held two regular meetings during the Year to approve the interim results of 2023 and annual results of 2022 whilst other matters of the Board were dealt with by written resolutions or ad hoc Board meetings.

根據守則之守則條文第C.5.1條，董事會會議應每年召開至少四次，大約每季一次。本年度，董事會僅召開兩次定期會議以批准二零二三年中期業績及二零二二年全年業績，而董事會其他事宜則以書面決議案或臨時董事會會議處理。



Corporate Governance Report (continued)

企業管治報告(續)

CORPORATE GOVERNANCE

The Board has carried out its duties and responsibilities as set out in code provision C.1 in the Code, including the development of policies and practices on corporate governance, monitoring the training and continuous professional development of Directors and senior management, reviewing the compliance with the Code, disclosure in this report and legal and regulatory requirements of the Group.

THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

Ms. Xie Qingmei, an executive Director of the Company, is the chairlady of the Board.

Mr. Wu Zheyang is the chief executive officer of the Company.

Further details are disclosed in the section headed “The Board” of this report.

DIRECTORS AND COMPOSITION OF THE BOARD

As at the date of this report, the Board consists of two executive Directors and three non-executive Directors. Further details of the composition of the Board are disclosed in the section headed “The Board” of this report.

企業管治

董事會已履行其於守則的守則條文第C.1條所載的職責及責任，包括制定企業管治政策及常規、監察董事及高級管理層的培訓及持續專業發展、檢討本集團對守則、本報告內的披露事項以及法律及監管規定的合規情況。

主席及行政總裁

本公司執行董事謝清美女士獲委任為董事會主席。

吳哲彥先生為本公司的行政總裁。

有關進一步詳情於本報告「董事會」一節內披露。

董事及董事會的組成

於本報告日期，董事會由兩名執行董事及三名獨立非執行董事。董事會組成的進一步詳情於本報告「董事會」一節內披露。

Corporate Governance Report (continued)

企業管治報告(續)

INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors are highly skilled professionals with a broad range of expertise and experience in the fields of accounting, finance and business. Their skills, expertise and number in the Board ensure that strong independent views and judgement are brought in the Board's deliberations and that such views and judgement carry weight in the Board's decision-making process. Their presence and participation also enable the Board to maintain high standards of compliance in financial and other mandatory reporting requirements, and provide adequate checks and balances to safeguard the interests of shareholders of the Company and the Company.

Each independent non-executive Director gives the Company an annual confirmation of his independence. The Company considers such Directors to be independent under the guidelines set out in Rule 3.13 of the Listing Rules.

Each Director, upon reasonable request, is given access to independent professional advice in circumstances he may deem appropriate and necessary for the discharge of his duties to the Company, at the expense of the Company.

APPOINTMENTS, RE-ELECTION AND ROTATION OF DIRECTORS

Each of the executive Directors has entered into a service contract with the Company for a term of three years commencing from 15 June 2023, which may be terminated by not less than three months' notice in writing served by either party on the other. Each of the non-executive Directors and the independent non-executive Directors have been appointed for a term of three years commencing from 15 June 2023. None of the Directors has entered into a service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

Pursuant to the Articles, at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election.

獨立非執行董事

獨立非執行董事均為優秀專業人士，在會計、財務、商業領域擁有廣泛的專業知識及經驗。彼等之技術、專業知識及董事會人數確保給予董事會有力的獨立意見及判斷作細心考慮，而有關意見及判斷在董事會的決策過程中乃舉足輕重。彼等之出席及參與亦有助董事會維持高度遵守財務及其他強制性呈報規定，並提供足夠審查及平衡，以保障本公司股東及本公司的利益。

各獨立非執行董事向本公司發出其獨立性的年度確認書。根據上市規則第3.13條所載之指引，本公司認為有關董事均屬獨立。

各董事於合理要求時可就彼可能認為屬合適及必要的情況取得獨立專業意見，以履行彼於本公司的職責，費用由本公司承擔。

董事的委任、重選及輪值退任

執行董事已各自與本公司訂立服務合約，自二零二三年六月十五日起計，為期三年，可由一方向另一方發出不少於三個月的書面通知予以終止。非執行董事及獨立非執行董事各自的任期由二零二三年六月十五日起計，為期三年。董事概無與本集團任何成員公司訂立服務合約，惟不包括於一年內屆滿或可由僱主於一年內免付賠償（法定賠償除外）予以終止的合約。

根據細則，於各股東週年大會上，其當時的三分之一董事須輪值退任，惟每名董事須至少每三年於股東週年大會上輪值退任一次。退任董事符合資格膺選連任。

Corporate Governance Report (continued)

企業管治報告(續)

NOMINATION POLICY

The Company has adopted a Nomination Policy for the Nomination Committee to consider and make recommendations to Shareholders for election as Directors at general meetings or appoint as Directors to fill casual vacancies.

Selection Criteria

The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate:

- (1) reputation for integrity;
- (2) accomplishment and experience in the business in which the Group is engaged in;
- (3) commitment in respect of available time and relevant interest;
- (4) diversity in all its aspects, including but not limited to race, gender, age (18 years or above), educational background, professional experience, skills and length of service;
- (5) qualifications which include professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- (6) the number of existing directorships and other commitments that may demand the attention of the candidate;
- (7) requirement for the Board to have Independent Non-executive Directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in Rules 3.13 of the Listing Rules;
- (8) Board Diversity Policy of the Company and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board; and
- (9) such other perspectives appropriate to the Company's business.

提名政策

本公司已為提名委員會採納提名政策，以考慮及推薦股東於股東大會上選舉董事或委任填補臨時空缺的董事。

甄選標準

於評估建議候選人適合與否時，提名委員會將使用下列因素作為參考：

- (1) 誠信聲譽；
- (2) 本集團所從事業務方面的成就及經驗；
- (3) 可投入的時間及對相關利益的承擔；
- (4) 各方面的多元化，包括但不限於種族、性別、年齡（18歲或以上）、教育背景、專業經驗、技能及服務任期；
- (5) 資歷，包括與本公司業務及企業策略相關的專業資格、技能、知識及經驗；
- (6) 現有董事人數以及其他可能需要候選人關注的承擔；
- (7) 董事會根據上市規則有關委任獨立非執行董事的規定，以及候選人參照上市規則第3.13條所載的獨立指引是否被視為獨立；
- (8) 本公司的董事會成員多元化政策以及董事會為實現董事會成員多元化而採納的任何可計量目標；及
- (9) 其他適用於本公司業務的有關因素。

Corporate Governance Report (continued)

企業管治報告(續)

Director Nomination Procedure

Subject to the provisions in the Articles of Association of the Company and the Listing Rules, if the Board recognises the need for an additional Director or a member of senior management, the following procedure will be followed:

- (1) The Nomination Committee and/or Board will identify potential candidates based on the criteria as set out in the selection criteria, possibly with assistance from external agencies and/or advisors;
- (2) The Nomination Committee and/or the Company Secretary of the Company will then provide the Board with the biographical details and details of the relationship between the candidate and the Company and/or Directors, directorships held, skills and experience, other positions which involve significant time commitment and any other particulars required by the Listing Rules, the Companies Law of the Cayman Islands and other regulatory requirements for any candidate for appointment to the Board;
- (3) The Nomination Committee would then make recommendation to the Board on the proposed candidate(s) and the terms and conditions of the appointment;
- (4) The Nomination Committee should ensure that the proposed candidate(s) will enhance the diversity of the Board, being particularly mindful of gender balance;
- (5) In the case of the appointment of an Independent Non-executive Director, the Nomination Committee and/or the Board should obtain all information in relation to the proposed Director to allow the Board to adequately assess the independence of the Director in accordance with the factors set out in Rules 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time; and
- (6) The Board will then deliberate and decide on the appointment based upon the recommendation of the Nomination Committee.

董事提名程序

根據本公司組織章程細則及上市規則的規定，如董事會認為有需要新增一名董事或一名高級管理人員，則會遵循下列程序：

- (1) 提名委員會及／或董事會將根據甄選標準所載標準確定潛在候選人，並可能需要外部機構及／或顧問的協助；
- (2) 本公司提名委員會及／或公司秘書隨後將向董事會提供候選人的履歷詳情、候選人與本公司及／或董事之間關係詳情、所擔任董事職務、技能與經驗、需要大量時間投入的其他職位以及上市規則、開曼群島公司法及其他監管規定就董事會任命候選人要求的其他詳情；
- (3) 提名委員會隨後將建議候選人以及任職的條款及條件向董事會提出建議；
- (4) 提名委員會應確保建議候選人將增強董事會成員的多元化，尤其需關注性別平衡；
- (5) 如任命一名獨立非執行董事，提名委員會及／或董事會應獲取與擬任董事有關的所有資料，使董事會可根據上市規則第3.13條（經聯交所可能不時作出修訂）所載因素充分評估董事的獨立性；及
- (6) 董事會隨後將根據提名委員會之推薦建議審議及決定任命。

Corporate Governance Report (continued)

企業管治報告(續)

According to the Articles and in the opinion of the Board, Mr. Wu Zheyuan, Ms. Xie Qingmei and Mr. Tse Kwok Hing Henry shall retire at the forthcoming annual general meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the same meeting.

Where vacancies arise at the Board, candidates will be proposed and put forward to the Board by the Nomination Committee (as defined below) as set out below under the section headed "Nomination Committee" of this report.

REMUNERATION POLICY FOR DIRECTORS AND SENIOR MANAGEMENT

Remuneration for executive Directors and senior management is determined in accordance with performance, professional experiences and the prevailing market practices. The remuneration of non-executive Directors is subject to regular assessment by the Remuneration Committee (as defined below).

TRAINING, INDUCTION AND CONTINUING DEVELOPMENT OF DIRECTORS

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

According to the code provision C.1.4 of the Code, all Directors should participate in 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 suitable training, placing an appropriate emphasis on the roles, functions and duties of the Directors.

The Directors confirm that they have complied with the relevant code provision. The Company had received from each of the Directors the record of training the Directors received.

根據細則及董事會的意見，吳哲彥先生、謝清美女士及謝國興先生將於應屆股東週年大會上退任。上述全體退任董事均符合資格且願意在該大會上膺選連任。

倘董事會出現空缺，提名委員會（定義見下文）將如本報告下文「提名委員會」一節所載向董事會提呈建議的候選人。

董事及高級管理層的薪酬政策

執行董事及高級管理層的薪酬乃根據表現、專業經驗及現行市場慣例釐定。非執行董事的薪酬須由薪酬委員會（定義見下文）定期檢討。

董事的培訓、就任及持續發展

各新委任董事於首次獲委任時均會獲全面、正式及為其度身訂做的就任指引，以確保彼等適當了解本公司的業務及運作，並全面知悉彼等根據上市規則及相關監管規定的職責及責任。

根據守則的守則條文第C.1.4條，全體董事均須參加持續專業發展，以發展及更新彼等的知識及技能，以確保彼等向董事會作出知情及恰當的貢獻。本公司須負責安排及資助合適培訓，適當重申董事的角色、職能及職責。

董事確認彼等已遵守相關守則條文。本公司已接獲各董事參加培訓的記錄。

Corporate Governance Report (continued)

企業管治報告(續)

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix C3 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. After making specific enquiry to all the Directors, the Company confirms that all the Directors have complied with the standards as stipulated in the Model Code throughout the Year.

BOARD COMMITTEES

The Board has set up four Board committees, namely, the audit committee, the remuneration committee, the nomination committee and the risk management committee (collectively the "Board Committees"), for overseeing particular aspects of the Company's affairs.

The Board Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

Audit Committee

The Audit Committee comprises all independent non-executive Directors, namely, Mr. Tse Kwok Hing, Henry, Prof. Jin Zhongwei and Prof. Su Wenqiang. Mr. Tse Kwok Hing, Henry is the chairman of the Audit Committee.

Under its terms of reference, the Audit Committee shall assist the Board in fulfilling its corporate governance and overseeing responsibilities in relation to financial reporting, risk management and internal control systems and internal and external audit functions. The Audit Committee is further authorised by the Board to investigate any activity within its terms of reference, and is tasked with recommending to the Board appropriate actions emanating from such investigations. The Audit Committee has unrestricted access to personnel, records, internal and external auditors, risk assessment and assurance and senior management, as may be appropriate in the discharge of its functions.

董事進行證券交易

本公司已採納上市規則附錄C3所載的上市發行人董事進行證券交易的標準守則(「標準守則」)為本公司董事進行證券交易的行為守則。經向全體董事作出具體查詢後,本公司確認,全體董事於本年度一直遵守標準守則所載的標準。

董事會委員會

董事會已成立四個董事會委員會,分別為審計委員會、薪酬委員會、提名委員會及風險管理委員會(統稱「董事會委員會」),以監督本公司特定範疇的事宜。

董事會委員會獲提供充足資源以履行其職責並可根據合理要求於適當情況下尋求獨立專業意見,費用由本公司支付。

審計委員會

審計委員會由全體獨立非執行董事組成,包括謝國興先生、金重為教授及蘇文強教授。謝國興先生為審計委員會主席。

根據其職權範圍,審計委員會將協助董事會履行其企業管治及監督有關財務申報、風險管理及內部監控制度以及內部及外聘核數職能。董事會進一步授權審計委員會按其職權範圍調查任何活動,並負責從有關調查向董事會建議合適行動。審計委員會在履行其職能時可於適當情況下不受限制地接觸員工、記錄、內部及外聘核數師、風險評估及保證及高級管理人員。

Corporate Governance Report (continued)

企業管治報告(續)

During the Year, the Audit Committee discharged its responsibilities by:

- (1) making recommendations to the Board on the reappointment of the external auditor and approval of the remuneration and terms of engagement of the external auditor;
- (2) monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard, and discussing with the external auditor the nature and scope of the audit and reporting obligations;
- (3) implementing the Company's policy on the engagement of an external auditor to supply non-audit services;
- (4) reviewing, and monitoring the integrity of, the financial statements of the Company and the Company's interim report to ensure that the information presents a true and balanced assessment of the Company's financial position;
- (5) reviewing the Company's financial controls, internal control and risk management systems to ensure that management has discharged its duty to have effective systems;
- (6) reviewing the Company's financial and accounting policies and practices;
- (7) reviewing the external auditor's management letter, material queries raised by the external auditor to the management, if any, in respect of the accounting records, financial accounts or systems of control and the management's response to such queries; and
- (8) reporting to the Board on the matters set out in the Code on the Audit Committee.

The Audit Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary in the performance of its functions. The Audit Committee is provided with sufficient resources by the Company to discharge its duties. The Audit Committee's specific terms of reference are available on request to any shareholder of the Company and are posted on the Stock Exchange's website and the Company's website, www.merrygardenholdings.com.

於本年度內，審計委員會履行其職責如下：

- (1) 就外聘核數師的重新委任向董事會提供建議，以及批准外聘核數師的薪酬及聘用條款；
- (2) 按適用標準監察外聘核數師是否獨立客觀及核數程序是否有效；與外聘核數師討論核數性質、範疇及有關申報責任；
- (3) 執行本公司委聘外聘核數師提供非核數服務的政策；
- (4) 審閱本公司的財務報表及本公司的中期報告，並監察其完整性，以確保有關資料真實而平衡地評估本公司的財務狀況；
- (5) 檢討本公司的財務監控、內部監控及風險管理制度，以確保管理層已履行職責建立有效的系統；
- (6) 檢討本公司的財務、會計政策及實務；
- (7) 審閱外聘核數師給予管理層的函件、外聘核數師就會計記錄、財務賬目或監控系統向管理層提出的任何重大疑問（如有）及管理層作出的回應；及
- (8) 就守則所載有關審計委員會的事宜向董事會匯報。

審計委員會獲董事會授權，若其認為在履行其職能時有需要，可徵詢外部法律或其他獨立專業意見，並邀請具有相關經驗及專業知識的外部人士出席。審計委員會獲本公司供給充足資源以履行其職責。本公司任何股東均可要求查閱審計委員會的特定職權範圍，而職權範圍已載於聯交所網站及本公司網站，網址為www.merrygardenholdings.com。

Corporate Governance Report (continued)

企業管治報告(續)

During the Year, the Audit Committee together with management has reviewed the Code, the accounting principles and practices adopted by the Group and discussed the Group's internal control and financial reporting matters, including a review of the annual results for the year ended 31 December 2022 and the interim results for the six months ended 30 June 2023, with recommendation to the Board for approval. The Audit Committee has also recommended to the Board that CWK CPA Limited ("CWK") be appointed as the external auditors of the Company.

Remuneration Committee

The Remuneration Committee comprises all independent non-executive Directors, namely, Mr. Tse Kwok Hing, Henry, Prof. Jin Zhongwei and Prof. Su Wenqiang. Prof. Jin Zhongwei is the chairman of the Remuneration Committee.

The major duties of the Remuneration Committee are as follows:

- (a) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (c) to make recommendations to the Board of the remuneration of non-executive Directors;
- (d) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (e) to review and approve management's remuneration proposals by reference to the Board's corporate goals and objectives;

於本年度內，審計委員會已連同管理層檢討本集團採納的守則、會計原則及慣例，以及討論本集團的內部監控及財務申報事宜，包括審閱截至二零二二年十二月三十一日止年度的年度業績及截至二零二三年六月三十日止六個月的中期業績，並已建議董事會批准。審計委員會亦已建議董事會聘請中主環球會計師事務所有限公司（「中主環球」）為本公司外聘核數師。

薪酬委員會

薪酬委員會由全體獨立非執行董事組成，包括謝國興先生、金重為教授及蘇文強教授。金重為教授為薪酬委員會主席。

薪酬委員會的主要職責如下：

- (a) 就本公司全體董事及高級管理層的薪酬政策及架構，以及為制定薪酬政策設立正式及具透明度的程序向董事會提出建議；
- (b) 獲授權負責釐定個別執行董事及高級管理層的薪酬待遇，包括實物利益、退休金權利及補償款項（包括因喪失或終止職務或委任應付的任何補償）；
- (c) 就非執行董事的薪酬向董事會提出建議；
- (d) 考慮同類公司支付的薪金、付出的時間及承擔的責任以及本集團內其他職位的僱用條件；
- (e) 參考董事會的企業目標及宗旨，以檢討及批准管理層的薪酬建議；

Corporate Governance Report (continued)

企業管治報告(續)

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| <p>(f) to review and approve compensation payable to the executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;</p> <p>(g) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and</p> <p>(h) to ensure that no Director or any of his associates is involved in deciding his own remuneration.</p> | <p>(f) 檢討及批准向執行董事及高級管理層就任何喪失或終止職務或委任支付的補償，以確保其與合約條款一致，且為公平及不會過量；</p> <p>(g) 檢討及批准因董事行為不當而解除或罷免有關董事職務所涉及的補償安排，以確保其與合約條款一致，且為合理及適當；及</p> <p>(h) 確保任何董事或其任何聯繫人概無參與釐定彼等本身的薪酬。</p> |
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The Remuneration Committee's specific terms of reference are available on request to any shareholder of the Company and are posted on the Stock Exchange's website and the Company's website, www.merrygardenholdings.com.

本公司任何股東均可要求查閱薪酬委員會的特定職權範圍，而職權範圍已載於聯交所網站及本公司網站，網址為www.merrygardenholdings.com。

During the Year, the Remuneration Committee has reviewed the remuneration policy and structure of the executive Directors and senior management of the Company, and offered advice on the same to the Board. The Remuneration Committee also resolved to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.

於本年度內，薪酬委員會已檢討本公司執行董事及高級管理層的薪酬政策及架構，並就此向董事會提出建議。薪酬委員會亦議決向董事會建議個別執行董事及高級管理人員的薪酬待遇。

Nomination Committee

The Nomination Committee comprises all independent non-executive Directors, namely, Mr. Tse Kwok Hing, Henry, Prof. Jin Zhongwei and Prof. Su Wenqiang. Prof. Jin Zhongwei is the chairman of the Nomination Committee.

提名委員會

提名委員會由全體獨立非執行董事組成，包括謝國興先生、金重為教授及蘇文強教授。金重為教授為提名委員會主席。

The major duties of the Nomination Committee are as follows:

提名委員會的主要職責如下：

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| <p>(a) to review the structure, size and composition of the Board (including the skills, knowledge and experience) at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;</p> <p>(b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;</p> | <p>(a) 最少每年檢討董事會的架構、規模及組成（包括技能、知識及經驗），並就任何建議變動向董事會提出建議以配合本公司的企業策略；</p> <p>(b) 物色合適資格的人選出任董事會成員，並挑選提名出任董事的人選或就挑選提名出任董事的人選向董事會提出建議；</p> |
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Corporate Governance Report (continued)

企業管治報告(續)

(c) to assess the independence of independent non-executive Directors; and

(d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive officer of the Group.

Where vacancy on the Board exists, the Nomination Committee will carry out a selection process by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of the proposed candidates, the Company's needs and other relevant statutory requirements and regulations, and select or make recommendations to the Board on the selection of candidates for directorship.

The Nomination Committee's specific terms of reference are available on request to any shareholder of the Company and are posted on the Stock Exchange's website and the Company's website, www.merrygardenholdings.com.

During the Year, the Nomination Committee has reviewed the structure, size and composition (including the skills, knowledge and experience) of the Board, conducted performance evaluations to assess whether the non-executive Directors have spent enough time in fulfilling their duties, assessed the independence of independent non-executive Directors, and had been keeping under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.

(c) 評估獨立非執行董事的獨立性；及

(d) 就委任或重新委任董事及董事(尤其是本集團主席及行政總裁)的繼任計劃向董事會提出建議。

倘董事會出現空缺，提名委員會將進行遴選程序，參考建議候選人的技能、經驗、專業知識、個人誠信和時間投入、本公司的需求及其他相關法定規定及規例，並挑選董事候選人或就挑選董事候選人向董事會提出建議。

本公司任何股東均可要求查閱提名委員會的特定職權範圍，而職權範圍已載於聯交所網站及本公司網站，網址為www.merrygardenholdings.com。

於本年度內，提名委員會已檢討董事會的架構、人數及組成(包括技能、知識和經驗方面)，進行表現評估以評核非執行董事是否有投放足夠時間履行其職責，評核獨立非執行董事的獨立性，以及不斷檢討組織機構的領導能力需求(包括執行及非執行)，以確保組織機構能夠持續在市場有效競爭。

Corporate Governance Report (continued)

企業管治報告(續)

Board Diversity Policy

The Board has adopted a board diversity policy (the “Policy”) which sets out the approach to achieve a sustainable and balanced development of the Company and to enhance the quality of performance of the Company. The Policy aims at achieving diversity on the Board.

Measurable Objectives and Selection

In designing the Board’s composition, a number of perspectives which include race, gender, age, cultural and educational background, industry experience, technical and professional experience, knowledge, skills, length of service, personal integrity and time commitments of the proposed candidates will be taken into consideration. The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision is based on merit and contribution that the candidates will bring to the Board. Candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The Board currently consists of one female member. The Board will take opportunity to increase the proportion of female members over time when selecting and making recommendation on suitable candidates for Board appointments. The Board would ensure that appropriate balance of gender diversity is achieved with reference to stakeholders’ expectation and international and local recommended best practices, with the ultimate goal of bringing the Board to gender parity. The Board also aspires to having an appropriate proportion of Directors who have direct experience in the Group’s core markets, with different ethnic backgrounds, and reflecting the Group’s strategy.

Implementation and Monitoring

The Nomination Committee will monitor the implementation of the board diversity policy and report to the Board annually.

董事會成員多元化政策

董事會已採納董事會成員多元化政策(「政策」)，而政策載列本公司取得持續平衡發展及本公司提升表現素質的方針。政策旨在於董事會上實現成員多元化。

可計量目標及甄選

於制定董事會成員之組合時，本公司將從多方角度考慮，包括建議候選人的種族、性別、年齡、文化及教育背景、行業經驗、技術及專業經驗、知識、技能、服務任期、個人誠信和時間投入。本公司亦將不時計及與其本身業務模式及具體需要有關的因素。最終決定乃基於候選人將為董事會帶來的價值及所作的貢獻。本公司將以客觀條件考慮人選並充分顧及董事會成員多元化的裨益。

董事會目前僅包括一名女性成員。董事會將在選擇合適的董事會成員候選人並提出建議時，把握機會提高女性成員的比例。董事會將確保經參照持份者的期望以及國際及當地推薦的最佳做法後取得適當的多元性別平衡，從而實現帶領董事會走向性別均等的最終目標。董事會亦期望於本集團核心市場擁有直接經驗並來自不同種族背景的董事佔有適當的比例，從而反映本集團的策略。

實施及監控

提名委員會將監控董事會成員多元化政策的實施情況及每年向董事會作出匯報。

Corporate Governance Report (continued)

企業管治報告(續)

Risk Management Committee

The Risk Management Committee comprises all independent non-executive Directors, namely Mr. Tse Kwok Hing, Henry, Prof. Jin Zhongwei and Prof. Su Wenqiang. Mr. Tse Kwok Hing, Henry is the chairman of the Risk Management Committee.

The major duties of the Risk Management Committee are as follows:

- (a) to review the Group risk, capital and liquidity management framework, the Group's risk appetite, its risk policies and standards, and supporting risk limits, including the parameters used and the methodology adopted, and the processes used for identifying and assessing risks;
- (b) to review material risk exposures of the Group, including market, credit, insurance, operational, liquidity, and economic and regulatory capital risks against the Group's risk measurement methodologies and management actions to monitor and control such exposures;
- (c) to review the standard for accurate and timely monitoring of large exposures and certain risk types of critical importance, and the Group's capability to identify and manage new risk types;
- (d) to receive reports and recommendations from management on the Group's attitude to and tolerance of risk, including financial and non-financial risks;
- (e) to oversee the Group's processes and policies for determining risk tolerance and review management's measurement and effectiveness of, and compliance with, approved Group risk tolerance levels and policies and standards, and the resultant action in respect of policy breaches;
- (f) to review the risks inherent in strategic transactions and business plans and provide the Board with input on the risk/reward trade offs implicit within those plans; and
- (g) to review the Group's capability to identify and manage new risk types, and the Group's stress tests to ensure they are rigorous and the Group responds adequately to the results.

風險管理委員會

風險管理委員會由全體獨立非執行董事謝國興先生、金重為教授及蘇文強教授組成。謝國興先生為風險管理委員會主席。

風險管理委員會的主要職責如下：

- (a) 檢討本集團風險、資金及流動資金管理架構、本集團的風險承受能力、風險政策及標準和相關的風險限制，包括採用的參數及方法以及用於識別及評估風險的程式；
- (b) 根據本集團風險計量方法及管理層行動檢討本集團的重大風險狀況，包括市場、信貸、保險、營運、流動資金及經濟及監管資本風險，以監督及控制該等風險；
- (c) 檢討準確及時監控重大風險及特定關鍵風險類型的標準及本集團識別及管理新風險類型的能力；
- (d) 接收管理層就本集團對風險（包括財務及非財務風險）的態度及承受能力提交的報告及建議；
- (e) 監督本集團釐定風險承受能力的程式及政策，檢討本集團核准的風險承受能力水平、政策及標準的管理層指標及成效和遵守情況，以及就違反政策事項採取的相關行動；
- (f) 檢討策略性交易及業務計劃固有的風險，並向董事會提供該等計劃所隱含的風險／回報權衡的意見；及
- (g) 檢討本集團識別及管理新風險類型的能力及本集團的壓力測試，以確保測試是嚴謹的及對測試結果作出充分回應。

Corporate Governance Report (continued)

企業管治報告(續)

The Risk Management Committee's specific terms of reference are available on request to any shareholder of the Company and are posted on the Stock Exchange's website and the Company's website, www.merrygardenholdings.com.

During the Year, the Risk Management Committee has evaluated and assessed the effectiveness and adequacy of the Terms of Reference of the Risk Management Committee.

ACCOUNTABILITY AND AUDIT

Financial reporting

The Directors acknowledge their responsibility for the preparation of the financial statements of the Company to ensure that these financial statements give a true and fair presentation in accordance with the International Financial Reporting Standards.

The statement by the auditor about their reporting responsibilities is set out in the independent auditor's report on pages 52 to 59.

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

Pursuant to Code provision C.5.1, the Management should provide all members of the Board with monthly updates giving a balanced and understandable assessment of the issuer's performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties under Rule 3.08 and Chapter 13 of the Listing Rules.

The Company has deviated from D.1.2 in that while the management has updated most of the Directors on a monthly basis about the business operation and performance of the Company, not all the Directors received such updates as the monthly updates were conducted on-site at the Group's factory in China. Members of the Board who did not attend such on-site meetings did not receive the updates. However, the management would provide detailed updates to all the Directors on a half-yearly and yearly basis. In the event there are any significant updates to be provided, the management will update all the Directors as early as practicable for discussion and resolution. The Company also has in place a system for every Director to make enquiries with the senior management about the business operation of the Group and to give suggestions or feedback in the event such Director is not able attend the monthly on-site updates session.

風險管理委員會的特定職權範圍可應本公司股東要求查閱及刊載於聯交所網站及本公司網站 (www.merrygardenholdings.com)。

於年內，風險管理委員會已評估風險管理委員會職權範圍的有效性及充足性。

問責及審核

財務報告

董事承認彼等須負責編製本公司的財務報表，以確保此等財務報表已按照國際財務報告準則的規定真實公平地呈列。

核數師的報告責任聲明載於第52至59頁的獨立核數師報告。

董事概不知悉任何與可能導致本公司持續經營能力嚴重存疑的事件或情況有關的重大不明朗因素。

根據守則條文第C.5.1條，管理層每月須向董事會全體成員提供更新資料，列載有關發行人表現、狀況及前景的公正及易明的詳細評估，讓董事會全體及各董事可根據上市規則第3.08條及第13章履行職務。

雖然管理層每月向大多數董事提供有關本公司業務營運及表現的更新資料，但由於每月的更新乃於本集團中國的工廠現場進行，因此並非全體董事均收到相關更新資料，本公司偏離第D.1.2條。未出席現場會議的董事會成員並無收到更新資料。然而，管理層會每半年及按年向全體董事提供詳細的更新資料。倘需提供任何重要的更新資料，管理層會於可行情況下盡早向全體董事提供更新資料以便進行討論及決議。本公司亦制定制度，如各董事未能出席每月現場更新會議，則須向高級管理層查詢本集團業務營運相關事項並提出建議或反饋。

Corporate Governance Report (continued)

企業管治報告(續)

INDEPENDENT AUDITOR

The Audit Committee reviews and monitors the independent auditor's independence, objectivity and effectiveness of the audit process. It receives a letter from CWK the independent auditor, confirming their independence and objectivity and holds meetings with representatives of CWK to consider the scope of its audit, approve its fees, and the scope and appropriateness of non-audit services, if any, to be provided by it. The Audit Committee also makes recommendations to the Board on the appointment and retention of CWK.

The remuneration paid or payable to CWK of the Company for audit services for the Year was approximately HKD840,000.

The remuneration paid or payable to Ascenda Cachet of the Company for non-audit services for the Year was nil.

COMPANY SECRETARY

The Company has engaged Modern Assurance And Business Services Limited, an external service provider, and Mr. Wong Wai Lun has been appointed as the Company's company secretary. Its primary contact person at the Company is Mr. Wu Zheyang, an executive director of the Company.

INVESTOR RELATIONS

There are no significant changes in the Articles and the memorandum of association of the Company during the Year.

Pursuant to article 58 of the Articles, members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

獨立核數師

審計委員會檢討及監察獨立核數師的獨立性、客觀性及審核過程的效率。接獲獨立核數師中主環球的函件，確認彼等的獨立性及客觀性，並會與中主環球的代表開會，審議審核範圍、批准費用，以及將由彼提供的非審核服務（如有）的範圍及適當性。審計委員會亦就中主環球的委任及留任向董事會提出建議。

就本公司於本年度所獲的審計服務已付或應付中主環球的薪酬約為港幣840,000元。

就本公司於本年度所獲的非核數服務已付或應付天健德揚之薪酬為零。

公司秘書

本公司已委聘Modern Assurance And Business Services Limited（外部服務提供商），而黃偉倫先生已獲委任為本公司的公司秘書。其於本公司的主要聯絡人為本公司執行董事吳哲彥先生。

投資者關係

本公司的細則及組織章程大綱於本年度並無重大變動。

根據細則第58條，股東於任何時間內均有權向董事會或本公司的公司秘書遞交請求書，要求董事會就處理請求書所述任何事宜召開股東特別大會，惟股東於遞交請求書之日須持有不少於本公司已繳足資本之十分之一（於本公司股東大會上具表決權者），而該大會須於請求書遞交日期後兩個月內舉行。如董事會於請求書遞交日期起計21日內未有召開該大會，則該等請求者可按相同方式自行召開大會，而本公司須向請求者償付因董事會未能召開大會令請求者須支付的所有合理開支。



Corporate Governance Report (continued)

企業管治報告(續)

RISK MANAGEMENT AND INTERNAL CONTROL

During the Year, the Board complied with the Code provisions on risk management and internal control as set out in the Code. The Board has overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and maintaining appropriate and effective risk management and internal control systems for the Group. The systems are designed to manage the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The management of the Company has established a set of comprehensive policies, standards and procedures in areas of operational, financial and risk controls for safeguarding assets against unauthorised use or disposition; for maintaining proper accounting records; and for ensuring the reliability of financial information to achieve a satisfactory level of assurance against the likelihood of the occurrence of fraud and errors.

The Board has overseen the Company's risk management and internal control systems on an ongoing basis. A year end review of the effectiveness of the Company's and its subsidiaries' risk management and internal control systems has been conducted annually and the systems are considered to be effective and adequate. The Company also has an internal audit function to carry out the analysis and independent appraisal of the adequacy and effectiveness of the systems, and has procedures in place to keep information confidential and manage actual or potential conflicts of interest. Stringent internal structures have been designed to prevent the misuse of inside information and avoid conflicts of interest.

風險管理及內部監控

於本年度，董事會已遵守守則所載有關風險管理及內部控制的守則條文。董事會有整體責任評估及釐定為達致本集團戰略目標所願承擔的風險性質及程度，並維持本集團合適及有效的風險管理及內部監控制度。該等制度乃為管理未能達致業務目標的風險而設，並僅可就不會有重大的失實陳述或損失作出合理而非絕對的保證。

本公司管理層已於營運、財務及風險監控領域設立一套全面政策、準則及程序，以保障資產不會在未經授權的情況下被使用或處置；妥善保存會計記錄；及確保財務資料的可靠性，從而達致滿意程度的保證，防止發生欺詐及錯誤事宜。

董事會一直持續監察本公司的風險管理及內部監控制度，每年對本公司及其附屬公司的風險管理及內部監控制度是否有效進行年末審閱，並認為該等制度有效運作及足夠。本公司亦具備內部審核職能，以分析及獨立評估該等制度是否足夠及有效，並設有程序以確保資料保密及管理實質或潛在的利益衝突。本公司已設計嚴密的內部架構，防止不當使用內幕資料及避免利益衝突。

Corporate Governance Report (continued)

企業管治報告(續)

The Company has established and maintained procedures and internal controls for the handling and dissemination of inside information. The Company has adopted a code of conduct for dealing in the securities of the Company by the Directors in accordance with Appendix 10 of the Listing Rules. Other employees of the Group who are likely to be in possession of inside information of the Company are also subject to dealing restrictions. Any inside information and any information which may potentially constitute inside information is promptly identified, assessed and escalated to the Board and for the Board to decide on the need for disclosure. Inside information and other information which is required to be disclosed pursuant to the Listing Rules will be announced on the respective websites of the Stock Exchange and the Company in due course.

SENDING ENQUIRIES TO THE BOARD AND PROCEDURES FOR PUTTING FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS

Shareholders or investors can contact the Company in the following ways to make enquiry or to provide suggestions:

Tel: (852) 3904 1867
Postal Address: Unit B, 14/F, Eton Building
288 Des Voeux Road Central
Sheung Wan, Hong Kong
(For the attention of the Board of Directors)

To put forward proposals at a general meeting, the shareholders should submit a written notice of those proposals with detailed contact information to the Company's principal place of business stated above.

本公司已建立並維持處理及傳播內幕消息的程序及內部控制。本公司已根據上市規則附錄十採納董事買賣本公司證券之行為守則。本集團其他可能擁有本公司內幕消息的僱員亦須遵守有關交易限制。任何內幕消息及任何可能構成內幕消息的資料將即時識別、評估並上報董事會，以供董事會決定是否須予披露。內幕消息及其他根據上市規則須予披露的資料將於適當時在聯交所及本公司各自的網站上公佈。

向董事會查詢及於股東大會上提呈動議之程序

股東或投資者如欲提出查詢或建議，可透過下列方式聯絡本公司：

電話：(852) 3904 1867
郵寄地址：香港上環德輔道中288號
易通商業大廈14樓B室
(註明收件人為董事會)

股東如欲於股東大會上提呈動議，須將有關動議的書面通知連同詳細聯絡資料遞交本公司上述主要營業地點。



Directors' Report

董事會報告

The Directors have pleasure in submitting their annual report together with the audited financial statements for the Year.

PRINCIPAL ACTIVITIES

The principal activity of Company is investment holding and the principal activities of its subsidiaries are set out in note 42 to the consolidated financial statements.

BUSINESS REVIEW

A fair review of the Group's business and its outlook are set out in the sections of Chairlady's Statement and Management Discussion and Analysis. Certain financial key performance indicators are provided in the section of Financial Summary. The Group has no material event affecting the Group that have occurred since the end of the Year.

The Group complies with the requirements under the Companies Ordinance, the Listing Rules and the Securities and Futures Ordinance (the "SFO") for the disclosure of information and corporate governance. The Group also complies with the requirements of Employment Ordinance and ordinances relating to occupational safety for the interest of employees of the Group.

The Group respects the environment and is committed to minimising its carbon footprint as a socially responsible enterprise. Carbon footprint is defined as the total amount of direct and indirect emissions of Green House Gases (GHGs) expressed in terms of the equivalent amount of Carbon Dioxide of (CO₂) emission. Non-hazardous wastes produced from the Group mainly consist of used paper such as office papers and marketing materials. To minimise the impact on carbon footprint and the environment, the Group implements the following practices to use paper efficiently:

- Duplex printing is set as the default mode for most network printers;
- Employees are reminded to practice photocopying wisely;
- Employees are encouraged to use both sides of paper;
- Paper is separated from other waste for easier recycling; and
- Boxes and trays are placed beside photocopiers as containers to collect single-sided paper for reuse purpose.
- 將大部分網絡印表機預設為雙面列印模式；
- 提醒員工影印時採取明智措施；
- 鼓勵員工使用紙張的兩面；
- 將紙張與其他廢棄物分隔以方便回收；及
- 於影印機旁放置紙箱及紙盤收集單面紙張以供循環再用。

董事欣然提呈年報連同本年度的經審核財務報表。

主要業務

本公司的主要業務為投資控股，而其附屬公司的主要業務則載於綜合財務報表附註42。

業務回顧

本集團業務及其前景的公平回顧載於主席報告及管理層討論與分析一節。若干財務主要表現指標載於財務概要一節。自年末起本集團並無重大已發生影響本集團的重要事件。

本集團遵守公司條例、上市規則及證券及期貨條例（「證券及期貨條例」）下有關資料披露及企業管治的規定。本集團亦遵守僱傭條例及有關基於本集團僱員利益的職業安全條例。

作為對社會負責的企業，本集團尊重環境並致力減低碳足跡。碳足跡的定義為直接及間接排放的溫室氣體(GHGs)總量，以二氧化碳(CO₂)排放等量為單位表示。本集團所產生的無害廢棄物主要包括廢紙，如辦公室用紙及營銷物料。為減低對碳足跡及環境的影響，本集團實施以下行動以提升用紙效益：

Directors' Report (continued)

董事會報告 (續)

Electricity consumption is identified as having an adverse impact on the environment and natural resources. A typical commercial building uses more energy for lighting than for other electric equipment. The Group is determined to reduce energy consumption and implement conservation practices to reduce the effect of carbon footprint. Air conditioning and light zone arrangements reduce unnecessary electricity usage; employees enforce good practices in maintenance of lighting and electric equipment to ensure they are kept in good and proper condition to maximise efficiency.

Key Risk Factors

The following lists out the key risks and uncertainties facing the Group.

Impact of Local and International Regulations

The business operation of the Group is also subject to government policy, relevant regulations and guidelines established by the regulatory authorities. Failure to comply with the rules and requirements may lead to penalties, amendments or suspension of the business operation by the authorities. The Group closely monitors changes in government policies, regulations and markets as well as conducting studies to assess the impact of such changes. As far as the Board and management are aware, the Group has complied with all related laws and regulations in all material aspects which may have significant impact on the Group during the Year.

Third-Party Risks

The Group has been relying on third-party service providers in parts of business to improve performance and efficiency of the Group. While gaining the benefits from external service providers, the management realises that such operational dependency may pose a threat of vulnerability to unexpected poor or lapses in service including reputation damage, business disruption and monetary losses. To address such uncertainties, the Group engages only reputed third-party providers and closely monitors their performance.

電力消耗被視為可對環境及天然資源造成負面影響。一般商業樓宇的照明耗電量較其他電力設備為高。本集團致力減少能源消耗及推行保護為本的行動，從而減低對碳足跡的影響。空調及照明區安排可減少不必要的耗電量；僱員遵循良好做法保養照明及電力設備以確保設備維持良好正常狀態，繼而發揮最大效能。

主要風險因素

本集團面臨的主要風險及不確定因素載列如下。

本地及海外法規的影響

本集團的業務營運亦須遵守政府政策規定、監管機構所制訂的相關法規及指引。倘本集團未能遵守有關規則及規定，則可能引致監管機構懲處、修訂或暫停業務營運。本集團密切監察政府政策、法規及市場的變動以及就評估該等變動的影響進行研究。據董事會及管理層知悉，本集團於本年度已於所有重大方面遵守所有可能對本集團產生重大影響的相關法律法規。

第三方風險

本集團部分業務一直倚賴第三方服務供應商，從而改善本集團的表現及提升效率。儘管本集團受惠於外聘服務供應商，惟管理層認為，該營運上的倚賴或會令本集團易受突如其來的劣質服務或服務出現失誤所影響，包括聲譽受損、業務中斷及蒙受金錢損失。為解決該等不明朗因素，本集團僅聘用聲譽良好的第三方服務供應商，並密切監察其表現。



Directors' Report (continued)

董事會報告(續)

Key Relationships with Employees, Customers and Suppliers

The Group recognises the accomplishment of the employees by providing comprehensive benefit packages career development opportunities and internal training appropriate to individual needs. The Group provides a healthy and safe workplace for all employees. No strikes and cases of fatality due to workplace accidents occurred during the Year.

The Group encompasses working relationships with suppliers to meet our customers' needs in an effective and efficient manner. The departments work closely to make sure the tendering and procurement process is conducted in an open, fair and just manner. The Group's requirements and standards are also well-communicated to suppliers before the commencement of a project.

The Group values the views and opinions of all customers through various means and channels, including usage of market research to understand customer trends and needs and regular analyse on customer feedback. The Group also conducts comprehensive tests and checks to ensure that only quality products and services are offered to the customers.

RESULTS & DIVIDENDS

Results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on pages 60 to 61. Other movements in reserves are set out in the consolidated statement of changes in equity on page 64.

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

與僱員、客戶及供應商的主要關係

本集團為僱員提供全面優厚福利、事業發展機會及就個別需要提供適當的內部培訓，以表揚僱員的貢獻。本集團為所有僱員提供一個健康而安全的工作環境。於本年度，概無出現罷工或因職場意外而導致的個案。

本集團與供應商建立合作關係，有效及高效地滿足我們客戶的需要。雙方部門緊密合作，確保招標及採購過程公開、公平及公正。本集團於開展項目前已向供應商清楚說明本集團的規定及標準。

本集團重視所有客戶的觀點及意見，並通過不同方法及渠道（包括運用市場研究）了解客戶趨勢及需要，並定期分析客戶反饋。本集團亦進行全面測試及檢驗，以確保向客戶提供優質產品及服務。

業績及股息

本集團本年度的業績載於第60頁至第61頁的綜合損益及其他收益表。其他儲備變動則載於第64頁的綜合權益變動表。

董事會不建議派發本年度的末期股息（二零二二年：無）。

Directors' Report (continued)

董事會報告 (續)

DIVIDEND POLICY

The Company has adopted a dividend policy ("Dividend Policy"), pursuant to which the Company may declare and distribute dividends to the shareholders of the Company (the "Shareholders") to allow Shareholders to share the Company's profits and for the Company to retain adequate reserves for future growth.

The recommendation of the payment of any dividend is subject to the absolute discretion of the Board, and any declaration of final dividend will be subject to the approval of the Shareholders. In proposing any dividend payout, the Board shall also take into account, inter alia, the Group's financial results, the general financial condition of the Group, the Group's current and future operations, the level of the Group's debts to equity ratio, return on equity and the relevant financial covenants, liquidity position and capital requirement of the Group, surplus received from the Company's subsidiaries and any other factors that the Board deem appropriate. The Company's ability to pay dividends is also subject to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all relevant applicable laws, rules and regulations in the Cayman Islands, Hong Kong and the Memorandum and Articles of Association of the Company. The Company does not have any pre-determined distribution ratio. The Group's dividend distribution record in the past may not be used as a reference or basis to determine the amount of dividends that may be declared or paid by the Company in the future.

The Board will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time, and the Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 5 to 7 of this annual report.

股息政策

本公司已採納股息政策（「股息政策」），據此，本公司可向本公司股東（「股東」）宣派及派發股息，使股東能分享本公司之溢利成果，同時使本公司能為未來增長保留充足儲備。

董事會擁有絕對酌情權決定派付任何股息的建議，而任何末期股息之宣派均須經股東批准，方可作實。在建議派發任何股息時，董事會亦將考慮（其中包括）本集團財務業績、本集團整體財政狀況、本集團目前及未來營運、本集團之債務權益比率、資本回報率及相關財務契諾水平、本集團流動資金狀況及資本需求、本公司附屬公司所帶來之盈餘及董事會認為屬適當之任何其他因素。本公司能否派付股息亦須受香港聯合交易所有限公司證券上市規則之規定及所有相關開曼群島、香港及本公司組織章程大綱及細則之適用法律、規則及規例。本公司並無制定任何預定分派比率。本公司過去的股息分派記錄不得用作釐定本公司日後可能宣派或派付的股息金額的參考或依據。

董事會將持續檢討股息政策，並保留其唯一及絕對酌情權利隨時更新、修訂及／或修改股息政策。股息政策絕不會構成本公司須派付任何特定金額的股息之具法律約束力承諾，並／或令本公司有義務須隨時或不時宣派股息。

財務概要

本集團過往五個財政年度的業績及資產與負債概要載於本年報第5至7頁。

Directors' Report (continued)

董事會報告(續)

SHARE CAPITAL

Details of the movements in the share capital of the Company during the Year are set out in note 32(b) to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company's aggregate amounts of reserves available for distribution were approximately RMB225,380,000 (2022: RMB213,842,000), of which nil (2022: Nil) has been proposed as a final dividend for the year.

PRE-EMPTIVE RIGHTS

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

PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment are set out in note 14 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the Group's five largest customers accounted for approximately 56.8% (2022: 49.6%) of the Group's total revenue and the Group's largest customer for the year accounted for approximately 16.5% (2022: 15.0%) of the Group's total revenue. The Group's five largest suppliers accounted for approximately 79.2% (2022: 68.6%) of the Group's total purchases, while the largest supplier for the year accounted for approximately 28.6% (2022: 23.9%) of the Group's total purchases.

To the knowledge of the Directors, none of the Directors or their respective close associates or any of the shareholders of the Company who owns more than 5% of the Company's issued share capital has any interest in any of the Group's five largest customers or suppliers.

股本

本公司於本年度的股本變動詳情載於綜合財務報表附註32(b)。

可供分派儲備

於二零二三年十二月三十一日，本公司可供分派儲備合共約為人民幣225,380,000元（二零二二年：人民幣213,842,000元），其中並無金額（二零二二年：無）已獲建議作為年內末期股息。

優先購買權

細則或開曼群島（本公司註冊成立所在地）的適用法例內概無載列任何有關優先購買權的條文。

物業、廠房及設備

物業、廠房及設備的變動載於綜合財務報表附註14。

主要客戶及供應商

本年度，本集團五大客戶佔本集團總收入約56.8%（二零二二年：49.6%），而本年度最大客戶佔本集團總收入約16.5%（二零二二年：15.0%）。本集團五大供應商佔本集團總採購額約79.2%（二零二二年：68.6%），而本年度最大供應商佔本集團總採購額約28.6%（二零二二年：23.9%）。

就各董事所知，概無任何董事或彼等各自的緊密聯繫人或任何擁有5%以上本公司已發行股本的本公司股東於本集團五大客戶或供應商中擁有任何權益。

Directors' Report (Continued)

董事會報告 (續)

DIRECTORS

Throughout the Year, the composition of the Board was as follows:

Executive Directors:

Ms. Xie Qingmei
Mr. Wu Zheyang

Independent Non-executive Directors:

Prof. Jin Zhongwei
Prof. Su Wenqiang
Mr. Tse Kwok Hing, Henry

A description of the Directors is set out in the section headed "Board of Directors and Senior Management" in this annual report.

Indemnity of Directors

The Company has maintained appropriate directors and officers liability insurance and such permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the year.

董事

於本年度內，董事會的成員如下：

執行董事：

謝清美女士
吳哲彥先生

獨立非執行董事：

金重為教授
蘇文強教授
謝國興先生

董事的詳情載於本年報「董事會及高級管理層」一節。

董事彌償

本公司有為董事及職員安排適當的董事及職員責任保險及基於董事利益的獲准許彌償條文目前生效及於年內生效。

Directors' Report (continued)

董事會報告(續)

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

As at 31 December 2023, the interests and short positions of the Directors or the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of part XV of the SFO) which would have 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 positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules, will be as follows:

Interest in shares

| Name of Director | Capacity/Nature of interest | Number of shares | Approximate percentage of shareholding interest (%) |
|------------------|---|------------------|---|
| 董事姓名 | 身份／權益性質 | 股份數目 | 持股概約百分比(%) |
| Mr. Wu Zheyang | Interest in controlled corporation/ Long position (<i>Note</i>) | 89,929,482 | 9.76% |
| 吳哲彥先生 | 受控制法團的權益／好倉(附註) | | |
| | Beneficial owner/Long position | 17,024,596 | 1.85% |
| | 實益擁有人／好倉 | | |
| Ms. Xie Qingmei | Beneficial owner/Long position | 16,750,684 | 1.82% |
| 謝清美女士 | 實益擁有人／好倉 | | |

Note: Mr. Wu Zheyang is deemed to be interested in the shares held by Green Seas Capital Limited, his wholly-owned company.

董事及高級行政人員於股份、相關股份及債券的權益及淡倉

於二零二三年十二月三十一日，董事或本公司高級行政人員在本公司及其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券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的權益及淡倉(包括根據證券及期貨條例的有關條文其將被當作或視為擁有的權益及淡倉)，或根據證券及期貨條例第352條須記入該條所述登記冊或根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則須知會本公司及聯交所的權益及淡倉如下：

股份權益

| Name of Director | Capacity/Nature of interest | Number of shares | Approximate percentage of shareholding interest (%) |
|------------------|---|------------------|---|
| 董事姓名 | 身份／權益性質 | 股份數目 | 持股概約百分比(%) |
| Mr. Wu Zheyang | Interest in controlled corporation/ Long position (<i>Note</i>) | 89,929,482 | 9.76% |
| 吳哲彥先生 | 受控制法團的權益／好倉(附註) | | |
| | Beneficial owner/Long position | 17,024,596 | 1.85% |
| | 實益擁有人／好倉 | | |
| Ms. Xie Qingmei | Beneficial owner/Long position | 16,750,684 | 1.82% |
| 謝清美女士 | 實益擁有人／好倉 | | |

附註: 吳哲彥先生被視為於其全資擁有的公司Green Seas Capital Limited持有的股份中擁有權益。

Directors' Report (continued)

董事會報告 (續)

Save as disclosed above, none of the Directors and chief executive of the Company had interests or in short positions in the shares, underlying shares of equity derivatives or debentures of the Company or any associated corporation defined under the SFO which would have 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 positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules as at 31 December 2023.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company, its holding company, or any of its subsidiaries was a party and in which a Director or the Controlling Shareholders (as defined below) of the Company had a material interest, whether directly or indirectly, subsisted during or at the end of the Year.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

None of the Directors or their respective close associates has any competing interests which need to be disclosed pursuant to Rule 8.10 of the Listing Rules.

除上述披露者外，於二零二三年十二月三十一日，董事及本公司高級行政人員概無於本公司或任何相聯法團（定義見證券及期貨條例）的股份、股本衍生工具相關股份或債券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的權益或淡倉（包括根據證券及期貨條例的有關條文其將被當作或視為擁有的權益及淡倉），或根據證券及期貨條例第352條須記入該條所述登記冊或根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則須知會本公司及聯交所的權益或淡倉。

董事及控股股東於重大合約的權益

於本年度或年末，概不存在由本公司、其控股公司或其任何附屬公司作為訂約方，而本公司董事或控股股東（定義見下文）直接或間接擁有重大權益的重大合約。

董事於競爭業務的權益

概無董事或彼等各自的緊密聯繫人擁有任何根據上市規則第8.10條須予披露的競爭權益。

Directors' Report (continued)

董事會報告(續)

INTERESTS AND SHORT POSITIONS OF THE SUBSTANTIAL SHAREHOLDERS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2023, the following persons (other than a director or chief executive of the Company), who had interests or short positions in the shares or the underlying shares of the Company which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein, were as follows:

Interest in shares

主要股東於本公司股份及相關股份的權益及淡倉

於二零二三年十二月三十一日，下列人士（並非董事或本公司高級行政人員）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文須予披露的權益或淡倉，或根據證券及期貨條例第336條須記入該條所述登記冊的權益或淡倉：

股份權益

| Name | Capacity/Nature of interest | Number of shares | Approximate percentage of shareholding interest (%) |
|--|--|------------------|---|
| 名稱／姓名 | 身份／權益性質 | 股份數目 | 持股概約百分比(%) |
| Green Seas Capital Limited | Beneficial owner/Long position (Note 1) 實益擁有人／好倉 (附註1) | 89,929,482 | 9.76% |
| Hong Kong Cheng Kun Holdings Limited 香港成坤控股有限公司 | Beneficial owner/Long position (Note 2) 實益擁有人／好倉 (附註2) | 84,720,000 | 9.19% |
| Ms. Wong Shun Yi 王信懿女士 | Interest in controlled corporation/ Long position (Note 2) 受控制法團的權益／好倉 (附註2) | 84,720,000 | 9.19% |
| Hong Kong Guoyuan Group Capital Holdings Limited 香港國元集團金融控股有限公司 | Beneficial owner/Long position (Note 3) 實益擁有人／好倉 (附註3) | 140,350,000 | 15.23% |

Directors' Report (continued)

董事會報告(續)

| Name | Capacity/Nature of interest | Number of shares | Approximate percentage of shareholding interest (%) |
|----------------------|---|------------------|---|
| 名稱/姓名 | 身份/權益性質 | 股份數目 | 持股概約百分比(%) |
| 上海荊勳工業設備控股有限公司 | Interest in controlled corporation/ Long position (Note 3) 受控制法團的權益/好倉(附註3) | 140,350,000 | 15.23% |
| Mr. Wang Xin 汪新先生 | Interest in controlled corporation/ Long position (Note 3) 受控制法團的權益/好倉(附註3) | 140,350,000 | 15.23% |
| Mr. Han Jin 韓金先生 | Beneficial owner/Long position 實益擁有人/好倉 | 97,384,908 | 10.57% |
| Ms. Han Hong 韓宏女士 | Beneficial owner/Long position 實益擁有人/好倉 | 99,653,908 | 10.82% |

Notes:

- The entire issued share capital of Green Seas Capital Limited is legally and beneficially owned by Mr. Wu Zheyuan, who is deemed to be interested in the Shares held by Green Seas Capital Limited.
- The entire issued share capital of Hong Kong Cheng Kun Holdings Limited is legally and beneficially owned by Ms. Wong Shun Yi, who is deemed to be interested in the shares held by Hong Kong Run De Holdings Limited.
- The entire issued share capital of Hong Kong Guoyuan Group Capital Holdings Limited is legally and beneficially owned by 上海荊勳工業設備控股有限公司. The 98% issued share capital of 上海荊勳工業設備控股有限公司 is legally and beneficially owned by Mr. Wang Xin, who is deemed to be interested in the shares held by Hong Kong Guoyuan Group Capital Holdings Limited.

附註:

- Green Seas Capital Limited的全部已發行股本由吳哲彥先生合法及實益擁有，吳哲彥先生被視為於Green Seas Capital Limited持有的股份中擁有權益。
- 香港成坤控股有限公司的全部已發行股本由王信懿女士合法及實益擁有，王信懿女士被視為於香港潤得控股有限公司持有的股份中擁有權益。
- 香港國元集團金融控股有限公司的全部已發行股本由上海荊勳工業設備控股有限公司合法及實益擁有，上海荊勳工業設備控股有限公司的98%已發行股本由汪新先生合法及實益擁有，汪新先生被視為於香港國元集團金融控股有限公司持有的股份中擁有權益。

Save as disclosed above, the Directors are not aware of any person, other than the Directors whose interests are set out in the section "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures" above, who had an interest or short positions in the shares or underlying shares that were required to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO, or recorded pursuant to Section 336 of Part XV of the SFO as of 31 December 2023.

除上文披露者外，於二零二三年十二月三十一日，董事概不知悉任何人士（權益已於上文「董事及高級行政人員於股份、相關股份及債券的權益及淡倉」一節載列的董事除外）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文須予披露，或須根據證券及期貨條例第XV部第336條登記的權益或淡倉。



Directors' Report (continued)

董事會報告(續)

SHARE OPTION SCHEME

Pursuant to a resolution passed by all the shareholders on 15 June 2012, the Company has conditionally adopted the share option scheme (the "Share Option Scheme") for the purpose of recognising and acknowledging the contributions the eligible participants had or may have made to the Group. The Board may, at its discretion, grant options pursuant to the Share Option Scheme to the Directors (including executive Directors, non-executive Directors and independent non-executive Directors), the directors of the Company's subsidiaries and employees of the Group and any other persons (including consultants or advisers) whom the Board considers, in its absolute discretion, have contributed or will contribute to the Group. The Directors were authorised to grant options to subscribe for shares of the Company and to allot, issue and deal with the ordinary shares pursuant to the exercise of options granted under the Share Option Scheme and to take all such steps as may be necessary and/or desirable to implement and give effect to the Share Option Scheme. The maximum number of shares in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue immediately following completion of the Global Offering (as defined in the Company's prospectus dated 25 June 2012), being 100,000,000 shares, excluding any shares that may be issued under the options which have lapsed in accordance with the terms of the Share Option Scheme (or any other share option schemes of the Company), unless otherwise approved by the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules from time to time.

購股權計劃

根據全體股東於二零一二年六月十五日通過的決議案，本公司已有條件採納一項購股權計劃（「購股權計劃」），以肯定及嘉許曾經或可能對本集團作出貢獻的合資格參與人士。根據購股權計劃，董事會可酌情向董事（包括執行董事、非執行董事及獨立非執行董事）、本公司附屬公司之董事、本集團僱員及董事會全權酌情認為曾經或將對本集團作出貢獻的任何其他人士（包括專家顧問或顧問）授出購股權。董事獲授權授出購股權以認購本公司股份，及配發、發行及處置根據購股權計劃所授出購股權獲行使而發行的普通股，以及採取對實行購股權計劃及使之生效而言為必需及／或合宜的一切步驟。根據購股權計劃及任何其他本公司購股權計劃而可授予的購股權的最高股份數目，合共不得超過緊隨全球發售（定義見本公司日期為二零一二年六月二十五日的招股章程）完成後已發行股份總數的10%，即100,000,000股股份，不包括任何根據購股權計劃（或本公司任何其他購股權計劃）的條款已失效的購股權而可發行的股份，惟獲本公司股東在股東大會上另行批准及／或上市規則不時另有其他規定者除外。

Directors' Report (continued)

董事會報告 (續)

Unless otherwise approved by the shareholders of the Company in general meeting, the number of shares that may be granted to an eligible participant under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) shall not exceed 1% of the shares in issue of the Company within any 12-month period. Any grant of options to a Director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company or any of their respective associates (as defined in the Listing Rules) is required to be approved by our independent non-executive Directors. Unless otherwise approved by the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules, the number of shares that may be granted to a substantial shareholder or any independent non-executive Director or their respective associates under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) shall not exceed 0.1% of the shares in issue, having an aggregate value in excess of HK\$5 million, within any 12-month period.

There is no minimum period for which an option must be held before it can be exercised, and the period during which an option may be exercised will be determined by the Board in its absolute discretion, however, no options shall be exercised 10 years after they have been granted. The subscription price of a share in respect of a particular option shall be not less than the highest of (a) the official closing price of the shares on the daily quotation sheet of the Stock Exchange; (b) the average official closing price of the shares on the daily quotation sheet of the Stock Exchange for the five business days immediately preceding the date of grant; and (c) the nominal value of a share. The Share Option Scheme shall take effect from the date it is adopted and shall remain effective within a period of 10 years from that date.

From the date that the Share Option Scheme became effective and unconditional and up to the date of this annual report, no share options were granted under the Share Option Scheme.

As at 31 December 2023, the total number of ordinary shares available for issue under the Share Option Scheme is 92,137,051, representing 10% of the issued shares of the Company.

除非獲本公司股東於股東大會上另行批准，否則可基於購股權計劃及任何其他本公司購股權計劃向一名合資格參與者授出的股份數目（包括已行使及未行使購股權），不得超過本公司在任一個12個月期間的已發行股份的1%。任何向董事、本公司高級行政人員或主要股東（定義見上市規則）或其任何各自的聯繫人（定義見上市規則）授予的購股權須獲獨立非執行董事的批准。除非本公司股東在股東大會上另行批准及／或上市規則另有規定，否則根據購股權計劃及任何其他本公司購股權計劃可授予主要股東或任何獨立非執行董事或其各自的聯繫人的股份數目（包括已行使及未行使購股權），不得超過任一個12個月期間已發行股份的0.1%或合共價值超過5百萬港元。

概無訂有購股權在行使前必須持有的最短期限，而購股權可行使的期間將由董事會全權酌情決定，然而，購股權於授出10年後便不得行使。有關特定購股權的認購價不得低於下列最高者：(a) 於聯交所每日報價表所報的官方股份收市價；(b) 緊接授出日期前五個營業日聯交所每日報價表所報的官方股份平均收市價；及(c) 股份面值。購股權計劃將自其獲採納日期起生效並將自該日起10年期間內一直有效。

自購股權計劃生效及成為無條件起直至本年報日期，概無根據購股權計劃授出購股權。

於二零二三年十二月三十一日，購股權計劃項下可供發行的普通股份總數為92,137,051股，佔本公司已發行股份的10%。

Directors' Report (continued)

董事會報告(續)

Save as the Share Option Scheme and share award scheme as disclosed in this report, at no time during the Year was the Company, its subsidiaries, holding companies or fellow subsidiaries a party to any arrangement to enable Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Other than the Share Option Scheme and share award scheme as disclosed in this report, no equity-linked agreements that will or may result in the Company issuing shares, or that require the Company to enter into any agreement that will or may result in the Company issuing shares, have entered into by the Company during the Year or subsisted at the end of the Year.

SHARE AWARD SCHEME

The Company, pursuant to a resolution passed on 14 December 2020, adopted a share award scheme (the "Share Award Scheme") for the purpose of (i) to align interests of eligible persons, being the employees, directors, officers, consultants or advisors of any member of the Group, with those of the Group through ownership of ordinary shares of the Company (the "Shares"), dividends and other distribution paid on Shares and/or increase in value of the Shares; and (ii) to encourage and retain eligible persons to make contributions to the long-term growth and profits of the Group.

The aggregate number of shares to be made pursuant to the Share Award Scheme (the "Award Shares") will not exceed 20% of the total number of issued shares capital as at the adoption date of the Share Award Scheme (i.e. 20% of 741,200,400 Shares). The aggregate number of Award Shares which may be awarded to a selected person under the Share Award Scheme shall not exceed 2% of the total number of issued Shares as at the adoption date of the Share Award Scheme.

Subject to any early termination as may be determined by the board of directors, the Share Award Scheme shall be valid and effective for a term of 10 years commencing from the adoption date.

The Award Shares, once issued, will rank equal to all other issued Shares at that time and are not subject to any vesting condition. The selected persons will therefore have the right to receive dividends, dispose of and/or exercise the rights of the Award Shares as per his/her own wishes once the Award Shares were issued.

除本報告所披露的購股權計劃及股份獎勵計劃外，本公司、其附屬公司、控股公司或同系附屬公司均於本年度內任何時間，概無參與任何安排使董事可透過購買本公司或其他法人團體股份或債權證而獲取利益。

除本報告所披露的購股權計劃及股份獎勵計劃外，本公司於本年度並無訂立且於年度結束時並無存在任何股本掛鈎協議將或可能導致本公司發行股份，或需要本公司訂立任何將會或可能導致本公司發行股份的協議。

股份獎勵計劃

本公司根據二零二零年十二月十四日通過的決議案，已採納股份獎勵計劃（「股份獎勵計劃」），目的是(i)透過本公司普通股（「股份」）擁有權、股息及有關股份之其他已付分派及／或股份增值，令合資格人士（即本集團任何成員的僱員、董事、高級人員、顧問或諮詢人）之利益與本集團利益一致；及(ii)鼓勵及挽留合資格人士協力對本集團作出貢獻，並促進本集團之長遠增長及溢利。

根據股份獎勵計劃授出之所有股份（「獎勵股份」）數目合共不得超過採納股份獎勵計劃當日已發行股份總數之20%，（即741,200,400股股份的20%）。根據股份獎勵計劃授予一名選定人士之獎勵股份總數不得超過於採納日期已發行股份總數之2%。

除非本公司董事會決定提前終止，否則股份獎勵計劃將自採納日期起計十年期間有效。

獎勵股份一經發行，將與當時所有其他已發行股份具有相同地位，亦不受任何歸屬條件所限。選定人士將因此有權於獎勵股份發行後，按彼等的意願，收取股息、出售及／或行使獎勵股份的相關權利。

Directors' Report (continued)

董事會報告 (續)

On 14 December 2020, a total of 42,550,000 Award Shares were issued to 12 eligible persons (the "2020 Selected Persons"). The Award Shares were settled by way of issue and allotment of new Shares on 30 December 2020 pursuant to the general mandate. The 42,550,000 Award Shares represented approximately 5.74% of the total number of issued Shares and approximately 5.43% of the total number of Shares in issue as enlarged by the issue and allotment of the Award Shares. The 2020 Selected Persons are (i) senior and middle management of the Group and (ii) staffs who served the Group for a long period of time.

The 42,550,000 Award Shares had neither any vesting period nor condition, accordingly, the fair value of 42,550,000 Award Shares was determined by the closing market price of the Company on 30 December 2020, of which, expenses of HK\$6,808,000 (equivalent to RMB5,777,000) were recognised as expenses in the consolidated statement of profit or loss.

On 10 May 2021, a total of 36,970,000 Award Shares were issued to 11 eligible persons (the "2021 Selected Persons"). The Award Shares were settled by way of issue and allotment of new Shares on 10 May 2021 pursuant to the general mandate. The 36,970,000 Award Shares represented approximately 4.72% of the total number of issued Shares and approximately 4.50% of the total number of Shares in issue as enlarged by the issue and allotment of the Award Shares. The 2021 Selected Persons are (i) senior and middle management of the Group and (ii) staffs who served the Group for a long period of time.

The 36,970,000 Award Shares had neither any vesting period nor condition, accordingly, the fair value of 36,970,000 Award Shares was determined by the closing market price of the Company on 10 May 2021, of which, expenses of HK\$4,990,950 (equivalent to RMB4,108,000) were recognised as expenses in the consolidated statement of profit or loss.

於二零二零年十二月十四日，已向12名合資格人士（「2020選定人士」）授出合共42,550,000股獎勵股份。獎勵股份將根據一般授權於二零二零年十二月三十日發行及配發。42,550,000股獎勵股份相當於已發行股份總數約5.74%及經發行及配發獎勵股份擴大後之已發行股份總數約5.43%。2020選定人士主要是(i)本集團的中高層管理人員；及(ii)為本集團服務長時間的員工。

42,550,000股獎勵股份並無任何歸屬期或條件，因此，42,550,000股獎勵股份之公平值乃按本公司於二零二零年十二月三十日之收市價釐定，其中，6,808,000港元（相當於人民幣5,777,000元）的開支於綜合損益表確認為開支。

於二零二一年五月十日，已向11名合資格人士（「2021選定人士」）授出合共36,970,000股獎勵股份。獎勵股份將根據一般授權於二零二一年五月十日發行及配發。36,970,000股獎勵股份相當於已發行股份總數約4.72%及經發行及配發獎勵股份擴大後之已發行股份總數約4.50%。2021選定人士主要是(i)本集團的中高層管理人員；及(ii)為本集團服務長時間的員工。

36,970,000股獎勵股份並無任何歸屬期或條件，因此，36,970,000股獎勵股份之公平值乃按本公司於二零二一年五月十日之收市價釐定，其中，4,990,950港元（相當於人民幣4,108,000元）的開支於綜合損益表確認為開支。

Directors' Report (continued)

董事會報告(續)

On 4 June 2021, a total of 29,648,016 Award Shares were issued to Mr. Wu Zheyang and Ms. Xie Qingmei (the "Connected Selected Persons"). The Award Shares were settled by way of issue and allotment of new Shares on 4 June 2021 pursuant to the general mandate. The 29,648,016 Award Shares represented approximately 3.61% of the total number of issued Shares and approximately 3.49% of the total number of Shares in issue as enlarged by the issue and allotment of the Award Shares. The Connected Selected Persons are the Directors of the Company.

The 29,648,016 Award Shares had neither any vesting period nor condition, accordingly, the fair value of 29,648,016 Award Shares were determined by the closing market price of the Company on 4 June 2021, of which, expenses of HK\$4,328,610 (equivalent to RMB3,598,000) were recognised as expenses in the consolidated statement of profit or loss.

As at 31 December 2023 and the date of approval of these financial statements, the Company had 39,072,064 Award Shares available for awarding to eligible persons under the Share Award Scheme, which represented approximately 4.59% of the issued Shares as at the respective dates.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

PUBLIC FLOAT

Rule 8.08(1)(a) of the Listing Rules requires that at least 25% of an issuer's total issued share capital must at all times be held by the public. Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained sufficiency of public float at all times during the Year.

於二零二一年六月四日，已向吳哲彥先生及謝清美女士（「關聯選定人士」）授出合共29,648,016股獎勵股份。獎勵股份將根據一般授權於二零二一年六月四日發行及配發。29,648,016股獎勵股份相當於已發行股份總數約3.61%及經發行及配發獎勵股份擴大後之已發行股份總數約3.49%。關聯選定人士是本公司的董事。

29,648,016股獎勵股份並無任何歸屬期或條件，因此，29,648,016股獎勵股份之公平值乃按本公司於二零二一年六月四日之收市價釐定，其中，4,328,610港元（相當於人民幣3,598,000元）的開支於綜合損益表確認為開支。

於二零二三年十二月三十一日及此等綜合財務報表批准之日，本公司有39,072,064股獎勵股份可根據股份獎勵計劃授予合資格人士，佔於有關日期已發行股份約4.59%。

購買、出售或贖回已上市證券

於本年度，本公司及其任何附屬公司概無購買、出售或贖回任何本公司已上市證券。

公眾持股量

上市規則第8.08(1)(a)條規定，公眾必須在任何時間內持有發行人的已發行股本總額至少25%。基於本公司可公開取得的資料及就董事所知，本公司於本年度內一直維持足夠的公眾持股量。

Directors' Report (Continued)

董事會報告 (續)

CONTINUING CONNECTED TRANSACTIONS

During the Year, there was no transaction of the Group constituted non-exempt continuing connected transaction for the Company under the Listing Rules (2022: Nil).

RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken in the normal course of business are provided under note 39 to the consolidated financial statements, and none of which constitutes a non-exempt connected transaction as defined under the Listing Rules.

DEED OF NON-COMPETITION

The Company entered into a deed of non-competition (the "Deed of Non-Competition") with Mr. Wu Zheyuan and Green Seas Capital Limited (collectively referred to as the "Controlling Shareholders") on 15 June 2012 so as to better safeguard the Group from any potential competition and to formalise the principles for the management of potential conflicts between them and to enhance our corporate governance in connection with the listing of the Company's shares on the Stock Exchange.

The independent non-executive Directors have reviewed compliance by the Controlling Shareholders and confirm that based on confirmations and information provided by each of the Controlling Shareholders, they were in compliance with the Deed of Non-Competition during the Year.

The independent non-executive Directors were not required to review any matter in relation to compliance and enforcement of the Deed of Non-Competition during the Year.

MANAGEMENT CONTRACTS

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

持續關連交易

根據上市規則，於本年度，本集團概無交易構成本公司不獲豁免的持續關連交易（二零二二年：無）。

關聯方交易

在日常業務過程中進行重大關聯方交易的詳情載於綜合財務報表附註39，當中概無交易構成上市規則所界定的不獲豁免關連交易。

不競爭契據

本公司已於二零一二年六月十五日與吳哲彥先生及Green Seas Capital Limited（統稱「控股股東」）訂立不競爭契據（「不競爭契據」），以更好地保障本集團免受任何潛在競爭，並規範針對彼等之間潛在衝突的管理原則，以及就本公司股份於聯交所上市加強本集團的企業管治。

獨立非執行董事已審閱控股股東的合規情況，並確認基於各控股股東所提供的確認書及資料，彼等於本年度內已遵守不競爭契據。

獨立非執行董事毋須在本年度內審閱有關遵守及執行不競爭契據的任何事宜。

管理合約

本年度，本集團概無就全部或任何主要部分業務的管理訂立管理合約。



Directors' Report (continued)

董事會報告(續)

DONATIONS

During the Year, the Group supported a wide variety of charitable activities in Hong Kong and the PRC. Donations of approximately RMB50,000 (2022: RMB60,000) were made by the Group to various charitable organisations.

TAX RELIEF AND EXEMPTION

The Company is not aware that any holders of securities of the Company are entitled to any tax relief or exemption by reason of their holding of such securities.

AUDITOR

BDO Limited resigned as auditor of the Company on 5 November 2020 and Ascenda Cachet CPA Limited has been appointed as the auditor of the Company on 5 November 2020. Ascenda Cachet CPA Limited resigned as auditor of the Company on 4 November 2022 and CWK CPA Limited has been appointed as the auditor of the Company on 4 November 2022. There have been no other changes in auditor during the preceding three years.

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

On behalf of the Board

Xie Qingmei

Chairlady

Hong Kong, 28 March 2024

捐贈

本年度，本集團為中港兩地的多項慈善活動提供資助，向各慈善組織捐贈約人民幣50,000元（二零二二年：人民幣60,000元）。

稅務減免

本公司並不知悉本公司證券之任何持有人因其持有有關證券而享有任何稅務減免。

核數師

香港立信德豪會計師事務所有限公司已於二零二零年十一月五日辭任本公司核數師以及天健德揚會計師事務所有限公司已於二零二零年十一月五日獲委任本公司核數師。天健德揚會計師事務所有限公司已於二零二二年十一月四日辭任本公司核數師以及中主環球會計師事務所有限公司已於二零二二年十一月四日獲委任本公司核數師。核數師於過往三年中並無其他變化。

中主環球會計師事務所有限公司將會退任，並符合資格且願意應聘連任。續聘中主環球會計師事務所有限公司為本公司核數師的決議案將於應屆股東週年大會上提呈。

代表董事會

謝清美

主席

香港，二零二四年三月二十八日

Board of Directors and Senior Management

董事會及高級管理層

Biographies of each member of the board of directors and senior management team of the Company during the Year and/or as at the date of this report are set out below:

EXECUTIVE DIRECTORS

Wu Zheyang (Mr. Wu), aged 44, is an executive Director and chief executive officer of the Company. Mr. Wu was appointed as a Director on 17 October 2011. He joined Fujian Zhangping Kimura Forestry Products Co. Ltd (“Zhangping Kimura”) as a workshop director since 1997 and obtained knowledge and experiences in the timber products industry including the production process, research and development works and the invention process of new timber products. Mr. Wu became the general manager in May 2000 and the director and legal representative of Zhangping Kimura in January 2006.

Mr. Wu graduated from Sichuan University in June 2009 with a Diploma in business administration (Distance education). Mr. Wu is the visiting professor of Central South University of Forestry and Technology and Fujian Agriculture and Forestry University.

Xie Qingmei (Ms. Xie), aged 56, was appointed as an executive Director on 15 June 2012 and as the Chairlady on 23 May 2016. Ms. Xie is primarily responsible for procurement matters in respect of the Group. She has over 20 years of experience in corporate management and procurement. Ms. Xie joined the Group in 1999, and she has been a deputy general manager of Zhangping Kimura since 2001 and a director of Zhangping Kimura since 2006. Ms. Xie was in charge of the sales department of Zhangping Kimura as well as supervising procurement from June 1999 to December 2000, and has been running the procurement department of Zhangping Kimura since 2003.

於本年度內及／或本報告日期本公司各董事會及高級管理層成員的履歷如下：

執行董事

吳哲彥(吳先生)，44歲，本公司執行董事兼行政總裁。吳先生於二零一一年十月十七日獲委任為董事。彼自一九九七年起加入福建省漳平木村林產有限公司(「漳平木村」)擔任車間主任，並獲得木材產品行業(包括生產流程、研發工程及新木材產品的開發流程)的知識及經驗。吳先生於二零零零年五月擔任總經理，並於二零零六年一月擔任漳平木村的董事兼法人代表。

吳先生於二零零九年六月畢業於四川大學，獲得工商管理文憑(遠距教育)。吳先生為中南林業科技大學及福建農林大學客座教授。

謝清美(謝女士)，56歲，於二零一二年六月十五日獲委任為執行董事及於二零一六年五月二十三日獲委任為主席。謝女士主要負責本集團的採購事宜，彼在企業管理及採購方面擁有逾20年的豐富經驗。謝女士於一九九九年加入本集團，分別自二零零一年及二零零六年起一直擔任漳平木村副總經理及漳平木村董事。謝女士自一九九九年六月起至二零零零年十二月止負責漳平木村銷售部並兼管採購事宜，且自二零零三年開始負責管理漳平木村的採購部門。



Board of Directors and Senior Management (continued)

董事會及高級管理層(續)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tse Kwok Hing Henry (“**Mr. Tse**”), aged 38, was appointed as an independent non-executive director of the Company since 1 September 2022. Mr. Tse has extensive experience in accounting, auditing and finance fields. Mr. Tse was the chief financial officer and company secretary of China Yuanbang Property Holdings Limited, a company listed on the main board of the Singapore Exchange Securities Trading Limited (Stock Code: BCD.SI) from April 2016 to May 2018. Mr. Tse obtained a bachelor’s degree of Business Administration in Accounting and Finance from the University of Hong Kong in 2007. He is currently the company secretary of Moody Technology Holdings Limited (stock code: 1400), a company listed on the main board of The Stock Exchange of Hong Kong Limited, an independent non-executive director of CROSSTEC Group Holdings Limited (stock code: 3893), a company listed on the main board of The Stock Exchange of Hong Kong Limited, a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales.

Professor Jin Zhongwei (Professor Jin), aged 86, was appointed as an independent non-executive Director of the Company since 15 June 2012. He is an expert in wood preservation with over 40 years of experience in wood preservation. Professor Jin graduated from Nanjing Forestry College in 1961 and majored in forestry products chemical processing. He studied wood preservation and modification technologies in the United States as a government-appointed scholar from 1981 to 1983, and was a visiting scholar at Oregon State University and Mississippi State University from 1994 to 1995 respectively.

獨立非執行董事

謝國興先生（「**謝先生**」），38歲，自二零二二年九月一日起獲委任為本公司獨立非執行董事。謝先生於會計、審計及財務方面擁有豐富經驗。謝先生曾於二零一六年四月至二零一八年五月為中國元邦房地產控股有限公司（新加坡證券交易所有限公司主板上市公司，股份代號：BCD.SI）的財務總監及公司秘書。謝先生於二零零七年獲香港大學頒授工商管理（會計及財務）學士學位。彼現為滿地科技股份有限公司（一家於香港聯合交易所有限公司主板上市之公司（股份代號：1400））之公司秘書、易緯集團控股有限公司（一家於香港聯合交易所有限公司主板上市之公司（股份代號：3893））之獨立非執行董事、香港會計師公會會員及英格蘭與威爾斯特許會計師協會會員。

金重為教授（**金教授**），86歲，自二零一二年六月十五日起獲委任為本公司獨立非執行董事。彼為木材保護領域專家，在木材保護研究領域擁有逾40年的經驗。金教授於一九六一年畢業於南京林業學院，主修林業產品化學加工。他曾於一九八一年至一九八三年期間以公派學者身份赴美國進修學習木材保護與改性技術，於一九九四年至一九九五年分別擔任美國俄勒岡州立大學和密西西比州立大學訪問學者。

Board of Directors and Senior Management (continued)

董事會及高級管理層(續)

Professor Su Wenqiang (Professor Su), aged 68, was appointed as an independent non-executive Director of the Company since 15 June 2012. Professor Su has more than 30 years of experience in the research of forestry and timber products. Professor Su was awarded as Model Member of the Communist Party (優秀共產黨員) from 2006 to 2007, and was appointed as various positions in timber industry, e.g., council member of Standing Committee of the Heilongjiang Province Chemistry Society (黑龍江省化工學會理事會) (in December 2004), committee member of Wood Science Institute of the Chinese Society of Forestry (中國林學會木材科學分會) (in April 2010), member of Board of Experts of Standardisation Committee of China Timber and Wood Products Distribution Association Wood Preservation Committee (中國木材與木製品流通協會木材防腐專業委員會專家指導委員會) (in December 2009), member of Board of Experts Committee of Standardisation Committee of China Wood Preservation Industry Association (中國木材保護工業協會專家委員會) (in October 2011), committee member of the Wood Preservation Research Committee of the Wood Science Institute of the Chinese Society of Forestry (中國林學會木材科學分會木材保護研究會委員會) (in April 2007) and editor of editorial committee of Biomass Chemical Engineering published by Institute of Chemical Industry of Forest Products (中國林業科學研究院林產化學工業研究所《生物質化學工程》) (in December 2010). Professor Su graduated from Northeast Forestry University in July 1982, major in professional chemical processing of forestry products (林產化學加工工程專業), and obtained a Doctorate Degree in December 2008.

COMPANY SECRETARY

Mr. Wong Wai Lun (黃偉倫), aged 40. He was appointed as the Company Secretary on 1 July 2021. Mr. Wong Wai Lun obtained a bachelor degree of commerce from the University of Queensland in December 2004. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and has over 15 years of experience in the field of accounting, auditing, corporate finance, financial management and corporate governance. Mr. Wong Wai Lun is currently the director of Modern Assurance And Business Services Limited.

蘇文強教授(蘇教授), 68歲, 自二零一二年六月十五日起獲委任為本公司的獨立非執行董事。蘇教授於林學及木製產品研究領域有超過30年資歷。蘇教授於二零零六年至二零零七年期間, 榮獲優秀共產黨員的稱號, 並獲委任木材行業的多個職位, 例如黑龍江省化工學會理事會理事(於二零零四年十二月)、中國林學會木材科學分會委員會委員(於二零一零年四月)、中國木材與木製品流通協會木材防腐專業委員會專家指導委員會委員(於二零零九年十二月)、中國木材保護工業協會專家委員會委員(於二零一一年十月)、中國林學會木材科學分會木材保護研究會委員會委員(於二零零七年四月)及中國林業科學研究院林產化學工業研究所《生物質化學工程》編輯委員會編委(於二零一零年十二月)。蘇教授於一九八二年七月畢業於東北林業大學, 主修林產化學加工工程專業, 並於二零零八年十二月獲得博士學位。

公司秘書

黃偉倫先生, 40歲。彼於二零二一年七月一日獲委任為公司秘書。黃偉倫先生於二零零四年十二月獲得昆士蘭大學商學學士學位。彼為香港會計師公會資深會員並於會計、審計、企業融資、財務管理及企業管治領域擁有逾15年經驗。黃偉倫先生先為Modern Assurance And Business Services Limited之董事。



Independent Auditor's Report

獨立核數師報告



TO THE MEMBERS OF CHINA ENVIRONMENTAL TECHNOLOGY AND BIOENERGY HOLDINGS LIMITED

(incorporated in Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Environmental Technology and Bioenergy Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 60 to 200, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

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

致中科生物控股有限公司股東

(於開曼群島註冊成立的有限公司)

意見

吾等已審核載列於第60至200頁中科生物控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,該等綜合財務報表包括於二零二三年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表及其他全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表的附註,包括重大會計政策資料及其他說明資料。

吾等認為,綜合財務報表已根據國際會計準則理事會(「國際會計準則理事會」)所頒佈之國際財務報告準則(「國際財務報告準則」)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截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例的披露要求妥為編製。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

BASIS FOR OPINION

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

KEY AUDIT MATTER

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the consolidated financial statements of the current period. This matter was 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 the matter.

意見的基礎

吾等根據香港會計師公會（「香港會計師公會」）頒佈的香港審計準則（「香港審計準則」）進行審核。在該等準則下，吾等的責任在吾等的報告內核數師就審核綜合財務報表須承擔的責任一節進一步闡述。根據香港會計師公會的「國際職業會計師道德守則」（「守則」），吾等獨立於貴集團，並已遵循守則履行其他道德責任。吾等相信，吾等所獲得的審核憑證能充足及適當地為吾等的審核意見提供基礎。

關鍵審核事項

根據吾等的專業判斷，關鍵審核事項為吾等審核於本期間的綜合財務報表中最重要的事項。吾等在整體審核綜合財務報表及就此達致意見時處理此等事項，及不會就此等事項單獨發表意見。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

Key Audit Matter

關鍵審核事項

Allowance for expected credit loss of the trade receivables

貿易應收款項之預期信貸虧損撥備

We identified the recognition of expected credit losses ("ECL") on trade receivables as a key audit matter as they are quantitatively significant to the consolidated financial statements as a whole and there is involvement of management judgement and estimates in evaluating the ECL allowance of the Group's trade receivables at the end of the reporting period.

我們將確認貿易應收款項的預期信貸虧損(「預期信貸虧損」)作為關鍵審計事項，此乃由於該等貿易應收款項對合併財務報表整體而言在數額上重大，而在評估 貴集團於報告期末的貿易應收款項之預期信貸虧損撥備時涉及到管理層之判斷及估計。

The carrying amount of the Group's trade receivables was approximately RMB48,821,000 (net of loss allowance of approximately RMB13,360,000) as at 31 December 2023.

於二零二三年十二月三十一日， 貴集團的貿易應收款項的賬面值約為人民幣48,821,000元(扣除虧損撥備約人民幣13,360,000元)。

During the year, the Group has provided allowance on ECL of trade receivables at approximately RMB1,174,000.

年內， 貴集團就貿易應收款項的預期信貸虧損計提撥備約人民幣1,174,000元。

How our audit addressed the Key Audit Matter

吾等的審核如何處理該事項

- discussing the Group's policies and procedures on credit periods given to customers with the management;
與管理層討論本集團有關給予客戶信貸期的政策及程序；
- testing the aging of the trade receivables as at 31 December 2023 to the underlying financial records, on a sample basis;
抽樣測試截至二零二三年十二月三十一日貿易應收款項與基礎財務記錄的賬齡；
- evaluating the competence, capabilities and objectivity of the external valuer;
評估外部估值師的資格、能力和客觀性；
- inquiring management for the status of each of the material trade receivables past due as at 31 December 2023 and corroborating explanations from management with supporting evidence, such as understanding on-going business relationship with the customers based on trading records, checking historical settlement records;
向管理層詢問於二零二三年十二月三十一日每項逾期重大貿易應收款項的狀態，並以支持證據證實管理層的解釋，例如根據交易記錄了解與客戶的持續業務關係，檢查歷史結算記錄；
- assessing the appropriateness of the ECL calculation methodology, adopted by external valuer by examining the key data inputs on a sample basis to assess their accuracy and completeness, and challenging the assumptions, including both historical and forward-looking information, used to determine the ECL allowance.
評估外部估值師採用的預期信貸虧損計算方法的適當性，通過抽樣檢查關鍵數據輸入以評估其準確性和完整性，並對用於確定預期信貸虧損撥備的假設(包括歷史和前瞻性信息)提出質疑。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

Key Audit Matter

關鍵審核事項

How our audit addressed the Key Audit Matter

吾等的審核如何處理該事項

Allowance for expected credit loss of the trade receivables (Continued)

貿易應收款項之預期信貸虧損撥備(續)

For the purpose of performing the assessment of the ECL, the Directors of the Company engaged an independent professional valuer to perform a valuation regarding ECL on trade receivables. The determination of ECL required significant management judgement to determine the key assumptions including (i) expected credit loss rates for each category of trade receivables; (ii) aging and overdue analysis of the trade receivables; (iii) information regarding the ability and intent of the customers to pay and historical data on default rates; and (iv) shared credit risk characteristics of trade receivables groups and market conditions. The Group calibrates the matrix to adjust the historical credit loss experience with forward-looking information.

就評估預期信貸虧損而言，貴公司董事委聘獨立專業估值師根據董事的假設對應收貿易款項的預期信貸虧損進行估值。釐定預期信貸虧損需要作出重大管理層判斷以確定主要假設，包括(i)各類貿易應收款項預期信貸虧損率；(ii)貿易應收款項的賬齡及逾期結餘分析；(iii)有關客戶支付能力及意圖的資料以及違約率的過往記錄；及(iv)貿易應收款項組別的共同信貸風險特點及市況。貴集團會校正矩陣以按前瞻性資料調整過往信貸虧損經驗。

Independent Auditor's Report (continued)

獨立核數師報告(續)

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

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

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

其他資料

貴公司董事須對其他資料承擔責任。其他資料包括載於 貴集團年報的資料，但不包括綜合財務報表及吾等的核數師報告。

吾等對綜合財務報表作出的意見並無涵蓋其他資料，而吾等不會對其他資料發表任何形式的核證結論。

就吾等審核綜合財務報表而言，吾等的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。倘若吾等基於已進行的工作認為其他資料出現重大錯誤陳述，吾等須報告有關事實。就此，吾等毋須作出報告。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則理事會所頒佈之國際財務報告準則及香港公司條例的披露要求，編製真實而公平地反映情況的綜合財務報表，及董事釐定對編製綜合財務報表屬必要的有關內部監控，以使該等綜合財務報表不會存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，貴公司董事須負責評估 貴集團持續經營的能力，並披露（如適用）與持續經營有關的事項，除非 董事擬將 貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營會計基礎。

治理層亦負責監督 貴集團財務報告流程。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, 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.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審核綜合財務報表須承擔的責任

吾等的目標為合理確定此等綜合財務報表整體而言不會存在由於欺詐或錯誤而導致的重大錯誤陳述，並根據香港公司條例第405條僅向閣下（作為整體）發出載有吾等意見的核數師報告，不作其他用途。吾等概不就本報告的內容對任何其他人士負責或承擔任何責任。合理核證屬高層次的核證，惟根據香港審計準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決定時，則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，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險以及獲取充足和適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部監控，以設計適當的審計程序，惟並非旨在對貴集團內部監控的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。



Independent Auditor's Report (continued)

獨立核數師報告(續)

- 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.
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。倘有關披露不足，則修訂吾等意見。吾等結論乃基於截至核數師報告日期止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團中實體或業務活動的財務資料獲取充分、適當的審計證據，以對綜合財務報表發表意見。吾等負責集團審計的方向、監督和執行。吾等僅為審計意見承擔責任。

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.

吾等與治理層溝通了(其中包括)計劃的審計範圍、時間安排、重大審計發現等事項，包括吾等在審計期間識別出內部控制的任何重大缺陷。

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.

吾等還向治理層提交聲明，說明吾等已符合有關獨立性的相關職業道德要求，並與他們溝通所有可能合理地被認為會影響吾等獨立性的關係和其他事項，以及在適用的情況下，消除威脅的行動或採取的防範措施。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

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

The engagement partner on the audit resulting in the independent auditor's report is Chan Lok Hei.

從與治理層溝通的事項中，吾等決定該等事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。吾等會在核數師報告中描述該等事項，除非法律法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若有合理預期在吾等報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，吾等將不會在此等情況下在報告中溝通該事項。

出具獨立核數師報告之審計項目董事為陳樂禧。

CWK CPA Limited

Certified Public Accountants

Chan Lok Hei

Practising Certificate Number: P06654

Hong Kong

28 March 2024

中主環球會計師事務所有限公司

執業會計師

陳樂禧

執業證書號碼：P06654

香港，

二零二四年三月二十八日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

| | | 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 |
|---|--------------------------|-------------|-----------------------------------|-----------------------------------|
| Revenue | 收入 | 5 | 297,530 | 465,037 |
| Cost of sales | 銷售成本 | | (277,352) | (411,164) |
| Gross profit | 毛利 | | 20,178 | 53,873 |
| Other income | 其他收入 | 6 | 24,775 | 15,826 |
| Other gains, net | 其他收益淨額 | 7 | 2,168 | 1,980 |
| Selling and distribution expenses | 銷售及分銷開支 | | (14,650) | (35,533) |
| Administrative expenses | 行政開支 | | (31,836) | (48,028) |
| (Provision for)/reversal of expected credit loss on trade receivables | 貿易應收款項的預期信貸虧損之(撥備)/回撥 | 22 | (1,174) | 5,752 |
| Finance costs | 融資成本 | 8 | (1,359) | (1,013) |
| Loss before tax | 除稅前虧損 | 9 | (1,898) | (7,143) |
| Income tax (expense)/credit | 所得稅(開支)/抵免 | 10 | (466) | 359 |
| Loss for the year | 年內虧損 | | (2,364) | (6,784) |
| Other comprehensive income/ (expense), net of tax | 其他全面收益/(開支)(扣除稅項) | | | |
| <i>Item that may be reclassified subsequently to profit or loss:</i> | <i>可能在其後重新分類至損益的項目:</i> | | | |
| Exchange differences on translation of financial statements of foreign operations | 換算海外業務財務報表產生的匯兌差額 | | 1,843 | 12,148 |
| <i>Item that will not be reclassified subsequently to profit or loss:</i> | <i>在其後不會重新分類至損益的項目:</i> | | | |
| Equity investment designated at fair value through other comprehensive income: | 指定為按公平值計入其他全面收益的股本投資: | | | |
| – Changes in fair value | – 公平值變動 | | (6,817) | (897) |
| – Income tax effect | – 所得稅影響 | | 1,023 | 135 |

Consolidated Statement of Profit or Loss and Other Comprehensive Income (Continued)

綜合損益及其他全面收益表(續)

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

| | 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 |
|--|---------------------------------|-----------------------------------|------------------------------------|
| Other comprehensive (expense)/ income for the year, net of tax | 年內其他全面(開支)/收益 (扣除稅項) | (3,951) | 11,386 |
| Total comprehensive (expense)/ income for the year | 年內全面(開支)/收益總額 | (6,315) | 4,602 |
| Loss for the year attributable to: | 由以下各方應佔之年內虧損: | | |
| Owners of the Company | 本公司持有人 | (2,364) | (6,558) |
| Non-controlling interest | 非控股權益 | - | (226) |
| | | (2,364) | (6,784) |
| Total comprehensive (expense)/income for the year attributable to: | 由以下各方應佔之年內 全面(開支)/收益總額: | | |
| Owners of the Company | 本公司持有人 | (6,315) | 4,828 |
| Non-controlling interest | 非控股權益 | - | (226) |
| | | (6,315) | 4,602 |
| | | RMB 人民幣元 | RMB 人民幣元 (Restated) (經重列) |
| Loss per share attributable to ordinary equity holders of the Company | 本公司普通股權益持有人 應佔之每股虧損 | | |
| Basic | 基本 | | |
| - Loss for the year | 一年內虧損 | (0.03) | (0.08) |
| Diluted | 攤薄 | | |
| - Loss for the year | 一年內虧損 | (0.03) | (0.08) |

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2023 於二零二三年十二月三十一日
(Expressed in Renminbi) (以人民幣列示)

| | | 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 |
|---|---------------------|-------------|-----------------------------------|-----------------------------------|
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 14 | 338,776 | 368,519 |
| Investment properties | 投資物業 | 15 | 31,222 | 32,936 |
| Non-current deposits for acquisitions of property, plant and equipment | 收購物業、廠房及設備的非即期按金 | 16 | 2,665 | 220 |
| Other financial assets at fair value through other comprehensive income | 按公平值計入其他全面收益之其他金融資產 | 17 | 3,378 | 1,445 |
| Non-current deposit for acquisition of other financial assets | 收購其他金融資產之非即期按金 | 18 | – | 2,500 |
| Time deposits | 定期存款 | 25 | 160,398 | 47,000 |
| Deferred tax assets | 遞延稅項資產 | 20 | 3,193 | 1,378 |
| Total non-current assets | 非流動資產總額 | | 539,632 | 453,998 |
| Current assets | 流動資產 | | | |
| Inventories | 存貨 | 21 | 115,940 | 89,874 |
| Trade and other receivables | 貿易及其他應收款項 | 22 | 113,143 | 122,955 |
| Amount due from a related company | 應收關聯公司款項 | 31 | 69 | 69 |
| Other financial assets at fair value through profit or loss | 按公平值計入損益之其他金融資產 | 17 | 15,055 | 20,122 |
| Derivatives financial instruments | 衍生金融工具 | 23 | 771 | 42 |
| Pledged deposits | 已抵押存款 | 24 | 77,051 | 53,578 |
| Time deposits | 定期存款 | 25 | 160,581 | 161,332 |
| Cash and cash equivalents | 現金及現金等價物 | 25 | 32,499 | 113,765 |
| | | | 515,109 | 561,737 |
| Assets classified as held-for-sale | 分類為持有待售之資產 | 19 | – | 856 |
| Total current assets | 流動資產總額 | | 515,109 | 562,593 |
| Current liabilities | 流動負債 | | | |
| Trade and other payables | 貿易及其他應付款項 | 26 | 58,043 | 45,226 |
| Contract liabilities | 合約負債 | 28 | 7,675 | 13,586 |
| Derivatives financial instruments | 衍生金融工具 | 23 | 22 | 18 |
| Interest-bearing bank borrowings, secured | 計息銀行借款，有抵押 | 27 | 76,900 | 53,950 |
| Lease liabilities | 租賃負債 | 29 | – | 69 |
| Amount due to a director | 應付一名董事款項 | 31 | 10,572 | 4,783 |
| Tax payables | 應付稅項 | | 11,987 | 11,619 |
| | | | 165,199 | 129,251 |
| Liabilities associated with assets classified as held-for-sale | 與分類為持有待售之資產相關的負債 | 19 | – | 269 |
| Total current liabilities | 流動負債總額 | | 165,199 | 129,520 |

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

At 31 December 2023 於二零二三年十二月三十一日
(Expressed in Renminbi) (以人民幣列示)

| | | 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 |
|--|-----------------|-------------|-----------------------------------|-----------------------------------|
| Net current assets | 流動資產淨值 | | 349,910 | 433,073 |
| Total assets less current liabilities | 總資產減流動負債 | | 889,542 | 887,071 |
| Non-current liabilities | 非流動負債 | | | |
| Other payables | 其他應付款項 | 26 | 3,900 | 4,290 |
| Interest-bearing bank borrowings, secured | 計息銀行借款，有抵押 | 27 | 10,000 | — |
| Deferred tax liabilities | 遞延稅項負債 | 20 | 3,270 | 2,404 |
| Total non-current liabilities | 非流動負債總額 | | 17,170 | 6,694 |
| NET ASSETS | 資產淨值 | | 872,372 | 880,377 |
| EQUITY | 權益 | | | |
| Share capital | 股本 | 32(a) | 38,462 | 38,462 |
| Reserves | 儲備 | | 833,910 | 841,031 |
| Non-controlling interest | 非控股權益 | | 872,372 — | 879,493 884 |
| TOTAL EQUITY | 權益總額 | | 872,372 | 880,377 |

These consolidated financial statements on pages 60 to 200 were approved and authorised for issue by the Board of Directors on 28 March 2024 and are signed on its behalf by:

本第60至200頁之綜合財務報表由董事會於二零二四年三月二十八日批准並授權發布，並由以下人士代表簽署：

Wu Zheyang
吳哲彥
Director
董事

Xie Qingmei
謝清美
Director
董事

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
(Expressed in Renminbi) (以人民幣列示)

| | | Share capital | Share premium | Exchange reserve | Statutory reserve | Fair value reserve (non-recycling) | Retained profits | Total | Non-controlling interest | Total equity |
|---|----------------------------------|---------------|-----------------|------------------|-------------------|------------------------------------|------------------|------------------|--------------------------|--------------------|
| | | 股本 | 股份溢價 | 匯兌儲備 | 法定儲備 | (不可劃轉) 公平值儲備 | 保留溢利 | 總額 | 非控股權益 | 權益總額 |
| | | 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 |
| | | (note 32(a)) | (note 32(b)(i)) | (note 32(b)(ii)) | (note 32(b)(iii)) | (note 32(b)(iv)) | (note 32(b)(v)) | (note 32(b)(vi)) | (note 32(b)(vii)) | (note 32(b)(viii)) |
| | | (附註32(a)) | (附註32(b)(i)) | (附註32(b)(ii)) | (附註32(b)(iii)) | (附註32(b)(iv)) | (附註32(b)(v)) | (附註32(b)(vi)) | (附註32(b)(vii)) | (附註32(b)(viii)) |
| At 1 January 2022 | 於二零二二年一月一日 | 35,345 | 693,567 | 19,002 | 55,107 | (130) | 66,981 | 869,872 | 5,520 | 875,392 |
| Changes in equity for 2022: | 二零二二年權益變動: | | | | | | | | | |
| Loss for the year | 年內虧損 | - | - | - | - | - | (6,558) | (6,558) | (226) | (6,784) |
| Other comprehensive income/(expense) for the year, net of tax | 年內其他全面收益/(支出) (扣除稅項) | - | - | 12,148 | - | (762) | - | 11,386 | - | 11,386 |
| Total comprehensive income/(expense) for the year | 年內全面收益/(支出) 總額 | - | - | 12,148 | - | (762) | (6,558) | 4,828 | (226) | 4,602 |
| Capital reduction in a subsidiary (note 42(v)) | 一家附屬公司之資本削減 (附註42(v)) | - | - | - | - | - | - | - | (4,410) | (4,410) |
| Shares issued upon loan capitalisation (note 32) | 於貸款資本化發行之股份 (附註32) | 3,117 | 1,676 | - | - | - | - | 4,793 | - | 4,793 |
| | | 3,117 | 1,676 | - | - | - | - | 4,793 | (4,410) | 383 |
| At 31 December 2022 and 1 January 2023 | 於二零二二年十二月三十一日 及 二零二三年一月一日 | 38,462 | 695,243 | 31,150 | 55,107 | (892) | 60,423 | 879,493 | 884 | 880,377 |
| Changes in equity for 2023: | 二零二三年權益變動: | | | | | | | | | |
| Loss for the year | 年內虧損 | - | - | - | - | - | (2,364) | (2,364) | - | (2,364) |
| Other comprehensive income/(expense) for the year, net of tax | 年內其他全面收益/(支出) (扣除稅項) | - | - | 1,843 | - | (5,794) | - | (3,951) | - | (3,951) |
| Total comprehensive income/(expense) for the year | 年內全面收益/(支出) 總額 | - | - | 1,843 | - | (5,794) | (2,364) | (6,315) | - | (6,315) |
| Disposal of a subsidiary (note 19) | 出售一家附屬公司 (附註19) | - | - | - | - | - | (806) | (806) | (884) | (1,690) |
| At 31 December 2023 | 於二零二三年十二月三十一日 | 38,462 | 695,243 | 32,993 | 55,107 | (6,686) | 57,253 | 872,372 | - | 872,372 |

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
(Expressed in Renminbi) (以人民幣列示)

| | | 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 |
|---|------------------------|-------------|-----------------------------------|-----------------------------------|
| Operating activities | 經營活動 | | | |
| Cash generated from operations | 經營業務所得現金 | 36 | 24,434 | 205,049 |
| Income tax paid | 已付所得稅 | | (25) | (59) |
| Net cash from operating activities | 經營活動所得現金淨額 | | 24,409 | 204,990 |
| Investing activities | 投資活動 | | | |
| Purchase of property, plant and equipment | 購買物業、廠房及設備 | | (1,413) | (6,975) |
| Deposit paid for acquisition of property, plant and equipment | 收購物業、廠房及設備之已付按金 | | (2,665) | (220) |
| Purchase of other financial asset at fair value through other comprehensive income | 購買按公平值計入其他全面收益之其他金融資產 | | (6,250) | – |
| Purchases of other financial assets at fair value through profit or loss | 購買按公平值計入損益之其他金融資產 | | (9,468) | (20,000) |
| Deposit paid for acquisition of other financial assets | 收購其他金融資產之已付按金 | | – | (2,500) |
| Interest received | 已收利息 | | 6,091 | 2,938 |
| Placement of pledged deposits | 存入抵押存款 | | (67,051) | (53,578) |
| Withdrawal of pledged deposits | 提取抵押存款 | | 43,578 | 1,640 |
| Dividend income received | 已收股息收入 | | 727 | 177 |
| Proceeds from disposal of property, plant and equipment | 出售物業、廠房及設備所得款項 | | 27 | 2,385 |
| Proceeds from disposal of other financial assets at fair value through profit or loss | 出售按公平值計入損益之其他金融資產之所得款項 | | 15,000 | 92,250 |
| Gross cash outflow from derivative financial instruments | 衍生金融工具產生的現金流出總額 | | (37,250) | (9,340) |
| Gross cash inflow from derivative financial instruments | 衍生金融工具產生的現金流入總額 | | 27,593 | 9,322 |
| Repayment from non-controlling interest | 來自非控股權益之還款 | | – | 1,790 |
| Withdrawal of time deposits | 提取定期存款 | | 161,332 | – |
| Placement of time deposits | 存入定期存款 | | (273,979) | (178,332) |
| Net cash flows used in investing activities | 投資活動所用現金流量淨額 | | (143,728) | (160,443) |

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

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

| | | 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 |
|--|--------------------------|-------------|-----------------------------------|-----------------------------------|
| Financing activities | 融資活動 | | | |
| Proceeds from new bank borrowings | 新增銀行借款所得款項 | 37 | 86,900 | 53,950 |
| Repayments of bank borrowings | 償還銀行借款 | 37 | (53,950) | (54,000) |
| Interest paid | 已付利息 | 37 | (1,331) | (918) |
| Repayments of lease liabilities | 償還租賃負債 | 37 | (97) | (105) |
| Net cash outflow from disposal of a subsidiary | 出售一間附屬公司之現金流出淨額 | | (413) | – |
| Capital reduction in a subsidiary | 一間附屬公司之資本削減 | | – | (4,410) |
| Advance from a director | 來自董事的預支 | | 5,692 | 4,936 |
| Net cash from/(used in) financing activities | 融資活動所得／(所用)現金淨額 | | 36,801 | (547) |
| Net (decrease)/increase in cash and cash equivalents | 現金及現金等價物(減少)／增加淨額 | | (82,518) | 44,000 |
| Cash and cash equivalents at 1 January | 於一月一日的現金及現金等價物 | | 113,914 | 61,671 |
| Effect of foreign exchange rate changes | 匯率變動的影響 | | 1,103 | 8,243 |
| Cash and cash equivalents at 31 December | 於十二月三十一日的現金及現金等價物 | | 32,499 | 113,914 |
| Represented by: | 代表： | | | |
| Bank balance and cash | 銀行結餘及現金 | | 32,499 | 113,765 |
| Cash and cash equivalents included in assets classified as held-for-sale | 持有待售資產中的現金及現金等價物 | | – | 149 |
| | | | 32,499 | 113,914 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

1. GENERAL INFORMATION

China Environmental Technology and Bioenergy Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 17 October 2011 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 6 July 2012. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and the principal place of business in Hong Kong is located at Unit 1909, 19/F., 212 Texaco Road, Tsuen Wan, Hong Kong.

The Company and its subsidiaries (the “Group”) are principally in (i) manufacturing and sales of wooden products; and (ii) manufacturing and sales of renewable energy products.

The consolidated financial statements are presented in Renminbi (“RMB”), which is different from the Company’s functional currency of Hong Kong Dollars (“HK\$”).

1. 一般資料

中科生物控股有限公司(「本公司」)於二零一一年十月十七日根據開曼群島法例第22章公司法(一九六一年法例第3號，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。本公司於二零一二年七月六日在香港聯合交易所有限公司(「聯交所」)的主板上市。本公司註冊辦事處為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。香港主要營業地點為香港荃灣德士古道212號19樓1909室。

本公司及其附屬公司(「本集團」)之主要業務是(i)生產及銷售木製品；及(ii)生產及銷售再生能源產品。

綜合財務報表以人民幣(「人民幣」)呈列，與本公司的功能貨幣港元(「港元」)不同。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

New and amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to IFRSs issued by the International Accounting Standards Board (“IASB”) for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 January 2023 for the preparation of the consolidated financial statements:

IFRS 17 (including the June 2020 and December 2021 Amendments to IFRS 17) Insurance Contracts

Amendments to IAS 8 Definition of Accounting Estimates

Amendments to IAS 12 Deferred Tax related to Assets and Liabilities arising and Liabilities arising from a Single Transaction

Amendments to IAS 12 International Tax Reform-Pillar Two model Rules

Amendments to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies

Except as described below, the application of the new and amendments to IFRSs in the current year had no material impact on the Group’s financial positions and performance for the current year and/or on the disclosures set out in these consolidated financial statements.

2. 新訂及經修訂國際財務報告準則(「國際財務報告準則」)之應用

於本年度強制生效之新訂及經修訂國際財務報告準則

本年度，本集團首次應用國際會計準則委員會(「國際會計準則委員會」)發佈的以下新訂及經修訂國際財務報告準則，這些修訂及經修訂準則於本集團自二零二三年一月一日開始的年度期間強制生效，以編制綜合財務報表：

國際財務報告準則 保險合同
第17號(包括
二零二零年六月
及二零二一年
十二月國際財務
報告準則第17號
之修訂)

國際會計準則 會計估計的定義
第8號之修訂

國際會計準則 與單一交易產生的
第12號之修訂 資產及負債相關
的遞延稅項

國際會計準則 國際稅項改革一
第12號之修訂 支柱二立法範本

國際會計準則第1號 會計政策的披露
及國際財務報告
準則實務報告
第2號之修訂

除下文所述外，於本年度應用新訂及經修訂國際財務報告準則對本集團本年度的財務狀況和業績和／或這些綜合財務報表所載的披露沒有重大影響。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

New and amendments to IFRSs that are mandatorily effective for the current year
(Continued)

2.1 Impacts on application of Amendments to IAS 8 Definition of Accounting Estimates

The Group has applied the amendments for the first time in the current year. The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. The amendments to IAS 8 clarify the distinction between changes in accounting estimates, and changes in accounting policies and the correction of errors.

The application of the amendments in the current year had no material impact on the consolidated financial statements.

2.2 Impacts on application of Amendments to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies

The Group has applied the amendments for the first time in the current year. IAS 1 *Presentation of Financial Statements* is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

2. 新訂及經修訂國際財務報告準則(「國際財務報告準則」)之應用(續)

於本年度強制生效之新訂及經修訂國際財務報告準則(續)

2.1 應用國際會計準則第8號之修訂會計估計的定義的影響

本集團於本年度首次應用該等修訂。該等修訂定義會計估計為「存在計量不明朗因素之財務報表之貨幣金額」。會計政策可能規定對涉及計量不明朗因素之財務報表之項目進行計量。於此情況下，一間實體應編製會計估計，旨在達到會計政策載列之目標。國際會計準則第8號之修訂闡明會計估計變更與會計政策變更及錯誤更正之間的區別。

於本年度應用該等修訂不會對綜合財務報表產生重大影響。

2.2 應用國際會計準則第1號之修訂及國際財務報告準則實務報告第2號會計政策的披露的影響

本集團於本年度首次應用該等修訂。國際會計準則第1號*財務報表之呈列*已予修訂，以「重大會計政策資料」取代「重要會計政策」一詞之所有實例。倘連同實體財務報表所載其他資料一併考慮時，會計政策資料可合理預期會影響通用財務報表的主要使用者根據該等財務報表作出的決定，則該會計政策資料屬重大。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS”) (Continued)

New and amendments to IFRSs that are mandatorily effective for the current year

(Continued)

2.2 Impacts on application of Amendments to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies (Continued)

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

IFRS Practice Statement 2 Making Materiality Judgements (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments has had no material impact on the Group’s financial positions and performance but has affected the disclosure of the Group’s accounting policies set out in Note 3 to the consolidated financial statements.

2. 新訂及經修訂國際財務報告準則(「國際財務報告準則」)之應用

(續)

於本年度強制生效之新訂及經修訂國際財務報告準則(續)

2.2 應用國際會計準則第1號之修訂及國際財務報告準則實務報告第2號會計政策的披露的影響(續)

該等修訂亦澄清，即使涉及款項並不重大，但基於相關交易性質、其他事項或情況，會計政策資料仍可屬重大。然而，並非所有與重大交易、其他事項或情況有關的會計政策資料本身即屬重大。倘一間實體選擇披露非重大會計政策資料，有關資料不得掩蓋重大會計政策資料。

國際財務報告準則實務報告第2號作出重大性判斷(「實務報告」)亦經修訂，以說明一間實體如何將「四步法評估重大性流程」應用於會計政策披露及判斷有關一項會計政策的資料對其財務報表是否屬重大。實務報告已增加指導意見及實例。

應用該等修訂對本集團的財務狀況及表現並無重大影響，惟已影響綜合財務報表附註3所載本集團會計政策的披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

Amendments to IFRSs in issue but not yet effective

The Group has not early applied the following amendments to IFRSs that have been issued but are not yet effective:

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

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2024.

³ Effective for annual periods beginning on or after 1 January 2025.

Except for the amendments to IFRSs mentioned below, the directors of the Company anticipate that the application of all other amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 新訂及經修訂國際財務報告準則(「國際財務報告準則」)之應用(續)

已發佈但尚未生效之國際財務報告準則之修訂

本集團並未提前應用下列已頒佈但尚未生效的國際財務報告準則之修訂：

| | |
|----------------------------|---------------------------------------|
| 國際財務報告準則第10號及國際會計準則第28號之修訂 | 投資者與其聯營企業或合資企業之間的資產出售或出資 ¹ |
| 國際財務報告準則第16號之修訂 | 售後租回交易中的租賃負債 ² |
| 國際會計準則第1號之修訂 | 負債分類為流動或非流動 ² |
| 國際會計準則第1號之修訂 | 附帶契諾的非流動負債 ² |
| 國際會計準則第7號及國際財務報告準則第7號之修訂 | 供應商融資安排 ² |
| 國際會計準則第21號之修訂 | 缺乏可交換性 ³ |

¹ 於待定期或之後開始之年度期間生效。

² 於二零二四年一月一日或之後開始之年度期間生效。

³ 於二零二五年一月一日或之後開始之年度期間生效。

除下文所述國際財務報告準則之修訂外，本公司董事預計，在可預見的未來，應用所有其他國際財務報告準則之修訂將不會對綜合財務報表產生重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS”) (Continued)

Amendments to IFRSs in issue but not yet effective (Continued)

Amendments to IAS 1 Classification of Liabilities as Current or Non-current (the “2020 Amendments”) and Amendments to IAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”)

The 2020 Amendments provide clarification and additional guidance on the 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 IAS 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.

2. 新訂及經修訂國際財務報告準則(「國際財務報告準則」)之應用(續)

已發佈但尚未生效之國際財務報告準則之修訂(續)

國際會計準則第1號之修訂負債分類為流動或非流動(「二零二零年之修訂」)及國際會計準則第1號之修訂附帶契諾的非流動負債(「二零二二年之修訂」)

二零二零年之修訂為評估將結算期限延遲至報告日期後最少十二個月的權利提供澄清及額外指引，以將負債分類為流動或非流動，當中：

- 澄清倘若負債具有條款，可由對手方選擇透過轉讓實體本身的權益工具進行結算，則僅當實體應用國際會計準則第32號*金融工具：呈列*將選擇權單獨確認為權益工具時，該等條款方不會對其分類為流動或非流動造成影響。
- 訂明負債應基於報告期末存在的權利而分類為流動或非流動。具體而言，該等修訂澄清該分類不受管理層在十二個月內結算負債的意圖或預期所影響。

就以遵守契約為條件、自報告日期起計至少遞延十二個月結算的權利而言，二零二零年之修訂規定的要求已由二零二二年之修訂修改。二零二二年之修訂規定，只有要求實體於報告期末或之前須遵守的契諾才會影響報告日期後至少十二個月內實體延遲結算負債的權利。僅要求於報告期間後遵守的契諾並不影響報告期末該權利是否存在。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

Amendments to IFRSs in issue but not yet effective (Continued)

Amendments to IAS 1 Classification of Liabilities as Current or Non-current (the “2020 Amendments”) and Amendments to IAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”) (Continued)

In addition, the 2022 Amendments specify 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.

Based on the Group’s outstanding liabilities as at 31 December 2023, the application of the 2020 and 2022 Amendments will not result in reclassification of the Group’s liabilities.

2. 新訂及經修訂國際財務報告準則(「國際財務報告準則」)之應用(續)

已發佈但尚未生效之國際財務報告準則之修訂(續)

國際會計準則第1號之修訂負債分類為流動或非流動(「二零二零年之修訂」)及國際會計準則第1號之修訂附帶契諾的非流動負債(「二零二二年之修訂」)(續)

此外，二零二二年之修訂規定有關資料的披露規定，即倘實體將貸款安排產生的負債分類為非流動，而當實體延遲結算該等負債的權利受限於實體於報告期間後十二個月內遵守契諾，該等資料能使財務報表的使用者了解負債可能將於報告期間後十二個月內償還的風險。

二零二二年之修訂亦將採納二零二零年之修訂的生效日期推遲至二零二四年一月一日或其後開始的年度報告期間。二零二二年之修訂連同二零二零年之修訂將於二零二四年一月一日或其後開始的年度報告期間生效，允許提早應用。倘實體於二零二二年之修訂發佈後的較早期間應用二零二零年之修訂，該實體亦應於該期間應用二零二二年之修訂。

根據本集團於二零二三年十二月三十一日的未償還負債，應用二零二零年及二零二二年之修訂不會導致重新分類本集團的負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(a) Basis of preparation of the consolidated financial statements

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

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

3. 綜合財務報表之編製基準及重大會計政策資料

(a) 綜合財務報表編製基準

綜合財務報表是根據國際會計準則理事會頒布的國際財務報告準則編制的。就編制綜合財務報表而言，如果合理預期此類信息會影響主要用戶的決策，則該信息被視為重要信息。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則（「上市規則」）和香港公司條例要求的適用披露。

綜合財務報表乃按歷史成本基準編制，惟若干金融工具於各報告期末按公平值計量，如下文所載會計政策所解釋。

歷史成本通常基於為交換商品和服務而給予的代價的公平值。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(a) Basis of preparation of the consolidated financial statements (Continued)

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

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(a) 綜合財務報表編製基準(續)

公平值為於計量日市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付之價格，而不論該價格是否可使用其他估值方法直接可觀察或估計。於估計資產或負債之公平值時，倘市場參與者為資產或負債定價時會考慮該等特點，則本集團於計量日會考慮該資產或負債特點。綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟國際財務報告準則第2號以股份為基礎之付款範疇內之以股份為基礎之付款交易、根據國際財務報告準則第16號租賃入賬之租賃交易以及與公平值相似但並非公平值之項目之計量（如國際會計準則第2號存貨中之可變現淨值或國際會計準則第36號資產減值中之使用價值）除外。

就按公平值交易的金融工具及於後續期間用於計量公平值的不可觀察輸入數據的估值技術而言，估值技術應予校正，以致估值技術的結果於初始確認時相等於交易價格。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(a) Basis of preparation of the consolidated financial statements (Continued)

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

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

(b) Material accounting policy information

Basis of consolidation

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

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

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(a) 綜合財務報表編製基準(續)

此外，就財務報告而言，公平值計量根據公平值計量之輸入數據可觀察程度及輸入數據對公平值計量之整體重要性分類為第一級、第二級及第三級，載述如下：

- 第一級輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場之報價（未經調整）；
- 第二級輸入數據是就資產或負債直接或間接地可觀察之輸入數據（第一級內包括的報價除外）；及
- 第三級輸入數據是資產或負債的不可觀察輸入數據。

(b) 重大會計政策資料

綜合基準

綜合財務報表包括本公司及本公司和其附屬公司控制之實體之財務報表。本公司於以下情況擁有控制權：

- 對投資對象擁有權力；
- 因參與投資對象營運而承受可變回報之風險或有權獲得可變回報；及
- 有能力運用權力影響回報。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Basis of consolidation (Continued)

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

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

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

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

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

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

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

綜合基準(續)

倘事實及狀況顯示，上文所列三個控制權部分其中一項或多項有所變動，則本集團重新評估其是否控制投資對象。

附屬公司之綜合入賬於本集團取得有關附屬公司之控制權起開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，於年內所收購或出售附屬公司之收入及支出乃自本集團取得控制權之日起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司之日為止。

損益及各項其他全面收益組成部分歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使這將導致非控股權益出現虧絀結餘。

倘有需要，將對附屬公司之財務報表作出調整，以使其會計政策與本集團之會計政策一致。

所有與本集團成員公司間之交易有關之集團內資產及負債、權益、收入、開支及現金流量均於綜合賬目時悉數對銷。

於附屬公司之非控股權益與本集團於當中的權益分開呈列，指現時擁有之權益且賦予持有人權利於清盤時按比例分佔相關附屬公司淨資產。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the consolidated statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

非金融資產減值

倘有跡象顯示出現減值，或需要進行每年資產（不包括存貨、遞延稅項資產及金融資產）減值測試，則會估計資產之可收回數額。獨立資產可收回數額之計算方法以資產或現金產生單位之使用價值與其公平值減出售成本兩者之較高者為準。倘資產未能產生很大程度上獨立於其他資產或資產組合之現金流入，在此情況下則釐定資產所屬現金產生單位之可收回數額。在測試現金產生單位的減值時，公司資產（例如總部大樓）的部分賬面價值會分配給個別現金產生單位（如果可以合理和一致的基礎分配的話），或者，以其他方式，分配給最小的現金產生單位組別。

減值虧損僅可在資產賬面值超過其可收回數額時方獲確認。在評估使用價值時，估計未來現金流量會以可反映現時市場對貨幣時間價值及該資產特有風險評估之稅前折現率折現至現值。減值虧損於產生期間內在綜合損益表內與已減值資產功能一致之支出類別內扣除。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Impairment of non-financial assets (Continued)

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the consolidated statement of profit or loss in the period in which it arises.

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.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

非金融資產減值(續)

於各報告期末，將評估是否有跡象顯示早前確認之減值虧損或不再存在或可能減少。倘出現有關跡象，則會估計可收回數額。早前就商譽以外資產確認之減值虧損，僅在用以釐定該資產可收回數額之估計數字出現變動時方會撥回，然而，有關數額將不會高於倘過往年度並無就資產確認減值虧損而應釐定之賬面值（扣除任何折舊／攤銷）。撥回之減值虧損於產生期間計入綜合損益表。

客戶合約收益

本集團於（或當）履約責任達成，即當特定履約責任相關貨品的「控制權」轉移至客戶時確認收益。

履約責任指一項特定貨品或服務（或一批貨品或服務）或一系列大致相同的特定貨品或服務。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Revenue from contracts with customers (Continued)

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.

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.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

客戶合約收益(續)

控制權隨時間轉移，而倘符合以下其中一項準則，則收益乃參照完成相關履約責任的進展情況而隨時間確認：

- 隨著本集團履約，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團的履約創建或強化一項於本集團履約時即由客戶控制的資產；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約的款項具有可執行的權利。

否則，收益於客戶取得特定貨品或服務之控制權的時間點確認。

合約負債指本集團因已向客戶收取代價（或已到期收取代價），而須向客戶轉讓貨品之責任。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Revenue from contracts with customers (Continued)

(i) Sale of goods

The principal activities of the Group are manufacturing and sales of outdoor wooden products, retail sales of outdoor wooden products (discontinued during the year) and manufacturing and sales of renewable energy products.

The Group's revenue is derived from selling goods with revenue recognised at a point in time when control of the goods has transferred to the customer. This is generally when the goods are delivered to the customer. There is limited judgement needed in identifying the point control passes: once physical delivery of the products to the agreed location has occurred, the Group no longer has physical possession, usually will have a present right to payment (as a single payment on delivery) and retains none of the significant risks and rewards of the goods in question. There is generally only one performance obligation. Invoices are usually payable within 90–180 days.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

客戶合約收益(續)

(i) 銷售產品

本集團的主要業務為生產及銷售戶外木製品、零售戶外木製品(在本年內終止)及生產及銷售再生能源產品。

本集團的收入來自銷售貨品，其收入於貨品控制權轉移至客戶時確認。這通常是將貨物交付給客戶之時。識別點控制轉移所需的判斷有限：一旦將產品實際交付至協定地點，本集團不再實質上擁有此產品，一般將擁有現時收取款項的權利(交付時一次性付款)，但不保留有關貨品的重大風險及回報。通常僅會有一項履約責任。賬單通常於90–180日內支付。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Revenue from other sources

(ii) Other income

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

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Leases

Definition of a lease

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

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

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

其他來源的收入

(ii) 其他收入

利息收入按應計基準使用實際利率法(通過應用將估計未來現金流入於金融工具的預計年期或較短期間(如適用)準確折現至該金融資產的賬面淨值的折現率)確認。

股息收入於股東收取付款的權利確立、與股息相關的經濟利益可能將流入本集團且股息金額能夠可靠計量時確認。

租賃

租賃的定義

如果合同賦予在一段時期內控制一項已識別資產的使用的權利以換取對價，則該合同是一項租賃或包含一項租賃。

對於因業務合併而訂立或修訂或業務合併產生的合同，本集團根據國際財務報告準則第16號項下的定義，於開始日、修訂日或收購日(如適用)評估合同是否是一項租賃或包含一項租賃。除非合同條款和條件在後續發生變更，否則不會對此類合同進行重新評估。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Leases (Continued)

The Group as a lessee

Allocation of consideration to components of a contract

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

The Group applies practical expedient not to separate non-lease components from lease components, and accounts for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

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

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

租賃(續)

本集團作為承租人

將對價分攤至合同的各組成部分

倘合同包含一個租賃成分以及一個或多個額外的租賃或非租賃成分，則本集團應基於租賃成分的相關單獨價格及非租賃成分的單獨價格總和，將合同中的對價在各租賃成分之間進行分攤。

本集團應用實際權宜法，不將非租賃部分和租賃部分分開，反而將租賃部分及任何相關非租賃部分入賬作為單一租賃部分。

短期租賃和低價值資產租賃

本集團對從租賃日開始日租賃期為12個月或更短的租賃及不包含購買選擇權的租賃應用短期租賃的確認豁免。本集團亦對低價值資產租賃應用該項豁免。短期租賃和低價值資產租賃的付款額在租賃期內採用直線法或另一種有系統基準確認為費用。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets

The cost of right-of-use asset includes:

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

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

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

The Group presents right-of-use assets in “property, plant and equipment”, the same line item within which the corresponding underlying assets would be presented if they were owned.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

使用權資產

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 在租賃期開始日或之前支付的任何租賃付款額，減去所取得的所有租賃激勵金額；
- 本集團發生的任何初始直接成本；及
- 本集團拆卸及移除相關資產、復原相關資產所在地或將相關資產恢復至租賃條款和條件所規定的狀態所發生的預計成本。

使用權資產按成本減去任何累計折舊和減值損失進行計量，並對租賃負債的任何重新計量作出調整。

倘本集團可合理確定於租期結束時獲得使用權資產項下相關租賃資產之擁有權，使用權資產將使用權資產將自開始日期起至可使用年期結束為止計提折舊。否則，使用權資產按直線基準於估計可使用年期與租期之間之較短者計提折舊。

本集團於「物業、廠房及設備」項下呈列使用權資產，而相應的有關資產（如擁有）亦呈列於同一項目內。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Foreign currencies

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

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

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

外幣

於編製各個別集團實體的財務報表時，倘交易的貨幣（外幣）與該實體的功能貨幣不同，則按交易日期適用的匯率換算入賬。於報告期末，以外幣列值的貨幣項目按該日適用的匯率重新換算。以外幣列值按公允值入賬的非貨幣項目按公允值評定之日以當日的匯率重新換算入賬。以外幣列值按歷史成本入賬的非貨幣項目則不予重新換算。

因結算貨幣項目及因重新換算貨幣項目而產生的匯兌差額乃於產生期間於損益內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Foreign currencies (Continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve.

Exchange differences relating to the retranslation of the Group's net assets in HK\$ to the Group's presentation currency (i.e. RMB) are recognised directly in other comprehensive income and accumulated in exchange reserve. Such exchange differences accumulated in the exchange reserve are not reclassified to profit or loss subsequently.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

外幣(續)

就呈列綜合財務報表而言，本集團海外業務的資產及負債均使用各報告期末適用的匯率換算為本集團的呈列貨幣（即人民幣）。收支項目按期間平均匯率換算，除非該期間內匯率大幅波動；在此情況下，則採用交易日期通行的匯率換算。所產生匯兌差額（如有）均於其他全面收益內確認並於匯兌儲備標題下的權益累計。

有關將本集團按港幣計值之資產淨值重新換算為本集團呈列貨幣（即人民幣）之匯兌差額直接於其他全面收益確認，並於匯兌儲備累計。於匯兌儲備累計之有關匯兌差額不會於其後重新分類至損益。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government grants

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

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

借款成本

收購、建築或生產合資格資產(指需要用上大量時間準備就緒以供擬定用途或銷售之資產)直接應佔之借款成本乃計入該等資產之成本，直至該等資產大致上已準備就緒以供擬定用途或銷售為止。

在相關資產準備用於其擬定用途或銷售之仍未償還的任何特定借款，均計入一般借款池以計算一般借款的資本化率。在特定借款撥作合資格資產之支出前暫時用作投資所賺取之投資收入，須自可予資本化之借款成本中扣除。

借款成本按其產生年度之損益中確認。

政府補助

政府補助不予確認，直至有合理保證本集團將遵守政府補助附帶條件以及將會獲得補助。

政府補助於其擬定補償之相關成本獲本集團確認為開支的期間有系統地確認於損益。具體而言，以購建或以其他方式取得非流動資產為主要條件的政府補助在綜合財務狀況表中確認為遞延收益，並在相關資產使用壽命內按照系統合理的基礎轉入損益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Government grants (Continued)

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under “other revenue”.

Employee benefits

Retirement benefit costs

Payments to a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for all of its employees and a central pension scheme operated by the local municipal government for the employees of the Group’s subsidiary which operates in Mainland China are recognised as an expense when employees have rendered service entitling them to the contributions.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

政府補助 (續)

作為與收入有關的已產生支出或虧損的補償，或目的為向本集團提供即時財務資助（並無日後相關成本）的應收政府補助，乃於其成為應收款項期間在損益內確認。該補助於「其他收入」項下呈列。

員工福利

退休金成本

根據強制性公積金計劃條例為其所有僱員支付定額供款強制性公積金退休福利計劃（「強積金計劃」），以及為本集團在中國大陸營運的附屬公司的僱員支付由地方市政府運作的中央退休金計劃，當員工提供服務使其有權獲得供款時確認為費用。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Taxation

Income tax expense represents the sum of current and deferred income tax expense.

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

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

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

稅項

所得稅開支指當期及遞延所得稅開支的總和。

當期應付稅項乃根據年內應課稅溢利而計算。基於其他年內課稅或可減稅額的收入或開支項目以及毋須課稅或可減稅額的項目，故應課稅溢利與除稅前溢利／(虧損)不同。本集團的即期稅項負債乃以報告期末已生效或實際上已生效的稅率計算。

遞延稅項按綜合財務報表中資產及負債賬面值與計算應課稅溢利所採用相應稅基之暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認入賬。遞延稅項資產一般僅於可能有應課稅溢利用於對銷可扣稅暫時差額時就所有可扣稅暫時差額確認入賬。

遞延稅項負債乃就於附屬公司之投資所產生應課稅暫時差額進行確認，惟倘本集團能控制暫時差額之撥回，且暫時差額不可能於可見將來撥回之情況則除外。因有關該等投資的可扣減暫時差額而產生的遞延稅項資產僅在可能產生足夠應課稅溢利以使用暫時差額利益並預期能夠在可見將來撥回時確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Taxation (Continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

稅項(續)

遞延稅項資產的賬面值於各報告期末均會予以審查，並削減至不可能再有足夠應課稅溢利以收回全部或部份資產為止。

遞延稅項資產及負債按償還負債或變現資產的期間內預期適用之稅率，根據報告期末已生效或實際已生效的稅率（及稅法）計算。

遞延稅項負債及資產之計量反映按照本集團所預期方式於報告期末收回或結算其資產及負債賬面值將出現之稅務後果。

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項，本集團首先釐定稅務扣減是否源自有關使用權資產或租賃負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Taxation (Continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 requirements to lease liabilities and the related assets separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

稅項 (續)

就稅務扣減源自租賃負債的租賃交易，本集團對租賃負債及相關資產分別應用國際會計準則第12號規定。倘可能獲得應課稅溢利抵銷可扣稅臨時差額，本集團就租賃負債確認遞延稅項資產，並就所有應課稅臨時差額確認遞延稅項負債。

倘有可依法執行權利動用即期稅項資產以抵銷即期稅項負債，而遞延稅項與由同一稅務機構對相同應課稅實體徵收之所得稅相關，則遞延稅項資產及遞延稅項負債可相互抵銷。

即期及遞延稅項於損益確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

物業、廠房及設備

物業、廠房及設備為有形資產，彼等持有用作貨品生產或服務提供，或作行政用途。物業、廠房及設備按成本減其後累計折舊及累計減值虧損（如有）於綜合財務狀況表列賬。

當本集團就包括租賃土地及建築元素在內的物業的所有權權益作出付款時，全部代價於初始確認時按相對公平值的比例分配至租賃土地及建築元素。在能夠可靠地分配相關付款的範圍內，租賃土地權益在綜合財務狀況表中列示為「使用權資產」。當對價不能在非租賃建築元素和相關租賃土地的未分割權益之間可靠地分配時，全部物業分類為物業、廠房及設備。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Property, plant and equipment (Continued)

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

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

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes).

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over the shorter of (i) the unexpired term of lease; and (ii) their estimated useful lives, being no more than 20 years after the date of completion and after taking into account of their estimated residual value, using the straight-line method.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

物業、廠房及設備(續)

折舊乃以直線法撇銷估計可使用年期內的資產成本減剩餘價值確認。估計可使用年期、剩餘價值及折舊方法於各報告期末檢討，而估計任何變動之影響以預先計提之基準列賬。

物業、廠房及設備項目於出售時或預期日後將不會自持續使用資產獲得經濟利益時終止確認。物業、廠房及設備項目出售或報廢時產生之任何收益或虧損按資產出售所得款項與賬面值的差額釐定，並於損益確認。

投資物業

投資物業指持有作賺取租金收入及／或資本增值之物業(包括用於此目的的在建物業)。

投資物業初步按成本計量，包括任何直接應佔開支。於初步確認後，投資物業按成本減其後累計折舊及任何累計減值虧損列賬。折舊之確認以在以下較短者內撇銷投資物業的成本：(i)未屆滿的租期；及(ii)其估計可使用年期，自完工日期起計不超過20年，並在考慮其估計剩餘價值後，採用直線法計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Investment properties (Continued)

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. A leased property which is recognised as a right-of-use asset is derecognised if the Group as intermediate lessor classifies the sublease as a finance lease. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

投資物業(續)

建造中投資物業產生之建造成本，資本化形成建造中投資物業之賬面值部分。

當投資物業出售、永久停止使用或出售該資產預期不會帶來未來經濟利益，該項投資物業不再確認。倘本集團作為中間出租人將分租分類為融資租賃，則不再確認確認為使用權資產的租賃物業。因不再確認物業而產生的收益或虧損（按該項資產的淨出售收入及其賬面值的差額計算）於取消確認物業期間的損益賬入賬。

存貨

存貨按成本與可變現淨值兩者中之較低者列賬，存貨之成本以加權平均法計算。可變現淨值指存貨之估計售價減完成之全部估計成本及進行銷售之必需成本。銷售所需成本包括直接歸屬於銷售的增量成本及本集團進行銷售所必須產生的非增量成本。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss (“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.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

金融工具

倘集團實體成為工具合約條文的訂約方，則金融資產及金融負債予以確認。所有以常規方式購入或出售之金融資產均按結算日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所訂時限內交付資產之金融資產購入或出售。

金融資產及金融負債初步以公平值計量，惟源自客戶合約的應收賬項除外，其初步根據國際財務報告準則第15號計量。直接歸屬於金融資產和金融負債（除按公平值計入損益的金融資產或金融負債外）的收購或發行的交易費用在初始確認時計入或扣除金融資產或金融負債的公平值（視情況而定）。直接歸屬於收購按公平值計入損益的金融資產或金融負債的交易成本立即於損益確認。

實際利率法為計算於相關期間金融資產及金融負債攤銷成本及分配利息收入和利息開支之方法。實際利率為將於金融資產及金融負債預期使用期或較短年期（倘適用）之估計未來現金收入及付款（包括構成實際利率、交易成本及其他溢價或折讓整體之已付或收取所有費用和利率差價）準確貼現至初始確認時之賬面淨值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial asset

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

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("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 IFRS 3 *Business Combinations* applies.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

金融工具(續)

金融資產

金融資產的分類及期後計量

滿足以下條件的金融資產其後按攤銷成本計量：

- 以收取合約現金流量為目的而持有資產之經營模式下持有之金融資產；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

符合以下條件之金融資產其後按公平值計入其他全面收益計量：

- 以銷售及收取合約現金流量為目的之業務模式下持有之金融資產；及
- 合約條款於指定日期產生之現金流量僅用作支付本金及未付本金之利息。

所有其他金融資產其後按公平值計入損益計量。惟於首次確認金融資產當日，本集團可以不可撤銷地選擇於其他全面收益呈列股本投資公平值之其後變動，倘該等股本投資並非持作買賣，亦非收購方於國際財務報告準則第3號「業務合併」所應用之業務合併中確認之或然代價。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial asset (Continued)

A financial asset is held for trading if:

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

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

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產的分類及期後計量(續)

倘若出現下列情況，則某項金融資產為持作買賣：

- 購入的主要目的為於不久將來出售；或
- 於初始確認時構成本集團一併管理且具有近期實際短期獲利模式之已識別金融工具組合之一部分；或
- 其為非指定及有效作為對沖工具的衍生工具。

此外，倘可消除或大幅減少會計錯配，本集團或會不可撤銷地指定須按攤銷成本或按公平值計入其他全面收益計量的金融資產改為按公平值計入損益計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial asset (Continued)

(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.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產的分類及期後計量(續)

(i) 攤銷成本及利息收入

利息收入乃使用實際利息法就其後按攤銷成本計量的金融資產及其後按公平值計入其他全面收益計量之債務工具／應收款項予以確認。利息收入乃對一項金融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金融資產除外(見下文)。就其後出現信貸減值的金融資產而言，自下一報告期間起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期間開始起，利息收入乃對金融資產賬面總值應用實際利率予以確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial asset (Continued)

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the fair value reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will continue to be held in the fair value reserve.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other revenue" line item in profit or loss.

(iii) Financial assets at FVTPL

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

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

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產的分類及期後計量(續)

(ii) 指定為按公平值計入其他全面收益之權益工具

按公平值計入其他全面收益的權益工具投資，採用公平值進行後續計量，公平值變動產生的利得或損失計入其他全面收益，計入公平值儲備；且不進行減值評估。處置股本投資時累計利得或損失不重分類進損益，繼續在公平值儲備中持有。

該等權益工具投資產生的股息，在本集團收取股息的權利確定時確認為損益，除非該股息明確代表投資成本收回了一部分。股息包含在損益中「其他收入」項目。

(iii) 按公平值計入損益之金融資產

金融資產如不符合按攤銷成本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的條件計量，則按公平值計入損益計量。

於各報告期末，按公平值計入損益之金融資產按公平值計量，而任何公平值收益或虧損於損益中確認。於損益確認的收益或虧損淨額包括計入「其他收益／(虧損)淨額」項目內的任何股息或金融資產所賺取之利息。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under IFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and other receivables, other financial assets at fair value through other comprehensive income, other financial assets at fair value through profit or loss, derivatives financial instruments, time deposits, pledged deposits and cash and cash equivalents), which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments 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.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

金融工具(續)

金融資產(續)

須根據國際財務報告準則第9號進行減值評估的金融資產減值

本集團就根據國際財務報告準則第9號減值評估的金融資產根據預期信貸虧損(「預期信貸虧損」)模式進行減值評估(包括貿易應收賬項及其他應收款項、按公平值計入其他全面收益之其他金融資產、按公平值計入損益之其他金融資產、衍生金融工具、定期存款、已抵押存款及現金及現金等價物)。預期信貸虧損的金額於各報告日期更新，以反映自初始確認起的信貸風險變動。

整個週期的預期信貸虧損指相關工具於預計年內所有可能的違約事件將產生的預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)指於報告日期後12個月內可能發生的違約事件預計產生的該部分整個週期的預期信貸虧損。評估乃以本集團過往信貸虧損經驗為基礎，並就債務人特定因素、整體經濟環境及報告日期當前及未來情況預測的評估作出調整。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under IFRS 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.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

金融工具(續)

金融資產(續)

須根據國際財務報告準則第9號進行減值評估的金融資產減值(續)

本集團一直就貿易應收款項確認整個週期的預期信貸虧損。

對於所有其他工具，本集團按12個月預期信貸虧損的相同金額計量虧損撥備，除非當自初始確認以來信貸風險顯著上升，在此情況下，則本集團確認整個週期的預期信貸虧損。評估整個週期的預期信貸虧損是否應確認乃基於自初始確認以來發生違約的可能性或風險顯著上升。

- (i) 信貸風險顯著上升
評估信貸風險自初始確認以來是否顯著上升時，本集團會比較金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險。作出評估時，本集團會考慮合理及具理據的定量及定性資料，包括過往經驗及可以合理成本或努力獲取的前瞻性資料。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under IFRS 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;
- 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.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

金融工具(續)

金融資產(續)

須根據國際財務報告準則第9號進行減值評估的金融資產減值(續)

(i) 信貸風險顯著上升(續)

具體而言，評估信貸風險是否顯著上升時會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如債務人的信貸息差，信貸違約掉期價格顯著上升；
- 商業、金融或經濟情況目前或預期有不利變動，預計將導致債務人償還債項的能力顯著下降；
- 債務人經營業績實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境有實際或預期的重大不利變動，導致債務人償還債項的能力顯著下降。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under IFRS 9 (Continued)

- (i) Significant increase in credit risk (Continued)
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.

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.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

金融工具(續)

金融資產(續)

須根據國際財務報告準則第9號進行減值評估的金融資產減值(續)

- (i) 信貸風險顯著上升(續)
不論上述評估的結果如何，本集團推斷當合約付款逾期超過30日，金融資產的信貸風險已自初始確認起大幅增加，除非本集團另有合理及具理據資料盡示相反情況。

本集團定期監控用於識別信貸風險是否顯著上升的標準是否有效及適時修訂該等標準，以確保有關標準能於款項逾期前識別信貸風險的顯著上升。

- (ii) 違約的定義
就內部信貸風險管理而言，倘內部編製或從外部來源獲取之資料表明債務人難以向包括本集團在內之債權人悉數還款(不計及本集團所持有之任何抵押品)，則本集團認為發生違約事件。

不論上述結果如何，本集團認為，除非本集團有合理及具理據資料證明較滯後的違約標準更適用，否則金融工具逾期超過90日即屬違約。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under IFRS 9 (Continued)

(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;
- (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.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

金融工具(續)

金融資產(續)

須根據國際財務報告準則第9號進行減值評估的金融資產減值(續)

(iii) 信貸減值之金融資產

金融資產在一件或多件事件(對該金融資產估計未來現金流量構成不利影響)發生時出現信貸減值。金融資產出現信貸減值的證據包括有關以下事件的可觀察數據:

- (a) 發行人或借款人出現重大財務困難;
- (b) 違約，如拖欠或逾期事件;
- (c) 借款人的貸款人因有關借款人出現財務困難的經濟或合約理由而向借款人批出貸款人在其他情況下不會考慮的優惠;
- (d) 借款人可能破產或進行其他財務重組;或
- (e) 由於財務困難，該金融資產的活躍市場消失。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under IFRS 9 (Continued)

(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 three years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data 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 effort.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

金融工具(續)

金融資產(續)

須根據國際財務報告準則第9號進行減值評估的金融資產減值(續)

(iv) 撇銷政策

當有資訊表明交易對手處於嚴重財務困難時，及並無合理預期收回時(例如交易對手已被清盤或已進入破產程序，或對於貿易貿易應收款項，當金額逾期三年以上時(以較早發生者為準))，本集團將撇銷其金融資產。撇銷的金融資產可能仍需根據本集團的收回程序採取行動，當適當時，應聽取法律建議。撇銷構成取消確認事件。之後收回的任何資產將於損益內確認。

(v) 預期信貸虧損之計量及確認
預期信貸虧損的計量為違約概率，違約損失率(即違約時的損失程度)及違約風險的函數。評估違約概率及違約損失率的依據是過往數據及前瞻性資料。預期信貸虧損的預估乃無偏概率加權平均金額，以各自發生違約的風險為權重確定。本集團經考慮過往信貸虧損經驗後使用撥備矩陣並採用可行權宜方法估計貿易應收款項的預期信貸虧損，並按毋需花費不必要成本或精力即可獲得的前瞻性資料作出調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under IFRS 9 (Continued)

(v) Measurement and recognition of ECL (Continued)

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.

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.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

金融工具(續)

金融資產(續)

須根據國際財務報告準則第9號進行減值評估的金融資產減值(續)

(v) 預期信貸虧損之計量及確認(續)

一般而言，預期信貸虧損為根據合約應付本集團的所有合約現金流量與本集團預計收取的所有現金流量(按初始確認時釐定的實際利率折現)之間的差額。

若干貿易應收款項之整個週期的預期信貸虧損乃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後按整體基準考慮。

就整體評估而言，本集團於制定組別時考慮以下特徵：

- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(倘可獲得)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under IFRS 9 (Continued)

(v) Measurement and recognition of ECL (Continued)

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.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

金融工具(續)

金融資產(續)

須根據國際財務報告準則第9號進行減值評估的金融資產減值(續)

(v) 預期信貸虧損之計量及確認(續)

管理層定期檢討分組，以確保各組別的組成部分繼續具有類似的信貸風險特徵。

利息收入根據金融資產之賬面總值計算，除非金融資產出現信貸減值，在該情況下利息收入根據金融資產之攤銷成本計算。

本集團透過調整所有金融工具之賬面值於損益中確認減值收益或虧損，惟貿易應收款項之相應調整確認於虧損撥備賬除外。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

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

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the fair value reserve is not reclassified to profit or loss, and will continue to be held in the fair value reserve.

Financial liabilities and equity

Classification as debt or equity

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

Equity instruments

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

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

金融工具(續)

金融資產(續)

終止確認金融資產

本集團僅於收取資產現金流量的合約權利屆滿時，或向另一實體轉讓金融資產及金融資產擁有權絕大部分風險及回報時終止確認金融資產。

於終止確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價總和的差額於損益中確認。

於終止確認股本工具投資(本集團已於初始確認時選擇按公平值計入其他全面收益計量)時，先前於公平值儲備累計之累計收益或虧損不會重新分類至損益，惟會繼續於公平值儲備中持有。

金融負債及權益

分類為債務或權益

債務及股本工具按合約安排性質以及金融負債及股本工具的定義分類為金融負債或權益。

股本工具

股本工具為可證明於實體資產經扣除其所有負債後之剩餘權益的任何合約。本公司發行的股本工具以已收取的所得款項扣除直接發行成本後的金額確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities

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

Financial liabilities at FVTPL

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

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; 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 and effective hedging instrument.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

金融工具(續)

金融負債及權益(續)

金融負債

所有金融負債其後採用實際利率法按攤銷成本或按公平值計入損益計量。

按公平值計入損益之金融負債

當金融負債為(i)國際財務報告準則第3號適用的業務合併項下收購方的或然代價；(ii)持作買賣或(iii)指定為按公平值計入損益，則金融負債分類為按公平值計入損益。

如果出現以下情況，則金融負債視為持作買賣：

- 收購其之主因乃為於短期內將其回購；或
- 初始確認時屬於本集團共同管理的可識別金融工具組合的一部分，且近期實際存在短期獲利模式；或
- 屬於衍生工具，但作為財務擔保合同或指定有效套期工具的衍生工具除外。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities at FVTPL (Continued)

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

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

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

金融工具(續)

金融負債及權益(續)

按公平值計入損益之金融負債(續)

除企業合併中收購方為交易或或有對價而持有的金融負債以外的金融負債可在初始確認時指定為按公平值計入損益的金融負債，如果：

- 此類指定消除或顯著減少否則會出現的計量或確認不一致；或
- 該金融負債構成一組金融資產或金融負債或兩者的一部分，按照本集團既有的風險管理或投資策略以公平值為基礎進行管理和評價其業績，有關該組合的信息是在此基礎上內部提供；或
- 其構成包含一項或多項嵌入衍生工具的合同的一部分，而國際財務報告準則第9號允許將整個合併合同指定為按公平值計入損益計量。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities at FVTPL (Continued)

For financial liabilities that are designated as 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, the changes in fair value of the embedded derivatives are excluded in determining the amount to be presented in other comprehensive income. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained profits upon derecognition of the financial liability.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, debentures, bank borrowings and lease liabilities are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

金融工具(續)

金融負債及權益(續)

按公平值計入損益之金融負債(續)

對於指定為以公平值計量且其變動計入損益的金融負債，將該負債的信貸風險變動引起的金融負債公平值變動金額確認為其他綜合收益，除非確認該金融負債變動的影響負債在其他綜合收益中的信貸風險會造成或擴大損益中的會計錯配。對於包含嵌入衍生工具的金融負債，在確定計入其他綜合收益的金額時，不考慮嵌入衍生工具的公平值變動。因金融負債的信貸風險而產生的公平值變動計入其他綜合收益的，以後不再重分類進損益；金融負債終止確認時轉入留存收益。

按攤銷成本計算的金融負債

金融負債包括貿易及其他應付款項、債券、銀行貸款及租賃負債其後以實際利率法按攤銷成本計算。

終止確認金融負債

本集團只有在其責任獲免除、取消或終止時，方會終止確認金融負債。終止確認的金融負債的賬面值與已付及應付代價的差額於損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Material accounting policy information (Continued)

Financial instruments (Continued)

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

3. 綜合財務報表之編製基準及重大會計政策資料(續)

(b) 重大會計政策資料(續)

金融工具(續)

衍生金融工具

衍生工具初始按衍生工具合同簽訂日的公平值進行確認，並在報告期末按其公平值進行後續計量。由此產生的收益或損失在損益中確認，除非衍生工具被指定為有效的對沖工具，在這種情況下，在損益中確認的時間取決於對沖關係的性質。

抵銷金融資產和金融負債

當且僅當本集團當前具有合法可強制執行的權利來抵銷已確認金額時，金融資產和金融負債相互抵銷，其淨額在合併財務狀況表中列報；並打算以淨額結算，或同時變現資產和結算負債。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

4. KEY SOURCE OF ESTIMATION UNCERTAINTY

Key source of estimation uncertainty

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

Provision of ECL for trade receivables

The impairment loss on trade receivables are measured using ECL model on collective and individual basis which requires the Group to use judgement and estimates in making assumptions and selecting the inputs to the ECL model, based on the number of days that an individual receivable is outstanding as well as their current repayment ability, and taking into account information obtained from external valuer specific to respective customer as well as pertaining to the economic environment in which the debtors operate at the end of the reporting period. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional loss allowance for impairment loss on trade receivables.

At 31 December 2023, the carrying amount of the trade receivable was approximately RMB48,821,000 (2022: RMB52,479,000). During the year ended 31 December 2023, a provision of impairment loss on trade receivables of approximately RMB1,174,000 (2022: reversal of RMB5,752,000) has been recognised.

The information about the ECL and the Group's trade receivables are disclosed in note 22 and 41(b)(a), respectively.

4. 關鍵估計不明朗因素來源

關鍵估計不明朗因素來源

下列為於報告期末有關未來的主要假設及估計不明朗因素的其他主要來源，當中涉及須於下一個財政年度對資產及負債賬面值作出重大調整的重大風險。

就貿易應收款項計提預期信貸虧損

貿易應收款項減值虧損按集體及個別基準使用預期信貸虧損模型計量，這要求本集團根據個別應收款項的未償還天數作出假設及選擇預期信貸虧損模型的輸入值時作出判斷及估計以及他們當前的還款能力，並考慮從外部估值師獲得的特定於各個客戶的信息以及與債務人在報告期末經營所在的經濟環境有關的信息。這些假設和估計的變化可能對評估結果產生重大影響，可能需要就貿易應收款項的減值損失計提額外損失準備。

於二零二三年十二月三十一日，貿易應收款項的賬面價值約為人民幣48,821,000元（二零二二年：人民幣52,479,000元）。截至二零二三年十二月三十一日止年度，已確認貿易應收款項減值虧損撥備約人民幣1,174,000元（二零二二年：撥回人民幣5,752,000元）。

有關預期信貸虧損和本集團貿易應收款項的信息分別在附註22和41(b)(a)中披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外,以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(a) Revenue from contracts with customers

The principal activities of the Group are (i) the manufacturing and sales of outdoor wooden products; and (ii) manufacturing and sales of renewable energy products.

Revenue from contracts with customers within the scope of IFRS 15 is as follows:

5. 收入及分部呈報

(a) 客戶合約收益

本集團的主要業務為(i)生產及銷售戶外木製品;及(ii)生產及銷售再生能源產品。

於國際財務報告準則第15號範圍內的客戶合約收益如下:

| | | 2023 | 2022 |
|------------------------------------|----------|----------------|---------|
| | | 二零二三年 | 二零二二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Sales of outdoor wooden products | 銷售戶外木製品 | 295,084 | 460,742 |
| Sales of renewable energy products | 銷售再生能源產品 | 2,446 | 4,295 |
| | | 297,530 | 465,037 |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(a) Revenue from contracts with customers

(Continued)

(i) Disaggregation of revenue from contracts with customers

In the following table, revenue is disaggregated by primary geographical markets, major products and timing of revenue recognition.

5. 收入及分部呈報(續)

(a) 客戶合約收益(續)

(i) 來自客戶合約收益之分類資料

下表按主要地理市場、主要產品及收入確認時間分類收入。

| | | 2023 二零二三年 | | |
|--|--------------------|---|---|---------------------------------|
| | | Manufacturing and sales of wooden products 生產及 銷售木製品 RMB'000 人民幣千元 | Manufacturing and sales of renewable Energy products 生產及銷售 再生能源產品 RMB'000 人民幣千元 | Total 合計 RMB'000 人民幣千元 |
| Primary geographical markets* | 主要地理市場* | | | |
| The People's Republic of China (the "PRC") (place of domicile) | 中華人民共和國(「中國」)(住所地) | 47,179 | 2,446 | 49,625 |
| Australasia | 澳大利西亞 | 213,193 | - | 213,193 |
| North America | 北美洲 | 3,962 | - | 3,962 |
| Europe | 歐洲 | 20,908 | - | 20,908 |
| Asia Pacific (exclusive of the PRC) | 亞太區(不包括中國) | 9,842 | - | 9,842 |
| | | 295,084 | 2,446 | 297,530 |
| Major products | 主要產品 | | | |
| Wooden products | 木製品 | 295,084 | - | 295,084 |
| Renewable energy products | 再生能源產品 | - | 2,446 | - |
| | | 295,084 | 2,446 | 297,530 |
| Timing of revenue recognition | 收入確認時間 | | | |
| At a point in time | 某個時間點 | 295,084 | 2,446 | 297,530 |

* The geographical location of customers is based on the location at which the goods were delivered.

* 客戶的地理位置乃基於交付貨物的位置而定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(a) Revenue from contracts with customers

(Continued)

(i) Disaggregation of revenue from contracts with customers (Continued)

5. 收入及分部呈報(續)

(a) 客戶合約收益(續)

(i) 來自客戶合約收益之分類資料(續)

| | | 2022 二零二二年 | | |
|--|--------------------|--|---|------------------|
| | | Manufacturing and sales of wooden products 生產及銷售木製品 | Manufacturing and sales of renewable Energy products 生產及銷售再生能源產品 | Total 合計 |
| | | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| Primary geographical markets* | 主要地理市場* | | | |
| The People's Republic of China (the "PRC") (place of domicile) | 中華人民共和國(「中國」)(住所地) | 81,192 | 4,295 | 85,487 |
| Australasia | 澳大利西亞 | 328,919 | – | 328,919 |
| North America | 北美洲 | 12,756 | – | 12,756 |
| Europe | 歐洲 | 34,037 | – | 34,037 |
| Asia Pacific (exclusive of the PRC) | 亞太區(不包括中國) | 3,838 | – | 3,838 |
| | | 460,742 | 4,295 | 465,037 |
| Major products | 主要產品 | | | |
| Wooden products | 木製品 | 460,742 | – | 460,742 |
| Renewable energy products | 再生能源產品 | – | 4,295 | 4,295 |
| | | 460,742 | 4,295 | 465,037 |
| Timing of revenue recognition | 收入確認時間 | | | |
| At a point in time | 某個時間點 | 460,742 | 4,295 | 465,037 |

* The geographical location of customers is based on the location at which the goods were delivered.

* 客戶之地理位置根據交付貨品所在位置而定。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(a) Revenue from contracts with customers

(Continued)

(ii) *Performance obligations for contract with customers*

Information about the Group's performance obligations is summarised below:

Sales of outdoor wooden products and sales of renewable energy products

The performance obligation is satisfied upon delivery of the outdoor wooden products and renewable energy products. The payment is generally due within 90–180 days from delivery. Payment in advance is normally required from its customers.

(iii) *Transaction price allocated to the remaining performance obligation for contracts with customers*

The contract liabilities from manufacturing and sales of wooden products mainly relate to receipt in advance from customers for goods that have not yet been transferred to the customers. Included in the contract liabilities as at 31 December 2022 of RMB9,883,000 has been recognised as revenue for the year ended 31 December 2023 (2022: RMB5,940,000) due to the fulfilment of orders received before 31 December 2022.

5. 收入及分部呈報(續)

(a) 客戶合約收益(續)

(ii) 客戶合約履約義務

有關本集團履約責任的資料概述如下：

銷售戶外木製品及銷售再生能源產品

履約責任於交付戶外木製品及再生能源產品時已履行。款項一般於交付起計90–180天內到期，客戶一般須預先付款。

(iii) 分攤至客戶合同剩餘履約義務的交易價格

來自製造及銷售木製品之合同負債主要為收取客戶就尚未轉移給客戶的貨物之預收款。由於履行於二零二二年十二月三十一日之前收到的訂單，於二零二二年十二月三十一日包含在合約負債中的人民幣9,883,000元已確認為截至二零二三年十二月三十一日止年度的收入(二零二二年：人民幣5,940,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(a) Revenue from contracts with customers

(Continued)

(iii) *Transaction price allocated to the remaining performance obligation for contracts with customers (Continued)*

As at 31 December 2023, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts is RMB7,675,000 (2022: RMB13,586,000). This amount represents revenue expected to be recognised in the future from completed purchase orders from customers. The Group will recognise the expected revenue in future when or as the goods is transferred to customers, which is expected to occur in the next 12 months.

(b) Segment reporting

In a manner consistent with how the Group managed its business and the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has identified two reportable segments, namely (i) manufacturing and sales of wooden products and (ii) manufacturing and sales of renewable energy products.

- Manufacturing and sales of wooden products: manufacturing and sales of outdoor wooden products to both domestic and overseas customers, and trading of timber.
- Manufacturing and sales of renewable energy products: manufacturing and sales of biomass pellet fuel to both domestic and overseas customers.

5. 收入及分部呈報(續)

(a) 客戶合約收益(續)

(iii) *分攤至客戶合同剩餘履約義務的交易價格(續)*

於二零二三年十二月三十一日，分配至本集團現有合同餘下的履約義務的交易價格總額為人民幣7,675,000元(二零二二年：人民幣13,586,000元)。此金額代表預計將來從完成確認的收入客戶的採購訂單。本集團將在日後或當貨物轉移給客戶時確認預期的收入，該收入預期在未來12個月內發生。

(b) 分部呈報

按照與本集團管理其業務一致的方式，及與就資源分配及表現評估向本集團最高管理層內部呈報資料一致的方式，本集團已確定兩個可呈報分部，即(i)生產及銷售木製品；及(ii)生產及銷售再生能源產品。

- 生產及銷售木製品：向國內外客戶生產及銷售戶外木製品及木材貿易。
- 生產及銷售再生能源產品：生產及銷售生物質顆粒燃料予國內外客戶。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment reporting (Continued)

(i) Segment revenue and results

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

Reportable segment revenue represents the revenue derived from the Group's external customers by manufacturing and sales of wooden products and manufacturing and sales of renewable energy products, respectively.

The measure used for reportable segment (loss)/profit is "(loss)/profit for the year (excluding the after tax effect of government subsidies)" of manufacturing and sales of wooden products and manufacturing and sales of renewable energy products, respectively.

Segment assets exclude other financial assets, deferred tax assets, derivative financial instruments, pledged deposits, time deposits, cash and cash equivalents, and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude derivative financial instruments, interest-bearing bank borrowings, tax payables, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

5. 收入及分部呈報(續)

(b) 分部呈報(續)

(i) 分部收入及業績

為評估分部表現及於各分部間分配資源，本集團高級管理層按下列基準監察來自各可呈報分部的業績：

可呈報分部收入分別指生產及銷售木製品以及生產及銷售再生能源產品而自本集團外部客戶所得的收入。

就可呈報分部(虧損)／溢利採用的計量單位為生產及銷售木製品以及生產及銷售再生能源產品的「年內(虧損)／溢利(不包括政府補貼之稅後影響)」。

分部資產不包括其他金融資產、遞延稅項資產、衍生金融工具、已抵押存款、定期存款、現金及現金等價物、及其他未分配總辦事處及企業資產，因為該等資產作為整體資產管理。

分部負債不包括衍生金融工具、計息銀行借款、應付稅項、遞延稅項負債及其他未分配總辦事處及企業負債，因為該等負債作為整體負債管理。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment reporting (Continued)

(i) Segment revenue and results (Continued)

The following is an analysis of the Group's revenue and results by reportable segments:

5. 收入及分部呈報(續)

(b) 分部呈報(續)

(i) 分部收入及業績(續)

以下為按可呈報分部對本集團收入及業績的分析：

| | | 2023 二零二三年 | | |
|--|------------------------------|---|---|-------------------------------------|
| | | Manufacturing and sales of wooden products 生產及 銷售木製品 RMB'000 人民幣千元 | Manufacturing and sales of renewable energy products 生產及 銷售再生 能源產品 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
| Revenue derived from the Group's external customers | 源自本集團外部客戶的收入 | 295,084 | 2,446 | 297,530 |
| Inter-segment revenue | 分部間收入 | 3,826 | 2,857 | 6,683 |
| Reportable segment revenue | 可呈報分部收入 | 298,910 | 5,303 | 304,213 |
| Reportable segment (loss)/profit for the year (excluding government subsidies, net of tax) | 年內可呈報分部(虧損)/溢利(不包括政府補貼之稅後影響) | (6,120) | 1,066 | (5,054) |
| Government subsidies, net of tax | 政府補貼(稅後) | | | 3,966 |
| Depreciation charge on leased properties | 租賃物業之折舊 | | | (61) |
| Unallocated other income | 未分配其他收入 | | | 487 |
| Unallocated finance cost | 未分配融資成本 | | | (28) |
| Unallocated corporate expenses | 未分配企業開支 | | | (1,674) |
| Loss for the year | 年內虧損 | | | (2,364) |

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment reporting (Continued)

(i) Segment revenue and results (Continued)

| | | 2022 二零二二年 | | |
|--|------------------------------|---|---|---------------------------------|
| | | Manufacturing and sales of wooden products 生產及 銷售木製品 RMB'000 人民幣千元 | Manufacturing and sales of renewable energy products 生產及 銷售再生 能源產品 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
| Revenue derived from the Group's external customers | 源自本集團外部客戶的收入 | 460,742 | 4,295 | 465,037 |
| Inter-segment revenue | 分部間收入 | 5,149 | 2,900 | 8,049 |
| Reportable segment revenue | 可呈報分部收入 | 465,891 | 7,195 | 473,086 |
| Reportable segment (loss)/profit for the year (excluding government subsidies, net of tax) | 年內可呈報分部(虧損)/溢利(不包括政府補貼之稅後影響) | (11,548) | 970 | (10,578) |
| Government subsidies, net of tax | 政府補貼(稅後) | | | 5,111 |
| Depreciation charge on leased properties | 租賃物業之折舊 | | | (112) |
| Unallocated other income | 未分配其他收入 | | | 1 |
| Unallocated finance cost | 未分配融資成本 | | | (147) |
| Unallocated corporate expenses | 未分配企業開支 | | | (1,059) |
| Loss for the year | 年內虧損 | | | (6,784) |

5. 收入及分部呈報(續)

(b) 分部呈報(續)

(i) 分部收入及業績(續)

2022
二零二二年

| | | Manufacturing and sales of wooden products 生產及 銷售木製品 RMB'000 人民幣千元 | Manufacturing and sales of renewable energy products 生產及 銷售再生 能源產品 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
|--|------------------------------|---|---|---------------------------------|
| Revenue derived from the Group's external customers | 源自本集團外部客戶的收入 | 460,742 | 4,295 | 465,037 |
| Inter-segment revenue | 分部間收入 | 5,149 | 2,900 | 8,049 |
| Reportable segment revenue | 可呈報分部收入 | 465,891 | 7,195 | 473,086 |
| Reportable segment (loss)/profit for the year (excluding government subsidies, net of tax) | 年內可呈報分部(虧損)/溢利(不包括政府補貼之稅後影響) | (11,548) | 970 | (10,578) |
| Government subsidies, net of tax | 政府補貼(稅後) | | | 5,111 |
| Depreciation charge on leased properties | 租賃物業之折舊 | | | (112) |
| Unallocated other income | 未分配其他收入 | | | 1 |
| Unallocated finance cost | 未分配融資成本 | | | (147) |
| Unallocated corporate expenses | 未分配企業開支 | | | (1,059) |
| Loss for the year | 年內虧損 | | | (6,784) |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment reporting (Continued)

(i) Segment revenue and results (Continued)

| | | 2023 二零二三年 | | |
|--|-----------------------|---|---|-------------------------------------|
| | | Manufacturing and sales of wooden products 生產及 銷售木製品 RMB'000 人民幣千元 | Manufacturing and sales of renewable energy products 生產及 銷售再生 能源產品 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
| Depreciation charge on property, plant and equipment | 物業·廠房及設備之折舊 | (29,247) | (507) | (29,754) |
| Depreciation charge on land use rights included in right-of-use assets | 包含於使用權資產之 土地使用權之折舊 | (1,566) | - | (1,566) |
| Depreciation charge on investment properties | 投資物業之折舊 | (1,714) | - | (1,714) |
| Fair value loss on derivative financial instruments | 衍生金融工具公平值虧損 | (8,932) | - | (8,932) |
| Fair value gain on other financial assets | 其他金融資產公平值收益 | 548 | - | 548 |
| Loss on disposal of property, plant and equipment | 出售物業·廠房及設備之虧損 | (30) | - | (30) |
| Gain on disposal of a subsidiary | 出售一間附屬公司之收益 | 838 | - | 838 |
| | | 2022 二零二二年 | | |
| | | Manufacturing and sales of wooden products 生產及 銷售木製品 RMB'000 人民幣千元 | Manufacturing and sales of renewable energy products 生產及 銷售再生 能源產品 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
| Depreciation charge on property, plant and equipment | 物業·廠房及設備之折舊 | (31,430) | (507) | (31,937) |
| Depreciation charge on land use rights included in right-of-use assets | 包含於使用權資產之 土地使用權之折舊 | (1,919) | - | (1,919) |
| Depreciation charge on investment properties | 投資物業之折舊 | (1,526) | - | (1,526) |
| Fair value gain on derivative financial instruments | 衍生金融工具公平值收益 | 430 | - | 430 |
| Fair value loss on other financial assets | 其他金融資產公平值虧損 | (470) | - | (470) |
| Gain on disposal of property, plant and equipment | 出售物業·廠房及設備之收益 | 568 | - | 568 |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment reporting (Continued)

(ii) Segment assets and liabilities

| | | 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 |
|--|------------------|-----------------------------------|-----------------------------------|
| Segment assets | 分部資產 | | |
| Manufacturing and sales of wooden products | 生產及銷售木製品 | 613,084 | 613,640 |
| Manufacturing and sales of renewable energy products | 生產及銷售再生能源產品 | 838 | 1,129 |
| Total reportable segment assets | 總可呈報分部資產 | 613,922 | 614,769 |
| Assets classified as held-for-sale | 分類為持有待售之資產 | - | 856 |
| Corporate and other unallocated assets | 企業及其他未分配資產 | 440,819 | 400,966 |
| Total assets | 資產總額 | 1,054,741 | 1,016,591 |
| Segment liabilities | 分部負債 | | |
| Manufacturing and sales of wooden products | 生產及銷售木製品 | 78,879 | 64,898 |
| Manufacturing and sales of renewable energy products | 生產及銷售再生能源產品 | 338 | 598 |
| Total reportable segment liabilities | 總可呈報分部負債 | 79,217 | 65,496 |
| Liabilities relating to assets classified as held-for-sale | 與分類為持有待售之資產相關之負債 | - | 269 |
| Corporate and other unallocated assets | 企業及其他未分配資產 | 103,152 | 70,449 |
| Total liabilities | 負債總額 | 182,369 | 136,214 |

(iii) Geographical information

Non-current assets

Over 90% of the Group's non-current assets are located in the PRC. Accordingly, no further geographical information of non-current assets were disclosed.

5. 收入及分部呈報(續)

(b) 分部呈報(續)

(ii) 分部資產及負債

| | 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 |
|--|-----------------------------------|-----------------------------------|
|--|-----------------------------------|-----------------------------------|

(iii) 地域資料

非流動資產

本集團超過90%的非流動資產位於中國。因此，並無披露非流動資產的進一步地域資料。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment reporting (Continued)

(iv) Information about major customers

Revenue from customers contributing over 10% of the total revenue who are from the manufacturing and sales of outdoor wooden products, 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 |
|------------|-----|-----------------------------------|-----------------------------------|
| Customer A | 客戶甲 | N/A不適用* | 57,490 |
| Customer B | 客戶乙 | 44,831 | N/A 不適用* |
| Customer C | 客戶丙 | 62,390 | 98,204 |
| Customer D | 客戶丁 | 45,358 | 94,953 |
| | | 152,579 | 250,647 |

* The corresponding customer did not contribute more than 10% of the total revenue of the Group in previous year.

* 相應客戶於上年內並無貢獻超過本集團收入總額10%。

6. OTHER INCOME

6. 其他收入

| | | 2023 二零二三年 RMB'000 人民幣千元 | 2022 二零二二年 RMB'000 人民幣千元 |
|--|---------------------------------|-----------------------------------|-----------------------------------|
| Interest income on bank deposits | 銀行存款利息收入 | 16,194 | 7,817 |
| Government subsidies (Note) | 政府補貼 (附註) | 3,966 | 5,111 |
| Dividend income from the equity investment designated as fair value through other comprehensive income (note 17) | 指定為按公平值計入其他全面收益之股本投資股息收入 (附註17) | 727 | 177 |
| Rental income | 租金收入 | 2,057 | 1,499 |
| Others | 其他 | 1,831 | 1,222 |
| | | 24,775 | 15,826 |

Note The Group received unconditional government subsidies of RMB3,966,000 (2022: RMB5,111,000) during the year ended 31 December 2023 in respect of its normal operating activities. There were no unfulfilled conditions or contingencies attaching to these government grants.

附註 於截至二零二三年十二月三十一日止年度，本集團就其正常營運活動收取無條件政府補貼人民幣3,966,000元（二零二二年：人民幣5,111,000元）。該等政府補貼並無未滿足的條件或或有事項。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

7. OTHER GAINS, NET

7. 其他收益淨額

| | | 2023 | 2022 |
|--|---------------------|----------------|---------|
| | | 二零二三年 | 二零二二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Net foreign exchange gain/(loss) | 匯兌收益／(虧損)淨額 | 10,296 | (1,628) |
| Fair value (loss)/gain on derivative financial instruments | 衍生金融工具公平值 (虧損)／收益 | (8,932) | 430 |
| Fair value gain/(loss) on other financial assets | 其他金融資產公平值 收益／(虧損) | 548 | (470) |
| (Loss)/gain on disposal of property, plant and equipment | 出售物業、廠房及設備之 (虧損)／收益 | (30) | 568 |
| Gain on disposal of a subsidiary | 出售一間附屬公司之收益 | 838 | - |
| Written off of other payables | 其他應付款撤賬 | - | 4,910 |
| Written off of other receivables | 其他應收款撤賬 | - | (1,315) |
| Others | 其他 | (552) | (515) |
| | | 2,168 | 1,980 |

8. FINANCE COSTS

8. 融資成本

| | | 2023 | 2022 |
|---|------------------|----------------|---------|
| | | 二零二三年 | 二零二二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Interest expense on bank borrowings | 銀行借款利息開支 | 1,331 | 865 |
| Interest expense on debentures (note 30) | 債券利息開支 (附註30) | - | 95 |
| Interest expense on lease liabilities (note 29) | 租賃負債的利息開支 (附註29) | 28 | 53 |
| | | 1,359 | 1,013 |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

9. LOSS BEFORE TAX

Loss before taxation has been arrived at after charging (crediting):

(a) Staff costs (exclude directors' remuneration)

| | | 2023 | 2022 |
|--|----------------|----------------|---------|
| | | 二零二三年 | 二零二二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Salaries, wages and other benefits | 薪金、工資及其他福利 | 17,979 | 22,454 |
| Contributions to defined contribution retirement schemes | 定額供款退休計劃供款 | 1,713 | 2,902 |
| Equity-settled share award scheme expenses | 以股權結算的股份獎勵計劃開支 | - | - |
| | | 19,692 | 25,356 |

Pursuant to the relevant labour rules and regulations in the PRC, the Group's entities in the PRC participate in defined contribution retirement benefit schemes (the "Schemes") organised by the local authorities whereby the entities are required to make contributions to the Schemes based on a percentage of the eligible employees' salaries during the years ended 31 December 2023 and 2022. Contributions to the Schemes vest immediately. Under the Schemes, retirement benefits of existing and retired employees are payable by the relevant scheme administrators and the Group has no further obligations beyond the annual contributions.

During the years ended 31 December 2023 and 2022, the Group had no forfeited contributions under its retirement benefit scheme in the PRC and under the MPF Scheme in Hong Kong which may be used to reduce the existing level of contributions as described in paragraph 26(2) of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange.

9. 除稅前虧損

除稅前虧損經扣除(計入)下列各項後得出:

(a) 員工成本(不包括董事薪酬)

| | 2023 | 2022 |
|--|----------------|---------|
| | 二零二三年 | 二零二二年 |
| | RMB'000 | RMB'000 |
| | 人民幣千元 | 人民幣千元 |
| Salaries, wages and other benefits | 17,979 | 22,454 |
| Contributions to defined contribution retirement schemes | 1,713 | 2,902 |
| Equity-settled share award scheme expenses | - | - |
| | 19,692 | 25,356 |

根據中國的有關勞動法則及法規，本集團位於中國的實體參加地方當局籌辦的定額供款退休福利計劃(「該計劃」)，據此，有關實體須於截至二零二三年及二零二二年十二月三十一日止年度按合資格僱員薪酬的一定百分比向該計劃作出供款。對該計劃作出的供款即時歸屬。根據有關計劃，現有及退休僱員的退休福利由相關計劃管理機構支付，除年度供款外，本集團無進一步責任。

截至二零二三年及二零二二年十二月三十一日止年度，本集團在中國的退休福利計劃和香港的強積金計劃下並無被沒收的供款，可用於減少於聯交所證券上市規則附錄16第26(2)段所述的現有供款水平。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

9. LOSS BEFORE TAX (Continued)

(b) Other items

9. 除稅前虧損(續)

(b) 其他項目

| | | 2023 | 2022 |
|---|------------------|----------------|---------|
| | | 二零二三年 | 二零二二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Depreciation charge (note 14) | 折舊(附註14) | | |
| – Owned property, plant and equipment | – 自有物業、廠房及設備折舊設備 | 29,754 | 31,937 |
| – Right-of-use assets: | – 使用權資產: | | |
| – Land use rights | – 土地使用權 | 1,505 | 1,807 |
| – Leased properties | – 租賃物業 | 61 | 112 |
| – Investment properties (note 15) | – 投資物業(附註15) | 1,714 | 1,526 |
| Total depreciation charge | 總折舊 | 33,034 | 35,382 |
| Cost of inventories recognised as expenses (note) | 確認為開支之存貨成本(附註) | 277,352 | 418,041 |
| Research and development costs | 研發成本 | 8,086 | 14,671 |
| Auditors' remuneration | 核數師酬金 | 757 | 777 |

Note: Cost of inventories includes RMB32,981,000 (2022: RMB37,632,000) for the year ended 31 December 2023 relating to staff costs and depreciation, which amount is also included in the respective total amounts disclosed separately above or in note 9(a) for each of these types of expenses.

附註：截至二零二三年十二月三十一日止年度，存貨成本包括人民幣32,981,000元(二零二二年：人民幣37,632,000元)涉及員工成本及折舊，有關金額亦已計入於上文或附註9(a)就每類該等開支單獨披露的總金額內。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外,以人民幣列示)

10. INCOME TAX EXPENSE/(CREDIT)

(a) Taxation represents:

10. 所得稅開支/(抵免)

(a) 稅項指:

| | | 2023 | 2022 |
|---|-----------------------|----------------|---------|
| | | 二零二三年 | 二零二二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Current tax – Hong Kong Profits Tax | 即期稅項 – 香港利得稅 | | |
| Charged for the year | 年內扣除 | 361 | – |
| Current tax – PRC Corporate income tax | 即期稅項 – 中國企業所得稅 | | |
| Charged for the year | 年內扣除 | 31 | 27 |
| Deferred tax expense | 遞延稅項開支 | | |
| Charged/(credited) for the year (note 20) | 年內扣除/(抵免) (附註20) | 74 | (386) |
| Income tax expense/(credit) | 所得稅開支/(抵免) | 466 | (359) |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

10. INCOME TAX EXPENSE/(CREDIT) (Continued)

(b) Reconciliation between income tax expense/(credit) and loss before tax at applicable tax rates:

10. 所得稅開支／（抵免）（續）

(b) 按適用稅率計算的所得稅開支／（抵免）與除稅前虧損的對賬：

| | | 2023 | 2022 |
|--|------------------------|----------------|---------|
| | | 二零二三年 | 二零二二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Loss before tax | 除稅前虧損 | (1,898) | (7,143) |
| Tax at the statutory rate of 25% | 按法定稅率25%計算之稅項 | (475) | (1,786) |
| Tax concession (notes (i), (iv) & (v)) | 稅務優惠(附註(i)、(iv)及(v)) | (1,614) | (872) |
| Tax effect of income non-taxable for tax purpose | 毋須課稅收入的稅務影響 | (207) | (161) |
| Tax effect of expenses non-deductible for tax purpose | 非扣減支出的稅務影響 | 1,147 | 307 |
| Tax effect of bonus deduction for research and development expenses | 研發開支優惠扣減的稅務影響 | (1,213) | (3,668) |
| Tax effect of deductible temporary difference | 可抵扣暫時性差異的稅務影響 | (880) | (3,922) |
| Tax effect of tax losses not recognised | 未確認之稅項虧損的稅務影響 | 3,916 | 9,863 |
| Effect of different tax rates of subsidiaries operating in other jurisdictions | 在其他司法管轄區經營的附屬公司不同稅率的影響 | (182) | 76 |
| Others | 其他 | (26) | (196) |
| Income tax expense/(credit) for the year | 年內所得稅開支／（抵免） | 466 | (359) |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

10. INCOME TAX EXPENSE/(CREDIT) (Continued)

(b) Reconciliation between income tax expense/(credit) and loss before tax at applicable tax rates: (Continued)

Notes:

- i. Provision for Hong Kong Profits Tax has been made for the year ended 31 December 2023 under the two-tiered profits tax rates regime, 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%.

No provision was made for Hong Kong Profits Tax as the Group did not generate any assessable profits arising in Hong Kong during the year ended 31 December 2022.

- ii. The Group's PRC subsidiaries are subject to PRC Corporate Income Tax ("CIT") at the statutory rate of 25% unless otherwise specified.

- iii. Fujian Zhangping Kimura Forestry Products Co., Ltd ("Zhangping Kimura") applied and was approved for the High and New Technology Entities ("HNTE") qualification under the PRC Corporate Income Tax Law and its relevant regulations during 2019, and therefore is entitled to the preferential income tax rate of 15% for a period of five years from 2019 to 2023.

- iv. According to the announcement of the State Administration of Taxation on Issues Relating to Implementation of Inclusive Income Tax Relief Policy for Small Low-profit Enterprises, the CIT rate applicable to small-scale enterprises with low profitability that meet certain conditions including the assessable profits not more than RMB3,000,000, shall be reduced to 20%. Two of the Company's subsidiaries (2022: two) have been designated as small-scale enterprises, pursuant to which, (i) the first RMB1,000,000 of assessable profits (the "1st Assessable Profits") of these subsidiaries are effectively taxable at 5% (i.e. 20% on 25% of the 1st Assessable Profits); and (ii) the remaining assessable profits not over RMB3,000,000 (the "Remaining Assessable Profits") are effectively taxable at 5% (i.e. 20% on 25% of the Remaining Assessable Profits).

- v. According to the PRC Corporate Income Tax Law and its relevant regulations, dividends receivable by non-PRC resident corporate investors from PRC resident enterprises are subject to withholding income tax at 10% unless reduced by tax treaties or arrangements, for profits earned since 1 January 2008.

Since the Group can control the quantum and timing of distribution of profits of the Group's subsidiaries in the PRC, deferred tax liabilities are only recognised to the extent that such profits are expected to be distributed through dividend payment by the Group's PRC subsidiaries in the foreseeable future. As at 31 December 2023, temporary differences relating to the undistributed profits of the Group's PRC subsidiaries to overseas holding company amounted to RMB225,380,000 (2022: RMB277,171,000) and the corresponding deferred tax liabilities of RMB22,538,000 (2022: RMB27,717,000) have not been recognised.

10. 所得稅開支／(抵免) (續)

(b) 按適用稅率計算的所得稅開支／(抵免)與除稅前虧損的對賬：(續)

附註：

- i. 截至二零二三年十二月三十一日止年度根據利得稅兩級制計提香港利得稅撥備，合資格集團實體的首2百萬港元溢利將按8.25%的稅率繳稅，超過2百萬港元的溢利將按16.5%的稅率繳稅。

截至二零二二年十二月三十一日止年度，本集團並無於香港賺取任何應課稅溢利，故並無就香港利得稅計提撥備。

- ii. 本集團的中國附屬公司須按25%法定稅率繳納中國企業所得稅（「企業所得稅」），另有指明者除外。

- iii. 福建省漳平木村林產有限公司（「漳平木村」）已於二零一九年根據中國企業所得稅法及其相關法規申請並獲得高新技術企業（「高新技術企業」）的認證資格，故於二零一九年至二零二三年五個年度期間有權享有15%的優惠所得稅稅率。

- iv. 根據《國家稅務總局關於實施小型微利企業普惠性所得稅減免政策有關問題的公告》，符合若干條件（包括應課稅溢利不超過人民幣3,000,000元）之盈利能力較低之小型企業適用之企業所得稅稅率將降至20%。本公司其中兩間附屬公司（二零二二年：兩間）已獲指定為小型企業，據此，(i)該等附屬公司首人民幣1,000,000元之應課稅溢利（「首批應課稅溢利」）按實際稅率5%（即按25%首批應課稅溢利之20%）繳稅；及(ii)餘下不多於人民幣3,000,000元之應課稅溢利（「餘下應課稅溢利」）則按實際稅率5%（即按25%餘下應課稅溢利之20%）繳稅。

- v. 根據中國企業所得稅法及其相關法規，非中國居民企業投資者從中國居民企業源自二零零八年一月一日起賺取的溢利的應收股息須按10%的稅率繳納預扣稅，惟稅務條約或安排作出減免則另作別論。

由於本集團可以控制本集團在中國的附屬公司利潤分配的金額和時間，因此僅在預期本集團的中國附屬公司在可預見的未來通過股息支付分配利潤的前提下確認遞延稅項負債。於二零二三年十二月三十一日，與本集團中國附屬公司未分配利潤至海外控股公司有關的暫時差額為人民幣225,380,000元（二零二二年：人民幣277,171,000元）及相應遞延稅項負債人民幣22,538,000元（二零二二年：人民幣27,717,000元）未被確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

11. DIRECTORS' REMUNERATION

Directors' remuneration 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:

11. 董事薪酬

根據香港公司條例第383(1)節及公司(披露董事利益資料)規例第2部披露規定，董事薪酬如下：

| | | 2023 二零二三年 | | | | | |
|--|----------------|--|----------------------------------|---|------------------------------------|------------------|-------|
| | | Salaries, allowances and benefits in kind 薪金、津貼及 實物利益 | Discretionary bonuses 酌情花紅 | Retirement scheme contributions 退休計劃供款 | Share award scheme 股份獎勵計劃 | Total 總計 | |
| | | Directors' fees 董事袍金 RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 | |
| Executive directors | 執行董事 | | | | | | |
| Wu Zheyang | 吳哲彥 | 360 | 1,152 | - | 3 | - | 1,515 |
| Xie Qingmei | 謝清美 | 67 | - | - | - | - | 67 |
| | | 427 | 1,152 | - | - | - | 1,582 |
| Independent non-executive directors | 獨立非執行董事 | | | | | | |
| Prof. Jin Zhongwei | 金重為教授 | 98 | - | - | - | - | 98 |
| Prof. Su Wenqiang | 蘇文強教授 | 98 | - | - | - | - | 98 |
| Tse Kwok Hing Henry | 謝國興 | 86 | - | - | - | - | 86 |
| | | 282 | - | - | - | - | 282 |
| | | 709 | 1,152 | - | 3 | - | 1,864 |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

11. DIRECTORS' REMUNERATION (Continued)

11. 董事薪酬(續)

2022
二零二二年

| | Directors' fees | Salaries, allowances and benefits in kind | Discretionary bonuses | Retirement scheme contributions | Share award scheme | Total |
|--|-----------------|---|-----------------------|---------------------------------|--------------------|---------|
| | 董事袍金 | 薪金、津貼及實物利益 | 酌情花紅 | 退休計劃供款 | 股份獎勵計劃 | 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 |
| Executive directors | 執行董事 | | | | | |
| Wu Zheyang | 吳哲彥 | 360 | 1,141 | - | 4 | 1,505 |
| Xie Qingmei | 謝清美 | 60 | 5 | - | - | 65 |
| | | 420 | 1,146 | - | 4 | 1,570 |
| Independent non-executive directors | 獨立非執行董事 | | | | | |
| Lam Hin Chi (note a) | 藍顯賜(附註a) | 69 | - | - | - | 69 |
| Prof. Jin Zhongwei | 金重為教授 | 98 | - | - | - | 98 |
| Prof. Su Wenqiang | 蘇文強教授 | 98 | - | - | - | 98 |
| Tse Kwok Hing Henry (note b) | 謝國興(附註b) | 28 | - | - | - | 28 |
| | | 293 | - | - | - | 293 |
| | | 713 | 1,146 | - | 4 | 1,863 |

Note (a): Resigned on 1 September 2022

附註(a): 於二零二二年九月一日辭任

Note (b): Appointed on 1 September 2022

附註(b): 於二零二二年九月一日獲委任

During the years ended 31 December 2023 and 2022, there were no amounts paid or payable by the Group to the Directors or any of the highest paid individuals set out in note 12 below as an inducement to join or upon joining the Group or as compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any remuneration during the years ended 31 December 2023 and 2022.

於截至二零二三年及二零二二年十二月三十一日止年度，本集團概無向董事或下文附註12所載的任何最高薪酬人士支付或應付任何款項，作為吸引彼等加盟本集團或於加盟本集團後的獎金，或作為離職補償。於截至二零二三年及二零二二年十二月三十一日止年度，董事概無根據任何安排放棄或同意放棄任何薪酬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

12. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, there were one (2022: one) directors for the year ended 31 December 2023, whose emoluments are disclosed in note 11. The aggregate of emoluments in respect of the other four (2022: four) individuals are as follows:

12. 最高薪酬人士

截至二零二三年十二月三十一日止年度，五名最高薪酬人士中，一名（二零二二年：一名）為董事，彼等的薪酬於附註11披露。餘下四名（二零二二年：四名）人士的薪酬總額如下：

| | | 2023 | 2022 |
|--|----------------|----------------|---------|
| | | 二零二三年 | 二零二二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Salaries and other emoluments | 薪金及其他薪酬 | 1,328 | 1,231 |
| Discretionary bonuses | 酌情花紅 | - | - |
| Equity-settled share award scheme expenses | 以股權結算的股份獎勵計劃開支 | - | - |
| Retirement scheme contributions | 退休計劃供款 | - | - |
| | | 1,328 | 1,231 |

The emoluments of the four individuals (2022: four individuals) with the highest emoluments are within the following bands:

四名（二零二二年：四名）最高薪酬人士的薪酬介乎下列範圍：

| | | 2023 | 2022 |
|---------------------|-----------------|--------------------|-------------|
| | | 二零二三年 | 二零二二年 |
| | | Number of | Number of |
| | | individuals | individuals |
| | | 人數 | 人數 |
| Nil to RMB1,000,000 | 零至人民幣1,000,000元 | 4 | 4 |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

13. LOSS PER SHARE

The calculations of basic and diluted loss per share attributable to owners of the Company is based on the following data:

| | | 2023 | 2022 |
|--|--------------|----------------|---------|
| | | 二零二三年 | 二零二二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Loss | 虧損 | | |
| Loss for the purpose of basic loss per share | 就每股基本虧損而言的虧損 | (2,364) | (6,558) |

| | | Number of shares | |
|--|---------------------|-------------------------|------------|
| | | 股份數目 | |
| | | 2023 | 2022 |
| | | 二零二三年 | 二零二二年 |
| | | | (Restated) |
| | | | (經重列) |
| Number of shares | 股份 | | |
| Weighted average number of ordinary shares for the purpose of basic loss per share | 用以計算每股基本虧損之普通股加權平均數 | 92,137,051 | 87,234,989 |

The weighted average of 92,137,051 shares for the year ended 31 December 2023 are derived from 921,370,512 ordinary shares in issue as at 1 January 2023 after taking into account the effect of the share consolidation on 2 January 2024, whereby every 10 existing ordinary shares in the issued and unissued share capital of the Company were consolidated into 1 consolidated share. Comparative figures have been retrospectively adjusted on the assumption that the above share consolidation had been effective in prior year. Details are set out in note 44.

截至二零二三年十二月三十一日止年度的加權平均數92,137,051股來自於二零二三年一月一日已發行的921,370,512股普通股，並計及二零二四年一月二日股份合併的影響，據此，本公司已發行及未發行股本中每10股現有普通股已合併為1股合併股份。假設上述股份合併已於去年生效，比較數字已追溯調整。詳情載於附註44。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

13. LOSS PER SHARE (Continued)

The weighted average of 87,234,989 shares for the year ended 31 December 2022 (restated) are derived from 850,368,416 ordinary shares in issue as at 1 January 2022 after taking into account the effect of the issuance of 71,002,000 shares issued upon loan capitalisation during the year ended 31 December 2022 (note 32(a)).

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

Loss figures are calculated as follows:

| | | 2023 | 2022 |
|---|-----------------------------|----------------|---------|
| | | 二零二三年 | 二零二二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Loss for the year attributable to owners of the Company for the purpose of basic and diluted loss per share | 就計算每股基本及攤薄虧損而言的本公司擁有人應佔年內虧損 | (2,364) | (6,558) |

The denominators used are the same as those detailed above for both basic and diluted loss per share.

The basic and diluted loss per share are the same as the Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2023 and 2022.

13. 每股虧損(續)

截至二零二二年十二月三十一日止年度(經重列)的加權平均數87,234,989股來自於二零二二年一月一日已發行的850,368,416股普通股，並計及截至二零二二年十二月三十一日止年度借貸資本化發行的71,002,000股股份的影響(附註32(a))。

本公司擁有人應佔每股基本及攤薄虧損的計算基於以下數據：

虧損數字計算如下：

| | 2023 | 2022 |
|--|----------------|---------|
| | 二零二三年 | 二零二二年 |
| | RMB'000 | RMB'000 |
| | 人民幣千元 | 人民幣千元 |

所用的分母與上文詳述的每股基本及攤薄虧損的分母相同。

本集團於截至二零二三年及二零二二年十二月三十一日止年度並無已發行潛在攤薄普通股，因此每股基本及攤薄虧損相同。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

| | | Buildings | Plant and machinery | Furniture, fittings and equipment 傢俬、裝置及設備 | Motor vehicles 汽車 | Subtotal | Right-of-use assets 使用權資產 | 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 | RMB'000 人民幣千元 |
| COST | 成本 | | | | | | | |
| At 1 January 2022 | 於二零二二年一月一日 | 525,606 | 159,334 | 6,226 | 9,915 | 701,081 | 83,359 | 784,440 |
| Additions | 添置 | 4,104 | 1,658 | 55 | 2,857 | 8,674 | 117 | 8,791 |
| Disposals | 出售 | - | (2,048) | (122) | - | (2,170) | (923) | (3,093) |
| Transfer to investment properties (note 15) | 轉撥至投資物業(附註15) | (4,104) | - | - | - | (4,104) | - | (4,104) |
| Exchange realignment | 匯兌調整 | - | - | - | - | - | 11 | 11 |
| At 31 December 2022 and 1 January 2023 | 於二零二二年十二月三十一日及二零二三年一月一日 | 525,606 | 158,944 | 6,159 | 12,772 | 703,481 | 82,564 | 786,045 |
| Additions | 添置 | - | 564 | 91 | 978 | 1,633 | - | 1,633 |
| Disposals | 出售 | - | (48) | - | (1,093) | (1,141) | (123) | (1,264) |
| Exchange realignment | 匯兌調整 | - | - | - | - | - | 1 | 1 |
| At 31 December 2023 | 於二零二三年十二月三十一日 | 525,606 | 159,460 | 6,250 | 12,657 | 703,973 | 82,442 | 786,415 |
| ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES | 累計折舊及減值虧損 | | | | | | | |
| At 1 January 2022 | 於二零二二年一月一日 | 240,871 | 89,187 | 5,391 | 6,948 | 342,397 | 42,543 | 384,940 |
| Charge for the year | 年內支出 | 17,269 | 13,584 | 99 | 985 | 31,937 | 1,919 | 33,856 |
| Elimination on disposals | 於出售時抵銷 | - | (318) | (35) | - | (353) | (923) | (1,276) |
| Exchange realignment | 匯兌調整 | - | - | - | - | - | 6 | 6 |
| At 31 December 2022 and 1 January 2023 | 於二零二二年十二月三十一日及二零二三年一月一日 | 258,140 | 102,453 | 5,455 | 7,933 | 373,981 | 43,545 | 417,526 |
| Charge for the year | 年內支出 | 17,554 | 10,686 | 57 | 1,457 | 29,754 | 1,566 | 31,320 |
| Elimination on disposals | 於出售時抵銷 | - | (46) | - | (1,038) | (1,084) | (123) | (1,207) |
| Exchange realignment | 匯兌調整 | - | - | - | - | - | - | - |
| At 31 December 2023 | 於二零二三年十二月三十一日 | 275,694 | 113,093 | 5,512 | 8,352 | 402,651 | 44,988 | 447,639 |
| NET CARRYING AMOUNT | 賬面淨值 | | | | | | | |
| At 31 December 2023 | 於二零二三年十二月三十一日 | 249,912 | 46,367 | 738 | 4,305 | 301,322 | 37,454 | 338,776 |
| At 31 December 2022 | 於二零二二年十二月三十一日 | 267,466 | 56,491 | 704 | 4,839 | 329,500 | 39,019 | 368,519 |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

14. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Buildings are held for own use and are situated in the PRC. At 31 December 2023, buildings with net carrying amount of RMB103,788,000 (2022: RMB108,225,000) were pledged to banks for certain banking facilities granted to the Group (note 27).

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

| | |
|-------------------------------------|---|
| - Buildings | The shorter of the unexpired term of lease and their estimated useful lives, being no more than 20 years after the date of completion |
| - Plant and machinery | 10 years |
| - Furniture, fittings and equipment | 5 years |
| - Motor vehicles | 5 years |

Both the useful life of an asset and its residual value, if any, are reviewed annually.

14. 物業、廠房及設備(續)

位於中國的樓宇持有作自用。於二零二三年十二月三十一日，賬面淨值為人民幣103,788,000元(二零二二年：人民幣108,225,000元)之樓宇已抵押予銀行，作為本集團獲授的若干銀行授信額度之抵押(附註27)。

折舊乃以直線法按其估計可使用年期將物業、廠房及設備各個項目之成本撇銷至其餘值計算。就此所用主要年率如下：：

| | |
|-----------|------------------------------------|
| —樓宇 | 以未滿租約期與估計可使用年期較短者計算(即於竣工日期後不超過20年) |
| —廠房及機器 | 10年 |
| —傢俬、裝置及設備 | 5年 |
| —汽車 | 5年 |

資產的可使用年期及其剩餘價值(如有)每年均被檢討一次。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

14. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The Group as lessee

Right-of-use assets (included in property, plant and equipment)

14. 物業、廠房及設備(續)

本集團作為承租人

使用權資產(已包含在物業、廠房及設備內)

| | | Leased properties 租賃物業 | Land use rights 土地使用權 | Total 總計 |
|--|--------------------------|----------------------------------|---------------------------------|--------------------|
| | | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| As at 31 December 2023 | 於二零二三年十二月三十一日 | | | |
| Carrying amount | 賬面淨值 | - | 37,454 | 37,454 |
| As at 31 December 2022 | 於二零二二年十二月三十一日 | | | |
| Carrying amount | 賬面淨值 | 60 | 38,959 | 39,019 |
| For the year ended 31 December 2023 | 截至二零二三年十二月三十一日止年度 | | | |
| Depreciation charge | 折舊 | 61 | 1,505 | 1,566 |
| Exchange realignment | 匯兌調整 | (1) | - | (1) |
| | | 60 | 1,505 | 1,565 |
| For the year ended 31 December 2022 | 截至二零二二年十二月三十一日止年度 | | | |
| Depreciation charge | 折舊 | 112 | 1,807 | 1,919 |
| Exchange realignment | 匯兌調整 | (5) | - | (5) |
| | | 107 | 1,807 | 1,914 |
| | | | 2023 | 2022 |
| | | | 二零二三年 | 二零二二年 |
| | | | RMB'000 | RMB'000 |
| | | | 人民幣千元 | 人民幣千元 |
| Total cash outflow for leases | 租賃之總現金流出 | | 97 | 158 |
| Additions to right-of-use assets | 使用權資產之增加 | | - | 117 |

At 31 December 2023, land use rights with an aggregate carrying amount of RMB34,156,000 (2022: RMB7,257,000) were pledged as securities for certain banking facilities granted to the Group (note 27).

於二零二三年十二月三十一日，賬面總值為人民幣34,156,000元(二零二二年：人民幣7,257,000元)的土地使用權已作為授予本集團的若干銀行授信額度抵押品(附註27)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

14. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The Group as lessee (Continued)

Right-of-use assets (included in property, plant and equipment) (Continued)

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

| | |
|-------------------|---------------------|
| Land use rights | Over the lease term |
| Leased properties | Over the lease term |

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Impairment assessment of property, plant and equipment

The Group estimates the recoverable amounts of the buildings, plant and land use rights based on higher of fair value less costs of disposal and value in use. The carrying amount of the relevant assets does not exceed the recoverable amount based on fair value less costs of disposal and no impairment has been recognised for the years ended 31 December 2023 and 2022.

14. 物業、廠房及設備(續)

本集團作為承租人(續)

使用權資產(已包含在物業、廠房及設備內)(續)

使用權資產於其租期及估計可使用年期(以較短者為準)按直線法折舊，如下：

| | |
|-------|------|
| 土地使用權 | 於租期內 |
| 租賃物業 | 於租期內 |

倘於租期結束時租賃資產的擁有權轉讓至本集團或成本反映購買權的行使，折舊則根據資產的估計可使用年期計算。

物業、廠房及設備減值評估

本集團根據公平值減處置成本與使用價值中較高者估計建築物、廠房及土地使用權的可收回金額。截至二零二三年和二零二二年十二月三十一日止年度，相關資產的賬面價值不超過按公平值減去處置費用後的可收回金額，未確認減值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

15. INVESTMENT PROPERTIES

15. 投資物業

| | | Buildings 樓宇 RMB'000 人民幣千元 | Construction in progress 在建工程 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
|---|--------------------------------|--|---|--|
| COST | 成本 | | | |
| At 1 January 2022 | 於二零二二年一月一日 | 48,315 | 4,611 | 52,926 |
| Transfer from owner-occupied property (note 14) | 由自用物業轉入(附註14) | 4,104 | - | 4,104 |
| Transfer from construction in progress | 由在建工程轉入 | 4,611 | (4,611) | - |
| At 31 December 2022 and 31 December 2023 | 於二零二二年十二月三十一日 及二零二三年十二月三十一日 | 57,030 | - | 57,030 |
| ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES | 累計折舊及減值虧損 | | | |
| At 1 January 2022 | 於二零二二年一月一日 | 22,568 | - | 22,568 |
| Charge for the year | 年內支出 | 1,526 | - | 1,526 |
| At 31 December 2022 | 於二零二二年十二月三十一日 | 24,094 | - | 24,094 |
| Charge for the year | 年內支出 | 1,714 | - | 1,714 |
| At 31 December 2023 | 於二零二三年十二月三十一日 | 25,808 | - | 25,808 |
| NET CARRYING AMOUNT | 賬面淨值 | | | |
| At 31 December 2023 | 於二零二三年十二月三十一日 | 31,222 | - | 31,222 |
| At 31 December 2022 | 於二零二二年十二月三十一日 | 32,936 | - | 32,936 |

The above investment properties are depreciated on a straight-line basis at the following rates per annum:

Buildings Over the term of lease

The Directors considered that certain owner-occupied properties were leased out for earning rental income, therefore, the properties were reclassified from property, plant and equipment to investment properties during the year ended 31 December 2022. The Group's investment properties were stated at cost less accumulated depreciation and impairment, if any.

In addition, the Group incurred a construction cost of approximately RMB4,611,000 for its investment properties during the year ended 31 December 2021, which are transferred to investment properties during the year ended 31 December 2022.

上述投資物業按直線法按以下年率折舊：

建築物 在租賃期限內

董事認為，若干自用物業已出租以賺取租金收入，因此，於截至二零二二年十二月三十一日止年度，該等物業由物業、廠房及設備重新分類為投資物業。本集團的投資物業乃按成本減累計折舊及減值（如有）列賬。

此外，本集團於截至二零二一年十二月三十一日止年度為其投資物業產生建設成本約人民幣4,611,000元，已於截至二零二二年十二月三十一日止年度轉入投資物業。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

15. INVESTMENT PROPERTIES (Continued)

Impairment assessment

The recoverable amount is determined based on the fair value less cost of disposal (i.e. the higher of fair value less cost of disposal (by using the cost approach) and value in use). As at 31 December 2023 and 2022, the carrying amount of investment properties does not exceed the recoverable amount based on fair value less cost of disposal and therefore, no impairment has been recognised for both years.

16. NON-CURRENT DEPOSITS FOR ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT

The amount mainly represented the prepaid construction cost for plant and machinery. An analysis of non-current deposits of construction cost is as follows:

15. 投資物業(續)

減值評估

可收回金額按公平值減處置成本(即按公平值減處置成本(以成本法編製)與使用價值中較高者釐定。於二零二三年及二零二二年十二月三十一日，投資性房地產的賬面價值不超過按公平值減去處置成本後的

可收回金額，因此兩年度均未確認減值。

16. 收購物業、廠房及設備的非即期按金

該金額主要指廠房及機器的預付工程成本。非即期工程成本按金分析如下：

| | | 2023 | 2022 |
|--|-------------------|----------------|---------|
| | | 二零二三年 | 二零二二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Deposits for other constructions and property, plant and equipment | 其他建築以及物業、廠房及設備的按金 | 2,665 | 220 |
| | | 2,665 | 220 |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

17. OTHER FINANCIAL ASSETS

17. 其他金融資產

| | | 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 |
|---|--|-----------------------------------|-----------------------------------|
| Equity investments at fair value through other comprehensive income ("FVTOCI") (note a) | 按公平值計入其他全面收益(「按公平值計入其他全面收益」)的股本投資(附註a) | 3,378 | 1,445 |
| Other financial assets at fair value through profit or loss ("FVTPL") (note b) | 按公平值計入損益(「按公平值計入損益」)的其他金融資產(附註b) | 15,055 | 20,122 |
| | | 18,433 | 21,567 |
| Less: Current portion | 減：即期部分 | (15,055) | (20,122) |
| Non-current portion | 非即期部分 | 3,378 | 1,445 |

Notes:

(a) The equity investments represent unlisted investments in 5% (2022: 5%) and 1.3% (2022: Nil) equity interests of two (2022: one) PRC local banks in Zhangping City, Fujian Province, the PRC. On 30 November 2022, the Group entered into share transfer agreement to acquire 1.3% equity interest in Fujian Zhangping Rural Commercial Bank Co., Ltd. The consideration is RMB8,750,000 of which RMB2,500,000 were paid during year ended 31 December 2022. Details are set out in note 18.

On 16 January 2023, the remaining RMB6,250,000 has been settled and the share transfer was completed. Therefore, the amount was recognised as other financial asset at fair value through other comprehensive income. The equity investments were irrevocably designated at fair value through other comprehensive income as the Group considered these investments to be strategic in nature.

The dividend income received related to the equity investment for the year ended 31 December 2023 was RMB727,000 (2022: RMB177,000) (note 6).

(b) As at 31 December 2023, other financial assets represent investment product of a PRC bank of RMB5,216,000 (2022: RMB20,122,000) and Australian Dollar denominated structured product of a Hong Kong investment bank of RMB9,839,000 (2022: Nil).

附註：

(a) 該股本投資為於中國福建省漳平市兩間(二零二二年：一間)中國本地銀行5%(二零二二年：5%)及1.3%(二零二二年：無)股權的非上市投資。於二零二二年十一月三十日，本集團訂立股份轉讓協議，受讓福建漳平農村商業銀行股份有限公司1.3%股權，對價為人民幣8,750,000元，其中人民幣2,500,000元於截至二零二二年十二月三十一日止年度支付。詳情載於附註18。

於二零二三年一月十六日，剩餘人民幣6,250,000元已結算，股份轉讓完成。因此，該款項確認為按公平值計入其他全面收益之其他金融資產。股本投資乃不可撤回地指定為按公平值計入其他全面收益列賬，原因為本集團認為該等投資屬策略性質。

截至二零二三年十二月三十一日止年度，已收到與股本投資相關股息收入為人民幣727,000元(二零二二年：人民幣177,000元)(附註6)。

(b) 於二零二三年十二月三十一日，其他金融資產為人民幣5,216,000元(二零二二年：人民幣20,122,000元)的一間中國銀行投資產品及人民幣9,839,000元(二零二二年：零)的一間香港投資銀行的澳元計值結構化產品。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

18. NON-CURRENT DEPOSIT FOR ACQUISITION OF OTHER FINANCIAL ASSETS

On 30 November 2022, the Group entered into share transfer agreement with Zhangping Hong Sheng Minerals Co., Ltd., a third party to the Group, to acquire 1.3% equity interest in Fujian Zhangping Rural Commercial Bank Co., Ltd. The consideration is RMB8,750,000 of which RMB2,500,000 were paid 10 days after signing of share transfer agreement.

On 16 January 2023, the share transfer was completed. Therefore, the deposit was recognised as other financial asset at fair value through other comprehensive income. Details are set out in note 17.

19. ASSETS CLASSIFIED AS HELD-FOR-SALE

During the year ended 31 December 2022, the Group realigned its business strategies to close the business of Zhangzhou Xingruixiang Supply Chain Management Co., Ltd. ("Xingruixiang"), a non-wholly owned subsidiary of the Company. The principal activity of Xingruixiang is to sell the wooden products to Zhangping Kimura, a wholly-owned subsidiary of the Company.

The Group entered into a disposal agreement to close its business upon the completion of existing sales orders, which are expected to be sold within twelve months. Certain assets and liabilities have been classified as assets and liabilities held-for-sale and are presented separately in the consolidated statement of financial position (see below).

18. 收購其他金融資產之非即期按金

於二零二二年十一月三十日，本集團與第三方漳平宏生礦業有限公司簽訂股權轉讓協議，受讓福建漳平農村商業銀行股份有限公司1.3%股權，對價為人民幣8,750,000元，其中人民幣2,500,000元於股權轉讓協議簽訂後10日支付。

於二零二三年一月十六日，股份轉讓完成。因此，該按金確認為按公平值計入其他全面收益之其他金融資產。詳情載於附註17。

19. 分類為持有待售之資產

截至二零二二年十二月三十一日止年度，本集團調整業務策略，關閉本公司非全資附屬公司漳州興瑞祥供應鏈管理有限公司（「興瑞祥」）的業務。興瑞祥的主要業務為向本公司全資附屬公司漳平木村銷售木製品。

本集團訂立一項出售協議，以在現有銷售訂單完成後關閉其業務，預計將在十二個月內出售。若干資產和負債已分類為持有待售的資產和負債，並在綜合財務狀況表中單獨列報（見下文）。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

19. ASSETS CLASSIFIED AS HELD-FOR-SALE

(Continued)

The major classes of assets and liabilities of Xingruixiang as at 31 December 2022, which have been presented separately in the consolidated statement of financial position, are as follows:

19. 分類為持有待售之資產(續)

於二零二二年十二月三十一日，在綜合財務狀況表中單獨列示的興瑞祥資產和負債的主要類別如下：

| | | 2022 二零二二年 RMB'000 人民幣千元 |
|--|--------------------------------|-----------------------------------|
| Amount due from non-controlling interest | 應收非控股權益款項 | 711 |
| Cash and cash equivalents | 現金及現金等價物 | 145 |
| Total assets classified as held-for-sale | 分類為持有待售之總資產 | 856 |
| Other payables and total liabilities associated with assets classified as held-for-sale | 與分類為持有待售資產相關之其他應付款項及總負債 | (269) |

On 3 November 2023, the disposal has been completed with a gain on disposal of approximately RMB838,000, being the difference of Xingruixiang's fair value less costs to sell and its carrying amount as at 31 December 2022. On the same date, the retained profits and non-controlling interest amounted to RMB806,000 and RMB884,000, respectively, were released.

於二零二三年十一月三日，出售已完成，出售收益約為人民幣838,000元，即興瑞祥的公平值減出售成本與其於二零二二年十二月三十一日的賬面值之間的差額。於同日，解除保留溢利及非控股權益分別人民幣806,000元及人民幣884,000元。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

20. DEFERRED TAXATION

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

| | | 2023 二零二三年 RMB'000 人民幣千元 | 2022 二零二二年 RMB'000 人民幣千元 |
|--------------------------|--------|-----------------------------------|-----------------------------------|
| Deferred tax assets | 遞延稅項資產 | 3,193 | 1,378 |
| Deferred tax liabilities | 遞延稅項負債 | (3,270) | (2,404) |
| | | (77) | (1,026) |

20. 遞延稅項

為在綜合財務狀況表中呈列，若干遞延稅項資產及負債已被抵銷。以下是為財務報告目的對遞延稅項餘額的分析：

The following are the major deferred tax liabilities and assets recognised and movements thereon during the current and prior years:

以下是本年度和以前年度確認的主要遞延稅項負債和資產及其變動：

| | | Unrealised loss on other financial assets | Unrealised (loss)/gain on derivative financial instruments | PRC dividend withholding tax | Impairment under ECL model | Fair value adjustments of equity investments at FVTOCI | Others | Total |
|---|-------------------------------------|---|--|---------------------------------------|----------------------------------|--|------------------|------------------|
| | | 其他金融 資產的未變現 虧損 | 衍生金融 工具的未變現 (虧損)/收益 | 中國股息 預扣稅 | 預期信貸 虧損模式 減值 | 其他全面收益的 股本投資 的公平值調整 | 其他 | 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 | 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 | (426) | (627) | (1,707) | 1,190 | 23 | - | (1,547) |
| (Charged)/Credited to profit or loss (note 10) | (計入)/抵免損益(附註10) | (564) | 961 | - | - | - | (11) | 386 |
| Credited to other comprehensive income | 計入其他全面收入 | - | - | - | - | 135 | - | 135 |
| At 31 December 2022 and 1 January 2023 | 於二零二二年十二月三十一日及 二零二三年一月一日 | (990) | 334 | (1,707) | 1,190 | 158 | (11) | (1,026) |
| (Charged)/Credited to profit or loss (note 10) | (計入)/抵免損益(附註10) | (799) | (109) | - | 823 | - | 11 | (74) |
| Credited to other comprehensive income | 計入其他全面收入 | - | - | - | - | 1,023 | - | 1,023 |
| At 31 December 2023 | 於二零二三年十二月三十一日 | (1,789) | 225 | (1,707) | 2,013 | 1,181 | - | (77) |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

20. DEFERRED TAXATION (Continued)

At the end of the reporting period, the Group has unused tax losses of approximately RMB250,362,000 (2022: RMB234,698,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the unused tax losses due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately RMB250,362,000 (2022: RMB234,698,000) with expiry dates as disclosed in the following table.

20. 遞延稅項(續)

於報告期末，本集團有約人民幣250,362,000元(二零二二年：人民幣234,698,000元)未動用稅項虧損可抵銷未來溢利。由於未來利潤流的不可預測性，並無就未動用稅項虧損確認遞延稅項資產。未確認稅項虧損包括約人民幣250,362,000元(二零二二年：人民幣234,698,000元)的虧損，其到期日如下表所示。

| | | 2023 | 2022 |
|------|-------|----------------|---------|
| | | 二零二三年 | 二零二二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| 2023 | 二零二三年 | - | 20,520 |
| 2024 | 二零二四年 | 81,827 | 81,827 |
| 2025 | 二零二五年 | 92,900 | 92,900 |
| 2026 | 二零二六年 | - | - |
| 2027 | 二零二七年 | 39,451 | 39,451 |
| 2028 | 二零二八年 | 15,664 | - |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

21. INVENTORIES

21. 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 |
|------------------|-----|-----------------------------------|-----------------------------------|
| Raw materials | 原材料 | 62,850 | 61,536 |
| Work in progress | 在製品 | 21,413 | 18,334 |
| Finished goods | 製成品 | 31,677 | 10,004 |
| | | 115,940 | 89,874 |

22. TRADE AND OTHER RECEIVABLES

22. 貿易及其他應收款項

| | | 2023 二零二三年 RMB'000 人民幣千元 | 2022 二零二二年 RMB'000 人民幣千元 |
|--|--------------------|-----------------------------------|-----------------------------------|
| Trade receivables | 貿易應收款項 | 62,181 | 64,665 |
| Less: Allowance for credit losses | 減：信貸虧損撥備 | (13,360) | (12,186) |
| | | 48,821 | 52,479 |
| Trade deposit for raw materials | 原材料貿易按金 | 50,094 | 61,887 |
| Interest receivables | 應收利息 | 10,103 | 4,878 |
| Prepayments and other receivables | 預付款項及其他應收款項 | 5,373 | 4,959 |
| Less: Allowance for credit losses | 減：信貸虧損撥備 | (1,248) | (1,248) |
| | | 64,322 | 70,476 |
| Total trade and other receivables | 貿易及其他應收款項總額 | 113,143 | 122,955 |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

22. TRADE AND OTHER RECEIVABLES (Continued)

The ageing analysis of trade receivables (net of loss allowances) as of the end of reporting period, based on invoice date, is as follows:

| | | 2023 | 2022 |
|----------------|-------|----------------|---------|
| | | 二零二三年 | 二零二二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Within 1 month | 1個月內 | 8,406 | 28,047 |
| 1 to 2 months | 1至2個月 | 17,334 | 13,746 |
| 2 to 3 months | 2至3個月 | 5,959 | 5,841 |
| Over 3 months | 3個月以上 | 17,122 | 4,845 |
| | | 48,821 | 52,479 |

As at 1 January 2022, trade receivables from contracts with customers amounted to RMB97,242,000.

Trade receivables are normally due within 90 days to 180 days (2022: 90 days to 180 days) from the date of billing.

As at 31 December 2023, included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB35,999,000 (2022: RMB29,947,000) which are past due as at the reporting date. Out of the past due balances, RMB28,777,000 (2022: RMB8,133,000) has been past due 90 days or more and is not considered as in default.

Details of impairment assessment of trade and other receivables are set out in note 41(b)(a).

22. 貿易及其他應收款項(續)

於報告期末，貿易應收款項(扣除虧損撥備)的賬齡分析(按發票日期列示)如下：

| | 2023 | 2022 |
|----------------|----------------|---------|
| | 二零二三年 | 二零二二年 |
| | RMB'000 | RMB'000 |
| | 人民幣千元 | 人民幣千元 |
| Within 1 month | 8,406 | 28,047 |
| 1 to 2 months | 17,334 | 13,746 |
| 2 to 3 months | 5,959 | 5,841 |
| Over 3 months | 17,122 | 4,845 |
| | 48,821 | 52,479 |

於二零二二年一月一日，應收客戶合約貿易款項為人民幣97,242,000元。

貿易應收款項一般於出具發票日期起計90日至180日(二零二二年：90日至180日)內到期。

於二零二三年十二月三十一日，本集團貿易應收款項餘額中包括賬面總額為人民幣35,999,000元(二零二二年：人民幣29,947,000元)且於報告日逾期的應收賬款。在逾期餘額中，人民幣28,777,000元(二零二二年：人民幣8,133,000元)逾期90天或以上不視為違約。

貿易及其他應收款項減值評估詳情載於附註41(b)(a)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

23. DERIVATIVES FINANCIAL INSTRUMENTS

23. 衍生金融工具

| | | 2023 二零二三年 | |
|---|-------------------------|----------------------------------|---------------------------------------|
| | | Assets 資產 RMB'000 人民幣千元 | Liabilities 負債 RMB'000 人民幣千元 |
| Foreign currency contracts (notes 41(b) & 41(c)) | 外幣合約 (附註41(b)及41(c)) | 771 | (22) |
| | | 2022 二零二二年 | |
| | | Assets 資產 RMB'000 人民幣千元 | Liabilities 負債 RMB'000 人民幣千元 |
| Foreign currency contracts (notes 41(b) & 41(c)) | 外幣合約 (附註41(b)及41(c)) | 42 | (18) |

The derivative financial instruments represented certain foreign currency forward contracts entered with the financial institutions, which are not designated for hedge purposes and are measured at fair value through profit or loss. Changes in the fair value of non-hedging foreign currency forward contracts were credited to the consolidated statement of profit or loss as at end of reporting period. All of the foreign currency forward contracts are settled within one year.

衍生金融工具代表與金融機構訂立的若干外幣遠期合約，該等合約未指定用於對沖目的，並按公平值計入損益計量。非對沖外幣遠期合約的公平值變動於報告期末計入綜合損益表。所有外幣遠期合約均在一年內結算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

24. PLEDGED DEPOSITS

Pledged bank deposits carry fixed interest rates range from 3.25% to 6.20% (2022: 1.25% to 4.80%) and represent deposits pledged to banks to secure banking facilities granted to the Group.

Details of impairment assessment of pledged bank deposits are set out in note 41(b)(a).

25. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include short term deposits amounted to RMB160,581,000 (2022: RMB161,332,000) for the purpose of meeting the Group's short term cash commitments, which carry interest at market rates range from 1.25% to 6.40% (2022: 2.25% to 5.63%). The remaining time deposits amounted to RMB160,398,000 (2022: RMB47,000,000) carry fixed interest rates range from 3.45% to 5.82% (2022: 3.55% to 4.00%) per annum with maturity over one year and therefore classified as non-current assets.

Details of impairment assessment of bank balances are set out in note 41(b)(a).

24. 已抵押存款

已抵押銀行存款按介乎3.25%至6.20% (二零二二年：1.25%至4.80%) 的固定利率計息，指抵押給銀行以確保本集團獲授銀行融資的存款。

已抵押銀行存款減值評估詳情載於附註41(b)(a)。

25. 現金及現金等價物

現金及現金等價物包括為滿足本集團短期現金承諾而計息的短期存款人民幣160,581,000元 (二零二二年：人民幣161,332,000元)，按市場利率介乎1.25%至6.40% (二零二二年：2.25%至5.63%) 計息。餘下定期存款人民幣160,398,000元 (二零二二年：人民幣47,000,000元) 按固定年利率介乎3.45%至5.82% (二零二二年：3.55%至4.00%) 計息，期限超過一年，因此分類為非流動資產。

銀行結餘減值評估詳情載於附註41(b)(a)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

26. TRADE AND OTHER PAYABLES

26. 貿易及其他應付款項

| | | 2023 二零二三年 RMB'000 人民幣千元 | 2022 二零二二年 RMB'000 人民幣千元 |
|---|------------------------|-----------------------------------|-----------------------------------|
| Trade and bills payables (note i) | 貿易應付款項及應付票據 (附註i) | 32,505 | 18,531 |
| Accrued staff costs | 計提員工成本 | 9,138 | 9,037 |
| Payables for acquisition of property, plant and equipment | 收購物業、廠房及設備之 應付款項 | 1,223 | 1,538 |
| Payables for transportation fee | 應付運輸費用 | 287 | 3,003 |
| Other payables and accruals | 其他應付款項及應計費用 | 14,500 | 12,727 |
| Provision for medical compensation (note ii) | 醫療補償之撥備(附註ii) | 4,290 | 4,680 |
| | | 61,943 | 49,516 |
| Less: Provision for medical compensation classified as non-current portion | 減：分類為非即期部份之 醫療補償之撥備 | (3,900) | (4,290) |
| Current portion | 即期部份 | 58,043 | 45,226 |

Notes:

- i. The balance comprises bills payables of RMB16,396,000 (2022: RMBNil).
- ii. The provision for medical compensation is mainly estimated based on the assumption including past experience of the medical expenses.

附註：

- i. 結餘包括應付票據人民幣16,396,000元(二零二二年：人民幣零元)。
- ii. 醫療補償準備金主要是根據以往的醫療費用經驗估算的。

The ageing analysis of trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

於報告期末，按發票日期列示，貿易應付款項及應付票據的賬齡分析如下：

| | | 2023 二零二三年 RMB'000 人民幣千元 | 2022 二零二二年 RMB'000 人民幣千元 |
|----------------|-------|-----------------------------------|-----------------------------------|
| Within 1 month | 1個月內 | 9,810 | 14,486 |
| 1 to 2 months | 1至2個月 | 5,109 | 1,432 |
| 2 to 3 months | 2至3個月 | 249 | 543 |
| Over 3 months | 3個月以上 | 17,337 | 2,070 |
| | | 32,505 | 18,531 |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

27. INTEREST-BEARING BANK BORROWINGS, SECURED

27. 計息銀行借款，有抵押

| | | 2023 二零二三年 RMB'000 人民幣千元 | 2022 二零二二年 RMB'000 人民幣千元 |
|---|--------------------|-----------------------------------|-----------------------------------|
| Fixed-rate bank borrowings, secured | 定息銀行借款，有抵押 | 86,900 | 53,950 |
| The carrying amounts of the above borrowings are repayable: | 以上應償還借款之賬面值： | | |
| Within one year | 一年內 | 76,900 | 53,950 |
| Within a period of more than one year but not exceeding two years | 超過一年但不超過兩年 | 10,000 | - |
| Carrying amounts of total bank borrowings | 銀行借款總額之賬面值 | 86,900 | 53,950 |
| Less: Amount due within one year shown under current liabilities | 減：流動負債項下列示之一年內到期款項 | (76,900) | (53,950) |
| Amount shown under non-current liabilities | 非流動負債項下列示之款項 | 10,000 | - |

The Group entered into certain banking facilities with certain PRC banks with an aggregate amount of RMB111,900,000 (2022: RMB195,050,000), of which, the bank borrowings of RMB86,900,000 (2022: RMB53,950,000) have been utilised at the end of reporting dates).

本集團與若干中國的銀行訂立若干銀行授信額度，總金額為人民幣111,900,000元（二零二二年：人民幣195,050,000元），其中於報告日結束時已使用銀行借款人民幣86,900,000元（二零二二年：人民幣53,950,000元）。

The secured banking facilities are secured by certain of the Group's land use rights, buildings and pledge deposits amounting to approximately RMB34,156,000 (2022: RMB7,257,000) (note 14), RMB103,788,000 (2022: RMB108,225,000) (note 14) and RMB77,051,000 (2022: RMB53,578,000) (note 24), respectively.

有抵押銀行授信額度以本集團若干土地使用權、樓宇及已抵押存款分別擔保約人民幣34,156,000元（二零二二年：人民幣7,257,000元）（附註14）、人民幣103,788,000元（二零二二年：人民幣108,225,000元）（附註14）及人民幣77,051,000元（二零二二年：人民幣53,578,000元）（附註24）。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

28. CONTRACT LIABILITIES

28. 合約負債

| | | 2023 | 2022 |
|----------------------|------|----------------|---------|
| | | 二零二三年 | 二零二二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Contract liabilities | 合約負債 | 7,675 | 13,586 |

As at 1 January 2022, contract liabilities amounted to RMB9,477,000.

於二零二二年一月一日，合約負債為人民幣9,477,000元。

As at 31 December 2023 and 2022, the contract liabilities mainly included the receipt in advance from sales of wooden products. The Group expects that the unsatisfied performance obligations will be recognised within one year from the end of the reporting date.

於二零二三年及二零二二年十二月三十一日，合約負債主要為預收木製品銷售款。本集團預計未履行的履約義務將在報告日結束後的一年內得到確認。

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

對經確認合約負債金額構成影響的一般支付條款如下：

When the Group receives a deposit before the delivery of goods, this will give rise to contract liabilities at the start of a contract, until the revenue recognised exceeds the amount of the deposit. The amount of the advance from customers, if any, was negotiated on a case by case basis with customers.

當本集團在交付貨物之前收到按金時，按金將於合約開始時產生合約負債，直到確認的收入超過按金金額。預收客戶款項的金額（如有）乃根據具體情況與客戶協商而定。

| | | 2023 | 2022 |
|---|-----------------------------------|----------------|---------|
| | | 二零二三年 | 二零二二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| At 1 January | 於一月一日 | 13,586 | 9,477 |
| Amounts included in contract liabilities that was recognised as revenue during the year | 於年內確認為收入的合約負債內列賬的款項 | (9,883) | (5,940) |
| Cash received from sales of wonder products not previously recognized as revenue due to unsatisfied performance | 因以前年度未履行的履約責任而未確認為收入之來自銷售木製品收到之現金 | 3,873 | 10,037 |
| Exchange difference | 匯兌差異 | 99 | 12 |
| At 31 December | 於十二月三十一日 | 7,675 | 13,586 |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

29. LEASE LIABILITIES

The Group leases an office premise in Hong Kong and the movement in lease liabilities during the year is as follows:

29. 租賃負債

本集團在香港租賃一間辦公室，本年度之租賃負債變動情況如下：

| | | 2023 | 2022 |
|--|--------------------------|----------------|---------|
| | | 二零二三年 | 二零二二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Lease liabilities payable: | 應付租賃負債： | | |
| Within one year | 一年內 | - | 69 |
| Amount due for settlement within 12 months show under current liabilities | 於十二個月內清付之金額 (於流動負債示列) | - | 69 |

The incremental borrowing rate applied to lease liabilities is 5%.

適用於租賃負債的增量借款利率為5%。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

30. DEBENTURES

30. 債券

| | | 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 |
|--|------------------------|-----------------------------------|-----------------------------------|
| Balance at 1 January | 於一月一日的結餘 | - | 4,376 |
| Interest expenses (note 8) | 利息開支(附註8) | - | 95 |
| Interest paid | 已支付利息 | - | - |
| Exchange difference | 匯兌差異 | - | 322 |
| Settlement by share subscription (note 32(a)) | 以股份認購方式結算 (附註32(a)) | - | (4,793) |
| Balance at 31 December | 於十二月三十一日的結餘 | - | - |
| Current portion | 即期部分 | - | - |

The Group entered into agreements with two independent third parties for issuing unsecured debentures with principal amounting to HK\$20,000,000 in previous year. Its outstanding amount was approximately at HK\$5,350,000 (equivalent to approximately RMB4,376,000) as at 31 December 2021. The debentures bear interest at 3% per annum, unsecured and repayable on 29 August 2022.

On 22 August 2022, the Group entered into subscription agreements with two debenture holders which each of the holders agreed to subscribe for an aggregate of 35,501,048 new shares at the subscription price of HK\$0.0768 (approximately RMB0.0674 per share). The completion of each of the share subscription took place on 9 September 2022 and the outstanding debentures and related interest expense have been fully settled.

於以前年度，本集團與兩名獨立第三方訂立協議，以發行本金總額為20,000,000港元的無抵押債券。於二零二一年十二月三十一日，其尚欠之面值約為5,350,000港元（折合約人民幣4,376,000元）。債券按年息3%計息，無抵押，須於二零二二年八月二十九日償還。

於二零二二年八月二十二日，本集團與兩名債券持有人訂立認購協議，各持有人同意以認購價0.0768港元認購合共35,501,048股新股（約合每股人民幣0.0674元）。每份股份認購均於二零二二年九月九日完成，未償還債券及相關利息支出已全數清償。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

31. AMOUNTS DUE FROM/(TO) A RELATED PARTY/A DIRECTOR

Amount due from a related company

| Name of party | 對方名稱 | Relationship 關係 | 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 |
|-----------------------------------|-----------------------------------|---|-----------------------------------|-----------------------------------|
| Green Seas Capital Limited | Green Seas Capital Limited | A private company controlled by Wu Zheyang, a director of the Company | 71 | 71 |
| Less: allowance for credit losses | 減：信貸虧損撥備 | 一家由吳哲彥(本公司一名董事)控制之私營公司 | (2) | (2) |
| | | | 69 | 69 |

The amount due from a related company is unsecured, interest-free and repayable on demand.

應收關聯公司款項為無抵押、免息及按要求償還。

Amount due to a director

應付董事款項

| | | 2023 二零二三年 RMB'000 人民幣千元 | 2022 二零二二年 RMB'000 人民幣千元 |
|-------------------|--------|-----------------------------------|-----------------------------------|
| Due to a director | 應付董事款項 | 10,572 | 4,783 |

The amount due to a director is unsecured, interest-free, and repayable on demand.

應付董事款項為無抵押、免息且應要求償還。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

32. CAPITAL, RESERVES AND DIVIDENDS

(a) Share capital

Authorised and issued share capital

| | | 2023 二零二三年 | | | 2022 二零二二年 | | |
|--------------------|------------|---------------------------------|---|---------------------------------|---------------------------------|---|---------------------------------|
| | | Par Value 股份面值 HK\$ 港元 | Number of shares 股份數目 (‘000) 千股 | Amount 金額 HK\$’000 千港元 | Par Value 股份面值 HK\$ 港元 | Number of shares 股份數目 (‘000) 千股 | Amount 金額 HK\$’000 千港元 |
| Authorised: | 法定： | | | | | | |
| Ordinary share | 普通股 | 0.05 | 2,000,000 | 100,000 | 0.05 | 2,000,000 | 100,000 |

32. 資本、儲備及股息

(a) 股本

法定及已發行股本

| | | 2023 二零二三年 | | 2022 二零二二年 | |
|---|-----------------------------------|---|----------------------------------|---|----------------------------------|
| | | Number of shares 股份數目 (‘000) 千股 | Amount 金額 RMB’000 人民幣千元 | Number of shares 股份數目 (‘000) 千股 | Amount 金額 RMB’000 人民幣千元 |
| Ordinary shares of HK\$0.05 each, issued and fully paid: | 普通股(每股0.05港元)、 已發行及繳足： | | | | |
| At 1 January | 於一月一日 | 921,370 | 38,462 | 850,368 | 35,345 |
| Shares issued upon loan capitalisation (note 30) | 於貸款資本化發行之股份 (附註30) | - | - | 71,002 | 3,117 |
| At 31 December | 於十二月三十一日 | 921,370 | 38,462 | 921,370 | 38,462 |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

32. CAPITAL, RESERVES AND DIVIDENDS

(Continued)

(b) Nature and purpose of reserves

(i) Share premium

The share premium represents the difference between the par value of the shares of the Company and proceeds received from the issue of the shares of the Company.

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company would be in a position to pay off its debts as they fall due in the ordinary course of business.

During the year ended 31 December 2022, 71,002,000 shares were issued upon the loan capitalisation at the subscription price HK\$0.0768 (approximately RMB0.0674). The difference between the par value of the share and the proceeds were amounted to RMB1,676,000.

(ii) Exchange reserve

The exchange reserve comprises all foreign currency differences arising from the translation of the financial statements of the entities with functional currency other than Renminbi. The reserve is dealt with in accordance with the accounting policy set out in note 3(b).

(iii) Statutory reserve

Transfers from retained profits to PRC statutory reserve are made in accordance with the relevant PRC rules and regulations and the articles of association of the Company's subsidiaries established in the PRC and were approved by the respective boards of directors.

32. 資本、儲備及股息(續)

(b) 儲備性質及目的

(i) 股份溢價

股份溢價指本公司的股份面值與發行本公司股份所收取所得款項之間的差額。

根據開曼群島公司法，本公司股份溢價賬內的基金可供分派予本公司的股東，惟緊隨建議分派股息日期後，本公司須能夠償付一般業務過程中到期的債務。

截至二零二二年十二月三十一日止年度，於借貸資本化後按認購價0.0768港元（約合人民幣0.0674元）發行71,002,000股股份。股份面值與募集資金的差額為人民幣1,676,000元。

(ii) 匯兌儲備

匯兌儲備包括以人民幣以外的功能貨幣換算各間實體財務報表所產生的所有外幣差額。該儲備乃根據附註3(b)所載的會計政策處理。

(iii) 法定儲備

自保留盈利轉撥至中國法定儲備乃根據相關中國規則及規例以及本公司在中國成立的附屬公司的組織章程細則進行，並已獲相關董事會批准。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

32. CAPITAL, RESERVES AND DIVIDENDS

(Continued)

(b) Nature and purpose of reserves (Continued)

(iii) Statutory reserve (Continued)

The subsidiaries in the PRC are required to appropriate 10% of its after-tax profit, as determined in accordance with the PRC accounting rules and regulations, to statutory general reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before distribution of a dividend to shareholders.

Statutory general reserve can be used to make good prior years' losses, if any, and may be converted into paid-up capital provided that the balance after such conversion is not less than 25% of the registered capital.

(iv) Fair value reserve (non-recycling)

The fair value reserve (non-recycling) comprises the cumulative net changes in the fair value of equity instruments designated as measured at fair value through other comprehensive income in accordance with the accounting policy adopted for equity instruments designated at fair value through other comprehensive income.

(c) Distributable reserves

The aggregate amounts of reserves available for distribution to equity shareholders of the Company were RMB225,380,000 (2022: RMB213,842,000).

After the end of the reporting period, the Directors proposed no final dividend (2022: Nil).

32. 資本、儲備及股息(續)

(b) 儲備性質及目的(續)

(iii) 法定儲備(續)

中國的附屬公司須撥出10%的除稅後溢利(其乃根據中國會計規則及規例釐定)至一般法定儲備，直至儲備結餘達註冊資本的50%為止。轉撥至儲備須在向股東分派股息前進行。

一般法定儲備可用於補償過往年度虧損(如有)，並可轉換至繳足股本，惟有關轉換後的結餘不得低於註冊資本的25%。

(iv) 公平值儲備(不可劃轉)

公平值儲備(不可劃轉)包括於根據就指定為按公平值計入其他全面收益之股本工具所採納會計政策指定為按公平值計入其他全面收益之股本工具之公平值累計淨變動。

(c) 可分派儲備

可向本公司權益持有人分派之儲備總額為人民幣225,380,000元(二零二二年：人民幣213,842,000元)。

於報告期間結束後，董事不建議派發末期股息(二零二二年：無)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

33. SHARE OPTION SCHEME AND SHARE AWARD SCHEME

(a) Share option scheme

Pursuant to a resolution passed by all the shareholders on 15 June 2012, the Company has conditionally adopted the share option scheme (the "Share Option Scheme") for the purpose of recognising and acknowledging the contributions the eligible participants had or may have made to the Group. The Board may, at its discretion, grant options pursuant to the Share Option Scheme to the Directors (including executive Directors, non-executive Directors and independent non-executive Directors), the directors of the Company's subsidiaries and employees of the Group and any other persons (including consultants or advisers) whom the Board considers, in its absolute discretion, have contributed or will contribute to the Group. The Directors were authorised to grant options to subscribe for shares of the Company and to allot, issue and deal with the ordinary shares pursuant to the exercise of options granted under the Share Option Scheme and to take all such steps as may be necessary and/or desirable to implement and give effect to the Share Option Scheme. The maximum number of shares in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue immediately following completion of the Global Offering (as defined in the Company's prospectus dated 25 June 2012), being 100,000,000 shares, excluding any shares that may be issued under the options which have lapsed in accordance with the terms of the Share Option Scheme (or any other share option schemes of the Company), unless otherwise approved by the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules from time to time.

33. 購股權計劃及股份獎勵計劃

(a) 購股權計劃

根據全體股東於二零一二年六月十五日通過的決議案，本公司已有條件採納一項購股權計劃（「購股權計劃」），以肯定及嘉許曾經或可能對本集團作出貢獻的合資格參與人士。根據購股權計劃，董事會可酌情向董事（包括執行董事、非執行董事及獨立非執行董事）、本公司附屬公司之董事、本集團僱員及董事會全權酌情認為曾經或將對本集團作出貢獻的任何其他人士（包括專家顧問或顧問）授出購股權。董事獲授權授出購股權以認購本公司股份，及配發、發行及處置根據購股權計劃所授出購股權獲行使而發行的普通股，以及採取對實行購股權計劃及使之生效而言為必需及／或合宜的一切步驟。根據購股權計劃及任何其他本公司購股權計劃而可授予的購股權的最高股份數目，合共不得超過緊隨全球發售（定義見本公司日期為二零一二年六月二十五日的招股章程）完成後已發行股份總數的10%，即100,000,000股股份，不包括任何根據購股權計劃（或本公司任何其他購股權計劃）的條款已失效的購股權而可發行的股份，惟獲本公司股東在股東大會上另行批准及／或上市規則不時另有其他規定者除外。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

33. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Continued)

(a) Share option scheme (Continued)

Unless otherwise approved by the shareholders of the Company in general meeting, the number of shares that may be granted to an eligible participant under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) shall not exceed 1% of the shares in issue of the Company within any 12-month period. Any grant of options to a Director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company or any of their respective associates (as defined in the Listing Rules) is required to be approved by our independent non-executive Directors. Unless otherwise approved by the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules, the number of shares that may be granted to a substantial shareholder or any independent non-executive Director or their respective associates under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) shall not exceed 0.1% of the shares in issue, having an aggregate value in excess of HK\$5 million, within any 12-month period.

33. 購股權計劃及股份獎勵計劃(續)

(a) 購股權計劃(續)

除非獲本公司股東於股東大會上另行批准，否則可基於購股權計劃及任何其他本公司購股權計劃向一名合資格參與者授出的股份數目(包括已行使及未行使購股權)，不得超過本公司在任一個12個月期間的已發行股份的1%。任何向董事、本公司高級行政人員或主要股東(定義見上市規則)或其任何各自的聯繫人(定義見上市規則)授予的購股權須獲獨立非執行董事的批准。除非本公司股東在股東大會上另行批准及/或上市規則另有規定，否則根據購股權計劃及任何其他本公司購股權計劃可授予主要股東或任何獨立非執行董事或其各自的聯繫人的股份數目(包括已行使及未行使購股權)，不得超過任何一個12個月期間已發行股份的0.1%或合共價值超過5百萬港元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

33. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Continued)

(a) Share option scheme (Continued)

There is no minimum period for which an option must be held before it can be exercised, and the period during which an option may be exercised will be determined by the Board in its absolute discretion, however, no options shall be exercised 10 years after they have been granted. The subscription price of a share in respect of a particular option shall be not less than the highest of (a) the official closing price of the shares on the daily quotation sheet of the Stock Exchange; (b) the average official closing price of the shares on the daily quotation sheet of the Stock Exchange for the five business days immediately preceding the date of grant; and (c) the nominal value of a share. The Share Option Scheme shall take effect from the date it is adopted and shall remain effective within a period of 10 years from that date.

From the date that the Share Option Scheme became effective and unconditional and up to the date of this annual report, no share options were granted under the Share Option Scheme.

As at the date of this annual report, the total number of ordinary shares available for issue under the Share Option Scheme is 92,137,051 (2022: 92,137,051), representing 10% of the issued shares of the Company.

33. 購股權計劃及股份獎勵計劃(續)

(a) 購股權計劃(續)

概無訂有購股權在行使前必須持有的最短期限，而購股權可行使的期間將由董事會全權酌情決定，然而，購股權於授出10年後便不得行使。有關特定購股權的股份認購價不得低於下列最高者：(a)於聯交所每日報價表所報的官方股份收市價；(b)緊接授出日期前五個營業日聯交所每日報價表所報的官方股份平均收市價；及(c)股份面值。購股權計劃將自其獲採納日期起生效並將自該日起10年期間內一直有效。

自購股權計劃生效及成為無條件起直至本年報日期，概無根據購股權計劃授出購股權。

於本年報日期，購股權計劃項下可供發行的普通股份總數為92,137,051股（二零二二年：92,137,051股），佔本公司已發行股份的10%。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

33. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Continued)

(b) Share award scheme

The Company, pursuant to a resolution passed on 14 December 2020, adopted a share award scheme (the "Share Award Scheme") for the purpose of (i) to align interests of eligible persons, being the employees, directors, officers, consultants or advisors of any member of the Group, with those of the Group through ownership of ordinary shares of the Company (the "Shares"), dividends and other distribution paid on Shares and/or increase in value of the Shares; and (ii) to encourage and retain eligible persons to make contributions to the long-term growth and profits of the Group.

The aggregate number of shares to be made pursuant to the Share Award Scheme (the "Award Shares") will not exceed 20% of the total number of issued shares capital as at the adoption date of the Share Award Scheme (i.e. of 20% of 741,200,400 Shares). The aggregate number of Award Shares which may be awarded to a selected person under the Share Award Scheme shall not exceed 2% of the total number of issued Shares as at the adoption date of the Share Award Scheme.

Subject to any early termination as may be determined by the board of directors, the Share Award Scheme shall be valid and effective for a term of 10 years commencing from the adoption date.

The Award Shares, once issued, will rank equal to all other issued Shares at that time and are not subject to any vesting condition. The selected persons will therefore have the right to receive dividends, dispose of and/or exercise the rights of the Award Shares as per his/her own wishes once the Award Shares were issued.

33. 購股權計劃及股份獎勵計劃(續)

(b) 股份獎勵計劃

本公司根據二零二零年十二月十四日通過的決議案，已採納股份獎勵計劃（「股份獎勵計劃」），目的是(i)透過本公司普通股（「股份」）擁有權、股息及有關股份之其他已付分派及／或股份增值，令合資格人士（即本集團任何成員的僱員、董事、高級人員、顧問或諮詢人）之利益與本集團利益一致；及(ii)鼓勵及挽留合資格人士協力對本集團作出貢獻，並促進本集團之長遠增長及溢利。

根據股份獎勵計劃授出之所有股份（「獎勵股份」）數目合共不得超過採納股份獎勵計劃書當日已發行股份總數之20%，（即741,200,400股股份的20%）。根據股份獎勵計劃授予一名選定人士之獎勵股份總數不得超過於採納日期已發行股份總數之2%。

除非董事會決定提前終止，否則股份獎勵計劃將自採納日期起計十年期間有效。

獎勵股份一經發行，將與當時所有其他已發行股份具有相同地位，亦不受任何歸屬條件所限。選定人士將因此有權於獎勵股份發行後，按彼等的意願，收取股息、出售及／或行使獎勵股份的相關權利。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

33. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Continued)

(b) Share award scheme (Continued)

On 10 May 2021, a total of 66,618,016 Award Shares were issued to 13 eligible persons (the "2021 Selected Persons"), in which, as to (i) 36,970,000 Award Shares were issued on 10 May 2021 to the Company's employees pursuant to the general mandate; and (ii) the remaining 29,648,016 Award shares were issued to certain directors pursuant to the general mandate and as further approved in the Extraordinary General Meeting on 31 May 2021 and issued on 7 June 2021. The 66,618,016 Award Shares represented approximately 8.50% of the total number of issued Shares and approximately 7.83% of the total number of Shares in issue as enlarged by the issue and allotment of the Award Shares. The 2021 Selected Persons are (i) senior and middle management of the Group; (ii) staffs who served the Group for a long period of time and (iii) connected persons.

31 December 2023 and 2022

No Award Share was granted during both years.

As at 31 December 2023, the Company had 39,072,064 (2022: 39,072,064) Award Shares available for awarding to eligible persons under the Share Award Scheme, which represented approximately 4.24% (2022: 4.24%) of the issued shares as at the end of respective reporting dates.

33. 購股權計劃及股份獎勵計劃(續)

(b) 股份獎勵計劃(續)

於二零二一年五月十日，已向13名合資格人士（「2021選定人士」）授予合共66,618,016股獎勵股份，其中(i) 36,970,000股獎勵股份根據二零二一年五月十日一般授權而發行予本公司員工；及(ii)餘下的29,648,016股獎勵股份根據二零二一年五月三十一日舉行的股東特別大會批准的特別授權，於二零二一年六月七日向本公司若干董事發行。66,618,016股獎勵股份相當於已發行股份總數約8.50%及經發行及配發獎勵股份擴大後之已發行股份總數約7.83%。2021選定人士包括(i)本集團的高級及中層管理人員；(ii)長期為本集團服務的員工及(iii)關連人士。

二零二三年及二零二二年十二月三十一日

兩個年度內並無授出獎勵股份。

於二零二三年十二月三十一日，本公司有39,072,064（二零二二年：39,072,064）股獎勵股份可根據股份獎勵計劃授予合資格人士，佔於有關報告日期結束時已發行股份約4.24%（二零二二年：4.24%）。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. OPERATING LEASE ARRANGEMENTS

The Group leases, as lessor, certain of the Group's investment properties, (note 15) in the PRC were leased out under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits. Rental income recognised by the Group during the year was RMB2,057,000 (2022: RMB1,499,000). Details of rental income are set out in note 6 to the consolidated financial statements.

At 31 December 2023, the undiscounted lease rental receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

34. 經營租賃安排

本集團(作為出租人)根據經營租賃安排出租其位於中國的若干投資物業(附註15)。租約條款一般要求租戶繳納保證金。本集團於年內確認之租金收入為人民幣2,057,000元(二零二二年:人民幣1,499,000元)，租金收入詳情載於財務報表附註6。

於二零二三年十二月三十一日，本集團根據與租戶訂立的不可撤銷經營租約於未來期間應收的未折現租金如下：

| | | 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 one year | 一年內 | 1,635 | 1,620 |
| After one year but within two years | 一年後但兩年內 | 1,268 | 1,281 |
| After two years but within three years | 兩年後但三年內 | 845 | 1,280 |
| | | 3,748 | 4,181 |

35. CAPITAL COMMITMENTS

Capital expenditure in respect of the acquisition of other financial assets contracted for but not provided in the consolidated financial statements (note 18)

綜合財務報表中就收購其他金融資產已約定但未計提之資本性支出(附註18)

35. 資本承擔

| 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 |
|-----------------------------------|-----------------------------------|
| - | 6,250 |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

36. RECONCILIATION OF LOSS BEFORE TAX TO CASH GENERATED FROM OPERATIONS

36. 除稅前虧損與經營業務所得現金的對賬

| | | | 2023 二零二三年 RMB'000 人民幣千元 | 2022 二零二二年 RMB'000 人民幣千元 |
|---|---------------------|------|-----------------------------------|-----------------------------------|
| Loss before tax: | 除稅前虧損： | | (1,898) | (7,143) |
| Adjustments for: | 就以下各項作出調整： | | | |
| Interest expense on bank borrowings and debentures | 銀行借款及債券利息開支 | 8 | 1,331 | 960 |
| Interest expense on lease liabilities | 租賃負債的利息開支 | 8 | 28 | 53 |
| Depreciation on property, plant and equipment | 物業、廠房及設備的折舊 | 9(b) | 29,754 | 31,937 |
| Depreciation on land use right included within right-of-use assets | 包括在使用權資產的土地使用權之折舊 | 9(b) | 1,505 | 1,807 |
| Depreciation on leased properties included within right-of-use assets | 包括在使用權資產的租賃物業之折舊 | 9(b) | 61 | 112 |
| Depreciation of investment properties | 投資物業的折舊 | 9(b) | 1,714 | 1,526 |
| Fair value loss/(gain) on derivative financial instruments, net | 衍生金融工具公平值淨虧損／(收益) | 7 | 8,932 | (430) |
| Fair value (gain)/loss on other financial assets | 其他金融資產的公平值(收益)／虧損 | 7 | (548) | 470 |
| Interest income | 利息收入 | 6 | (16,194) | (7,817) |
| Dividend income | 股息收入 | 6 | (727) | (177) |
| Loss/(gain) on disposal of property, plant and equipment | 出售物業、廠房及設備虧損／(收益) | 7 | 30 | (568) |
| Gain on disposal of a subsidiary | 出售一間附屬公司之收益 | 7 | (838) | - |
| Written off of other payables | 其他應付款項撇賬 | | - | (4,910) |
| Written off of other receivables | 其他應收款項撇賬 | | - | 1,315 |
| Bad debts written off | 壞賬撇賬 | | - | 2,863 |
| Provision for/(reversal of) expected credit losses on trade receivables | 貿易應收款項預期信貸虧損撥備／(回撥) | | 1,174 | (5,752) |
| Exchange difference | 匯兌差異 | | - | 4,605 |
| Operating cashflow before movements in working capital | 營運資金變動前的營運現金流量 | | 24,324 | 18,851 |
| (Increase)/decrease in inventories | 存貨(增加)／減少 | | (26,066) | 43,673 |
| Decrease in trade and other receivables | 貿易及其他應收款項減少 | | 18,686 | 115,659 |
| Increase in amount due from a related company | 應收關聯公司款項增加 | | - | (12) |
| Increase in trade and other payables | 貿易及其他應付款項增加 | | 13,408 | 22,756 |
| (Decrease)/increase in contract liabilities | 合約負債(減少)／增加 | | (5,918) | 4,122 |
| Cash generated from operations | 經營業務所得現金 | | 24,434 | 205,049 |

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

37. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in Group's liabilities arising from financing activities.

37. 融資活動所產生負債的對賬

下表詳述本集團融資活動產生的負債之變化。

| | | Interest-bearing bank borrowings, secured 計息銀行借款，有抵押 RMB'000 人民幣千元 (note 27) (附註27) | Debentures 債券 RMB'000 人民幣千元 (note 30) (附註30) | Lease liabilities 租賃負債 RMB'000 人民幣千元 (note 29) (附註29) | Amount due to a director 應付董事款項 RMB'000 人民幣千元 (note 31) (附註31) | Total 總計 RMB'000 人民幣千元 |
|---|--------------------------------|--|---|--|---|---------------------------------|
| At 1 January 2022 | 於二零二二年一月一日 | 54,000 | 4,376 | 51 | 11 | 58,438 |
| Cash flow: | 現金流量： | | | | | |
| - Repayment of lease liabilities | - 償還租賃負債 | - | - | (158) | - | (158) |
| - Interest paid | - 已付利息 | (865) | - | - | - | (865) |
| - Obtained new bank borrowings | - 取得新銀行借款 | 53,950 | - | - | - | 53,950 |
| - Repayment of bank borrowings | - 償還銀行借款 | (54,000) | - | - | - | (54,000) |
| - Advance from a director | - 來自董事的預支 | - | - | - | 4,936 | 4,936 |
| Non-cash flows: | 非現金流量： | | | | | |
| - New lease | - 新租賃 | - | - | 117 | - | 117 |
| - Interest expenses | - 利息開支 | 865 | 95 | 53 | - | 1,013 |
| - Settlement by share subscription | - 以股份認購方式結算 | - | (4,793) | - | - | (4,793) |
| - Effects of foreign exchange | - 匯兌影響 | - | 322 | 6 | (164) | 164 |
| At 31 December 2022 and 1 January 2023 | 於二零二二年十二月三十一日及二零二三年一月一日 | 53,950 | - | 69 | 4,783 | 58,802 |
| Cash flow: | 現金流量： | | | | | |
| - Repayment of lease liabilities | - 償還租賃負債 | - | - | (97) | - | (97) |
| - Interest paid | - 已付利息 | (1,331) | - | - | - | (1,331) |
| - Obtained new bank borrowings | - 取得新銀行借款 | 86,900 | - | - | - | 86,900 |
| - Repayment of bank borrowings | - 償還銀行借款 | (53,590) | - | - | - | (53,590) |
| - Advance from a director | - 來自董事的預支 | - | - | - | 5,692 | 5,692 |
| Non-cash flows: | 非現金流量： | | | | | |
| - Interest expenses | - 利息開支 | 1,331 | - | 28 | - | 1,359 |
| - Effects of foreign exchange | - 匯兌影響 | - | - | - | 97 | 97 |
| At 31 December 2023 | 於二零二三年十二月三十一日 | 86,900 | - | - | 10,572 | 97,472 |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

38. MAJOR NON-CASH TRANSACTIONS

31 December 2023

The addition of property, plant and equipment was amounted to RMB1,633,000, of which RMB220,000 was settled via the deposit paid as at 31 December 2022. Details are set out in Note 16.

31 December 2022

On 22 August 2022, the Group has settled all the outstanding debentures and related interest expenses via issuance of 71,002,096 Shares. Details are set out in note 30.

39. MATERIAL RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 11 and certain of the highest paid employees as disclosed in note 12, 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 |
|--|--------------------|-----------------------------------|-----------------------------------|
| Short-term employee benefits | 短期僱員福利 | 2,395 | 2,344 |
| Equity-settled share award scheme expenses | 以股權結算的股份獎勵計劃 開支 | - | - |
| Retirement scheme contributions | 退休計劃供款 | 3 | 4 |
| | | 2,398 | 2,348 |

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

38. 主要非現金交易

二零二三年十二月三十一日

添置物業、廠房及設備人民幣1,633,000元，其中人民幣220,000元透過二零二二年十二月三十一日支付的按金結算。詳情載於附註16。

二零二二年十二月三十一日

於二零二二年八月二十二日，本集團已通過發行71,002,096股股份清償所有未償還債券及相關利息費用。詳情載於附註30。

39. 重大關聯方交易及餘額

主要管理層人員薪酬

本集團主要管理層人員薪酬（包括附註11及附註12分別披露的已付本公司董事及若干最高薪僱員的款項）如下：

董事及主要行政人員的薪酬由薪酬委員會參考個人表現及市場趨勢釐定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

40. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes the borrowings, lease liabilities and amount due to a director disclosed in notes 27, 29 and 31, respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, share premium, retained profits and other reserves.

40. 資本風險管理

本集團管理其資本以確保本集團的實體將可繼續持續經營，同時亦透過優化債務與權益的平衡而為股東爭取最高回報。本集團的整體策略與去年並無改變。

本集團的資本架構包括淨債務，當中包括分別於附註27、29及31披露之借款、租賃負債及應付董事款項，減去現金及現金等價物以及本公司擁有人應佔權益（包括已發行股本、股份溢價、保留溢利及其他儲備）。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外,以人民幣列示)

41. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

41. 金融工具

(a) 金融工具類別

| | | 2023 | 2022 |
|---|---------------------------|----------------|---------|
| | | 二零二三年 | 二零二二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Financial assets | 金融資產 | | |
| Amortised costs: | 攤銷成本: | | |
| Trade and other receivables | 貿易及其他應收款項 | 63,034 | 66,263 |
| Amount due from a related company | 應收關聯公司款項 | 69 | 69 |
| Time deposits | 定期存款 | 320,979 | 208,332 |
| Pledged deposits | 已抵押存款 | 77,051 | 53,578 |
| Cash and cash equivalents | 現金及現金等價物 | 32,499 | 113,765 |
| Financial assets at fair value through other comprehensive income: | 按公平值計入其他全面收益之金融資產: | | |
| Equity investments | 股本投資 | 3,378 | 1,445 |
| Financial assets at fair value through profit or loss: | 按公平值計入損益的金融資產: | | |
| Derivative financial instruments | 衍生金融工具 | 771 | 42 |
| Other financial assets | 其他金融資產 | 15,055 | 20,122 |
| Financial liabilities | 金融負債 | | |
| Amortised costs: | 攤銷成本: | | |
| Trade and other payables | 貿易及其他應付款項 | 47,475 | 35,133 |
| Amount due to a director | 應付董事款項 | 10,572 | 4,783 |
| Interest-bearing bank borrowings, secured | 計息銀行借款, 有抵押 | 86,900 | 53,950 |
| Financial liabilities at fair value through profit or loss: | 按公平值計入損益的金融負債: | | |
| Derivative financial instruments | 衍生金融工具 | 22 | 18 |

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, amount due from a related company, time deposits, pledged deposits, cash and cash equivalents, equity investments at fair value through other comprehensive income, derivative financial instruments at fair value through profit or loss, other financial assets at fair value through profit or loss, trade and other payables, amount due to a director and borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk, liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Market risk

(a) Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group.

The Group's credit risk exposures are primarily attributable to trade and other receivables, amount due from a related party, time deposits, pledged deposits and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risk associated with its financial assets. Management has a credit policy in place and the exposure to these credit risks is monitored on an ongoing basis.

41. 金融工具(續)

(b) 金融風險管理目標及政策

本集團的主要金融工具包括貿易及其他應收款項、應收關聯公司款項、定期存款項、已抵押存款、現金及現金等價物、按公平值計入其他全面收益的股本投資、按公平值計入損益的衍生金融工具、按公平值計入損益的其他金融資產、貿易及其他應付款項、應付董事款項及借款。該等金融工具詳情於相應附註披露。與該等金融工具有關的風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險。下文載列如何降低該等風險的政策。管理層管理及監察該等風險，以確保及時和有效地採取適當措施。

市場風險

(a) 信貸風險及減值評估

信貸風險指因本集團之交易對手未能履行合約責任而令本集團蒙受財務損失的風險。

本集團的信貸風險主要歸因於貿易及其他應收款項、應收關聯方款項、定期存款、已抵押存款及銀行結餘。本集團並無持有任何抵押品或其他增信產品以對沖與其金融資產相關的信貸風險。管理層制定了信貸政策，並持續監控這些信貸風險的敞口。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

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

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

Time deposits/Pledged deposits/bank balances

Credit risk on time deposits, pledged deposits and bank balances is limited because the counterparties are reputable banks with high credit ratings assigned by international credit agencies. The Group assessed 12m ECL for time deposits, pledged deposits and bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on time deposits, pledged deposits and bank balances is considered to be insignificant and therefore no loss allowance was recognised.

Other receivables and deposits

For other receivables and deposits, the management makes periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The management believes that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the years ended 31 December 2023 and 2022, the Group assessed the ECL for deposits are insignificant and thus no loss allowance is recognised. In respect of other receivables, impairment loss amounted to RMB1,248,000 was made for the years ended 31 December 2023 and 2022.

41. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

定期存款/已抵押存款/銀行結餘

定期存款、已抵押存款和銀行結餘的信貸風險有限，因為交易對手是國際信貸機構授予的高信貸評級的信譽良好的銀行。本集團參考外部信貸評級機構公佈的相應信貸評級等級的違約概率和違約損失率信息，對定期存款、已抵押存款和銀行結餘評估了12個月預期信貸虧損。根據平均損失率，定期存款、已抵押存款和銀行結餘的12個月預期信貸虧損被認為是微不足道的，因此沒有確認損失準備。

其他應收款及按金

對於其他應收款和按金，管理層根據歷史結算記錄、過往經驗以及合理且支持前瞻性信息的定量和定性信息，對其他應收款和按金的可收回性進行定期單獨評估。管理層認為這些金額自初始確認後信貸風險沒有顯著增加，本集團根據12個月預期信貸虧損計提了減值準備。截至二零二三年及二零二二年十二月三十一日止年度，本集團評估按金預期信貸虧損不重大，因此不確認損失準備。就其他應收款項而言，截至二零二三年及二零二二年十二月三十一日止年度已計提減值虧損人民幣1,248,000元。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

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

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

Amount due from a related party

The Group assessed the loss allowance for amount due from a related party on 12-month ECL basis. In determining the ECL, the Group has taken into account the historical default experience and forward-looking information as appropriate. There had been no significant increase in credit risk since initial recognition. The Group has considered the consistently low historical default rate in connection with payments. For the years ended 31 December 2023 and 2022, ECL for amount due from a related party, amounted to RMB2,000 was made.

Trade receivables

In respect of trade receivables, the Group usually requires upfront payment for sales of goods to new customers. For export sales, the Group generally requests settlement by letters of credit issued by financial institutions or by wire transfer for certain customers with good trading history. Individual credit evaluations are performed on all new customers requiring credit over a certain amount and are also performed on existing customers on a periodic basis. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and may take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. The Group offers 90 days of credit to export sales customers with good trading history and offers 180 days of credit to the existing domestic sales customers. Generally, debtors with significant overdue balances are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

41. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

應收關聯方款項

本集團按12個月預期信貸虧損基準評估應收關聯方款項的損失準備。於釐定預期信貸虧損時，本集團已適當考慮歷史違約經驗及前瞻性資料。自初始確認後信貸風險未顯著增加。本集團已考慮與付款有關的一貫低歷史違約率。截至二零二三年及二零二二年十二月三十一日止年度，已就應收關聯方款項計提預期信貸虧損人民幣2,000元。

貿易應收款項

就貿易應收款項而言，本集團通常要求新客戶就銷售貨物支付預付款。就出口銷售而言，本集團通常要求以金融機構開具的信貸證或電匯(就若干經營歷史良好的客戶而言)結算。本集團對所有要求若干信貸額度的新客戶均會進行個別信貸評估，亦定期對現有客戶進行個別信貸評估。此等評估專注於客戶過往的到期支付記錄以及當前的支付能力，或會考慮客戶特定資料以及客戶經營所在地的經濟環境。本集團向具良好貿易記錄的出口銷售客戶授出90日的信貸期及對現有國內銷售客戶授出180日的信貸期。一般而言，結餘嚴重逾期者，須首先結清應收款項的所有未償還結餘，才會獲授進一步的信貸。一般而言，本集團並無自客戶取得抵押品。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

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

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

Trade receivables (Continued)

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At 31 December 2023, 40.9% (2022: 26.0%), of the total trade receivables was due from the Group's largest trade receivable balance and 76.6% (2022: 68.7%), was due from the five largest trade receivable balances.

The Group applies the simplified and general approach to provide for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for trade receivables.

41. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

貿易應收款項(續)

本集團所面對的信貸風險，主要受各客戶的個別特徵所影響，而並非來自客戶所經營的行業或所在的國家，因此當本集團面對個別客戶的重大風險時，將產生高度集中的信貸風險。於二零二三年十二月三十一日，貿易應收款項總額中有40.9%（二零二二年：26.0%）為應收本集團最大客戶的應收款項，而76.6%（二零二二年：68.7%）則為應收五大客戶的應收款項。

本集團應用簡化及一般方法就國際財務報告準則第9號所規定的預期信貸虧損計提撥備，其允許使用貿易應收款項的全期預期虧損撥備。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

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

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables, other receivables and amount due from a related company:

(a)(i) Trade receivables

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade receivables which are assessed on a collective basis by using provision matrix within lifetime ECL (not credit-impaired). Debtors with significant increase in credit risk with gross carrying amounts of RMB756,000 as at 31 December 2022 were assessed individually.

41. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

下表載列有關本集團的貿易應收款項、其他應收款項及應收一間關聯公司款項的信貸風險及預期信貸虧損之資料：

(a)(i) 貿易應收款項

作為本集團信貸風險管理的一部分，本集團使用債務人賬齡來評估其客戶的減值，因為這些客戶包括大量具有共同風險特徵的小客戶，這些特徵代表了客戶根據合同條款支付所有到期款項的能力。下表提供有關貿易應收款項信貸風險敞口的信息，這些應收款項是在整個存續期預期信貸虧損（未發生信貸減值）內使用撥備矩陣集體評估的。對二零二二年十二月三十一日賬面總額為人民幣756,000元的信貸風險顯著增加的債務人進行單獨評估。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

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

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

(a)(i) Trade receivables (Continued)

41. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

(a)(i) 貿易應收款項(續)

As at 31 December 2023

於二零二三年十二月三十一日

| | | Expected loss rate (%) | Gross carrying amount | Loss allowance |
|--|---------------------------|-----------------------------------|--------------------------------------|---------------------------|
| | | 預期虧損率 (%) | 賬面值總額 | 虧損撥備 |
| | | | RMB'000 | RMB'000 |
| | | | 人民幣千元 | 人民幣千元 |
| Trade receivables (not credit impaired) | 貿易應收款項 (非信貸減值) | | | |
| Current | 即期 | 1.69% | 26,182 | (442) |
| Less than 1 month past due | 逾期少於1個月 | 2.99% | 6,144 | (184) |
| 1 to 3 months past due | 逾期1至3個月 | 8.06% | 1,079 | (87) |
| More than 3 months but less than 12 months past due | 逾期3個月以上 但少於12個月 | 42.99% | 28,178 | (12,115) |
| More than 12 months past due | 逾期12個月以上 | 88.96% | 598 | (532) |
| | | | 62,181 | (13,360) |

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

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

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

(a)(i) Trade receivables (Continued)

41. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

(a)(i) 貿易應收款項(續)

As at 31 December 2022

於二零二二年十二月三十一日

| | | Expected loss rate (%) 預期虧損率 (%) | Gross carrying amount 賬面值總額 RMB'000 人民幣千元 | Loss allowance 虧損撥備 RMB'000 人民幣千元 |
|---|---------------------------|--|--|---|
| Trade receivables (not credit impaired) | 貿易應收款項 (非信貸減值) | | | |
| Current | 即期 | 1.88% | 32,025 | (601) |
| Less than 1 month past due | 逾期少於1個月 | 23.14% | 20,966 | (4,852) |
| 1 to 3 months past due | 逾期1至3個月 | 20.18% | 848 | (172) |
| More than 3 months but less than 12 months past due | 逾期3個月以上 但少於12個月 | 54.44% | 9,361 | (5,096) |
| More than 12 months past due | 逾期12個月以上 | 100% | 709 | (709) |
| | | | 63,909 | (11,430) |
| Trade receivables with significant increase in credit risk | 信貸風險顯著增加的 貿易應收款項 | - | 756 | (756) |
| | | | 64,665 | (12,186) |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外,以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

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

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

(a)(ii) Other receivables and amount due from a related company

41. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

(a)(ii) 其他應收款項及應收一間關聯公司款項

As at 31 December 2023

於二零二三年十二月三十一日

| | | Gross | | |
|--|------------------------|---------------------------|--------------------|-------------------|
| | | Expected loss rate (%) | carrying amount | Loss allowance |
| | | 預期虧損率 (%) | 賬面值總額 | 虧損撥備 |
| | | | RMB'000 | RMB'000 |
| | | | 人民幣千元 | 人民幣千元 |
| Other receivables | 其他應收款項 | | | |
| 12m ECL | 12個月預期信貸虧損 | 23.29% | 5,358 | (1,248) |
| Amount due from a related company | 應收一間關聯公司 款項 | | | |
| 12m ECL | 12個月預期信貸虧損 | 2.82% | 71 | (2) |

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

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

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

(a)(ii) Other receivables and amount due from a related company (Continued)

41. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

(a)(ii) 其他應收款項及應收一間關聯公司款項(續)

As at 31 December 2022

於二零二二年十二月三十一日

| | | Expected loss rate (%) 預期虧損率 (%) | Gross carrying amount 賬面值總額 RMB'000 人民幣千元 | Loss allowance 虧損撥備 RMB'000 人民幣千元 |
|--|------------------------|--|--|---|
| Other receivables | 其他應收款項 | | | |
| 12m ECL | 12個月預期信貸虧損 | 12.38% | 10,079 | (1,248) |
| Amount due from a related company | 應收一間關聯公司 款項 | | | |
| 12m ECL | 12個月預期信貸虧損 | 2.82% | 71 | (2) |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

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

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

Expected loss rates are based on historical debts recovery rates over the past 3 years. The 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.

In measuring the expected credit losses, the trade receivables have been assessed on a collective basis as they possess shared credit risk characteristics. They have been grouped based on the days past due.

Trade receivables are written off (i.e. derecognised) when there is no reasonable expectation of recovery. Failure to make payments within 180 days from the invoice date and failure to engage with the Group on alternative payment arrangement amongst other are considered indicators of no reasonable expectation of recovery.

Receivables that were neither past due nor impaired related to a wide range of customers for whom there was no recent history of default.

Debt financial assets other than trade receivables determine the ECL based on the 12-months ECLs. The expected loss rates are simply based on the historical debts recovery rate and adjusted by forward looking factors including future economy conditions.

41. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

預期虧損率基於過去三年中的歷史債務回收率。該回收率經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預期壽命的經濟狀況的看法。

於計量預期信貸虧損時，貿易應收款項因具有共同信貸風險特徵而已按綜合基準進行評估，並已按逾期天數進行分類。

貿易應收款項於無法合理預期可收回時予以撇銷（即取消確認）。未能自發票日期起180日內付款及未向本集團承諾以替代付款安排付款即被視為無法合理預期收回款項的指標。

既無逾期亦無減值的應收款項涉及近期並無違約記錄的大量客戶。

除貿易應收款項以外的債務金融資產根據12個月的預期信貸虧損確定預期信貸虧損。預期損失率僅基於歷史債務回收率，並通過包括未來經濟狀況在內的前瞻性因素進行調整。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

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

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

The maximum exposure to credit risk 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 it to credit risk.

The following tables show reconciliation of loss allowances that has been recognised for trade receivables/other receivables/amount due from a related party.

41. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

最高信貸風險指綜合財務狀況表內扣除任何減值撥備後的各項金融資產的賬面值。本集團並未就其面臨的信貸風險提供任何擔保。

就貿易應收款項/其他應收款項/應收關聯方款項確認的虧損撥備對賬如下表所示。

| | | Lifetime ECL (not credit impaired) 全期預期 信貸虧損 (非信貸減值) | 12m ECL 12個月預期信貸虧損 | | |
|--|----------------------|---|--|--|---------------------------------|
| | | Trade receivables 貿易應收款項 RMB'000 人民幣千元 | Due from a related company 應收關聯公司 RMB'000 人民幣千元 | Other receivables 其他應收款項 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 | 17,938 | 2 | 1,248 | 19,188 |
| Reversal of impairment losses during the year, net | 年內減值虧損之回撥，淨額 | (5,752) | - | - | (5,752) |
| At 31 December 2022 | 於二零二二年十二月三十一日 | 12,186 | 2 | 1,248 | 13,436 |
| Provision for impairment losses during the year, net | 年內減值虧損撥備，淨額 | 1,174 | - | - | 1,174 |
| At 31 December 2023 | 於二零二三年十二月三十一日 | 13,360 | 2 | 1,248 | 14,610 |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

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

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

In determining the impairment losses for trade receivables, amount due from a related company and other receivables, the Group has made individual assessment on the recoverability of trade receivables, amount due from a related company and other receivables based on historical settlement records, past experience and forward-looking information.

(b) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table details the Group's remaining contractual maturity for its financial liabilities and derivative instruments. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

41. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

在確定貿易應收款項、應收一間關聯公司款項及其他應收款項的減值虧損時，本集團根據歷史結算記錄、以往經驗和前瞻性資訊對貿易應收款項、應收一間關聯公司款項及其他應收款項的可收回性進行了單獨評估。

(b) 流動資金風險

本集團的政策為定期監察其流動資金需求，確保符合貸款契約的規定，以確保本集團維持足夠的現金儲備及從主要金融機構取得充足的承諾貸款額，進而滿足其短期及長期流動資金所需。

下表詳述本集團金融負債及衍生工具的剩餘合約期限。本表根據本集團可能被要求支付的最早日期的金融負債未折現現金流量編製。具體而言，無論銀行選擇行使其權利的可能性如何，具有按需還款條款的銀行貸款都包含在最早的時間段內。其他非衍生金融負債的到期日以約定的還款日為準。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

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

Market risk (Continued)

(b) Liquidity risk (Continued)

41. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(b) 流動資金風險(續)

| | | 2023 二零二三年 | | | | | |
|----------------------------------|-----------|--------------------------------------|----------------------------------|---|--|---|--|
| | | Weighted average interest rate | Within 1 year or on demand | More than 1 year but less than 2 years | More than 2 years but less than 5 years | Total contractual undiscounted cash flow | Carrying amount at 31 December 於十二月 三十一日的 賬面值 |
| | | 加權平均利率 % | 一年內或 按要求 RMB'000 人民幣千元 | 超過一年但 少於二年 RMB'000 人民幣千元 | 超過二年 但少於五年 RMB'000 人民幣千元 | 訂約未貼現 現金流量總額 RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| Trade and other payables | 貿易及其他應付款項 | - | 47,475 | - | - | 47,475 | 47,475 |
| Amount due to a director | 應付董事款項 | - | 10,572 | - | - | 10,572 | 10,572 |
| Interest-bearing bank borrowings | 計息銀行借款 | 2.95% | 78,662 | 10,204 | - | 88,866 | 86,900 |
| | | | 136,709 | 10,204 | - | 146,913 | 144,947 |

| | | 2022 二零二二年 | | | | | |
|----------------------------------|-----------|--------------------------------------|----------------------------------|---|--|---|--|
| | | Weighted average interest rate | Within 1 year or on demand | More than 1 year but less than 2 years | More than 2 years but less than 5 years | Total contractual undiscounted cash flow | Carrying amount at 31 December 於十二月 三十一日的 賬面值 |
| | | 加權平均利率 % | 一年內或 按要求 RMB'000 人民幣千元 | 超過一年但 少於二年 RMB'000 人民幣千元 | 超過二年 但少於五年 RMB'000 人民幣千元 | 訂約未貼現 現金流量總額 RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| Trade and other payables | 貿易及其他應付款項 | - | 35,133 | - | - | 35,133 | 35,133 |
| Amount due to a director | 應付董事款項 | - | 4,783 | - | - | 4,783 | 4,783 |
| Lease liabilities | 租賃負債 | 5% | 72 | - | - | 72 | 69 |
| Interest-bearing bank borrowings | 計息銀行借款 | 1.46% | 54,342 | - | - | 54,342 | 53,950 |
| | | | 94,330 | - | - | 94,330 | 93,935 |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

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

Market risk (Continued)

(c) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to pledged deposits (see note 24), and time deposits (see note 25), fixed-rate bank borrowings (see note 27) and lease liabilities (see note 29). The Group's interest rate profile as monitored by management is set out in (a) below.

a. Interest rate profile

The following table details the interest rate profile of the Group's total borrowings at 31 December 2023 and 2022:

| | | 2023 二零二三年 | | 2022 二零二二年 | |
|---|--------------|---|----------------------------------|---|----------------------------------|
| | | Effective interest rate 實際利率 % | Amount 金額 RMB'000 人民幣千元 | Effective interest rate 實際利率 % | Amount 金額 RMB'000 人民幣千元 |
| Fixed rate borrowings: | 定息借款： | | | | |
| Lease liabilities | 租賃負債 | - | - | 5% | 69 |
| Interest-bearing bank borrowings, secured | 計息銀行借款，有抵押 | 2.95% | 86,900 | 1.46% | 53,950 |
| Total borrowings | 借款總額 | | 86,900 | | 54,019 |

b. Sensitivity analysis

At 31 December 2023 and 2022 the Group's total borrowings are fixed rate borrowings therefore sensitivity analysis is considered not necessary.

41. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(c) 利率風險

本集團面臨有關已抵押存款(見附註24)、定期存款(見附註25)、定息銀行借款(見附註27)及租賃負債(見附註29)的公平值利率風險。管理層監測的本集團利率概況載於下文(a)。

a. 利率狀況

下表詳列於二零二三年及二零二二年十二月三十一日本集團借款總額的利率狀況：

b. 敏感度分析

於二零二三及二零二二年十二月三十一日，本集團的借款總額為固定利率借款，因此無需進行敏感度分析。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

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

Market risk (Continued)

(d) Currency risk

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in USD, AUD and NZD, currencies other than the functional currency of the entity to which they relate.

During the years presented, the Group entered into foreign currency forward contracts with major state-owned banks in the PRC mainly to acquire RMB to mitigate against currency risk on receivables, payables and cash balances denominated in USD, AUD and NZD. All of the forward exchange contracts have maturities of less than one year.

The aggregate contract sums of the foreign currency forward contracts outstanding as at 31 December 2023, denominated in foreign currency, were US\$6,000,000 (2022: US\$1,000,000) and AUD3,000,000 (2022: AUD2,000,000). At 31 December 2023, these foreign currency forward contracts with their fair values were recognised as derivative financial instruments (assets) of RMB771,000 (2022: RMB42,000) and derivative financial instruments (liabilities) of RMB22,000 (2022: RMB18,000) (note 23). The changes in fair value of the foreign currency forward contracts of approximately RMB749,000 (2022: gain of RMB24,000) were recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2023.

41. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(d) 貨幣風險

本集團面對的貨幣風險，主要為以實體功能貨幣以外與其相關的貨幣(美元、澳元及新西蘭元)計值的銷售及採購(產生應收款項、應付款項及現金結餘)而衍生的貨幣風險。

所示年度內，本集團與中國的大型國有銀行訂立外幣遠期合約買入人民幣以降低以美元、澳元及新西蘭元計值的應收款項、應付款項及現金結餘的貨幣風險。所有遠期外匯合約的到期時間均為一年以內。

於二零二三年十二月三十一日，未到期的外幣遠期合約以外幣計價的合約總額為6,000,000美元(二零二二年：1,000,000美元)及3,000,000澳元(二零二二年：2,000,000澳元)。於二零二三年十二月三十一日，該等外幣遠期合約的公平值按衍生金融工具(資產)人民幣771,000元(二零二二年：人民幣42,000元)及衍生金融工具(負債)人民幣22,000元(二零二二年：人民幣18,000元)確認(附註23)。截至二零二三年十二月三十一日止年度，外幣遠期合約的公平值變動約人民幣749,000元(二零二二年：收益人民幣24,000元)乃於綜合損益及其他全面收益表中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

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

Market risk (Continued)

(d) Currency risk (Continued)

The realised fair value loss on settlement of the foreign currency forward contracts during the year amounted to approximately RMB9,681,000 (2022: gain of RMB406,000).

(i) Exposure to currency risk

Except for the foreign currency forward contracts as mentioned above, the following table details the Group's exposure at 31 December 2023 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 Renminbi, translated using the spot rate at the end of reporting period. Differences resulting from the translation of the financial statements of the entities with functional currency other than RMB into the Group's presentation currency are excluded.

| | | 2023 二零二三年 | | |
|---|-----------------|-------------------------------|-------------------------------|---------------------------------|
| | | USD 美元 RMB'000 人民幣千元 | AUD 澳元 RMB'000 人民幣千元 | NZD 新西蘭元 RMB'000 人民幣千元 |
| Assets | 資產 | 98,787 | 227,707 | 37,223 |
| Liabilities | 負債 | (3,903) | (10,076) | - |
| Gross exposure arising from recognised assets and liabilities | 已確認資產及負債產生的風險總額 | 94,884 | 217,631 | 37,223 |

41. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(d) 貨幣風險(續)

年內外幣遠期合約結算時已變現公平值虧損約為人民幣9,681,000元(二零二二年:收益人民幣406,000元)。

(i) 貨幣風險

除了以上提及的外幣遠期合約，下表詳列本集團於二零二三年十二月三十一日因實體以功能貨幣以外的貨幣計值相對應的已確認資產或負債而產生的貨幣風險。為方便呈列，風險額以人民幣列示，使用報告期間結束時的利率換算，惟將以人民幣以外的功能貨幣列賬的實體財務報表換算成本集團的呈列貨幣產生的差額則除外。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

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

Market risk (Continued)

(d) Currency risk (Continued)

(i) Exposure to currency risk (Continued)

| | | 2022 | | |
|---|-----------------|---------|----------|---------|
| | | 二零二二年 | | |
| | | USD | AUD | NZD |
| | | 美元 | 澳元 | 新西蘭元 |
| | | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| Assets | 資產 | 81,265 | 121,217 | 30,451 |
| Liabilities | 負債 | (1,228) | (14,676) | - |
| Gross exposure arising from recognised assets and liabilities | 已確認資產及負債產生的風險總額 | 80,037 | 106,541 | 30,451 |

(ii) Sensitivity analysis

The following table details the Group's sensitivity to a 5% (2022: 5%) increase and decrease in RMB against the relevant foreign currencies. 5% (2022: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% (2022: 5%) change in foreign currency rates. The sensitivity analysis also includes intra-group balances where the denomination of the intra-group balances is in a currency other than the functional currency of the lender or the borrower. A positive number below indicates an increase in post-tax loss and other equity where RMB strengthen 5% (2022: 5%) against the relevant currency. For a 5% (2022: 5%) weakening of RMB against the relevant currency, there would be an equal and opposite impact on the loss and other comprehensive income and the amounts below would be negative.

41. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(d) 貨幣風險(續)

(i) 貨幣風險(續)

| | | 2022 | | |
|---|-----------------|---------|----------|---------|
| | | 二零二二年 | | |
| | | USD | AUD | NZD |
| | | 美元 | 澳元 | 新西蘭元 |
| | | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| Assets | 資產 | 81,265 | 121,217 | 30,451 |
| Liabilities | 負債 | (1,228) | (14,676) | - |
| Gross exposure arising from recognised assets and liabilities | 已確認資產及負債產生的風險總額 | 80,037 | 106,541 | 30,451 |

(ii) 敏感度分析

下表詳述了本集團對人民幣兌相關外幣5% (二零二二年: 5%) 增減的敏感度。5% (二零二二年: 5%) 是在向主要管理人員內部報告外匯風險時使用的敏感度，代表管理層對外匯匯率合理可能變化的評估。敏感性分析僅包括未償付的外幣計價貨幣項目，並在報告期末調整其換算以實現5% (二零二二年: 5%) 的外幣匯率變化。敏感度分析亦包括集團內結餘，而集團內結餘以貸方或借款人的功能貨幣以外的貨幣計值。以下正數表示人民幣兌相關貨幣升值5% (二零二二年: 5%) 時稅後虧損和其他權益增加。如果人民幣兌相關貨幣貶值5% (二零二二年: 5%)，將對虧損和其他綜合收益產生同等且相反的影響，以下金額將為負數。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

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

Market risk (Continued)

(d) Currency risk (Continued)

(ii) Sensitivity analysis (Continued)

41. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(d) 貨幣風險(續)

(ii) 敏感度分析(續)

| | | 2023 二零二三年 | | 2022 二零二二年 | |
|-----|------|--|--|--|--|
| | | Increase/ (Decrease) in foreign exchange rates | Decrease/ (increase) in loss after tax and increase/ (decrease) in retained profits 除稅後虧損 下降/(上升) 及保留溢利 上升/(下降) RMB'000 人民幣千元 | Increase/ (Decrease) in foreign exchange rates | Decrease/ (increase) in loss after tax and increase/ (decrease) in retained profits 除稅後虧損 下降/(上升) 及保留溢利 上升/(下降) RMB'000 人民幣千元 |
| USD | 美元 | 5% (5)% | 3,558 (3,558) | 5% (5)% | 3,001 (3,001) |
| AUD | 澳元 | 5% (5)% | 8,161 (8,161) | 5% (5)% | 3,995 (3,995) |
| NZD | 新西蘭元 | 5% (5)% | 1,396 (1,396) | 5% (5)% | 1,142 (1,142) |

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

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

Market risk (Continued)

(e) Commodity price risk

- (i) The major raw materials used in the production of the Group's products include fir and pinewood. The Group is exposed to fluctuations in the prices of these raw materials which are influenced by the global market as well as regional supply and demand conditions. Fluctuations in the prices of raw materials could adversely affect the Group's financial performance. The Group historically has not entered into any commodity derivative instruments to hedge the potential commodity price changes. The Group monitors its commodity price risk by widening its supply base and performs bulk purchase when the price of raw materials is low.
- (ii) The Group invested in commodity during the year and is exposed to fluctuations in the prices of commodity which are influenced by the gold market. Prices of gold are affected by a wide range of global and domestic political and economic factors which are beyond the control of the Group. A decrease in such prices could adversely affect the Group's financial performance. The Group will keep monitor to its commodity investment.

41. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(e) 商品價格風險

- (i) 用於生產本集團產品所用主要原材料包括杉木及松木。本集團面臨該等原材料價格波動的風險，而該等原材料的價格受全球市場及區域性供求狀況的影響。原材料價格的波動可能對本集團的財務表現產生不利影響。本集團不曾訂立任何商品衍生工具對沖潛在商品價格變動。本集團透過拓寬供應基礎及在原材料價格較低時進行批量採購的方式監管商品價格風險。
- (ii) 本集團於年內投資於商品，並受到被黃金市場影響的商品價格波動影響。黃金價格受全球及國內政治及經濟因素影響，本集團無法控制。該等價格下跌可能對本集團的財務表現造成不利影響。本集團將持續監控商品投資。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurement of financial instruments

Some of the Group's financial instruments are measured at fair value for financial reporting purposes. In estimating the fair value, the Group uses market-observable data to the extent it is available. For instruments with significant unobservable inputs under Level 3, the Group engages third party qualified valuers to perform the valuation. The management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

(i) Financial instruments 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 IFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available

41. 金融工具(續)

(c) 金融工具之公平值計量

出於財務報告的目的，本集團的部分金融工具按公平值計量。在估計公平值時，本集團在可獲得的範圍內使用市場可觀察數據。對於具有第三級下重大不可觀察輸入值的工具，本集團聘請第三方合資格估值師進行估值。管理層與合資格外部估值師緊密合作，以建立適當的估值技術和模型的輸入數據。

(i) 按公平值計量的金融工具

公平值等級制度

下表呈列本集團金融工具於報告期間結束時按經常性基準計量的公平值，並分類為國際財務報告準則第13號：公平值計量定義的三級公平值架構。將公平值計量分類的等級乃經參考如下估值方法所用輸入數據的可觀察性及重要性後釐定：

- 第一級估值：僅使用第一級輸入數據（即於計量日同類資產或負債於活躍市場之未經調整報價）計量的公平值
- 第二級估值：使用第二級輸入數據（即未能達到第一級的可觀察輸入數據）且並未使用重大不可觀察輸入數據計量的公平值。不可觀察輸入數據為無市場數據的輸入數據

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurement of financial instruments (Continued)

(i) Financial instruments measured at fair value (Continued)

Fair value hierarchy (Continued)

- Level 3 valuations: Fair value measured using significant unobservable inputs

41. 金融工具(續)

(c) 金融工具之公平值計量(續)

(i) 按公平值計量的金融工具(續)

公平值等級制度(續)

- 第三級估值：採用重大不可觀察輸入數據計量的公平值

| | | 31 December 2023 二零二三年十二月三十一日 | | | |
|---|-------------------|----------------------------------|------------------|------------------|------------------|
| | | Level 1 第一級 | Level 2 第二級 | Level 3 第三級 | 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 |
| Financial assets at fair value through profit or loss | 按公平值計入損益之金融資產 | | | | |
| - Derivative financial instruments (note 23) | - 衍生金融工具(附註23) | - | 771 | - | 771 |
| - Other financial assets (note 17) | - 其他金融資產(附註17) | - | 15,055 | - | 15,055 |
| Financial assets at fair value through other comprehensive income | 按公平值計入其他全面收益的金融資產 | | | | |
| - Unlisted equity investments (note 17) | - 非上市股本投資(附註17) | - | - | 3,378 | 3,378 |
| | | - | 15,826 | 3,378 | 19,204 |
| Financial liabilities at fair value through profit or loss | 按公平值計入損益之金融負債 | | | | |
| - Derivative financial instruments (note 23) | - 衍生金融工具(附註23) | - | 22 | - | 22 |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註 (續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurement of financial instruments (Continued)

(i) Financial instruments measured at fair value (Continued)

Fair value hierarchy (Continued)

| | | 31 December 2022 二零二二年十二月三十一日 | | | |
|---|-------------------|----------------------------------|---------|---------|---------|
| | | Level 1 | Level 2 | Level 3 | Total |
| | | 第一級 | 第二級 | 第三級 | 總計 |
| | | 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 |
| Financial assets at fair value through profit or loss | 按公平值計入損益之金融資產 | | | | |
| - Derivative financial instruments (note 23) | - 衍生金融工具 (附註23) | - | 42 | - | 42 |
| - Other financial assets (note 17) | - 其他金融資產 (附註17) | - | 20,122 | - | 20,122 |
| Financial assets at fair value through other comprehensive income | 按公平值計入其他全面收益的金融資產 | | | | |
| - Unlisted equity investments (note 17) | - 非上市股本投資 (附註17) | - | - | 1,445 | 1,445 |
| | | - | 20,164 | 1,445 | 21,609 |
| Financial liabilities at fair value through profit or loss | 按公平值計入損益之金融負債 | | | | |
| - Derivative financial instruments (note 23) | - 衍生金融工具 (附註23) | - | 18 | - | 18 |

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 at the end of the reporting period in which they occur.

截至二零二三年及二零二二年十二月三十一日止年度，第一級與第二級工具間並無轉移，亦無轉入第三級或自第三級轉出。本集團的政策為於公平值等級的各級在報告期間結束時發生轉移時確認有關轉移。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurement of financial instruments (Continued)

(i) Financial instruments measured at fair value (Continued)

Valuation techniques and inputs used in Level 2 fair value measurements

| Financial assets/financial liabilities 金融資產/金融負債 | Fair value as at 31 December Assets/(liabilities) 於十二月三十一日之公平值 資產/(負債) | | Fair value hierarchy 公平值等級 制度 | Valuation technique(s) and key input(s) 估值技術及主要輸入數據 |
|---|---|-----------------------------------|--|--|
| | 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 | | |
| Derivative financial instruments 衍生金融工具 | 771/(22) | 42/(18) | Level 2 第二級 | Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at a rate that reflects the credit risk of various counterparties. 貼現現金流量。未來現金流量根據遠期匯率(根據報告期末的可觀察遠期匯率)和合約遠期匯率估計，並按反映不同交易對手信貸風險的比率進行貼現。 |
| Other financial assets 其他金融資產 | | | | |
| - Investment products in PRC bank - 於中國銀行之投資產品 | 15,055 | 20,122 | Level 2 第二級 | With reference to the net assets value of such investment products as at 31 December 2023 and 2022 announced by the PRC bank. 參考中國銀行公佈的該等投資產品於二零二三年及二零二二年十二月三十一日的資產淨值。 |

41. 金融工具(續)

(c) 金融工具之公平值計量(續)

(i) 按公平值計量的金融工具(續)

第二級公平值計量使用的估值技術及輸入數據

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurement of financial instruments (Continued)

(i) Financial instruments measured at fair value (Continued)

Valuation techniques and inputs used in Level 3 fair value measurements

Unlisted equity investments

The fair value of the Group's unlisted equity securities at 31 December 2023 and 2022 has been arrived at on the basis of valuation carried out by an independent professional valuer not connected with the Group. The unlisted equity securities are categorised into level 3 of fair value measurement.

41. 金融工具(續)

(c) 金融工具之公平值計量(續)

(i) 按公平值計量的金融工具(續)

第三級公平值計量使用的估值技術及輸入數據

非上市股本投資

本集團非上市股本證券於二零二三年及二零二二年十二月三十一日的公平值乃根據與本集團並無關連的獨立專業估值師進行的估值。非上市股本證券分類為公平值計量第三級。

| Financial assets/financial liabilities 金融資產/金融負債 | Fair value as at 31 December Assets/(liabilities) 於十二月三十一日之公允值 資產/(負債) | | Fair value hierarchy 公平值等級 制度 | Valuation technique(s) and key input(s) 估值技術及主要輸入數據 | Significant unobservable input(s) 重大不可觀察輸入數據 |
|--|---|-----------------------------------|--|---|--|
| | 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 | | | |
| Financial assets at fair value through other comprehensive income 按公平值計入其他全面收益之金融資產 – Unlisted equity investment – 非上市股本投資 | 3,378 | 1,445 | Level 3 第三級 | Using the price/book ratios of comparable listed companies adjusted for lack of marketability discount. 使用可比上市公司的市淨率就 缺乏適銷性折讓進行調整。 | Discount for lack of marketability of 30% (2022: 30%). 缺乏適銷性之折讓30% (二零二二年: 30%)。 |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurement of financial instruments (Continued)

(i) Financial instruments measured at fair value (Continued)

Valuation techniques and inputs used in Level 3 fair value measurements (Continued)

Reconciliation for financial instruments carried at fair value based on significant unobservable inputs (Level 3) are as follows:

| | | Financial assets at FVTOCI | |
|---|------------------|-----------------------------------|---------|
| | | 按公平值計入其他 | |
| | | 全面收益之金融資產 | |
| | | 2023 | 2022 |
| | | 二零二三年 | 二零二二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Unlisted equity securities: | 非上市股本證券： | | |
| At 1 January | 於一月一日 | 1,445 | 2,342 |
| Purchased | 購買 | 8,750 | - |
| Total losses: | 虧損總額： | | |
| - in other comprehensive income, net of tax | - 於其他全面收益 (扣除稅項) | (6,817) | (897) |
| At 31 December | 於十二月三十一日 | 3,378 | 1,445 |

(ii) Fair value of financial assets and liabilities not carried at fair value

The carrying values of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2023 and 2022.

41. 金融工具(續)

(c) 金融工具之公平值計量(續)

(i) 按公平值計量的金融工具(續)

第三級公平值計量使用的估值技術及輸入數據(續)

基於重大不可觀察輸入數據(第三級)按公平值列賬的金融工具的對賬如下：

Financial assets at FVTOCI

按公平值計入其他

全面收益之金融資產

2023

2022

二零二三年

二零二二年

RMB'000

RMB'000

人民幣千元

人民幣千元

(ii) 未按公平值列賬的金融資產及負債的公平值

本集團按成本或攤銷成本列賬的金融工具賬面值與彼等於二零二三年及二零二二年十二月三十一日的公平值並無重大差異。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY 42. 公司主要附屬公司之資料

Details of the subsidiaries are set out below. The class of shares held is ordinary unless otherwise stated.

有關附屬公司的詳情載列如下。除另有註明外，所持有的股份類別均為普通股。

| Name of company 公司名稱 | Place of incorporation/ establishment 註冊成立/ 成立地點 | Particulars of issued and paid up/ registered capital 已發行及繳足資本/ 註冊資本的詳情 | Attributable equity interest held by the Company 本公司所持應佔股權 | | | | Principal activities and place of operation 主要業務及經營地點 |
|--|---|--|---|---------------|----------------|--|--|
| | | | Direct 直接 | | Indirect 間接 | | |
| | | | 2023 二零二三年 | 2022 二零二二年 | 2023 二零二三年 | 2022 二零二二年 | |
| Green Oceans Investment Holdings Limited | The British Virgin Islands (the "BVI") | 10 shares of USD1 each | 100% | 100% | - | - Investment holding in the BVI | |
| Green Oceans Investment Holdings Limited | 英屬處女群島 (「英屬處女群島」) | 10股每股1美元的股份 | 100% | 100% | - | - 於英屬處女群島投資控股 | |
| King Wood (Hong Kong) Holding Limited | Hong Kong | 10,000 shares of HKD1 each | - | - | 100% | 100% Sales of outdoor wooden products in Hong Kong | |
| 木村(香港)控股有限公司 | 香港 | 10,000股每股1港元的股份 | - | - | 100% | 100% 於香港銷售戶外木製品 | |
| Fujian Zhangping Kimura Forestry Products Co., Ltd. ("Zhangping Kimura") (notes (i) and (iii)) | The PRC | Registered capital of RMB660,000,000 | - | - | 100% | 100% Manufacturing and sales of outdoor wooden products in the PRC | |
| 福建省漳平木村林產有限公司 (「漳平木村」)(附註(i)及(iii)) | 中國 | 註冊資本人民幣660,000,000元 | - | - | 100% | 100% 於中國生產及銷售戶外木製品 | |
| Merry Garden (Xiamen) Household Co., Ltd. (notes (i) and (iii)) | The PRC | Registered capital of RMB5,000,000 | - | - | 100% | 100% Dormant | |
| 美麗家園(廈門)家居有限公司(附註(i)及(iii)) | 中國 | 註冊資本人民幣5,000,000元 | - | - | 100% | 100% 暫無業務 | |
| Zhangping Merry Garden Import and Export Co. Ltd. ("MG Import and Export") (notes (i) and (iii)) | The PRC | Registered capital of RMB30,000,000 | - | - | 100% | 100% Sales of outdoor wooden products in the PRC | |
| 漳平市美麗家園進出口有限公司 (「美麗家園進出口」)(附註(i)及(iii)) | 中國 | 註冊資本人民幣30,000,000元 | - | - | 100% | 100% 於中國銷售戶外木製品 | |
| Merry Garden Holdings Limited (note (iv)) | Hong Kong | 1 share of HKD1 each | - | - | 100% | 100% Investment holding in Hong Kong | |
| 美麗家園控股有限公司(附註(iv)) | 香港 | 1股每股1港元的股份 | - | - | 100% | 100% 於香港投資控股 | |
| Zhangping Merry Garden Biomass Energy Development Ltd. (notes (i) and (iii)) | The PRC | Registered capital of RMB20,000,000 | - | - | 100% | 100% Manufacturing and sales of renewable energy products in the PRC | |
| 漳平市美麗家園生物質能源開發有限公司(附註(i)及(iii)) | 中國 | 註冊資本人民幣20,000,000元 | - | - | 100% | 100% 於中國生產及銷售再生能源產品 | |
| Zhangping Ruisheng Wood Structure Materials Co., Ltd. (notes (i) and (iii)) | The PRC | Registered capital of RMB3,000,000 | - | - | 100% | 100% Manufacturing and sales of wooden products in the PRC | |
| 漳平瑞昇木結構材料有限公司(附註(i)及(iii)) | 中國 | 註冊資本人民幣3,000,000元 | - | - | 100% | 100% 於中國生產及銷售木製品 | |

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

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

42. 公司主要附屬公司之資料(續)

| Name of company 公司名稱 | Place of incorporation/ establishment 註冊成立/ 成立地點 | Particulars of issued and paid up/ registered capital 已發行及繳足資本/ 註冊資本的詳情 | Attributable equity interest held by the Company 本公司所持應佔股權 | | Principal activities and place of operation 主要業務及經營地點 | | |
|---|---|--|---|----------------|--|---------------|--|
| | | | Direct 直接 | Indirect 間接 | | | |
| | | | 2023 二零二三年 | 2022 二零二二年 | | 2023 二零二三年 | 2022 二零二二年 |
| Unicreed Holdings Limited 揚帆同創集團有限公司 | Hong Kong 香港 | 10,000 shares of HKD5,653.39 each 10,000股 每股5,653.39港元的股份 | - | - | 100% | 100% | Investment holding in Hong Kong 於香港投資控股 |
| Unicreed Industry & Trade Co., Ltd. (notes (i) and (iii)) 揚帆同創工貿有限公司(附註(i)及(iii)) | The PRC 中國 | Registered capital of USD7,850,000 註冊資本7,850,000美元 | - | - | 100% | 100% | Manufacturing and sales of outdoor wooden products in the PRC 於中國生產及銷售戶外木製品 |
| Xingruixiang (notes (iii) & (v)) 興瑞祥(附註(iii)及(v)) | The PRC 中國 | Registered capital of RMB1,000,000 註冊資本人民幣1,000,000元 | - | - | N/A | 51% | Manufacturing and sales of wooden products in the PRC 於中國生產及銷售木製品 |
| Modern Pacific Properties Pty Limited (note (vi)) Modern Pacific Properties Pty Limited (附註(vi)) | Australia 澳洲 | 100 shares of AUD 1 each 100股每股1澳元的股份 | - | - | 100% | - | Investment holding in Australia 於澳洲投資控股 |

Notes:

- (i) These entities are wholly foreign-owned enterprises established in the PRC.
- (ii) These entities are limited liability companies established in the PRC and are wholly-owned subsidiaries of Zhangping Kimura.
- (iii) The English translation of the company names is for reference only. The official names of these companies are in Chinese.
- (iv) This entity is a limited liability company established in Hong Kong and is a wholly-owned subsidiary of King Wood (Hong Kong) Holding Limited.
- (v) This entity was established in the PRC with limited liability during the year ended 31 December 2021, in which, 51% of equity interest was held by the Group. On 16 March 2022, the authorised share capital of Xingruixiang has reduced from RMB30,000,000 to RMB1,000,000. The total issued and share capital has reduced from RMB10,000,000 to RMB1,000,000. On 3 November 2023, Xingruixiang was closed upon the completion of the disposal agreement.
- (vi) This entity is a limited liability company established in Australia and is a wholly-owned subsidiary of King Wood (Hong Kong) Holding Limited.

附註:

- (i) 該等實體為於中國成立的外商獨資企業。
- (ii) 該等實體為於中國成立的有限公司及漳平木村的全資附屬公司。
- (iii) 該等公司的英譯名稱僅供參考，其正式名稱以中文為準。
- (iv) 該實體為於香港成立的有限公司及木村(香港)控股有限公司的全資附屬公司。
- (v) 該實體於截至二零二一年十二月三十一日止年度於中國成立，為有限責任公司，本集團持有其中51%的股權。二零二二年三月十六日，興瑞祥法定股本由人民幣30,000,000元減少至人民幣1,000,000元。已發行股本總額由人民幣10,000,000元減少至人民幣1,000,000元。於二零二三年十一月三日，出售協議完成後，興瑞祥已結業。
- (vi) 該實體為於澳洲成立的有限公司及木村(香港)控股有限公司的全資附屬公司。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

43. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

43. 公司層面財務狀況表及儲備

| | | 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 |
|---|----------------|-------------|-----------------------------------|-----------------------------------|
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | | - | 61 |
| Interests in subsidiaries | 於附屬公司的權益 | 42 | 40,488 | 40,488 |
| | | | 40,488 | 40,549 |
| Current assets | 流動資產 | | | |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | | 14 | 72 |
| Amounts due from subsidiaries | 應收附屬公司款項 | | 711,798 | 702,180 |
| Amount due from a related company | 應收關聯公司款項 | | 18 | 18 |
| Cash and cash equivalents | 現金及現金等價物 | | 314 | 548 |
| | | | 712,144 | 702,818 |
| Current liabilities | 流動負債 | | | |
| Other payables | 其他應付款項 | | 1,184 | 654 |
| Lease liability | 租賃負債 | | - | 69 |
| Amounts due to subsidiaries | 應付附屬公司款項 | | 5,538 | 5,303 |
| Amount due to a director | 應付董事款項 | | 4 | 4 |
| | | | 6,726 | 6,030 |
| Net current assets | 流動資產淨值 | | 705,418 | 696,788 |
| Net assets | 資產淨值 | | 745,906 | 737,337 |
| Equity | 權益 | | | |
| Share capital | 股本 | 32(a) | 38,462 | 38,462 |
| Reserves | 儲備 | 32(b) | 707,444 | 698,875 |
| Total equity | 權益總額 | | 745,906 | 737,337 |

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

於二零二四年三月二十八日獲董事會批准及授權刊發。

Wu Zheyuan
吳哲彥
Director
董事

Xie Qingmei
謝清美
Director
董事

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外·以人民幣列示)

43. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

43. 公司層面財務狀況表及儲備(續)

| | | Share capital 股本 RMB'000 人民幣千元 | Share premium 股份溢價 RMB'000 人民幣千元 | Exchange reserve 匯兌儲備 RMB'000 人民幣千元 | Accumulated losses 累計虧損 RMB'000 人民幣千元 | Total equity 權益總額 RMB'000 人民幣千元 |
|---|--------------------------------|---|---|--|--|--|
| At 1 January 2022 | 於二零二二年一月一日 | 35,345 | 694,994 | 7,714 | (63,119) | 674,934 |
| Loss for the year | 年內虧損 | - | - | - | (882) | (882) |
| Other comprehensive income for the year | 年內其他全面收益 | - | - | 58,492 | - | 58,492 |
| Total comprehensive income (expense) for the year | 年內全面收益(支出)總額 | - | - | 58,492 | (882) | 57,610 |
| Shares issued upon loan capitalisation (note 30) | 於貸款資本化發行之股份(附註30) | 3,117 | 1,676 | - | - | 4,793 |
| At 31 December 2022 and 1 January 2023 | 於二零二二年十二月三十一日及二零二三年一月一日 | 38,462 | 696,670 | 66,206 | (64,001) | 737,337 |
| Loss for the year | 年內虧損 | - | - | - | (1,075) | (1,075) |
| Other comprehensive income for the year | 年內其他全面收益 | - | - | 9,644 | - | 9,644 |
| Total comprehensive income (expense) for the year | 年內全面收益(支出)總額 | - | - | 9,644 | (1,075) | 8,569 |
| At 31 December 2023 | 於二零二三年十二月三十一日 | 38,462 | 696,670 | 75,850 | (65,076) | 745,906 |



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

44. EVENT AFTER THE REPORTING PERIOD

On 28 December 2023, the Company approved the share consolidation at the extraordinary general meeting, which is on the basis that every 10 existing ordinary shares in the issued and unissued share capital of the Company be consolidated into 1 consolidated share. With effect from 2 January 2024, the existing ordinary shares in the issued and unissued share capital of the Company of 2,000,000,000 have been consolidated into 200,000,000 consolidated shares. Details of the above share consolidation are set out in the announcements of the Company dated 8 December 2023 and 28 December 2023.

44. 報告期後事項

於二零二三年十二月二十八日，本公司於股東特別大會批准股份合併，該股份合併的基準為將本公司已發行及未發行股本中的每10股現有普通股合併為1股合併股份。自二零二四年一月二日起，本公司已發行及未發行股本中的2,000,000,000股現有普通股已合併為200,000,000股合併股份。上述股份合併的詳情載於本公司日期為二零二三年十二月八日及二零二三年十二月二十八日的公佈內。



**CHINA ENVIRONMENTAL TECHNOLOGY AND
BIOENERGY HOLDINGS LIMITED**
中科生物控股有限公司