



JIYI HOLDINGS LIMITED
集一控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號：1495



**ANNUAL
REPORT**
年報

2023

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Corporate Information 公司資料

DIRECTORS

Executive Directors

Ms. Hou Wei (*Chairlady*)

Mr. Liu Xianxiu

Mr. Yang Baikang

Non-executive Director

Mr. Hou Bo

Independent Non-executive Directors

Mr. Chen Zenghua

Mr. Hou Lianchang

Ms. Chen Tao

AUTHORISED REPRESENTATIVES

Ms. Hou Wei

Mr. Wong Chi Kong

COMPANY SECRETARY

Mr. Lo Wai Siu ⁽¹⁾

Ms. Chong Wai Shan ⁽²⁾

Ms. Liu Yulan ⁽³⁾

Mr. Yuen Wai Keung ⁽⁴⁾

Mr. Wong Chi Kong ⁽⁵⁾

⁽¹⁾ Resigned on 29 December 2023, re-appointed on 14 May 2024 and resigned on 24 June 2024

⁽²⁾ Appointed on 29 December 2023 and resigned on 14 May 2024

⁽³⁾ Appointed on 24 June 2024 and resigned on 1 July 2024

⁽⁴⁾ Appointed on 1 July 2024 and resigned on 30 July 2024

⁽⁵⁾ Appointed on 31 July 2024

董事

執行董事

侯薇女士(主席)

劉賢秀先生

楊柏康先生

非執行董事

侯波先生

獨立非執行董事

陳增華先生

侯聯昌先生

陳桃女士

授權代表

侯薇女士

黃智江先生

公司秘書

羅偉兆先生⁽¹⁾

莊瑋珊女士⁽²⁾

劉玉蘭女士⁽³⁾

袁偉強先生⁽⁴⁾

黃智江先生⁽⁵⁾

⁽¹⁾ 2023年12月29日辭任，於2024年5月14日獲重新委任及於2024年6月24日辭任

⁽²⁾ 於2023年12月29日獲委任，並於2024年5月14日辭任

⁽³⁾ 於2024年6月24日獲委任，並於2024年7月1日辭任

⁽⁴⁾ 2024年7月1日獲委任，2024年7月30日辭任

⁽⁵⁾ 於2024年7月31日獲委任

Corporate Information 公司資料

AUDIT COMMITTEE

Mr. Chen Zenghua (*Chairman*)
Mr. Hou Lianchang
Ms. Chen Tao

REMUNERATION COMMITTEE

Mr. Hou Lianchang (*Chairman*)
Mr. Liu Xianxiu
Mr. Chen Zenghua

NOMINATION COMMITTEE

Ms. Hou Wei (*Chairlady*)
Mr. Hou Lianchang
Mr. Chen Zenghua

AUDITOR

McMillan Woods (Hong Kong) CPA Limited
Public Interest Entity Auditor registered in accordance with
the Accounting and Financial Reporting Council Ordinance
24/F., Siu On Centre
188 Lockhart Road
Wan Chai, Hong Kong

LEGAL ADVISER

Patrick Mak & Tse Solicitors
Rooms 901–905, 9/F, Wing On Centre
111 Connaught Road Central
Hong Kong

審核委員會

陳增華先生(主席)
侯聯昌先生
陳桃女士

薪酬委員會

侯聯昌先生(主席)
劉賢秀先生
陳增華先生

提名委員會

侯薇女士(主席)
侯聯昌先生
陳增華先生

核數師

長青(香港)會計師事務所有限公司
於《會計及財務匯報局條例》下的
註冊公眾利益實體核數師
香港灣仔
駱克道188號
兆安中心24樓

法律顧問

麥家榮律師行
香港
干諾道中111號
永安中心9樓901–905室

Corporate Information 公司資料

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Ocorian Trust (Cayman) Ltd.
Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

開曼群島股份過戶登記總處

Ocorian Trust (Cayman) Ltd.
Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

HONG KONG SHARE REGISTRAR

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

香港證券登記處

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

REGISTERED OFFICE

Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

註冊辦事處

Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

HEADQUARTERS

No.2 Xianzi Middle Road
Meixian District, Meizhou
Guangdong Province, PRC

總部

中國廣東省
梅州市梅縣區
憲梓中路 2 號

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 912, 9th Floor, Tai Yau Building
181 Johnston Road, Wanchai
Hong Kong

香港主要營業地點

香港
灣仔莊士敦道 181 號
大有大廈 9 樓 912 室

Corporate Information 公司資料

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
1 Garden Road, Central
Hong Kong

Industrial and Commercial Bank of China (Asia) Limited
33rd Floor, ICBC Tower
3 Garden Road, Central
Hong Kong

Meizhou Branch, Bank of Communications
No.14 Xinzhong Road, Meijiang District,
Meizhou, Guangdong Province, PRC

Guangzhou Branch, China Zheshang Bank Co, Ltd
No.921 Guangzhou Dadao Nan,
Guangzhou, Guangdong Province, PRC

COMPANY WEBSITE

www.jiyiholdings.com

STOCK CODE

1495

主要往來銀行

中國銀行(香港)有限公司
香港
中環花園道1號

中國工商銀行(亞洲)有限公司
香港
中環花園道3號
中國工商銀行大廈33樓

交通銀行梅州分行
中國廣東省梅州市
梅江區新中路14號

浙商銀行股份有限公司廣州分行
中國廣東省廣州市
廣州大道南921號

公司網站

www.jiyiholdings.com

股份代號

1495

Chairlady's Statement 主席報告書

Dear shareholders,

On behalf of the board (the "Board") of directors (the "Directors"), I am pleased to present the annual report of Jiyi Holdings Limited (the "Company") together with its subsidiaries (the "Group") for the year ended 31 December 2023 ("FY2023" or the "Reporting Period"), together with the comparative figures for the corresponding year ended 31 December 2022 ("FY2022").

BUSINESS REVIEW

During the Reporting Period, the management team continued to put forth significant effort in fostering its existing businesses and actively seeking new business opportunities, recovering and catching up with the Group's revenue and net profits, which had been negatively impacted by the novel coronavirus ("COVID-19") epidemic and from the intense market competition as a result of market recovery. The Company sought to expand its sale and distribution of merchandise business segment by entering the business of bulk commodity trading. As a result, the Group's revenue had an increase in the Reporting Period. In FY2023, the provision of interior design and building engineering services segment accounted for 0% of the total revenue (2022: 5%), while the sale and distribution of merchandise segment accounted for 100% of the total revenue (2022: 95%).

各位股東：

本人謹代表董事(「董事」)會(「董事會」)欣然呈獻集一控股有限公司(「本公司」，連同其附屬公司，統稱「本集團」)截至二零二三年十二月三十一日止年度(「二零二三財政年度」或「報告期間」)的年報，連同截至二零二二年十二月三十一日止相應年度(「二零二二財政年度」)的比較數字。

業務回顧

於報告期間，管理團隊繼續大力發展其現有業務並積極尋求新商機，恢復及改善新型冠狀病毒(「COVID-19」)疫情及市場復甦帶來的激烈競爭對本集團之收入及純利產生的負面影響。本公司試圖通過進入大宗商品貿易業務來擴大其銷售及分銷商品業務分部。因此，本年度本集團的收入有所增加。於二零二三財政年度，提供室內設計及建築工程服務分部收入佔總收入的0%(二零二二年：5%)，而銷售及分銷商品分部收入佔總收入的100%(二零二二年：95%)。

Chairlady's Statement 主席報告書

Provision of interior design and building engineering services

The business segment of the provision of interior design and building engineering services was severely impacted by the recession in the real estate and property development industry in China which had delayed the progress of various interior design and building engineering projects. This led to a decrease in revenue in the provision of interior design and building engineering services segment. The revenue generated from the provision of interior design and building engineering services decreased by approximately RMB28.5 million or approximately 100.0%, from approximately RMB28.5 million in FY2022 to 0 in FY2023. The Group also recorded a decrease in gross profit of approximately RMB6.2 million or approximately 100.0%, from approximately RMB6.2 million in FY2022 to 0 in FY2023. The gross profit margin decreased from approximately 21.7% in FY2022 to 0% in FY2023.

Sale and distribution of merchandise

The sale and distribution of merchandise remained a stable source of revenue to the Group. In FY2023, the Group experienced an overall increase of approximately RMB98.2 million or approximately 18.5% in revenue from the sale and distribution of merchandise from approximately RMB531.3 million in FY2022 to approximately RMB629.5 million in FY2023, in particular, the revenue generated from bulk commodity trading had an increase of approximately RMB131.8 million, which was offset by the decrease in revenue generated from the sale of building materials of approximately RMB33.6 million during the Reporting Period. The Group also recorded an decrease in gross profit of approximately RMB23.5 million or approximately 97.5%, from approximately RMB24.1 million in FY2022 to approximately RMB0.6 million in FY2023. The gross profit margin decreased from approximately 4.5% in FY2022 to approximately 0.1% in FY2023.

提供室內設計及建築工程服務

提供室內設計及建築工程服務業務分部受到中國房地產及房地產開發行業衰退的嚴重影響，導致多個室內設計及建築工程項目進度延遲並導致提供室內設計及建築工程服務分部的收入減少。提供室內設計及建築工程服務所產生之收入由二零二二財政年度的約人民幣28.5百萬元減少約人民幣28.5百萬元或約100.0%至二零二三財政年度之人民幣0元。本集團亦錄得毛利由二零二二財政年度的約人民幣6.2百萬元減少約人民幣6.2百萬元或約100.0%至二零二三財政年度之0元。毛利率由二零二二財政年度的約21.7%減少至二零二三財政年度之0%。

銷售及分銷商品

銷售及分銷商品仍為本集團之穩定收入來源。於二零二三財政年度，本集團錄得來自銷售及分銷商品之收入由二零二二財政年度的約人民幣531.3百萬元整體增加約人民幣98.2百萬元或約18.5%至二零二三財政年度的約人民幣629.5百萬元，特別是大宗商品貿易產生之收入增加約人民幣131.8百萬元。被於報告期間，銷售建材產生收入減少約人民幣33.6百萬元所抵銷。本集團亦錄得毛利由二零二二財政年度的約人民幣24.1百萬元減少約人民幣23.5百萬元或約97.5%至二零二三財政年度的約人民幣0.6百萬元。毛利率由二零二二財政年度的約4.5%減少至二零二三財政年度的約0.1%。

Chairlady's Statement 主席報告書

Overall, the Group recorded a consolidated net loss of approximately RMB498.6 million for FY2023, representing an increase of approximately RMB458.7 million or approximately 1,149.62% as compared with consolidated loss of approximately RMB39.9 million for FY2022. Such increase was mainly resulted from the net effect of the increase in provision for impairment loss under the expected credit loss model by approximately RMB332.7 million, increase in provision for impairment loss of goodwill by approximately RMB50.9 million, increase in provision for litigation and legal fees by approximately RMB28.0 million, decrease in share-based payment expenses by approximately RMB11.9 million, increase in other net expenses by approximately RMB18.8 million, offset by decrease in gross profit of approximately RMB29.7 million as well as the decrease in finance costs of approximately RMB3.7 million.

PROSPECTS

The year 2023 was marked by persistent challenges to the global economy, resulting from the prolonged negative economic impact of the COVID-19 pandemic and geopolitical tensions that affected international trade. The pandemic's resurgence in China led to temporary store closures and construction suspensions, which negatively impacted our business performance. Additionally, a slowdown in the property market eroded buyers' confidence, resulting in delays in new project development and decreased capital investments from real estate investors.

整體而言，本集團於二零二三財政年度錄得綜合淨虧損約人民幣498.6百萬元，較二零二二財政年度之綜合淨虧損約人民幣39.9百萬元增加約人民幣458.7百萬元或約1149.62%。該增加主要由於預期信貸虧損模型項下之減值虧損撥備增加約人民幣332.7百萬元、商譽之減值虧損撥備增加約人民幣50.9百萬元、訴訟和法律費用準備金增加約人民幣28.0百萬元、以股份為基礎之付款開支減少約人民幣11.9百萬元、其他開支淨額增加約人民幣18.8百萬元、經抵銷毛利減少約人民幣29.7百萬元及財務成本減少約人民幣3.7百萬元後之淨影響所致。

前景

二零二三年，全球經濟持續面臨挑戰，COVID-19疫情對經濟造成曠日持久的負面影響及地緣政治緊張局勢影響國際貿易。中國疫情反覆導致店鋪暫時關閉及暫停施工，對我們的業務表現產生負面影響。此外，房地產市場增長放緩削弱了買家的信心，從而導致新項目開發延遲，房地產投資者的資本投資減少。

Chairlady's Statement 主席報告書

To address these challenges, the Group's management team implemented a multi-pronged strategy that included expanding into new markets, optimizing cost structures, and pursuing new business opportunities. For example, the Group diversified its sales and distribution channels by venturing into international bulk commodity trading, leveraging its experience and cost advantages to achieve success in this field. The Group also secured new Engineering, Procurement, and Construction (EPC) projects in several cities in the Guangdong-Hong Kong-Macao Greater Bay Area, which included the construction of solar-powered motor charging stations and several corporate construction projects. This success has significantly increased our confidence in securing new project tenders and business opportunities with corporate and governmental clients.

Looking ahead, the Group plans to further expand its presence in the Guangdong-Hong Kong-Macao Greater Bay Area, particularly in new energy supply chain and bulk commodity trading, where it sees promising growth potential. The Group remains committed to expanding its online distribution and e-marketing channels, utilizing cutting-edge technologies such as artificial intelligence to sell and distribute building materials, home improvement supplies, and furniture. Moreover, the Group is actively seeking investment opportunities to bolster its service capabilities and capacity in the merchandise sale and distribution business segment by leveraging digital transformation initiatives across traditional distribution channels. Our overarching aim is to increase our market share and scale of sales, generating sustainable benefits for both the Group and our valued shareholders.

為應對種種挑戰，本集團管理團隊實施多管齊下的策略，包括拓展新市場、優化成本結構及尋求新商機。譬如，本集團多元化銷售及分銷渠道，進軍國際大宗商品貿易，利用經驗及成本優勢在該領域取得成功。本集團亦在粵港澳大灣區多個城市取得新工程、採購及建造(EPC)項目，包括太陽能電動汽車充電站的建設及多個企業建設項目。這一成功極大增強了我們向企業及政府客戶尋求更多新項目招標及商機的信心。

展望未來，本集團計劃進一步拓展在粵港澳大灣區的業務佈局，尤其是本集團認為增長潛力前景廣闊的新能源供應鏈及大宗商品貿易領域。本集團繼續致力拓展線上分銷及電子營銷渠道，利用人工智能等尖端技術銷售及分銷建築材料、家居裝修材料以及傢俱。此外，本集團正積極尋求投資機會，以利用傳統分銷渠道的數字化轉型舉措，提高本集團的服務能力及商品銷售及分銷業務分部的實力。我們的首要目標是提高市場份額及銷售規模，為本集團及我們尊貴的股東創造可持續的利益。

Chairlady's Statement 主席報告書

Regarding the Group's capital market strategy, we successfully completed seven placements of new shares under general mandate in 2022, raising approximately HK\$241.4 million to bolster our financial position and foundation, and facilitate future business growth and development. The capital was allocated towards its intended purpose and has positively impacted our operations. The Group will remain focused on raising capital and proactively seek out strategic relationships with external investors to support new and existing business development and expansion.

We anticipate that the reopening of the border between Hong Kong and Mainland China, coupled with the relaxation of protective measures against the COVID-19 pandemic in Mainland China, will result in a rebound of business activities and economic conditions. This expected recovery is a positive development that is likely to enhance our business performance. The Group is dedicated to adhering to our pragmatic and enterprising approach in executing our business strategies, continually searching for fresh opportunities to maximize value for our shareholders.

本集團資本市場策略方面，我們於二零二二年成功完成一般授權項下新股份的七次配售，籌資約241.4百萬港元，以增強我們的財務狀況及基礎，並促進未來的業務增長及發展。該資金已獲分配用於擬定用途，並對我們的運營帶來積極影響。本集團將持續關注募集資金，積極尋求與外部投資者發展戰略關係，為新增及現有業務的發展及擴展提供支援。

我們預計，香港與中國內地的邊境重新開放，加上中國內地放鬆有關COVID-19疫情的防控措施，商業活動及經濟形勢將觸底反彈。此預期復甦實為積極的發展信號，有望提升我們的業務表現。本集團致力秉持務實進取的經營策略，不斷物色新機遇，為股東創造最大價值。

Chairlady's Statement 主席報告書

APPRECIATION

On behalf of the Board, I would like to take this opportunity to thank our management and all committed staff members for their contributions to the Group and the shareholders, valued customers, suppliers, and other business partners for their continuous support. Our success would not have been possible without their dedication, contributions, efforts, time and confidence.

Yours sincerely,

Hou Wei

Chairlady

Hong Kong, 28 June 2024

致謝

本人謹藉此機會代表董事會對管理層及全體盡職員工為本集團所作出的貢獻，以及股東、尊貴客戶、供應商及其他業務夥伴的持續支持，致以謝意。我們的成功與彼等之奉獻、貢獻、努力、時間投入及信任息息相關。

此致

侯薇

主席

香港，二零二四年六月二十八日

Management Discussion and Analysis 管理層討論與分析

FINANCIAL REVIEW

Revenue by business operations

The Group is a well-established integrated building and home improvement materials and furnishings supplier and interior design and building engineering services provider in the PRC. The Group is mainly engaged in the sale and distribution of merchandise and the provision of interior design and building engineering services.

The following table sets forth the breakdown of revenue by the Group's business segments for the Reporting Period with the comparative figures of FY2022:

財務回顧

按業務營運劃分的收入

本集團是中國具規模的綜合建築及家居裝修材料以及傢俱供應商及室內設計及建築工程服務供應商。本集團主要從事銷售與分銷商品及提供室內設計及建築工程服務。

下表載列於報告期間，按本集團業務分部劃分的收入明細，連同二零二二財政年度之比較數字：

		For the year ended 31 December		
		截至十二月三十一日止年度		
		2023年	2022年	Changes
		二零二三年	二零二二年	變動
		RMB'000	RMB'000	%
		人民幣千元	人民幣千元	
Sale and distribution of merchandise	銷售及分銷商品			
— Building materials	— 建材	3,142	28,389	(88.9)
— Home improvement materials	— 家居裝修材料	81	2,043	(96.0)
— Furnishings	— 傢俱	—	6,424	(100.0)
— Bulk commodity trading*	— 大宗商品貿易*	626,259	494,450	26.7
		629,482	531,306	18.5
Provision of services	提供服務			
— Interior design services	— 室內設計服務	—	2,224	(100.0)
— Building engineering services	— 建築工程服務	—	26,233	(100.0)
		—	28,457	(100.0)
Total	總計	629,482	559,763	12.5

Management Discussion and Analysis 管理層討論與分析

Total revenue of the Group increased by approximately RMB69.7 million or approximately 12.5% from approximately RMB559.8 million for FY2022 to approximately RMB629.5 million for FY2023. Such increase was mainly attributed to the increase in revenue from the provision of sale and distribution of furnishings and bulk commodity trading during the Reporting Period.

Revenue from sale of and distribution of merchandise

Revenue of the Group from sale and distribution of merchandise, comprising (i) sale of building materials; (ii) sale of home improvement materials; (iii) sale of furnishings; and (iv) bulk commodity trading, recorded an overall increase by approximately RMB98.2 million or approximately 18.5% from approximately RMB531.3 million for FY2022 to approximately RMB629.5 million for FY2023. The overall increase was a combined result of the followings:

Sale of building materials

Revenue generated from the sale of building materials decreased by approximately RMB25.3 million or approximately 89.1% from approximately RMB28.4 million for FY2022 to approximately RMB3.1 million for FY2023. Such decrease was mainly due to the decrease in sales of cement and the decrease in sales of aluminum alloy during the Reporting Period.

Sale of home improvement materials

Revenue generated from the sale of home improvement materials decreased by approximately RMB1.96 million or approximately 96% from approximately RMB2.04 million for FY2022 to approximately RMB0.08 million for FY2023. The decrease was mainly due to the decrease in sales of paint and other home improvement products during the Reporting Period.

本集團總收入由二零二二財政年度的約人民幣559.8百萬元增加約人民幣69.7百萬元或約12.5%至二零二三財政年度的約人民幣629.5百萬元。有關增加乃主要由於報告期間來自提供銷售及分銷傢俱及大宗商品貿易之收入增加所致。

銷售及分銷商品收入

本集團銷售及分銷商品收入包括(i)建材銷售；(ii)家居裝修材料銷售；(iii)傢俱銷售；及(iv)大宗商品貿易，所得收入由二零二二財政年度的約人民幣531.3百萬元整體增加約人民幣98.2百萬或約18.5%至二零二三財政年度的約人民幣629.5百萬元。該整體增加乃因以下各項的綜合結果所致：

建材銷售

建材銷售產生的收入由二零二二財政年度的約人民幣28.4百萬元減少約人民幣25.3百萬元或約89.1%至二零二三財政年度的約人民幣3.1百萬元。該減少乃主要由於報告期間的水泥之銷售量減少及鋁合金之銷售量減少所致。

家居裝修材料銷售

家居裝修材料銷售產生的收入由二零二二財政年度的約人民幣2.04百萬元減少約人民幣1.96百萬元或約96%至二零二三財政年度的約人民幣0.08百萬元。該減少乃主要由於報告期間塗料及其他家居裝修產品銷售量減少所致。

Management Discussion and Analysis 管理層討論與分析

Sale of furnishings

Revenue generated from the sale of furnishings increased by approximately RMB6.4 million or approximately 100.0% from approximately RMB6.4 million for FY2022 to approximately RMB0 million for FY2023. Such decrease was mainly due to the decrease in sales of electronic products and home decoration products during the Reporting Period.

Bulk commodity trading

Revenue generated from the bulk commodity trading increased by approximately RMB131.8 million or approximately 26.7% from approximately RMB494.4 million for FY2022 to approximately RMB626.3 million for FY2023. Such increase was mainly due to the increase in sales of electrolytic copper and aluminum ingot products during the Reporting Period.

Revenue from provision of services

Revenue from provision of interior design and building engineering services decreased by approximately RMB28.5 million or approximately 100.0% from approximately RMB28.5 million for FY2022 to approximately RMB0 million for FY2023. Such decrease was due to a decline in the scale of corporate projects, as well as a delay in the stage of completion of some construction engineering projects as a result of COVID-19 during the Reporting Period.

傢俱銷售

傢俱銷售產生的收入由二零二二財政年度的約人民幣6.4百萬元減少約人民幣6.4百萬元或約100.0%至二零二三財政年度的約人民幣0元。該減少主要由於報告期間之電子產品及家居裝飾產品銷售量減少所致。

大宗商品貿易

大宗商品貿易產生的收入由二零二二財政年度的約人民幣494.4百萬元增加約人民幣131.8百萬元或約26.7%至二零二三財政年度的約人民幣626.3百萬元。該增加主要由於報告期間之電解銅及鋁錠產品銷售量增加所致。

提供服務之收入

提供室內設計及建築工程服務之收入由二零二二財政年度的約人民28.5百萬元減少約人民幣28.5百萬元或約100.0%至二零二三財政年度的約人民幣0元所致。有關減少乃由於報告期間企業項目規模減少，以及COVID-19導致若干建築工程項目完工階段延遲所致。

Management Discussion and Analysis

管理層討論與分析

Gross profit and gross profit margin

毛利及毛利率

The following table sets forth the breakdown of gross profit and gross profit margin by the Group's business segments for the Reporting Period with the comparative figures of FY2022:

下表載列於報告期間，按本集團業務分部劃分的毛利及毛利率明細，連同二零二二財政年度之比較數字：

		For the year ended 31 December			
		2023		2022	
		二零二三年		二零二二年	
		Gross profit	Gross profit	Gross profit	Gross profit
		margin	margin	margin	margin
		毛利	毛利率	毛利	毛利率
		RMB'000	%	RMB'000	%
		人民幣千元		人民幣千元	
Sale and distribution of merchandise	銷售及分銷商品	617	0.1	24,133	4.5
Provision of interior design and building engineering services	提供室內設計及建築工程服務	-	-	6,186	21.7
Total	總計	617	0.1	30,319	5.4

The revenue of the Group increased by approximately RMB69.7 million or approximately 12.5% from approximately RMB559.8 million for FY2022 to approximately RMB629.5 million for FY2023, the Group's overall gross profit decreased by approximately RMB29.7 million or approximately 98.0% from approximately RMB30.3 million for FY2022 to approximately RMB0.6 million for FY2023. The decrease in the Group's overall gross profit was mainly due to the decrease in the revenue and gross profit margin other than the bulk commodity trading during the Reporting Period.

本集團收入由二零二二財政年度的約人民幣559.8百萬元增加約人民幣69.7百萬元或約12.5%至二零二三財政年度的約人民幣629.5百萬元，本集團整體毛利由二零二二財政年度的約人民幣30.3百萬元減少約人民幣29.7百萬元或約98.0%至二零二三財政年度的約人民幣0.6百萬元。本集團整體毛利減少主要由於報告期間除大宗商品貿易之外的收入及毛利率減少所致。

Management Discussion and Analysis 管理層討論與分析

The gross profit margin of provision of interior design and building engineering services decreased from 21.7% for FY2022 to 0.0% for the Reporting Period. With the decreasing volume of corporate projects and the expansion of market share, the gross profit margin of this business will gradually decrease.

The gross profit margin of the business of sale and distribution of merchandise decreased from 4.5% for FY2022 to 0.1% for FY2023, mainly due to the decrease in gross profit margin from the sale and distribution of merchandise including bulk commodity trading during the Reporting Period.

Distribution and selling expenses

The Group's selling expenses decreased by approximately RMB3.7 million or approximately 69.8% from approximately RMB5.3 million for FY2022 to approximately RMB1.6 million for the Reporting Period. Such decrease was due to the closure of retail stores during the Reporting Period.

Administrative expenses

The Group's administrative expenses decreased by approximately RMB0.2 million or approximately 1.3% from approximately RMB15.8 million for FY2022 to approximately RMB15.6 million for the Reporting Period, and the change is not significant.

提供室內設計及建築工程服務的毛利率由二零二二財政年度的21.7%減少至報告期間的0.0%。隨著企業工程量的減少及市場份額的減少，該業務的毛利率將逐步減少。

銷售及分銷商品業務的毛利率由二零二二財政年度的4.5%減少至二零二三財政年度的0.1%，乃主要由於報告期間包含大宗商品貿易在內的銷售及分銷商品的毛利率減少所致。

分銷及銷售開支

本集團之銷售開支由二零二二財政年度的約人民幣5.3百萬元減少約人民幣3.7百萬元或約69.8%至報告期間的約人民幣1.6百萬元。該減少乃由於報告期間關閉零售店舖所致。

行政開支

本集團之行政開支由二零二二財政年度的約人民幣15.8百萬元增加約人民幣0.2百萬元或約1.3%至報告期間的約人民幣15.6百萬元，變動不大。

Management Discussion and Analysis

管理層討論與分析

Finance costs — net

The Group's net finance costs decreased by approximately RMB3.7 million or approximately 27.6% from approximately RMB13.4 million for FY2022 to approximately RMB9.7 million for the Reporting Period. The decrease was mainly due to the decrease in the finance costs arising from the convertible loan notes during the Reporting Period.

Loss for the year

As a result of the foregoing, the Group's loss was approximately RMB498.6 million for the Reporting Period as compared to the profit of approximately RMB39.9 million for FY2022.

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

As at 31 December 2023, the Group had a total cash and bank balances of approximately RMB5.6 million (2022: RMB7.0 million) mainly denominated in RMB and HK\$. The Group also had a total restricted cash balances of approximately RMB0.1 million (2022: RMB0.2 million) which was mainly related to security deposits provided to secure certain bank borrowings. The decrease in total cash and bank balances was mainly due to decrease in cash inflows from collection of trade receivables during the Reporting Period.

As at 31 December 2023, the Group had net current assets of approximately RMB297.5 million, as compared to approximately RMB740.9 million as at 31 December 2022.

財務成本淨額

本集團之財務成本淨額由二零二二財政年度的約人民幣13.4百萬元減少約人民幣3.7百萬元或約27.6%至報告期間的約人民幣9.7百萬元。該減少乃主要由於報告期間可換股貸款票據產生的財務成本減少所致。

年內虧損

基於上述因素，本集團於報告期間之虧損為約人民幣498.6百萬元，而二零二二財政年度為虧損約人民幣39.9百萬元。

流動資金、財政及資本資源

於二零二三年十二月三十一日，本集團之現金及銀行結餘總額約為人民幣5.6百萬元（二零二二年：人民幣7.0百萬元），主要以人民幣及港元計值。本集團亦擁有受限制現金結餘總額約人民幣0.1百萬元（二零二二年：人民幣0.2百萬元），其乃主要與為若干銀行借款提供擔保的保證金有關。現金及銀行結餘總額減少乃主要由於報告期間收回貿易應收款項令現金流入減少所致。

於二零二三年十二月三十一日，本集團之流動資產淨值約為人民幣297.5百萬元，而於二零二二年十二月三十一日則約為人民幣740.9百萬元。

Management Discussion and Analysis 管理層討論與分析

BORROWINGS AND PLEDGE OF ASSETS

As at 31 December 2023, the Group had no unutilised banking facilities for short term financing (31 December 2022: Nil) and total bank borrowings of approximately RMB254.3 million (2022: RMB232.0 million). The total bank borrowings comprised approximately RMB100.0 million (2022: RMB77.7 million) in bank borrowings arising from discounted commercial bills and discounted letters of credit that were not yet due.

Other than the bank borrowings arising from discounted commercial bills and discounted letters of credit that were not yet due, the bank borrowings of the Group were secured by property, plant and equipment, investment properties and right-of-use assets as at 31 December 2023 and 2022. The bank borrowings were also jointly guaranteed by Ms. Hou Wei and Mr. Deng Jianshen, husband of Ms. Hou Wei.

Details of the Group's capital structure, in terms of among other things, the maturity profile of debt and obligation and types of capital instruments used as at 31 December 2023, are set out in note 28 to the consolidated financial statements.

CAPITAL EXPENDITURE

The Group has no material capital expenditure during the Reporting Period.

借款及資產抵押

於二零二三年十二月三十一日，本集團並無未動用短期融資之銀行融資（二零二二年十二月三十一日：無），而銀行借款總額約為人民幣254.3百萬元（二零二二年：人民幣232.0百萬元）。銀行借款總額包括尚未到期的商票貼現及信用證貼現產生的銀行借款約人民幣100.0百萬元（二零二二年：人民幣77.7百萬元）。

除尚未到期的商票貼現及信用證貼現產生的銀行借款外，於二零二三年及二零二二年十二月三十一日，本集團之銀行借款由物業、廠房及設備、投資物業及使用權資產作抵押。銀行借款亦由侯薇女士及鄧建申先生（侯薇女士的丈夫）聯合擔保。

有關本集團資本架構（就（其中包括）於二零二三年十二月三十一日債務及責任到期情況及所使用的資本工具類別而言）的詳情載於綜合財務報表附註28。

資本開支

本集團於報告期間並無重大資本開支。

Management Discussion and Analysis 管理層討論與分析

FINANCIAL RATIO

財務比率

		As at 於	
		31 December 2023 二零二三年 十二月三十一日	31 December 2022 二零二二年 十二月三十一日
Current ratio ⁽¹⁾	流動比率 ⁽¹⁾	1.60	2.72
Quick ratio ⁽²⁾	速動比率 ⁽²⁾	1.60	2.71
Gearing ratio (%) ⁽³⁾	資本負債比率 (%) ⁽³⁾	67.08	30.87
Net debt to equity ratio (%) ⁽⁴⁾	淨債務權益比率 (%) ⁽⁴⁾	65.58	30.08

⁽¹⁾ Current ratio is calculated as total current assets divided by total current liabilities.

⁽¹⁾ 流動比率乃按流動資產總值除以流動負債總額計算。

⁽²⁾ Quick ratio is calculated as total current assets less inventories and divided by total current liabilities.

⁽²⁾ 速動比率乃按流動資產總值減存貨再除以流動負債總額計算。

⁽³⁾ Gearing ratio is calculated as total debt divided by total equity and multiplied by 100%.

⁽³⁾ 資本負債比率乃按債項總額除以權益總額再乘以100%計算。

⁽⁴⁾ Net debt to equity ratio is calculated as total borrowings net of cash and cash equivalents and restricted cash, and divided by total equity and multiplied by 100%.

⁽⁴⁾ 淨債務權益比率乃按借款總額(扣除現金及現金等價物以及受限制現金)除以權益總額再乘以100%計算。

MATERIAL INVESTMENTS, ACQUISITIONS AND DISPOSALS

重大投資、收購及出售

The Group had no material investment, acquisition and disposal transactions during the Reporting Period.

本集團於報告期間並無重大投資、收購及出售交易。

Management Discussion and Analysis 管理層討論與分析

UPDATES ON THE ISSUE OF CONVERTIBLE BONDS AND THE USE OF PROCEEDS

On 22 April 2019, the company entered into eight (8) subscription agreements with the subscribers (the "Subscribers") respectively, pursuant to which the Company has conditionally agreed to issue and the Subscribers has respectively and conditionally agreed to subscribe for the convertible bonds in the aggregate principal amount of HK\$102,100,000 (the "Convertible Bonds"). The issue of the Convertible Bonds was completed on 25 June 2019. The net proceeds from the issuance of the Convertible Bonds, which amounted to approximately HK\$101.6 million after deducting the related professional fees and an related expenses, have already been fully utilised during FY2019.

On 24 December 2021, the Company and the bondholders agreed to extend the maturity date of the outstanding Convertible Bonds with an aggregate principal amount of HK\$41,555,555 from 24 December 2021 to 31 August 2022 (the "Maturity Date"). Save for the extension of the maturity date, all the terms and conditions of the Convertible Bonds remain unchanged.

As of 30 June 2022, Convertible Bonds in the amount of HK\$60,544,445 have been converted into 60,544,445 conversion shares by the bondholders, and the remaining Convertible Bonds in the amount of HK\$41,555,555 were outstanding ("Outstanding Convertible Bonds").

有關發行可換股債券及所得款項用途的最新資料

於二零一九年四月二十二日，本公司分別與認購方（「認購方」）訂立八（8）份認購協議，據此，本公司有條件同意發行，而認購方已分別及有條件同意認購可換股債券（「可換股債券」），本金總額為102,100,000港元。發行可換股債券已於二零一九年六月二十五日完成。發行可換股債券之所得款項淨額約101.6百萬港元（經扣除有關專業費用及有關開支後）已於二零一九財政年度悉數動用。

於二零二一年十二月二十四日，本公司及債券持有人同意將本金總額為41,555,555港元的尚未行使可換股債券到期日由二零二一年十二月二十四日延長至二零二二年八月三十一日（「到期日」）。除延長到期日外，可換股債券的所有條款及條件保持不變。

於二零二二年六月三十日，金額為60,544,445港元的可換股債券已由債券持有人轉換為60,544,445股轉換股份，餘額為41,555,555港元的可換股債券尚未行使（「尚未行使可換股債券」）。

Management Discussion and Analysis 管理層討論與分析

As at the date of this annual report, the Outstanding Convertible Bonds have reached the Maturity Date. The Company and the outstanding bondholder are in the course of negotiating for a further extension of the Maturity Date and the outstanding bondholder has indicated its intention to agree to an extension. Please refer to the announcement of the Company dated 31 August 2022 and further announcement(s) to be made by the Company as and when necessary in relation to the Outstanding Convertible Bonds.

The extension of the Maturity Date, if realized, would allow the Company to enjoy more flexibility when planning its financial resources, as it would enable the Company to apply its financial resources to fund its operation and/or business development, especially when facing the challenges of the COVID-19 situation, instead of repayment of the Outstanding Convertible Bonds by 31 August 2022 so as to maximise returns to the Shareholders.

For further details in relation to the Outstanding Convertible Bonds, please refer to the announcements of the Company dated 24 December 2020, 31 December 2020, 24 June 2021, 24 December 2021 and 31 August 2022, the circular of the Company dated 26 January 2021, 30 July 2021 and 11 February 2022 in respect of the EGM, and the poll result announcement dated 22 February 2021, 10 September 2021 and 7 March 2022 in respect of the EGM.

於本年報日期，尚未行使可換股債券已至到期日。本公司與尚未行使債券持有人正在就進一步延長到期日進行磋商，而尚未行使債券持有人已表示有意同意延長。請參閱本公司日期為二零二二年八月三十一日之公告以及本公司於必要時就尚未行使可換股債券刊發之進一步公告。

延長到期日(倘實現)將令本公司於規劃財務資源時享有更多靈活性，原因為其將令本公司可應用財務資源為經營及／或業務發展撥付資金(尤其是在面臨 COVID-19 挑戰的情況下)，而毋須於二零二二年八月三十一日前償付尚未行使可換股債券，為股東帶來最大的回報。

有關尚未行使可換股債券之進一步詳情，請參閱本公司日期為二零二零年十二月二十四日、二零二零年十二月三十一日、二零二一年六月二十四日、二零二一年十二月二十四日及二零二二年八月三十一日之公告、本公司日期為二零二一年一月二十六日、二零二一年七月三十日及二零二二年二月十一日之通函(內容有關股東特別大會)及日期為二零二一年二月二十二日、二零二一年九月十日及二零二二年三月七日之投票表決結果公告(內容有關股東特別大會)。

Management Discussion and Analysis 管理層討論與分析

PLACING OF NEW SHARES UNDER GENERAL MANDATE AND THE USE OF PROCEEDS

On 25 January 2022, the Company allotted and issued a total of 28,022,000 placing shares to not less than six placees at the placing price of HK\$1.2 per placing shares pursuant to the terms and conditions of the placing agreement signed between the Company and the placing agent dated 30 November 2021. The net proceeds (after deducting the placing commission and other related expenses and professional fees) from the placing amounted to approximately HK\$33.1 million. Please refer to the announcements of the Company dated 30 November 2021, 20 December 2021, 11 January 2022, 12 January 2022 and 26 January 2022 for further details.

On 15 March 2022, the Company allotted and issued a total of 48,000,000 placing shares to not less than six placees at the placing price of HK\$0.9 per placing shares pursuant to the terms and conditions of the placing agreement signed between the Company and the placing agent dated 4 March 2022. The net proceeds (after deducting the placing commission and other related expenses and professional fees) from the placing amounted to approximately HK\$42.6 million. Please refer to the announcements of the Company dated 4 March 2022, 8 March 2022, 11 January 2022 and 15 March 2022 for further details.

On 28 April 2022, the Company allotted and issued a total of 56,000,000 placing shares to not less than six placees at the placing price of HK\$0.76 per placing shares pursuant to the terms and conditions of the placing agreement signed between the Company and the placing agent dated 22 April 2022. The net proceeds (after deducting the placing commission and other related expenses and professional fees) from the placing amounted to approximately HK\$42 million. Please refer to the announcements of the Company dated 22 April 2022, 25 April 2022, and 28 April 2022 for further details.

根據一般授權配售新股份及所得款項用途

於二零二二年一月二十五日，本公司根據本公司與配售代理所簽署日期為二零二一年十一月三十日之配售協議之條款及條件按配售價每股配售股份1.2港元向不少於六名承配人配發及發行合共28,022,000股配售股份。配售事項之所得款項淨額（經扣除配售佣金及其他相關開支及專業費用後）為約33.1百萬港元。進一步詳情請參閱本公司日期為二零二一年十一月三十日、二零二一年十二月二十日、二零二二年一月十一日、二零二二年一月十二日及二零二二年一月二十六日之公告。

於二零二二年三月十五日，本公司根據本公司與配售代理所簽署日期為二零二二年三月四日之配售協議之條款及條件按配售價每股配售股份0.9港元向不少於六名承配人配發及發行合共48,000,000股配售股份。配售事項之所得款項淨額（經扣除配售佣金及其他相關開支及專業費用後）為約42.6百萬港元。進一步詳情請參閱本公司日期為二零二二年三月四日、二零二二年三月八日、二零二二年一月十一日及二零二二年三月十五日之公告。

於二零二二年四月二十八日，本公司根據本公司與配售代理所簽署日期為二零二二年四月二十二日之配售協議之條款及條件按配售價每股配售股份0.76港元向不少於六名承配人配發及發行合共56,000,000股配售股份。配售事項之所得款項淨額（經扣除配售佣金及其他相關開支及專業費用後）為約42百萬港元。進一步詳情請參閱本公司日期為二零二二年四月二十二日、二零二二年四月二十五日及二零二二年四月二十八日之公告。

Management Discussion and Analysis 管理層討論與分析

On 31 May 2022, the Company allotted and issued a total of 41,431,833 placing shares to not less than six placees at the placing price of HK\$0.57 per placing shares pursuant to the terms and conditions of the placing agreement signed between the Company and the placing agent dated 20 May 2022. The net proceeds (after deducting the placing commission and other related expenses and professional fees) from the placing amounted to approximately HK\$23.3 million. Please refer to the announcements of the Company dated 20 May 2022 and 31 May 2022 for further details.

On 27 July 2022, the Company allotted and issued a total of 73,230,000 placing shares to not less than six placees at the placing price of HK\$0.55 per placing shares pursuant to the terms and conditions of the placing agreement signed between the Company and the placing agent dated 14 July 2022. The net proceeds (after deducting the placing commission and other related expenses and professional fees) from the placing amounted to approximately HK\$39.7 million. Please refer to the announcements of the Company dated 14 July 2022 and 27 July 2022 for further details.

On 17 August 2022, the Company allotted and issued a total of 45,882,000 placing shares to not less than six placees at the placing price of HK\$0.55 per placing shares pursuant to the terms and conditions of the placing agreement signed between the Company and the placing agent dated 3 August 2022. The net proceeds (after deducting the placing commission and other related expenses and professional fees) from the placing amounted to approximately HK\$24.9 million. Please refer to the announcements of the Company dated 3 August 2022 and 17 August 2022 for further details.

於二零二二年五月三十一日，本公司根據本公司與配售代理所簽署日期為二零二二年五月二十日之配售協議之條款及條件按配售價每股配售股份0.57港元向不少於六名承配人配發及發行合共41,431,833股配售股份。配售事項之所得款項淨額（經扣除配售佣金及其他相關開支及專業費用後）為約23.3百萬港元。進一步詳情請參閱本公司日期為二零二二年五月二十日及二零二二年五月三十一日之公告。

於二零二二年七月二十七日，本公司根據本公司與配售代理所簽署日期為二零二二年七月十四日之配售協議之條款及條件按配售價每股配售股份0.55港元向不少於六名承配人配發及發行合共73,230,000股配售股份。配售事項之所得款項淨額（經扣除配售佣金及其他相關開支及專業費用後）為約39.7百萬港元。進一步詳情請參閱本公司日期為二零二二年七月十四日及二零二二年七月二十七日之公告。

於二零二二年八月十七日，本公司根據本公司與配售代理所簽署日期為二零二二年八月三日之配售協議之條款及條件按配售價每股配售股份0.55港元向不少於六名承配人配發及發行合共45,882,000股配售股份。配售事項之所得款項淨額（經扣除配售佣金及其他相關開支及專業費用後）為約24.9百萬港元。進一步詳情請參閱本公司日期為二零二二年八月三日及二零二二年八月十七日之公告。

Management Discussion and Analysis 管理層討論與分析

On 22 September 2022, the Company allotted and issued a total of 95,362,000 placing shares to not less than six places at the placing price of HK\$0.38 per placing shares pursuant to the terms and conditions of the placing agreement signed between the Company and the placing agent dated 9 September 2022 (the "September Placing"). The net proceeds (after deducting the placing commission and other related expenses and professional fees) from the placing amounted to approximately HK\$35.9 million. Please refer to the announcements of the Company dated 9 September 2022 and 22 September 2022 (the "September Announcements") for further details.

於二零二二年九月二十二日，本公司根據本公司與配售代理所簽署日期為二零二二年九月九日之配售協議之條款及條件按配售價每股配售股份0.38港元向不少於六名承配人配發及發行合共95,362,000股配售股份（「九月配售事項」）。配售事項之所得款項淨額（經扣除配售佣金及其他相關開支及專業費用後）為約35.9百萬港元。進一步詳情請參閱本公司日期為二零二二年九月九日及二零二二年九月二十二日之公告（「該等九月公告」）。

Date of Placing 配售事項日期	Net Proceeds Raised (Approximately) 籌集之所得款項淨額（概約）	Proposed use of proceeds (Approximately) 所得款項擬定用途（概約）	Actual and intended use of proceeds 所得款項實際及擬定用途
25 January 2022 二零二二年一月二十五日	HK\$33.1 million 33.1百萬港元	General working capital of the Group 本集團之一般營運資金	The amount has been used as intended. 該金額已按擬定用途使用。
15 March 2022 二零二二年三月十五日	HK\$42.6 million 42.6百萬港元	(i) approximately HK\$20 million for the repayment of trade and bill payables; (ii) approximately HK\$20 million for the repayment of other borrowings; (iii) approximately HK\$2.6 million for general working capital of the Group;	(i) HK\$20 million has been used as intended. (ii) HK\$20 million has been used as intended.
		(i) 約20百萬港元用於償還貿易及票據應付款項； (ii) 約20百萬港元用於償還其他借款； (iii) 約2.6百萬港元用於本集團之一般營運資金；	(i) 20百萬港元已按擬定用途使用。 (ii) 20百萬港元已按擬定用途使用。 (iii) The amount has been used as intended. 該金額已按擬定用途使用。

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Date of Placing 配售事項日期	Net Proceeds Raised (Approximately) 籌集之所得款項淨額(概約)	Proposed use of proceeds (Approximately) 所得款項擬定用途(概約)	Actual and intended use of proceeds 所得款項實際及擬定用途
28 April 2022 二零二二年四月二十八日	HK\$42 million 42百萬港元	Capital investment on new investment opportunities; 新投資機會之資本投資；	The amount has been used as intended. 該金額已按擬定用途使用。
31 May 2022 二零二二年五月三十一日	HK\$23.3 million 23.3百萬港元	Working capital to expand existing business segment of the sale and distribution of merchandise; 拓展現時商品銷售及分銷業務分部之營運資金；	The amount has been used as intended. 該金額已按擬定用途使用。
27 July 2022 二零二二年七月二十七日	HK\$39.7 million 39.7百萬港元	Working capital to expand existing business segment of the provision of interior design and engineering services; 拓展現時提供室內設計及工程服務業務分部之營運資金；	The amount has been used as intended. 該金額已按擬定用途使用。
17 August 2022 二零二二年八月十七日	HK\$24.9 million 24.9百萬港元	Working capital to expand existing business segment of the provision of interior design and engineering services; 拓展現時提供室內設計及工程服務業務分部之營運資金；	The amount has been used as intended. 該金額已按擬定用途使用。
22 September 2022 二零二二年九月二十二日	HK\$35.9 million 35.9百萬港元	Repayment of the principal and interest payables of the Company's outstanding convertible bonds; 償還本公司尚未行使可換股債券之本金及應付利息；	Approximately HK\$35.9 million has been reallocated and utilised towards expansion of the existing business segment of the sale and distribution of merchandise. 約35.9百萬港元已重新分配並用於擴大現有的商品銷售及分銷業務分部。

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REASONS FOR THE CHANGE IN USE OF THE NET PROCEEDS RAISED IN THE SEPTEMBER PLACING

With reference to the September Announcements regarding the September Placing, the original intended use of proceeds raised in the September Placing was for the repayment of the outstanding principal and interests accrued and payable with respect to the Company's outstanding convertible bonds. With further reference to the Company's voluntary announcement dated 31 August 2022, the Board has been negotiating for the extension of the maturity date pursuant to the outstanding convertible bonds. In view of the ongoing negotiation progress, after further deliberation of the Board, the Board resolved to the reallocation in such manner set out in the table above. Furthermore, owing to the lifting of restrictions regarding COVID-19 pandemic in the PRC, the Board sees a spike in the demand for building and home improvement material and furnishings, and the Company intends to expand its investments in the development of the business segment of sale and distribution of merchandise of the Group by expanding its sales pipelines, which are expected to improve the profitability and/or further develop the revenue streams of the business segment of sale and distribution of merchandise for the Group.

The Board is of the view that the reallocation would allow the Group to utilise its financial resources in a more flexible, beneficial and effective way and to meet its operational and business needs of the Group.

The Board considers that the reallocation of the net proceeds raised in the September Placing will not have any material adverse impact on the existing business and operations of the Group and is in the best interest of the Company and its shareholders as a whole. Save as disclosed in this annual report, the Board confirms that there are no other changes to the use of the net proceeds raised in the September Placing.

改變九月配售事項所得款項淨額用途的原因

參考有關九月配售事項的該等九月公告，九月配售事項所籌集的所得款項的原定用途為用於償還本公司尚未行使可換股債券的尚未償還本金及應計及應付利息。進一步參考本公司日期為二零二二年八月三十一日的自願公告，董事會一直在為根據尚未行使可換股債券延長到期日進行談判。鑑於目前的談判進展，經董事會進一步審議，董事會決定按上表所列的方式進行重新分配。此外，由於中國取消對 COVID-19 大流行的限制，董事會認為，建築及家居裝修材料以及傢俱的需求激增，本公司擬透過擴大其銷售管道來擴大對本集團商品銷售及分銷業務分部的發展投資，預計這將改善本集團商品銷售及分銷業務分部的盈利能力及／或進一步發展收入來源。

董事會認為，重新分配將使本集團能夠以更靈活、更有利及更有效的方式利用其財務資源，並滿足本集團的營運及業務需要。

董事會認為，重新分配九月配售事項所籌集的所得款項淨額將不會對本集團的現有業務及營運構成任何重大不利影響，並符合本公司及其股東的整體最佳利益。除本年報所披露者外，董事會確認九月配售事項所籌得的所得款項淨額的用途並無其他改變。

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CAPITAL REORGANISATION

In extraordinary general meeting of the Company convened on 9 December 2022 (the “EGM”), the resolutions approving the capital reorganisation involving the share consolidation, the capital reduction and the share sub-division (the “Capital Reorganisation”) was duly passed by way of poll. The Capital Reorganisation involves:

(i) Share Consolidation (the “Share Consolidation”)

Every five (5) issued Shares of HK\$0.10 (“Existing shares”) each shall be consolidated into one (1) Consolidated Shares of HK\$0.50 each, and every five (5) unissued Existing Shares of HK\$0.10 each shall be consolidated into one (1) unissued consolidated share of HK\$0.50 each (“Consolidated Shares”).

(ii) Capital Reduction (“Capital Reduction”)

The Capital Reduction will be implemented subsequent to the Share Consolidation becoming effective, pursuant to which the par value of each of the issued Consolidated Shares will be reduced from HK\$0.50 to HK\$0.01 by cancelling the paid-up capital of the Company to the extent of HK\$0.49 on each of the issued Consolidated Shares. As such, the issued share capital of the Company will be reduced.

(iii) Share Sub-Division (the “Share Sub-Division”)

Immediately following the effectiveness of the Capital Reduction, the Share Sub-Division will be implemented on the basis that every unissued Consolidated Share of HK\$0.50 each in the authorised share capital of the Company shall be sub-divided into fifty (50) New Shares of HK\$0.01 each (the “New Shares”).

股本重組

於本公司在二零二二年十二月九日舉行的股東特別大會（「股東特別大會」）上，批准本公司股本重組（涉及股份合併、股本削減及股份拆細（「股本重組」））的決議案以投票方式獲正式通過。股本重組涉及：

(i) 股份合併（「股份合併」）

每五(5)股每股面值0.10港元的已發行股份（「現有股份」）將合併為一(1)股每股面值0.50港元的合併股份，及每五(5)股每股面值0.10港元的未發行現有股份將合併為一(1)股每股面值0.50港元的未發行合併股份（「合併股份」）。

(ii) 股本削減（「股本削減」）

股本削減將於股份合併生效後實行，據此，透過註銷本公司的實繳股本（以已發行合併股份每股0.49港元為限）將已發行合併股份的每股面值由0.50港元削減至0.01港元。因此，本公司的已發行股本將予以削減。

(iii) 股份拆細（「股份拆細」）

緊隨股本削減生效後，股份拆細將按本公司法定股本中每股面值0.50港元的未發行合併股份各自將拆細為五十(50)股每股面值0.01港元的新股份（「新股份」）之基準實行。

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The Share Consolidation became effective after the passing of the resolution in connection with the Share Consolidation as an ordinary resolution of the Company in the EGM. The Capital Reduction and the Share Sub-Division became effective (i) after the Grand Court of the Cayman Islands made an order confirming the Capital Reduction (the “Court Order”); and (ii) upon the Court Order together with the minutes approved by the Court containing the particulars required under the Companies Act (2022 Revision, Cap. 22 of the Cayman Islands) with respect to the Capital Reduction were filed and duly registered with the Registrar of Companies in the Cayman Islands.

股份合併於股東特別大會上通過有關股份合併的決議案為本公司的普通決議案後生效。股本削減及股份拆細於(i)開曼群島大法院發出確認股本削減的頒令(「法院頒令」);及(ii)法院頒令連同法院所批准載有公司法(開曼群島第22章(二零二二年修訂))所規定涉及股本削減詳情之會議記錄已提交並獲開曼群島公司註冊處處長正式登記後生效。

The effect of the Capital Reorganisation on the share capital structure of the Company is summarised as follows:

股本重組對本公司股本架構之影響概述如下：

	Before Capital Reorganisation	Immediately after the share consolidation becoming effective but before the capital reduction becoming effective	Immediately after the Capital Reorganisation becoming effective
	於股本重組前	緊隨股份合併生效後但於股本削減生效前	緊隨股本重組生效後
Authorised share capital 法定股本	500,000,000	500,000,000	500,000,000
Par value 面值	HK\$0.10 per Existing Share 每股現有股份 0.10 港元	HK\$0.50 per Consolidated Share 每股合併股份 0.50 港元	HK\$0.01 per New Share 每股新股份 0.01 港元
No. of authorised shares 法定股份數目	5,000,000,000 Existing Shares 5,000,000,000 股 現有股份	1,000,000,000 Consolidated Share 1,000,000,000 股 合併股份	50,000,000,000 New Share 50,000,000,000 股 新股份
Par value of issued share capital (HK\$) 已發行股本面值(港元)	131,882,761.20	131,882,761.20	2,637,655.22

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	Before Capital Reorganisation 於股本重組前	Immediately after the share consolidation becoming effective but before the capital reduction becoming effective 緊隨股份合併生效後但於股本削減生效前	Immediately after the Capital Reorganisation becoming effective 緊隨股本重組生效後
No. of issued shares Existing Share 已發行股份數目 現有股份	1,318,827,612	263,765,522 Consolidated Share 263,765,522 股 合併股份	263,765,522 New Share 263,765,522 股 新股份
No. of unissued shares Existing Share 未發行股份數目 現有股份	3,681,172,388	736,234,478 Consolidated Share 736,234,478 股 合併股份	49,736,234,478 New Share 49,736,234,478 股 新股份
Par value of unissued share capital (HK\$) 未發行股本面值(港元)	368,117,238.80	368,117,238.80	497,362,344.80

Details of the Capital Reorganisation aforementioned are set out in (i) the announcements of the Company dated 4 November 2022 and 9 December 2022 respectively in relation to, among other things, the Capital Reorganisation; (ii) the circular of the Company dated 24 November 2022 in relation to the EGM; (iii) the announcement of the Company dated 9 December 2022 regarding, amongst other things, the poll results of the EGM; and (iv) the announcement of the Company dated 17 February 2022 in relation to, amongst other things, the effective date of the Capital Reduction and the Share Sub-Division.

有關上述股本重組的詳情載於(i)本公司日期分別為二零二二年十一月四日及二零二二年十二月九日的公告，內容有關(其中包括)股本重組；(ii)本公司日期為二零二二年十一月二十四日的通函，內容有關股東特別大會；(iii)本公司日期為二零二二年十二月九日的公告，內容有關(其中包括)股東特別大會的投票表決結果；及(iv)本公司日期為二零二二年二月十七日的公告，內容有關(其中包括)股本削減及股份拆細的生效日期。

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FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Apart from those disclosed in the above paragraphs, there were no material investments or additions of capital assets authorised by the Board at the date of this annual report.

FOREIGN EXCHANGE EXPOSURE

The Group mainly earns revenue in RMB and also incurs cost in HK\$ and RMB. The Group is exposed to foreign exchange risk with respect mainly to HK\$ which may affect the Group's performance. The management is aware of the possible exchange rate exposure due to the continuing fluctuation of HK\$ and will closely monitor its impact on the performance of the Group to see if any hedging policy is necessary. The Group currently does not have any foreign currency hedging policy.

CONTINGENT LIABILITIES

The Group had no significant contingent liabilities as at 31 December 2023 (2022: Nil).

CAPITAL COMMITMENTS

The Group had no significant outstanding capital commitment as at 31 December 2023 (2022: Nil).

重大投資或資本資產之未來計劃

除該等於上述文段所披露者外，於本年報日期，董事會概無授權任何重大投資或資本資產添置。

外匯風險

本集團主要以人民幣賺取收益及以港元及人民幣產生成本。本集團所面對之外匯風險主要與港元有關，本集團之表現可能因此受到影響。管理層知悉港元持續波動可能引致之外匯風險，並將密切監察其對本集團表現之影響，以判斷是否有必要採取任何對沖政策。本集團現時並無任何外幣對沖政策。

或然負債

於二零二三年十二月三十一日，本集團並無重大或然負債(二零二二年：無)。

資本承擔

於二零二三年十二月三十一日，本集團並無重大尚未償還之資本承擔(二零二二年：無)。

Management Discussion and Analysis

管理層討論與分析

LITIGATION

The management report and Chinese legal opinion on the litigation and arbitration of our affiliated subsidiaries are detailed in the appendix on pages 341 to 396, which involves bank loans, remuneration, tax and other debts due. In accordance with the relevant requirements of the Accounting Standards and based on the principle of prudence, the Company has provided for the estimated liabilities of the pending litigation totalling RMB28.0 million for the year 2023 based on the outcome of the litigation judgement, which will reduce the Company's net profit attributable to the shareholders of the listed company for the year 2023 by RMB28.0 million, and the specific impact of this judgement on the Company is subject to the final execution of the case.

The associated subsidiaries of the Group were involved in litigation and arbitration cases, all of which were caused by the downturn of the domestic economy and the unprecedented impact on the industry to which the Group belongs, the large-scale extension of the construction works in the early stage of the construction period, the failure to make timely repayment of the payments for the governmental works as well as the payments for the other works. In order to ensure that the Company's business continues to progress, it has been necessary to increase the relevant borrowings and financing and to reduce and defer the relevant expenses, which has further aggravated the pressure on the Company's capital and led to numerous litigation and arbitration cases. In respect of the amounts involved in the current litigation and arbitration cases, large amounts of the cases were secured by the relevant properties belonging to the Company and its senior management, and the Company's receivables were sufficient to cover the payment of such amounts, therefore, the management of the Company is of the view that the litigation and arbitration cases involved in the associated subsidiaries of the Group will not have a material impact on the audit for the current period.

訴訟事項

本集團管理層關於本集團關聯子公司涉訴及仲裁的情況報告與中國法律意見，具體情況載於第341頁至396頁附錄，涉及銀行貸款、薪酬、稅務等到期債務。公司二零二三年度已根據會計準則相關規定，基於審慎性原則，依據訴訟判決結果，計提未決訴訟預計負債共計人民幣28.0百萬元，減少公司二零二三年度歸屬於上市公司股東的淨利潤人民幣28.0百萬元，本判決對公司具體影響以案件最終執行情況為準。

本集團關聯子公司涉及訴訟及仲裁案件，均由於國內經濟下行，本集團所屬行業遭受前所未有的衝擊所引起，前期建築工程的大面積的鋪開，政府工程款項以及其他工程款項未能及時回款，為確保公司業務持續推進，不得不增加相關的借貸融資，縮減推遲相關費用支出，進而加劇了公司的資金壓力，導致諸多訴訟仲裁案件產生。就目前的訴訟仲裁案件所涉及的金額中，其中大金額的案件均有公司及高管人員所屬的相關物業作為擔保，而公司的應收款項也足於覆蓋該部分金額的支付，因此，公司管理層認為，本集團關聯子公司涉及的訴訟及仲裁案件對於當期審計工作並不會有重大影響。

Management Discussion and Analysis 管理層討論與分析

EMPLOYEE AND REMUNERATION POLICY

As at 31 December 2023, the employee headcount of the Group was 21 (2022: 33) and the total staff costs, including Directors' remuneration, amounted to approximately RMB6.5 million for the Reporting Period (2022: RMB13.8 million). The decrease in employee headcount was due to the strategic restructuring and outsourcing plan implemented by the Group to achieve better cost control while streamlining its operations and improving overall efficiency during the Reporting Period. The increase in total staff cost was due to the increase inequity-settled share-based payment expenses during the Reporting Period.

The Group offers competitive remuneration packages commensurate with industry practice and provides various fringe benefits to employees. The Group conducts induction training for all of its new employees and on-going training from time to time during their employment. The nature of training offered depends on their specific field of operation.

The objective of the Group's remuneration policy is to maintain fair and competitive packages based on business requirements and industry practice. In order to determine the level of remuneration paid to its employees (including directors and senior management), the following factors are considered:

- workload, responsibility and job complexity;
- business requirements;
- individual performance and contribution to results;
- company performance and profitability;
- retention considerations and the potential of individuals;

僱員及薪酬政策

於二零二三年十二月三十一日，本集團之僱員人數為21人(二零二二年：33人)，及於報告期間，總員工成本(包括董事薪酬)約為人民幣6.5百萬元(二零二二年：人民幣13.8百萬元)。僱員人數減少乃由於本集團於報告期間實施的戰略性人力重組及外判計劃，以實現更佳成本控制，同時精簡營運及提高整體效率。總員工成本增加乃由於報告期間以股本支付以股份為基礎之付款開支增加。

本集團為僱員提供符合行業慣例並具競爭力的薪酬待遇及各種附帶福利。本集團為所有新僱員進行入職培訓，並在彼等受僱期間不時提供持續培訓。所提供培訓的性質取決於彼等具體的工作領域。

本集團薪酬政策的目標為根據業務需求及行業慣例維持公平且具競爭力的待遇。於釐定向其僱員(包括董事及高級管理層)支付的薪酬水平時會考慮以下因素：

- 工作量、職責及工作的複雜程度；
- 業務需求；
- 個人表現及對業績作出的貢獻；
- 公司表現及盈利能力；
- 留任因素及個人潛力；

Management Discussion and Analysis 管理層討論與分析

- corporate goals and objectives;
- market rates and changes in relevant markets, including supply and demand fluctuations and changes in competitive conditions; and
- general economic situation.
- 公司目標及宗旨；
- 相關市場的市場水平及變動，包括供需變動及競爭環境轉變；及
- 整體經濟狀況。

KEY RISKS AND UNCERTAINTIES

The Group's financial condition, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. The followings are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

Business Risk

Future growth of the Group relies, to a certain extent, on the successful maintenance and expansion of the Group's sales to key customers. As a result, any loss of key customers or substantial reduction in the amount of purchase by them could significantly and adversely affect the business, results of operations, financial condition and prospects of the Group. Further, the business of the Group is currently concentrated in Meizhou of Guangdong Province. Any adverse economic or market development in this region or any other regions that the Group operates may materially and adversely affect the demand for the merchandise of the Group.

主要風險及不明朗因素

本集團的財務狀況、經營業績、業務及前景可能受眾多風險及不明朗因素影響。以下為本集團識別出的主要風險及不明朗因素。除下文所述者外，可能存在本集團未獲悉或目前不屬重大但日後可能成為重大的其他風險及不明朗因素。

業務風險

本集團日後的增長在一定程度上依賴成功保持及擴大對主要客戶的銷售。因此，主要客戶流失或其購買額大幅下降可能對本集團的業務、經營業績、財務狀況及前景造成重大不利影響。此外，本集團的業務目前集中在廣東省梅州。該地區或本集團經營所在的任何其他地區的任何不利經濟或市場發展可能會對本集團商品的需求造成重大不利影響。

Management Discussion and Analysis 管理層討論與分析

Operational Risk

Most of the Group's sale and distribution of merchandise are derived from merchandise procured from its suppliers. Any adverse change of the Group's relationship, including termination or change in requirements as imposed by the suppliers, with its suppliers may adversely affect the business operation of the Group. Further, the Group's operation can also be adversely affected if there occur any material delay in product delivery by the Group's suppliers.

Industrial Risk

The products and services offered by the Group are mainly used for or closely related to building or home improvement purposes. Accordingly, business, results of operations and prospects of the Group are driven, to a considerable extent, by the growth of the real estate market and the relevant government policies in China.

Financial Risk

The business and operation of the Group are exposed to financial risks on currency, interest rates, credit and impairment assessment and liquidity.

Details of financial risk management of the Group are set out in note 37(b) to the consolidated financial statements.

經營風險

本集團的大部分商品銷售及分銷源自向其供應商採購的商品。本集團與其供應商關係的任何不利變動(包括供應商所提出的終止或要求變動)可能會對本集團的業務經營造成不利影響。此外，倘本集團的供應商交付產品出現任何重大延遲，本集團的經營亦會受到不利影響。

行業風險

本集團所提供的產品及服務主要用於建築或家居裝修或與之密切相關的用途。因此，本集團的業務、經營業績及前景在很大程度上受到中國房地產市場增長以及相關政府政策的推動。

財務風險

本集團之業務及經營面臨有關貨幣、利率、信貸及減值評估以及流動資金方面的財務風險。

本集團的財務風險管理詳情載於綜合財務報表附註37(b)。

Management Discussion and Analysis 管理層討論與分析

MANPOWER AND RETENTION RISK

The competition for talents in the cities that the Group operates leads to the risk that the Group may not be able to attract and retain key personnel and talents with the most appropriate and required skills, experience and competence which would meet the business objectives of the Group from time to time. The Group will continue to evaluate our remuneration system and policy from time to time and target to provide attractive remuneration package to attract, retain and motivate suitable candidates and personnel.

REPORT AND CHINESE LEGAL OPINION ON THE SITUATION OF LITIGATION AND ARBITRATION OF RELATED SUBSIDIARIES OF THE GROUP BY THE MANAGEMENT

The management report and Chinese legal opinion on the litigation and arbitration of our affiliated subsidiaries are detailed in the appendix on pages 341 to 396.

人力及挽留風險

本集團經營所在城市的人才競爭導致本集團面臨風險，即未必能吸引及挽留擁有最適當及所需技能、經驗及符合本集團不時業務目標能力的主要人員及人才。本集團將繼續不時評估薪酬系統及政策，旨在提供具吸引力的薪酬待遇，以吸引、挽留及激勵合適人選及人員。

管理層關於本集團關聯子公司涉訴及仲裁的情況報告與中國法律意見

本集團管理層關於本集團關聯子公司涉訴及仲裁的情況報告與中國法律意見，具體情況載於第341頁至396頁附錄。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷

DIRECTORS

Executive Directors

Ms. Hou Wei (侯薇), aged 54, was appointed as a Director on 2 February 2015 and was re-designated as an executive Director on 5 June 2015. Ms. Hou is also the chairlady and chief executive officer of the Group. She is primarily responsible for the overall management, strategic planning, business development and cooperation of the Group. In September 1999, Ms. Hou joined Guangdong Jiye Household Building Materials Chain Co., Ltd. ("Jiye Household") as the manager of Jiye Household and she was later appointed as the executive director of Jiye Household in May 2004, primarily responsible for the overall management, operation, strategic planning and the supervision of the finance and purchase department. She has over 20 years of experience in retail chain store operation and distribution of housewares and building materials. Prior to joining the Group, from July 1989 to July 1999, Ms. Hou served as a teacher of Meizhou Middle School of Meizhou (梅州市梅州中學). From October 2011 to December 2016, Ms. Hou served as a member of CPPCC Guangdong Province Meixian Committee (政協廣東省梅縣委員會). In November 2011, she received the title of "Guangdong Province Outstanding Entrepreneurs" (廣東省優秀企業家) jointly awarded by Guangdong Entrepreneurs Council (廣東企業家理事會) and Guangdong Province Economists and Entrepreneurs Association (廣東省經濟學家企業家聯誼會). In November 2012, she received the title of "Green Brand Advocates of Chinese Household Building Materials" (中國建材家居綠色品牌倡導者) awarded by China Real Estate Society (中國房地產學會) and China Building Materials Daily (中國建材報). Ms. Hou received her diploma in English from Guangdong Jiaying College (廣東嘉應學院) in the PRC in June 1989 and her graduate certificate in the advanced class of business strategy (經營方略高級研修班) from the Peking University (北京大學) in the PRC in January 2013. Ms. Hou is the sister of Mr. Hou Bo, a non-executive Director of the Group.

董事

執行董事

侯薇女士，54歲，於二零一五年二月二日獲委任為董事並於二零一五年六月五日調任為執行董事。侯女士亦為本集團主席兼行政總裁。彼主要負責本集團的整體管理、戰略規劃及業務發展和合作。於一九九九年九月，侯女士加入廣東集一家居建材連鎖有限公司(「集一家居」)為集一家居的經理，其後於二零零四年五月獲委任為集一家居的執行董事，主要負責整體管理、經營、戰略規劃以及監督財務及採購部。彼於連鎖店營運及分銷傢俱及建材方面擁有逾20年經驗。加入本集團前，侯女士於一九八九年七月至一九九九年七月擔任梅州市梅州中學教師。自二零一一年十月至二零一六年十二月，侯女士擔任政協廣東省梅縣委員會委員。於二零一一年十一月，彼獲廣東企業家理事會及廣東省經濟學家企業家聯誼會共同頒授「廣東省優秀企業家」榮銜。於二零一二年十一月，彼獲中國房地產學會及中國建材報頒發的「中國建材家居綠色品牌倡導者」榮銜。侯女士於一九八九年六月在中國的廣東嘉應學院取得英語文憑，並於二零一三年一月在中國的北京大學取得經營方略高級研修班的畢業證書。侯女士為本集團非執行董事侯波先生的妹妹。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷

Mr. Liu Xianxiu (劉賢秀), aged 51, was appointed as an executive Director on 5 June 2015. He is primarily responsible for overall internal control and internal audit affairs of the Group. He joined the Group in July 2011 and served as an account manager and warehouse logistics manager of Jiyi Household until February 2013, primarily responsible for accounting and auditing and management of warehouse logistics. He was re-designated as a deputy chief financial officer of Jiyi Household from March 2013 to June 2013, and was appointed as the chief financial officer of Jiyi Household in July 2013, primarily responsible for the overall management of financial affairs. He was re-designated as the chief internal audit officer of Jiyi Household in September 2017, primarily responsible for the overall internal control and internal audit affairs. Prior to joining the Group, from July 1995 to November 2001, he served as the accountant of Meizhou Gas Company Limited (梅州市管道煤氣有限公司), a company which is principally engaged in supply of town gas in Meizhou, where he was primarily responsible for accounting. From November 2001 to November 2004, he was the finance manager of Meizhou Yanming Lake Tourist Resorts Company Limited (梅縣雁鳴湖旅遊度假村有限公司), a company which is principally engaged in the management of Yanming Lake Tourist Resorts (雁鳴湖旅遊度假村), primarily responsible for accounting and finance of such company. From November 2004 to July 2011, he served as the head of finance of Meizhou New Weima Ceramics Company Limited (梅州市新威馬陶瓷有限公司), a company which is principally engaged in the production of ceramics, primarily responsible for accounting and finance of such company. Mr. Liu received his diploma in financial management and computer application from South China Agricultural University (華南農業大學) in the PRC in July 1995. He received his qualification certificate of specialty and technology (intermediate accounting) (專業技術資格證書(中級會計)) from the Ministry of Finance of the PRC in May 2002.

劉賢秀先生，51歲，於二零一五年六月五日獲委任為執行董事。彼主要負責本集團的整體內部控制及內部審計事宜。彼於二零一一年七月加入本集團，擔任集一家居會計經理及倉儲物流經理，直至二零一三年二月為止，主要負責倉儲物流的會計、審計及管理。彼於二零一三年三月至二零一三年六月調任集一家居財務副總監，並於二零一三年七月獲委任為集一家居財務總監，主要負責整體財務管理。彼於二零一七年九月調任為集一家居的內部審計總監，主要負責整體內部控制及內部審計事務。於加入本集團前，彼於一九九五年七月至二零零一年十一月在梅州市管道煤氣有限公司(一家主要在梅州市從事煤氣供應的公司)擔任會計師，主要負責會計工作。於二零零一年十一月至二零零四年十一月，彼於梅縣雁鳴湖旅遊度假村有限公司(一家主要從事雁鳴湖旅遊度假村管理的公司)擔任財務經理，主要負責有關公司的會計及財務。於二零零四年十一月至二零一一年七月，彼於梅州市新威馬陶瓷有限公司(一家主要從事陶瓷生產的公司)擔任財務主管，主要負責該公司的會計及財務。劉先生於一九九五年七月在中國的華南農業大學取得財務管理及計算機應用文憑。彼於二零零二年五月取得中國財政部的專業技術資格證書(中級會計)。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷

Mr. Yang Baikang (楊柏康), aged 58, was appointed as our executive Director on 7 November 2018. He has been the vice president of the Company since 1 November 2017 and is primarily responsible for overseeing the engineering services business of the Company's subsidiary in the PRC. Mr. Yang served in various positions in different government departments in Meizhou City, Guangdong Province, PRC. He served as the deputy mayor of the People's Government of the Triangle Town of Meijiang District in Meizhou City (梅州市梅江區三角鎮人民政府) from December 1995 to March 1999; he served as the deputy secretary of the Party Committee (黨委副書記) of the People's Government of the Triangle Town of Meijiang District in Meizhou City (梅州市梅江區三角鎮人民政府) from March 1999 to July 2002; he also served as the mayor of the People's Government of the Triangle Town of Meijiang District in Meizhou City (梅州市梅江區三角鎮人民政府) from December 2000 to July 2002; he served as the deputy director of the Meizhou Municipal Real Estate Administration Bureau (梅州市房產管理局) from July 2002 to June 2007; he served as deputy director of the Meizhou Municipal Construction Bureau (梅州市建設局) from June 2007 to February 2010; and he served as deputy director of Meizhou Municipal Housing and Urban-Rural Development Bureau (梅州市住房和城鄉建設局) from February 2010 to July 2016. He obtained his diploma in political history from Jiaying Normal College (嘉應師範專科學校) in July 1986. He obtained his graduation certificate in economic management from CPC Guangdong Provincial Party School (中共廣東省委黨校) in December 2000 and obtained his graduation certificate of the postgraduate course for world economy and political majors from Graduate School of Renmin University of China (中國人民大學研究生院) in June 2002.

楊柏康先生，58歲，於二零一八年十一月七日獲委任為執行董事。彼自二零一七年十一月一日起一直擔任本公司的副總裁，主要負責監督本公司的中國附屬公司之工程服務業務。楊先生曾於中國廣東省梅州市政府的不同部門擔任多個職位。彼於一九九五年十二月至一九九九年三月出任梅州市梅江區三角鎮人民政府副鎮長；自一九九九年三月至二零零二年七月於梅州市梅江區三角鎮人民政府出任黨委副書記；並於二零零零年十二月至二零零二年七月兼任梅州市梅江區三角鎮人民政府鎮長；自二零零二年七月至二零零七年六月於梅州市房產管理局出任副局長；自二零零七年六月至二零一零年二月於梅州市建設局出任副局長；及自二零一零年二月至二零一六年七月於梅州市住房和城鄉建設局出任副局長。彼於一九八六年七月在嘉應師範專科學校取得政史系文憑，並分別於二零零零年十二月及二零零二年六月在中共廣東省委黨校取得經濟管理課程的畢業證書及在中國人民大學研究生院取得世界經濟與政治專業研究生課程研修班的結業證書。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷

Non-executive Directors

Mr. Hou Bo (侯波), aged 56, was appointed as a non-executive Director on 5 June 2015. He is primarily responsible for the risk management and providing supervision in the business of the Group. From September 2010 to December 2011, he has been the supervisor of Jiyi Household and from December 2011 onwards, was then appointed as the non-executive director of Jiyi Household, primarily responsible for the risk management and providing supervision in the business of Jiyi Household. Since June 2002, he has been the managing director of Meizhou Xikang Real Estate Investment Company Limited (梅州市禧康房地產投資有限公司), a company which is principally engaged in property investments, where he is primarily responsible for the overall business management. From October 2011 onwards, he has also served as the managing director of Meizhou Xikang Estate Management Company Limited (梅州市禧康物業管理有限公司), a company which is principally engaged in estate management, where he is primarily responsible for the overall business management. He received a diploma in electronics from Meizhou West Vocational and Technical College (梅州城西職業技術學校) in the PRC in July 1984. Mr. Hou is the brother of Ms. Hou Wei. He was qualified as a senior industrial construction engineer (工業建築高級工程師) recognised by the Department of Personnel of Guangdong Province (廣東省人事廳) in March 2006, and was registered as an architect with the Department of Housing and Urban Rural Construction of Guangdong Province (廣東省住房和城鄉建設廳) in August 2010.

非執行董事

侯波先生，56歲，於二零一五年六月五日獲委任為非執行董事。彼主要負責本集團的風險管理及提供業務監督。彼於二零一零年九月至二零一一年十二月為集一家居主管，並自二零一一年十二月起獲委任為集一家居非執行董事，主要負責集一家居風險管理及業務監督。彼自二零零二年六月起擔任梅州市禧康房地產投資有限公司(一家主要從事物業投資的公司)的董事總經理，主要負責整體業務管理。彼自二零一一年十月起亦已擔任梅州市禧康物業管理有限公司(一家主要從事房地產管理的公司)董事總經理，主要負責整體業務管理。彼於一九八四年七月自中國的梅州城西職業技術學校取得電子專業文憑。侯先生為侯薇女士的兄長。彼於二零零六年三月獲廣東省人事廳認可為合資格工業建築高級工程師，並於二零一零年八月於廣東省住房和城鄉建設廳註冊為建築師。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷

Independent Non-Executive Directors

Mr. Chen Zenghua (陳增華), aged 51, was appointed as an independent non-executive Director on 29 December 2023. Mr. Chen, is an accomplished finance and accounting professional with a strong academic background and extensive qualifications. He has over 20 years of experience in the financial accounting and investment industries. He holds an undergraduate degree in Finance from Dongbei University of Finance and Economics* (東北財經大學), and holds a graduation certificate in Presidential Seminar on Financial Investment and Capital Operation of the Graduate School at Shenzhen, Tsinghua University* (清華大學深圳研究生院金融投資與資本運營總裁高級研修班). He is an academic member of the Association of International Accountants and an international affiliate of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Company, he worked at Shenzhen Huaxia CPA* (深圳華夏會計師事務所) as an audit assistant from 1995 to 1999 and later joined Shenzhen Donghai CPA* (深圳東海會計師事務所) from 2000 to 2010 with the last position as the general manager. From 2011 to 2014, he served as the Chairman of Shenzhen Fengshou Capital Investment Company* (深圳豐收資本投資公司). Currently, he holds the position of Executive President and Secretary-General of the Shenzhen Futian District Institute of Accountants* (深圳市福田區會計學會), a 5A-level social organisation. Mr. Chen has been recognised for his professional achievements and contributions to the industry. He received the Certificate for High-Level Professional in Shenzhen in 2013. In 2014, his research paper was acknowledged as excellent by Tsinghua University's Shenzhen Graduate School. He was the chief editor of the "Research Report and Development Plan for the Accounting Industry in Shenzhen Futian District" which was published in 2018. He organised four nationally influential accounting summits for the Guangdong-Hong Kong-Macao Greater Bay Area from 2018 to 2022. In 2021, he led the creation of the first high-end accounting industrial park in Guangdong, Hong Kong, and Macao Bay Area and introduced four domestic top ten accounting firms. At the same time, he participated in the preparation of "Entrepreneurial Financing" and published a number of industry papers in journals such as "Chief Financial Officer" and "Shenzhen Finance and Accounting Research". He was also awarded the honorary title of "Outstanding Accounting Worker" for the 40th anniversary of the founding of the Shenzhen Special Economic Zone by the Shenzhen

獨立非執行董事

陳增華先生，51歲，於二零二三年十二月二十九日獲委任為獨立非執行董事。陳先生是一位具備卓越金融和會計專業背景以及豐富資質的專業人士。彼在財務會計和投資行業擁有超過20年的經驗。彼持有東北財經大學金融學本科學歷，及持有清華大學深圳研究生院金融投資與資本運營總裁高級研修班結業證書。彼是國際會計師公會學術會員和香港會計師公會國際聯繫會員。在加入本公司之前，彼於一九九五年至一九九九年，在深圳華夏會計師事務所擔任審計助理，後來於二零零零年至二零一零年加入深圳東海會計師事務所，最後職位為總經理。在二零一一年至二零一四年期間，彼擔任深圳豐收資本投資公司的董事長。目前，彼擔任深圳市福田區會計學會的執行會長兼秘書長，該組織為一家5A級社會組織。陳先生的專業成就和對行業的貢獻得到了廣泛認可。彼於二零一三年獲得了深圳市高層次專業人才證書。於二零一四年，他的研究論文被清華大學深圳研究生院認為優秀。他是二零一八年《深圳市福田區會計行業調研報告與發展規劃》報告的主編。他在二零一八年至二零二二年期間組織舉辦了四次全國有影響力的粵港澳大灣區會計高峰論壇。二零二一年，彼領導創建了粵港澳大灣區首個高端會計產業園，並引進了四家國內排名前十的會計師事務所。同時，彼參與了《創業融資》的編寫，並在《首席財務官》、《深圳財政與會計研究》等期刊上發表了多篇行業論文。彼還

Biographical Details of Directors and Senior Management 董事及高級管理層履歷

Futian District Institute of Accountants* (深圳市福田區會計學會). In addition to his professional pursuits, Mr. Chen is actively involved in various honorable social roles, including but not limited to serving as a deputy to the 8th National People's Congress of Futian District, Shenzhen, a member of the 10th and 11th Chinese People's Political Consultative Conference of Jiaoling County, Guangdong Province, a supervisor of the 2nd Shenzhen Appraisal Association, and a judicial supervisor of the Futian District People's Procuratorate.

Ms. Chen Tao (陳桃), aged 37, was appointed as an independent non-executive Director on 24 June 2024. Ms. Chen a double bachelor's degree in Economics and Trade and English from Zhongnan University of Forestry Science and Technology* (中南林業科技大學). She further studied Industrial Economics at the School of Economics and Trade of Hunan University* (湖南大學經貿學院) and held the title of Economist. In addition, she has completed advanced training courses at Suzhou Research Institute of National University of Singapore* (新加坡國立大學蘇州研究院) and Tsinghua University School of Continuing Education* (清華大學繼續教育學院), etc. Ms. Chen has been in the construction machinery industry since 2008 and has accumulated rich experience in management and international trade. She worked as Key Account Manager in BYD Company Limited, responsible for the government official car procurement project in South China; and Key Account Director in Sanyi Heavy Industrial Company Limited* (三一重工股份有限公司), responsible for international key account sales and key project follow-up. Since 2014, Ms. Chen has founded and served as the Deputy General Manager of Changsha Tianduan Heavy Industry Co., Ltd* (長沙天盾重工有限責任公司). and is fully responsible for the company's business management, financial supervision, international trade and marketing. She has led the company to make remarkable achievements in the field of aerial work platforms, with products selling well both at home and abroad, and obtaining a number of domestic and international certifications and honorary titles. Ms. Chen is also actively involved in social affairs, serving as a special supervisor of Changsha Municipal and Changsha County Supervisory Commissions, and a special supervisor of Changsha Economic Development Zone for optimizing the business environment.

獲得了由深圳市福田區會計學會授予深圳經濟特區成立四十周年的「會計優秀工作者」榮譽稱號。除了專業成就，陳先生還積極擔任多個社會榮譽職位，包括但不限於擔任深圳市福田區第八屆人民代表大會代表、廣東省蕉嶺縣第十屆和第十一屆政協委員、深圳市會計學會第八屆理事、深圳市評估協會第二屆監事、福田區人民檢察院司法監督員。

陳桃女士，37歲，於二零二四年六月二十四日獲委任為獨立非執行董事。彼畢業於中南林業科技大學，取得經濟與貿易及英語雙學士學位，並在湖南大學經貿學院進修產業經濟學具有經濟師職稱。此外，她還在新加坡國立大學蘇州研究院、清華大學繼續教育學院等機構完成高級研修班課程。陳女士自二零零八年起進入工程機械行業，積累了豐富的管理和國際貿易經驗。她曾在比亞迪股份有限公司擔任大客戶經理，負責華南區政府公務用車採購項目；在三一重工股份有限公司擔任國際營銷公司大客戶總監，負責國際大客戶銷售及重點項目跟進。自二零一四年起，陳女士創立並擔任長沙天盾重工有限責任公司副總經理，全面負責公司的經營管理、財務監管、國際貿易和市場推廣工作。她帶領公司在高空作業平台領域取得了顯著成就，產品暢銷海內外，獲得多項國內外認證和榮譽稱號。陳女士還積極參與社會事務，擔任長沙市及長沙縣監察委員會特約監察員、長沙經開區優化營商環境特聘監督員等職務。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷

Mr. Hou Lianchang (侯聯昌), aged 56, was appointed as an independent non-executive Director on 6 October 2015. He has over 20 years of experience in legal work focusing on corporate finance practice. Since April 2000, Mr. Hou has been a lawyer with Jing Tian Law Office of Guangdong (廣東經天律師事務所), specializing in areas such as foreign investment, mergers and acquisitions, venture capital financing, asset and shareholding restructuring, and initial public offerings in overseas markets. He is also well versed in corporate structure and governance matters. From March 2012 onwards, he serves as a board member of Shenzhen Association of Trade in Services (深圳市服務貿易協會理事). Mr. Hou received his bachelor's degree in international law and his graduate certificate in the professional graduate course of economic law (經濟法專業研究生課程進修班) from Wuhan University (武漢大學) in the PRC, in December 1989 and December 2003, respectively. He is a lawyer registered with the Ministry of Justice of the PRC (中華人民共和國司法部) since September 1995.

Mr. Hou was a director of New Heng Ye Investment Development Limited (新恒業投資發展有限公司), a limited liability company incorporated in Hong Kong with a principal business of investment holding and dissolved by de registration by the Registrar of Companies in Hong Kong as a defunct company pursuant to section 291 of the Predecessor Companies Ordinance. The aforesaid company was inactive prior to its dissolution and was dissolved in 2009.

侯聯昌先生，56歲，於二零一五年十月六日獲委任為獨立非執行董事。彼於法律工作（專攻企業融資實務）擁有逾20年經驗。自二零零零年四月起，侯先生於廣東經天律師事務所擔任律師，專責外商投資、併購、風險資本融資、資產及股權重組以及於海外市場首次公開發售等領域。彼亦熟知企業架構及管治事宜。自二零一二年三月起，彼擔任深圳市服務貿易協會理事。侯先生分別於一九八九年十二月及二零零三年十二月在中國的武漢大學取得國際法學士學位及經濟法專業研究生課程進修班畢業證書。彼自一九九五年九月起為中華人民共和國司法部註冊律師。

侯先生曾為新恒業投資發展有限公司（一家於香港註冊成立的有限公司，主要業務為投資控股，並由香港公司註冊處處長根據前公司條例第291條作為停業公司撤銷註冊而解散）的董事。上述公司於解散前不活躍並於二零零九年解散。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷

SENIOR MANAGEMENT

Mr. Yu Yunkun (余潤坤), aged 37, was appointed as our chief executive officer of the Company on 29 December 2023. Mr. Yu is responsible for the Company's strategic management, investor relations, business development, corporate finance and legal and regulatory compliance of the Group. Mr. Yu holds a bachelor's degree in financial management from Guangdong Ocean University. Mr. Yu joined the Group in May 2011 and worked as a finance manager in the accounting and finance department of Guangdong Jiyi Household Building Materials Chain Co., Ltd. (廣東集一家居建材連鎖有限公司) ("Jiyi Household") until December 2013. From January 2014 to July 2017, he was re-designated as the director of internal audit department of the Group, and was mainly responsible for conducting independent assessments of the Group's operations, risk management, establishing organisational and departmental internal controls, identifying areas for improvement, and supporting the achievement of the Group's strategic and business objectives. From August 2017 to December 2023, he served as the finance director of the Group and was mainly responsible for overseeing the Group's financial accounting and reporting, financial operations, strategic financial planning, taxation and ensuring the Group's compliance with relevant corporate regulations.

高級管理層

余潤坤先生，37歲，於二零二三年十二月二十九日獲委任為本公司行政總裁。彼負責本公司之策略管理、投資者關係、業務發展、企業融資以及本集團法律及法規之合規事宜。余先生於二零一一年五月加入本集團，曾任廣東集一家居建材連鎖有限公司（「集一家居」）會計財務部財務經理，直至二零一三年十二月為止。從二零一四年一月至二零一七年七月，他被調任為本集團內部審計部總監，主要負責對集團的運營和風險管理進行獨立評估，建立組織和部門內部控制，識別需要改進的地方，並支持集團戰略和業務目標的實現。從二零一七年八月至二零二三年十二月，他擔任本集團財務總監，主要負責監督集團的財務會計和報告、財務運營、財務略規劃、稅以及確保集團遵守相關企業法規。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷

Ms. Liu Yulan (劉玉蘭), aged 40, was appointed as our chief financial officer of the Company on 24 June 2024. She is primarily responsible for overseeing all aspects of the Group's operations, including financial and audit management, corporate finance, investment management, investor relations and administration and matters. She obtained an executive MBA degree from Xiamen University and is a certified public accountant in the People's Republic of China (the "PRC"). Ms. Liu has extensive experience and knowledge in compliance monitoring and auditing, corporate and management accounting, internal control, corporate governance, capital markets, and listing project operations. Prior to joining the Group, she worked in the audit department of PricewaterhouseCoopers for nearly nine and a half years, and was also the chief financial officer and company secretary of a number of PRC enterprises planning to list on the A-share market in the PRC or Nasdaq in the US. Ms. Liu recently owned shares of a private trading group company established in the PRC and served as its controlling shareholder and legal representative, and as an independent non-executive director and a member of the remuneration committee of Greater Bay Area Dynamic Growth Holding Limited (Stock code: 1189).

劉玉蘭女士，40歲，於二零二四年六月二十四日獲委任為本公司之首席財務官。彼主要負責監督本集團各方面的運營工作，包括財務和審計管理、企業融資、投資管理、投資者關係和行政管理。她取得廈門大學之行政人員工商管理碩士學位，並為中華人民共和國（「中國」）註冊會計師。劉女士在合規監管和審計、企業和管理會計、內部控制、企業管治、資本市場、上市專案操作方面擁有豐富的經驗和知識。在加入本集團之前，她曾在普華永道會計師事務所的審計部工作近九年半，亦曾任職多家計劃前往中國A股或美國納斯達克股票上市的中國企業之首席財務官兼公司秘書。劉女士於最近期擁有一間於中國成立的私人貿易集團公司股份並擔任其控股股東及法定代表人，還有擔任大灣區聚變力量控股有限公司（股份代號：1189）的獨立非執行董事和薪酬委員會成員。

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Mr. Liang Weizhen (梁威震), aged 38, was appointed as the chief sales officer of the Group on 1 January 2019. He is mainly responsible for the sales and marketing management of the Group. He joined the Group in June 2013 and worked as a construction engineer in the engineering department of Jiye Xinya until September 2013, and was mainly responsible for supervising construction engineering work. From September 2013 to June 2014, he served as the deputy manager of the purchasing department of the Company, and was mainly responsible for managing and coordinating the Group's procurement. From June 2014 to January 2015, he was re-designated as the deputy director of the General Office, and was mainly responsible for the Group's internal administration affairs and corporate legal work. From January 2015 to January 2016, he served as the company's representative, and was mainly responsible for assisting the company secretary in handling listing-related matters and coordination between various internal departments of the Group. Since January 2016, He served as the assistant to the Chairlady and was mainly assisting the Chairlady in managing the coordination between internal departments, and was in charge of managing the Group's administration, logistics, human resources, legal affairs, warehousing and other tasks. Mr. Liang obtained a bachelor's degree in law from Guangzhou University of China in June 2009.

Mr. Wong Chi Kong (黃智江), was appointed as the company secretary of the Company on 31 July 2024. The Company engaged an external professional company secretarial services provider, Red Sun Capital Limited, to provide compliance and full range of company secretarial services to the Group in order to assist the Group to cope with the changing regulatory environment. Mr. Wong Chi Kong, the representative of Red Sun Capital Limited, was appointed as the Company Secretary. According to the requirements of Rule 3.29 of the Listing Rules, Mr. Wong Chi Kong had taken no less than 15 hours of relevant professional training for the year ended 31 December 2023.

梁威震先生，38歲，於二零一九年一月一日獲委任為本集團銷售總監。彼主要負責本集團之銷售及市場推廣管理。彼於二零一三年六月加入本集團，於集一信雅擔任工程部門之建築工程師至二零一三年九月，主要負責監管建築工程工作。自二零一三年九月至二零一四年六月，彼擔任本集團採購部門副經理，主要負責管理及協調本集團之採購事宜。自二零一四年六月至二零一五年一月，彼獲調任為總辦事處之副總監，主要負責本集團之內部行政事務及企業法律工作。自二零一五年一月至二零一六年一月，彼擔任公司代表，主要負責協助公司秘書處理本集團上市相關事宜及各內部部門之間之協調事宜。自二零一六年一月起，彼擔任主席助理，主要協助主席管理內部部門之間之協調事宜，並負責管理本集團之行政、物流、人力資源、法律事務、倉務及其他工作。梁先生於二零零九年六月於中國廣州大學取得法學學士學位。

黃智江先生，於二零二四年七月三十一日獲委任為本公司之公司秘書。本公司聘請外部專業公司秘書服務供應商——紅日資本有限公司為本集團提供合規和全面的公司秘書服務，以協助本集團應對不斷演變的監管環境。紅日資本有限公司的代表黃智江先生獲任命為公司秘書。根據上市規則第3.29條的規定，黃智江先生在截至二零二三年十二月三十一日止年度內已接受不少於15小時的相關專業培訓。

Report of the Directors 董事會報告

The Board are pleased to present their report and the audited financial statements of the Group for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The activities of its principal subsidiaries are set out in note 41 to the consolidated financial statements.

BUSINESS REVIEW AND PERFORMANCE

A review of the business of the Group and a discussion and analysis of the Group's performance during the year under review and a discussion on the Group's future business development and outlook of the Company's business, possible risks and uncertainties that the Group may be facing and important events affecting the Company occurred during the year ended 31 December 2023 are provided in the sections headed "Chairlady's Statement" and "Management Discussion and Analysis" on pages 6 to 11 and pages 12 to 35 of this annual report. An account of the Company's relationships with its key stakeholders is included in the paragraph headed "Relationships with Employees, Suppliers and Customers" of the report of the Directors on page 96 to 97 of this annual report.

An analysis of the Group's performance during the year ended 31 December 2023 using financial performance indicators is provided in the section headed "Management Discussion and Analysis" on pages 12 to 35 of this annual report.

An analysis of the principal risks and uncertainties faced by the Group and the particulars of events affecting the Group since the end of the Reporting Period are set out respectively in the paragraph headed "Key Risks and Uncertainties" on pages 33 to 34, and the paragraph headed "Event after the Reporting Period" on page 71 of this annual report.

董事會欣然呈列其報告及本集團截至二零二三年十二月三十一日止年度的經審核財務報表。

主要業務

本公司之主要業務為投資控股。其主要附屬公司之活動載於綜合財務報表附註41。

業務回顧及表現

本集團業務回顧及本集團於回顧年度表現的討論及分析，以及對本集團未來業務發展及本公司業務的前景、本集團可能面臨的可能風險及不確定因素及於截至二零二三年十二月三十一日止年度發生的影響本公司的重大事項的討論載於本年報第6至11頁的「主席報告書」及第12至35頁的「管理層討論與分析」各節。本公司與其主要持份者的關係詳情載於本年報第96至97頁的董事會報告的「與僱員、供應商及客戶的關係」一段。

本集團截至二零二三年十二月三十一日止年度的表現分析所採用的財務表現指標載於本年報第12至35頁的「管理層討論與分析」一節。

有關本集團面臨的主要風險及不明朗因素之分析以及自報告期末以來影響本集團之事項之詳情分別載於本年報第33至34頁之「主要風險及不明朗因素」一段及本年報第71頁「報告期後事項」一段。

Report of the Directors 董事會報告

In addition, more details regarding the Group's performance by reference to environmental and social-related key performance indicators and policies, as well as compliance with relevant laws and regulations which have a significant impact on the Company are provided in the section headed "Environmental, Social and Governance Report" of the on pages 98 to 127 of this annual report.

RESULTS AND APPROPRIATIONS

The results of the Group for the Reporting Period are set out in the consolidated statement of profit or loss and other comprehensive income on page 140 to 141 of this report.

The Board does not recommend any payment of final dividend for the year ended 31 December 2023 (2022: Nil). The Board has adopted a dividend policy on 31 December 2018. Details of which is set out of page 48 of this annual report.

RESERVES

Details of movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity and note 42 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 31 December 2023, calculated in accordance with the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the "Companies Law") amounted to approximately RMB382.5 million.

此外，有關參考環境及社會相關關鍵表現指標及政策以及對本公司有重大影響的相關法律法規之遵守情況而定之本集團表現的更多詳情載於本年報第98至127頁的「環境、社會及管治報告」一節。

業績及分派

本集團於報告期間之業績載於本報告第140至141頁之綜合損益及其他全面收益表內。

於截至二零二三年十二月三十一日止年度，董事會不建議派付任何末期股息（二零二二年：無）。董事會已於二零一八年十二月三十一日採納一項股息政策。有關政策之詳情載於本年報第48頁。

儲備

年內本集團及本公司儲備變動之詳情載於綜合權益變動表及綜合財務報表附註42。

可供分派儲備

於二零二三年十二月三十一日，本公司根據開曼群島第22章公司法（一九六一年第3號法例，經綜合及修訂）（「公司法」）計算之可供分派儲備約為人民幣382.5百萬元。

Report of the Directors 董事會報告

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the Reporting Period are set out in note 16 to the consolidated financial statements.

DIVIDEND POLICY

The Company has adopted a dividend policy on 31 December 2018 (the "Dividend Policy"), pursuant to which the Company may declare and distribute dividends to the shareholders of the Company to allow shareholders to share the Company's profit and for the Company to retain adequate reserves for future growth.

Under the Dividend Policy, provided the Group is profitable and without affecting the normal operations of the Group, the Company may consider to declare and pay dividends to the shareholders of the Company. In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, among others, the operating results, cash flow, financial condition, capital requirements of the Group, the interests of the shareholders and any other factors that the Board may consider appropriate. Declaration of the dividend by the Company is also subject to the Companies Laws, the articles of association of the Company and any applicable laws, rules and regulations.

The Dividend Policy will continue to be reviewed from time to time and shall in no way constitute a legally-binding commitment by the Company in respect of its future dividend. There can be no assurance that a dividend will be proposed or declared in any specific periods.

SHARE CAPITAL

Details of movements in share capital of the Company during the Reporting Period are set out in note 33 to the consolidated financial statements.

物業、廠房及設備

本集團於報告期間之物業、廠房及設備變動詳情載於綜合財務報表附註16。

股息政策

本公司已於二零一八年十二月三十一日採納股息政策（「股息政策」），據此，本公司可向本公司股東宣派及派發股息，以使股東能分享本公司之溢利成果，並為本公司未來增長保留充足儲備。

根據股息政策，倘本集團有盈利且不影響本集團的正常營運的情況下，則本公司可考慮向本公司股東宣佈及派發股息。在決定是否建議宣派股息及釐定股息的金額時，董事會應考慮（其中包括）本集團的經營業績、現金流量、財務狀況、資本要求、股東的利益及董事會可能認為適當的任何其他因素。本公司宣派股息亦須遵守公司法、本公司的組織章程細則及任何適用法律、規則及規例下的任何限制。

股息政策將持續不時作出審閱且該政策無論如何不會構成本公司於其未來股息方面的具有法定約束力的承諾。概不能保證將在任何既定期間建議或宣派股息。

股本

本公司於報告期間之股本變動詳情載於綜合財務報表附註33。

Report of the Directors 董事會報告

BORROWINGS

Details of the Group's borrowings as at 31 December 2023 are set out in note 28 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association and there is no restriction against such rights under the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders of the Company.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

DIRECTORS

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

Executive Directors

Ms. Hou Wei (*Chairlady*)

Mr. Liu Xianxiu

Mr. Yang Baikang

Non-executive Director

Mr. Hou Bo

借款

於二零二三年十二月三十一日本集團借款的詳情載於綜合財務報表附註28。

優先購買權

本公司之組織章程細則並無優先購買權之條文且根據開曼群島法律並無有關權利之限制，從而令本公司須按比例向本公司現有股東發售新股份。

購買、出售或贖回本公司之上市證券

截至二零二三年十二月三十一日止年度，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

董事

報告期間及截至本年報日期止董事如下：

執行董事

侯薇女士(主席)

劉賢秀先生

楊柏康先生

非執行董事

侯波先生

Report of the Directors 董事會報告

Independent non-executive Directors

Mr. Chen Zenghua (appointed on 29 December 2023)
Mr. Hou Lianchang
Ms. Chen Tao (appointed on 24 June 2024)
Mr. Ho Hin Yip (resigned on 29 December 2023)
Mr. Wong Yee Nok Enoch (appointed on 23 February 2024
and resigned on 25 March 2024)
Mr. Ye Yihui (resigned on 24 November 2023)

In accordance with article 108(a) of the Company's articles of association, Ms. Hou Wei and Mr. Hou Lianchang will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

In accordance with article 112 of the Company's articles of association, Mr. Chen Zenghua and Ms. Chen Tao will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his/her independence pursuant to rule 3.13 of the Listing Rules. The Company considered all of the independent non-executive Directors to be independent.

DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

獨立非執行董事

陳增華先生(2023年12月29日任命)
侯聯昌先生
陳桃女士(2024年6月24日任命)
何衍業先生(2023年12月29日辭職)
黃以諾先生(2024年2月23日獲委任，
2024年3月25日辭職)
葉義輝先生(2023年11月24日辭職)

根據本公司組織章程細則第108(a)條，侯薇女士及侯聯昌先生將於應屆股東週年大會上退任，惟合資格並願膺選連任。

根據公司章程第112條，陳增華先生和陳桃女士將於應屆股東週年大會上退任，惟合資格並願膺選連任。

本公司已自各獨立非執行董事接獲彼等各自根據上市規則第3.13條作出之獨立性年度確認。本公司認為全體獨立非執行董事均為獨立人士。

董事之服務合約

擬於應屆股東週年大會上膺選連任之各董事概無與本公司訂立任何服務合約(並非可於一年內不作賠償(法定賠償除外)而終止的合約)。

Report of the Directors 董事會報告

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors had engaged in or were interested in any business which competed or was likely to compete, either directly or indirectly, with the business of the Group during the Reporting Period.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save for disclosed elsewhere in this annual report, no transaction, arrangement or contract of significance to which the Company, or any of its subsidiaries was a party, and in which a Director or an entity connected with a Director had or is having a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事於競爭業務之權益

於報告期間，概無董事從事與或可能與本集團業務直接或間接競爭之任何業務或於當中擁有權益。

董事於重大合約之權益

除本年報其他地方所披露者外，本公司或其任何附屬公司並無作為一方訂立董事或與董事有關連之實體曾經或現時於當中直接或間接擁有重大權益且於年末或本年度任何時間存續之任何重大交易、安排或合約。

Report of the Directors 董事會報告

NON-COMPETITION UNDERTAKING

The controlling shareholders of the Company entered into a deed of non-competition in favour of the Company dated 6 October 2015 (“Deed of Non-competition”) as set out in the paragraph headed “Relationship with Controlling Shareholders” in the Prospectus, pursuant to which the controlling shareholders of the Company have undertaken to the Company that she/it will not, and will procure her/its close associates (other than members of the Group) not to directly or indirectly be involved in or undertake any business (other than our business) that directly or indirectly competes, or may compete, with our business or undertaking, or hold shares or interest in any companies or business that compete directly or indirectly with the business engaged by the Group from time to time. The controlling shareholders have provided an annual declaration and confirmed their compliance of all the undertakings provided under the Deed of Non-competition. There are no matters which required to be deliberated by the independent non-executive Directors in relation to the compliance and enforcement of the Deed of Non-competition and it is considered that the terms of the Deed of Non-competition have been complied by the controlling shareholders.

CHANGE IN INFORMATION OF DIRECTOR

Save as disclosed in the section headed “Biographical Details of Directors and Senior Management” in this annual report, there are no other changes in the information of Directors, which are required to be disclosed pursuant to rule 13.51B(1) of the Listing Rules.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of Directors and senior management of the Group are set out in the “Biographical Details of Directors and Senior Management” section on pages 36 to 45 of this annual report.

不競爭承諾

本公司控股股東以本公司為受益人訂立日期為二零一五年十月六日之不競爭契據(「不競爭契據」)，載於招股章程「與控股股東的關係」一段，據此，本公司控股股東向本公司承諾，其將不會並將促使其緊密聯繫人(本集團成員公司除外)不直接或間接參與或進行任何與我們的業務或事業直接或間接構成競爭或可能構成競爭的業務(我們的業務除外)，或於任何直接或間接與本集團不時從事的業務構成競爭的公司或業務持有股份或權益。控股股東已提供一份年度聲明並確認，彼等遵守不競爭契據所規定之全部承諾。概無與遵守及執行不競爭契據有關事項須經獨立非執行董事商討，不競爭契據之條款被認為已獲控股股東遵守。

董事資料之變動

除本年報「董事及高級管理層履歷」一節所披露者外，概無根據上市規則第13.51B(1)條須予披露之其他董事資料變動。

董事及高級管理層履歷

本集團董事及高級管理層履歷載於本年報第36至45頁「董事及高級管理層履歷」一節。

Report of the Directors 董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2023, the interests and short positions of each director and chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong, the "SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of the SFO; as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules, were as follows:

董事及最高行政人員於本公司股份及相關股份之權益及淡倉

於二零二三年十二月三十一日，本公司各董事及最高行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份或債權證中擁有根據證券及期貨條例第7及8分部規定須知會本公司及聯交所的權益及淡倉，或記錄於根據證券及期貨條例第352條本公司須存置之登記冊的權益及淡倉，或根據上市規則附錄C3所載上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

Long positions in the shares and underlying shares of the Company

於本公司股份及相關股份之好倉

Name of Director	Nature of interest	Class of shares	Number of shares (After share consolidation adjustments) 股份數目 (於股份合併調整後)	Approximate percentage of the issued share capital 佔已發行股本 概約百分比 (Note 1) (附註1)
Ms. Hou Wei ("Ms. Hou") 侯薇女士(「侯女士」)	Interest in a controlled corporation (Note 2) 受控法團權益(附註2)	Ordinary shares 普通股	89,839,673	34.06%
	Beneficial owner 實益擁有人	Ordinary shares 普通股	19,950,613	7.56%
	Beneficial owner (Note 3) 實益擁有人(附註3)	Options 購股權	200,000	0.08%
			200,000	0.08%

Report of the Directors 董事會報告

Name of Director	Nature of interest	Class of shares	Number of shares (After share consolidation adjustments) 股份數目 (於股份合併調整後)	Approximate percentage of the issued share capital 佔已發行股本 概約百分比 (Note 1) (附註1)
Mr. Hou Bo ("Mr. Hou") 侯波先生(「侯先生」)	Beneficial owner 實益擁有人	Ordinary shares 普通股	20,000	0.00%*
	Beneficial owner (Note 3) 實益擁有人(附註3)	Options 購股權	200,000 200,000	0.08% 0.08%
Mr. Liu Xianxiu 劉賢秀先生	Beneficial owner (Note 3) 實益擁有人(附註3)	Options 購股權	200,000 200,000	0.08% 0.08%
Mr. Yang Baikang 楊柏康先生	Beneficial owner 實益擁有人	Ordinary shares 普通股	20,000 20,000	0.00%* 0.00%*
	Beneficial owner (Note 3) 實益擁有人(附註3)	Options 購股權	200,000 200,000	0.08% 0.08%
Mr. Hou Lianchang 侯聯昌先生	Beneficial owner 實益擁有人	Ordinary shares 普通股	40,000 40,000	0.01% 0.01%
	Beneficial owner (Note 3) 實益擁有人(附註3)	Options 購股權	200,000 200,000	0.08% 0.08%

* less than 0.01%

* 少於0.01%

Report of the Directors 董事會報告

Notes:

1. The percentage figures were calculated based on 263,765,522 ordinary shares (“Shares”) of the Company having a par value of HK\$0.01 each in issue as of 31 December 2023.
2. Ms. Hou was beneficially interested in 100% of the issued share capital of Xinling Limited (“Xinling”). Xinling was the registered holder of 89,839,673 Shares. Under Part XV of the SFO, Ms. Hou was therefore deemed to have interests in 89,839,673 Shares in which Xinling was interested.
3. As at 27 July 2022, the Company granted Share Options of 200,000 (after share consolidation adjustments) to each of the members in the Board. For details of the exercise period and vesting period of the Share Options, please refer to the paragraph headed “Share Option Scheme” in this section on page 58 of this annual report.

Save as disclosed above, as at 31 December 2023, none of the Directors and chief executive of the Company had or was deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of the SFO or which were required to be kept pursuant to section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

1. 相關百分比數字乃根據於二零二三年十二月三十一日本公司已發行263,765,522股每股面值0.01港元之普通股(「股份」)計算。
2. 侯女士實益擁有欣領有限公司(「欣領」)100%之已發行股本。欣領為89,839,673股股份之登記持有人。因此，根據證券及期貨條例第XV部，侯女士被視為於欣領擁有權益的89,839,673股股份中擁有權益。
3. 於二零二二年七月二十七日，本公司向各董事會成員授出200,000份購股權(經股份合併調整後)。有關購股權之行使期及歸屬期，請參閱本年報第58頁的「購股權計劃」一段。

除上文所披露者外，於二零二三年十二月三十一日，概無本公司董事及最高行政人員於本公司及其相聯法團(定義見證券及期貨條例第XV部)的任何股份、相關股份或債權證中擁有或被視為擁有任何根據證券及期貨條例第7及8分部規定須知會本公司及聯交所的權益或淡倉，或根據證券及期貨條例第352條須予記錄的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

Report of the Directors 董事會報告

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

As at 31 December 2023, the following persons (other than the Directors or chief executive of the Company) had interests or short positions in the Shares or underlying shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO:

主要股東於本公司股份、債權證及相關股份之權益及淡倉

於二零二三年十二月三十一日，以下人士（本公司的董事或最高行政人員除外）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3分部條文須向本公司披露的權益或淡倉，或已記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉：

Aggregate long positions in the Shares and underlying shares of the Company

於本公司股份及相關股份之好倉總額

Name of Shareholder	Nature of interest	Class of shares	Number of shares (After share consolidation adjustments)	Approximate percentage of the issued share capital
股東名稱／姓名	權益性質	股份類型	股份數目 (於股份合併調整後)	佔已發行股本 概約百分比 (Note 1) (附註1)
Xinling	Beneficial owner (Note 2) (Note 5)	Ordinary shares	89,839,673	34.06%
欣領	實益擁有人 (附註2)(附註5)	普通股	89,839,673	34.06%
Hou Wei	Beneficial owner (Note 2) (Note 5)	Ordinary shares	19,950,613	7.56%
侯薇	實益擁有人 (附註2)(附註5)	普通股	19,950,613	7.56%

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Name of Shareholder	Nature of interest	Class of shares	Number of shares (After share consolidation adjustments) 股份數目 (於股份合併調整後)	Approximate percentage of the issued share capital 佔已發行股本 概約百分比 (Note 1) (附註1)
Yiju Holdings Limited ("Yiju Holdings") 溢鉅控股有限公司 (「溢鉅控股」)	Beneficial owner (Note 3) (Note 5) 實益擁有人 (附註3)(附註5)	Ordinary shares 普通股	11,052,600	4.19%
Ms. Ouyang Huiping ("Ms. Ouyang") 歐陽慧萍女士 (「歐陽女士」)	Interest in a controlled corporation (Note 4) 受控法團權益(附註4)	Ordinary shares 普通股	11,052,600	4.19%
Ms. Deng Yiyi 鄧禕禕女士	Beneficial owner (Note 4) 實益擁有人(附註4)	Ordinary shares 普通股	3,200	0.00%*
	Beneficial owner 實益擁有人	Options 購股權	200,000 200,000	0.08% 0.08%

* less than 0.01%

* 少於0.01%

Notes:

附註：

- The percentage figures were calculated based on 263,765,522 Shares with a par value of HK\$0.01 each in issue as of 31 December 2023.
- Xinling was the registered holder of 89,839,673 Shares.
- Ms. Hou was beneficially interested in 100% of the issued share capital of Xinling. Xinling was the registered holder of 89,839,673 Shares. Under Part XV of the SFO, Ms. Hou was therefore deemed to have interests in 89,839,673 Shares in which Xinling was interested. Ms. Hou also had a personal holding of 19,950,613 Shares and as a result, Ms. Hou held 109,790,286 Shares or 41.62% in aggregate of the Company's total issued share capital.

- 相關百分比數字乃根據於二零二三年十二月三十一日已發行263,765,522股每股面值0.01港元之股份計算。
- 欣領為89,839,673股股份之登記持有人。
- 侯女士實益擁有欣領100%之已發行股本。欣領為89,839,673股股份之登記持有人。根據證券及期貨條例第XV部。因此，侯女士被因而被視為於欣領擁有權益的89,839,673股股份中擁有權益。侯女士個人持有19,950,613股，因此侯女士合計持有109,790,286股，佔公司已發行股本總額的41.62%。

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4. Ms. Hou Wei, Ms. Ouyang and Ms. Deng Yiyi being parties acting in concert, are collectively deemed to have interest in 121,046,086 Shares, representing 45.9% of the total issued share capital of the Company as of 31 December 2023.

Save as disclosed above, as at 31 December 2023, the Company had not been notified of any other persons (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

SHARE OPTION SCHEME

Pursuant to the share option scheme adopted on 6 October 2015 (“Share Option Scheme”), the Company may grant share options (the “Share Option”) to any directors, employees, advisers, consultants, suppliers, customers and distributors who in the sole discretion of the Board, will contribute or have contributed to the growth and development of the Group so as to provide incentives or rewards for their contribution to the success of the Group’s operation.

Summary of the terms of the Share Option Scheme is as follows:

(a) Purposes

The purposes of the Share Option Scheme are to enable the Group to grant options to the eligible participants to: (i) motivate them to optimise their performance efficiently for the benefit of the Group; and (ii) attract and retain or maintain on-going business relationship with the eligible participants whose contributions are or will be beneficial to the long-term growth of the Group.

4. 一致行動人士侯薇女士、歐陽女士及鄧禕禕女士共同被視為於121,046,086股股份中擁有權益，相當於本公司於二零二三年十二月三十一日已發行股本總數之45.9%。

除上文所披露者外，於二零二三年十二月三十一日，本公司並無獲告知任何其他人士（本公司的董事或最高行政人員除外）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3分部條文須向本公司披露的權益或淡倉，或已記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。

購股權計劃

根據於二零一五年十月六日採納之購股權計劃（「購股權計劃」），本公司可向董事會全權酌情認為將或已為本集團增長及發展作出貢獻之任何董事、僱員、顧問、諮詢師、供應商、客戶及分銷商授予購股權（「購股權」），以就彼等為本集團之營運的成功作出貢獻提供獎勵或回報。

購股權計劃條款之概要如下：

(a) 目的

購股權計劃旨在令本集團能夠向合資格參與人授予購股權，以(i)激勵彼等為本集團的利益而優化其表現效率；及(ii)吸引及挽留合資格參與人或與合資格參與人保持持續的業務關係，而該等合資格參與人的貢獻，乃對或將對本集團的長遠發展有利。

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(b) Eligible Participants

Any employees (whether full time or part time), directors (including executive, non-executive and independent non-executive directors), advisers, consultants, suppliers, customers and distributors of the Group ("Eligible Participants") who, in the sole opinion of the Board, will contribute or have contributed to the growth and development of the Group.

(c) Maximum number of Shares available for issue

The maximum number of Shares which may be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 30% of the total number of Shares in issue from time to time. The total number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company shall not exceed 10% of the total number of Shares in issue as at the date of listing of the Shares, being 36,000,000 Shares, unless the Company obtains the approval of the shareholders in general meeting for refreshment.

The shareholders of the Company passed an ordinary resolution at the annual general meeting of the Company held on 2 June 2023 to approve the renewal of the 10% general limit on the number of shares which may be allotted and issued upon the exercise of the options to be granted under the Share Option Scheme, being 10% of the total number of Shares in issue as of 2 June 2023 and amounting to 26,376,552 Shares.

As a result, the total number of shares available for issue under the Share Option Scheme was 26,376,552 shares (after Share Consolidation Adjustments), representing 10% of the issued shares as at the date of this annual report.

(b) 合資格參與人

董事會全權酌情認為將或已對本集團之增長及發展作出貢獻之本集團任何僱員(不論全職或兼職)、董事(包括執行、非執行及獨立非執行董事)、顧問、諮詢師、供應商、客戶及分銷商(「合資格參與人」)。

(c) 可供發行之股份最高數目

因根據購股權計劃及本公司任何其他購股權計劃已授出而有待行使的全部尚未行使購股權獲行使而可予配發及發行的最高股份數目，合共不得超過不時已發行股份總數的30%。根據購股權計劃及本公司任何其他購股權計劃可能授出的購股權所涉及的股份總數，不得超過於股份上市日期已發行股份總數的10%(即36,000,000股股份)，除非本公司已於股東大會上獲股東批准更新。

本公司股東於二零二三年六月二日舉行本公司之股東週年大會上以普通決議案通過批准重續就購股權計劃項下將予授出之購股權獲行使後可予配發及發行之股份數目之10%一般限額，亦即截至二零二三年六月二日已發行股份總數的10%，共計26,376,552股。

因此，根據購股權計畫可供發行的股份總數為26,376,552股(股份合併調整後)，佔截至本年報日期已發行股份總數的10%。

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(d) Maximum entitlement of each Eligible Participant

The total number of Shares issued and to be issued upon exercise of options (whether exercised or outstanding) granted in any 12-month period to:

- (i) each Eligible Participant must not exceed 1.0% of the total number of Shares in issue; and
- (ii) a substantial shareholder of the Company or an independent non-executive director must not exceed 0.1% of the total number of Shares in issue and not exceed HK\$5.0 million in aggregate value.

(e) Period within which the Shares must be taken up under an option

An option must be exercised within 10 years from the date on which it is granted or such shorter period as the Board may specify at the time of grant.

(f) Minimum period, if any, for which an option must be held

No minimum period for which the option has to be held before it can be exercised is specified in the Share Option Scheme.

(g) Period open for acceptance of an option and amount payable upon acceptance

An offer of grant of an option may be accepted by an Eligible Participant within 21 days from the date of the offer of grant of the option. A consideration of HK\$1.00 is payable on acceptance of the offer of grant of an option.

(d) 各合資格參與人之最高配額

於任何12個月期間內因所授出購股權(不論已行使或尚未行使)獲行使而發行及將發行之股份總數:

- (i) 倘向各合資格參與人授出,則不得超過已發行股份總數之1.0%;及
- (ii) 倘向本公司主要股東或獨立非執行董事授出,則不得超過已發行股份總數之0.1%及總值不超過5.0百萬港元。

(e) 根據購股權可認購股份之期限

購股權必須於授出日期起計10年或董事會於授出時可能訂明之有關較短期間內予以行使。

(f) 購股權必須持有之最短期間(如有)

並無於購股權計劃內訂明於可行使前須持有購股權之最短期限。

(g) 購股權可供接受之期間及於接受時應付之金額

授出購股權之要約可由合資格參與人於自授出購股權要約日期起21日內接受。於接納購股權授出要約時應付代價1.00港元。

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(h) Basis of determining the subscription price of an option

The exercise price must be at least the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant; (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a Share.

(i) Validity of the Share Option Scheme

The Share Option Scheme has a life of 10 years and will expire on 5 October 2025 unless otherwise terminated in accordance with the terms of the Share Option Scheme. The remaining life of the Scheme is approximately 1 year and three months as at the date of this report.

(h) 釐定購股權認購價之基準

行使價須至少為以下各項之最高者：(i) 於授出日期聯交所每日報價表所述股份之收市價；(ii) 緊接授出日期前五個交易日聯交所每日報價表所述之股份平均收市價；及(iii) 一股股份之面值。

(i) 購股權計劃之有效期

購股權計劃之有效期為十年，並將於二零二五年十月五日屆滿，除非根據購股權計劃之條款另行終止。截至本報告日期，該計畫的剩餘壽命約為一年零三個月。

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Share options granted on 27 July 2022 (the “FY22 Share Options”)

On 27 July 2022, the Company granted a total of 69,100,000 share options (the “Share Options”) to certain eligible participants under the Share Option Scheme. These options were to subscribe for a total of 69,100,000 ordinary shares of HK\$0.10 each in the Share Capital of the Company. The details of this grant of the Share Options were disclosed in the announcement of the Company dated 27 July 2022 and are set out as follows:

於二零二二年七月二十七日授出之購股權(「二零二二財政年度購股權」)

於二零二二年七月二十七日，本公司根據購股權計劃向若干合資格參與者授出合共69,100,000份購股權(「購股權」)。該等購股權旨在認購合共69,100,000股本公司股本中每股面值0.10港元之普通股。是次購股權授出之詳情於本公司日期為二零二二年七月二十七日之公告內披露，載列如下：

Total number of Share Options granted 已授出購股權總數	:	69,100,000 69,100,000份
Exercise price of the Share Options granted 已授出購股權之行使價	:	HK\$0.56 per share, as stated in the daily quotations sheet issued by the Stock Exchange on 27 July 2022, the average closing price of approximately HK\$0.56 per Shares as quoted in the Stock Exchange’s daily quotation sheets for the five business days immediately preceding the Date of Grant and the nominal value of HK\$0.10 per Share, subject to adjustments 每股股份0.56港元(即聯交所於二零二二年七月二十七日所發佈每日報價表所列示者)、股份於緊接授出日期前五個營業日在聯交所每日報價表所報的平均收市價約每股0.56港元及每股0.10港元的面值，可予調整
Validity period of the Options 購股權之有效期	:	The Options are exercisable for a period of 10 years from the Date of Grant (27 July 2022 to 26 July 2032) 購股權於授出日期起計十年期間(二零二二年七月二十七日至二零三二年七月二十六日)可予行使

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Out of the 69,100,000 Share Options granted, 9,000,000 Share Options were granted to the Directors or substantial shareholders of the company, or any of their respective associates (as defined in the Listing Rules), details of which are as follows:

於已授出之69,100,000份購股權中，9,000,000份購股權已授予本公司之董事或主要股東或彼等各自之任何聯繫人(定義見上市規則)，其詳情如下：

Name of grantee 承授人姓名	Position(s) held with the Company 於本公司擔任之職位	Number of options granted 授出之購股權數目
Ms. Hou Wei 侯薇女士	Chairlady of the Board, executive Director and substantial shareholder of the Company 董事會主席、本公司執行董事及主要股東	1,000,000
Mr. Liu Xianxiu 劉賢秀先生	Executive Director of the Company 本公司執行董事	1,000,000
Mr. Yang Baikang 楊柏康先生	Executive Director of the Company 本公司執行董事	1,000,000
Mr. Hou Bo 侯波先生	Non-executive Director and the brother of the chairlady of the Board and substantial shareholder of the Company 本公司非執行董事，並為董事會主席及主要股東之兄長	1,000,000
Mr. Ye Yihui 葉義輝先生	Independent non-executive Director of the Company 本公司獨立非執行董事	1,000,000
Mr. Hou Lianchang 侯聯昌先生	Independent non-executive Director of the Company 本公司獨立非執行董事	1,000,000
Mr. Ho Hin Yip 何衍業先生	Independent non-executive Director of the Company 本公司獨立非執行董事	1,000,000
Ms. Deng Haiming 鄧海鳴女士	Sister-in-law of the chairlady of the Board and substantial shareholder of the Company 本公司董事會主席及主要股東之姻姊	1,000,000
Ms. Deng Yiyi 鄧禕禕女士	Chief Executive Officer and the daughter of the executive director and substantial shareholder of the Company 行政總裁以及本公司執行董事及主要股東的女兒	1,000,000

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The following table disclose details of the Company's FY22 Share Options held by Directors and other employees and movements in such holding during the year ended 31 December 2023:

下表披露由董事及其他僱員持有之本公司二零二二財政年度購股權以及該等購股權於截至二零二三年十二月三十一日止年度之變動詳情：

Date of grant	授出日期	Outstanding and exercisable at the date of grant 於授出日期尚未行使及可行使	Exercised 已行使	Cancelled 已註銷	Lapsed 已失效	Outstanding and exercisable at the 31 December 2023 股份合併後於年末尚未行使及可行使
Granted to Directors	向董事授予					
27 July 2022	二零二二年七月二十七日	1,000,000	-	-	-	600,000
Granted to senior management	向高級管理層授予					
27 July 2022	二零二二年七月二十七日	2,163,600	-	-	-	2,163,600
Granted to employees	向僱員授予					
27 July 2022	二零二二年七月二十七日	80,000	-	-	-	80,000
Granted to consultants	向顧問授予					
27 July 2022	二零二二年七月二十七日	4,180,000	-	-	-	4,180,000
Total	總計	7,423,600	-	-	-	6,823,600

Note 1: As a result of the Share Consolidation became effective on 13 December 2022, adjustments were made to the exercise price of the outstanding FY2022 Share Options and the number of Consolidated Shares falling to be issued upon the exercise of the outstanding FY2022 Share Options in accordance with (i) the terms and conditions of the Share Option Scheme; (ii) Rule 17.03(13) of the Listing Rules; and (iii) the Supplementary Guidance on Main Board Listing Rule 17.03(13) and the Note immediately after the Rule attached to the Frequently Asked Question No.072-2020 issued by the Stock Exchange on 6 November 2020 (the "Stock Exchange Supplementary Guidance").

附註1：由於股份合併於二零二二年十二月十三日生效，根據(i)購股權計劃之條款及條件；(ii)上市規則第17.03(13)條；及(iii)主板上市規則第17.03(13)條的補充指引及緊隨聯交所於二零二零年十一月六日發佈的第072-2020號常見問題解答隨附的規則之後的附註(「聯交所補充指引」)對二零二二財政年度尚未行使購股權之行使價及於二零二二財政年度尚未行使購股權獲行使後將予發行之合併股份數目作出調整。

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As at 31 December 2023

於二零二三年十二月三十一日

Date of grant	授出日期	Prior to adjustment		After adjustment	
		於調整前		於調整後	
		Exercise price per Existing Share	Number of Existing Shares to be issued upon full exercise of the outstanding FY2022 Share Options	Adjusted exercise price per Consolidated Share	Adjusted number of Consolidated Shares to be issued upon full exercise of the outstanding FY2022 Share Options
		每股現有股份之行使價 (HK\$) (港元)	於二零二二財政年度購股權尚未行使如獲悉數行使後將予發行之現有股份數目	每股合併股份之經調整行使價 (HK\$) (港元)	於二零二二財政年度購股權尚未行使如獲悉數行使後將予發行之合併股份之經調整數目
27 July 2022	二零二二年七月二十七日	0.56	37,118,000	2.80	7,423,600

5,000,000 out of the 37,118,000 outstanding FY2022 Share Options stipulated above were granted to and unexercised by the Directors. Details of those Directors and the adjustments to be made to the exercise price of those FY2022 Share Options and the number of Consolidated Shares falling to be issued upon full exercise of those outstanding FY2022 Share Options are as follows:

於上文所訂明的37,118,000份中5,000,000份二零二二財政年度購股權已授予董事但尚未獲董事行使。該等董事及將對該等二零二二財政年度購股權之行使價及該等二零二二財政年度尚未行使購股權獲悉數行使後將予發行之合併股份數目作出調整之詳情載列如下：

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		As at 31 December 2023 於二零二三年十二月三十一日			
		Prior to adjustment 於調整前		After adjustment 於調整後	
Name of director 董事姓名	Date of grant 授出日期	Exercise price per Existing Share 每股現有 股份之行使價 (HK\$) (港元)	Number of Existing Shares to be issued upon full exercise of the outstanding FY2022 Share Options 於二零二二財政 年度購股權尚未 行使如獲悉數 行使後將予 發行之現有 股份數目	Adjusted exercise price per Consolidated Share 每股合併股份之 經調整行使價 (HK\$) (港元)	Adjusted number of Consolidated Shares to be issued upon full exercise of the outstanding FY2022 Share Options 於二零二二財政 年度購股權尚未 行使如獲悉數 行使後將予 發行之合併股份 之經調整數目
Mr. Liu Xianxiu 劉賢秀先生	27 July 2022 二零二二年七月二十七日	0.56	1,000,000	2.80	200,000
Mr. Yang Baikang 楊柏康先生	27 July 2022 二零二二年七月二十七日	0.56	1,000,000	2.80	200,000
Mr. Hou Lianchang 侯聯昌先生	27 July 2022 二零二二年七月二十七日	0.56	1,000,000	2.80	200,000
			3,000,000		600,000

Among them, Mr. Liu Xianxiu and Mr. Yang Baikang are executive Directors, Mr. Hou Lianchang is independent non-executive Director.

其中，劉賢秀先生及楊柏康先生為執行董事，侯聯昌先生為獨立非執行董事。

Report of the Directors 董事會報告

For details of the Share Reorganisation, please refer to (i) the Company's announcement dated 4 November 2022, 9 December 2022 and 17 February 2023 respectively in relation to, among other things, the Capital Reorganisation; (ii) the circular of the Company dated 24 November 2022 (the "Circular") in relation to the Company's extraordinary general meeting held on 9 December 2022 (the "EGM"); and (iii) the announcement of the Company dated 9 December 2022 regarding, amongst other things, the poll results of the EGM.

The fair values of the FY2022 Share Options granted under the Share Option Scheme were determined and measured using the Binomial Model on 27 July 2022. The significant inputs into the model were the exercise price shown above, risk-free interest rates of 2.78%, volatility of 42.78% and dividend yield of 0%. As any changes in the subjective input assumptions can materially affect the fair value estimates, the valuation models for the Share Options granted do not necessarily provide a reliable single measure of the fair value of the Share Options. The related accounting policy for the fair value of the Share Options granted is disclosed at note 3 to the consolidated financial statements.

The variables and assumptions used in computing the fair value of the Share Options are based on the Directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

For details of the Share Option Scheme, please refer to the paragraph headed "Statutory and General Information — D. Other Information — 1. Share Option Scheme" in Appendix IV to the prospectus dated 27 October 2015.

有關股份重組之詳情，請參閱(i)本公司日期分別為二零二二年十一月四日、二零二二年十二月九日及二零二三年二月十七日的公告，內容有關(其中包括)股本重組；(ii)本公司日期為二零二二年十一月二十四日的通函(「通函」)，內容有關本公司於二零二二年十二月九日舉行之股東特別大會(「股東特別大會」)；及(iii)本公司日期為二零二二年十二月九日之公告，內容有關(其中包括)股東特別大會的投票表決結果。

於二零二二年七月二十七日根據購股權計劃授出的於二零二二財政年度購股權之公平值乃使用二項式模式釐定及計量。該模式的重輸入數據為上述所示之行使價，無風險利率為2.78%，波幅為42.78%，股息收益0%。由於主觀輸入假設的任何變更可能對公平值估計產生重大影響，已授出購股權的估值模型未必提供購股權公平值的可靠單一測量。已授出購股權公平值的相關會計政策披露於綜合財務報表附註3。

計算購股權公平值所使用的有關變量及假設乃基於董事之最佳估計。購股權價值隨著若干主觀假設的不同變量而有所不同。

有關購股權計劃之詳情，請參閱日期為二零一五年十月二十七日的招股章程附錄四的「法定及一般資料 — D.其他資料 — 1.購股權計劃」一段。

Report of the Directors 董事會報告

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

At no time during the year ended 31 December 2023 and up to the date of this report was the Company, its holding company, any of its subsidiaries or follow subsidiaries or a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

MANAGEMENT CONTRACTS

No contracts by which any person undertook the management and administration of the whole or any substantial part of the business of the Company were entered into between the Company and any person who is not a Director or not engaged in the full-time employment of the Group or existed during the Reporting Period.

MAJOR SUPPLIERS AND CUSTOMERS

During the Reporting Period, the Group's five largest customers in aggregate accounted for approximately 98.6% of the Group's total turnover. The largest customer accounted for approximately 76.6% of the Group's total turnover.

During the Reporting Period, the Group's five largest suppliers in aggregate accounted for approximately 89.8% of the Group's total purchases. The largest supplier accounted for approximately 48.0% of the Group's total purchases.

To the best of the knowledge of the Directors, none of the Directors, their respective associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in any of the five largest suppliers or customers.

購買股份或債權證之安排

於截至二零二三年十二月三十一日止年度及截至本報告日期止，本公司、其控股公司，其任何附屬公司或同系附屬公司或任何訂約方概無訂立任何安排，以令董事可藉收購本公司或任何其他法人團體的股份或債權證而獲得利益。

管理合約

於報告期間，概無本公司與並非董事或並非獲聘用為本集團全職僱員之任何人士之間訂立，且任何人士可據此承擔本公司全部或任何重大部分業務之管理及行政事宜之合約或有此類合約存在。

主要供應商及客戶

於報告期間，本集團五大客戶合共佔本集團總營業額約98.6%。最大客戶佔本集團總營業額約76.6%。

於報告期間，本集團五大供應商合共佔本集團總採購額約89.8%。最大供應商佔本集團總採購額約48.0%。

就董事所深知，概無董事、彼等各自之聯繫人或就董事所知擁有本公司股本逾5%以上之任何股東於任何五大供應商或客戶中擁有權益。

Report of the Directors 董事會報告

RELATIONSHIPS WITH EMPLOYEES, SUPPLIERS AND CUSTOMERS

The Group understands that employees are valuable assets. The Group provides competitive remuneration package to attract and motivate the employees. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard.

The Group's business is built on a customer-oriented culture, and are focused on establishing relationships with customers. The Group also understands that it is important to maintain good relationship with its suppliers and customers to fulfil its immediate and long-term goals. To maintain its market competitiveness within the industry, the Group aims at delivering constantly high standards of quality in the service to its customers. During the Reporting Period, there was no material and significant dispute between the Group and its suppliers and/or customers.

RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken in the normal course of business are set out in note 40 to the consolidated financial statements, of which certain transactions also constitute connected transactions as defined in Chapter 14A of the Listing Rules but were exempted from disclosure requirements under the Listing Rules.

與僱員、供應商及客戶的關係

本集團明白僱員為寶貴資產。本集團提供有競爭力的薪酬待遇以吸引及激勵僱員。本集團定期檢討僱員的薪酬待遇並作出必要調整以符合市場標準。

本集團業務的建立在以客戶為導向的企業文化之上，並專注於與客戶建立合作關係。本集團亦明白與供應商及客戶保持良好關係對實現其近期及長期目標至關重要。為維持於行業內的市場競爭力，本集團致力持續為客戶提供優質服務。於報告期間，本集團與其供應商及／或客戶之間並無嚴重或重大爭議。

關聯方交易

於正常業務過程中進行的重大關聯方交易詳情載於綜合財務報表附註40，其中若干交易亦構成上市規則第14A章所界定之關連交易，惟獲豁免遵守上市規則之披露規定。

Report of the Directors 董事會報告

PERMITTED INDEMNITY PROVISIONS

Each Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto in accordance with the Articles of Association.

Directors and officers liability insurance are currently in force and in place to protect the Directors, officers and/or the directors of the associated corporation of the Company against potential costs and liabilities arising from claims brought against them. Permitted indemnity provision are set out in such insurance contracts.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float as required under the Listing Rules throughout the year ended 31 December 2023.

CORPORATE GOVERNANCE

A report on the principle corporate governance practices adopted by the Company is set out in the “Corporate Governance Report” on pages 74 to 93 of this report.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board is aware, saved as disclosed in this report, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that has a significant impact on the business and operation of the Group during the Reporting Period.

准許彌償條文

根據組織章程細則，本公司各董事或其他高級職員可自本公司的資產獲取彌償，以補償彼履行職責時或就此在其他方面蒙受或產生的所有損失或責任。

董事及高級人員之責任保險目前已生效及投購，以保障董事、高級人員及／或本公司相聯法團董事毋須承擔對彼等提出之索償所產生之潛在成本及責任。准許彌償條文載於有關保險合約。

足夠公眾持股量

於截至二零二三年十二月三十一日止全年度，本公司維持上市規則規定之足夠公眾持股量。

企業管治

本公司採納之主要企業管治常規報告載於本報告第74至93頁的「企業管治報告」內。

遵守相關法律法規

據董事會所知，除本年所披露者外，於報告期間，本集團並未有重大違反或不遵守任何對本集團業務及運營有重大影響之適用法律及法規。

Report of the Directors 董事會報告

EVENT AFTER THE REPORTING PERIOD

References are made to the announcements of the Company dated 5 July 2023, 17 August 2023, 23 August 2023, 18 October 2023, 15 November 2023, 13 December 2023, 10 January 2024, 6 March 2024, 11 March 2024 and 12 April 2024, in relation to, among other things, the Petition (the “Announcements”). A settlement agreement entered into between the Petitioner and the Company on 30 April 2024, consent was reached accordingly between the two parties to adjourn the hearing in connection with the Petition, and in respect of which, consent summons was filed on 2 May 2024 and an order was granted on 3 May 2024 to (i) vacate the hearing of the Petition on 6 May 2024; and (ii) the hearing of the Petition before the Companies Judge was adjourned to 30 September 2024 for the fulfilment of obligations under the aforesaid settlement agreement.

Except as disclosed in above, there is no material subsequent event undertaken by the Company or by the Group after 31 December 2023 and up to the date of this annual report.

報告期後事項

請參閱本公司於二零二三年七月五日、二零二三年八月十七日、二零二三年八月二十三日、二零二三年十月十八日、二零二三年十一月十五日、二零二三年十二月十三日、二零二四年一月十日、二零二四年三月六日、二零二四年三月十一日和二零二四年四月十二日就請願書等事項發佈的公告(「公告」)。申請人與公司於二零二四年四月三十日達成和解協議，雙方據此同意延期與請願書有關的聽證會，二零二四年五月二日提交了同意傳票，並於二零二四年五月三日發出命令，要求(i)在二零二四年五月六日撤銷請願書的聽證會；以及(ii)為履行上述和解協議項下的義務，公司法官對請願書的聽證會延期至二零二四年九月三十日。

除上文所披露者外，於二零二三年十二月三十一日後及直至本年報日期，本公司或本集團概無進行任何重大期後事項。

Report of the Directors 董事會報告

AUDITORS

During the three years immediately preceding this annual report, the Company has undergone the following changes of auditors:

核數師

於緊接本年報前之三個年度，本公司核數師變動如下：

Name of former auditors 前核數師之名稱	Date of resignation 辭任日期	Reasons for resignation 辭任理由
PricewaterhouseCoopers ("PwC")	20 September 2019	The Company and PwC could not reach an agreement on the audit fee for the financial year ended 31 December 2019.
羅兵咸永道會計師事務所 ("羅兵咸永道")	二零一九年九月二十日	本公司與羅兵咸永道在於截至二零一九年十二月三十一日止財政年度之審核費用方面未能達成一致意見。
Deloitte Touche Tohmatsu ("Deloitte")	11 November 2020	The Company and Deloitte Touche Tohmatsu could not reach an agreement on the audit fee for the financial year ended 31 December 2020.
德勤·關黃陳方會計師行 ("德勤")	二零二零年十一月十一日	本公司與德勤·關黃陳方會計師行在於截至二零二零年十二月三十一日止財政年度之審核費用方面未能達成一致意見。
Moore Stephens CPA Limited ("Moore Stephens")	3 January 2022	The Company and Moore Stephens could not reach an agreement on the audit fee for the financial year ended 31 December 2021.
大華馬施雲會計師事務所有限公司 ("大華馬施雲會計師事務所")	二零二二年一月三日	本公司與大華馬施雲會計師事務所在於截至二零二一年十二月三十一日止財政年度之審核費用方面未能達成一致意見。

Report of the Directors 董事會報告

The Board, with the recommendation from the Audit Committee, has resolved to appoint McMillan Woods (Hong Kong) CPA Limited as the auditor of the Company with effect from 3 January 2022 to fill the casual vacancy following the resignation of Moore Stephens and to hold office until the conclusion of the forthcoming annual general meeting of the Company. Please refer to the announcements of the Company dated 3 January 2022 for more details.

The consolidated financial statements for the year ended 31 December 2023 have been audited by McMillan Woods (Hong Kong) CPA Limited, who will retire and, being eligible, offer itself for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

Hou Wei
Chairlady

Hong Kong, 28 June 2024

董事會於審核委員會推薦下，決議委任長青(香港)會計師事務所有限公司為本公司之核數師，自二零二二年一月三日起生效，以填補大華馬施雲會計師事務所辭任後出現之臨時空缺，並任職至本公司下屆股東週年大會結束為止。更多詳情請參閱本公司日期為二零二二年一月三日之公告。

截至二零二三年十二月三十一日止年度之綜合財務報表已經長青(香港)會計師事務所有限公司審核，其將於本公司應屆股東週年大會上退任，惟合資格並願意獲續聘連任。

代表董事會

侯薇
主席

香港，二零二四年六月二十八日

Corporate Governance Report 企業管治報告

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standard of corporate governance to safeguard the interests of the shareholders of the Company and to enhance corporate value and responsibility. The Board comprises three executive Directors, one non-executive Director and three independent non-executive Directors. The Board has adopted the code provisions of the Corporate Governance Code (“CG Code”) set out in Appendix C1 to the Listing Rules. During the year ended 31 December 2023 and up to the date of this annual report, the Company has complied with the code provisions under the CG Code.

COMPLIANCE WITH MODEL CODE

The Directors have adopted the Model Code for Securities Transactions by Directors of Listed Issuer (the “Model Code”) as set out in Appendix C3 to the Listing Rules as the code of conduct for Directors in dealing in the Company’s securities. Specific enquiries have been made to all Directors and all Directors have confirmed that they have fully complied with the required standard of dealings as set out in the Model Code throughout the year ended 31 December 2023. Relevant employees who are likely to be in possession of unpublished inside information of the Group are also subject to compliance with written guidelines or no less exacting terms than the Model Code throughout the year ended 31 December 2023.

企業管治常規守則

本公司一直致力保持高水平企業管治，以保障本公司股東權益及提升企業價值及責任。董事會由三名執行董事、一名非執行董事及三名獨立非執行董事組成。董事會已採納上市規則附錄C1所載之企業管治守則（「企業管治守則」）之守則條文。於截至二零二三年十二月三十一日止年度及直至本年報日期，本公司已遵守企業管治守則項下之守則條文。

遵守標準守則

董事已採納上市規則附錄C3所載上市發行人董事進行證券交易之標準守則（「標準守則」），作為董事買賣本公司證券之操守守則。經向全體董事進行具體查詢後，全體董事已確認彼等於截至二零二三年十二月三十一日止整個年度已全面遵守標準守則所載之規定交易準則。可能擁有本集團未公開內幕消息之有關僱員亦須於截至二零二三年十二月三十一日止整個年度遵守書面指引，或不遜於標準守則之條款。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS

The Board is committed to providing effective and responsible leadership for the Company. The Directors, individually and collectively, must act in good faith in the best interests of the Company and its shareholders. The Board has established three board committees, being the Audit Committee, the Remuneration Committee and the Nomination Committee (each a “Board Committee” and collectively the “Board Committees”), to oversee different areas of the Company’s affairs.

The Board currently comprises three executive Directors, namely Ms. Hou Wei (chairlady), Mr. Liu Xianxiu and Mr. Yang Baikang, one non-executive Director, Mr. Hou Bo and three independent non-executive Directors, namely, Mr. Chen Zenghua, Mr. Hou Lianchang and Ms. Chen Tao.

As at the date of this report, the Board composition comprises one female Director. The Board would continue to maintain at least one female Director on the Board.

Their biographical details and (where applicable) their family relationships are set out in the section headed “Biographical Details of Directors and Senior Management” on pages 36 to 45 in this annual report. A List of Directors identifying their roles and functions is available on the Stock Exchange’s and the Company’s website.

Save as otherwise disclosed, there is no relationship between any members of the Board, and no information relating to the Directors is required to be disclosed pursuant to rules 13.51(2) and 13.51(B)(1) of the Listing Rules.

董事會

董事會致力為本公司提供有效及負責任之領導。董事須個別及共同地為本公司及其股東之最佳利益真誠行事。董事會已設立三個董事委員會(即審核委員會、薪酬委員會及提名委員會(各自稱為「董事委員會」及統稱為該等「董事委員會」)，以監督本公司不同範疇之事務。

董事會目前包括三名執行董事(即侯薇女士(主席)、劉賢秀先生及楊柏康先生)、一名非執行董事(侯波先生)及三名獨立非執行董事(即陳增華先生、侯聯昌先生及陳桃女士)。

截至本報告日期，董事會中包含一名女性董事。董事會將繼續保留至少一名女性董事。

彼等之履歷及(如適用)彼等之家屬關係載於本年報第36至45頁「董事及高級管理層履歷」一節。列明董事角色及職能之董事名單可於聯交所及本公司網站查閱。

除另有披露者外，董事會任何成員之間概無關係，亦概無有關董事之資料須根據上市規則第13.51(2)及13.51(B)(1)條予以披露。

Corporate Governance Report 企業管治報告

The Board sets the Group's overall objectives and strategies, monitors and evaluates its operating and financial performance and reviews the corporate governance standard of the Group. It also decides on matters such as annual and interim results, major transactions, director appointments or re-appointments, investment policy, dividend and accounting policies. The Board has delegated the authority and responsibility for implementing its business strategies and managing the daily operations of the Group's businesses to the executive Directors and members of senior management. The functions and power that are so delegated are reviewed periodically to ensure that they remain appropriate.

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

APPOINTMENT AND RE-ELECTION OF DIRECTORS

In accordance with article 108(a) of the Company's articles of association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.

董事會制定本集團之整體目標及策略、監察及評估其營運及財務表現並審閱本集團之企業管治準則。其亦就年度及中期業績、主要交易、董事委任或續聘、投資政策、股息及會計政策等事宜作出決定。董事會已指派及授權執行董事及高級管理層成員負責執行其業務策略及管理本集團業務之日常營運。董事會定期檢討所委派職能及權力以確保有關委派仍屬合適。

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

委任及重選董事

根據本公司之組織章程細則第108(a)條，在每次年度股東大會上，三分之一的現任董事，或者如果董事人數不是三或三的倍數，則最接近但不少於三分之一，應輪流退任，前提是每位董事（包括任期特定的董事）應至少每三年輪換退任一次。即將卸任的董事有資格連任。本公司可在董事退任的股東大會上填補空缺的職位。

Corporate Governance Report 企業管治報告

In accordance with article 112 of the Company's articles of association, The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and be eligible for reelection at such annual general meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at such annual general meeting.

Accordingly, Ms. Hou Wei, Mr. Hou Lianchang, Mr. Chen Zenghua and Ms. Chen Tao will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

Each of the executive Directors has entered into a service contract with the Company and is appointed for a specific term of three years unless terminated by not less than three months' notice in writing served by either the executive Director or the Company.

The non-executive Director and the independent non-executive Directors have each signed an appointment letter with the Company and is appointed for a specific term of three years.

根據本公司之組織章程第112條，董事會有權隨時任命任何人擔任董事，以填補臨時空缺或作為額外董事，但任命的董事人數不得超過股東在股東大會上不時確定的最高人數。董事會任命填補臨時空缺的任何董事，其任期僅至任命後的公司第一次年度股東大會，並有資格在該年度股東大會上連任。董事會任命的任何董事作為現有董事會的補充，其任期僅至公司下一次年度股東大會，然後有資格在該年度股東大會上連任。

因此，侯薇女士、侯聯昌先生、陳增華先生和陳濤女士將退任，並有資格在即將召開的年度股東大會上再次參選。

各執行董事已與本公司訂立服務合約，並以三年特定任期獲委任，除非執行董事或本公司發出不少於三個月書面通知終止。

非執行董事及獨立非執行董事已各自與本公司簽署委任函，並以三年特定任期獲委任。

Corporate Governance Report 企業管治報告

CORPORATE GOVERNANCE FUNCTION

The Company's corporate governance function is carried out by the Board pursuant to provision A.2.1 of the CG Code, which include: (a) to develop and review the Company's policies and practices on corporate governance; (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Group; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Group and the Directors; and (e) to review the Company's compliance with the CG Code and relevant disclosure in the corporate governance report of the annual report of the Company.

The Board has performed the abovementioned corporate governance functions during the year ended 31 December 2023.

BOARD MEETINGS

The Board held 28 Board meetings during the year ended 31 December 2023, and a tentative schedule for two regular Board meetings for 2024 has been provided to the Directors at the beginning of the year. The attendance of each Director at the Board meetings is set out on page 87.

Between scheduled regular Board meetings, Directors may approve various matters by way of passing written resolutions. Additional Board meetings may be arranged if required. In addition, at least 14 days' notice of a regular Board meeting shall be given and the Company aims at sending the agenda and the accompanying board papers to Directors at a reasonable time before the intended date of a Board meeting.

企業管治職能

董事會根據企業管治守則第A.2.1條履行本公司的企業管治職能，其中包括：(a)制定及檢討本公司的企業管治政策及常規；(b)檢討及監察本集團董事及高級管理層的培訓及持續專業發展；(c)檢討及監察本公司在遵守法律及監管規定方面的政策及常規；(d)制定、檢討及監察本集團僱員及董事的操守準則及合規手冊(如有)；及(e)檢討本公司企業管治守則的遵守情況及在本公司年報的企業管治報告內的相關披露。

董事會於截至二零二三年十二月三十一日止年度內已履行上述企業管治職能。

董事會會議

董事會已於截至二零二三年十二月三十一日止年度內舉行28次董事會會議，並已於年初向董事提供二次二零二四年常規董事會會議的暫定時間表。各董事出席董事會會議的情況載於第87頁。

於常規董事會會議之間，董事可以書面決議形式批准各項事宜。若有需要，可召開額外董事會會議。此外，董事會常規會議一般須發出至少14天通知，而本公司亦致力於在董事會會議預定日期前一段合理時間向董事發出議程及隨附董事會文件。

Corporate Governance Report 企業管治報告

The Company Secretary assists in preparing the agenda for the Board meeting and ensures that all applicable rules and regulations regarding Board meetings are complied with. Minutes of the Board and Board committees' meetings are kept by the Company Secretary, which are available to all Directors for inspection.

公司秘書協助準備董事會會議之議程，並確保遵守所有有關董事會會議的適用規則及法規。公司秘書亦保存董事會及董事委員會會議記錄，並供全體董事查閱。

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group and the responsibilities of the external auditor to the shareholders are set out in the "Independent Auditor's Report" on pages 128 to 139.

董事確認其編製本集團綜合財務報表的責任，及外聘核數師對股東的責任載於第128至139頁的「獨立核數師報告」內。

DIRECTORS' AND OFFICERS' LIABILITIES INSURANCE

董事及高級人員責任保險

Appropriate insurance coverage has been arranged in respect of indemnification against costs, charges, losses, expenses and liabilities that may be incurred by the Directors and officers of the Company in the execution and discharge of their duties.

本公司已就彌償本公司董事及高級人員於執行及履行彼等之職責時可能產生之成本、支出、損失、開支及負債安排合適保險。

DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

董事之持續專業發展

Pursuant to Code Provision C.1.4 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. For the year ended 31 December 2023, each of the Directors has been given relevant guideline materials to ensure that they are apprised of the latest changes in the commercial, legal and regulatory requirements in relation to the Company's businesses, and to refresh their knowledge and skills on the roles, functions and duties of a listed company director.

根據企業管治守則之守則條文C.1.4條規定，所有董事均須參與持續專業發展，以培養及更新自己的知識及技能。截至二零二三年十二月三十一日止年度，各董事已獲提供相關指導材料，以確保彼等掌握有關本公司業務的商業、法律與規管環境的最新變化，並更新有關彼等作為上市公司董事的角色、職能及職責的知識及技能。

New Directors, on appointment, will be given an induction package containing all key legal and Listing Rules' requirements as well as guidelines on the responsibilities and obligations to be observed by a director. The package will also include the latest published financial reports of the Company and the documentation for the corporate governance practices adopted by the Board.

新董事在獲委任後將會取得就任資料文件，載有所有主要法律及上市規則規定，以及有關董事應遵守之責任及義務之指引。資料文件亦包括本公司最新公告之財務報告及董事會採納之企業管治常規文件。

Corporate Governance Report 企業管治報告

The Company also continuously updates Directors on the latest developments regarding Listing Rules and other applicable regulatory requirements to ensure compliance and enhance their awareness of good corporate governance practices. Circulars or guidance notes are also issued to Directors where appropriate to ensure their awareness of best corporate governance practices.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The role of the independent non-executive Directors is to provide independent and objective opinions to the Board, giving adequate control and balances for the Group to protect the overall interests of the shareholders and the Group. They serve actively on the Board and its committees to provide their independent and objective views.

Non-Compliance with Rules 3.10(1), 3.10A and 3.21 of the Listing Rules

During the Year ended 31 December 2023, as announced by the Company dated 24 November 2023, Mr. Ye Yihui resigned as the independent non-executive director and ceased to be the chairman of the Audit Committee and member of the Remuneration Committee and Nomination Committee of the Company. Following the resignation of Mr. Ye Yihui, the Board comprised only two independent non-executive Directors and failed to meet the requirements of (i) at least three independent non-executive directors on the Board under Rule 3.10(1) of the Listing Rules; (ii) Audit Committee comprising only non-executive directors with a minimum of three members under Rule 3.21 of the Listing Rules; and (iii) independent non-executive directors representing at least one-third of the Board.

本公司亦持續向董事提供有關上市規則及其他適用監管規定的最新資料，以確保董事遵守該等規則及提高彼等對良好企業管治常規的認識，並向董事（倘合適）發出通函或指引，以確保其了解最佳企業管治常規。

獨立非執行董事之獨立性

獨立非執行董事的角色乃向董事會提供獨立及客觀的意見，為本集團提供足夠的制約及平衡，以保障股東及本集團之整體利益。彼等於董事會及其委員會上積極提供彼等之獨立及客觀的意見。

不遵守規則3.10(1)、3.10A和《上市規則》第3.21條

截至二零二三年十二月三十一日止年度，如本公司於二零二三年十一月二十四日宣佈，葉義輝先生辭去獨立非執行董事職務，不再擔任本公司審計委員會主席及薪酬委員會和提名委員會成員。葉義輝先生辭職後，董事會僅由兩名獨立非執行董事組成，未能滿足上市規則第3.10(1)條規定的以下要求：(i) 董事會中至少有三名獨立非行政董事；(ii) 根據上市規則第3.21條，審計委員會僅由非執行董事組成，成員至少為三名；以及(iii) 代表至少三分之一董事會的獨立非執行董事。

Corporate Governance Report 企業管治報告

Following the appointment of Ms. Chen Tao on 24 June 2024, the Company had complied with the requirements under Rules 3.10(1), 3.10A and 3.21 of the Listing Rules. For details, please refer to the announcements of the Company dated 24 November 2023, 1 January 2024, 23 February 2024, 25 March 2024 and 24 June 2024, respectively.

As at the date of this report, the Company has appointed three independent non-executive Directors, representing more than one-third of the Board. One of the independent non-executive Directors namely, Mr. Chen Zenghua, has the appropriate professional qualifications, or accounting or related financial management expertise as required by rule 3.10(2) of the Listing Rules. The Company has received from each of the independent non-executive Directors a written confirmation of his independence and has satisfied itself of such independence in accordance with the independent guidelines as set out in rule 3.13 of the Listing Rules.

BOARD COMMITTEES

The Board is supported by three Board Committees, namely the Audit Committee, the Nomination Committee and the Remuneration Committee. Each Board Committee has its defined and written terms of reference approved by the Board covering its duties, powers and functions. Their terms of reference are available on the respective websites of the Stock Exchange and the Company.

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

繼陳桃女士於二零二四年六月二十四日獲委任後，本公司已遵守上市規則第3.10(1)、3.10A及3.21條的規定。詳情請參閱本公司分別於二零二三年十一月二十四日、二零二四年一月一日、二零二四年二月二十三日、二零二四年三月二十五日及二零二四年六月二十四日發佈的公告。

為遵守上市規則第3.10(1)條及3.10A條，本公司已委任三名獨立非執行董事，超過董事會人數三分之一。按上市規則第3.10(2)條的規定，其中一名獨立非執行董事(即陳增華先生)具備合適專業資格或會計或相關財務管理專業知識。本公司已根據上市規則第3.13條所載獨立指引，自各獨立非執行董事收取獨立性確認書，並信納全體獨立非執行董事均屬獨立。

董事委員會

董事會獲得三個董事委員會(即審核委員會、提名委員會及薪酬委員會)支援。各董事委員會均設經董事會批准的明確書面職權範圍，涵蓋其職責、權力及職能。彼等的職權範圍於聯交所及本公司各自的網站可供查閱。

所有董事委員會均獲提供足夠資源以履行其職責，包括於被視為有需要時取得管理或專業意見。

Corporate Governance Report 企業管治報告

Audit Committee

As the date of this report, the Audit Committee comprises three independent non-executive Directors, namely Mr. Chen Zenghua, Mr. Hou Lianchang and Ms. Chen Tao. Mr. Chen Zenghua, who has appropriate professional qualifications and experience in accounting matters, was appointed as the chairman of the Audit Committee.

The primary duties of the Audit Committee are to assist the Board by providing an independent view of the effectiveness of the financial reporting process, risk management and internal control systems of the Group, to oversee the external and internal audit processes, to develop and review the Group's policies and to perform other duties and responsibilities as assigned by the Board.

There were 3 meetings of the Audit Committee held during the year ended 31 December 2023. The attendance of each Director at the Audit Committee meetings is set out on page 87. During the year under review, the members of the Audit Committee reviewed the accounting principles and practices adopted by the Group, reviewed the consolidated financial statements of the Group for the year ended 31 December 2022 and for the six months ended 30 June 2023, reviewed the risk assessment results, the internal audit activities for 2023 and discussed the audit plans for the year ended 31 December 2023 with the external auditor.

In addition, the Audit Committee held one meeting in June 2024. The Audit Committee reviewed the Group's annual results for the year ended 31 December 2023.

審核委員會

於本報告日期，審核委員會包括三名獨立非執行董事（即陳增華先生、侯聯昌先生及陳桃女士）。陳增華先生具備適當專業資格及於會計事務之經驗，獲委任為審核委員會主席。

審核委員會的主要職責為透過提供有關本集團財務申報程序、風險管理及內部監控制度有效性的獨立意見協助董事會監督外部及內部審核程序、制定及檢討本集團的政策以及履行董事會指派的其他職務及職責。

於截至二零二三年十二月三十一日止年度內共舉行3次審核委員會會議。各董事於各審核委員會會議的出席情況載於第87頁。於回顧年度，審核委員會成員已檢討本集團採納之會計原則及慣例、審閱本集團截至二零二二年十二月三十一日止年度及截至二零二三年六月三十日止六個月之綜合財務報表、檢討二零二三年的風險評估結果及內部審計活動並與外聘核數師討論截至二零二三年十二月三十一日止年度的審計計劃。

此外，審核委員會於二零二四年六月舉行一次會議。審核委員會審核本集團截至二零二三年十二月三十一日止年度的年度業績。

Corporate Governance Report 企業管治報告

The Audit Committee monitors the audit and non-audit services rendered to the Group by the external auditor and ensures that the engagement of external auditor in non-audit services will not impair its audit independence or objectivity.

審核委員會監控由外聘核數師向本集團提供的審核及非審核服務，並確保委聘外聘核數師提供非審核服務將不會損害其審核獨立性或客觀性。

For the year ended 31 December 2023, the fees in respect of the audit and non-audit services provided to the Group by McMillan Woods (Hong Kong) CPA Limited, is set out as follows:

於截至二零二三年十二月三十一日止年度，就長青(香港)會計師事務所有限公司向本集團提供的審核及非審核服務而支付的費用載列如下：

		Fee 費用 <i>RMB</i> 人民幣
Statutory audit services	法定審核服務	970,000
Non-audit services	非審核服務	Nil 無

Remuneration Committee

As at 31 December 2023 and the date of this report, the Remuneration Committee comprises two independent non-executive Directors and one executive Director, namely Mr. Hou Lianchang, Mr. Chen Zenghua and Mr. Liu Xianxiu. Mr. Hou Lianchang is the chairman of the Remuneration Committee. The primary duties of the Remuneration Committee include (but without limitation): (i) making recommendations to the Directors regarding the Group's policy and structure for the remuneration of all Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policies; (ii) making recommendations to the Board on the remuneration packages of our Directors and senior management; (iii) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (iv) considering and approving the grant of share options to eligible participants pursuant to the Share Option Scheme.

薪酬委員會

於二零二三年十二月三十一日及本報告日期，薪酬委員會包括兩名獨立非執行董事及一名執行董事，即侯聯昌先生、陳增華先生及劉賢秀先生。侯聯昌先生為薪酬委員會主席。薪酬委員會的主要職責包括(但不限於)：(i)就本集團所有董事及高級管理層的薪酬政策及架構和設立制定薪酬政策的正式及透明程序向董事提供建議；(ii)就董事及高級管理層的薪酬待遇向董事會提供建議；(iii)參照董事會的企業目標和目的，審閱及批准管理層的薪酬建議；及(iv)考慮及批准根據購股權計劃向合資格參與人授出購股權。

Corporate Governance Report 企業管治報告

There was one meeting of the Remuneration Committee held during the year ended 31 December 2023. The attendance of each Director at the Remuneration Committee meeting is set out on page 87. During the year under review, the members of the Remuneration Committee reviewed the existing remuneration policy and package of all existing Directors and senior management.

Details of the Directors' emoluments for the year ended 31 December 2023 are set out in note 13 to the consolidated financial statements.

The emoluments paid to each of four members of senior management of the Company was between RMB0 to RMB1 million for the year ended 31 December 2023.

Nomination Committee

As at the date of this annual report, the Nomination Committee comprises two independent non-executive Directors and one executive Director, namely Mr. Hou Lianchang, Mr. Chen Zenghua and Ms. Hou Wei. Ms. Hou Wei is the Chairlady of the Nomination Committee. The primary duties of the Nomination Committee is 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.

There were two meetings of the Nomination Committee held during the year ended 31 December 2023. The attendance of each Director at the Nomination Committee meeting is set out on page 87. During the year under review, the members of the Nomination Committee reviewed the structure, size and composition of the Board and reviewed the objectives set for implementing the board diversity policy on annual basis to ensure the effectiveness.

於截至二零二三年十二月三十一日止年度內已舉行一次薪酬委員會會議。各董事於薪酬委員會會議的出席情況載於第87頁。於回顧年度，薪酬委員會成員已檢討全體現有董事及高級管理層的現有薪酬政策及待遇。

截至二零二三年十二月三十一日止年度的董事酬金詳情載於綜合財務報表附註13。

截至二零二三年十二月三十一日止年度，本公司支付予本公司四位高級管理層成員之酬金介乎於人均人民幣零元至人民幣1百萬元之間。

提名委員會

於本年報日期，提名委員會包括兩名獨立非執行董事及一名執行董事，即侯聯昌先生、陳增華先生及侯薇女士。侯薇女士為提名委員會主席。提名委員會的主要職責為物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供建議。

於截至二零二三年十二月三十一日止年度內已舉行兩次提名委員會會議。各董事於提名委員會會議的出席情況載於第87頁。於回顧年度，提名委員會成員已檢討董事會的架構、規模及組成並檢討為實施董事會多元化政策而設定之目標，以確保其有效性。

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The Company believes that diversity of Board members can be achieved through consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, length of service and the legitimate interests of the Company's principal shareholders. All Board's appointment are based on the merits of the candidates and the Board believes that doing so will be consistent with achieving a diversity of perspectives.

Meeting with Independent Non-executive Directors

Code provision C.2.7 of the CG Code states that the chairman of the board of directors of a listed issuer should hold meetings with the independent non-executive directors at least annually without the presence of other directors.

During the year ended 31 December 2023, one meeting was held between the Chairlady and the independent non-executive Directors, with each of the independent non-executive Directors present. The Chairlady will continue to make arrangements for holding at least one meeting with the independent non-executive Directors for every subsequent year.

Nomination Policy

The Nomination Committee has developed a nomination policy. Such nomination policy is established with the aims of ensuring the Board maintains a balance of skills, experience and diversity of perspectives appropriate to the requirements of the business of the Group.

本公司相信董事會多元化可透過考慮多個因素而達成，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識、服務年期及本公司的主要股東的正當利益。所有董事會的委任均根據候選人擇優遴選，而董事會相信此將與實現多元化角度一致。

與獨立非執行董事召開會議

企業管治守則之守則條文第C.2.7條規定，上市發行人董事會主席應至少每年與獨立非執行董事召開並無其他董事出席之會議。

於截至二零二三年十二月三十一日止年度，主席與獨立非執行董事舉行一次會議，全體獨立非執行董事均出席會議。主席將繼續安排於其後每年至少與獨立非執行董事舉行一次會議。

提名政策

提名委員會已制定一項提名政策。制定提名政策旨在確保董事會在技能、經驗及觀點多元化方面取得平衡，以適應本集團的業務需要。

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To assess and evaluate whether an individual candidate is suitably qualified to be appointed as a Director, the Nomination Committee shall take into account, among other things:

- the qualifications, skills, knowledge, ability and experience of the individual candidate;
- the potential time commitment and attention to perform duties as a director under the Listing Rules and the applicable laws and regulations;
- the potential contributions that the individual candidate can make to the diversity of the Board, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- the personal ethics, integrity and reputation of the individual candidate (and where appropriate, adequate background checks and other verification processes shall be conducted against the individual candidate);
- the current structure, size and composition of the Board and the Company's corporate strategy;
- Board succession planning considerations and the long-term needs of the Company;
- (in case of a candidate for an independent non-executive Director), the independence of such candidate with reference to, among other things, the independence criteria as set out in Rule 3.13 of the Listing Rules; and the guidance and requirements relating to independent non-executive directors set out in Code Provision B.3.4 of Appendix C1 to the Listing Rules; and
- any other factors and matters as the Nomination Committee may consider appropriate.

為評估及考核單個候選人是否合資格獲委任為董事，提名委員會應考慮以下因素(其中包括)：

- 單個候選人的資格、技能、知識、能力及經驗；
- 根據上市規則及適用法律及法規擔任董事職務可能所需的時間及精力；
- 單個候選人可以為董事會多元化做出潛在貢獻，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年限；
- 單個候選人的個人道德、品格及聲譽(及(倘適用)對單個候選人進行充分的背景調查及其他核實程序)；
- 董事會的現有架構、規模及組成以及本公司的企業戰略；
- 董事會繼任計劃的考慮因素及本公司的長期需求；
- (如屬獨立非執行董事的候選人)，該候選人的獨立性參照(其中包括)上市規則第3.13條所載的獨立性標準；及上市規則附錄C1守則條文第B.3.4條所載有關獨立非執行董事的指引及規定；及
- 提名委員會可能認為適宜的任何其他因素及事項。

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The Nomination Committee will review the nomination policy at least annually and discuss any revisions and updates that may be required, and recommend the same to the Board for approval.

提名委員會將至少每年檢討一次提名政策及討論可能必要的任何修訂及更新，並向董事會提出推薦建議以供批准。

The individual attendance records of each Director at the physical meetings of the Board, Audit Committee, Remuneration Committee and Nomination Committee and at the general meeting of the Company during the year ended 31 December 2023 are set out below:

截至二零二三年十二月三十一日止年度，各董事出席董事會、審核委員會、薪酬委員會及提名委員會會議以及本公司股東大會之個別出席記錄載列如下：

Name of Director 董事姓名		Number of physical meetings attended/held during his/her tenure 於其任期內出席／舉行之實體會議次數				
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	General Meeting 股東大會
Executive Directors 執行董事						
Ms. Hou Wei	侯薇女士	28/28	N/A 不適用	N/A 不適用	2/2	1/1
Mr. Liu Xianxiu	劉賢秀先生	28/28	N/A 不適用	1/1	N/A 不適用	1/1
Mr. Yang Baikang	楊柏康先生	28/28	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Non-executive Director 非執行董事						
Mr. Hou Bo	侯波先生	28/28	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Independent non-executive Directors 獨立非執行董事						
Mr. Ye Yihui	葉義輝先生	28/28	3/3	1/1	2/2	1/1
Mr. Ho Hin Yip	何衍業先生	28/28	3/3	N/A 不適用	N/A 不適用	1/1
Mr. Hou Lianchang	侯聯昌先生	28/28	3/3	1/1	2/2	1/1
Mr. Chen Zenghua	陳增華先生	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用

Corporate Governance Report 企業管治報告

FINANCIAL REPORTING

The Board acknowledges its responsibility to prepare the Group's financial statements which give a true and fair view of the Group's state of affairs, results and cash flows for the year and in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants, and the disclosure requirements of the Hong Kong Companies Ordinance. The Group has selected appropriate accounting policies and has applied them consistently based on prudent and reasonable judgements and estimates. The Board considers that the Group has adequate resources to continue in business for the foreseeable future and not aware of any material uncertainties relating to events or conditions that may affect the business of the Group or cast doubts on its ability to continue as going concern.

The responsibilities of the Company's external auditors with respect to financial reporting are set out in the section headed "Independent Auditor's Report" in this annual report.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board recognises its responsibility to ensure the Group maintains a sound and effective internal control and risk management system. However, risk-taking is an inherent element of the Group's business and operation. The Group's risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. It is also designed to safeguard assets against misappropriation and unauthorised disposition and to manage operational risks. Review of the Group's internal controls covering major financial, operational and compliance control as well as risk management functions. The Group's risk management framework includes the following elements:

- identify significant risks in the Group's operation environment and evaluate the impacts of those risks on the Group's business;

財務報告

董事會明白本身有責任根據香港會計師公會頒佈的香港財務報告準則及香港公司條例之披露規定編製本集團財務報表，而有關報表須真實公平反映本集團於本年度的事務狀況、業績及現金流量。本集團已根據審慎及合理判斷及估計選擇合適的會計政策並貫徹採用。董事會認為本集團備有充足資源於可見未來繼續經營業務，且並不知悉與可能影響本集團業務或致令本集團持續經營能力成疑之事件或狀況有關的任何重大不確定因素。

本公司外聘核數師就財務申報承擔的責任載於本年報「獨立核數師報告」一節。

內部監控及風險管理

董事會確認其確保本集團維持健全有效內部監控及風險管理系統的責任。然而，風險承擔乃本集團業務及營運內在要素。本集團的風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，而且只能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。其亦乃為確保資產不會被不當挪用及未經授權處理以及管理經營風險而設計。對本集團內部監控的審閱涵蓋主要財務、營運及合規監控，以及風險管理職能。本集團的風險管理體系包括以下要素：

- 識別本集團營運環境的重大風險及評估該等風險對本集團業務的影響；

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- develop necessary measures to manage those risks; and
- monitor and review the effectiveness of such measures.
- 設計必要措施管理該等風險；及
- 監控及檢討有關措施的有效性。

The implementation of risk management framework of the Group was assisted by the Group's internal audit department which was responsible for the internal audit function so that the Group could ensure new and emerging risks relevant to the Group's operation are promptly identified by management, assess the adequacy of action plans to manage these risks and monitor and evaluate the effectiveness of the action plans.

The Board would perform annual review on any significant change of business and the external environment and establish procedures to respond to the risks resulting from significant change of business and the external environment.

With respect to procedures and internal controls for the handling and dissemination of inside information, the Group: i) carries out its daily operation with regards to the "Guidance on Disclosure of Inside Information" issued by the Securities and Futures Commission of Hong Kong; and ii) closely communicates with its legal advisor regarding whether the relevant information is likely to have impact on the price of the shares of the Company or their trading volume and thus is considered as inside information that needs to be disclosed pursuant to the Inside Information Provisions under Part XIVA of the SFO and the Listing Rules.

本集團負責內部審計職能的內部審計部門協助實施本集團的風險管理體系，以使本集團確保涉及本集團營運的新近出現之風險可被管理層即時識別，評估管理該等風險之執行方案的充足性並監控及評估執行方案的有效性。

董事會將對業務和外部環境的任何重大變化進行年度審查，並制定程式以應對業務和外部空間重大變化帶來的風險。

就有關處理及發佈內幕消息的程序及內部監控而言，本集團：i) 按照香港證券及期貨事務監察委員會頒佈的「內幕消息披露指引」開展其日常營運；及ii) 與其法律顧問就相關信息是否有可能對本公司股價或其交易量產生影響進行密切溝通，從而被視為須根據證券及期貨條例第XIVA部內幕消息條文及上市規則予以披露的內幕消息。

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The Audit Committee is responsible for reporting to the Board the implementation of the Group's risk management, internal control policy which among other things, included the determination of risk factors, evaluation of risk level the Group could take and effectiveness of risk management measures. During the Reporting Period, a review was conducted by the Audit Committee together with the Group's internal audit department in compliance with Code Provision D.2 of the CG Code. The Board acknowledges the review of the effectiveness of the risk management and risk control systems should be an on-going process and plans to conduct reviews quarterly commencing from the coming financial year. For resolving defects and weaknesses of internal controls and accounting procedures of the Group which the external auditors and the Group's internal audit department have identified and reported to the Company, the Company would pay full attention to the recommendations made by the external auditors and the Group's internal audit department and make appropriate improvements. Based on the reports from the Group's internal control department and the Audit Committee, the Board considers the Group's risk management and internal control system is adequate and effective and the Group has complied with the provisions on risk management and internal controls as set out in the CG code.

COMPANY SECRETARY

Mr. Lo Wai Siu ("Mr. Lo") has resigned as company secretary of the Company on 29 December 2023. Ms. Chong Wai Shan ("Ms. Chong") has been appointed as company secretary of the Company on 29 December 2023 and resigned as company secretary of the Company on 14 May 2024. Mr. Lo has been appointed as company secretary of the Company on 14 May 2024 and has resigned as company secretary of the Company on 24 June 2024. Ms. Liu Yulan has been appointed as company secretary of the Company on 24 June 2024 and resigned as company secretary of the Company on 1 July 2024. Mr. Yuen Wai Keung has been appointed as company secretary of the Company on 1 July 2024 and resigned as company secretary of the Company on 30 July 2024.

審核委員會負責向董事會報告本集團的風險管理、內部控制政策的實施情況，其中包括釐定風險因素，評估本集團可承受之風險等級及風險管理措施的有效性。於報告期間，審核委員會連同本集團內部審計部門根據企業管治守則之守則條文第D.2條進行審閱。董事會明白風險管理及風險監控系統有效性之審閱須按持續性基準，並計劃自未來財政年度起實施季度審閱。外聘核數師及本集團的內部審計部門已識別本集團的內部監控及會計程序的正在解決的瑕疵及薄弱環節，並已向本公司報告。本公司將充分重視外聘核數師及本集團的內部審計部門作出的推薦建議並作出適當改善。基於本集團內部控制部門及審核委員會的報告，董事會認為本集團的風險管理及內部控制系統為充分有效及本集團已遵守企業管治守則所載之風險管理及內部控制的條文。

公司秘書

羅偉兆先生(「羅先生」)已於二零二三年十二月二十九日辭去本公司公司秘書一職。莊瑋珊女士(「莊女士」)已於二零二三年十二月二十九日被任命為公司秘書，並於二零二四年五月十四日辭去公司秘書職務。羅先生已於二零二四年五月十四日獲委任為本公司公司秘書，並於二零二四年六月二十四日辭任本公司秘書。劉玉蘭女士於二零二四年六月二十四日被任命為本公司公司秘書，並已於二零二四年七月一日辭去本公司秘書職務。袁偉強先生於二零二四年七月一日被任命為本公司公司秘書，並已於二零二四年七月三十日辭去本公司秘書職務。

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Mr. Wong Chi Kong has been appointed as company secretary of the Company on 31 July 2024. He fulfills the requirements under rule 3.28 of the Listing Rules. The biographical details of Mr. Wong Chi Kong is set out in the paragraph headed “Biographical Details of Directors and Senior Management” of this annual report.

During the Reporting Period, Mr. Wong Chi Kong took no less than 15 hours of relevant professional training in compliance with rule 3.29 of the Listing Rules.

SHAREHOLDERS’ RIGHTS

The general meetings of the Company provide an opportunity for communication between the Shareholders and the Board. The Company shall in each year hold a general meeting as its annual general meeting. All general meetings other than annual general meetings shall be called extraordinary general meetings (“EGM”).

Right to convene EGM

Any two or more members of the Company, at the date of the deposit of a written requisition holding not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings, shall at all times have the right to require an EGM to be called by the Board for the transaction of any business specified in such requisition.

The written requisition must specify the objects of the meeting, signed by the requisitionists and deposit it with the Company Secretary of the Company at the Company’s principal place of business in Hong Kong at Unit 912, 9th Floor, Tai Yau Building, 181 Johnston Road, Wanchai, Hong Kong.

黃智江先生已於二零二四年七月三十一日獲委任為本公司之公司秘書。彼達到上市規則第3.28條之要求。黃智江先生之履歷載於本年報「董事及高級管理層履歷」一段。

於報告期間，黃智江先生已根據上市規則第3.29條接受不少於15小時之相關專業培訓。

股東權利

本公司股東大會為股東及董事會提供溝通機會。本公司應每年舉行股東大會作為其股東週年大會。除股東週年大會以外的所有股東大會為股東特別大會（「股東特別大會」）。

召開股東特別大會的權利

任何兩名或以上於書面請求發出日期持有不少於十分之一有權於股東大會上投票的本公司已繳足股本的股東，隨時有權要求董事會就該請求處理指定的任何事務召開股東特別大會。

書面請求必須述明會議的目的，由請求人簽署並交予本公司公司秘書，地址為本公司的香港主要營業地點香港灣仔莊士敦道181號大有大廈9樓912室。

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If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the EGM to be held within a further 21 days, the requisitionists themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the EGM, but any EGM shall not be held after the expiration of three months from the date of deposit of the requisition.

An EGM so convened by the requisitionists shall be convened in the same manner, as nearly possible, as that in which meetings are to be convened by the Board.

Right to put enquiries to the Board

Shareholders may, at any time, direct questions or requests for information to the Directors or management through the communication channel provided in “Contact Us” section in the Company’s website at www.jiyiholdings.com or in writing and sent by post to the Company’s principal place of business in Hong Kong.

Right to put forward proposals at general meetings

As a matter of Cayman Islands law, no shareholders are permitted to propose new resolutions at the general meetings if the intention to propose the new resolutions is not specified in the notice convening the general meeting. However, procedures for proposing candidate(s) for election as Directors at a shareholder’s meeting are set out in the Corporate Governance section of the “Investor Relations” section of the Company’s website at www.jiyiholdings.com.

倘董事會於該請求書交付日期起計21天內未有正式落實將於往後21天內召開股東特別大會，請求人或任何佔全體一半以上總表決權的人士可自行召開股東特別大會，惟任何股東特別大會不得在交付請求日期起計三個月屆滿後舉行。

由請求人如此召開的股東特別大會須盡可能以接近董事會召開股東大會的方式召開。

向董事會作出查詢的權利

股東可於任何時間透過本公司網站 (www.jiyiholdings.com) 的「聯繫我們」一節所提供的溝通渠道或以書面及郵寄至本公司香港主要營業地點的方式向董事或管理層指出疑問或要求資料。

於股東大會提呈議案的權利

就開曼群島法例而言，倘提呈新決議案的意向並未於召開股東大會的通告上指明，概無股東獲准於股東大會提呈新決議案。然而，於股東大會上建議董事候選人的程序載於本公司網站 (www.jiyiholdings.com) 的「投資者關係」一節的企業管治一節。

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INVESTORS RELATIONS

The Company believes that communicating with its shareholders, investors and other stakeholders by electronic means, particularly through its website, is an efficient way of distributing information in a timely and convenient manner. The Company's website has a dedicated "Investor Relations" section which publishes the following information:

- the Board, committee charters, key corporate governance policies and constitutional documents;
- announcements, press and release made to the market and media;
- annual and half yearly reports and all material information lodged with the Stock Exchange; and
- notices of general meetings and explanatory materials, if any.

During the year ended 31 December 2023, there had been no significant change in the Company's constitutional documents.

投資者關係

本公司相信透過電子方式(特別是其網站)與其股東、投資者及其他持份者溝通為及時和便捷的資料發佈方式。本公司網站具有公告以下資料的「投資者關係」章節：

- 董事會、委員會章程、主要企業管治政策及章程文件；
- 公告、向市場及媒體作出的新聞發佈；
- 年度及半年度報告及呈交聯交所的所有重大資料；及
- 股東大會通告及說明材料(如有)。

於截至二零二三年十二月三十一日止年度，本公司章程文件並無重大變動。

Environmental, Social and Governance Report

環境、社會及管治報告

REPORT

ABOUT THIS REPORT

The Group is pleased to present this Environmental, Social and Governance Report (the “Report”) to provide an overview of the Group’s management and efforts in terms of maintaining sustainable developments in respect of environmental, social and governance aspects.

ESG GOVERNANCE STRUCTURE

The Group is committed to ethical corporate citizenship and to promoting sustainability in all of its activities. We demonstrate these commitments through transparent and responsible management of our environment and social values. These values respect and are informed by those of all of our stakeholders, including the communities with which we interact. The requirements listed below apply to the Group’s operations. Every subsidiary, each manager and employee, as well as any contractor performing work on behalf of the Group must support this policy.

The Board is responsible for establishing the Group’s ESG strategies, and for ensuring the effectiveness in the control of ESG risks and internal control mechanism. The internal audit department is in charge of the overall implementation of the Group’s ESG strategies. The Head of internal audit department organized periodical meeting with other department heads and is responsible for collecting relevant information on its ESG aspects for preparing the ESG Report. The Head of internal audit department reports to the board of directors (the “Board”), which assists in the identification and evaluation of the Group’s ESG risks and the effectiveness of the internal control mechanism. The Head of internal audit also examines and evaluates the Group’s performances in different areas such as environment, safety production, labour standards, and product responsibilities in the ESG aspects.

報告

有關本報告

本集團欣然呈列本環境、社會及管治報告（「本報告」），概述本集團於環境、社會及管治方面有關可持續發展之管理及努力。

環境、社會及管治治理架構

本集團致力於成為遵守道德的企業公民及於其所有活動中推廣可持續發展。我們透過透明及負責任的環境及社會價值觀踐行該等承諾。該等價值觀尊重我們所有持份者（包括我們接觸的社區）且彼等知悉該等價值觀。下文所列要求適用於本集團的營運。每間附屬公司、每名經理及僱員以及代表本集團開展工作的任何承包商須支持本政策。

董事會負責制定本集團之環境、社會及管治策略，以確保有效控制環境、社會及管治風險以及內部監控機制的有效性。內部審核部門負責整體實施本集團之環境、社會及管治策略。內部審核部門主管與其他部門主管舉行定期會議，負責收集有關其環境、社會及管治方面的相關資料，以編製環境、社會及管治報告。內部審核部門主管向董事會（「董事會」）報告，協助識別及評估本集團之環境、社會及管治風險以及內部監控機制的有效性。內部審核主管亦檢查及評估本集團於環境、安全生產、勞工標準以及環境、社會及管治方面的產品責任等不同領域的表現。

Environmental, Social and Governance Report

環境、社會及管治報告

Scope of reporting

Reporting framework

This report has been prepared in compliance with Appendix C2 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) — “Environmental, Social and Governance Reporting Guide” and is presented under two categories, namely environmental and social.

For the Group’s corporate governance practices, please refer to pages 74 to 93 for the section “Corporate Governance Report” contained in this annual report.

Reporting period

This Report demonstrates our sustainability initiatives during the reporting period from 1 January 2023 to 31 December 2023.

Contact us

The Group welcomes stakeholders to provide their opinions and suggestions on our sustainability initiatives. You can provide valuable advice in respect of this Report or the Group’s performances in sustainable development by post at Unit 912, 9th Floor, Tai Yau Building, 181 Johnston Road, Wanchai, Hong Kong.

報告範圍

報告架構

本報告乃根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄C2—「環境、社會及管治報告指引」編製，分為兩類呈列，即環境及社會。

就本集團之企業管治常規而言，請參閱本年報第74至93頁所載「企業管治報告」一節。

報告期間

本報告闡述我們自二零二三年一月一日起直至二零二三年十二月三十一日此報告期間的可持續發展舉措。

聯絡我們

本集團歡迎持份者就我們的可持續發展舉措提出意見及建議。閣下可就本報告或本集團於可持續發展方面的表現提供寶貴建議，並郵寄至香港灣仔莊士敦道181號大有大廈9樓912室。

Environmental, Social and Governance Report

環境、社會及管治報告

STAKEHOLDER ENGAGEMENT

The Group understands the importance of developing long-term relationships and constant dialogues with various stakeholders. We seek to balance the views and interests of these various constituencies through constructive conversation. Through collaborating with the stakeholders, the Group strives to further improve its ESG initiatives to create greater value for the community on a continuous basis.

Shareholders

The Company has established a number of efficient channels of distributing information to its shareholders. The Company regularly reviews these channels to ensure its effectiveness and ensure effective and timely dissemination of relevant information to its shareholders at all times. Shareholders are also encouraged to raise any question to the Company Secretary.

Customers

The Group is committed to providing quality services and products to achieve customer satisfaction. Customer feedback is invaluable as the Group operates in extremely competitive markets. Under different product categories, we have designated teams serving key customers. We also have experienced sales attendants on site who would introduce brands and products based on customers' requirement, and assist the customers by offering advice and guidance on product functions, features, dimensions and installations. To better serve our customers or potential customers who do not visit our sales outlets, we have service hotlines and website for handling inquiries from them.

與持份者溝通

本集團深知與各持份者發展長期關係及持續對話的重要性。我們透過具建設性的交談平衡各支持者的意見及權益。本集團透過與持份者合作，致力進一步改善其環境、社會及管治舉措，持續為社區創造更大價值。

股東

本公司建立多個有效渠道以向其股東分發資料。本公司定期檢討該等渠道以確保其效用以及確保隨時有效及時向其股東發佈有關資料。本公司亦鼓勵股東向公司秘書提問。

客戶

本集團致力於提供優質服務及產品以令客戶滿意。由於本集團經營所在市場之競爭極其激烈，故客戶反饋極其重要。不同產品類別項下均有指定團隊服務主要客戶。我們亦於現場指派有經驗的銷售服務人員，其根據客戶需求介紹品牌及產品，並透過就產品功能、特點、尺寸及安裝提供意見及指引協助客戶。為更好地服務未前往我們銷售門店的客戶或潛在客戶，我們已備有服務熱線及網站以處理其問詢。

Environmental, Social and Governance Report

環境、社會及管治報告

Employees

The Group had 21 employees as at 31 December 2023 (2022: 33). The Group offers competitive remuneration packages commensurate with industry practice and provides various fringe benefits to employees. The Group conducts induction training for all of its new employees and on-going training from time to time during their employment. The nature of training offered depends on their specific field of operation. As the Group continues its expansion, opportunities are always available for hardworking employees.

Suppliers

The Group is committed to upholding laws and regulations that are relevant to its business and closely monitor the Group's policies relating to maintaining of business ethics.

Government

The Group is mainly engaged in the sale and distribution of merchandise and the provision of interior design and engineering services. These activities are mainly subject to the jurisdictions of laws of the PRC. Along with different government laws, rules and regulations, each operating company makes tremendous effort to ensure that it is complied with the relevant laws and regulations.

僱員

於二零二三年十二月三十一日，本集團有 21 名（二零二二年：33 名）僱員。本集團向僱員提供與行業常規相稱的具競爭力薪酬待遇及提供多項附加福利。本集團為其所有新僱員開展入職培訓及於其僱用期間不時提供持續培訓。所提供培訓的性質視乎其特定營運領域而定。由於本集團繼續擴張，努力工作僱員的機會無時不在。

供應商

本集團致力於遵守與其業務有關的法律及法規並緊密監視本集團與商業道德有關的政策。

政府

本集團主要從事銷售及分銷商品以及提供室內設計及工程服務。該等活動主要須遵守中國法律司法權區的規定。連同不同政府法律、規則及法規，各營運公司作出巨大努力以確保遵守相關法律及法規。

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIALITY ASSESSMENT

The management and staff of the Group's respective major operations have participated in the preparation of the Report to assist the Group in reviewing its operations and identifying relevant ESG issues and assess the importance of related matters to its businesses and stakeholders. The Group had compiled questionnaires to collect information from relevant departments, business units, and stakeholders of the Group to identify key ESG issues.

The Group has taken into account the feedback from relevant stakeholders in determining the significant ESG aspects covered in the Report. A summary of significant ESG issues for the Group based on relative importance is displayed below:

The ESG Reporting Guide

環境、社會及管治報告指引

Environmental

環境

A1. Emissions

A1. 排放物

A2. Use of Resources

A2. 使用資源

A3. The Environmental and Natural Resources

A3. 環境及天然資源

A4. Climate Change

A4. 氣候變化

重要範疇評估

本集團各主要業務的管理層與員工均有參與編製本報告，以協助本集團檢討其運作情況及鑒別相關環境、社會及管治事宜，並評估相關事宜對本集團的業務以及各持份者的重要性。本集團已編製有關識別重要環境、社會及管治議題的問卷，以收集相關部門、業務單位及持份者的資料。

本集團在確定本報告中所涵蓋重大環境、社會及管治範疇時，已考慮相關持份者的反饋。根據相對重要性對本集團重大環境、社會及管治議題的概要如下：

Material ESG issues

重大環境、社會及管治議題

No material emission issues

無重大排放議題

Paper consumption

紙張耗用量

Electricity consumption

耗電

Water consumption

用水

Impacts on the environmental and natural resources

對環境及天然資源的影響

No material climate change issues

並無重大氣候變化事宜

Environmental, Social and Governance Report

環境、社會及管治報告

The ESG Reporting Guide

環境、社會及管治報告指引

Social

社會

B1. Employment
B1. 僱傭

B2. Health and Safety
B2. 健康與安全

B3. Development and Training
B3. 發展及培訓

B4. Labour Standards
B4. 勞工標準

B5. Supply Chain Management
B5. 供應鏈管理

B6. Product Responsibility
B6. 產品責任

B7. Anti-corruption
B7. 反貪污

B8. Community Investments
B8. 社區投資

Material ESG issues

重大環境、社會及管治議題

Recruitment, promotion and dismissal
招聘、晉升及解僱

Compensation and benefits
薪酬及福利

Safety management measures
安全管理措施

Development and training
發展及培訓

Prevention of child and forced labour
防止童工及強制勞工

Suppliers sourcing and selection mechanism
供應商來源及篩選機制

Product quality and safety
產品品質及安全

Customer satisfaction
客戶滿意度

Customer data protection and privacy
客戶資料保障及私隱

Anti-corruption
反貪污

Whistle-blowing mechanism
舉報機制

Corporate social responsibility
企業社會責任

In FY2023, the Group confirmed that it has established appropriate and effective management policies and internal control systems for ESG issues and confirmed that the disclosed contents comply with the requirements of the ESG Reporting Guide.

於二零二三財政年度，本集團確認已就環境、社會及管治事宜設立合適及有效的管理政策及內部監控系統，並確認所披露內容符合環境、社會及管治報告指引的要求。

Environmental, Social and Governance Report

環境、社會及管治報告

A. ENVIRONMENTAL

A1. Emissions

Environmental conservation remains a key focus for the Group. Therefore, we are dedicated to maintaining our energy consumption and emission at low level in every single step. The conscientious use of resources and adoption of best practices across the Group's businesses underlie its commitment to safeguarding the environment. The Group encourages environmental protection, complies with relevant environmental legislations and promotes awareness towards environmental protection to the employees.

In light of the nature of business and operation, the Group does not involve in production of related air, water, land pollution, greenhouse gas, hazardous waste and non-hazardous waste and does not have any direct or significant impact on the environment and natural resources. Nevertheless, the Group is aware that the daily operation of the office and warehouse consume paper, electricity and water. The Group recognises the impact caused by these consumption and the production of waste. For the past several years, the Group has been putting emphasis in energy conservation, rolling out IT initiatives to help decrease unnecessary wastage and reduce carbon emission and adopting different policies on use of resources with an aim to reduce the impact on the environment.

A. 環境

A1. 排放物

環境保護仍為本集團的主要關注點。因此，我們於每個步驟中例行節能及按低水平排放。於本集團的業務中謹慎使用資源及採納最佳常規彰顯其保護環境的承諾。本集團鼓勵保護環境、遵守相關環境法律及向僱員強調環保意識。

就業務及經營性質而言，本集團並無造成空氣污染、水質污染及土地污染，亦無產生溫室氣體、有害廢棄物及無害廢棄物，對環境及自然資源並未產生任何直接或重大影響。儘管如此，本集團了解了辦公室之日常運營及倉庫紙張消耗、耗電及耗水情況。本集團確認該等消耗及廢棄物生產造成之影響。於過去多年來，本集團一直強調能源保護，不斷在資訊科技方面推行各項措施，以期減少不必要的廢棄物及降低碳排放量，並針對資源使用採納不同政策旨在減少對環境的影響。

Environmental, Social and Governance Report

環境、社會及管治報告

A2. Use of Resources

The Group is committed to protecting the environment by enhancing our operational efficiency and energy efficiency to reduce energy, water, paper and waste by following initiatives:

Paper

- Using E-fax to minimise printing needs
- Handling documents electronically except for formal Documents
- Using recycled paper and double-sided printing except for formal and confidential documents

Paper Consumption: 0.2 tonnes (2022: 0.5 tonnes)

Total consumption of paper of the Group was about 0.2 tonnes (FY2022: 0.5 tonnes).

Electricity

- The use of electricity in the office of the Group must comply the principles of power saving, safety first, high efficiency and low consumption
- Light and electronic appliances like air-conditioners, computers, photocopy machines, printers in workplace must be turned off when not in use

A2. 資源使用

本集團致力於透過以下措施提高我們的營運效率及能源效率，減少能源、水、紙張及廢棄物以保護環境：

紙張

- 使用網上傳真，盡量減少印刷需求
- 以電子方式處理文件(正式文件除外)
- 使用循環紙張及雙面打印紙張(正式及機密文件除外)

紙張耗用量：0.2 噸(二零二二年：0.5 噸)

本集團的總耗紙量為約0.2噸(二零二二財政年度：0.5噸)。

電力

- 本集團辦公室用電必須遵守節能、安全第一、高效及低消耗的原則
- 照明及電子設備(如工作場所內的空調、電腦、複印機及打印機)須確保於不再使用時關閉

Environmental, Social and Governance Report 環境、社會及管治報告

Electricity Consumption: 466,554 kWh (FY2022: 778,223 kWh)

Total consumption of electricity at the Group's headquarter and other subsidiaries in the PRC was 461,307 kWh (kilowatt-hour) (FY2022: 674,237 kWh) and 5,247 kWh (FY2022: 103,996 kWh) respectively, which produced about 362 tonnes carbon (FY2022: 529 tonnes carbon) and 0.1 tonnes carbon (FY2022: 82 tonnes carbon) respectively (Assuming that 0.785 kg (kilogram) of carbon will be produced by 1 kWh electricity consumption).

Water

Posting notices at common areas of the office reminding staff members to reduce water consumption and the importance of water saving.

Water Consumption: 5,203 m³ (FY2022: 8,198 m³)

Total consumption of water at the Group's headquarter and other subsidiaries in the PRC was 5,203 m³ (cubic meter) (FY2022: 7,433 m³) and 0 m³ (FY2022: 766 m³) respectively. The Group had not encountered any issue in sourcing water that is fit for purpose.

耗電：466,554 千瓦時(二零二二財政年度：778,223 千瓦時)

本集團總部及中國其他附屬公司總耗電量分別為461,307千瓦時(二零二二財政年度：674,237千瓦時)及5,247千瓦時(二零二二財政年度：103,996千瓦時)，分別產生約362噸碳(二零二二財政年度：529噸碳)及0.1噸碳(二零二二財政年度：82噸碳)(假設1千瓦時耗電量將產生0.785千克碳)。

水

在辦公室公用地方張貼告示，提醒員工節約用水及其重要性。

用水：5,203 立方米(二零二二財政年度：8,198 立方米)

本集團總部及中國其他附屬公司總耗水量為5,203立方米(二零二二財政年度：7,433立方米)及0立方米(二零二二財政年度：766立方米)。本集團並未於求取適用水源時遇到任何問題。

Environmental, Social and Governance Report 環境、社會及管治報告

The consumption of electricity and water reported above are stated in the total amount of their measuring units. As the Group is operating a variety of store portfolios, intensity data (e.g per store or per gross sales area) were not prepared because such indicators may not be meaningful.

Stationery and Furniture

Reusing stationery, furniture and equipment among offices and branches instead of buying new ones or disposing of such materials.

Waste

Encouraging recycling through installation of plastic, paper and aluminum recycling boxes at the headquarters.

Packaging

During the course of the Group's business operation, it does not generally involve the use of packaging materials and thus its impacts on the environment are considered to be minimal.

上述報告的耗電量及耗水量乃以其計量單位之總量呈列。由於本集團經營多種店舖組合，故密度數據（如按店舖或按銷售面積）並未編寫，因有關指標可能不具意義。

文具及傢俬

在辦公室及分公司重用文具、傢俬及設備，代替購買新用品或棄用該等用品。

廢棄物

透過在總部設置膠樽、廢紙及鋁罐回收箱，鼓勵循環再造。

包裝

於本集團業務運營過程中通常不涉及使用包裝材料，因此其對環境之影響視為微乎其微。

Environmental, Social and Governance Report 環境、社會及管治報告

A3. The Environment and Natural Resources

During the year, the Group consumed both less electricity and less water. With the reduction of Company's headcount, the consumption of electricity decreased by approximately 40%. On the other hand, with the closures of retail stores and the Company's internal policies to control water wastage, the consumption of water of the Group decreased by approximately 36.5% during the year ended 31 December 2023. The Group also continued its campaign to promote paperless working practice, of which the paper consumption remained less than 1 tonnes during the Reporting Period.

Save as disclosed above, the Group's business has no direct or significant impact on the environment and natural resources.

A4. Climate Change

The Group is actively studying the strategies and policies of the PRC government and agrees that the environment and climate change will pose risks to the Group, such as extreme weather that could damage the Group's operating equipment and increase the Group's operating costs. In addition, the Group has also identified opportunities for quality operations, committed to improving the competitiveness and anticipated potential risks to resist force majeure.

A3. 環境及自然資源

年內，本集團消耗較少電力及較少水。隨著本公司員工人數的減少，耗電量減少約40.0%。另一方面，隨著關閉零售店舖以及本公司控制水資源浪費之內部政策，於截至二零二三年十二月三十一日止年度，本集團之水耗量減少約36.5%。本集團亦持續開展推廣無紙化生產實踐的活動，其耗紙量於報告期內保持在1噸以下。

除上述者外，本集團的業務對環境及自然資源並未產生直接或重大的影響。

A4. 氣候變化

本集團正積極研究中國政府之戰略及政策，並認同環境及氣候變化將令本集團面臨風險，如極端天氣可能損壞本集團之運營設備並增加本集團之營運成本。此外，本集團亦已物色優質業務機會，致力於提高競爭力及預期潛在風險，以抵禦不可抗力。

Environmental, Social and Governance Report

環境、社會及管治報告

B. SOCIAL

B1. Employment

The Group adopts fair and open recruitment mechanism with all positions being openly recruited regardless of age, gender, race, nationality, religion, marital status or disability. Apart from internal transfers, all vacancies are published to public via different recruiting channels such as advertisement, online recruitment channels, recruitment fairs, recruitment through Personnel Exchange Center and recommendation.

A formal induction together with a tour of the workplace is provided to all employees on the first day of employment. This aims to welcome the new employees and give them a better understanding of the Group. A brief introduction of employee handbook is provided to ensure new employees are aware of relevant policies and code of conduct. Employee handbook together with various guidelines and benefits are uploaded on the Group's intranet network for the access for all staff members.

As at 31 December 2023, the Group complied with the Labour Law of the PRC, the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) and all other relevant Hong Kong/PRC employment laws and regulations that deal with working hours and rest period and had a total of 21 (as at 31 December 2022: 33) full time employees. Breakdowns of the current employees by position and gender, age and years of service are set forth below respectively:

B. 社會

B1. 僱傭

本集團採納公平公開的招聘機制，所有崗位均會進行公開招聘，不論年齡、性別、種族、國籍、宗教信仰、婚姻狀況或殘疾與否。除內部調職外，所有空缺均會透過廣告、網上招聘渠道、招聘會、人才交流中心招聘及推薦等不同招聘渠道對外公開。

全部僱員均於入職首日接受正式入職培訓並參觀工作場所，旨在迎新及加深彼等對本集團的了解。制定僱員手冊簡介以確保新入職僱員知悉相關政策及行為操守。僱員手冊連同各項指引及福利均上載至本集團內聯網以供全體員工瀏覽。

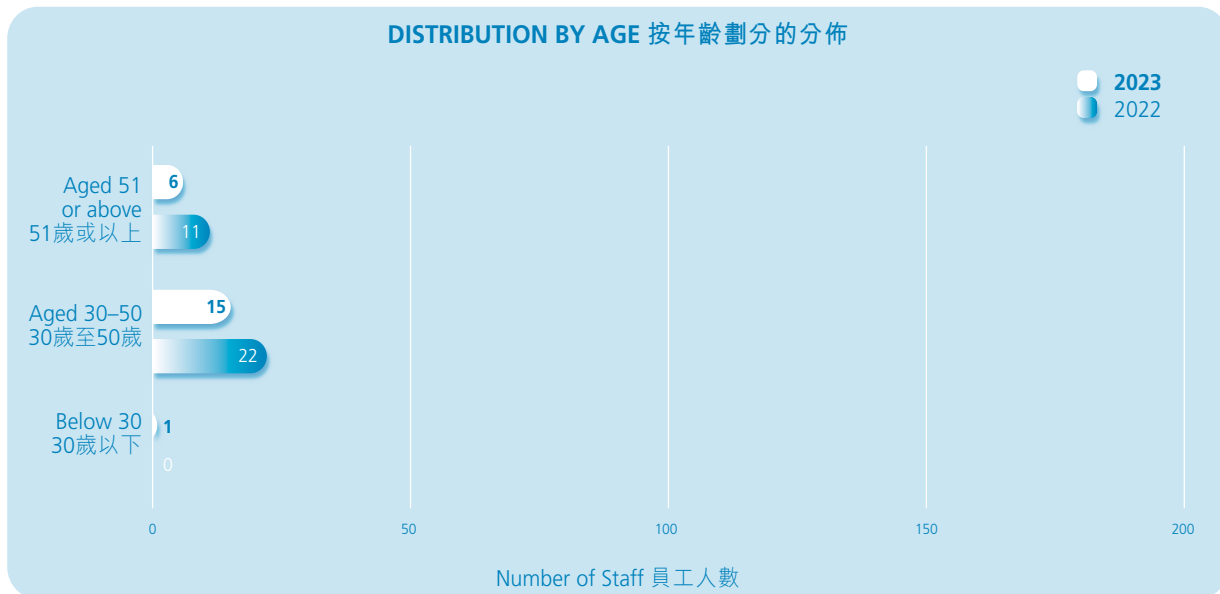
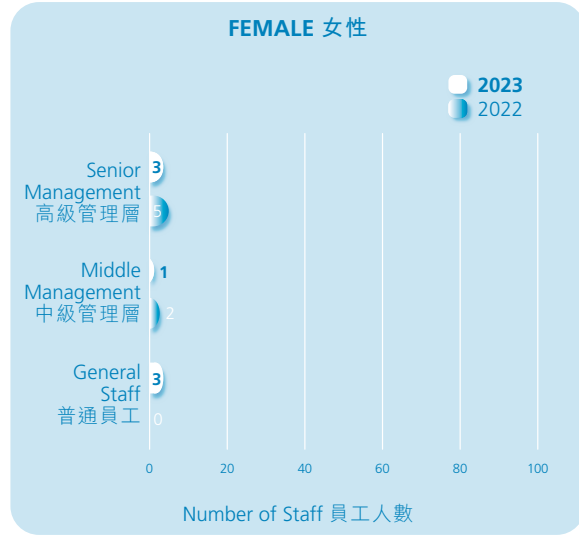
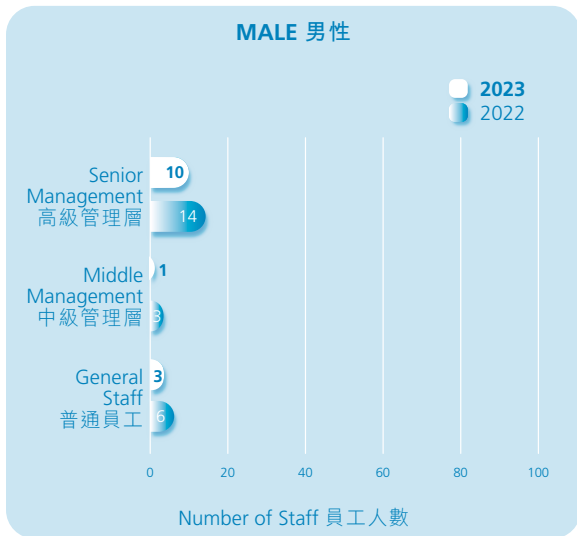
於二零二三年十二月三十一日，本集團遵守中國勞動法、香港法例第57章僱傭條例及有關工作時間及假期的所有其他相關香港／中國僱傭法律及法規，共有21名（於二零二二年十二月三十一日：33名）全職僱員。分別按職位、性別、年齡以及年資劃分的現有僱員分析載列如下：

Environmental, Social and Governance Report

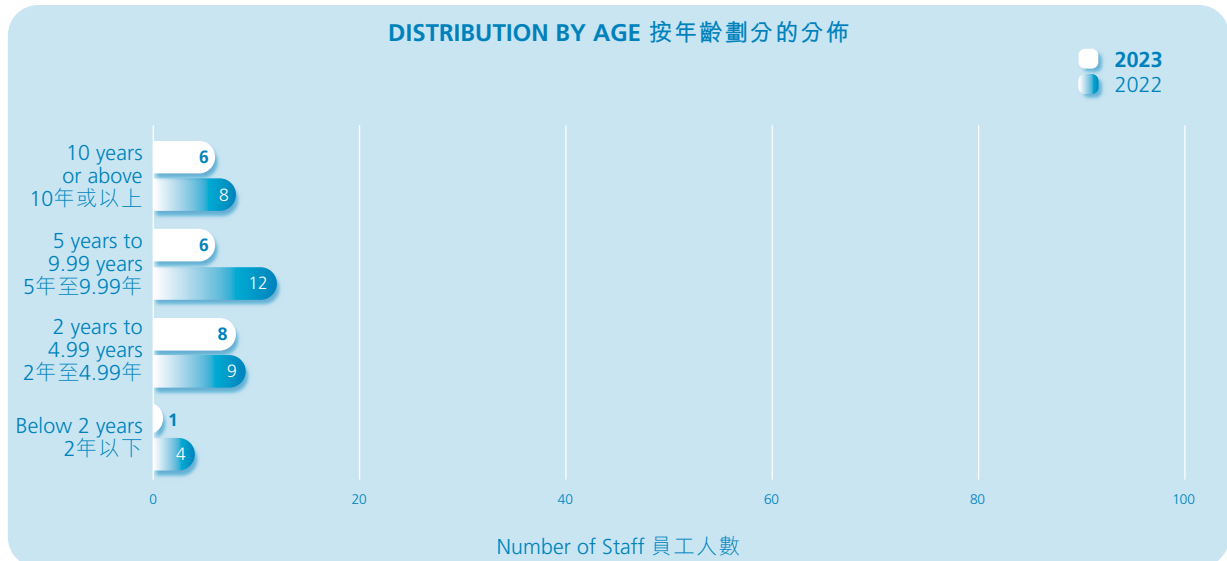
環境、社會及管治報告

STAFF DISTRIBUTION BY POSITION AND GENDER

按職位及性別劃分的員工分佈



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The Group achieved relatively lower turnover rate in general frontline positions and young workforce, but there was a reduction of the total number of employee headcount due to departmental restructuring and the total number of employees decreased by approximately 36.4% for the Reporting Period as compared to FY2022. The turnover rate for the management team was comparatively low which was reflected by the steady number of senior management employees.

The Group strives to provide a work environment with equal opportunities regardless of gender and age. As at 31 December 2023, the Group's male to female employee maintained at 2:1. The Group had also recruited from a diverse age group. Around 71% of our workforce were fell in the age group of 30–50, while around 29% were in the age groups of 51 or above, respectively.

本集團錄得一般前線職位及年青人員的流失率相對較低，但因部門重組導致僱員總數減少，及報告期間之僱員總數較二零二二財政年度減少約36.4%。高級管理人員數目穩定，反映出管理團隊的流失率相對較低。

本集團致力提供平等機會的工作環境而不論性別及年齡。於二零二三年十二月三十一日，本集團的男女僱員比例維持於2:1。本集團亦已從不同年齡組別招聘人手。約71%的員工來自30至50歲的年齡組別，約29%員工來自51歲或以上的年齡組別。

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B2. Health and Safety

The Group strives to promote safety awareness, improve occupational environment and reduce occupational risks. The Group continuously promotes safety awareness among employees and committed to providing a healthy and safe working environment for our employees and complies with the relevant laws and regulations. The Group has dedicated adequate resources and effort to uphold and improve the Group's safety management measures in order to reduce the risks relating to labour safety, such as:

Guidelines

- Adopting and reviewing from time to time written guidelines and policies for work safety and occupational health safety
- Ensuring a healthy and safe workplace and compliance with all relevant workplace health and safety laws

B2. 健康與安全

本集團致力提高安全意識，改善工作環境，降低職業安全風險。本集團不斷提高僱員的安全意識，致力為僱員提供健康安全的工作環境，並遵守相關法律及法規。本集團投放充裕資源，努力實踐及改善本集團的安全管理措施，減低與勞工安全有關的風險，例如：

指引

- 就工作安全及職業健康安全事宜不時採納並審閱書面指引及政策
- 確保工作環境健康安全，並遵循一切相關工作場所安全及健康法例

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Insurance

- Maintaining various insurance policies of endowment insurance, medical insurance, unemployment insurance, industrial injury insurance, maternity insurance, and housing accumulation fund for employees' compensation and liability

Other safety Measures

- Conducting fire drill regularly and demonstration of the use of fire extinguisher so as to enhance the fire safety awareness
- Providing regular training sessions on accident prevention and management to the employees

Work Related Injury

- There was no fatality or injury case related to work during the years ended 31 December 2023 and 2022

保險

- 為僱員之補償及責任投購多項保險(養老保險、醫療保險、失業保險、工傷保險、生育保險及住房公積金)

其他安全措施

- 定期舉辦火警演習，示範滅火器用法，提高防火意識
- 向僱員提供有關事故防止及管理的常規培訓課程

工傷

- 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任何人員傷亡事件

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B3. Development and Training

The Group believes that investing in employees is essential to the future strength and success of its business. The Group conducts various internal trainings for different level of staff members. There is a general regular training section to all employees once a month during the morning meeting. For new employees, they are required to take a one-week training on specific job duty. The managers of each department will take turns to different departments to provide training on product knowledge, sales skills, store management, market development and business operation etc.

Besides, the Group also encourages and offers the opportunities for its staff members to take external training from the suppliers.

All these trainings are designed to enhance and broaden employees' skill sets.

The Group encourages communication and interaction of the staff members with the management. The Group provides a wide spectrum of informal communication platforms regularly. There are advisory boxes in the office, and regular experience sharings between middle and senior management. Through these gatherings, management is alerted to the issues raised by staff members and can carry out responsive measures to improve operations if appropriate. Besides, this enhanced the sense of belongs of staff members.

B3. 發展及培訓

本集團認為投資於僱員對其業務的未來壯大及成功至關重要。本集團為各級別員工舉行各項內部培訓。於每月一次的早會上均設有面向所有僱員的一般定期培訓環節。就新僱員而言，彼等須參加為期一周的專項工作培訓。各部門經理輪流為各部門提供有關產品知識、銷售技巧、倉儲管理、市場開發及業務營運等方面的培訓。

此外，本集團亦鼓勵員工及為其提供機會參與供應商提供的外部培訓。

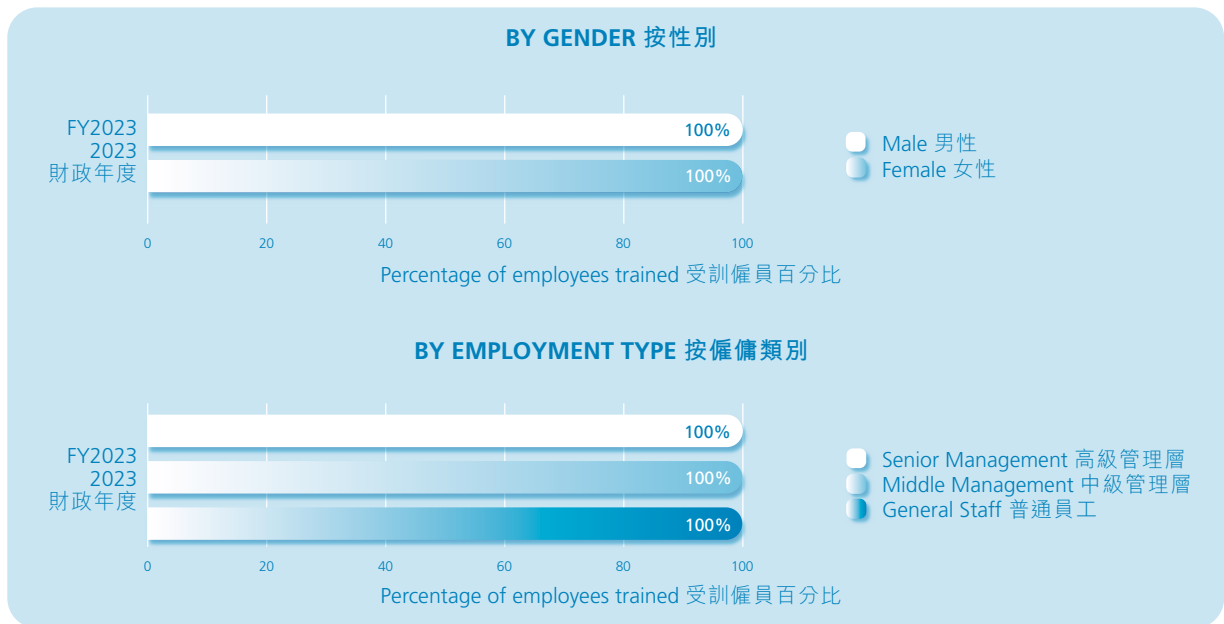
所有此等培訓均旨在提升及拓展僱員的技能組合。

本集團鼓勵員工與管理層進行溝通及交流。本集團定期提供廣泛的非正式溝通平台。辦公室設有諮詢箱，中高級管理層之間亦會分享經驗。透過此等聚會，管理層留意到員工提出的事宜，並可採取對應措施以改善營運(倘適用)。此外，此舉亦增強了員工的歸屬感。

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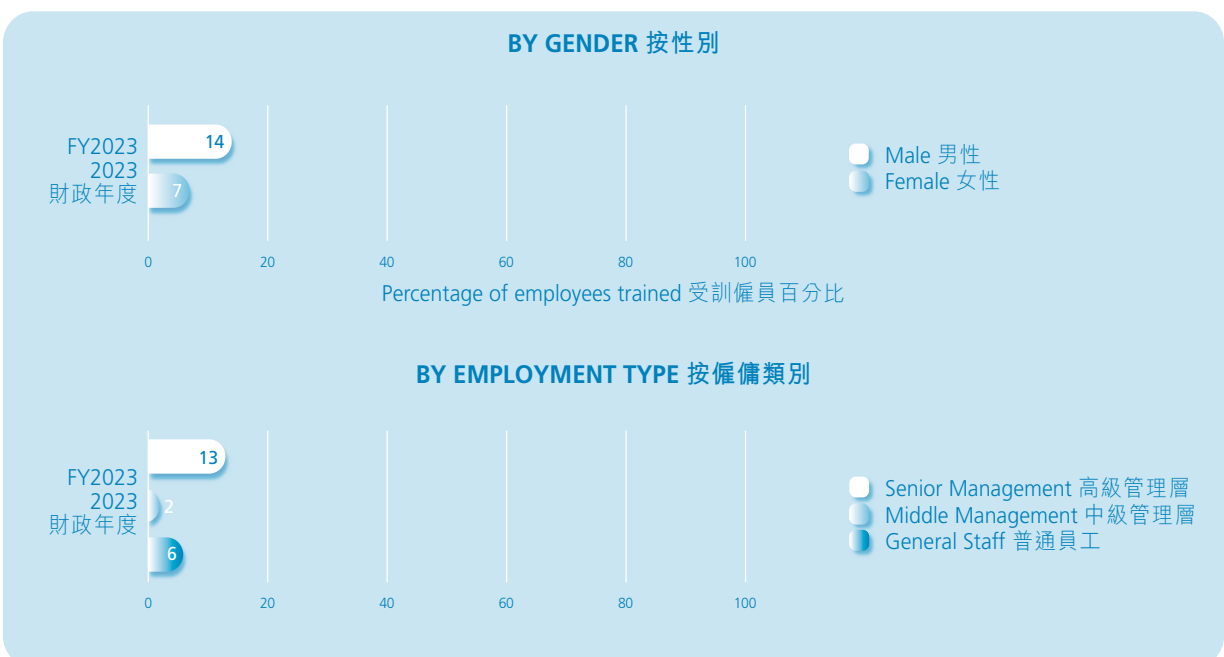
THE PERCENTAGE OF EMPLOYEE TRAINED BY GENDER AND EMPLOYEE CATEGORY

按性別及僱員類別劃分的受訓僱員百分比



THE AVERAGE TRAINING HOURS COMPLETED PER EMPLOYEE BY GENDER AND EMPLOYEE CATEGORY

按性別及僱員類別劃分的每名僱員完成受訓的平均時數



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Furthermore, the Group arranged some regular and irregular activities to facilitate as communication platforms for the management and staff members such as follows:

- Chinese New Year Gathering (“新春團拜會”) is the most prestigious event of the year, attended by all staff in the Group. Lots of lucky draws and games make the evening full of energy and excitement. This event provided chances to appreciate all of the staff members with for the effort during the year.
- The Group believes that happy staff make happy customers and endeavor to provide happy working environment. The Group promotes the relationship between staff to make them like family members. To promote work life balance, the Group organised wellness activities like climbing the Baisui Mountain (“百歲山”團隊素質拓展活動) and Tianbaigong Mountain (“天伯公”團隊素質拓展活動) in the past years.

此外，本集團為管理層及員工安排若干定期及不定期活動以加強交流，例如：

- 新春團拜會乃一年中最受歡迎的活動，本集團全體員工均會參加。大量幸運抽獎及遊戲令該晚充滿活力及刺激。該活動可令全體員工分享年度成果。
- 本集團認為快樂的員工會帶來快樂的客戶並致力提供快樂的工作環境。本集團促進員工之間的關係以令彼等猶如家庭成員。為促進工作與生活平衡，本集團組織健康活動，如往年之「百歲山」團隊素質拓展活動及「天伯公」團隊素質拓展活動。

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B4. Labour Standards

The Group believes in nurturing and developing top talents regardless of race, gender, age, religious belief, pregnancy, marital status, family status or disability. The Group also respects human rights and oppose to the abuse of child labour or forced labour in our businesses. There is no use of child labour or forced labour in the Group during the Reporting Period.

The Group also has policies to ensure all employees and job applicants enjoy equal opportunities and fair treatment. All employees have the right to complain in case of discrimination, suspected misconduct and illegal acts via established procedures. The Group will investigate each complaint thoroughly, resolving it fairly and in the strictest confidence.

The Group is also in compliance with all relevant laws and regulations, including but not limited to Labour Contract Law of the PRC, Provisions on the Prohibition of Using Child Labour and Employment of Children Regulations (chapter, 57B of the Laws of Hong Kong) in Hong Kong, etc. Recruitment and employment are carried out in full compliance with relevant laws and regulations such as the Employment Ordinance, Chapter 57, Laws of Hong Kong and the guidelines issued by the human resources department. The Group did not have any cases related to child labour or forced labour in this year.

B4. 勞工標準

本集團重視培育及發展優秀人才，不分種族、性別、年齡、宗教信仰、懷孕、婚姻狀況、家庭狀況或殘疾與否。本集團亦尊重人權，反對於業務中濫用童工或強制勞工。於報告期內，本集團並無聘用童工或強制勞工。

本集團亦設有政策以確保所有僱員及求職者均可享有同等機會及公平待遇。倘在規定程序內出現任何歧視、疑視不當行為及違法行為，所有僱員均有權投訴。本集團將對各次投訴進行徹底調查，公平解決及高度保密。

本集團亦遵守所有相關法律法規，包括但不限於《中華人民共和國勞動合同法》、《禁止使用童工規定》及香港《僱傭兒童規例》（香港法例第57B章）等。有關招聘及僱傭嚴格遵守相關法律及法規，如香港法例第57章僱傭條例以及人力資源部頒佈的指引。於本年度內，本集團並無任何有關童工或強制勞工的案例。

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B5. Supply Chain Management

The Group believes that sourcing and selection of suppliers play a crucial part in enriching our brand and product mix. The assessment on suppliers places emphasis on their market positioning, image of their brand projected, product design, production capacity, quality and price range, anticipated market acceptance of their products, supply lead time, reliability, creditworthiness and past experiences in conducting business with them. The Group's procurement team regularly looks for quality suppliers in the market, and will engage new suppliers upon their satisfaction of our internal review and approval, which includes interview with their responsible personnel and site visit to the suppliers' premises.

B6. Product Responsibility

To enhance customers' satisfaction of the merchandise, the Group has stringent control over the quality of merchandise. The Group carefully selects suppliers, and pursuant to the supply or distribution agreements. The Group's suppliers shall ensure the quality of products and may also be required to provide us with the after-sale services for the products sold to the Group. The Group conducts inspections on the quality, measurement and other specifications of the merchandise before accepting delivery from the suppliers. The Group is entitled to return or exchange the products to the suppliers if they are found to be defective or otherwise in unsaleable condition.

B5. 供應鏈管理

本集團認為供應商的來源及篩選對於豐富我們的品牌及產品組合而言至關重要。對供應商的評估側重於其市場定位、設立的品牌形象、產品設計、生產能力、質量及價格範圍、其產品的預期市場接納程度、供應提前期、可靠性、信譽及與其進行業務的過往經驗。本集團的採購團隊定期於市場物色優質供應商，並待其符合我們的內部審批要求時聘用新供應商，這包括與其負責人訪談及到供應商工廠進行現場視察等。

B6. 產品責任

為提升客戶對商品的滿意度，本集團對商品質量實行嚴加控制。本集團審慎選擇供應商，並遵守供應或分銷協議。本集團之供應商須確保產品質量，及亦或會就其銷售予本集團的產品要求提供售後服務，本集團於接納供應商的交付前就商品的質量、尺寸及其他規範進行檢查。倘發現殘次或因其他問題而不可出售，本集團有權向供應商退換產品。

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In general, no products return or exchange by customers is allowed except for malfunctions of or manufacturing defects in products. Nevertheless, to foster customer loyalty and enhance customer satisfaction, the Group may allow product return or exchange to be made with a valid receipt within seven days after purchase provided that the merchandise is in good and saleable condition. The Group also offers product warranty period of one to three years depending on the nature of merchandise. During the warranty period, the Group provides maintenance and repair services to the customers for free and will also exchange any defective products for free on the condition that such products have been installed in accordance with the manual and were used under normal conditions. Defective products could be returned to the suppliers for repair or replacement if the relevant supplier is found to be liable for such defect.

Customer data protection and privacy

In addition, the Group is dedicated to protecting intellectual property rights as well as consumer data and privacy. Without the permission of the customers, consumer data will not be used for publicity or other purposes.

For the years ended 31 December 2023 and 31 December 2022, the Group has not identified any non-compliance cases relating to product responsibility.

一般而言，不允許客戶退換產品，除非產品出現故障或製造缺陷。然而，為培養客戶忠誠度及提升客戶滿意度，本集團允許在購買七天內憑有效收據退換產品，惟商品須完好及可銷。本集團亦根據商品的性質提供一至三年的保修期。於保修期間，本集團向客戶提供免費保養及維修服務，及對根據手冊組裝且在正常條件下使用的殘次產品進行免費更換。倘發現相關供應商須對有關殘次承擔責任，則殘次產品將退還予供應商，以進行維修或更換。

客戶資料保障及私隱

此外，本集團致力於保護知識產權以及消費者數據及隱私。未經客戶許可，消費者數據不得用於宣傳或其他目的。

截至二零二三年十二月三十一日及二零二二年十二月三十一日止年度，本集團並未發現任何有關產品責任的不合規事件。

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B7. Anti-corruption

The Group takes its fraud prevention or anti-corruption responsibilities very seriously. In addition to the ongoing review of the effectiveness of the internal control systems, the Group has established a whistleblowing policy to direct employees to report to the Group's internal audit department about possible improprieties in any matter related to the Group. The Group also established policy and guidelines about fraud prevention. They are Commercial Bribery Control Rule (《商業賄賂防範守則》), Financial Fraud and Complaint Rule and Fraud Prevention (《財政舞弊防範及檢舉制度》), Inspection and Reporting Procedures (《反腐審查及報告程序》) and Management Override Prevention Policy (《防止管理層越權政策》).

During the years ended 31 December 2023 and 31 December 2022, no legal case regarding corruption was brought against the Group or its employees. Also, there were no material cases of non-compliance with laws and regulations on anti-money laundering in the PRC and Hong Kong.

B7. 反貪污

本集團嚴格履行其預防詐騙及反貪污的責任。除持續檢討內部監控系統的有效性外，本集團已建立僱員直接舉報政策，以就有關本集團的任何事宜的可能不正當行為向本集團內部審核部門報告。本集團亦制定有關預防詐騙的政策及指引，即《商業賄賂防範守則》、《財政舞弊防範及檢舉制度》、《反腐審查及報告程序》及《防止管理層越權政策》。

截至二零二三年十二月三十一日及二零二二年十二月三十一日止年度，並無發生有關本集團或其僱員貪污的法律案件。此外，並無發生不遵守中國及香港有關反洗錢法律法規的重大案件。

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B8. Community Investments

The awareness of corporate social responsibility has been increasing in the market. The Group realises the importance of different stakeholders' expectations. In achieving long term, stable and healthy business prosperity and growth, the Group strives to balance the interests between stakeholders and is committed to improve the community's wellbeing.

The Group encourages the employees to play an active role in the communities where they live and work. In the past years, the Group was engaged in different events with an aim to fulfill its social responsibility. For example, in the past few years, the Group launched "Jiyi Inspirational Student Fund" (集一勵志助學金) for the poor but outstanding students in Meizhou Jiaying University (梅州市嘉應大學), aiming at providing better environment for those hardworking and ambitious students to achieve their dreams.

The Group will continue to explore other means to contribute more to the environment and strive to facilitate the building of a healthy and sustainable society.

B8. 社區投資

市場上企業社會責任意識不斷增強。本集團意識到不同股東預期的重要性。為實現長期、穩健的業務繁榮及增長，本集團致力於維持股東間的利益平衡，並完善社區福利。

本集團一直鼓勵僱員積極參與生活及工作所在社區之事務。於過往多年內，本集團從事不同事宜以履行其社會責任。例如，於過往幾年內，本集團向梅州市嘉應大學品學兼優的貧困生發放「集一勵志助學金」，以為該等勤奮好學，有志向的學生提供更好的環境，以實現彼等之夢想。

本集團將持續探索其他方式以為環境作出更多貢獻，並致力於促進建設健康及可持續發展社會。

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環境、社會及管治報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING INDEX

環境、社會及管治報告索引

Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs)	Description	Section/Declaration
主要範疇、層面、一般披露及關鍵績效指標	說明	章節／聲明
A. Environmental		
A. 環境		
A1: Emissions		
A1: 排放物		
General Disclosure		*A1. Emissions*
一般披露		*A1. 排放物 *
KPI A1.1	The types of emissions and respective emissions data	*A1. Emissions*
關鍵績效指標 A1.1	排放物種類及相關排放物數據	*A1. 排放物 *
KPI A1.2	Greenhouse gas emissions in total and, where appropriate, intensity	Not applicable to the Group's business
關鍵績效指標 A1.2	溫室氣體排放總量及(如適用)密度	不適用於本集團的業務
KPI A1.3	Total hazardous waste produced and, where appropriate, intensity	Not applicable to the Group's business
關鍵績效指標 A1.3	所產生有害廢棄物總量及(如適用)密度	不適用於本集團的業務
KPI A1.4	Total non-hazardous waste produced and, where appropriate, intensity	*A1. Emissions*
關鍵績效指標 A1.4	所產生無害廢棄物總量及(如適用)密度	*A1. 排放物 *
KPI A1.5	Description of measures to mitigate emissions and results achieved	*A1. Emissions*
關鍵績效指標 A1.5	描述減低排放量的措施及所得成果	*A1. 排放物 *
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved	*A1. Emissions*
關鍵績效指標 A1.6	描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果	*A1. 排放物 *

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Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs)	Description	Section/Declaration
主要範疇、層面、一般披露及關鍵績效指標	說明	章節／聲明
A2: Use of Resources		
A2: 資源使用		
General Disclosure		*A2. Use of Resources*
一般披露		*A2. 資源使用 *
KPI A2.1	Direct and/or indirect energy consumption by type in total and intensity	*A2. Use of Resources*
關鍵績效指標 A2.1	按類型劃分的直接及／或間接能源總耗量及密度	*A2. 資源使用 *
KPI A2.2	Water consumption in total and intensity	*A2. Use of Resources — Water*
關鍵績效指標 A2.2	總耗水量及密度	*A2. 資源使用 — 水 *
KPI A2.3	Description of energy use efficiency initiatives and results achieved	*A2. Use of Resources — Electricity*
關鍵績效指標 A2.3	描述能源使用效益計劃及所得成果	*A2. 資源使用 — 電 *
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved	*A2. Use of Resources — Water*
關鍵績效指標 A2.4	描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果	*A2. 資源使用 — 水 *
KPI A2.5	Total packaging material used for finished products and, if applicable, with reference to per unit produced	*A2. Use of Resources — Packaging *
關鍵績效指標 A2.5	製成品所用包裝材料的總量及(如適用)每生產單位估量	*A2. 資源使用 — 包裝 *

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Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs)	Description	Section/Declaration
主要範疇、層面、一般披露及關鍵績效指標	說明	章節／聲明
A3: The Environment and Natural Resources		
A3: 環境及自然資源		
General Disclosure		
一般披露		
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them	*A3. The Environment and Natural Resources*
關鍵績效指標 A3.1	描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動	*A3. 環境及自然資源*
A4: Climate Change		
A4: 氣候變化		
General Disclosure		
一般披露		
KPI A.4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them	*A4. Climate Change*
關鍵績效指標 A.4.1	描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動	*A4. 氣候變化*

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Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs)	Description	Section/Declaration
主要範疇、層面、一般披露及關鍵績效指標	說明	章節／聲明
B. Social		
B. 社會		
B1: Employment		
B1: 僱傭		
General Disclosure		*B1. Employment*
一般披露		*B1. 僱傭*
KPI B1.1	Total workforce by gender, employment type, age group and geographical region	*B1. Employment — STAFF DISTRIBUTION BY POSITION AND GENDER — DISTRIBUTION BY AGE — DISTRIBUTION BY YEARS OF SERVICE*
關鍵績效指標 B1.1	按性別、僱傭類型、年齡組別及地區劃分的員工總數	*B1. 僱傭 — 按職位及性別劃分 — 按年齡劃分 — 按服務年資劃分*
KPI B1.2	Employee turnover rate by gender, age group and geographical region	*B1. Employment*
關鍵績效指標 B1.2	按性別、年齡組別及地區劃分的僱員流動比率	*B1. 僱傭*

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Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs)	Description	Section/Declaration
主要範疇、層面、一般披露及關鍵績效指標	說明	章節／聲明
B2: Health and safety		
B2: 健康與安全		
General Disclosure		*B2. Health and Safety*
一般披露		*B2. 健康與安全 *
KPI B2.1	Number and rate of work-related fatalities	–
關鍵績效指標 B2.1	因工作關係而死亡的人數及比率	–
KPI B2.2	Lost days due to work injury	–
關鍵績效指標 B2.2	因工傷損失的工作天數	–
KPI B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored	*B2. Health and Safety*
關鍵績效指標 B2.3	描述所採納的職業健康與安全措施，以及相關執行及監察方法	*B2. 健康與安全 *
B3. Development and training		
B3. 發展及培訓		
General Disclosure	*B3. Development and Training*	
一般披露	*B3. 發展及培訓 *	
KPI B3.1	The percentage of employee trained and employee category	*B3. Development and Training*
關鍵績效指標 B3.1	按僱員類別劃分的受訓僱員百分比	*B3. 發展及培訓 *
KPI B3.2	The average training hours completed per employee by gender and employee category	*B3. Development and Training*
關鍵績效指標 B3.2	按性別及僱員類別劃分的每名僱員完成受訓的平均時數	*B3. 發展及培訓 *

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Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs)	Description	Section/Declaration
主要範疇、層面、一般披露及關鍵績效指標	說明	章節／聲明
B4: Labour Standards		
B4: 勞工標準		
General Disclosure		*B4. Labour Standards*
一般披露		*B4. 勞工標準 *
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour	*B4. Labour Standards*
關鍵績效指標 B4.1	描述檢討僱傭慣例的措施以避免童工及強制勞工	*B4. 勞工標準 *
KPI B4.2	Description of steps taken to eliminate such practices when discovered	*B4. Labour Standards*
關鍵績效指標 B4.2	描述在發現違規情況時消除有關情況所採取的步驟	*B4. 勞工標準 *

Environmental, Social and Governance Report 環境、社會及管治報告

Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs)	Description	Section/Declaration
主要範疇、層面、一般披露及關鍵績效指標	說明	章節／聲明
B5: Supply Chain Management		
B5: 供應鏈管理		
General Disclosure		
一般披露		
KPI B5.1	Number of suppliers by geographical region	*B5. Supply Chain Management*
關鍵績效指標 B5.1	按地區劃分的供應商數目	*B5. 供應鏈管理 *
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored	*B5. Supply Chain Management*
關鍵績效指標 B5.2	描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法	*B5. 供應鏈管理 *
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored	*B5. Supply Chain Management*
關鍵績效指標 B5.3	描述有關識別供應鏈的環境及社會風險的慣例，以及相關執行及監察方法	*B5. 供應鏈管理 *
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored	*B5. Supply Chain Management*
關鍵績效指標 B5.4	描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法	*B5. 供應鏈管理 *

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Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs)	Description	Section/Declaration
主要範疇、層面、一般披露及關鍵績效指標	說明	章節／聲明
B6: Product Responsibility		
B6: 產品責任		
General Disclosure		*B6. Product Responsibility*
一般披露		*B6. 產品責任 *
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons	*B6. Product Responsibility*
關鍵績效指標 B6.1	已售或已運送產品總數中因安全與健康理由而回收的百分比	*B6. 產品責任 *
KPI B6.2	Number of products and service related complaints received and how they are dealt with	*B6. Product Responsibility*
關鍵績效指標 B6.2	接獲關於產品及服務的投訴數目以及應對方法	*B6. 產品責任 *
KPI B6.3	Description and practices relating to observing and protecting intellectual property rights	*B6. Product Responsibility*
關鍵績效指標 B6.3	與遵守及維護知識產權有關的描述及慣例	*B6. 產品責任 *
KPI B6.4	Description of quality assurance process and recall procedures	*B6. Product Responsibility*
關鍵績效指標 B6.4	描述質量檢定過程及產品回收程式	*B6. 產品責任 *
KPI B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored	*B6. Product Responsibility*
關鍵績效指標 B6.5	描述消費者資料保障及私隱政策，以及相關執行及監察方法	*B6. 產品責任 *

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Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs)	Description	Section/Declaration
主要範疇、層面、一般披露及關鍵績效指標	說明	章節／聲明
B7: Anti-corruption		
B7: 反貪污		
General Disclosure		*B7. Anti-corruption*
一般披露		*B7. 反貪污*
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the case	–
關鍵績效指標 B7.1	於報告期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果	–
KPI B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored	*B7. Anti-corruption*
關鍵績效指標 B7.2	描述防範措施及舉報程式，以及相關執行及監察方法	*B7. 反貪污*
KPI B7.3	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored	*B7. Anti-corruption*
關鍵績效指標 B7.3	描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法	*B7. 反貪污*

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Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs)	Description	Section/Declaration
主要範疇、層面、一般披露及關鍵績效指標	說明	章節／聲明
B8: Community Investments		
B8: 社區投資		
General Disclosure		*B8. Community Investments*
一般披露		*B8. 社區投資 *
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport)	*B8. Community Investments*
關鍵績效指標 B8.1	專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)	*B8. 社區投資 *
KPI B8.2	Resources contributed (e.g. money or time) to the focus area	*B8. Community Investments*
關鍵績效指標 B8.2	在專注範疇所貢獻的資源(如金錢或時間)	*B8. 社區投資 *

Independent Auditor's Report 獨立核數師報告



長青

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF JIYI HOLDINGS LIMITED

(incorporated in Cayman Islands with limited liability)

致集一控股有限公司
股東之獨立核數師報告
(於開曼群島註冊成立的有限公司)

DISCLAIMER OF OPINION

無法表示意見

We were engaged to audit the consolidated financial statements of JiYi Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group"), set out on pages 140 to 396 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 a summary of material accounting policy information.

吾等受聘審計了第140頁至第396頁所載的集一控股有限公司(「貴公司」)及其附屬公司(以下統稱為「貴集團」)之綜合財務報表，包括於二零二三年十二月三十一日之綜合財務狀況表及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策資料概要。

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of this report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements and whether the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

吾等不對貴集團之綜合財務報表發表意見。由於本報告中「無法表示意見之基準」一節所述事項之重要性，吾等無法獲得足夠之適當審計證據，作為對該等綜合財務報表以及綜合財務報表是否已按照香港公司條例之披露規定適當編制發表審計意見之基準。

Independent Auditor's Report

獨立核數師報告

BASIS FOR DISCLAIMER OF OPINION

1. Material uncertainties relating to the going concern basis

As explained in Note 2 to the consolidated financial statements, the Group incurred a net loss of approximately RMB499 million for the year ended 31 December 2023, and, as of that date, the Group had bank balances and cash amounted of approximately RMB6 million, while its bank and other borrowings, and convertibles loan notes totally amounted to approximately RMB254 million (“Borrowings”), as detailed in respective notes to the consolidated financial statements, which were in defaulted or cross-defaulted or contain early repayment on demand clauses as at 31 December 2023. The outstanding principal amounts and related overdue interests of the Borrowings amounting to approximately RMB254 million and RMB11 million, respectively, become overdue and remained unsettled as at the date of approval for issuance of the consolidated financial statements.

Since May 2023 onwards, Zheshang Bank and other several banks (the “Banks”), creditors of the Group’s major subsidiaries, including Guangdong Jiyi Household Building Materials Chain Co. Ltd and Guangdong Jiyi Xinya Decoration and Design Construction Company Limited and other subsidiaries in the PRC (altogether known as “Jiyi PRC Subsidiaries”), have individually applied to the district courts and successfully be granted from the court for enforcement orders on Jiyi PRC Subsidiaries, to order Jiyi PRC Subsidiaries to realise all its pledged assets, including but not limited to, the Group’s property, plant and equipment, investment properties, land use right in the PRC which recognised as right-of-use assets and the property in the PRC held by Chief Executive Officer located in the PRC, to be used for repayment to the Banks the outstanding debts which were guaranteed by the Group’s subsidiaries and key managements, as detailed in respective notes to the consolidated financial statements, with the principal amount of approximately RMB150 million.

無法表示意見之基準

1. 與持續經營基礎有關之重大不確定性

如綜合財務報表附註2所述，截至二零二三年十二月三十一日止年度，貴集團錄得虧損淨額約人民幣499百萬元，而截至該日，貴集團之銀行結餘及現金約為人民幣6百萬元，而其銀行及其他借款及可換股貸款票據合共約為人民幣254百萬元（「借款」）（詳情載於綜合務報表各附註），該等借款於二零二三年十二月三十一日已違約或已交叉違約或載有按要求提前還款條款。借款之未償還本金及相關逾期利息分別約為人民幣254百萬元及人民幣11百萬元，已逾期且於批准綜合財務報表發佈之日仍未結清。

自二零二三年五月起，貴集團主要附屬公司（包括廣東集一家居建材連鎖有限公司、廣東集一信雅裝飾設計工程有限公司）及其他中國附屬公司（統稱「集一中國附屬公司」）之債權人浙商銀行及其他數家銀行（「銀行」）已分別向地方法院申請並成功獲得法院對集一中國附屬公司的執行令，命令集一中國附屬公司變現其所有已抵押資產，包括但不限於 貴集團之物業、廠房及設備、投資物業、已確認為使用權資產之中國土地使用權及行政總裁持有的位於中國之物業，用於償還銀行由 貴集團附屬公司及主要管理層擔保之本金約為人民幣150百萬元之未償債務（詳情載於綜合財務報表各附註）。

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BASIS FOR DISCLAIMER OF OPINION (Continued)

1. Material uncertainties relating to the going concern basis (Continued)

Apart from the overdue Banks Borrowings, a winding-up petition was filed by 青島榮世開元商貿有限公司 (Qingdao Rongshikaiyuan Trading Company Limited), the holder of the Company's convertible loan notes, with the overdue principal amount of approximately RMB41.6 million, the High Court of the Hong Kong Special Administrative Region (the "High Court of Hong Kong") for the winding-up of the Company under the provision of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). For updates and details, please refer to the Company's announcement dated 3 May 2024 accordingly.

Furthermore, Jiyi PRC Subsidiaries was indebted to (i) its former employees; (ii) trade creditors and constructors for overdue (i) salary payment and social insurance obligation; and (ii) several overdue project and material costs in total amounts of approximately RMB5.60 million and RMB4.7 million, respectively. In addition to above, Jiyi PRC Subsidiaries was indebted to local tax authority in a total amount of approximately RMB12.9 million, as further detailed in respective note under "Litigation" to the consolidated financial statements. The aforementioned outstanding amounts as well as relevant potential litigation fees to be borne by the Group, remained unsettled as at the date of approval of these consolidated financial statements.

無法表示意見之基準(續)

1. 與持續經營基礎有關之重大不確定性(續)

除逾期銀行借款外，貴公司可換股貸款票據持有人青島榮世開元商貿有限公司已向香港特別行政區高等法院(「香港高等法院」)提出清盤呈請，根據《公司(清盤及雜項條文)條例》(香港法例第32章)之規定，逾期本金金額約為人民幣41.6百萬元，要求將貴公司清盤。有關最新情況及詳情，請參閱 貴公司日期為二零二四年五月三日之公告。

此外，集一中國附屬公司欠下(i)其前僱員；(ii)貿易債權人及建築商逾期未付(i)薪金及社會保險責任；及(ii)數項逾期未付工程及材料費用，總金額分別約為人民幣5.60百萬元及人民幣4.7百萬元。除上述外，集一中國附屬公司亦拖欠當地稅務機關總金額約為人民幣12.9百萬元(詳情載於綜合財務報表「訴訟」之各附註)。於批准該等綜合財務報表之日，上述未償還款項及 貴集團可能承擔之相關訴訟費用仍未清償。

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BASIS FOR DISCLAIMER OF OPINION (Continued)

1. Material uncertainties relating to the going concern basis (Continued)

As at 31 December 2023, the Group had cash and cash equivalents of approximately RMB6 million which is insufficient to fully repay the Borrowings and outstanding amounts as above-mentioned, regardless the potential financial impact arising from the unauthorised guarantee arrangements as further elaborate in second matter for the basis of disclaimer of opinion below. These factors, along with other matters as described in Note 2 to the consolidated financial statements, indicate the existence of multiple uncertainties that may cast significant doubt on the Group's ability to continue as a going concern.

The directors have been undertaking certain measures to improve the Group's liquidity and financial position, which are set out in Note 2 to the consolidated financial statements. The consolidated financial statements have been prepared on a going concern basis, the validity of which is dependent on the outcomes of these measures, which are inherently uncertain and subject to multiple uncertainties, including (i) whether the Group is able to implement its cost control measures to attain positive cash flows from operations; (ii) whether the Group is able to successfully negotiate with the Banks, other lenders, and other creditors to restructure and/or refinance the Borrowings and outstanding debts, and secure necessary credit facilities to provide additional funds to meet the Group's working capital and financial requirements in the near future; and (iii) whether the Company is able to successfully implement alternative capital raising initiatives to strengthen the capital base of the Group.

無法表示意見之基準(續)

1. 與持續經營基礎有關之重大不確定性(續)

於二零二三年十二月三十一日，貴集團之現金及現金等價物約為人民幣6百萬元，不足以全額償還上述借款及未償還款項，且不考慮未授權擔保之安排所產生之潛在財務影響，這在下文無法表示意見之基準第2項作出進一步闡述。該等因素以及綜合財務報表附註2所述之其他事項表明，存在多種不確定因素，可能會對貴集團持續經營之能力產生重大疑問。

董事一直在採取若干措施來改善貴集團之流動資金及財務狀況，該等措施載於綜合財務報表附註2。綜合財務報表以持續經營為基礎編制，其有效性取決於該等措施之結果，而該等措施本身具有不確定性，並受多種不確定因素之影響，包括：(i) 貴集團能否實施成本控制措施，從經營中獲得正現金流；(ii) 貴集團能否成功地與銀行、其他貸款人及其他債權人進行協商，以重組及／或再融資借款及未償債務，並獲得必要之信貸額度，以提供額外資金，滿足貴集團近期之營運資金及財務需求；以及(iii) 貴公司能否成功實施其他集資措施，以加強貴集團之資本基礎。

Independent Auditor's Report 獨立核數師報告

BASIS FOR DISCLAIMER OF OPINION *(Continued)*

1. Material uncertainties relating to the going concern basis *(Continued)*

However, in view of the extent of the inherent uncertainty relating to aforementioned measures to be undertaken by the directors to support the going concern of the Group, we have not been able to obtain sufficient appropriate audit evidence to satisfy ourselves about the appropriateness of the use of the going concern basis of accounting in the preparation of the consolidated financial statements.

Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the carrying values of assets, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in these consolidated financial statements and we were unable to determine whether such adjustments might have been found necessary.

無法表示意見之基準 *(續)*

1. 與持續經營基礎有關之重大不確定性 *(續)*

然而，鑒於與董事為支持貴集團持續經營而採取之上述措施有關的內在不確定性程度，吾等無法獲得足夠適當審計證據，以信納在編制綜合財務報表時使用持續經營會計基礎屬適當。

倘 貴集團無法繼續持續經營，就必須進行調整，以減記資產之賬面價值，為可能產生之進一步負債撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整之影響並未反映在該等綜合財務報表中，吾等亦無法確定是否有必要進行有關調整。

Independent Auditor's Report 獨立核數師報告

BASIS FOR DISCLAIMER OF OPINION (Continued)

無法表示意見之基準(續)

2. Unauthorised guarantee arrangements

During the course of our audit, we identified certain legal claims were filed against Jiye PRC Subsidiaries and certain existing and former key management of the Jiye PRC Subsidiaries, including Ms. Hou Wei (the “Key Management”), the Chairlady and executive director of the Company and Jiye PRC Subsidiaries. These legal claims were made against the Key Management solely arose from the default on principal and interest payments of several loans as detailed in respective note under “Litigation” to the consolidated financial statements. These loans were arranged between the Key Management and financial institutions in favour of financial guarantees provided by Jiye PRC Subsidiaries. It has also come to our attention that the board of directors did not aware of and approve these financial guarantee arrangements. Accordingly, the above-mentioned guarantee arrangements were considered as unauthorised transactions (the “Unauthorised Transactions”).

The Unauthorised Transactions and related litigations may have significant financial implications, including potential liabilities and contingent liabilities, which have not been assessed and disclosed in the consolidated financial statements. As a result, we were unable to obtain sufficient appropriate audit evidence regarding the nature and extent of the Unauthorised Transactions as well as their impact on the consolidated financial statements. Consequently, we are unable to determine whether any adjustments might have been necessary in respect of the consolidated financial statements of the Group as at 31 December 2023.

2. 未經授權之擔保安排

在審計過程中，吾等發現集一中國附屬公司及集一中國附屬公司之若干現任及前任主要管理層(包括 貴公司及集一中國附屬公司之主席兼執行董事侯薇女士(「主要管理層」)被提出若干法律申索。該等針對主要管理層之法律申索完全由於拖欠數筆貸款之本金及利息所致(詳情載於綜合財務報表「訴訟」之各附註)。該等貸款由主要管理層與金融機構安排，並由集一中國附屬公司提供財務擔保。吾等亦注意到，董事會並不知曉及批准該等財務擔保安排。因此，上述擔保安排被視為未經授權交易(「未經授權交易」)。

未經授權交易及相關訴訟可能會產生重大財務影響，包括潛在負債及或然負債，而這些尚未在綜合財務報表中進行評估及披露。因此，吾等無法就未經授權交易之性質及範圍以及其對綜合財務報表之影響獲取足夠適當審計證據。因此，吾等無法確定是否有必要對 貴集團於二零二三年十二月三十一日之綜合財務報表進行任何調整。

Independent Auditor's Report 獨立核數師報告

BASIS FOR DISCLAIMER OF OPINION *(Continued)*

2. Unauthorised guarantee arrangements

(Continued)

During the course of our audit, we planned our procedures to obtain audit evidence in respect of the above loan agreements and related guarantee agreements. However, we were unable to obtain sufficient and appropriate audit evidence nor practicable alternative procedures that we could perform to satisfy ourselves to the completeness and accuracy of the information and documents related to the loan agreements and guarantee agreements presented to us for the purpose of our audit, and the accuracy and completeness of the disclosures in the Group's consolidated financial statements.

We have communicated with the audit committee and board of directors and requested the Company to establish an independent investigation committee or to engage a third-party independent professional advisor to investigate the above matters. Up to the approval date of this report, the independent investigation committee has not been established. As a result, we were unable to verify the complete details of the Unauthorised Transactions.

無法表示意見之基準 *(續)*

2. 未經授權之擔保安排 *(續)*

在審計過程中，吾等計劃獲取上述貸款協議及相關擔保協議審計證據之程序。然而，吾等既無法獲得足夠及適當審計證據，亦無法執行切實可行之替代程序，以滿足吾等對為審計目的向吾等提交之貸款協議及擔保協議相關資料及文件之完整性及準確性之要求，以及對 貴集團綜合財務報表中披露資料之準確性及完整性之要求。

吾等已與審核委員會及董事會溝通，要求貴公司成立獨立調查委員會或聘請第三方獨立專業顧問對上述事項進行調查。截至本報告批准日，獨立調查委員會尚未成立。因此，吾等無法核實未經授權交易之全部詳情。

Independent Auditor's Report 獨立核數師報告

BASIS FOR DISCLAIMER OF OPINION (Continued)

3. Compliance with HKFRSs and applicable laws and regulations

As disclosed in note 2 to the consolidated financial statements, the financial statements of the Group have been prepared by the directors of the Company under the circumstances of limited financial information concerning the complete set of records of the Unauthorised Transactions. The Board believed it was not practicable to ascertain the completeness and accuracy of the information and documents related of the Unauthorised Transactions for inclusion in the financial statements due to lack of relevant internal control on governing such Unauthorised Transactions.

In addition, as mentioned in both “1. Material uncertainties relating to the going concern basis” and “2. Unauthorised guarantee arrangements”, the matters, including but not limit to the pending litigation with detailed background and potential financial impact, described therein would fall into the disclosure requirement in due course and any departure from the disclosure requirement also caused the Board to believe it was unable to assert that the financial statements complied with HKFRSs, or that the disclosure requirements of the Hong Kong Companies Ordinance and the Hong Kong Listing Rules had been complied with.

無法表示意見之基準(續)

3. 遵守香港財務報告準則及適用法律法規

如綜合財務報表附註2所披露，貴集團之財務報表由貴公司董事在與未經授權交易之整套記錄有關之財務資料有限之情況下編制。董事會相信，由於缺乏監管未經授權交易之相關內部控制，要確定與未經授權交易有關之資料及文件之完整性及準確性以納入財務報表並不切實可行。

此外，如「1. 與持續經營基礎有關之重大不確定性」及「2. 未經授權之擔保安排」所述，其中包括但不限於具有詳細背景及潛在財務影響之未決訴訟，該等事項將在適當時候符合披露規定，而任何偏離披露規定之情況亦導致董事會認為其無法斷言財務報表符合香港財務報告準則，或已遵守香港公司條例及香港上市規則之披露規定。

Independent Auditor's Report 獨立核數師報告

BASIS FOR DISCLAIMER OF OPINION (Continued)

3. Compliance with HKFRSs and applicable laws and regulations (Continued)

Accordingly, the notes to the financial statements do not contain the statement of compliance with HKFRSs and these disclosure requirements. This constitutes a non-compliance with the relevant disclosure requirements to state such compliance in the financial statements. As such, we have not been able to obtain sufficient appropriate audit evidence to satisfy ourselves as to whether there was non-compliance with applicable laws and regulations by the Company and its subsidiaries and hence about the completeness of any actual or contingent liabilities in the financial statements. There were no practicable alternative procedures that we could perform to satisfy ourselves as to whether there existed unrecorded provisions or undisclosed contingent liabilities and hence whether there were material misstatements of the financial statements due to non-compliance with laws and regulations.

Any adjustments found to be necessary may have a consequential significant effect on the net liabilities or net assets of the Group as at 31 December 2023 and of the result and other comprehensive income or loss and cash flows of the Group for the years then ended and the related disclosures thereof in the financial statements.

無法表示意見之基準(續)

3. 遵守香港財務報告準則及適用法律法規(續)

因此，財務報表附註未包含遵守香港財務報告準則及該等披露規定之聲明。這構成不遵守在財務報表中說明遵守情況之相關披露規定。因此，吾等無法獲得足夠適當審計證據，以信納 貴公司及其附屬公司是否存在不遵守適用法律及法規之情況，以及財務報表中任何實際或或然負債之完整性。吾等並無切實可行之替代程序，來確定是否存在未記錄之準備金或未披露之或然負債，從而確定財務報表是否因不遵守法律法規而存在重大錯報。

任何必要調整都可能對 貴集團於二零二三年十二月三十一日之負債淨額或資產淨額、 貴集團截至該日止年度之業績及其他全面損益及現金流以及財務報表中之相關披露產生重大影響。

Independent Auditor's Report 獨立核數師報告

BASIS FOR DISCLAIMER OF OPINION *(Continued)*

3. Compliance with HKFRSs and applicable laws and regulations *(Continued)*

Up to the date of approval of the consolidated financial statements, the Group's measures, if any, described above have not yet been completed. There were material uncertainties on the Group's ability to execute the future plan. In view of the significance of the extent of the uncertainty relating to the ongoing availability of finance to the Group, we disclaim our opinion in respect of year ended 31 December 2023. Should the Group fail to achieve all of the above-mentioned measures on a timely basis, it may not be able to continue as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities to current assets and current liabilities respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

無法表示意見之基準(續)

3. 遵守香港財務報告準則及適用法律法規(續)

截至批准綜合財務報表之日，貴集團之上述措施(如有)尚未完成。貴集團執行未來計劃之能力存在重大不確定性。鑒於與貴集團持續獲得融資有關之不確定性程度之重要性，吾等不對截至二零二三年十二月三十一日止年度發表意見。倘貴集團不能及時採取上述所有措施，則可能無法繼續持續經營，因此必須進行調整，將貴集團資產之賬面價值減記至其可收回金額，為可能產生之任何其他負債撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整之影響並未反映在綜合財務報表中。

Independent Auditor's Report 獨立核數師報告

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

In preparing the consolidated financial statements, the directors of the Company 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 of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee assists the directors of the Company in discharging their responsibilities for overseeing the Group's financial reporting process.

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審核委員會協助貴公司董事履行監督貴集團財務報告過程的責任。

Independent Auditor's Report 獨立核數師報告

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA and to issue an auditor's report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. 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.

McMillan Woods (Hong Kong) CPA Limited

Certified Public Accountants

Wong Ka Bo, Jimmy

Practising Certificate Number: P07560

24/F, Siu On Centre,
188 Lockhart Road, Wanchai,
Hong Kong

28 June 2024

核數師就審計綜合財務報表承擔 的責任

我們的責任是根據香港會計師公會頒佈的香港審計準則(「HKSAs」)對本集團的合併財務報表進行審計，併發布審計師報告。然而，由於我們報告中免責聲明部分所述的事項，我們無法獲得足夠的適當審計證據，為對這些合併財務報表發表審計意見提供依據。根據香港會計師公會的《專業會計師道德守則》(「守則」)，我們獨立於本集團，並已根據守則履行了其他道德責任。

長青(香港)會計師事務所有限公司

執業會計師

黃家寶

執業證書編號：P07560

香港
灣仔駱克道188號
兆安中心24樓

二零二四年六月二十八日

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

		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	629,482	559,763
Cost of sales	銷售成本		(628,865)	(529,444)
Gross profit	毛利		617	30,319
Other income	其他收入	7	103	7,708
Other (losses)/income, net	其他(損失)/收益淨額	8	(15,831)	2,945
Distribution and selling expenses	分銷及銷售開支		(1,565)	(5,266)
Administrative expenses	行政開支		(15,640)	(15,808)
Provision for impairment losses under expected credit loss model, net	預期信貸虧損模型下之減值虧損撥備，淨額	10	(365,882)	(33,180)
Provision for impairment loss on goodwill	商譽之減值虧損撥備		(52,033)	(1,175)
Provision for litigation compensation and legal expenses	訴訟賠償和法律費用準備金	27(a)	(28,028)	–
Share-based payment expenses	以股份為基礎之付款開支	12	–	(11,903)
Finance costs	財務成本	9	(9,721)	(13,439)
Loss before tax	除稅前虧損		(487,980)	(39,799)
Income tax expense	所得稅開支	11	(10,600)	(117)
Loss for the year	年內虧損		(498,580)	(39,916)

Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表

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

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
	NOTES 附註		
Other comprehensive income: <i>Item that will not be reclassified to profit or loss:</i>	其他全面收益： 將不會重新分類至損益之項目：		
Gain on revaluation upon transfer of property, plant and equipment and right-of-use assets to investment properties, net of related income tax	自物業、廠房及設備以及使用權資產轉撥至投資物業時之重估收益，扣除相關所得稅	-	399
<i>Item that maybe reclassified subsequently to profit or loss:</i>	其後可能重新分類至損益之項目：		
Exchange differences arising on translation of foreign operations	換算海外業務所產生之匯兌差額	(23,295)	6,452
Other comprehensive income for the year, net of income tax	年內其他全面收益，扣除所得稅	(23,295)	6,851
Total comprehensive loss for the year	年內全面虧損總額	(521,875)	(33,065)
(Loss)/profit for the year attributable to:	以下各方應佔年內(虧損)/溢利：		
— Owners of the Company	— 本公司擁有人	(498,588)	(39,761)
— Non-controlling interests	— 非控股權益	8	(155)
		(498,580)	(39,916)
Total comprehensive loss for the year attributable to:	以下各方應佔年內全面虧損總額：		
— Owners of the Company	— 本公司擁有人	(521,883)	(32,910)
— Non-controlling interests	— 非控股權益	8	(155)
		(521,875)	(33,065)
			(Restated) (經重列)
Loss per share attributable to owners of the Company for the year	本公司擁有人應佔年內每股虧損	15	
— Basic (RMB cents per share)	— 基本(人民幣分)	(189.03)	(17.88)
— Diluted (RMB cents per share)	— 攤薄(人民幣分)	(189.03)	(17.88)

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

			2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
		NOTES 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	17,863	19,705
Right-of-use assets	使用權資產	17	7,147	7,067
Investment properties	投資物業	18	47,420	61,520
Goodwill	商譽	19	–	52,033
Prepayment for acquisition of investment properties	收購投資物業之預付款項	23(d)	33,977	33,977
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	20	1,178	1,178
Deferred tax assets	遞延稅項資產	32	–	10,633
			107,585	186,113
Current assets	流動資產			
Inventories	存貨	21	1,448	1,218
Amounts due from related parties	應收關聯方款項	26	–	3,945
Trade and other receivables and prepayments	貿易及其他應收款項以及預付款項	23	499,117	795,437
Contract assets	合約資產	22	288,270	364,929
Restricted cash	受限制現金	24	103	182
Bank balances and cash	銀行結餘及現金	25	5,642	7,017
			794,580	1,172,728
Total assets	資產總值		902,165	1,358,841
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	27	134,402	120,246
Bank borrowings	銀行借款	28	254,325	232,038
Other borrowings	其他借款	28	2,760	3,360
Lease liabilities	租賃負債	31	269	41
Convertible loan notes	可換股貸款票據	29	47,430	44,014
Contract liabilities	合約負債	30	993	3,483
Provision for litigation and legal expenses	訴訟和法律費用準備金	27(a)	28,028	–
Amount due to related parties	應付關聯方款項	26	207	–
Income tax payables	應付所得稅		28,645	28,678
			497,059	431,860

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

			2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
		NOTES 附註		
Net current assets	流動資產淨值		297,521	740,868
Total assets less current liabilities	總資產減流動負債		405,106	926,981
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	32	21,877	21,877
			21,877	21,877
Net assets	資產淨值		383,229	905,104
Capital and reserves	股本及儲備			
Share capital	股本	33	2,390	112,112
Reserves	儲備		380,108	792,269
Equity attributable to owners of the Company	本公司擁有人應佔權益		382,498	904,381
Non-controlling interests	非控股權益		731	723
Total equity	權益總額		383,229	905,104

The consolidated financial statements on pages 140 to 396 were approved and authorised for issue by the board of directors on 28 June 2024 and are signed on its behalf by:

第140至396頁的綜合財務報表已於二零二四年六月二十八日獲董事會批准及授權刊發，並由下列董事代表簽署：

Ms. Hou Wei

侯薇女士
DIRECTOR
董事

Mr. Liu Xianxiu

劉賢秀先生
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

		Share capital	Share premium	Contingent consideration reserve	Convertible loan notes equity reserve	Other reserve	Property revaluation reserve	Translation reserve	Share-based payments reserve	Statutory reserves	Retained profits	Total	Non-controlling interests	Total equity
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
			(Note a)	或然代價儲備	票據權益	其他儲備	物業重估儲備	匯兌儲備	以股份為基礎之付款儲備	法定儲備	保留溢利	總計	非控股權益	權益總額
			(附註a)			(Note b)				(Note c)				
At 1 January 2023	於二零二三年一月一日	112,112	674,845*	-	-	(54,850)*	29,855*	8,803*	11,903*	18,956*	102,757*	904,381	723	905,104
Loss for the year	年內溢利	-	-	-	-	-	-	-	-	-	(498,588)	(498,588)	8	(498,580)
Other comprehensive income for the year	年內其他全面收益	-	-	-	-	-	-	(23,295)	-	-	-	(23,295)	-	(23,295)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	(23,295)	-	-	(498,588)	(521,883)	8	(521,875)
Shares merger (Note 36)	股份合併(附註36)	(109,722)	109,722	-	-	-	-	-	-	-	-	-	-	-
Lapse of share options (Note 34)	購股權失效(附註34)	-	-	-	-	-	-	-	-	-	-	-	-	-
At 31 December 2023	於二零二三年十二月三十一日	2,390	784,567*	-	-*	(54,850)*	29,855*	(14,492)*	11,903*	18,956*	(395,831)*	382,498	731	383,229
At 1 January 2022	於二零二二年一月一日	75,223	483,328*	-	18*	(54,850)*	29,456*	2,351*	2,735*	17,892*	140,847*	697,000	878	697,878
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	-	(39,761)	(39,761)	(155)	(39,916)
Other comprehensive income for the year	年內其他全面收益	-	-	-	-	-	399	6,452	-	-	-	6,851	-	6,851
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	399	6,452	-	-	(39,761)	(32,910)	(155)	(33,065)
Issue of shares (Note 33)	發行股份(附註33)	33,401	174,412	-	-	-	-	-	-	-	-	207,813	-	207,813
Exercise of share options (Note 33)	行使購股權(附註33)	3,488	17,105	-	-	-	-	-	-	-	-	20,593	-	20,593
Conversion of convertible loan notes (Note 29)	可換股貸款票據轉換(附註29)	-	-	-	(18)	-	-	-	-	-	-	(18)	-	(18)
Lapse of share options (Note 34)	購股權失效(附註34)	-	-	-	-	-	-	-	(2,735)	-	2,735	-	-	-
Recognition of equity-settled share-based payments (Note 34)	確認以股本支付以股份為基礎之付款(附註34)	-	-	-	-	-	-	-	11,903	-	-	11,903	-	11,903
Transfer to statutory reserve (Note)	轉撥至法定儲備(附註)	-	-	-	-	-	-	-	-	1,064	(1,064)	-	-	-
At 31 December 2022	於二零二二年十二月三十一日	112,112	674,845*	-	-	(54,850)*	29,855*	8,803*	11,903*	18,956*	102,757*	904,381	723	905,104

* These reserve accounts comprise the consolidated reserves of approximately RMB380,108,000 (2022: RMB792,269,000) in the consolidated statement of financial position.

* 該等儲備賬目包括綜合財務狀況表內的綜合儲備約人民幣380,108,000元(二零二二年: 人民幣792,269,000元)。

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

Note:

(a) Share premium

Under the Companies Law of the Cayman Island (2009 Revision), the share premium of the Company may be applied for payment of distributions or dividends to shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid and the Company is able to pay debts as they fall due in the ordinary course of business.

(b) Other reserves

As at 31 December 2023 and 2022, other reserves mainly comprise (i) the capital injection from its equity holders of the Company and net accumulative effect of deemed distributions and contributions between the Company and its equity holders of the Company since 2014, of approximately RMB91,523,000 in total, and offsetting (ii) the aggregate deemed cost of the consideration amounting to RMB145,450,000 paid to the Company for the issuance of 9,999 new shares to the shareholders upon the completion of the Reorganisation as detailed in the Company's annual report for the year ended 31 December 2015.

(c) According to the relevant rules and regulations in the People's Republic of China (the "PRC"), each of the Company's PRC subsidiaries shall transfer 10% of their net income after tax, based on the subsidiary's PRC statutory accounts, as statutory reserves, until the balance reaches 50% of the respective subsidiary's registered capital. Further appropriations can be made at the directors' discretion. The statutory reserves can be used to offset any accumulated losses or convert into paid-up capital of the respective subsidiary.

附註：

(a) 股份溢價

根據開曼群島公司法(二零零九年修訂本)，本公司的股份溢價可用於向股東支付分派或股息，但緊隨擬支付分派或股息之日期後，本公司須能夠於日常業務過程中支付到期的債務。

(b) 其他儲備

於二零二三年及二零二二年十二月三十一日，其他儲備主要包括(i)二零一四年以來本公司權益持有人注資及本公司與本公司權益持有人之間視作分派及出資的累計淨影響合共約人民幣91,523,000元，並抵銷(ii)於重組完成後向股東發行9,999股新股份而支付予本公司的視作代價成本合共人民幣145,450,000元(詳見本公司截至二零一五年十二月三十一日止年度的年報)。

(c) 根據中華人民共和國(「中國」)之相關規則及法規，本公司之各中國附屬公司須轉撥其除稅後收入淨額(自附屬公司之中國法定賬目得出)之10%為法定儲備，直至有關結餘達有關附屬公司註冊資本之50%為止。董事可酌情作出進一步分配。法定儲備可用於抵銷有關附屬公司之任何累計虧損或轉換為繳足資本。

Consolidated Statement of Cash Flows 綜合現金流量表

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

			2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
	NOTES 附註			
OPERATING ACTIVITIES	經營活動			
Loss before tax	除稅前虧損		(487,980)	(39,799)
Adjustments for:	就以下各項作出調整：			
Depreciation of property, plant and equipment	物業、廠房及設備折舊	12	1,999	5,028
Depreciation of right-of-use assets	使用權資產折舊	12	150	314
Reversal of write-down of inventories	撇減存貨撥回	12	-	(1,666)
Finance costs	財務成本	9	9,721	13,439
Provision for impairment losses under expected credit loss model, net	預期信貸虧損模型項下之減值虧損撥備，淨額	10	365,882	33,180
Impairment loss on Goodwill	商譽之減值虧損		52,033	1,175
Interest income	利息收入	7	-	(6,479)
Loss from changes in fair value of investment properties	投資物業公平值變動之虧損	8	14,100	1,766
Write-off of property, plant and equipment	撇銷物業、廠房及設備	8	-	-
Gain on modification of convertible loan notes	修訂可換股貸款票據之收益	8	-	-
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	8	-	-
Gain on disposal of subsidiaries	出售附屬公司之收益	8	-	-
Share-based payment expenses	以股份為基礎之付款開支	12	-	11,903
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量		(44,095)	18,861
Decrease/(Increase) in inventories	存貨減少/(增加)		(230)	4,728
Increase in trade and other receivables	貿易及其他應收款項增加		(25,924)	(108,668)
Decrease/(increase) in contract assets	合約資產減少/(增加)		60,059	(19,427)
Increase in trade and bills payables and other payables	貿易及票據應付款項以及其他應付款項增加		14,099	22,637
(Decrease)/increase in contract liabilities	合約負債(減少)/增加		(4,476)	1,907
Cash used in operations	經營所用現金		(567)	(79,962)
Income tax paid	已付所得稅		-	-
NET CASH USED IN OPERATING ACTIVITIES	經營活動所用現金淨額		(567)	(79,962)

Consolidated Statement of Cash Flows

綜合現金流量表

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

			2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
	NOTES 附註			
INVESTING ACTIVITIES 投資活動				
Purchase of property, plant and equipment		購買物業、廠房及設備	-	-
Interest received	7	已收利息	11	260
NET CASH GENERATED FROM INVESTING ACTIVITIES			11	260
FINANCING ACTIVITIES 融資活動				
Proceeds from bank and other borrowings		銀行及其他借款所得款項	-	10,043
Net proceeds from placing of shares		配售股份之所得款項淨額	-	207,813
Net proceeds from exercising of share options		行使購股權之所得款項淨額	-	20,593
Repayment of bank and other borrowings		償還銀行及其他借款	(577)	(178,408)
Interest paid for bank borrowings		銀行借款已付利息	(26)	(4,969)
Interest paid for convertible loan notes		可換股貸款票據已付利息	-	(428)
Repayment of lease liabilities — principal portion		償還租賃負債 — 本金部分	(195)	(195)
NET CASH (USED IN)/GENERATED FROM FINANCING ACTIVITIES			(798)	54,449
NET DECREASE IN CASH AND CASH EQUIVALENTS			(1,354)	(25,253)
CASH AND CASH EQUIVALENTS AT 1 JANUARY				
Effect of foreign exchange rate changes		於一月一日之現金及現金等價物 外幣匯率變動影響	7,017	31,958
			(21)	312
CASH AND CASH EQUIVALENTS AT 31 DECEMBER, represented by bank balances and cash			5,642	7,017

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

1. GENERAL

Jiyi Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (as revised) of the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited. The controlling shareholder of the Company and its subsidiaries (collectively referred as to the “Group”) is Xinling Limited, a company incorporated in the British Virgin Islands (“BVI”) which is wholly-owned by Ms. Hou Wei. The address of the Company’s registered office is to Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands and the address of its principal place of business is unit 912, 9/F, Tai Yau Building, 181 Johnston Road, Wanchai, Hong Kong.

The Company is an investment holding company and the principal activities of the Company’s principal subsidiaries are set out in Note 41.

The functional currency of the Company is Hong Kong dollars (“HK\$”) while the consolidated financial statements of the Group are presented in Renminbi (“RMB”) to enable the shareholders of the Company to have a more accurate picture of the Group’s financial position and performance.

2.1 BASIS OF PREPARATION

The consolidated financial statements of the Group for the year ended 31 December 2023 have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance.

1. 一般資料

集一控股有限公司(「本公司」)於開曼群島根據開曼群島公司法(經修訂)註冊成立為獲豁免有限公司，其股份於香港聯合交易所有限公司上市。本公司及其附屬公司(統稱「本集團」)之控股股東為欣領有限公司，其為於英屬處女群島(「英屬處女群島」)註冊成立之公司，由侯薇女士全資擁有。本公司註冊辦事處之地址為Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108 Cayman Islands，及其主要營業地點之地址為香港灣仔莊士敦道181號大有大廈9樓912室。

本公司為一間投資控股公司，而本公司主要附屬公司之主要業務載於附註41。

儘管本公司之功能貨幣為港元(「港元」)，惟本集團之綜合財務報表以人民幣(「人民幣」)呈列，以便本公司股東更準確了解本集團之財務狀況及表現。

2.1 編製基準

本集團截至二零二三年十二月三十一日止年度之綜合財務報表按照香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)以及香港公司條例的披露規定編製。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2.2 GOING CONCERN BASIS

For the year ended 31 December 2023, the Group incurred a net loss of approximately RMB498.6 million. As at 31 December 2023, the Group's net current assets were approximately RMB297.5 million and the Group's current liabilities (including current liabilities that are in default or cross-default or contain early repayment on demand clauses) were approximately RMB497.1 million.

In addition, as of 31 December 2023, certain bank borrowings of the Group in the amount of approximately RMB154.3 million were not repaid in accordance with the scheduled repayment dates. Accordingly, as of 31 December 2023, bank and other borrowings in the aggregate principal amount of approximately RMB154.3 million were in default or cross-default. Subsequent to 31 December 2023, certain other bank and other borrowings of the Group have not been repaid in accordance with the scheduled repayment dates.

In addition, as disclosed in EVENT AFTER THE REPORTING PERIOD in this Report, on 12 June 2023, a winding-up petition (the "Petition") was filed by 青島榮世開元商貿有限公司 (Qingdao Rongshikaiyuan Trading Company Limited*) (the "Petitioner") with the High Court of the Hong Kong Special Administrative Region (the "High Court of Hong Kong") for the winding-up of the Company under the provision of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Petitioner's ultimate beneficial owner is an individual named Zhang Zongai (張宗愛). A copy of the winding-up petition was delivered by the Petitioner to the Company's office on 5 July 2023. The Petition is in relation to the Petitioner's claim for the Outstanding Convertible Bonds in the principal amount of HK\$41,555,555.00 that had become mature on 31 August 2022. As at 12 June 2023, the Company is allegedly indebted to the Petitioner in the aggregate sum of HK\$57,482,397.55, with HK\$41,555,555.00 being the outstanding principal under the Bond and HK\$15,926,842.55 being the accrued interest thereunder.

2.2 持續經營基準

截至二零二三年十二月三十一日止年度，本集團產生虧損淨額約人民幣498.6百萬元。於二零二三年十二月三十一日，本集團的流動資產淨額約為人民幣297.5百萬元及本集團的流動負債（包括已違約或交叉違約或包含提前按要求償還條款的流動負債）約為人民幣497.1百萬元。

此外，截至二零二三年十二月三十一日，本集團並未按預定還款日期償還數額約為人民幣154.3百萬元的若干銀行借款。因此，截至二零二三年十二月三十一日，本金總額約為人民幣154.3百萬元的銀行及其他借款已違約或交叉違約。於二零二三年十二月三十一日後，本集團並未按預定還款日期償還若干其他銀行及其他借款。

此外，誠如本報告期後事項中所披露，於二零二三年六月十二日，青島榮世開元商貿有限公司（「呈請人」）根據香港法例第32章《公司（清盤及雜項條文）條例》的條文向香港特別行政區高等法院（「香港高等法院」）提呈清盤呈請（「呈請」），以將本公司清盤。呈請人的最終實益擁有人屬個人，名為張宗愛。呈請人已於二零二三年七月五日將清盤呈請的副本送交至本公司辦事處，呈請涉及呈請人就本金額為41,555,555.00港元已於二零二二年八月三十一日到期之尚未行使可換股債券提出的申索。於二零二三年六月十二日，本公司據稱結欠呈請人之債項總額為57,482,397.55港元，其中41,555,555.00港元為債券之未償還本金及15,926,842.55港元為其應計利息。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

2.2 GOING CONCERN BASIS (Continued)

These events or circumstances indicate existing material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern. In view of the circumstances, the directors of the Company (the "Directors") have carefully considered the future liquidity and performance of the Group and the sources of financing available to the Group. The Group has formulated the following plans and measures to reduce liquidity pressure:

- The Company has been actively evaluating the current financial and operating conditions with a view to formulating a comprehensive solution that respects the rights of all stakeholders and is capable of unlocking the intrinsic value of the Group's business and assets as the domestic business environment gradually recovers. Accordingly, the Company has been communicating and constructively engaging with certain holders of senior notes and other debt issued by the Group and its financial advisers and legal advisers to facilitate the formulation of a mutually agreed debt restructuring proposal for the Group. As of the date of authorized publication of the consolidated financial statements, no agreement has been reached;
- The Group will continue to accelerate the transformation and upgrading of its business and the collection of pre-sale payment and other receivables;
- The Group will continue to seek suitable opportunities to dispose of corporate fixed assets and investment properties to generate additional cash inflows; and

2.2 持續經營基準 (續)

該等事件或情況表明現有的重大不確定性，可能對本集團持續經營之能力構成重大疑問。鑒於有關情況，本公司董事（「董事」）已審慎考慮本集團未來流動資金及表現以及本集團的可用融資來源。本集團已制定以下計劃及措施以減輕流動資金壓力：

- 本公司一直積極評估當前的財務和經營狀況，以期制定尊重所有利益相關方權利的全面解決方案，且隨著境內經營環境逐步恢復，能夠釋放本集團業務和資產的內在價值。據此，本公司一直在與本集團發行的優先票據及其他債務的若干持有人及其財務顧問和法律顧問進行溝通與建設性接洽，以推動經雙方同意的本集團債務重組方案的制定。截至綜合財務報表獲授權刊發之日，尚未達成任何協議；
- 本集團將繼續加快業務的轉型升級，並加快收回預售款項及其他應收款；
- 本集團將繼續尋求合適機會出售公司固定資產和投資性房地產，以產生額外現金流入；及

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綜合財務報表附註

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

2.2 GOING CONCERN BASIS (Continued)

- The Group has been taking measures to control administrative costs and avoid unnecessary capital expenditure in order to maintain liquidity. The Group will also actively evaluate additional measures to further reduce non-essential expenditure.

The management is of the view that the above winding up petition is made by the creditors to facilitate the process of negotiation with the Group on a comprehensive debt extension proposal. In fact, the Group has been in active communication and constructive dialogue with the bondholders' group and its financial advisers in order to facilitate the formulation of a practicable debt extension proposal for the Group's offshore debts as soon as possible. The Directors believe that the Group will be able to reach agreement with the creditors of the Group's existing borrowings in respect of debt restructuring. The Directors have considered the cash flow projections of the Group prepared by the management for a period of not less than 12 months from the end of the Reporting Period. The Directors are of the opinion that, in view of the above plans and measures, the Group will have sufficient working capital for the foreseeable future to finance its operations and to meet its financial obligations as and when they fall due as agreed with its creditors. Accordingly, they are satisfied that the consolidated financial statements for the year ended 31 December 2023 have been properly prepared on a going concern basis.

2.2 持續經營基準(續)

- 本集團一直採取措施，以控制行政成本及避免不必要的資本開支，務求維持資金流動性。本集團亦將積極評估額外措施，以進一步減少非必要開支。

管理層認為，債權人提出上述清盤呈請是為了推動與本集團就全面債務展期方案進行磋商的進程。事實上，本集團一直在與債券持有人小組及其財務顧問進行積極溝通和建設性對話，以盡快促進就本集團的境外債務制定一個切實可行的債務展期方案。董事相信，本集團將能夠就本集團現有借款的債務重組與其債權人達成協議。董事已考慮管理層所編製本集團自報告期末起不少於12個月期間的現金流量預測。董事認為，鑑於上述計劃及措施，本集團在可預見的未來將擁有充足的營運資金為其經營提供資金及在與其債權人達成協定後履行到期的財務義務。因此，彼等信納截至二零二三年十二月三十一日止年度的綜合財務報表乃按持續經營基準編製屬適當。

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

2.2 GOING CONCERN BASIS (Continued)

Notwithstanding the above, there remains a material uncertainty as to whether the Group will be able to realize the above plans and measures. The Group's ability to continue as a going concern will depend on the following:

- (a) Its debts, including bank and other borrowings and senior notes, would be successfully extended;
- (b) Successful and timely implementation of plans to accelerate the pre-sale and sale of properties under development and completed properties, accelerate the collection of outstanding sales proceeds, control costs and control capital expenditure to generate sufficient net cash inflows; and
- (c) Successful sale of assets when required.

If the Group were unable to continue as a going concern, adjustments may be necessary to write down the carrying amount of assets to their net recoverable value, to provide for any further liabilities that may arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of these adjustments has not been reflected in the Group's consolidated financial statements for the year ended 31 December 2023.

2.2 持續經營基準(續)

儘管以上所述，本集團能否實現上述計劃及措施仍然存在重大不確定性。本集團能否按持續經營基準繼續運作將視乎以下各項：

- (a) 其債務(包括銀行及其他借款以及優先票據)成功展期；
- (b) 成功並及時地實施計劃以加速開發中物業及已竣工物業的預售及銷售、加快未付銷售回款的收回，控制成本及控制資本支出，以產生充足的淨現金流入；及
- (c) 於需要時成功出售資產。

倘若本集團無法持續經營，則可能必須進行調整以將資產的賬面值減記至其可收回淨值，就可能出現的任何進一步負債進行撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未反映於本集團截至二零二三年十二月三十一日止年度的綜合財務報表中。

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

2.3 APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual period beginning on 1 January 2023 for the preparation of the consolidated financial statements:

Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform — Pillar Two Model Rules
HKFRS 17	Insurance Contracts

The application of the amendment to HKFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2.3 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本

於本年度強制生效之香港財務報告準則修訂本

本集團已於本年度首次應用以下由香港會計師公會（「香港會計師公會」）頒佈並於二零二三年一月一日開始之年度期間強制生效之香港財務報告準則修訂本，以供編製綜合財務報表：

香港會計準則1及香港財務報告準則實務報告2之修訂	會計政策的披露
香港會計準則8之修訂	會計估計的定義
香港會計準則12之修訂	與單一交易產生的資產及負債相關的遞延稅項
香港會計準則12之修訂	國際稅收改革 — 支柱二規則
香港財務報告準則17	保險合同

於本年度應用香港財務報告準則修訂本並無對本集團於本年度及過往年度之財務狀況及表現及／或該等綜合財務報表所載之披露資料造成重大影響。

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

2.3 APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issue but not yet effective

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

Standard	Subject	Effective for annual periods beginning on or after
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to HKAS 1	Non-current Liabilities with Covenants (“2022 Revision”)	1 January 2024
Amendments to HKFRS 16	Lease Liability in a Sales and Leaseback	1 January 2024
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined
Hong Kong Interpretation 5 (Revised)	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2024
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements	1 January 2024
Amendments to HKAS 21	Lack of Exchangeability	1 January 2025

2.3 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂本(續)

已頒佈但尚未生效之新訂香港財務報告準則及其修訂本

本集團尚未提早應用下列已頒佈但尚未生效之新訂香港財務報告準則及其修訂本：

準則	主題	於或之後開始的年度期間起生效
香港會計準則1之修訂	分類負債為流動或非流動	二零二四年一月一日
香港會計準則1之修訂	附帶契諾的非流動負債(「二零二二年修訂版」)	二零二四年一月一日
香港財務報告準則16之修訂	售後租回的租賃負債	二零二四年一月一日
香港財務報告準則10及香港會計準則28之修訂	投資者與其聯營公司或合營企業的資產出售或注資	待定
香港詮釋5(經修訂)	財務報表的呈列 — 借款人對包含按要償還條款的定期貸款的分類	二零二四年一月一日
香港會計準則7及香港財務報告準則7之修訂	供應商融資安排	二零二四年一月一日
香港會計準則21之修訂	缺乏可兌換性	二零二五年一月一日

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綜合財務報表附註

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2.3 APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issue but not yet effective (Continued)

The directors of the Company anticipate that, the application of the new and amendments to HKFRSs will have no material impact on the consolidated financial statements of the Group in the foreseeable future.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs, which includes all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the HKICPA. 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 properties and 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.

2.3 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

已頒佈但尚未生效之新訂香港財務報告準則及其修訂本（續）

本公司董事預計，應用新訂香港財務報告準則及其修訂本於可見將來將不會對本集團之綜合財務報表造成重大影響。

3. 重大會計政策

綜合財務報表乃根據香港財務報告準則（包括香港會計師公會頒佈的所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）編製。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」）及香港公司條例規定之適用披露資料。

綜合財務報表乃按歷史成本基準編製，惟如下文所載之會計政策所闡釋，於各報告期末按公平值計量之若干物業及金融工具則除外。

歷史成本一般根據為換取貨品及服務而給予之代價之公平值計算。

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

3. SIGNIFICANT ACCOUNTING POLICIES

(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 HKFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with HKFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 Inventories or value in use in HKAS 36 Impairment of Assets.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is 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. 重大會計政策(續)

公平值為市場參與者於計量日期進行之有序交易中出售資產而將予收取或轉讓負債而將予支付之價格，不論該價格是否為直接可觀察或使用另一項估值技術而所估計。於估計資產或負債之公平值時，倘市場參與者於計量日期為資產或負債定價時所考慮之資產或負債特點，則本集團考慮該等特點。該等綜合財務報表中用作計量及／或披露之公平值乃按該基準釐定，惟於香港財務報告準則第2號以股份為基礎之付款範圍內之以股份為基礎之付款交易、根據香港財務報告準則第16號入賬之租賃交易，以及與公平值相類似惟並非公平值之計量(如香港會計準則第2號存貨之可變現淨值或於香港會計準則第36號資產減值之使用價值除外)。

非金融資產之公平值計量乃經計及一名市場參與者透過使用資產之最高及最佳用途或透過將資產出售予將使用其最高及最佳用途之另一名市場參與者而能夠產生經濟利益之能力。

就按公平值交易之金融工具及投資物業以及於其後期間將使用不可觀察輸入數據計量公平值之估值技術而言，估值技術會予以校正，以致於初次確認時，估值技術之結果會相等於交易價格。

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綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(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.

The principal accounting policies are set out below.

Basis of consolidation

These consolidated financial statements include the financial statements of the Company and its subsidiaries for the end of each reporting period. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

3. 重大會計政策 (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：

- 第一級輸入數據為實體於計量日期可以取得之相同資產或負債於活躍市場之報價（未經調整）；
- 第二級輸入數據為就資產或負債直接或間接可觀察之輸入數據（第一級內包括之報價除外）；及
- 第三級輸入數據為資產或負債之不可觀察輸入數據。

主要會計政策載列如下。

綜合基準

此等綜合財務報表包括本公司及其附屬公司於各報告期末之財務報表。附屬公司為由本集團直接或間接控制的實體（包括結構性實體）。當本集團對參與投資對象業務的浮動回報承擔風險或享有權利以及能透過其對投資對象的權力（即既存權利賦予本集團現有能以主導投資對象相關活動）影響該等回報時，即取得控制權。

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綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation (Continued)

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

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.

- the contractual arrangement with the other vote holders of the investee;
- rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

The financial statements of subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

3. 重大會計政策 (續)

綜合基準 (續)

倘本公司直接或間接擁有少於投資對象的大多數投票或類似權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

當本集團取得附屬公司之控制權時，則開始將附屬公司綜合入賬，並於本集團失去對該附屬公司之控制權時終止綜合入賬。具體而言，年內所收購或出售之附屬公司之收入及開支於本集團取得控制權當日起直至本集團不再對該附屬公司擁有控制權當日止計入綜合損益及其他全面收益表。

- 與投資對象其他投票持有人的合約安排；
- 其他合約安排所產生的權利；及
- 本集團的投票權及潛在投票權。

附屬公司的財務報表就與本公司相同的報告期間而編製，並使用一致的會計政策。附屬公司之業績於本集團取得控制權之日期起綜合入賬，並繼續綜合入賬直至有關控制權終止日期為止。

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綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation (Continued)

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interest having a deficit balance. All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

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 in the accounting policy for subsidiaries below.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any investment retained and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. The Group's share of components previously recognised in other comprehensive income is reclassified to the consolidated income statement or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

3. 重大會計政策 (續)

綜合基準 (續)

損益及其他全面收益各部分均歸屬於本集團之母公司擁有人及非控股性股東權益，即使此舉引致非控股性股東權益出現負數結餘。所有集團內部交易、結餘、收益及開支均於綜合入賬時全面對銷。

倘有事實及情況表明下文附屬公司會計政策所述之三項控制權條件之其中一項或多項有變，本集團會重新評估其是否控制投資對象。

本集團附屬公司之擁有權權益出現變動但並無導致本集團失去該等附屬公司的控制權，則按權益交易入賬。

倘本集團失去對一間附屬公司之控制權，出售損益按(i)已收代價公平值及任何保留投資公平值的總和與(ii)附屬公司以及任何非控股性股東權益資產(包括商譽)及負債之先前賬面值之間的差額計算。依據本集團已直接處置相關資產或負債的相同基準，之前本集團於其他全面收益內確認之應佔部分重新分類至綜合收益表或保留溢利(以合適者為準)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Business combinations and goodwill

Effective from 1 January 2020, the Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

3. 重大會計政策(續)

業務合併及商譽

本集團可選擇在交易個案基礎上應用選擇性的集中度測試，簡化評估所收購的一組活動和資產是否不屬於一項業務，自二零二零年一月一日起實施。如果所收購的總資產的公平值實質上全部集中於單一可識別資產或一組類似可識別資產，則符合集中度測試。被評估的總資產不包括現金及現金等價物、遞延稅項資產以及因遞延稅項負債影響而產生的商譽。如果符合集中度測試，則該組活動和資產被確定為不屬於一項業務，無需進一步評估。

業務合併採用收購法入賬。業務合併中所轉讓代價按公平值計量，即本集團對被收購方原擁有人所轉讓資產、本集團所承擔負債以及本集團為換取被收購方控制權所發行股權於收購日期的公平值總和。就各業務合併而言，本集團選擇是否以公平值或非控股權益應佔被收購方可識別資產淨值的比例，計量非控股權益，即賦予其持有人在清盤時按比例分佔實體資產淨值的現有所有權權益。收購相關成本於產生時支銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Business combinations and goodwill

(Continued)

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in the consolidated income statement.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of HKFRS 9 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss in accordance with HKFRS 9. Other contingent consideration that is not within the scope of HKFRS 9 is measured at fair value at each reporting date with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

3. 重大會計政策 (續)

業務合併及商譽 (續)

本集團收購業務時，會根據合約條款、收購日期的經濟狀況及相關條件評估所承擔的金融資產及負債，以作出適當分類及指定，其中包括分離被收購方主合約中的嵌入式衍生工具。

若業務合併分階段進行，則先前所持股權按收購日期公平值重新計量，而由此產生的任何收益或虧損於綜合收益表內確認。

收購方將予轉讓的任何或然代價按收購日期的公平值確認。分類為屬於一項金融工具且於香港財務報告準則第9號金融工具的範圍內的資產或負債的或然代價，按公平值計量，公平值的變動根據香港財務報告準則第9號於損益內確認。並不屬於香港財務報告準則第9號的範圍內的其他或然代價於各報告日期按公平值計量，公平值的變動於損益內確認。分類為權益的或然代價毋須重新計量，而其後結算在權益中入賬。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Business combinations and goodwill

(Continued)

Goodwill is initially measured at cost, being the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in the consolidated income statement as a bargain purchase gain.

After initial recognition, goodwill is carried at cost less accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

3. 重大會計政策 (續)

業務合併及商譽 (續)

商譽初步按成本計量，即所轉讓代價、任何非控股權益於被收購方中所佔金額及收購方以往持有之被收購方股權公平值(如有)之總和超出所收購可識別資產及所承擔負債於收購日期之淨值之差額。倘經過重新評估後，所收購可識別資產及所承擔負債於收購日期之淨值超出所轉讓代價、任何非控股權益於被收購方中所佔金額以及收購方以往持有之被收購方股權公平值(如有)之總和，則超出部份即時於綜合收益表內確認為議價收購收益。

於初步確認後，商譽按成本減累計減值虧損(如有)列賬，並於綜合財務狀況表內單獨呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Business combinations and goodwill

(Continued)

Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units. Impairment is determined by assessing the recoverable amount of the cash-generating units (group of cash-generating units) to which the goodwill relates. If the recoverable amount of the cash-generating units (group of cash-generating units) is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit (group of cash-generating units) and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

3. 重大會計政策 (續)

業務合併及商譽 (續)

商譽須每年作減值測試，如出現任何事件或情況轉變而顯示賬面值可能出現減值，則會更頻密地進行測試。本集團於十二月三十一日進行商譽的年度減值測試。就減值測試而言，商譽分配至預期可從合併產生的協同效應中獲益的本集團各現金產生單位（或現金產生單位組別），而不論本集團其他資產或負債已分配予該等單位或單位組別。減值通過評估與商譽有關的現金產生單位（現金產生單位組別）的可收回金額釐定。若現金產生單位（現金產生單位組別）的可收回金額低於賬面值，則確認減值虧損。就商譽所確認的減值虧損不會於其後期間撥回。減值虧損首先削減該單位（現金產生單位組別）獲分配之任何商譽賬面值，而後以該單位內各資產賬面值為基準，按比例分配至該單位內其他資產。就商譽所確認的任何減值虧損不會於其後期間撥回。

若商譽分配至現金產生單位（或現金產生單位組別），且該單位內部分業務被出售，則於釐定出售的盈虧時，有關所出售業務的商譽將計入業務的賬面值。在此等情況下出售的商譽根據所出售業務的相對價值及現金產生單位所保留部分計量。

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

3. 重大會計政策 (續)

客戶合約收入

於(或隨著)履約責任獲達成時(即與特定履約責任相關之貨品或服務之「控制權」轉移至顧客時)，本集團確認收入。

履約責任指一項明確貨品或服務(或一批貨品或服務)或一系列大致相同之明確貨品或服務。

倘符合以下其中一項準則，則控制權按時間轉移，而收益經參考完全達成相關履約責任之進度隨時間確認：

- 客戶於本集團履約時同時收取及耗用本集團履約所提供之利益；
- 本集團之履約創建及增強客戶於本集團履約時控制之資產；或
- 本集團之履約並無創建對本集團具有替代用途之資產，而本集團有強制執行權就至今已履約之部分收取款項。

否則，於客戶取得明確貨品或服務之控制權之時間點確認收益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue from contracts with customers

(Continued)

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Overtime revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Input method

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

3. 重大會計政策 (續)

客戶合約收入 (續)

合約資產指本集團為收取本集團已向客戶轉讓貨品或服務而交換代價之權利(尚未成為無條件)。其根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價之無條件權利，即於到期支付該代價前僅須時間流逝。

合約負債指本集團因已自客戶收取代價(或到期之代價金額)而須向客戶轉讓貨品或服務之責任。

與相同合約有關之合約資產及合約負債按淨額基準入賬及呈列。

隨時間確認收益：完滿達成履約責任之進度計量

輸入法

完滿達成履約責任之進度乃根據輸入法計量，即根據本集團為達成履約責任而產生的支出或投入(相對於達成履約責任之總預期投入)確認收益，其最能反映本集團於轉讓貨品或服務控制權方面之履約情況。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue from contracts with customers

(Continued)

Variable consideration

For contracts that contain variable consideration (variation order of construction work), the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

3. 重大會計政策 (續)

客戶合約收入 (續)

可變代價

就包含可變代價(建築工程變更訂單)之合約而言,視乎何者能更準確地預測本集團將有權獲得之代價金額,本集團有權使用(a)預期價值法或(b)最可能金額估計代價金額。

可變代價之估計金額計入交易價格中,惟僅限於有關計入日後當可變代價之相關不確定性於其後獲解決時導致重大收益撥回之可能性極微。

於各報告期末,本集團更新估計交易價格(包括更新其對可變代價是否受限之估計評估),以忠實反映於報告期末存在之情況及於報告期之情況變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue from contracts with customers

(Continued)

Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

For contracts where the Group transferred the associated goods or services before payments from customers in which the Group adjusts for the promised amount of consideration for significant financing components, the Group applies a discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. The Group recognises interest income during the period between the payment from customers and the transfer of the associated goods or services.

3. 重大會計政策 (續)

客戶合約收入 (續)

存在重大融資部分

釐定交易價格時，倘協定之付款時間（不論明確或隱含）為客戶或本集團提供有關向客戶轉讓貨品或服務之重大融資利益，本集團會就貨幣時間價值之影響調整承諾代價金額。於該等情況下，合約即包含重大融資部分。不論融資承諾是否明確列於合約或隱含在合約訂約方協定之付款條款中，均可能存在重大融資部分。

對於付款與轉讓服務相隔期間不足一年之合約，本集團應用可行權宜方法，不就任何重大融資部分調整交易價。

就本集團於客戶付款前轉讓有關貨品或服務且當中本集團調整重大融資部分之承諾代價金額之合約而言，本集團於合約開始時應用將反映本集團與客戶之獨立融資交易之貼現率。本集團會確認客戶付款至轉讓相關貨品或服務期間之利息收入。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

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 or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 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.

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 also applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

3. 重大會計政策 (續)

租賃

租賃的定義

倘合約為換取代價而給予在一段時間內控制可識別資產之用途之權利。則該合約為租賃或包含租賃。

就於首次應用日期或之後訂立、修訂或因業務合併而產生之合約而言，本集團於訂立時、修訂日期或收購日期（如適用）根據香港財務報告準則第16號項下之定義評估合約是否為租賃或包含租賃。除非合約之條款及條件於其後出現變動，否則將不會重新評估有關合約。

本集團作為承租人

分配代價至合約組成部分

就包含一項租賃組成部分及一項或多項額外租賃或非租賃組成部分之合約而言，本集團根據租賃組成部分之相對單獨價格及非租賃組成部分之單獨價格總額將合約代價分配至各個租賃組成部分。

本集團亦採用可行權宜方法不從租賃組成部分分開非租賃組成部分，反而將租賃組成部分及任何相關非租賃組成部分入賬列作單一租賃組成部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leases (Continued)

The Group as a lessee (Continued)

Short-term leases

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

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.

3. 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

短期租賃

本集團對自開始日期起租期為12個月或以下且不含購買選擇權之辦公室物業及零售店舖租賃應用短期租賃確認豁免。短期租賃之租賃付款於租賃期內按直線基準或另一系統化基準確認為開支。

使用權資產

使用權資產成本包括：

- 租賃負債之初步計量金額；
- 於開始日期或之前作出之任何租賃付款，減任何已收租賃優惠；
- 本集團產生之任何初步直接成本；及
- 本集團拆除及移除相關資產、恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態而將予產生之估計成本。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets (Continued)

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities other than adjustments to lease liabilities resulting from Covid-19-related rent concessions in which the Group applied the practical expedient.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

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 as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 Financial Instruments ("HKFRS 9") and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

3. 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

使用權資產 (續)

使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債之任何重新計量作出調整，本集團因Covid-19相關租金優惠所應用的可行權宜方法而導致的租賃負債調整除外。

使用權資產於其估計使用年期及租賃期之較短者按直線基準折舊。

本集團合理確定於租賃期結束時獲得相關租賃資產所有權的使用權資產自開始日期至使用年期結束時折舊。否則，使用權資產於其估計使用年期及租賃期之較短者按直線基準折舊。

本集團將使用權資產呈列為綜合財務狀況表之獨立項目。

可退還租賃按金

已付可退還租賃按金乃根據香港財務報告準則第9號金融工具(「香港財務報告準則第9號」)入賬，並初步按公平值計量。於初步確認時對公平值之調整被視為額外租賃付款，並計入使用權資產成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

3. 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃負債

於租賃開始日期，本集團按於該日未支付之租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘未能輕易釐定租賃隱含之利率，則本集團使用於租賃開始日期之增量借款利率。

租賃付款包括：

- 固定付款 (包括實質固定付款) 減任何應收租賃優惠；
- 基於一項指數或比率之可變租賃付款，初步使用於開始日期之指數或比率計量；
- 根據剩餘價值擔保預期本集團將予支付之金額；
- 倘本集團合理確定行使購買選擇權，則包括購買選擇權之行使價；及
- 倘租賃條款反映本集團行使終止租賃之選擇權，則包括終止租賃之罰金付款。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

3. 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃負債 (續)

於開始日期後，租賃負債透過增加利息及租賃付款調整。

倘出現以下情況，本集團重新計量租賃負債（並對相關使用權資產作出相應調整）：

- 租賃期已出現變動或行使購買選擇權之評估發生變動，在該情況下，相關租賃負債於重新評估日期透過使用經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因市場租金檢討後之市場租金水平變動而出現變動，在該情況下，相關租賃負債使用初始貼現率透過貼現經修訂租賃付款而重新計量。

本集團將租賃負債呈列為綜合財務狀況表之獨立項目。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease modifications

Except for Covid-19-related rent concessions in which the Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified 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.

3. 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃修改

除本集團因Covid-19相關租金優惠所應用的可行權宜方法外，倘出現以下情況，則本集團將租賃修改入賬為獨立租賃：

- 修改透過加入一項或多項相關資產之使用權而增加租賃範圍；及
- 租賃代價按與範圍增加之單獨價格相稱之金額增加以及該單獨價格之任何適用調整反映特定合約之情況。

就並無入賬為獨立租賃之租賃修改而言，本集團根據經修改租賃之租賃期，透過使用於修改生效日期之經修訂貼現率貼現經修訂租賃付款而重新計量租賃負債。

本集團透過對相關使用權資產作出相應調整將重新計量租賃負債入賬。當經修訂合約包含租賃組成部分及一項或多項額外租賃或非租賃組成部分，本集團會根據租賃組成部分之相關單獨價格及非租賃組成部分之單獨價格總額將經修訂合約內之代價分配至各租賃組成部分。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leases (Continued)

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies HKFRS 15 to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

3. 重大會計政策 (續)

租賃 (續)

本集團作為出租人

租賃分類及計量

本集團作為出租人之租賃分類為融資或經營租賃。當租賃條款將相關資產所有權附帶之絕大部分風險及回報轉移至承租人，則租賃分類為融資租賃。所有其他租賃分類為經營租賃。

經營租賃之租金收入於相關租賃期按直線基準於損益中確認。有關經營租賃之磋商及安排所產生之初始直接成本加至租賃資產之賬面值，而有關成本於租賃期按直線基準確認為開支（除根據公平值模型計量之投資物業外）。

分配代價至合約組成部分

當合約包括租賃及非租賃組成部分，本集團應用香港財務報告準則第15號將合約內之代價分配至租賃及非租賃組成部分。非租賃組成部分按其相對單獨售價自租賃組成部分分開。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leases (Continued)

The Group as a lessor (Continued)

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Lease modification

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

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.

3. 重大會計政策 (續)

租賃 (續)

本集團作為出租人 (續)

可退回租賃按金

已收可退回租賃按金根據香港財務報告準則第9號入賬，並初步按公平值計量。於初步確認時對公平值之調整被視為承租人之額外租賃付款。

租賃修訂

本集團自修訂之生效日期起將經營租賃之修訂入賬列為新租賃，並將與原本租賃有關之任何預付或應計租賃付款視為新租賃之租賃付款之一部分。

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易均按於交易日期通行之匯率確認。於報告期末，以外幣計值之貨幣項目均按該日通行之匯率重新換算。按公平值列賬並以外幣計值之非貨幣項目按釐定公平值當日通行之匯率重新換算。按歷史成本以外幣計量之非貨幣項目毋須重新換算。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies (Continued)

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. 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 translation reserve.

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

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

3. 重大會計政策(續)

外幣(續)

於結算及重新換算貨幣項目時產生之匯兌差額於產生期間在損益中確認。

就呈列綜合財務報表而言，本集團業務之資產及負債使用於各報告期末通行之匯率換算為本集團之呈列貨幣(即人民幣)。收入及開支項目按期內平均匯率換算，除非該期間之匯率大幅波動，於該情況下，則使用於換算日期之匯率。所產生之匯兌差額(如有)於其他全面收益中確認並於匯兌儲備項下之權益累計。

於出售一項海外業務(即出售本集團於一項海外業務的全部權益、涉及失去對一間包含海外業務的附屬公司的控制權的出售事項或出售包含保留權益成為金融資產的海外業務的合營安排或聯營公司的部分權益)時，於本公司擁有人應佔該業務之權益中所累計之全部匯兌差額重新分類至損益。

與以港元列值之本集團資產淨值重新換算為本集團功能貨幣(即人民幣)有關之匯兌差額直接於其他全面收益中確認及於其他儲備累計。於匯兌儲備中累計之有關匯兌差額其後並無重新分類至損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(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.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Retirement benefit costs

Payments to the state-managed retirement benefit schemes in relation to employees of the Company's subsidiaries in the PRC and the Mandatory Provident Fund Scheme in relation to employees of the Company's subsidiaries in Hong Kong are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

3. 重大會計政策 (續)

借貸成本

收購、興建或生產合資格資產(即必須經一段長時間準備方可作擬定用途或銷售之資產)直接應佔之借貸成本加至該等資產之成本，直至有關資產大致上可作擬定用途或銷售時為止。

所有其他借貸成本於產生期間在損益中確認。

退休福利成本

就本公司於中國之附屬公司僱員參與之由國家管理之退休福利計劃及本公司於香港之附屬公司僱員參與之強制性公積金計劃所作出之供款於僱員提供之服務賦予彼等有權享有該等供款時確認為開支。

短期僱員福利

短期僱員福利於僱員提供服務時確認為預期將予支付之未貼現福利金額。所有短期僱員福利均確認為開支，除非另有香港財務報告準則要求或允許於資產成本中納入福利。

經扣除任何已付金額後，就僱員應計福利(如工資及薪金、年假及病假)確認負債。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Share-based payments

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based payments reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve.

When share options are exercised, the amount previously recognised in share-based payments reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payments reserve will be transferred to retained profits.

When shares granted are vested, the amount previously recognised in share-based payments reserve will be transferred to share premium.

3. 重大會計政策(續)

以股份為基礎付款

股權結算以股份為基礎付款交易

授予僱員之購股權

向僱員及提供類似服務之其他人士作出之股權結算以股份為基礎付款於授出日期按股本工具之公平值計量。

於授出日期釐定之股權結算以股份為基礎付款之公平值(不計及所有非市場歸屬條件)根據本集團對將會最終歸屬之股本工具之估計,於歸屬期內按直線基準支銷,而權益則相應增加(以股份為基礎之付款儲備)。於各報告期末,本集團根據所有相關非市場歸屬條件之評估修訂其對預期歸屬之股本工具數目之估計。修訂原先估計之影響(如有)於損益中確認,使累計開支反映經修訂之估計並對以股份為基礎之付款儲備作出相應調整。

當購股權獲行使時,先前於以股份為基礎之付款儲備中確認之金額將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於到期日仍未獲行使,則先前於以股份為基礎之付款儲備中確認之金額將轉撥至保留溢利。

當已授出股份歸屬時,先前於以股份為基礎之付款儲備確認之金額將轉撥至股份溢價。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Share-based payments (Continued)

Equity-settled share-based payment transactions (Continued)

Share options granted to customers/consultants

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognised as expenses (unless the goods or services qualify for recognition as assets).

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

3. 重大會計政策 (續)

以股份為基礎付款 (續)

股權結算以股份為基礎付款交易 (續)

授予客戶／顧問之購股權

與僱員以外人士訂立之股權結算以股份為基礎付款交易按已收取貨品或服務之公平值計量，惟無法可靠地計量公平值則除外，於有關情況下，該等交易會按所授出股本工具於實體取得貨品或對手方提供服務當日之公平值計量。已收取貨品或服務之公平值會確認為開支（貨品或服務符合資格確認為資產則除外）。

稅項

所得稅開支指應付即期稅項及遞延稅項之總和。

應付即期稅項按年內應課稅溢利計算。由於在其他年度應課稅或可扣稅之收入或開支以及從來毋須課稅或可扣稅之項目所致，故應課稅溢利與除稅前溢利不同。本集團之即期稅項負債使用於報告期末已實行或大致上已實行之稅率計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation (Continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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 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.

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.

3. 重大會計政策 (續)

稅項 (續)

遞延稅項為就綜合財務報表之資產及負債賬面值與用於計算應課稅溢利之相應稅基間之暫時性差額而確認。遞延稅項負債通常就所有應課稅暫時性差額確認。倘應課稅溢利將很可能可用於抵銷該等可扣減暫時性差額，則遞延稅項資產一般就所有可扣減暫時性差額確認。倘暫時性差額因初次確認一項既不影響應課稅溢利亦不影響會計溢利之交易(業務合併除外)之資產及負債而產生，則不會確認有關遞延稅項資產及負債。此外，倘首次確認商譽產生暫時性差額，則不會確認遞延稅項負債。

遞延稅項負債就與於附屬公司之投資相關之應課稅暫時性差異確認，惟本集團能控制暫時性差額之撥回且暫時性差額將不大可能於可見將來撥回則除外。與該等投資相關之可扣減暫時性差額所產生之遞延稅項資產僅於將很大可能具有足夠應課稅溢利動用暫時性差額之利益及預期於可見將來予以撥回時確認。

遞延稅項資產之賬面值於各報告期末審閱，並在將不大可能再有足夠應課稅溢利以收回全部或部份資產時作扣減。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation (Continued)

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 investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

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. 重大會計政策 (續)

稅項 (續)

遞延稅項資產及負債按預期於結算負債或變現資產期間應用之稅率計量，而有關稅率乃基於在報告期末已實施或大致上已實施之稅率（及稅法）而定。

遞延稅項負債及資產之計量反映本集團預期於報告期末收回或結算其資產及負債賬面值所產生之稅務後果。

就使用公平值模型計量之投資物業遞延稅項計量而言，有關物業之賬面值乃假設透過銷售全數收回，除非該假設被推翻則除外。當投資物業折舊及於目的為隨時間而非透過銷售消耗投資物業所包含之絕大部分經濟利益的業務模型內持有時，有關假設會被推翻。

就計量本集團於當中確認使用權資產及相關租賃負債之租賃交易之遞延稅項而言，本集團首先釐定稅項扣減屬於使用權資產或租賃負債。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation (Continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences on initial recognition of the relevant right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

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, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly inequity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. 重大會計政策(續)

稅項(續)

就稅項扣減屬於租賃負債之租賃交易而言，本集團對使用權資產及租賃負債分別應用香港會計準則第12號所得稅之規定。相關使用權資產及租賃負債於初步確認時之暫時差額應用初步確認豁免而並無獲確認。其後因重新計量租賃負債及租賃修改而修訂使用權資產及租賃負債賬面值產生之暫時差額(不獲初步確認豁免)會於重新計量或修改日期確認。

當有合法強制執行權利將即期稅項資產與即期稅項負債抵銷，且與同一稅務機關對同一應課稅實體徵收之所得稅有關時，則遞延稅項資產及負債可互相對銷。

即期及遞延稅項於損益中確認，惟倘其與於其他全面收益或直接於權益中確認之項目有關之情況下，即期及遞延稅項亦會分別於其他全面收益或直接於權益中確認。倘業務合併之初始會計處理產生即期稅項或遞延稅項，則稅務影響計入於業務合併之會計處理內。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction as described below). Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Buildings in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

If a property becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item (including the relevant leasehold land under HKFRS 16 or prepaid lease payments under HKAS 17) at the date of transfer is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the property, the relevant revaluation reserve will be transferred directly to retained profits.

3. 重大會計政策 (續)

物業、廠房及設備

持作生產或供應貨品或服務用途或行政用途之物業、廠房及設備為有形資產(除下文所述之在建物業外)。物業、廠房及設備按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表內列賬。

供生產、供應或行政用途之在建樓宇按成本減任何已確認減值虧損列賬。成本包括使資產達致按管理層預期方式運作所需的地點及狀況直接應佔的任何成本，及就合資格資產而言，根據本集團會計政策資本化之借貸成本。該等資產於資產可作擬定用途時開始按其他物業資產之相同基準折舊。

倘一項物業因其用途變動(以擁有人不再佔用作證明)而成為投資物業，則該項目(包括香港財務報告準則第16號項下之相關租賃土地或香港會計準則第17號項下之預付租賃款項)於轉讓日期之賬面值與公平值之任何差額於其他全面收益中確認及於物業重估儲備中累計。其後銷售或停止使用該物業時，相關重估儲備將直接轉撥至保留溢利。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Property, plant and equipment (Continued)

Depreciation is recognised so as to write off the cost of assets other than properties under construction 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.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

3. 重大會計政策 (續)

物業、廠房及設備 (續)

折舊乃使用直線法確認，以撇銷資產（在建中物業除外）成本減估計可使用年期內的剩餘價值。估計可使用年期、剩餘價值及折舊法於各報告期末審閱，而任何估計變動之影響按預期基準入賬。

物業、廠房及設備項目於出售或當預期繼續使用資產不會產生未來經濟利益時終止確認。出售或停止使用物業、廠房及設備項目所產生之任何收益或虧損釐定為銷售所得款項與資產賬面值間之差額，並於損益中確認。

投資物業

投資物業為持有以賺取租金及／或資本升值之物業。

投資物業初步按成本計量，包括任何直接應佔開支。於初次確認後，投資物業按公平值計量，並調整以撇除任何預付或應計經營租賃收入。

投資物業之公平值變動所產生之收益或虧損於產生期間計入損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Investment properties (Continued)

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. 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.

If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy "Property, plant and equipment and depreciation" above.

Impairment on property, plant and equipment and right-of-use assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

3. 重大會計政策 (續)

投資物業 (續)

投資物業於出售時或於投資物業永久不可使用及預期其出售不會產生任何未來經濟利益時終止確認。終止確認該物業所產生之任何收益或虧損(計算為出售所得款項淨額與該資產賬面值間之差額)於該物業終止確認之期間計入損益。

如本集團佔用作自用物業之物業轉變為投資物業，則本集團截至更改用途當日根據「物業、廠房及設備以及折舊」所述之政策將該物業入賬，而於當日有關該物業之賬面值與公平值之差額則根據上文「物業、廠房及設備以及折舊」政策入賬列為重估。

物業、廠房及設備以及使用權資產(商譽除外)減值

於報告期末，本集團檢討其具有限可使用年期之物業、廠房及設備以及使用權資產之賬面值，以釐定是否有任何跡象顯示該等資產出現減值虧損。倘存在任何有關跡象，則估計相關資產之可收回金額，以釐定減值虧損之程度(如有)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Impairment on property, plant and equipment and right-of-use assets other than goodwill (Continued)

The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, corporate assets are allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, the recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

3. 重大會計政策 (續)

物業、廠房及設備以及使用權資產(商譽除外)減值(續)

物業、廠房及設備以及使用權資產之可收回金額均會個別估計。當無法個別估計可收回金額，則本集團估計有關資產所屬之現金產生單位之可收回金額。

此外，當可建立合理及一致之分配基準時，公司資產亦會分配至個別現金產生單位，否則其分配至可建立合理及一致之分配基準之最小現金產生單位組別。本集團會評估公司資產是否出現減值跡象。倘存在有關跡象，則就公司資產所屬之現金產生單位或現金產生單位組別釐定可收回金額，並與相關現金產生單位或現金產生單位組別之賬面值進行比較。

可收回金額為公平值減出售成本與使用價值中的較高者。評估使用價值時，估計未來現金流使用反映當時市場對貨幣時間價值及資產(或現金產生單位)之特定風險評估的稅前貼現率貼現為現值，而估計未來現金流並未經調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Impairment on property, plant and equipment and right-of-use assets other than goodwill (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair valueless costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro-rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

3. 重大會計政策 (續)

物業、廠房及設備以及使用權資產(商譽除外)減值(續)

倘資產(或現金產生單位)之可收回金額估計少於其賬面值,則資產(或現金產生單位)之賬面值減至其可收回金額。就未能按合理及一致之基準分配至現金產生單位之公司資產或公司資產部分而言,本集團比較現金產生單位組別之賬面值(包括分配至該現金產生單位組別之公司資產或公司資產部分賬面值)與現金產生單位組別之可收回金額。於分配減值虧損時,首先分配減值虧損以減少任何商譽之賬面值(如適用),然後按比例根據該單位各資產或現金產生單位組別之賬面值分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本(如可計量)、其使用價值(如可釐定)及零(以最高者為準)。另行分配至資產之減值虧損金額按比例分配至該單位之其他資產或現金產生單位組別。減值虧損即時於損益中確認。

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Impairment on property, plant and equipment and right-of-use assets other than goodwill (Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

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.

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.

3. 重大會計政策 (續)

物業、廠房及設備以及使用權資產(商譽除外)減值(續)

倘其後撥回減值虧損，則資產(或現金產生單位或現金產生單位組別)之賬面值增加至其可收回金額之經修訂估計金額，惟因此增加之賬面值不會超出资產(或現金產生單位或現金產生單位組別)於過往年度未有確認減值虧損時釐定之賬面值。減值虧損之撥回即時於損益中確認。

存貨

存貨按成本與可變現淨值兩者中之較低者列賬。存貨成本以加權平均法釐定。可變現淨值代表存貨估計售價減所有估計完成成本及作出銷售必需之成本。

金融工具

金融資產及金融負債乃於一間集團實體成為工具合約條文之一方時確認。所有以正規途徑購買或銷售之金融資產乃按交易日期基準確認及終止確認。正規途徑買賣乃要求於市場法規或慣例所確定之時間框架內交付資產之金融資產買賣。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets 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. 重大會計政策 (續)

金融工具 (續)

金融資產及金融負債乃初步按公平值計量，惟客戶合約收入產生之貿易應收款項初步根據香港財務報告準則第15號計量除外。收購或發行金融資產及金融負債（按公平值計入損益（「按公平值計入損益」）之金融資產或金融負債除外）直接應佔之交易成本於初次確認時計入或扣除自金融資產或金融負債之公平值（以合適者為準）。收購按公平值計入損益之金融資產或金融負債直接應計交易成本，即時於損益確認。

實際利率法為計算一項金融資產或金融負債之攤銷成本及按有關時間分配利息收入及利息開支之方法。實際利率為按金融資產或金融負債之預期可使用年期或（如合適）較短期間，準確貼現估計未來現金收入及付款（包括構成實際利率之組成部分之所有已付或已收費用及款項、交易成本及其他溢價或折讓）至初步確認時之賬面淨值之比率。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measure data mortised 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.

3. 重大會計政策 (續)

金融工具 (續)

金融資產

金融資產分類及其後計量

符合以下條件的金融資產其後按攤銷成本計量：

- 於目的為收取合約現金流量之業務模式內持有之金融資產；及
- 合約條款導致於特定日期產生的現金流量純粹用作支付本金及未償還本金額利息。

符合以下條件的金融資產其後按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量：

- 於目的為出售及收取合約現金流量之業務模式內持有之金融資產；及
- 合約條款導致於特定日期產生的現金流量純粹用作支付本金及未償還本金額利息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of HKFRS 9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

A financial asset is 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. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產分類及其後計量 (續)

所有其他金融資產其後按公平值計入損益計量，惟倘一項股本投資既非持作買賣，亦非香港財務報告準則第3號業務合併所適用之業務合併收購方確認的或然代價，於首次應用香港財務報告準則第9號／初始確認金融資產當日，本集團可作出不可撤回地選擇將該股本投資的其後公平值變動計入其他全面收益。

金融資產於下列情況為持作交易：

- 收購的主要目的為於短期作出售用途；或
- 於初始確認時構成本集團共同管理的已識別金融工具組合的一部分，並具有近期實際短期獲利模式；或
- 並非作為指定及有效對沖工具的衍生工具。

此外，本集團可不可撤回地將一項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指定為按公平值計入損益計量，前提為有關指定可消除或大幅減少會計錯配。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(i) *Amortised cost and interest income*

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. 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. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產分類及其後計量 (續)

(i) *攤銷成本及利息收入*

利息收入乃就其後按攤銷成本計量的金融資產使用實際利率法確認。利息收入按對金融資產賬面總值應用實際利率計算，惟其後已出現信貸減值之金融資產除外（見下文）。就其後出現信貸減值之金融資產而言，利息收入自下一個報告期起透過對金融資產的攤銷成本應用實際利率確認。倘出現信貸減值之金融工具的信貸風險有所改善以致於有關金融資產不再出現信貸減值，則利息收入乃於釐定該資產不再出現信貸減值後的報告期開始時起，透過對金融資產之賬面總值應用實際利率確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as 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 gains and losses” line item.

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and other receivables, amounts due from related parties and bank balances), and other items (contract assets) which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產分類及其後計量 (續)

(ii) 按公平值計入損益的金融資產

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計量的金融資產，均按公平值計入損益計量。

按公平值計入損益的金融資產按各報告期末的公平值計量，任何公平值收益或虧損於損益中確認。於損益中確認的淨收益或虧損包括該金融資產所賺取的任何股息或利息，並計入「其他收益及虧損」項目。

金融資產及須進行香港財務報告準則第9號項下減值評估之其他項目之減值

本集團根據預期信貸虧損（「預期信貸虧損」）模式對金融資產（包括貿易及其他應收款項、應收關聯方款項以及銀行結餘）以及其他項目（合約資產）（根據香港財務報告準則第9號須受限於減值）進行減值評估。預期信貸虧損金額於各報告日期作出更新，以反映自初步確認以來的信貸風險變動。

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

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 ("12 m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables and contract assets. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, 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.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及須進行香港財務報告準則第9號項下減值評估之其他項目之減值 (續)

全期預期信貸虧損指相關工具預計使用年期內所有可能違約事件將會引起的預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)指報告日期後12個月內可能出現的違約事件預期將會引起的全期預期信貸虧損部分。評估乃根據本集團過往信貸虧損經驗作出，並就債務人特定因素、整體經濟環境及於報告日期對現況作出的評估以及未來狀況預測而作出調整。

本集團一直就貿易應收款項及合約資產確認全期預期信貸虧損。該等資產之預期信貸虧損會個別就具有大額結餘之債務人進行評估及／或採用合適組別的撥備矩陣進行整體評估。

至於所有其他工具，本集團計量相等於12個月預期信貸虧損的虧損撥備，除非自初步確認以來信貸風險大幅上升，則本集團會確認全期預期信貸虧損。是否確認全期預期信貸虧損乃根據自初步確認以來出現違約事件的可能性或風險大幅上升進行評估。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(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.

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;

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及須進行香港財務報告準則第9號項下減值評估之其他項目之減值 (續)

(i) 信貸風險大幅上升

於評估信貸風險是否自初步確認以來大幅上升時，本集團將報告日期金融工具出現違約事件的風險與初步確認日期金融工具出現違約事件的風險進行比較。於作出此項評估時，本集團會考慮合理且可證實的定量及定性資料，包括過往經驗或無須過高成本或努力即可供查閱的前瞻性資料。

特別是，在評估信貸風險是否大幅上升時，本集團會考慮以下資料：

- 金融工具外界(如有)或內部信貸評級實際或預期大幅轉差；
- 信貸風險外部市場指標大幅轉差，例如信貸息差大幅上升，債務人信貸違約掉期價格大幅上升；

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(i) Significant increase in credit risk (Continued)

- 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.

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.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及須進行香港財務報告準則第9號項下減值評估之其他項目之減值 (續)

(i) 信貸風險大幅上升 (續)

- 業務、財務或經濟環境現有或預測不利變動，而預期將導致債務人履行其債務責任的能力遭到大幅削弱；
- 債務人經營業績實際或預期大幅轉差；
- 債務人的監管、經濟或技術環境實際或預期出現重大不變動，導致債務人履行其債務責任的能力遭到大幅削弱。

不論上述評估結果如何，倘合約付款逾期超過30日，則本集團會假定信貸風險自初步確認以來已大幅上升，除非本集團另有合理且可證實資料證明並非如此，則作別論。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(i) Significant increase in credit risk (Continued)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

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.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及須進行香港財務報告準則第9號項下減值評估之其他項目之減值 (續)

(i) 信貸風險大幅上升 (續)

儘管上文所述，本集團假設倘債務工具釐定為於報告日期具有低信貸風險，則債務工具的信貸風險自初始確認以來並無大幅上升。倘屬以下情況，債務工具釐定為具有低信貸風險：i) 其具有低違約風險，ii) 借款人於短期內具備雄厚實力履行其合約現金流責任及 iii) 長期經濟及業務狀況的不利變動可能但不一定削弱借款人履行其合約現金流責任的能力。當債務工具的內部或外部信貸評級為「投資級別」（按照全球理解的釋義），則本集團會視該債務工具為低信貸風險。

本集團定期監察用以識別信貸風險是否已大幅上升的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險大幅上升。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及須進行香港財務報告準則第9號項下減值評估之其他項目之減值 (續)

(ii) 違約定義

就內部信貸風險管理而言，本集團認為當內部產生或從外部來源所得資料顯示，債務人不大可能向其債權人（包括本集團）支付全數款項（並無計及本集團所持的任何抵押品）時，則出現違約事件。

無論上述如何，倘金融資產逾期超過90日，本集團將視作已發生違約，除非本集團擁有合理及有理據支持的資料證明較寬鬆的違約標準更為適用，則另當別論。

(iii) 已信貸減值的金融資產

當一項或多項對金融資產估計未來現金流造成負面影響的事件發生時，即代表金融資產已出現信貸減值。金融資產出現信貸減值的證據包括涉及以下事件的可觀察數據：

- (a) 發行人或借款人之嚴重財政困難；

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

*Impairment of financial assets and other items
subject to impairment assessment under HKFRS 9
(Continued)*

(iii) Credit-impaired financial assets (Continued)

- (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; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及須進行香港財務報告準則第9號項下減值評估之其他項目之減值 (續)

(iii) 已信貸減值的金融資產 (續)

- (b) 違反合約，如拖欠或逾期事件；
- (c) 向借款人作出貸款之貸款人出於與借款人財政困難有關的經濟或合約理由，向借款人授出貸款人在其他情況下不會考慮的優惠；或
- (d) 借款人有可能破產或進行其他財務重組。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 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 five 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 adjusted by 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.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及須進行香港財務報告準則第9號項下減值評估之其他項目之減值 (續)

(iv) 撇銷政策

當有資料顯示對手方陷入嚴重財政困難，且並無實際收回款項的可能時（例如對手方被清盤或進入破產程序，或就貿易應收款項而言，當金額已逾期超過五年（以較早發生者為準）），本集團會撇銷金融資產。經計及法律意見後，在適當情況下，已撇銷的金融資產可能仍可於本集團收回程序下被強制執行。撇銷構成終止確認事件。其後收回的任何款項於損益內確認。

(v) 計量及確認預期信貸虧損

預期信貸虧損的計量乃違約概率、違約虧損率（即違約造成虧損的幅度）及違約風險的函數。違約概率及違約虧損率乃根據經前瞻性資料調整的歷史數據進行評估。預期信貸虧損的估計反映無偏頗及概率加權數額，其乃根據加權的相應違約風險而釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 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.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's certain trade receivables and contract assets are each assessed as a separate group. Trade receivable and contract assets with significant outstanding balances and amounts due from related parties are assessed for ECL on an individual basis);
- Past-due status;
- Nature, size and industry of debtors;

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及須進行香港財務報告準則第9號項下減值評估之其他項目之減值 (續)

(v) 計量及確認預期信貸虧損 (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期將收取的所有現金流量之間的差額，並按初步確認時釐定的實際利率貼現。

倘預期信貸虧損按集體基準計量或屬於個別工具水平證據未必存在的情況，則金融工具按以下基準歸類：

- 金融工具性質 (即本集團之若干貿易應收款項及合約資產各自作為獨立組別進行評估。具大額尚未償還結餘之貿易應收款項及合約資產及應收關聯方款項按個別基準進行預期信貸虧損評估)；
- 逾期狀況；
- 債務人的性質、規模及行業；

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 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 and contract assets where the corresponding adjustment is recognised through a loss allowance account.

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.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及須進行香港財務報告準則第9號項下減值評估之其他項目之減值 (續)

(v) 計量及確認預期信貸虧損 (續)

管理層會定期檢討分組情況，以確保各組別繼續擁有類似信貸風險特徵。

利息收入乃根據金融資產的賬面總值計算，除非金融資產發生信貸減值，在此情況，利息收入根據金融資產的攤銷成本計算。

本集團以調整賬面值之方式於損益內確認所有金融工具之減值收益或虧損，惟貿易應收款項及合約資產之相應調整透過虧損撥備賬確認除外。

終止確認金融資產

僅於資產現金流量之合約權利屆滿時，或將金融資產所有權之絕大部份風險及回報轉讓予另一實體時，本集團方會終止確認金融資產。於終止確認按攤銷成本計量之金融資產時，資產賬面值與已收及應收代價的總和之間的差額於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial liabilities and equity

Classification as debt or equity

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

Equity instruments

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

Financial liabilities at amortised cost

Financial liabilities including trade and bills payable and other payables, bank borrowings and convertible loan notes are subsequently measured at amortised cost, using the effective interest method.

Convertible loan notes

The component parts of the convertible loan notes are classified separately as financial liability and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

3. 重大會計政策 (續)

金融工具 (續)

金融負債及權益

分類為債務或權益

債務及股本工具乃根據合約安排之實際內容及金融負債與股本工具之定義分類為金融負債或權益。

股本工具

股本工具為證明實體資產於扣除其所有負債後之剩餘權益之任何合約。本公司所發行之股本工具乃按所得款項減直接發行成本確認。

按攤銷成本計量的金融負債

金融負債(包括貿易及票據應付款項以及其他應付款項、銀行借款及可換股貸款票據)其後使用實際利率法按攤銷成本計量。

可換股貸款票據

可換股貸款票據的負債部分根據合約安排的內容以及金融負債及股本工具的定義獨立分類為金融負債及股本。將以固定金額現金或另一項金融資產換取固定數目的本公司本身股本工具的方式結清之換股權為股本工具。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments *(Continued)*

Financial liabilities and equity *(Continued)*

Convertible loan notes *(Continued)*

At the date of issue, the fair value of the liability component (including any embedded non-equity derivatives features) is estimated by measuring the fair value of similar liability that does not have an associated equity component.

A conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain inequity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium. Where the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised inequity will be transferred to retained profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible loan notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible loan notes using the effective interest method.

3. 重大會計政策 (續)

金融工具 (續)

金融負債及權益 (續)

可換股貸款票據 (續)

於發行日期，負債部分(包括任何嵌入或非權益衍生工具特徵)的公平值透過計量並無相關股本部分之類似負債之公平值進行估計。

分類為權益的換股權按自複合工具的公平總值扣除負債部分金額的方式釐定。其於權益確認並計入權益(經扣除所得稅影響)，且不會於其後重新計量。此外，分類為權益的換股權在獲行使前於權益列賬，於該情況下，於權益確認之結餘將轉撥至股份溢價。倘換股權於可換股票據到期日仍未獲行使，於權益確認之結餘將轉撥至保留溢利。於換股權獲轉換或屆滿時，不會於損益確認收益或虧損。

發行可換股貸款票據的相關交易成本，按所得款項總額的分配比例分配至負債及權益部分。權益部分的相關交易成本直接自權益扣除。負債部分的相關交易成本計入負債部分的賬面值，並以實際利率法於可換股貸款票據期限內攤銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

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.

Cash and bank balances

For the purpose of the consolidated statement of cash flow, cash and bank balances comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and bank balances comprise cash on hand and cash at bank balances, which are not restricted as to use.

3. 重大會計政策 (續)

金融工具 (續)

金融負債及權益 (續)

終止確認金融負債

於本集團之義務獲解除、取消或屆滿後，本集團方會終止確認金融負債。已終止確認金融負債之賬面值與已付及應付代價之間的差額於損益中確認。

現金及銀行結餘

就綜合現金流量表而言，現金及銀行結餘包括手頭現金及活期存款，以及流動性強、易轉換成已知金額的現金、且價值變動風險很小的短期投資，且購買時到期日通常為三個月內，減去作為本集團現金管理一項組成部分的見票即付的銀行透支。

就綜合財務狀況表而言，現金及銀行結餘包括手頭現金及銀行現金結餘，其用途不受限制。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the consolidated income statement.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of (i) the amount that would be recognised in accordance with the general guidance for provision above; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the guidance for revenue recognition.

Related parties

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

or

3. 重大會計政策 (續)

撥備

倘因過往事件須承擔現時責任(法定或推定)，而履行該責任可能導致未來資源外流，則確認撥備，但必須能可靠估計有關債務金額。倘貼現影響重大，則確認為撥備的金額為預期履行責任所需未來開支於報告期末的現值。貼現現值隨時間增加的金額計入綜合收益表內的融資成本。

於一項業務合併中確認的或然負債初步按其公平值計量，其後以(i)根據上述一般撥備指引所確認的金額；及(ii)首次確認的金額減(如適當)根據收入確認指引所確認的累計攤銷(以較高者為準)計量。

關聯方

- (a) 倘一名人士符合下列條件，則該人士(或該人士家庭的近親成員)屬與本集團有關聯：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 屬本集團或本集團母公司主要管理人員的成員；

或

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Related parties (Continued)

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

3. 重大會計政策 (續)

關聯方 (續)

- (b) 倘出現下列情況，一間實體屬與本集團有關聯：
- (i) 該實體與本集團為同一集團的成員；
 - (ii) 一間實體屬另一間實體的聯營公司或合營企業（或屬某集團成員的聯營公司或合營企業，其中另一間實體為該集團成員）；
 - (iii) 該實體及本集團皆為同一名第三方的合營企業；
 - (iv) 一間實體為第三方實體的合營企業及另一實體為第三方實體的聯營公司；
 - (v) 該實體乃以本集團或本集團關聯實體僱員為受益人的退休後福利計劃；
 - (vi) 該實體被屬(a)項的人士控制或共同控制；
 - (vii) 屬(a)(i)項的人士對該實體有重大影響或屬該實體（或屬該實體的母公司）主要管理人員的成員；及
 - (viii) 該實體或其所屬集團的任何成員向本集團或本集團的母公司提供主要管理人員服務。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Related parties (Continued)

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

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependents of that person or that person's spouse or domestic partner.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

3. 重大會計政策 (續)

關聯方 (續)

個人的近親家庭成員指預期可對該個人與實體進行交易時作出影響，或受該個人影響的家庭成員，包括：

- (a) 該人士的子女及配偶或同居伴侶；
- (b) 該人士配偶或同居伴侶的子女；及
- (c) 該人士或其配偶或同居伴侶的受養人。

4. 主要會計判斷及估計不確定性之主要來源

在應用附註3所述本集團的會計政策時，要求本公司的董事對於無法從其他來源清楚得知的資產和負債的賬面值作出估計和假設。估計和相關假設以歷史經驗和其他被視為相關的因素為基礎。實際結果可能與該等估計不同。

本集團對估計和相關假設會持續進行檢討。如果變更僅影響當期，對會計估計的變更要在修改估計的當期作出確認，如果影響當期和未來期間，則於變更的當期和未來期間都作出確認。

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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred tax arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the deferred taxation on investment properties, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. The Group recognised additional deferred taxes relating to Land Appreciation Tax ("LAT") and Enterprise Income Tax ("EIT") on changes in fair value of such investment properties as appropriate.

4. 主要會計判斷及估計不確定性之主要來源(續)

應用會計政策之主要判斷

以下為除涉及估計的判斷(見下文)外，本公司董事在應用本集團之會計政策時作出且對綜合財務報表內確認的金額具最重大影響力的主要判斷。

投資物業之遞延稅項

就使用公平值模型計量投資物業產生之遞延稅項而言，本公司董事已審閱本集團之投資物業組合，結論為本集團之投資物業並非根據目標為隨時間消耗投資物業包含之絕大部分經濟利益之業務模型持有。因此，於釐定投資物業之遞延稅項時，本公司董事已釐定使用公平值模型計量之投資物業賬面值可透過銷售悉數收回之假設並無被推翻。本集團已就有關投資物業之公平值變動確認有關土地增值稅(「土地增值稅」)及企業所得稅(「企業所得稅」)之額外遞延稅項(如適用)。

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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Principal versus agent

When another party is involved in providing goods or services (including the trading of bulk commodity) to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group as a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group as an agent). The Group is a principal if it controls the specified good or services before that good or services is transferred to a customer.

4. 主要會計判斷及估計不確定性之主要來源(續)

投資物業及擁有者自用物業之劃分

物業是否符合投資物業之資格乃由本集團決定，而本集團亦於作出判斷時定下標準。投資物業乃持有作賺取租金或作資本增值或兼顧兩者之物業。因此，本集團考慮物業是否能很大程度地獨立於本集團持有之其他資產而產生現金流量。某些物業之部份乃為賺取租金或作資本增值而持有，而另一些部份是為用於生產或供應貨品或服務或作行政用途而持有。倘若此等部份可以分開出售或根據融資租賃分開出租，本集團將把有關部份分開入賬。倘若該等部份單獨出售，則只會用於生產或供應貨品或服務或作行政用途而持有的部份並不重要時，有關物業才會列作投資物業。決定配套服務是否重要以使物業並不符合投資物業的資格的判斷是以個別物業為基礎作出的。

主事人與代理

倘向客戶提供貨品或服務(包括大宗商品貿易)涉及另一方，本集團會釐定其承諾性質是否為其本身提供指定貨品或服務的履約責任(即本集團作為主事人)，抑或是安排另一方提供該等貨品或服務(即本集團作為代理)。倘本集團於指定貨品或服務轉予客戶前控制該貨品或服務，則本集團為主事人。

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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty

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

Impairment assessment of trade receivables and contract assets

Trade receivables and contract assets with significant balances and credit-impaired are assessed for ECL individually. In addition, the Group uses provision matrix to calculate ECL for the trade receivables and contract assets which are individually insignificant. The Group has engaged an independent qualified professional valuer to estimate the ECL of the Group's trade receivables and contract assets. The provision rates are based on internal credit ratings as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. Estimated losses are based on historical observed default rates over the expected life of the trade receivables and their related contract assets and are adjusted for forward-looking information. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables and contract assets are disclosed in Notes 37(b), 23 and 22, respectively

4. 主要會計判斷及估計不確定性之主要來源(續)

估計不確定性的主要來源

以下為於報告期末有關未來的重要假設及其他估計不確定性的主要來源，該等假設及估計存在可能導致下一個財政年度資產及負債賬面值有重大調整的重大風險。

貿易應收款項及合約資產的減值評估

具有大額結餘及出現信貸減值的貿易應收款項及合約資產會個別進行預期信貸虧損評估。此外，本集團使用撥備矩陣計算個別屬重大之貿易應收款項及合約資產之預期信貸虧損。本集團已委聘獨立合資格專業估值師估計本集團貿易應收款項及合約資產之預期信貸虧損。撥備率乃按具有類似虧損模型之不同債務人組別之內部信貸評級釐定。撥備矩陣乃基於本集團之過往違約率，並計及無需不必要成本或努力可獲得之合理可靠之前瞻性資料。估計虧損乃按貿易應收款項及其相關合約資產於整個預期年期之過往觀察所得違約率得出，並就前瞻性資料作調整。於各報告日期，對過往觀察到之違約率進行重新評估，並計及前瞻性資料之變動。

預期信貸虧損撥備受估計變動之影響。有關預期信貸虧損及本集團貿易應收款項及合約資產之資料分別於附註 37(b)、23 及 22 披露。

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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Revenue recognition on contract work of interior design and building engineering services

The Group recognised contract revenue by reference to the progress towards complete satisfaction of a performance obligation at the end of the reporting period which measured based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs. The recognition of contract revenue therefore relies on the management's estimation of the progress and outcome of the project, which involves the exercise of significant management estimation, particularly in estimating the budgeted contract costs, which are prepared by the management of the Group on the basis of agreements, quotations or other correspondences from time to time provided by the subcontractors, suppliers or vendors involved and the experience of the management. In order to keep the budget accurate and up-to-date, the management of the Group conducts periodic reviews of the budgets of service contracts by comparing the budgeted amounts to the actual amounts incurred. Construction revenue and contract assets are estimated by using the percentage of completion method, which is calculated based on the costs incurred on each construction contract at the end of the respective accounting period divided by the total estimated costs for the contract and then multiplied by the estimated construction revenue expected to be earned.

4. 主要會計判斷及估計不確定性之主要來源(續)

估計不確定性的主要來源(續)

室內設計及建築工程服務合約工程之收益確認

本集團參考報告期末完成履行履約責任之進度確認合約收益，有關進度按迄今已履行工作所產生之合約成本相對估計合約成本總額之比例計量。因此，確認合約收益依賴管理層對項目進度及產出之估計，當中涉及行使重大管理層估計，尤其是估計預算合約成本(由本集團管理層按參與之分包商、供應商或銷售商不時提供之協議、報價或其他通訊以及管理層之經驗編製)。為保持預算準確及更新，本集團管理層會定期審閱服務合約預算，方式為比較預算金額與實際已產生金額。建築收益及合約資產乃使用完成百分比法估計，該方法以各建築合約於各會計期間末之已產生成本，除以估計合約成本總額，再乘以預期將賺取之估計建築收益計算。

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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Revenue recognition on contract work of interior design and building engineering services (Continued)

Notwithstanding that management reviews and revises the estimates of both contract revenue and costs for the construction contract as the contract progresses, the actual outcome of the contract in terms of its total revenue and costs may be higher or lower than the estimates and this will have significant impact on the revenue and profit recognised.

At 31 December 2023, the contract assets recognised based on the percentage of completion method is RMB288,270,000 (2022: RMB364,929,000).

4. 主要會計判斷及估計不確定性之主要來源(續)

估計不確定性的主要來源(續)

室內設計及建築工程服務合約工程之收益確認(續)

儘管管理層按合約進度審閱及修訂建築合約之合約收益及成本估計，惟按收益及成本總額計算之合約實際產出可能高於或低於有關估計，並將對所確認之收益及溢利造成重大影響。

於二零二三年十二月三十一日，基於完成百分比法確認的合約資產為人民幣288,270,000元(二零二二年：人民幣364,929,000元)。

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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Impairment assessment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value of those cash flows. As at 31 December 2023 and 2022, the carrying amount of goodwill is RMB0 (2022: RMB52,033,000). Details of the recoverable amount calculation are disclosed in Note 19.

Revaluation of investment properties

The Group carries its investment properties at fair values, with changes in fair values being recognised in the consolidated income statement. The Group engaged independent valuation specialists to determine fair values as at 31 December 2023. The valuers used valuation techniques based on an income approach by referencing the rental income of comparable market data. The carrying amount of investment properties at 31 December 2023 was approximately RMB47,420,000 (2022: RMB61,520,000). Further details are disclosed in Note 18.

4. 主要會計判斷及估計不確定性之主要來源(續)

估計不確定性的主要來源(續)

商譽之減值評估

本集團至少每年釐定商譽是否出現減值。確定商譽是否減值要求商譽所分配之現金產生單位使用價值估計。於計算使用價值時，本集團須估計現金產生單位的預期未來現金流量及適當的貼現率以計算該等現金流量現值。於二零二三年及二零二二年十二月三十一日，商譽之賬面值為人民幣0元(二零二二年：人民幣52,033,000元)。可收回金額計算詳情披露於附註19。

投資物業之重新估值

本集團按公平值列賬其投資物業，而公平值變動於綜合收益表確認。本集團委聘獨立估值專家釐定於二零二三年十二月三十一日之公平值。估值師參考可資比較市場數據的租金收入，採用基於收入法的估值技術。投資物業於二零二三年十二月三十一日之賬面值為約人民幣47,420,000元(二零二二年：人民幣61,520,000元)。更多詳情披露於附註18。

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

5. REVENUE

(i) Disaggregation of revenue from contracts with customers:

5. 收入

(i) 分拆客戶合約收入：

		For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度		
		Sale and distribution of merchandise	Provision of interior design and building engineering services	Total
		銷售及分銷商品	提供室內設計及建築工程服務	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Types of goods and services	貨品及服務類別			
Sale and distribution of merchandise	銷售及分銷商品			
— Building materials	— 建材	3,142	—	3,142
— Home improvement materials	— 家居裝修材料	81	—	81
— Furnishings	— 傢俱	—	—	—
— Bulk commodity trading	— 大宗商品貿易	626,259	—	626,259
Provision of interior design and building engineering services	提供室內設計及建築工程服務			
— Interior design	— 室內設計	—	—	—
— Building engineering services	— 建築工程服務	—	—	—
Total	總計	629,482	—	629,482
Geographical markets	地區市場			
The PRC	中國	629,482	—	629,482
Timing of revenue recognition	收入確認時間			
At a point in time	於時間點	629,482	—	629,482
Over time	隨時間	—	—	—
Total	總計	629,482	—	629,482

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

5. REVENUE (Continued)

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

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information.

5. 收入(續)

(i) 分拆客戶合約收入：(續)

以下載列客戶合約收入與分部資料所披露金額之對賬。

		For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度		
		Segment revenue 分部收入 RMB'000 人民幣千元	Adjustment and eliminations 調整及對銷 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
Sale and distribution of merchandise	銷售及分銷商品	629,482	–	629,482
Provision of interior design and building engineering services	提供室內設計及建築工程服務	–	–	–
Total revenue	總收入	629,482	–	629,482

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5. REVENUE (Continued)

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

5. 收入(續)

(i) 分拆客戶合約收入：(續)

		For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度		
		Sale and distribution of merchandise 銷售及分銷商品 RMB'000 人民幣千元	Provision of interior design and building engineering services 提供室內設計及建築工程服務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Types of goods and services	貨品及服務類別			
Sale and distribution of merchandise	銷售及分銷商品			
— Building materials	— 建材	28,389	—	28,389
— Home improvement materials	— 家居裝修材料	2,043	—	2,043
— Furnishings	— 傢俱	6,424	—	6,424
— Bulk commodity trading	— 大宗商品貿易	494,450	—	494,450
Provision of interior design and building engineering services	提供室內設計及建築工程服務			
— Interior design	— 室內設計	—	2,224	2,224
— Building engineering services	— 建築工程服務	—	26,233	26,233
Total	總計	531,306	28,457	559,763
Geographical markets	地區市場			
The PRC	中國	531,306	28,457	559,763
Timing of revenue recognition	收入確認時間			
At a point in time	於時間點	531,306	—	531,306
Over time	隨時間	—	28,457	28,457
Total	總計	531,306	28,457	559,763

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

5. REVENUE (Continued)

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

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information.

5. 收入(續)

(i) 分拆客戶合約收入：(續)

以下載列客戶合約收入與分部資料所披露金額之對賬。

		For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度		
		Segment revenue 分部收入 RMB'000 人民幣千元	Adjustment and eliminations 調整及對銷 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
Sale and distribution of merchandise	銷售及分銷商品	531,973	(667)	531,306
Provision of interior design and building engineering services	提供室內設計及建築工程服務	28,457	–	28,457
Total revenue	總收入	560,430	(667)	559,763

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

5. REVENUE (Continued)

(ii) Performance obligations for contracts with customers

Sale and distribution of merchandise

The Group sells a range of building materials, home improvement materials, and furnishings to the wholesale market and directly to customers through its own retail outlets. During the course of business, the Group engages in trading of bulk commodities with its customers from time to time.

For sales of building materials, home improvement materials and furnishings to the wholesale market, revenue is recognised when control of the goods has transferred, being when the goods have been delivered to the wholesaler's specific location (delivery). Following the delivery, the wholesaler has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods.

5. 收入(續)

(ii) 與客戶的合約的履約責任

銷售及分銷商品

本集團於批發市場及透過其自有零售店直接向客戶銷售一系列建材、家居裝修材料及傢俱。於業務過程中，本集團會不時與其客戶進行大宗商品貿易。

就於批發市場銷售建材、家居裝修材料及傢俱而言，收入於貨品控制權轉移時(即當貨品交付予批發商指定之地點時(交付))確認。於交付後，批發商可全權酌情釐定貨品之分銷方式及銷售價格，並主要負責貨品之銷售，並須承擔有關貨品過期及損失之風險。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

5. REVENUE (Continued)

(ii) Performance obligations for contracts with customers (Continued)

Sale and distribution of merchandise

(Continued)

The Group generally allows a credit period ranging from 0 day to 360 days upon delivery, depending on the type of products sold. For those new customers, the Group will request deposits from them who entered into the sales contracts, this will give rise to contract liabilities at the start of a contract, until the customers obtain control of the goods. The amounts of deposits requested vary amongst different contracts.

For sales of home improvement materials and furnishings to retail customers, revenue is recognised when control of the goods has transferred, being at the point the customer purchases the goods at the retail outlet. Payment of the transaction price is due immediately at the point the customer purchases the goods.

The wholesalers, retail customers and customers of bulk commodity trading have neither rights of return nor rights to defer or avoid payment for the goods once the goods are accepted by them. A contract liability is recognised for consideration received for which revenue has not yet been recognised.

5. 收入(續)

(ii) 與客戶的合約的履約責任(續)

銷售及分銷商品(續)

本集團一般允許介乎交付後0日至360日之信貸期，視乎所出售產品的類別而定。就該等新客戶而言，本集團將要求訂立銷售合約之新客戶支付按金，此舉將於合約開始時產生合約負債，直至客戶取得貨品控制權為止。所要求之按金金額視乎不同合約而有所不同。

就向零售客戶銷售家居裝修材料及傢俱而言，收入於貨品控制權轉移時確認，即客戶於零售店購買貨品之時間點。交易價格於客戶購買貨品之時間點即時到期應付。

批發商、零售客戶及大宗商品貿易客戶一旦接受貨品，則無退貨權利或就貨品延遲或避免付款之權利。本集團就未確認收入之已收代價確認合約負債。

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

5. REVENUE (Continued)

(ii) Performance obligations for contracts with customers (Continued)

Sale and distribution of merchandise

(Continued)

For the trading of bulk commodity, the Group would sell a commodity within a short period after purchase under which profit would be generated or loss may be incurred from these transactions. Since these trading contracts are entered into for the sole purposes of the receipt or delivery of the commodity in accordance with the Group's expected purchase or sale and, accordingly, these contracts are accounted for as revenue and cost of sales. Revenue is recognised when control of the commodity has transferred, being when the commodity have been delivered to the customers' specific location (delivery). Following the delivery, the customers have full discretion over the manner of distribution and price to sell the commodity, has the primary responsibility when on selling the commodity and bears the risks of obsolescence and loss in relation to the commodity.

The Group generally allows a credit period ranging from 0 day to 360 days upon delivery, depending on the type of products sold. For those new customers, the Group may request deposits from them who entered the sales contracts, this will give rise to contract liabilities at the start of a contract, until the customers obtain control of the goods. The amounts of deposits requested vary amongst different contracts.

5. 收入(續)

(ii) 與客戶的合約的履約責任(續)

銷售及分銷商品(續)

就大宗商品貿易而言，本集團會在購買後短時期內出售某一商品，並據此可能自該等交易產生溢利或蒙受虧損。由於訂立該等貿易合約之唯一目的為根據本集團之預期採購或銷售收取或交付該商品，因此該等合約作為收入及銷售成本入賬處理。收入在商品控制權轉移時確認，即商品已交付到客戶的特定地點(交貨)。在交付之後，客戶可以完全自行決定銷售商品的分銷方式和價格，在銷售商品時承擔主要責任，並承擔與商品相關的陳舊和損失的風險。

本集團一般允許介乎交付後0日至360日之信貸期，視乎所出售產品的類別而定。就該等新客戶而言，本集團可能要求訂立銷售合約之新客戶支付按金，此舉將於合約開始時產生合約負債，直至客戶取得商品控制權為止。所要求之按金額視乎不同合約而有所不同。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

5. REVENUE (Continued)

(ii) Performance obligations for contracts with customers (Continued)

Interior design and building engineering services

The Group provides interior design and building engineering services to customers. Such services are recognised as a performance obligation satisfied over time as the Group creates or enhances an asset that the customer controls as the asset is created or enhanced. Revenue is recognised for these services based on the stage of completion of the contract using input method.

The Group's interior design and building engineering service contracts include payment schedules which require stage payments over the service period once certain specified milestones are reached. The Group requires certain customers to provide upfront deposits ranged from 20% to 60% of total contract sum, when the Group receives a deposit before interior design and building engineering services commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the specific contract exceeds the amount of the deposit.

5. 收入(續)

(ii) 與客戶的合約的履約責任(續)

室內設計及建築工程服務

本集團向客戶提供室內設計及建築工程服務。隨著本集團創建或增強客戶於創建或增強時控制的資產，有關服務確認為隨時間達成之履約責任。收入使用投入法按合約完成階段就該等服務確認。

本集團之室內設計及建築工程服務合約包括付款時間表，當中規定於整個服務期內於若干特定里程碑獲達成時即時作出階段付款。本集團要求若干客戶提供介乎合約總額20%至60%之前期按金，於本集團於室內設計及建築工程服務開始前收取按金時，將於合約開始時產生合約負債，直至就特定合約確認之收入超出按金金額為止。

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綜合財務報表附註

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

5. REVENUE (Continued)

(ii) Performance obligations for contracts with customers (Continued)

Interior design and building engineering services (Continued)

A contract asset, net of contract liability related to the same contract, is recognised over the period in which the interior design and building engineering services are performed representing the Group's right to consideration for the services performed because the rights are conditioned on the Group's future performance in achieving specified milestones. The contract assets are transferred to trade receivables when the rights become unconditional. The Group typically transfer the contract assets to trade receivables when the Group issued invoice to the customers based on the value of work.

Retention receivables, prior to expiration of defect liability period, are classified as contract assets, which ranges from one to five years from the date of the practical completion of the construction. The relevant amount of contract asset is reclassified to trade receivables when the defect liability period expires. The defect liability period serves as an assurance that the interior design and building engineering services performed comply with agreed-upon specifications and such assurance cannot be purchased separately.

5. 收入(續)

(ii) 與客戶的合約的履約責任(續)

室內設計及建築工程服務(續)

合約資產(扣除與同一合約有關之合約負債)於履行室內設計及建築工程服務期間(即本集團有權就所履行服務收取代價期間)確認,原因為有關權利取決於本集團達成指定里程碑的日後表現。合約資產於有關權利成為無條件時轉撥至貿易應收款項。本集團一般於本集團向客戶發出票據時按工程價值將合約資產轉撥至貿易應收款項。

應收保留金於缺陷責任期屆滿前歸類為合約資產,其範圍於實際建築完成之日起一至五年。當缺陷責任期屆滿時,相關的合約資產金額重新分類為貿易應收賬項。缺陷責任期用於保證所執行的室內設計及建築工程服務符合協定的規範,並且不能單獨購買此類保證。

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

5. REVENUE (Continued)

(ii) Performance obligations for contracts with customers (Continued)

Interior design and building engineering services (Continued)

The Group considers the promised amount of consideration contain significant financing component and accordingly the amount of consideration is adjusted for the effects of the time value of money taking into consideration the credit characteristics of the Group. The Group applies a discount rate that would be reflected in a separate financing transaction between the Group and the customer at the date of transfer of the associated goods or services. The Group recognises interest income during the period between the payment from customers and the transfer of the associated goods or services.

5. 收入(續)

(ii) 與客戶的合約的履約責任(續)

室內設計及建築工程服務(續)

本集團認為承諾代價金額包含重大融資部分，因此於考慮到本集團之信貸特徵後，代價金額已就金錢時間價值之影響作調整。本集團應用反映於本集團與客戶於轉讓相關貨品或服務當日之獨立融資交易之貼現率。本集團於客戶付款至轉讓相關貨品或服務期間確認利息收入。

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綜合財務報表附註

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

5. REVENUE (Continued)

(ii) Performance obligations for contracts with customers (Continued)

Online distribution and electronic marketing

The Group also offers its customers online distribution and electronic marketing services through a multi-channel network. During the contractual period, the Group will provide advisory services on product pricing, upgrade customers' online selling or live channel platforms' interfaces, offer training courses on online selling strategies, source suitable key opinion leaders to promote customers' products through online live channels, and provide repair and maintenance services for customers' online live channels. Revenue is recognised when the services are rendered over time since these services provide all of the benefits that are received and consumed simultaneously by the customers. The performance obligation is satisfied when customers use the Group's advertising and internet information services in their daily operations for selling or promoting their owned products through different online platforms. The transaction price for the services is charged at a predetermined fixed rate with no significant variable consideration. Invoices are issued on a monthly basis and are usually payable within 30 days.

During the year ended 31 December 2023 and 2022, the Group decided to temporarily suspend the business of online distribution and electronic marketing after thorough consideration of the potential profitability of the business, the cost of maintaining the online distribution platform, and the changes in the e-commerce licensing policies in the PRC. As a result, there had been no revenue generated from the online distribution and electronic marketing business in FY2023 and FY2022.

5. 收入(續)

(ii) 與客戶的合約的履約責任(續)

線上分銷及網絡營銷

本集團亦通過多渠道網絡向客戶提供線上分銷及網絡營銷服務。於合約期內，本集團將提供有關產品定價的建議服務，升級客戶線上銷售或直播渠道平台的界面，提供線上銷售策略培訓課程，尋找合適的主要意見領袖，以通過線上直播渠道推廣客戶產品，並為客戶的線上直播頻道提供維修及維護服務。由於該等服務提供的所有收入同時由客戶收取及消費，故收入當服務按時間推移時確認。履約責任當客戶於其日常業務過程中通過不同線上平台銷售或推廣其自有產品使用本集團廣告及互聯網資料服務時得以實現。服務交易價按無重大可變代價之預定固定利率扣除。發票乃按月發出，通常須於30日內支付。

於截至二零二三年及二零二二年十二月三十一日止年度內，經全面考慮該業務的潛在盈利能力、維護線上分銷平台的成本及中國電子商務許可政策的變化，本集團決定暫停線上分銷及網絡營銷業務。因此，線上分銷及網絡營銷業務於二零二三財政年度及二零二二財政年度並未產生任何收入。

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

5. REVENUE (Continued)

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

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2023 and 31 December 2022 and the expected timing of recognising revenue are as follows:

At 31 December 2023

		Sale and distribution of merchandise	Provision of interior design and building engineering services	Total
		銷售及分銷商品	提供室內設計及建築工程服務	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Within one year	一年內	–	318,214	318,214

At 31 December 2022

		Sale and distribution of merchandise	Provision of interior design and building engineering services	Total
		銷售及分銷商品	提供室內設計及建築工程服務	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Within one year	一年內	–	378,272	378,272

5. 收入(續)

(iii) 分配至與客戶合約的餘下履約責任的交易價

於二零二三年十二月三十一日及二零二二年十二月三十一日分配至餘下履約責任(未達成或部分未達成)之交易價及預期確認收入時間如下：

於二零二三年十二月三十一日

		Sale and distribution of merchandise	Provision of interior design and building engineering services	Total
		銷售及分銷商品	提供室內設計及建築工程服務	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Within one year	一年內	–	318,214	318,214

於二零二二年十二月三十一日

		Sale and distribution of merchandise	Provision of interior design and building engineering services	Total
		銷售及分銷商品	提供室內設計及建築工程服務	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Within one year	一年內	–	378,272	378,272

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綜合財務報表附註

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

6. SEGMENT INFORMATION

Information reported to the Chief Executive Officer of the Company, being the chief operating decision maker (CODM), make decisions about resource allocation based on the revenue by types of goods or services delivered or provided and reviews reports on the financial performance of the Group as a whole. No other discrete financial information is reviewed by the CODM for the assessment of performance of the Group. Therefore, no other segment information is presented. The Group is currently organised into the following two revenue streams as follows:

1. Sale and distribution of merchandise
2. Provision of interior design and building engineering services

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable segments:

6. 分部資料

有關資料向本公司行政總裁(即主要經營決策者(「主要經營決策者」))呈報，彼根據按所交付貨品或所提供服務之類別劃分之收入作出有關資源分配之決定，並審閱有關本集團整體財務表現之報告。主要經營決策者概無審閱其他獨立財務資料以評估本集團表現。因此，概無呈列其他分部資料。本集團目前由以下兩個收入來源構成：

1. 銷售及分銷商品
2. 提供室內設計及建築工程服務

分部收入及業績

本集團之收入及業績按呈報分部劃分之分析如下：

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

6. SEGMENT INFORMATION (Continued)

Segment revenues and results (Continued)

Year ended 31 December 2023

		Sale and distribution of merchandise 銷售及 分銷商品 RMB'000 人民幣千元	Provision of interior design and building engineering services 提供室內設計及 建築工程服務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment Revenue	分部收入			
Segment Revenue	分部收入	629,482	–	629,482
Less: Inter-segment sales	減：分部間銷售	–	–	–
External sales	外部銷售	629,482	–	629,482
Segment cost of sales	分部銷售成本	(628,865)	–	(628,865)
Segment gross profit	分部毛利	617	–	617

Year ended 31 December 2022

6. 分部資料(續)

分部收入及業績(續)

截至二零二三年十二月三十一日止年度

		Sale and distribution of merchandise 銷售及 分銷商品 RMB'000 人民幣千元	Provision of interior design and building engineering services 提供室內設計及 建築工程服務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment Revenue	分部收入			
Segment Revenue	分部收入	531,973	28,457	560,430
Less: Inter-segment sales	減：分部間銷售	(667)	–	(667)
External sales	外部銷售	531,306	28,457	559,763
Segment cost of sales	分部銷售成本	(507,173)	(22,271)	(529,444)
Segment gross profit	分部毛利	24,133	6,186	30,319

截至二零二二年十二月三十一日止年度

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

6. SEGMENT INFORMATION (Continued)

Segment revenues and results (Continued)

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3. Segment gross profit represents the gross profit earned by each segment without allocation of other income, other gains and losses, distribution and selling expenses, administrative expenses, provision for impairment losses under expected credit loss model, net and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

Inter-segment sales are charged at costs.

The CODM makes decisions according to operating results of each segment. No analysis of segment asset and segment liability is presented as the CODM does not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment gross profit are presented.

6. 分部資料(續)

分部收入及業績(續)

經營分部之會計政策與附註3所述之本集團會計政策相同。分部毛利指各分部在未分配其他收入、其他收益及虧損、分銷及銷售開支、行政開支、預期信貸虧損模型下之減值虧損撥備，淨額及財務成本前賺取之毛利。此為就資源分配及表現評估向主要經營決策者呈報之計量。

分部間銷售按成本收費。

主要經營決策者根據各分部之經營業績作出決策。概無呈列分部資產及分部負債分析，原因為主要經營決策者並無就資源分配及表現評估定期審閱有關資料。因此，僅呈列分部收入及分部毛利。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

6. SEGMENT INFORMATION (Continued)

Segment revenues and results (Continued)

Geographical information

The Group's operations are located in the PRC (country of domicile) and Hong Kong.

Information about the Group's revenue from external customers is presented based on the location of the relevant customers. Information about the Group's non-current assets is presented based on the geographical location of the assets.

6. 分部資料(續)

分部收入及業績(續)

地區資料

本集團業務位於中國(所在國家)及香港。

有關本集團來自外部客戶之收入之資料乃按相關客戶地點呈列。有關本集團非流動資產之資料乃按資產地理位置呈列。

		Revenue from external customers 來自外部客戶之收入		Non-current assets 非流動資產 (Note) (附註)	
		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
The PRC	中國	629,482	559,763	105,263	174,302
Hong Kong	香港	–	–	1,144	–
		629,482	559,763	106,407	174,302

Note:

Non-current assets excluded financial assets at fair value through profit or loss and deferred tax assets.

附註：

非流動資產不包括按公平值計入損益的金融資產及遞延稅項資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

6. SEGMENT INFORMATION (Continued)

Segment revenues and results (Continued)

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total sales of the Group are as follows:

		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
Customer A	客戶 A	496,753 ¹	N/A 不適用*
Customer B	客戶 B	63,526 ¹	71,932 ¹
Customer C	客戶 C	59,061 ¹	N/A 不適用*
Customer D	客戶 D	N/A 不適用*	108,100 ¹
Customer E	客戶 E	N/A 不適用*	88,406 ¹
Customer F	客戶 F	N/A 不適用*	55,344 ¹
Customer G	客戶 G	N/A 不適用*	55,034 ¹

¹ Revenue from bulk commodity trade.

* The customers contributed less than 10% of the total revenue of the Group.

* At the beginning of the business, approximately RMB344,590,000 of the bulk trade sales made in 2023 were purchased by the customers' related parties.

6. 分部資料(續)

分部收入及業績(續)

有關主要客戶之資料

於相應年度，來自貢獻本集團總銷售額 10% 以上之客戶之收入如下：

		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
Customer A	客戶 A	496,753 ¹	N/A 不適用*
Customer B	客戶 B	63,526 ¹	71,932 ¹
Customer C	客戶 C	59,061 ¹	N/A 不適用*
Customer D	客戶 D	N/A 不適用*	108,100 ¹
Customer E	客戶 E	N/A 不適用*	88,406 ¹
Customer F	客戶 F	N/A 不適用*	55,344 ¹
Customer G	客戶 G	N/A 不適用*	55,034 ¹

¹ 來自大宗商品貿易之收入。

* 該等客戶貢獻本集團總收入的 10% 以下。

* 於該業務開始時，二零二三年的大宗貿易銷售額約人民幣 344,590,000 元由客戶的關聯方購買。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

7. OTHER INCOME

7. 其他收入

		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
Interest income from trade and other receivables and prepayments	貿易及其他應收款項以及預付款項之利息收入	–	6,479
Bank interest income	銀行利息收入	11	260
Rental income (Note)	租金收入(附註)	–	852
Sundry income	雜項收入	92	117
		103	7,708

Note:

The amount represented rental income arising from operating leases of investment properties in which the lease payments that are fixed.

附註：

該金額指租賃付款為固定之投資物業經營租賃產生之租金收入。

8. OTHER (LOSSES)/GAINS, NET

8. 其他(支出)/收入，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
Investment income from the receivable relating to the refund of investment proceeds	投資所得款項退還相關應收款項之投資收益	–	3,963
Loss from changes in fair value of investment properties (Note 18)	投資物業公平值變動之虧損(附註 18)	(14,100)	(1,766)
Net foreign exchange gains/(losses)	外幣匯兌收益/(虧損)淨額	(1,414)	196
Others	其他	(317)	552
		(15,831)	2,945

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

9. FINANCE COSTS

9. 財務成本

		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 on bank borrowings	銀行借款利息	6,956	8,282
Effective interest expense on convertible loan notes (Note 29)	可換股貸款票據之實際利息 開支(附註29)	2,757	5,155
Interest on lease liabilities	租賃負債利息	8	2
		9,721	13,439

10. PROVISION FOR IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET

10. 預期信貸虧損模型下之減值虧損撥備，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
Impairment losses recognised/ (reversed) on	就以下各項確認/ (撥回)之減值虧損		
— contract assets	— 合約資產	16,600	5,019
— trade receivables	— 貿易應收款項	349,640	9,022
— other receivables and deposits	— 其他應收款項及按金	(358)	19,139
		365,882	33,180

Details of impairment assessment are set out in Note 37(b).

減值評估詳情載於附註37(b)。

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

11. INCOME TAX EXPENSE

11. 所得稅開支

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
PRC EIT	中國企業所得稅		
— Current tax	— 即期稅項	—	3,707
— Overprovision in prior years	— 過往年度撥備超額撥備	(33)	—
		(33)	3,707
Deferred tax (Note 32)	遞延稅項(附註32)	10,633	(3,590)
		10,600	117

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and is exempted from the Cayman Islands income tax.

本公司根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司，獲豁免繳納開曼群島所得稅。

The Company's subsidiary in the BVI was incorporated under International Business Companies Act of the BVI and is exempted from the BVI income tax.

本公司之附屬公司乃根據英屬處女群島國際商業公司法於英屬處女群島註冊成立，獲豁免繳納英屬處女群島所得稅。

No provision for taxation in Hong Kong has been made as the Group's income neither arises in, nor is derived from, Hong Kong.

概無就香港稅項作出撥備，原因為本集團之收入並非於香港產生或源自香港。

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司於兩個年度之稅率均為25%。

Notes to the Consolidated Financial Statements

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

11. INCOME TAX EXPENSE (Continued)

The income tax expense for the years can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

11. 所得稅開支(續)

年內所得稅開支可與綜合損益及其他全面收益表之除稅前溢利對賬如下：

		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
(Loss)/profit before tax	除稅前(虧損)/溢利	(487,980)	(39,799)
Tax at PRC EIT rate of 25%	按中國企業所得稅稅率25% 計算之稅項	(121,995)	(9,950)
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	-	(1,794)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	-	2,979
Overprovision in respect of prior years	過往年度撥備超額撥備	33	-
Tax effect of temporary differences utilised from previous periods	動用過往期間暫時性差異之稅務影響	(10,257)	-
Tax effect of tax losses utilised from previous periods	動用過往期間稅項虧損之稅務影響	(376)	(89)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	6,984	8,971
Tax effect of temporary differences not recognised	未確認暫時性差異之稅務影響	115,011	-
Income tax expense for the year	年內所得稅開支	10,600	117

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

12. (LOSS)/PROFIT FOR THE YEAR

12. 年內(虧損)/溢利

Loss/(profit) for the year has been arrived at after charging/(crediting):

年內虧損/(溢利)乃經扣除/(計入)以下各項後達致：

		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
Directors' remuneration (Note 13)	董事薪酬(附註13)	2,911	4,568
Other staff salaries, allowances and benefits in kind	其他員工薪金、津貼及實物福利	3,382	5,205
Retirement benefit scheme contributions for other staff	為其他員工作出之退休福利計劃供款	230	447
Equity-settled share-based payment expenses for other staff	其他員工之以股本支付以股份為基礎之付款開支	-	4,210
Total staff costs	員工成本總額	6,523	14,430
Auditor's remuneration	核數師薪酬	970	1,139
Depreciation of property, plant and equipment (Note 16)	物業、廠房及設備折舊(附註16)	1,999	5,028
Depreciation of right-of-use assets (Note 17)	使用權資產折舊(附註17)	150	314
Equity-settled share-based payment expenses for consultants	顧問之以股本支付以股份為基礎之付款開支	-	6,046
Reversal of write-down of inventories	撇減存貨撥回	-	(1,666)
Variable rental payments in respect of office premises and retail stores — Lease rental payment*	有關辦公室物業及零售店舖之可變租金付款 — 租賃租金付款*	195	1,573
Gross rental income from investment properties	投資物業租金收入總額	-	(852)
Less: direct operating expenses incurred for investment properties that generated rental income during the year	減：年內產生租金收入之投資物業所引致之直接營運開支	18	163
		18	(689)

* The amount represents the short-term leases entered with lease term ended within one year.

* 該金額指所訂立之短期租賃，租期於一年內結束。

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

13. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

(a) Directors' and chief executive's emoluments

Directors' and chief executives' remuneration for the year, disclosed pursuant to the application Listing Rules and the Hong Kong Companies Ordinance, is as follows:

For the year ended 31 December 2023

13. 董事、最高行政人員及僱員的薪酬

(a) 董事及最高行政人員的薪酬

年內董事及最高行政人員的薪酬根據適用上市規則及香港公司條例披露如下：

截至二零二三年十二月三十一日止年度

Name of Directors	董事姓名	Fees	Salaries and allowances	Performance related bonuses	Retirement benefit	Equity-settled	Total
					contributions	share-based expenses	
		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						
Ms. Hou Wei	侯薇女士	1,440	139	-	6	-	1,585
Mr. Yang Baikang	楊柏康先生	240	-	-	-	-	240
Mr. Liu Xianxiu	劉賢秀先生	240	112	-	24	-	376
		1,920	251	-	30	-	2,201
Non-executive director	非執行董事						
Mr. Hou Bo	侯波先生	240	-	-	-	-	240

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

13. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

(a) Directors' and chief executive's emoluments (Continued)

For the year ended 31 December 2023
(Continued)

Name of Directors	董事姓名	Fees	Salaries and allowances	Performance related bonuses	Retirement benefit	Equity-settled	Total
					contributions	share-based expenses	
		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
Independent non-executive director		獨立非執行董事					
Mr. Ho Hin Yip	何衍業先生	240	-	-	-	-	240
Mr. Ye Yihui	葉義輝先生	110	-	-	-	-	110
Mr. Hou Lianchang	侯聯昌先生	120	-	-	-	-	120
		470	-	-	-	-	470
Chief executive officer		行政總裁					
Ms. Deng Yiji	鄧禕禕女士	-	600	-	18	-	618
Total	總計	2,630	851	-	48	-	3,529

13. 董事、最高行政人員及僱員的薪酬(續)

(a) 董事及最高行政人員的薪酬(續)

截至二零二三年十二月三十一日止年度(續)

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

13. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

(a) Directors' and chief executive's emoluments (Continued)

For the year ended 31 December 2022

Name of Directors	董事姓名	Fees	Salaries and allowances	Performance related bonuses	Retirement benefit	Equity-settled	Total
					contributions	share-based expenses	
		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					
Ms. Hou Wei	侯薇女士	1,440	139	-	6	236	1,821
Mr. Yang Baikang	楊柏康先生	240	-	-	-	235	475
Mr. Liu Xianxiu	劉賢秀先生	240	112	-	24	236	612
		1,920	251	-	30	707	2,908
Non-executive director		非執行董事					
Mr. Hou Bo	侯波先生	240	-	-	-	235	475

13. 董事、最高行政人員及僱員的薪酬(續)

(a) 董事及最高行政人員的薪酬(續)

截至二零二二年十二月三十一日止年度

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

13. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

(a) Directors' and chief executive's emoluments (Continued)

For the year ended 31 December 2022
(Continued)

Name of Directors	Fees	Salaries and allowances	Performance related bonuses	Retirement benefit scheme contributions	Equity-settled share-based expenses	Total
	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
Independent non-executive director	獨立非執行董事					
Mr. Ho Hin Yip	240	-	-	-	235	475
Mr. Ye Yihui	120	-	-	-	235	355
Mr. Hou Lianchang	120	-	-	-	235	355
	480	-	-	-	705	1,185
Chief executive officer	行政總裁					
Ms. Deng Yiji	-	600	-	18	-	618
Total	2,640	851	-	48	1,647	5,186

Performance related bonuses is recommended by the remuneration committee of the Company and is approved by the board of directors, with reference to the Group's operating results, individual performance and comparable market statistics.

表現相關花紅由本公司薪酬委員會建議，並由董事會批准，當中已參考本集團之營運業績、個人表現及可資比較市場統計數據。

13. 董事、最高行政人員及僱員的薪酬(續)

(a) 董事及最高行政人員的薪酬(續)

截至二零二二年十二月三十一日止年度(續)

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

13. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

(a) Directors' and chief executive's emoluments (Continued)

The executive directors' and chief executives' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The non-executive directors' emoluments shown above were for their services as directors of the Company and its subsidiaries, if applicable. The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

In addition to the directors' remuneration presented above, the Group also provides other non-monetary benefits (such as cars) to Ms. Hou Wei. During the year ended 31 December 2023, depreciation of property, plant and equipment in relation to these non-monetary benefits amounted to nil (2022: nil).

No emoluments were paid by the Group to the directors as an inducement to join, or upon joining the Group, or as compensation for loss of office during both years.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during both years.

13. 董事、最高行政人員及僱員的薪酬(續)

(a) 董事及最高行政人員的薪酬(續)

上文所示之執行董事及最高行政人員之薪酬主要為有關彼等管理本公司及本集團事務之服務之薪酬。上文所示非執行董事之薪酬為彼等擔任本公司及其附屬公司(如適用)董事之薪酬。上文所示之獨立非執行董事薪酬主要為彼等擔任本公司董事之薪酬。

除上文呈列之董事薪酬外，本集團亦向侯薇女士提供其他非金錢福利(例如汽車)。截至二零二三年十二月三十一日止年度，有關該等非金錢福利之物業、廠房及設備折舊為零(二零二二年：零)。

於兩個年度，本集團概無向董事支付薪酬作為彼等加入本集團或加入時的獎勵或作為離職補償。

於兩個年度，概無董事或行政總裁據此豁免或同意豁免任何薪酬之安排。

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

13. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

(b) Employees' emoluments

The five highest paid employees of the Group during year ended 31 December 2023 included three directors (2022: three directors) and one (2022: one) chief executive of the Company, details of whose remuneration are set out in the disclosures above. Details of the remuneration for the year ended 31 December 2023 of the remaining one (2022: one) highest paid employee who is neither director nor chief executive of the Company are as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Salaries, allowance and other benefits in kind	薪金、津貼及其他實物福利	941	941
Equity-settled share-based expense	以股本支付以股份為基礎之開支	-	1,723
Retirement benefit scheme contributions	退休福利計劃供款	15	15
		956	2,679

13. 董事、最高行政人員及僱員的薪酬(續)

(b) 僱員薪酬

本集團於截至二零二三年十二月三十一日止年度之五名最高薪酬僱員包括三名董事(二零二二年：三名董事)及本公司一名(二零二二年：一名)最高行政人員，彼等之薪酬詳情載於上文之披露事項。截至二零二三年十二月三十一日止年度，餘下一名(二零二二年：一名)並非本公司董事或最高行政人員之最高薪酬僱員之薪酬詳情如下：

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

13. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

(b) Employees' emoluments (Continued)

The number of the highest paid employee who is not director nor chief executive officer of the Company whose remuneration fell within the following bands:

		No. of employees 僱員人數	
		2023 二零二三年	2022 二零二二年
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	1	–
HK\$2,500,001 to HK\$3,000,000	2,500,001 港元至 3,000,000 港元	–	1

(c) Directors' material interest in transactions, arrangements or contracts

Save for disclosed, no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

14. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 31 December 2023, nor has any dividend been proposed since the end of the reporting period (2022: Nil).

13. 董事、最高行政人員及僱員的薪酬(續)

(b) 僱員薪酬(續)

並非本公司董事或行政總裁之最高薪酬僱員屬以下範圍薪酬之人數：

(c) 董事於交易、安排或合約之重大權益

除所披露者外，本公司概無於年終或年內任何時間訂有任何本公司董事及董事關連方於當中直接或間接擁有任何重大權益且與本集團業務有關之重大交易、安排及合約。

14. 股息

截至二零二三年十二月三十一日止年度，概無向本公司普通股股東派付或擬派付股息，自報告期末起亦無任何擬派付之股息(二零二二年：無)。

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

15. LOSS PER SHARE (Continued)

For the period ended 31 December 2023 and 2022, the convertible loan notes and share options had an anti-dilutive effect on the basic earnings per share and were ignored in the calculation of diluted earnings per share.

Note: The comparative figures relating to the number of shares had been restated as a result of the share consolidation of the Company became effective on 13 December 2022.

The weighted average number of ordinary shares for the purpose of basic loss per share for the year ended 31 December 2022 has been restated for the capital reorganisation of the Company on 13 December 2023.

For the year ended 31 December 2023, the share options had an anti-dilutive effect on the basic loss per share and were ignored in the calculation of diluted loss per share.

For the years ended 31 December 2023 and 2022, the convertible loan notes had an anti-dilutive effect on the basic loss per share and were ignored in the calculation of diluted loss per share.

15. 每股虧損(續)

截至二零二三年及二零二二年十二月三十一日止期間，可換股貸款票據對每股基本盈利具有反攤薄作用，計算每股攤薄盈利時並無計入該等可換股貸款票據及購股權之有關影響。

附註：由於本公司的股份合併於二零二二年十二月十三日生效，有關股份數目的比較數字已獲重列。

用於計算截至二零二二年十二月三十一日止年度之每股基本虧損之普通股加權平均數目已就本公司於二零二三年十二月十三日之股本重組予以重列。

於截至二零二三年十二月三十一日止年度，購股權對每股基本虧損具反攤薄作用，及計算每股攤薄虧損時並無計入該等購股權之有關影響。

截至二零二三年及二零二二年十二月三十一日止年度，可換股貸款票據對每股基本虧損具有反攤薄作用，及計算每股攤薄虧損時並無計入該等可換股貸款票據之有關影響。

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

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Owned properties	Motor vehicles	Furniture, fixtures and office equipment	Leasehold improvements	Construction in progress	Total
		自有物業 RMB'000 人民幣千元	汽車 RMB'000 人民幣千元	傢俱、 固定裝置及 辦公室設備 RMB'000 人民幣千元	租賃裝修 RMB'000 人民幣千元	在建工程 RMB'000 人民幣千元	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	30,080	4,248	1,184	25,839	-	61,351
Disposal	出售	-	(98)	-	(23,239)	-	(23,337)
Transfer to investment properties (Note 18)	撤銷/重新分類轉撥至 投資物業(附註 18)	(651)	-	-	-	-	(651)
Exchange realignment	匯兌調整	-	275	-	-	-	275
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	29,429	4,425	1,184	2,600	-	37,638
Disposal	出售	-	-	-	-	-	-
Transfer to investment properties (Note 18)	轉撥至投資物業 (附註 18)	-	-	-	-	-	-
Exchange realignment	匯兌調整	-	-	-	-	-	-
At 31 December 2023	於二零二三年 十二月三十一日	29,429	4,425	1,184	2,600	-	37,638
DEPRECIATION	折舊						
At 1 January 2022	於二零二二年一月一日	10,939	2,408	927	22,077	-	36,342
Provided for the year (Note 12)	年內撥備(附註 12)	932	315	60	3,721	-	5,028
Eliminated on write-off/ reclassification	於撤銷/重新分類時 對銷	-	(93)	-	(23,239)	-	(23,332)
Transfer to investment properties (Note 18)	轉撥至投資物業 (附註 18)	(265)	-	-	-	-	(265)
Exchange realignment	匯兌調整	-	160	-	-	-	160
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	11,597	2,790	987	2,559	-	17,933
Provided for the year (Note 12)	年內撥備(附註 12)	1,475	452	31	41	-	1,999
Exchange realignment	匯兌調整	-	(157)	-	-	-	(157)
At 31 December 2023	於二零二三年 十二月三十一日	13,072	3,085	1,018	2,600	-	19,775
CARRYING AMOUNT	賬面值						
At 31 December 2023	於二零二三年 十二月三十一日	16,357	1,340	166	-	-	17,863
At 31 December 2022	於二零二二年 十二月三十一日	17,832	1,635	197	41	-	19,705

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16. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The above items of property, plant and equipment are depreciated, after taking into account of their estimated residual values, on a straight-line method, at the following rates per annum:

Owned properties	3.3%
Motor vehicles	5% to 10%
Furniture, fixtures and office equipment	5% to 10%
Leasehold improvements	5% to 10%

During the year ended 31 December 2023, the Group leased out certain properties located in the PRC to independent third parties and transferred owner-occupied properties to investment properties. The total carrying amounts of the properties at the respective dates of transfer were RMB8,388,000 (2022: RMB9,850,000).

16. 物業、廠房及設備(續)

上述物業、廠房及設備項目於計及其估計剩餘價值後按直線法以下列年率折舊：

自有物業	3.3%
汽車	5%至10%
傢具、固定裝置及辦公室設備	5%至10%
租賃裝修	5%至10%

截至二零二三年十二月三十一日止年度，本集團出租位於中國之若干物業予獨立第三方，並將自用物業轉撥至投資物業。物業於各轉撥日期之賬面總值為人民幣8,388,000元(二零二二年：人民幣9,850,000元)。

17. RIGHT-OF-USE ASSETS

17. 使用權資產

		Leasehold lands 租賃土地 RMB'000 人民幣千元	offices premises and retail stores 辦公室物業及零售商店 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
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			
Carrying amount	賬面值	6,818	249	7,067
At 31 December 2023	於二零二三年十二月三十一日			
Carrying amount	賬面值	6,668	479	7,147

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17. RIGHT-OF-USE ASSETS (Continued)

During the year, major items included in the movement of right-of-use assets as followings:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Depreciation charge (Note 12)	折舊費用(附註12)	150	314
Additions to right-of-use assets	使用權資產增加	-	-
Termination of lease arrangement	終止租賃安排	-	-
Transfer to investment properties (Note 18)	轉撥至投資物業 (附註18)	-	1

During the year, total cash outflow for leases under financing activities as followings:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Total cash outflow for leases	租賃之現金流出總額	195	1,573

For both years, the Group leases various offices premises and retail stores for its operation. Lease contracts are entered into for fixed term of 1 year to 10 years with fixed payment. The Group does not have the option to purchase the leased properties at a nominal amount at the end of the relevant lease terms or any extension/termination options which are solely at the Group's discretion. The Group's obligations are secured by the rental deposits for such leases. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The Group determines the lease period to be the non-cancellable period based on the contractual terms of the contract.

17. 使用權資產(續)

年內，主要項目包括使用權資產之變動如下：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Depreciation charge (Note 12)	折舊費用(附註12)	150	314
Additions to right-of-use assets	使用權資產增加	-	-
Termination of lease arrangement	終止租賃安排	-	-
Transfer to investment properties (Note 18)	轉撥至投資物業 (附註18)	-	1

年內，融資活動項下租賃之現金流出總額如下：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Total cash outflow for leases	租賃之現金流出總額	195	1,573

於兩個年度，本集團租賃多個辦公室物業及零售店舖供其營運之用。租賃合約按固定年期1年至10年及固定付款訂立。本集團並無選擇權於相關租期結束時按象徵式金額收購租賃物業，亦無本集團可酌情行使之任何延長／終止權利。本集團之義務由有關租賃之租賃按金作抵押。租賃條款乃按個別基準磋商，並載有多項不同條款及條件。本集團根據合約之合約條款釐定租期為不可註銷期間。

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17. RIGHT-OF-USE ASSETS (Continued)

The Group regularly entered into short-term leases for retail booths. As at 31 December 2023 and 2022, the portfolio of short-term leases is similar to the portfolio of short term leases to which the short-term lease expense disclosed above.

The above items of right-of-use assets are depreciated on a straight-line method over the lease term.

During the year ended 31 December 2020, the Group with four independent third parties (“Business Partners”) bided the land use right with total amount of RMB57,700,000 which is situated at Shenzhen in the PRC. The portion invested by the Group amounted to approximately RMB5,758,000, which represented to 9.69% of the total consideration. All acquisition costs of land use right were fully paid by the Group and Business Partners. During the year ended 31 December 2020, the Group and Business Partners entered into the Land Transfer Agreement with the local government for the usage of the land use right with a period for 30 years from 15 September 2020.

The land use right has been obtained as at 31 December 2021.

17. 使用權資產(續)

本集團定期就零售攤位訂立短期租賃。於二零二三年及二零二二年十二月三十一日，短期租賃組合與上文披露之短期租賃開支之短期租賃組合類似。

上述使用權資產項目於租賃期按直線法折舊。

截至二零二零年十二月三十一日止年度，本集團與四名獨立第三方(「業務合作夥伴」)競標位於中國深圳的土地使用權，總額為人民幣57,700,000元。本集團投資的部分約為人民幣5,758,000元，佔總代價的9.69%。土地使用權的所有購置成本均由本集團及業務合作夥伴全額支付。截至二零二零年十二月三十一日止年度，本集團及業務合作夥伴與當地政府就土地使用權用途簽訂土地轉讓協議，有效期自二零二零年九月十五日起為期30年。

土地使用權已於二零二一年十二月三十一日獲得。

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

17. RIGHT-OF-USE ASSETS (Continued)

The Group has entered into Memorandum of Understanding Agreement with Business Partners, a commercial building will be constructed and developed on the abovementioned land and the Group will be the main constructor for the whole construction project. The directors of the Company expected that parts of the properties will be used as owned office and the remaining parts will be leased out for earning rental income when the commercial building completed.

During the year ended 31 December 2023, the Group leased out certain properties located in the PRC to independent third parties and transferred right-of-use assets to investment properties. The total carrying amount of the right-of-use assets at the date of transfer was approximately RMB930,000 (2022: RMB1,079,000).

Restrictions or covenants on leases

In addition, lease liabilities of approximately RMB273,000 (2022: RMB43,000) are recognised with related right-of-use assets of approximately RMB269,000 (2022: RMB44,000) as at 31 December 2023. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Details of the lease maturity analysis of lease liabilities are set out in Notes 31 and 37(b).

17. 使用權資產 (續)

本集團已與業務合作夥伴簽署諒解備忘錄協議，將於上述地塊建造及開發一幢商業樓宇，而本集團將作為整個建築項目的主要建設者。本公司董事預期，部分該等物業將用作為自有辦事處，其餘部分將於商業樓宇竣工時出租以賺取租金收入。

截至二零二三年十二月三十一日止年度，本集團出租若干位於中國之物業予獨立第三方，並將使用權資產轉撥至投資物業。於轉撥日期，使用權資產之總賬面值約為人民幣930,000元（二零二二年：人民幣1,079,000元）。

租賃限制或契諾

此外，於二零二三年十二月三十一日已就約人民幣273,000元（二零二二年：人民幣43,000元）之有關使用權資產確認租賃負債約人民幣269,000元（二零二二年：人民幣45,000元）。除出租人持有租賃資產之抵押權益外，租賃協議並無施加任何契諾。租賃資產不得用作為借款之抵押用途。

租賃負債之租賃到期分析詳情載於附註31及37(b)。

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

18. INVESTMENT PROPERTIES

During the years ended 31 December 2023 and 2022, the Group leases out commercial property units under operating leases with rentals receivable monthly. The leases typically run for an initial period of 1 year to 15 years and no unilateral rights to extend the lease beyond initial period held by the Group and lessees. Majority of the lease contracts contain market review clauses in the event the lessee exercises the option to extend.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

18. 投資物業

截至二零二三年及二零二二年十二月三十一日止年度，本集團根據經營租賃出租商業物業單位，租金為每月收取。租賃一般初步為期1年至15年，本集團及承租人均並無單方面權利於初步年期後延長租賃。大部分租約均載有承租人行使延長選擇權時之市場檢討條款。

本集團並無因租賃安排而承受外幣風險，原因為所有租賃均以集團實體各自之功能貨幣計值。租約並無載有剩餘價值擔保及／或承租人於租期結束時購買物業之選擇權。

		RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日	62,500
Transfer from property, plant and equipment (Note 16)	轉撥自物業、廠房及設備 (附註16)	386
Transfer from right-of-use assets (Note 17)	轉撥自使用權資產(附註17)	1
Decrease in fair value recognised in profit or loss (Note 8)	於損益內確認之公平值減少(附註8)	(1,766)
Increase in fair value recognised upon transfer from property, plant and equipment and right-of-use assets to investment properties in other comprehensive income	於其他全面收益內自物業、廠房及 設備以及使用權資產轉撥至投資 物業時確認之公平值增加	339

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18. INVESTMENT PROPERTIES (Continued)

18. 投資物業(續)

		RMB'000 人民幣千元
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	61,520
Transfer from property, plant and equipment (Note 16)	轉撥自物業、廠房及設備(附註16)	-
Transfer from right-of-use assets (Note 17)	轉撥自使用權資產(附註17)	-
Decrease in fair value recognised in profit or loss (Note 8)	於損益內確認之公平值減少(附註8)	(14,100)
Increase in fair value recognised upon transfer from property, plant and equipment and right-of-use assets to investment properties in other comprehensive income	於其他全面收益內自物業、廠房及設 備以及使用權資產轉撥至投資物業 時確認之公平值增加	-
At 31 December 2023	於二零二三年十二月三十一日	47,420

In determining the fair value of the investment properties, the Group engages the independent qualified professional valuer to perform the valuation. The management of the Group works closely with them to establish the appropriate valuation techniques and inputs to the model and explain the cause of fluctuations in the fair value of the investment properties to the board of directors.

In estimating the fair value of the properties, the highest and best use of the properties is their current use. The fair values of certain investment properties have been adjusted to exclude prepaid or accrued operating lease income to avoid double counting.

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used) at the end of reporting period.

於釐定投資物業公平值時，本集團委聘獨立合資格專業估值師進行估值。本集團管理層與其緊密合作，以制定適當估值方法及輸入模型之數據，並向董事會闡釋投資物業公平值波動之原因。

於估計物業公平值時，物業之最高及最佳用途為其目前用途。若干投資物業之公平值已作調整，以撇除預付或應計經營租賃收入，避免重複計算。

下表提供有關如何於報告期末釐定該等投資物業公平值之資料(尤其是估值方法及所用輸入數據)。

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

18. INVESTMENT PROPERTIES (Continued)

18. 投資物業(續)

Investment properties 投資物業	Valuation technique and fair value hierarchy 估值方法及公平值層級	Significant input(s) 重大輸入數據	Relationship of inputs to fair value 輸入數據與公平值關係
<p>2023: 10 units of a commercial building namely Jiyi Household Material City (with a gross floor area of 5,625.53 square metres) located at No. 2 Xianzi Middle Road, Chengjiang Town, Meixian District, Meizhou, Guangdong Province, the PRC (Note 1)</p> <p>二零二三年：位於中國廣東省梅州市梅縣區程江鎮惠梓中路2號的一幢商業樓宇的10個單元(建築面積為5,625.53平方米)，即集一家居建材城(附註1)</p>	<p>2023: Market approach Level 2 (Note 2)</p> <p>2022: Income approach Level 3</p> <p>二零二三年：市場法第2級(附註2)</p> <p>二零二二年：收入法第3級</p>	<p>2023: The market price per square metre ranged from RMB6,825 to RMB9,000</p> <p>2022: Monthly rental ranged from RMB500 to RMB150,000</p> <p>Term yield: 2.75%</p> <p>Reversionary yield: 3.25%</p> <p>二零二三年：市場單價每平米介乎人民幣6,825元至人民幣9,000元</p> <p>二零二二年：每月租金介乎人民幣500元至人民幣150,000元</p> <p>租期收益率：2.75%</p> <p>復歸收益率：3.25%</p>	<p>2023: The higher the market price per square metre, the higher the fair value and vice versa</p> <p>2022: A slight increase in the term yield and reversionary yield used would result in a significant decrease in fair value, and vice versa</p> <p>二零二三年：市場單價越高，公允價值越高，反之亦然</p> <p>二零二二年：所用之租期收益率及復歸收益率輕微增加將導致公平值大幅減少，反之亦然</p>
<p>2022: 15 units of a commercial building namely Jiyi Household Material City (with a gross floor area of 5,070.52 square metres) located at No. 2 Xianzi Middle Road, Chengjiang Town, Meixian District, Meizhou, Guangdong Province, the PRC (Note 1)</p> <p>二零二二年：中國廣東省梅州市梅縣區程江鎮惠梓中路2號的一幢商業樓宇的15個單元(建築面積為5,070.52平方米)，即集一家居建材城(附註1)</p>			
<p>2023: RMB47,420,000</p> <p>2022: RMB61,520,000</p> <p>位於中國之商業物業單位</p> <p>二零二三年：人民幣47,420,000元</p> <p>二零二二年：人民幣61,520,000元</p>			
<p>Note 1: The land use rights of the commercial building were granted for a term expiring on 4 September 2048 for composite uses.</p>			<p>附註1：商業樓宇獲授的土地使用權年期於二零四八年九月四日屆滿，作綜合用途。</p>
<p>Note 2: As disclosed in the Appendix, the subject property is currently subject to a litigation with a bank in Mianland China and the court has ordered the bank to receive the interests of the subject property as compensation. Considering the potential limitation in receiving rental incomes by the property owner, we have changed the valuation methodology to Market Approach which is not based on the income potential of a property to derive its capital value. Since the observable quoted prices of the comparables with adjustments are adopted in Market Approach, it is thus regarded as a Level-2 approach.</p>			<p>附註2：如本報告之附錄所披露，標的財產目前正在與中國大陸的一家銀行進行訴訟，法院已命令該銀行收取標的財產的利息作為賠償。考慮到業主收取租金收入的潛在限制，我們將估值方法改為市場法，該方法不是基於物業的收入潛力來推導其帳面價值。由於市場法採用可比公司經調整後的可觀察報價，因此被視為二級法。</p>
<p>There were no transfers into or out of Level 3 during the year (2022: Nil).</p>			<p>年內並無轉入或轉出第三級(二零二二年：無)。</p>

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

19. GOODWILL

For the purposes of impairment testing on goodwill, management allocated goodwill to the Group's cash — generating unit ("CGU") identified. The Group's goodwill arising on acquisition of the subsidiaries was allocated to the online distribution and e-marketing services and home decoration.

19. 商譽

就商譽減值測試而言，管理層將商譽分配至已確定的本集團現金產生單位（「現金產生單位」）。本集團因收購附屬公司而產生的商譽已分配至線上分銷及網絡營銷服務以及家居裝飾。

		Online distribution and e-marketing services CGU 線上分銷及 網絡營銷服務 現金產生單位 RMB'000 人民幣千元	Home decoration CGU 家居裝飾 現金產生單位 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost	成本			
At 31 December 2021 and 2022	於二零二一年及二零二二年十二月三十一日	37,411	15,797	53,208
Accumulated impairment losses	累計減值虧損			
At 1 January 2023	於二零二三年一月一日	1,175	—	1,175
		1,175	—	1,175
Impairment loss recognised	已確認減值虧損			
At 31 December 2023	於二零二三年十二月三十一日	37,411	15,797	53,208
Net carrying amount	賬面淨值			
At 31 December 2022	於二零二二年十二月三十一日	36,236	15,797	52,033
At 31 December 2023	於二零二三年十二月三十一日	—	—	—

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19. GOODWILL (Continued)

Online distribution and e-marketing services

The goodwill was arisen from a number of factors including the expected fast growing on the multi-channel network in the PRC, digital transformation on the traditional distribution channels, internet sales channel and assembled workforce of the acquired business. These benefits were not recognised separately from goodwill because they did not meet the recognition criteria for identifiable intangible assets.

Home decoration

The goodwill was arisen from a number of factors including the expected growing on the home interior design for residential properties in the PRC and assembled workforce of the acquired business. These benefits were not recognised separately from goodwill because they did not meet the recognition criteria for identifiable intangible assets.

None of the goodwill of the CGUs recognised is expected to be deductible for income tax purposes

Management provides the basis for conducting impairment tests on goodwill

Due to the enormous challenges faced by the business environment in the post pandemic era and the severe impact on the real estate and related upstream and downstream industries, the management of the Company has undergone significant transformation and adjustment of our business in the past two years to avoid greater losses. We have significantly reduced the online distribution and e-marketing services, and home decoration business. At the end of the reporting period, the operation of such businesses has been completely suspended. Therefore, after careful evaluation, the Company has made a full provision for impairment of the above-mentioned goodwill as at 31 December 2023.

19. 商譽(續)

線上分銷及網絡營銷服務

商譽來自多個因素，包括預期將會快速增長的中國多渠道網絡、傳統分銷渠道的數字化轉型、互聯網銷售渠道以及已收購業務的整體人手。由於並不符合可識別無形資產的確認標準，故該等利益並無與商譽分開確認。

家居裝飾

商譽來自多個因素，包括預期將會快速增長的中國住宅物業家居內部設計以及已收購業務的整體人手。由於並不符合可識別無形資產的確認標準，故該等利益並無與商譽分開確認。

已確認現金產生單位的商譽預期不會就所得稅目的予以扣減。

管理層為進行商譽減值測試之依據

由於後疫情時代下經營環境面臨的巨大挑戰以及房地產及上下游相關行業遭受到了非常嚴峻的衝擊，本公司為避免遭受更大的損失，管理層於近两年對業務進行了較大的轉型調整，大幅減少了線上分銷及網路分銷服務，以及家居裝修業務。於本報告期末，已經全面停止了該等業務的開展。因此本公司經審慎評估後，於二零二三年十二月三十一日對上述商譽進行了全額計提減值。

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

19. GOODWILL (Continued)

Impairment assessment

Online distribution and e-marketing services

The recoverable amount of this unit has been determined based on a value-in-use calculation with reference to a professional valuation for the year ended 31 December 2023. The calculation uses cash flow projections based on financial budgets approved by management covering a five-year (2022: five-year) period. Cash flows beyond the projection period are extrapolated using an estimated growth rate of 2% (2022: 3%) per annum. The pre-tax rate used to discount the forecast cash flows is 19.54% (2022: 26.97%) per annum.

During the years ended 31 December 2023, provision for impairment loss on goodwill arising from online distribution and e-marketing services amounted to RMB36,236,000 (2022: RMB1,175,000) was recognised.

Home decoration

The recoverable amount of this unit has been determined based on a value-in-use calculation for the year ended 31 December 2023. The calculation uses cash flow projections based on financial budgets approved by management covering a five-year (2022: five-year) period. Cash flows beyond the projection period are extrapolated using an estimated growth rate of 2% (2023: 3%) per annum. The pretax rate used to discount the forecast cash flows is 13.87% (2022: 19.24%) per annum.

During the years ended 31 December 2023, provision for impairment loss on goodwill arising from online distribution and e-marketing services amounted to RMB15,797,000 (2022: nil) was recognised.

19. 商譽(續)

減值評估

線上分銷及網絡營銷服務

根據專業估值，截至二零二三年十二月三十一日止年度，此單位之可收回金額根據使用價值計算方法而釐定。計算方法採用現金流量預測，以管理層批准涵蓋五年(二零二二年：五年)期的財政預算為基準。超過預測期之現金流量使用估計增長率每年2%(二零二二年：3%)推斷。預測現金流量稅前貼現率為每年19.54%(二零二二年：26.97%)。

截至二零二三年十二月三十一日止年度，已確認線上分銷及網絡營銷服務產生之商譽減值虧損準備人民幣36,236,000元(二零二二年：人民幣1,175,000元)。

家居裝飾

截至二零二三年十二月三十一日止年度，此單位之可收回金額根據使用價值計算方法而釐定。計算方法採用現金流量預測，以管理層批准涵蓋五年(二零二二年：五年)期的財政預算為基準。超過預測期之現金流量使用估計增長率每年2%(二零二二年：3%)推斷。預測現金流量稅前貼現率為每年13.87%(二零二二年：19.24%)。

截至二零二三年十二月三十一日止年度，已確認線上分銷及網絡營銷服務產生之商譽減值虧損準備人民幣15,797,000元(二零二二年：無)。

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綜合財務報表附註

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

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets at fair value through profit or loss represent long-term equity investments (Note 37(c)).

21. INVENTORIES

Finished goods

製成品

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

1,448

1,218

Inventories represent goods held for resale and interior design and building engineering projects.

The provision for write-down of inventories is generally made on those inventories which are sold subsequently with the prices lower than the carrying amounts while the reversal of provision for write-down of inventories is only recognised for those inventories which are sold subsequently with the prices higher than the carrying amounts.

During the year ended 31 December 2023, reversal of write-down of inventories amounted to 0 (2022: RMB1,666,000) was recognised.

20. 按公平值計入損益的金融資產

按公平值計入損益的金融資產指長期股權投資(附註37(c))。

21. 存貨

存貨指持作轉售之貨品及室內設計及建築工程項目。

撇減存貨的撥備通常按隨後以低於賬面金額之價格出售之存貨計提，而撇減存貨撥備之撥回僅就隨後按高於賬面金額之價格出售之存貨確認。

截至二零二三年十二月三十一日止年度，已確認撇減存貨撥回0元(二零二二年：人民幣1,666,000元)。

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

22. CONTRACT ASSETS

22. 合約資產

		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
Contract assets arising from:	自以下各項產生之合約資產：		
Services contracts for provision of interior design and building engineering services	提供室內設計及建築工程之服務合約	318,214	(39,944)
Less: allowance for expected credit losses	減：預期信貸虧損撥備	(29,944)	(13,344)
		288,270	364,929

The contract assets primarily relate to the Group's right to consideration for work completed and not billed because the rights are conditioned on the Group's future performance in achieving specified milestones at the reporting date on construction works. The contract assets are transferred to trade receivables when the rights become unconditional.

Contract assets, that are not expected to be settled within the Group's normal operating cycle, are classified as current and non-current based on expected settlement dates.

At the end of the reporting period, RMB29,944,000 (2022: RMB13,344,000) was recognised as an allowance for expected credit losses on contract assets. The Group's trading terms and credit policy with customers are disclosed in Note 37(b) to the consolidated financial statements.

合約資產主要與本集團就已完成及未發出賬單的工作收取代價的權利有關，原因為該等權利取決於本集團於報告日期就建築工程達成指定里程碑的未來表現。倘該等權利成為無條件，則合約資產轉移至貿易應收款項。

預期不會在本集團的正常營運週期內結算的合約資產，根據預期結算日期分類為流動及非流動。

於報告期末，人民幣29,944,000元（2022年：人民幣13,344,000元）確認為合約資產預期信貸虧損撥備。本集團與客戶的貿易條款及信貸政策披露於綜合財務報表附註37(b)。

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22. CONTRACT ASSETS (Continued)

Typical payment terms of services contracts for provision of interior design and building engineering which impact on the amount of contract assets recognised are as follows:

- The Group's services contracts include payment schedules which require stage payments over the construction period once certain specified milestones are reached. The Group requires certain customers, other than the local government or with those of long term relationship, to provide upfront deposits ranged from 20% to 60% of total contract sum as part of its credit risk management policies. When the Group receives a deposit before interior design and building engineering services commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the specific contract exceeds the amount of the deposit.
- The Group also typically agrees a retention period ranging from one to five years for 3% to 5% of the contract value. As at 31 December 2023, the retention receivables amounted to approximately RMB46,875,000 (2022: RMB46,875,000) are included in contract assets until the end of the retention period as the Group's entitlement to this final payment become unconditional upon expiration of the defects liability period and are transferred to trade receivables.
- The Group classifies contract assets as current when the Group expects to realise them in its normal operating cycle.

22. 合約資產 (續)

提供室內設計及建築工程之服務合約之一般付款條款(其影響所確認之合約資產金額)如下:

- 本集團的服務合約包括付款時間表，一旦達到若干指定里程碑，則須於施工期間作出階段付款。本集團要求若干客戶(當地政府或有長期關係的客戶除外)提供介乎合約總額20%至60%之前期按金，作為其信貸風險管理政策之一部分。於本集團於室內設計及建築工程服務開始前收取按金時，將於合約開始時產生合約負債，直至就特定合約確認之收入超出按金金額為止。
- 本集團亦通常同意就合約價值之3%至5%給予介乎一至五年之保留期。於二零二三年十二月三十一日，應收保留金約人民幣46,875,000元(二零二二年：人民幣46,875,000元)計入合約資產直至保留期結束為止，原因為於缺陷責任期屆滿後，本集團收取該最後付款之權利成為無條件及轉撥至貿易應收款項。
- 當本集團預期該等合約資產將於其正常營運週期內變現時，本集團會將合約資產分類為流動。

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

22. CONTRACT ASSETS (Continued)

Movement in the contract assets and the contract liabilities balances during the years ended 31 December 2023 and 2022 are 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
At 1 January	於一月一日	364,929	350,521
Rights of consideration for works amplitude but not yet billed	就已完工但未入賬之工程獲取代價之權利	–	31,018
Transfer from the contract assets recognised to trade receivables	由已確認合約資產轉撥至貿易應收款項	(60,059)	(11,591)
Less: allowance for credit losses	減：信貸虧損撥備	(16,600)	(5,019)
At 31 December	於十二月三十一日	288,270	364,929

Details of the impairment assessment are set out in Note 37(b).

22. 合約資產(續)

截至二零二三年及二零二二年十二月三十一日止年度合約資產及合約負債結餘之變動如下：

減值評估詳情載於附註37(b)。

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23. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

23. 貿易及其他應收款項以及預付款項

		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
Trade receivables from contracts with customers:	客戶合約的貿易應收款項：		
Due from third parties:	應收第三方款項：		
— sale and distribution of merchandise	— 銷售及分銷商品	283,509	225,583
— interior design and building engineering services	— 室內設計及建築工程服務	50,827	50,827
Due from a related party:	應收一名關聯方款項：		
— sale and distribution of merchandise	— 銷售及分銷商品	431	431
		334,767	276,841
Less: allowance for expected credit losses	減：預期信貸虧損撥備	(16,589)	(14,797)
		318,178	262,044
Other receivables	其他應收款項		
Contract performance deposits (Note (a))	合約履約按金(附註(a))	6,649	6,649
Project tender deposits (Note (b))	工程招標按金(附註(b))	65,844	65,844
Other tax recoverable	其他可收回稅項	1,447	1,832
Rental deposits	租賃按金	165	165
Receivables relating to the refund of investment proceeds (Note (e))	投資所得款項退還相關應收款項(附註(e))	21,231	21,231
Others	其他	9,336	11,490
		104,672	107,211
Less: allowance for expected credit losses	減：預期信貸虧損撥備	(23,733)	(24,091)
		80,939	83,120

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

23. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

23. 貿易及其他應收款項以及預付款項(續)

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Prepayments	預付款項		
Prepayments for purchase of goods and provision of services (Note (c))	購買貨品及提供服務之預付款項(附註(c))	347,848	372,563
Less: allowance for credit losses	減：預期信貸虧損撥備	(347,848)	-
Prepayment for acquisition of investment properties (Note (d))	收購投資物業之預付款項(附註(d))	33,977	33,977
		33,977	406,540
Notes receivable arising from bulk commodity trading business (Note (f))	大宗商品貿易業務產生的應收票據(附註(f))	100,000	77,710
Trade and other receivables and prepayments	貿易及其他應收款項以及預付款項	533,094	829,414
Analysed as	分析為		
Non-current	非流動	33,977	33,977
Current	流動	499,117	795,437
		533,094	829,414

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

23. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

- (a) Contract performance deposits are advanced to customers at the beginning of interior design and building engineering services contracts. The deposits are repaid to the Group based on the progress of services and terms of the contract.

The contract performance deposits are expected to be recovered within one year from the end of the reporting period.

- (b) Project tender deposits are advanced to potential customers during the contract tendering period. The deposits are repaid to the Group when the tendering process is completed.

- (c) As at 31 December 2023, included in the balance of an amount of approximately RMB347,848,000 (2022: RMB372,563,000) represented a prepayment for purchase of goods mainly for the new construction of a commercial building in the PRC.

23. 貿易及其他應收款項以及預付款項(續)

- (a) 合約履約按金於室內設計及建築工程服務合約開始時墊付予客戶。按金會按服務進度及合約條款退還予本集團。

預期合約履約按金將於報告期間未起計一年內收回。

- (b) 工程招標按金於合約招標期內墊付予潛在客戶。按金於招標程序完成時退還予本集團。

- (c) 於二零二三年十二月三十一日，餘額約人民幣347,848,000元(二零二二年：人民幣372,563,000元)指主要就於中國新建一幢商業樓宇購買貨品之預付款項。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

23. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

(c) (Continued)

At the end of 2023, in the post pandemic era, the business environment continue to face numerous challenges, and economic recovery will take time. Since the implementation of austerity measures to curb real estate speculation and regulate high housing prices, the Chinese real estate industry is facing a difficult business environment. With the continuous thunderstorms of various real estate developers, the real estate and related upstream and downstream industries have been severely impacted. In addition, the transparent prices of building foundation materials and extremely low profits. In this context, the Group carefully evaluated the recovery status of the above-mentioned funds and made significant impairment adjustments. However, a significant provision for impairment does not necessarily mean that it cannot be fully recovered. While the management of our group is striving for business transformation, they are still working hard to collect historical payments in order to further improve the company's financial situation.

(d) The properties were in the process of development of commercial premises by an independent property developer. The properties are located in Meizhou in the PRC and planned to be completed by 2024. The management intends to lease out the properties for earning rental income when the properties are fully constructed. Full consideration was paid and no further cash outflow is expected to be paid for the properties.

23. 貿易及其他應收款項以及預付款項(續)

(c) (續)

於2023年末，在後疫情時代，經營環境繼續面臨眾多挑戰，經濟復甦需時，且自推出抑制房地產投機及調控房價高企的緊縮措施以來，中國房地產行業正面臨艱難的經營環境，隨著各房地產商相繼暴雷，房地產及上下游相關行業均受到了非常嚴峻的衝擊，加之建築基礎材料價格透明、利潤極低。在該等背景下，本集團審慎評估上述該等款項的回收狀況，並作了較大金額的減值。儘管如此，較大金額的減值計提並不意味著完全無法收回，本集團管理層在努力進行業務轉型的同時，仍在繼續努力催收歷史款項的回收，以便進一步改善公司資金狀況。

(d) 該等物業正由獨立物業開發商開發為商業場所。該等物業位於中國梅州，計劃於二零二四年完工。管理層擬於物業全部建成後將其出租以賺取租金收入。已悉數支付代價，且預計不會再就該等物業支付現金流出。

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23. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

- (e) As at 31 December 2023 and 2022, included in the balance of an amount of approximately RMB21,231,000 represents the principal and interest receivable from the two guarantors (the “Guarantors”) of the Company’s investment in Xinfeng Culture Media Limited (信豐文化傳媒有限公司) (“Xinfeng Culture”) in pursuant to a repayment agreement (the “Repayment Agreement”) signed between the Company and the Guarantors on 1 November 2021, in which the Guarantors agreed to refund the investment principal of approximately HK\$21.32 million, with a maturity date of 30 April 2024 and a 20% annual interest rate. As at 31 December 2022, the Company has received payment for the first two instalments, amount to HK\$2,000,000. However, the Guarantors had defaulted in the repayment of the instalment since 31 August 2022. The Company is in the course of seeking legal advice and will take appropriate legal actions against the Guarantors and enforce the Company’s rights under the Repayment Agreement, where appropriate, including but not limited to, (1) enforcing the Company’s right to sell the acquired 20% of the issued shares of the Target Company back to the vendor (the “Vendor”) under the terms of the acquisition agreement (the “Acquisition Agreement”) at a consideration of HK\$21.32 million, (2) demanding the Guarantors to repay all the unpaid interest under the Repayment Agreement and, (3) demanding the Vendor and the Guarantors to repay all the costs and losses that the Company incurred from the Acquisition Agreement and Repayment Agreement. For the background and details of the acquisition of 51% issued share capital of Xinfeng Culture, the Repayment Agreement and the profit guarantee provided by the two guarantors, please refer to the announcement of the Company dated 19 February 2019 and 10 October 2022.

23. 貿易及其他應收款項以及預付款項(續)

- (e) 於二零二三年及二零二二年十二月三十一日，餘額約人民幣21,231,000元指根據本公司與擔保人於二零二一年十一月一日簽訂的還款協議(「還款協議」，據此，擔保人同意退還投資本金約21.32百萬港元，到期日為二零二四年四月三十日，年利率為20%)，應收本公司投資信豐文化傳媒有限公司(「信豐文化」)的兩名擔保人(「擔保人」)的本金及利息。於二零二二年十二月三十一日，本公司已收取首兩期付款2,000,000港元。然而，擔保人自二零二二年八月三十一日起拖欠償還分期付款。本公司現正尋求法律意見，並將對擔保人採取適當法律行動及行使本公司於還款協議項下的權利，(如適用)包括但不限於：(1)根據收購協議(「收購協議」)的條款，強制執行本公司以代價21.32百萬港元向賣方(「賣方」)售回所收購目標公司20%已發行股份的權利，(2)要求擔保人償還還款協議項下的所有未付利息，及(3)要求賣方及擔保人償還本公司因收購協議及還款協議而產生的所有成本及虧損。有關收購信豐文化51%已發行股本、還款協議及兩名擔保人提供的溢利擔保的背景及詳情，請參閱本公司日期為二零一九年二月十九日及二零二二年十月十日之公告。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

23. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

(e) (Continued)

Given the Guarantors had defaulted in the repayment of the instalment, after taking due consideration on the repayment ability of the Guarantors and the recoverability of the amount, the Group recognised an allowance for impairment loss for the full amount of outstanding principal and interest receivable from the Guarantors, which is recorded in note 10 to the consolidated financial statements, as at 31 December 2023 and 2022.

(f) During the year ended 31 December 2023 and 2022, the Group had entered into several trade receivable (the “Notes”) factoring arrangements and transferred those trade receivables to banks or other financial institutions (the “Arrangements”). Under the Arrangements, the Group may be required to reimburse the banks or other financial institutions for loss of interest if any trade debtors have late payment after the maturity date, which is normally for one year terms from the initial day, or subsequently found default. As such, the Group retained the substantial risks and rewards, which include default risks relating to such Notes, and accordingly, it continued to recognise the full carrying amounts of the Notes as “note receivables” and the associated borrowings from banks or other financial institutions. As at 31 December 2023, the original due date of such Notes are ranging from February to May 2024 (2022: original due date of such Notes were ranging from July to December 2023).

23. 貿易及其他應收款項以及預付款項(續)

(e) (續)

鑒於擔保人未能償還分期付款，經妥善考慮擔保人的還款能力及金額的可收回性後，於二零二三年及二零二二年十二月三十一日，本集團就應收擔保人的全部未償還本金及利息(記入於綜合財務報表附註10)確認減值虧損撥備。

(f) 截至二零二三年及二零二二年十二月三十一日止年度，本集團已訂立多項貿易應收款項(「票據」)保理安排，將該等貿易應收款項轉移至銀行或其他金融機構(「安排」)。根據安排，倘任何貿易債務人於到期日後(通常為首日起一年期間)延遲付款或其後發現違約，本集團或須向銀行或其他金融機構賠償利息損失。有鑑於此，本集團已保留包括該等票據的相關違約風險在內的主要風險及回報，因此，本集團繼續將票據的全部賬面值確認為「應收票據」以及相關的銀行或其他金融機構借款。於二零二三年十二月三十一日，該等票據的原到期日介乎二零二四年二月至五月之間(二零二二年：該等票據的原到期日介乎二零二三年七月至十二月之間)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

23. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

The following is an aged analysis of trade receivables, net of allowance for credit losses, presented based on the invoice dates:

		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 6 months	六個月內	86,320	156,403
6-12 months	六至十二個月	19,185	20,470
1-2 years	一至兩年	127,502	37,602
Over 2 years	超過兩年	85,171	47,569
		318,178	262,044

As at 31 December 2023, included in the Group's trade receivable are debtors with aggregate net carrying amount of approximately RMB194,256,000 (2022: RMB105,641,000) which are past due as at the reporting date. It is not considered as in default by considering the background of the trade receivables and historical settlement arrangement of these trade receivables. The Group does not hold any collateral over the balances.

Details of impairment assessment of trade and other receivables are set out in Note 37(b).

23. 貿易及其他應收款項以及預付款項(續)

以下為基於發票日期呈列的貿易應收款項(扣除信貸虧損撥備)的賬齡分析：

於二零二三年十二月三十一日，賬面淨值總額約人民幣231,858,000元(二零二二年：人民幣105,641,000元)之債務計入本集團貿易應收款項，該債務於報告日期為逾期。考慮到該等貿易應收款項的背景及該等貿易應收款項的過往償付安排，有關逾期款項並不被視為違約。本集團並無就該等結餘持有任何抵押品。

貿易及其他應收款項減值評估的詳情載於附註37(b)。

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

24. RESTRICTED CASH

As at 31 December 2023, the restricted cash mainly represents the security deposits provided to secure certain bank borrowings.

25. BANK BALANCES AND CASH

The bank balances, including time deposits with original maturities less than 3 months, carry interest at prevailing market rates which ranged from 0.01% to 0.2% (2022: 0.01% to 0.3%) per annum.

For the year ended 31 December 2023, the Group performed impairment assessment on bank balances and concluded that the probability of defaults of the counterparty banks are insignificant and accordingly, no allowance for credit losses is provided. Details of impairment assessment are set out in Note 37(b).

24. 受限制現金

於二零二三年十二月三十一日，受限制現金主要指為擔保若干銀行借款而提供的抵押按金。

25. 銀行結餘及現金

銀行結餘(包括原於三個月以內到期之定期存款)按現行市場年利率介乎0.01%至0.2%(二零二二年:0.01%至0.3%)計息。

截至二零二三年十二月三十一日止年度，本集團對銀行結餘進行減值評估，得出結論為對手方銀行之違約可能性並不重大，因此，概無計提信貸虧損撥備。減值評估詳情載於附註37(b)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

26. AMOUNTS DUE FROM/(TO) RELATED PARTIES

The amounts due from/(to) related parties are non-trade related, unsecured, interest-free and repayable on demand.

26. 應收／(應付)關聯方款項

應收／(應付)關聯方款項為非貿易相關、無抵押、免息及須按要求償還。

Related parties	關聯方	Maximum amount outstanding during the year ended 31 December 截至十二月三十一日止年度之最高尚未償付金額			
		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Ms. Hou Wei	侯薇女士	(207)	3,011	(207)	3,011
Meizhou Xikang Construction Company Limited* (“Meizhou Xikang”) (梅州市禧康建築工程有限公司), an entity significant influenced by a close family member of Ms. Hou Wei	梅州市禧康建築工程有限公司* (「梅州禧康」, 受到侯薇女士家族近親的重大影響的一家實體)				
Hou Wei		-*	934	-*	934
		(207)	3,945		

* The English name is for identification purpose only

* 英文名稱僅供識別

Details of impairment assessment are set out in Note 37(b).

減值評估之詳情載於附註37(b)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

27. TRADE AND OTHER PAYABLES

27. 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 payables	貿易應付款項	41,768	44,301
		41,768	44,301
Other payables	其他應付款項		
Salaries and staff welfare payables	應付薪金及員工福利	5,597	4,182
Deposits received for building engineering services	已收建築工程服務按金	4,361	4,361
Other tax payables	其他應付稅項	12,132	16,456
Withholding income tax in respect of dividend payment	有關股息派付之預扣所得稅	16,000	16,000
Bank interest payable	應付銀行利息	11,056	4,100
Provision for litigation and legal expenses (a)	訴訟和法律費用準備金(a)	28,028	-
Other payables	其他應付款項	43,488	30,846
Trade and other payables	貿易及其他應付款項	162,430	120,246

(a) The amount includes accrued litigation costs, preservation fees, liquidated damages, interest, and penalty interest. Details are disclosed in the Appendix.

(a) 該等金額為計提的訴訟費、保全費、違約金、利息及罰息等。詳情載於本報告之附錄。

(b) The following is an aged analysis of trade payables presented based on the invoice date.

(b) 以下為基於發票日期呈列之貿易應付款項之賬齡分析。

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Within 6 months	六個月內	144	10,122
Over 1 year	超過一年	41,624	34,179
		41,768	44,301

(c) The credit periods on purchases of goods and subcontracting services ranged from 0 to 180 days.

(c) 購買貨品及分包服務之信貸期介乎0至180日。

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28. BANK AND OTHER BORROWINGS**28. 銀行及其他借款**

		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
Secured fixed-rate bank borrowings (note (a))	有抵押固定利率銀行借款 (附註(a))		
— Within one year or on demand	— 一年內或按要求	154,325	154,328
— After one but within two years	— 一年後但於兩年內	-	-
		154,325	154,328
Discounted commercial bills and discounted Letter of Credit that were not yet due (Note 23(f))	尚未到期的貼現商業票據及 貼現信用證(附註23(f))	100,000	77,710
Unsecured loan from a shareholder (note (b))	來自一名股東之無抵押貸款 (附註(b))		
— Within one year or on demand	— 一年內或按要求	-	-
Unsecured loan from Ms. Deng Yiyi, the Chief Executive Officer of the Group, as director [^]	來自本集團行政總裁鄧禕禕 女士(作為董事)之無抵押 貸款 [^]		
— Within one year or on demand	— 一年內或按要求	-	-
Unsecured loan from other unrelated companies	來自其他無關連公司之無抵 押貸款		
— Within one year or on demand	— 一年內或按要求	2,760	3,360
Total bank and other borrowings	銀行及其他借款總額	257,085	235,398
Less: Loans due within one year or on demand classified as current liabilities	減：分類為流動負債之一年 內或按要求到期之 貸款	(257,085)	(235,398)
		-	-

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

28. BANK AND OTHER BORROWINGS

(Continued)

Notes:

- (a) As at 31 December 2023 and 2022, the bank borrowings were secured by property, plant and equipment, investment properties, land use right in PRC recognised as right-of-use assets and the property in the PRC held by Chief Executive Officer. The amount of assets pledged are disclosed in the Note 38.

The bank borrowings were also jointly guaranteed by Ms. Hou Wei and Mr. Deng Jianshen, spouse of Ms. Hou Wei.

The secured fixed-rate bank borrowings are denominated in RMB.

Details of charges over the bank borrowings are disclosed in Note 38.

Details of overdue and litigation of the bank borrowings are disclosed in the Appendix.

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's bank borrowings and other companies' borrowing 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
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Effective interest rates (per annum):	實際利率(每年):	
Fixed-rate borrowings	4.6%–14.40%	4.94%–12.00%

- (b) The loan from a shareholder is unsecured and interest-free.

28. 銀行及其他借款(續)

附註:

- (a) 於二零二三年及二零二二年十二月三十一日，銀行借款由物業、廠房及設備、投資物業、確認為使用權資產之中國土地使用權以及行政總裁所持中國物業作抵押。抵押資產之金額詳情載於本報告及附註38。

銀利借款由侯薇女士及鄧建申先生(侯薇女士的配偶)聯合擔保。

有抵押固定利率銀行借款以人民幣計值。

銀行借款質押詳情披露於附註38。

銀行借款逾期及訴訟詳情披露於本報告之附錄。

本集團銀行借款及其他公司借款之實際利率(相等於合約利率)範圍如下:

- (b) 來自一名股東之貸款為無抵押及免息。

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29. CONVERTIBLE LOAN NOTES

On 25 June 2019, the Company issued convertible loan notes in an aggregate amount of HK\$102,100,000 (equivalent to approximately RMB89,817,000), bearing coupon interest of 6% per annum to eight independent third parties (the “CB holders”). The convertible loan notes are denominated in Hong Kong dollars. The convertible loan notes entitle the CB holders to convert them into ordinary shares of the Company at any time during the conversion period at a conversion price of HK\$1.0 per convertible loan note, which is subject to the adjustments pursuant to the terms and conditions of the convertible loan notes as follows:

- (i) a maximum of not more than one-third of the principal amount of the convertible loan notes held by such CB holders may be converted into conversion shares from the twelfth month after the issue of the convertible loan notes;
- (ii) a maximum of not more than one-third of the principal amount of the convertible loan notes held by such CB holders may be converted into conversion shares from the fourteenth month after the issue of the convertible loan notes;
- (iii) all the remaining of the principal amount of the convertible loan notes held by such CB holder may be converted into conversion shares from the sixteenth month after the issue of the convertible loan notes.

29. 可換股貸款票據

於二零一九年六月二十五日，本公司向八名獨立第三方（「可換股債券持有人」）發行總額 102,100,000 港元（相當於約人民幣 89,817,000 元）的可換股貸款票據，按每年 6% 之票面息率計息。可換股貸款票據以港元計值。可換股貸款票據賦予可換股債券持有人權利於轉換期間內任何時間按換股價每份可換股貸款票據 1.0 港元（可根據可換股貸款票據之條款及條件調整）將可換股貸款票據轉換為本公司普通股如下：

- (i) 該等可換股債券持有人持有之可換股貸款票據中，最多不超過三分之一的本金額可於可換股貸款票據發行後第十二個月起轉換為兌換股份；
- (ii) 該等可換股債券持有人持有之可換股貸款票據中，最多不超過三分之一的本金額可於可換股貸款票據發行後第十四個月起轉換為兌換股份；
- (iii) 該等可換股債券持有人持有之可換股貸款票據中的所有餘下本金額可於可換股貸款票據發行後第十六個月起轉換為兌換股份。

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29. CONVERTIBLE LOAN NOTES (Continued)

The convertible loan notes shall mature on the date falling eighteenth month after the date of issue. The Company may, at any time prior to the maturity date, redeem all or part of the outstanding convertible loan notes at the redemption price of 105% of the outstanding principal amount of the convertible loan notes before the first anniversary of the date of issue and 108.5% of the outstanding principal amount of the convertible loan notes after the first anniversary of the date of issue, together with the accrued interest incurred before the period from the redemption date and interest for the period from the redemption date to the maturity date at the rate of 6% per annum, by giving a prior notice of not less than thirty days to the CB holders of such convertible loan notes subject to the terms and conditions of the convertible loan notes. Any convertible loan notes outstanding on the maturity date shall be redeemed by the Company subject to the terms and conditions of the convertible loan notes.

At the maturity date (i.e. 24 December 2020), if the convertible loan notes have not been converted or redeemed, they will be redeemed at 108.5% of par, unless the CB holders and the Company mutually agree to extend the maturity date to 24 June 2021 ("Extension Period"). The CB holders shall exercise the conversion right to convert the convertible loan notes into conversion shares during the Extension Period at the conversion price of HK\$1. Interest of 6% will be paid quarterly up until the settlement date.

29. 可換股貸款票據 (續)

可換股貸款票據將於發行日期後第十八個月當日到期。本公司可於到期日前的任何時間，在可換股貸款票據之條款及條件規限下，向該等可換股貸款票據之可換股債券持有人發出不少於三十日的事先通知，以於發行日期一週年前按可換股貸款票據之未償還本金額105%之贖回價及於發行日期一週年後按可換股貸款票據之未償還本金額108.5%之贖回價，連同自贖回日期起期間前所引致之應計利息及由贖回日期至到期日期間以年利率6%計算之利息贖回全部或部分未償還可換股貸款票據。於到期日未償還之任何可換股貸款票據須由本公司在可換股貸款票據之條款及條件規限下予以贖回。

於到期日(即二零二零年十二月二十四日)，倘可換股貸款票據尚未被轉換或贖回，則其將按票面價值之108.5%贖回，除非可換股債券持有人與本公司相互同意將到期日延期至二零二一年六月二十四日(「延期期間」)。可換股債券持有人將行使兌換權，以於延期期間內按兌換價1港元將可換股貸款票據兌換為兌換股份。以6%計算之利息將於結算日前按季度繳足。

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29. CONVERTIBLE LOAN NOTES (Continued)

At initial recognition, the equity component of the convertible loan notes amounted to approximately RMB2,811,000, net of the transaction cost attributable to equity component of approximately RMB16,000, was recognised separately from the liability component. The equity component is presented inequity as “convertible loan notes equity reserve”. The early redemption option is considered as closely related to the host debt. The effective interest rate of the liability component is 16.50% per annum.

On 24 December 2021, the convertible bonds in the amount of HK\$60,544,445 (equivalent to approximately RMB49,501,000) have been converted into 60,544,445 conversion shares by the CB holders, and the remaining convertible bonds in the amount of HK\$41,555,555 (equivalent to approximately RMB33,976,000) are extended to 31 August 2022 (the “Extended CB Maturity Date”) after mutually agreed by the Company and CB holders. Except for the above, all the other terms and conditions remain unchanged.

29. 可換股貸款票據 (續)

於初步確認時，可換股貸款票據之權益部分約人民幣2,811,000元(扣除權益部分應佔之交易成本約人民幣16,000元)，與負債部分分開確認。權益部分於權益內之「可換股貸款票據之權益儲備」呈列。提早贖回選擇權被視為與主債務密切相關。負債部分之實際年利率為16.50%。

於二零二一年十二月二十四日，金額60,544,445港元(相當於約人民幣49,501,000元)的可換股債券已由可換股債券持有人兌換為60,544,445股兌換股份，而經本公司與可換股債券持有人共同議定後，餘下金額為41,555,555港元(相當於約人民幣33,976,000元)的可換股債券延長至二零二二年八月三十一日(「經延長可換股債券到期日」)。除上述外，所有其他條款及條件均保持不變。

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29. CONVERTIBLE LOAN NOTES (Continued)

As at the date of modifications, taking into account the terms of the extension, the fair value of convertible loan notes were amounted to approximately HK\$68,366,000 (equivalent to approximately RMB56,886,000) and approximately HK\$45,411,000 (equivalent to approximately RMB37,128,000) on 24 June 2021 and 24 December 2021, of which the fair values of liability component and equity component were amounted to approximately HK\$68,333,000 (equivalent to approximately RMB56,859,000) and approximately HK\$33,000 (equivalent to approximately RMB27,000) on 24 June 2021, and approximately HK\$45,389,000 (equivalent to approximately RMB37,110,000) and approximately HK\$22,000 (equivalent to approximately RMB18,000) on 24 December 2021 respectively. As a result, the Group recognised a gain on modification of convertible loan notes of approximately RMB5,360,000 in the consolidated statements of profit or loss and other comprehensive income and transferred the amount of approximately RMB10,000 from “convertible loan notes equity reserve” to “retained profits” in the consolidated statements of changes in equity for the year ended 31 December 2021.

As of the Extended CB Maturity Date, after considering the difference between the market price of the Company's share and the exercise price of the convertible loan notes and its impacts to the valuation of the fair value of equity component of the convertible loan notes, the amount of approximately RMB18,000 (2021: RMB10,000) from “convertible loan notes equity reserve” was transferred to “retained profits” in the consolidated statement of changes in equity for the year ended 31 December 2022.

The effective interest rate of the liability component for the extended convertible loan notes is approximately 15.0% (2021: 17.32%) per annum.

29. 可換股貸款票據(續)

於修訂日期，經計及延期條款後，於二零二一年六月二十四日及二零二一年十二月二十四日可換股貸款票據之公平值分別約為68,366,000港元(相當於約人民幣56,886,000元)及約45,411,000港元(相當於約人民幣37,128,000元)，其中負債部分及權益部分之公平值於二零二一年六月二十四日分別約為68,333,000港元(相當於約人民幣56,859,000元)及約33,000港元(相當於約人民幣27,000元)及於二零二一年十二月二十四日分別約為45,389,000港元(相當於約人民幣37,110,000元)及約22,000港元(相當於約人民幣18,000元)。因此，本集團於綜合損益及其他全面收益表中確認可換股貸款票據修訂收益約人民幣5,360,000元，並將約人民幣10,000元的金額由「可換股貸款票據權益儲備」轉撥至截至二零二一年十二月三十一日止年度之綜合權益變動表「保留溢利」。

於經延長可換股債券到期日，經考慮本公司股票市場價格與可換股貸款票據行使價之間的差額及其對可換股貸款票據權益部分公平值估值的影響後，將約人民幣18,000元(二零二一年：人民幣10,000元)的金額由「可換股貸款票據權益儲備」轉撥至截至二零二二年十二月三十一日止年度之綜合權益變動表「保留溢利」。

經延期可換股貸款票據之負債部分之實際利率為每年約15.0%(二零二一年：17.32%)。

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29. CONVERTIBLE LOAN NOTES (Continued)

As at the date of this report, the Outstanding Convertible Bonds have reached the Maturity Date. On 12 June 2023, a winding-up petition (the “Petition”) was filed by 青島榮世開元商貿有限公司 (Qingdao Rongshikaiyuan Trading Company Limited*) (the “Petitioner”) with the High Court of the Hong Kong Special Administrative Region (the “High Court of Hong Kong”) for the winding-up of the Company under the provision of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Petitioner’s ultimate beneficial owner is an individual named Zhang Zongai (張宗愛). A copy of the winding-up petition was delivered by the Petitioner to the Company’s office on 5 July 2023.

The hearing for the Petition was taken place on 23 August 2023 as scheduled at the High Court of Hong Kong before a Master, and the same court has directed an adjournment of the hearing for the Petition to be heard before a Master on Wednesday, 18 October 2023. Furthermore, as provided by the Petitioner’s solicitors, the Petitioner’s ultimate beneficial owner, an individual named Zhang Zongai (張宗愛), who was also the sole director of the Petitioner, has passed away on 7 July 2023.

In view of the impact of the possible winding-up order on the transfer of Shares, as disclosed in the announcements of the Company dated 17 August 2023 and 23 August 2023, the Company is currently preparing, with its engaged legal advisors, the application to the High Court of Hong Kong for a validation order. Shareholders are reminded that there is no guarantee that any validation order would be granted by the High Court of Hong Kong. In the event where a validation order is not granted but the winding-up order is not dismissed or permanently stayed, all transfers of Shares after the commencement of the winding up shall be void.

29. 可換股貸款票據 (續)

於本報告日期，尚未行使可換股債券已到期。於二零二三年六月十二日，青島榮世開元商貿有限公司(「呈請人」)根據香港法例第32章《公司(清盤及雜項條文)條例》的條文向香港特別行政區高等法院(「香港高等法院」)提呈清盤呈請(「呈請」)，以將本公司清盤。呈請人的最終實益擁有人為張宗愛，一名自然人士。呈請人已於二零二三年七月五日將清盤呈請的文本送交至本公司辦事處。

呈請聆訊已如期於二零二三年八月二十三日在香港高等法院聆案官席前進行，而該法院已指示將呈請聆訊延期，並於二零二三年十月十八日(星期三)在聆案官席前進行聆訊。此外，根據呈請人律師提供的資料，呈請人的最終實益擁有人張宗愛(亦為呈請人的唯一董事)已於二零二三年七月七日去世。

鑑於本公司日期為二零二三年八月十七日及二零二三年八月二十三日之公告中披露的可能清盤令對股份轉讓的影響，本公司目前正與其委聘的法律顧問一起準備向香港高等法院申請認可令。務請股東注意，並不保證香港高等法院會授出任何認可令。倘並無授出認可令，惟清盤令未被駁回或永久擱置，則清盤開始後的所有股份轉讓均屬無效。

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29. CONVERTIBLE LOAN NOTES (Continued)

References are made to the announcements of the Company dated 5 July 2023, 17 August 2023, 23 August 2023, 18 October 2023, 15 November 2023, 13 December 2023, 10 January 2024, 6 March 2024, 11 March 2024 and 12 April 2024, in relation to, among other things, the Petition (the “Announcements”). A settlement agreement entered into between the Petitioner and the Company on 30 April 2024, consent was reached accordingly between the two parties to adjourn the hearing in connection with the Petition, and in respect of which, consent summons was filed on 2 May 2024 and an order was granted on 3 May 2024 to (i) vacate the hearing of the Petition on 6 May 2024; and (ii) the hearing of the Petition before the Companies Judge was adjourned to 30 September 2024 for the fulfilment of obligations under the aforesaid settlement agreement.

For further details in relation to the Outstanding Convertible Bonds, please refer to the announcements of the Company dated 23 April 2019, 25 June 2019, 24 December 2020, 31 December 2020, 24 June 2021, 16 July 2021, 24 December 2021, 17 January 2022 and 31 August 2022, the circular of the Company dated 14 May 2019, 26 January 2021, 30 July 2021 and 11 February 2022 in respect of the Extraordinary General Meeting (“EGM”), and the poll result announcement dated 30 May 2019, 22 February 2021, 10 September 2021 and 7 March 2022 in respect of the EGM.

29. 可換股貸款票據(續)

請參閱本公司於二零二三年七月五日、二零二三年八月十七日、二零二三年八月二十三日、二零二三年十月十八日、二零二三年十一月十五日、二零二三年十二月十三日、二零二四年一月十日、二零二四年三月六日、二零二四年三月十一日和二零二四年四月十二日就請願書等事項發佈的公告(「公告」)。申請人與公司於二零二四年四月三十日達成和解協議，雙方據此同意延期與請願書有關的聽證會，二零二四年五月二日提交了同意傳票，並於二零二四年五月三日發出命令，要求(i)在二零二四年五月六日撤銷請願書的聽證會；以及(ii)為履行上述和解協議項下的義務，公司法官對請願書的聽證會延期至二零二四年九月三十日。

有關尚未行使可換股債券之進一步詳情，請參閱本公司日期為二零一九年四月二十三日、二零一九年六月二十五日、二零二零年十二月二十四日、二零二零年十二月三十一日、二零二一年六月二十四日、二零二一年七月十六日、二零二一年十二月二十四日、二零二二年一月十七日及二零二二年八月三十一日之公告、本公司日期為二零一九年五月十四日、二零二一年一月二十六日、二零二一年七月三十日及二零二二年二月十一日之通函(內容有關股東特別大會(「股東特別大會」))及日期為二零一九年五月三十日、二零二一年二月二十二日、二零二一年九月十日及二零二二年三月七日之投票表決結果公告(內容有關股東特別大會)。

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29. CONVERTIBLE LOAN NOTES (Continued)

As a result of the Share Consolidation became effective on 13 December 2022, the following adjustments were made to the exercise price of the Outstanding Convertible Bonds and the number of Consolidated Shares falling to be issued upon the exercise of the Outstanding Convertible Bonds as at 31 December 2023 and 2022:

29. 可換股貸款票據 (續)

由於股份合併於二零二二年十二月十三日生效，於二零二三年及二零二二年十二月三十一日已對尚未行使可換股債券的行使價及於行使尚未行使可換股債券後將予發行的合併股份數目作出以下調整：

	Prior to adjustment 調整前		After adjustment 調整後	
	Exercise price per Existing Share (HK\$) (港元)	Number of Existing Shares to be issued upon full exercise of the Outstanding Convertible Bonds 於悉數行使 尚未行使 可換股債券後 將予發行的 現有股份數目	Adjusted exercise price per Consolidated Share (HK\$) (港元)	Adjusted number of Consolidated Shares to be issued upon full exercise of the Outstanding Convertible Bonds 於悉數行使 尚未行使 可換股債券後 將予發行的 合併股份 經調整數目
Outstanding Convertible Bonds	1.00	41,555,555	5.00	8,311,111

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29. CONVERTIBLE LOAN NOTES (Continued)

The movement of the equity and liability components of the convertible loan notes for the year is set out below:

		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 component	權益部分		
Carrying amount at the beginning of the year	年初賬面值	-	18
Transfer to retained earnings upon extension	於延展後轉撥至保留盈利	-	(18)
Carrying amount at the end of the year	年末賬面值	-	-

29. 可換股貸款票據(續)

年內可換股貸款票據權益及負債部分之變動載列如下：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Liability component	負債部分		
Carrying amount at the beginning of the year	年初賬面值	44,014	37,110
Interest charge (Note 9)	利息支出(附註9)	2,757	5,155
Interest paid	已付利息	-	(428)
Exchange realignment	匯兌調整	659	2,177
Carrying amount at the end of the year	年末賬面值	47,430	44,014

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30. CONTRACT LIABILITIES

30. 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
Deposits received from customers in relation to:	與以下項目有關之自客戶收取按金：		
— Sale and distribution of merchandise	— 銷售及分銷商品	-	2,941
— Provision of interior design and building engineering services	— 提供室內設計及建築工程服務	993	542
		993	3,483

As at 1 January 2022 and 1 January 2023, the contract liabilities amounted to RMB1,576,000 and RMB2,490,000 are recognised as revenue in profit or loss during the years ended 31 December 2022 and 2023, respectively. The directors of the Company considered that contract liabilities would be realised within one year based on the Group's earliest obligation to transfer goods or services to the customers and are classified as current liabilities.

Significant changes in contract liabilities during the year was primarily due to significant contract liabilities were recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Typical payment terms which impact on the amount of contract liabilities recognised are set out in Note 5(ii).

於二零二二年一月一日及二零二三年一月一日，合約負債人民幣1,576,000元及人民幣2,490,000元分別於截至二零二二年及二零二三年十二月三十一日止年度之損益內確認為收入。本公司董事認為，合約負債將根據本集團向客戶轉移貨品或服務之最早責任於一年內變現，並分類為流動負債。

年內合約負債的重大變動乃主要由於重大合約負債於本集團履行合約(即向客戶轉讓有關商品或服務的控制權)時確認為收入。

影響所確認之合約負債金額之一般付款條款載於附註5(ii)。

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31. LEASE LIABILITIES

31. 租賃負債

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Within one year	一年內	269	41
Within a period of more than one year but not more than two years	超過一年但不多於兩年之期間內	-	-
		269	41
Less: Amount due for settlement within 12 months shown under current liabilities	減：流動負債項下所示之十二個月內到期償付之款項	(269)	(41)
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債項下所示之十二個月後到期償付之款項	-	-

32. DEFERRED TAX

32. 遞延稅項

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:

就於綜合財務狀況表呈列而言，若干遞延稅項資產及負債已被抵銷。就財務報告而言，遞延稅項結餘之分析如下：

		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
Deferred tax assets	遞延稅項資產	-	10,633
Deferred tax liabilities	遞延稅項負債	(21,877)	(21,877)
		(21,877)	(11,244)

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32. DEFERRED TAX (Continued)

The following are the major deferred tax liabilities and (assets) recognised and movements thereon during the current and prior years:

32. 遞延稅項 (續)

以下為於本年度及先前年度之已確認主要遞延負債及(資產)及其變動：

		Accrued rental and payroll 應計租金 及工資 RMB'000 人民幣千元	Revaluation of investment properties 投資物業之 重新估值 RMB'000 人民幣千元	ECL provision 預期信貸 虧損撥備 RMB'000 人民幣千元	Allowance for inventories 存貨撥備 RMB'000 人民幣千元	Tax losses 稅項虧損 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	(580)	21,239	(4,538)	(417)	(1,066)	14,638
Gain on revaluation upon transfer from property, plant and equipment and right-of-use assets to investment properties (Credited)/charged to profit or loss (Note 11)	自物業、廠房及設備 以及使用權資產轉 撥至投資物業時之 重估收益 自損益(入賬)/扣除 (附註11)	-	196	-	-	-	196
		(334)	442	(4,805)	417	690	(3,590)
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	(914)	21,877	(9,343)	-	(376)	11,244
Charged to profit or loss (Note 11)	自損益扣除(附註11)	914	-	9,343	-	376	10,633
At 31 December 2023	於二零二三年 十二月三十一日	-	21,877	-	-	-	21,877

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32. DEFERRED TAX (Continued)

At the end of the reporting period, the Group has estimated unused tax losses of approximately RMB77,987,000 (2022: RMB50,050,000) available for offset against future profits. A deferred tax asset has been recognised in respect of such losses amounting to RMB0 (2022: RMB1,504,000) during the year ended 31 December 2023. No deferred tax asset has been recognised in respect of the remaining tax losses due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of RMB43,125,000 (2022: RMB15,188,000) that will expire from 2024 to 2028 (2022: 2023 to 2027). Other losses may be carried forward indefinitely.

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the Group's subsidiaries in the PRC from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary difference attributable to the retained profits earned by the subsidiaries in the PRC amounting to approximately RMB97,837,000 as at 31 December 2023 (2022: RMB153,802,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

32. 遞延稅項(續)

於報告期末，本集團可供抵銷未來溢利之估計未動用稅項虧損約人民幣77,987,000元(二零二二年：人民幣50,050,000元)。於截至二零二三年十二月三十一日止年度，已就有關虧損確認遞延稅項資產人民幣0元(二零二二年：人民幣1,504,000元)。由於未來溢利流之不可預測性，故概無就餘下稅項虧損確認遞延稅項資產。將於二零二四年至二零二八年(二零二二年：二零二三年至二零二七年)到期之虧損人民幣43,125,000元(二零二二年：人民幣15,188,000元)計入未確認稅項虧損。其他虧損可無限期結轉。

根據中國企業所得稅法，自二零零八年一月一日起，就自本集團中國附屬公司賺取之溢利的已宣派股息須繳納預扣稅。於二零二三年十二月三十一日，綜合財務報表內未有就中國附屬公司所賺取保留溢利的暫時差額約人民幣97,837,000元(二零二二年：人民幣153,802,000元)作出遞延稅項撥備，原因為本集團可控制該等暫時差額的撥回時間，以及該等暫時差額在可見的將來不大可能撥回。

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32. DEFERRED TAX (Continued)

Under the Provisional Regulations of LAT (《中華人民共和國土地增值稅暫行條例》) effective on 1 January 1994, and the Detailed Implementation Rules on the Provisional Regulations of the PRC on LAT (《中華人民共和國土地增值稅暫行條例實施細則》) effective from 27 January 1995, all income from the sales or transfer of state-owned land use rights, buildings and their attached facilities in the PRC is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation value, being the proceeds of sales of properties less deductible expenditures in relation to the gains arising from sales of properties in the PRC effective from 1 January 2004. Deferred taxation of LAT has been provided for in the consolidated financial statements in respect of appreciation value of investment properties located in the PRC.

32. 遞延稅項 (續)

根據於一九九四年一月一日生效之《中華人民共和國土地增值稅暫行條例》以及於一九九五年一月二十七日生效之《中華人民共和國土地增值稅暫行條例實施細則》，於中國來自銷售或轉讓國有土地使用權、樓宇及其附帶設施之所有收入均須按介乎升值價值(即物業銷售所得款項減有關於中國銷售物業所產生收益之可扣稅開支)30%至60%之累進稅率繳納土地增值稅，自二零零四年一月一日起生效。已於綜合財務報表內就位於中國之投資物業之升值價值作出遞延土地增值稅稅項撥備。

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33. SHARE CAPITAL

33. 股本

		Number of shares 股份數目	Share capital 股本 RMB'000 人民幣千元
Authorised ordinary shares	法定普通股		
At 1 January 2021, 31 December 2021 and 1 January 2022 at HK\$0.1 each	於二零二一年一月一日、 二零二一年十二月三十一日 及二零二二年一月一日每股 面值0.1港元	5,000,000,000	609,650
Capital Reorganisation (note (a)) At 31 December 2022 at HK\$0.5 each	股本重組(附註(a)) 於二零二二年十二月三十一日 每股面值0.5港元	(4,000,000,000) 1,000,000,000	– 609,650
Issued and fully paid ordinary shares	已發行及繳足普通股		
At 1 January 2021 at HK\$0.1 each	於二零二一年一月一日每股面 值0.1港元	815,275,321	69,002
Issuance of consideration share upon acquisition of subsidiaries	於收購附屬公司後發行代價股 份	51,993,846	4,331
Conversion of convertible loan notes	轉換可換股貸款票據	23,115,278	1,890
At 31 December 2021 and 1 January 2022 at HK\$0.1 each	於二零二一年十二月三十一日 及二零二二年一月一日每股 面值0.1港元	890,384,445	75,223
Placing of new shares under general mandate (note (b))	根據一般授權配售新股份 (附註(b))	387,927,833	33,401
Exercise of FY2018 Share Options (Note (c))	行使二零一八財政年度購股權 (附註(c))	8,533,334	734
Exercise of FY2022 Share Options (Note (d))	行使二零二二財政年度購股權 (附註(d))	31,982,000	2,754
Capital Reorganisation (note (a))	股本重組(附註(a))	(1,055,062,090)	–
At 31 December 2022 at HK\$0.5 each	於二零二二年十二月三十一日 每股面值0.5港元	263,765,522	112,112
At 31 December 2023 at HK\$0.01 each	於二零二三年十二月三十一日 每股面值0.01港元	263,765,522	2,390

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33. SHARE CAPITAL (Continued)

Note (a) Capital Reorganisation

Pursuant to an extraordinary general meeting held on 9 December 2022 (the "EGM"), the resolutions approving the capital reorganization involving the share consolidation, the capital reduction and the share sub-division (the "Capital Reorganisation") was duly passed by way of poll. The Capital Reorganisation involves:

(i) Share Consolidation

Every five (5) issued Existing shares of HK\$0.10 each shall be consolidated into one (1) Consolidated Shares of HK\$0.50 each, and every five (5) unissued Existing Shares of HK\$0.10 each shall be consolidated into one (1) unissued Consolidated Share of HK\$0.50 each.

(ii) Capital Reduction

The Capital Reduction will be implemented subsequent to the Share Consolidation becoming effective, pursuant to which the par value of each of the issued Consolidated Shares will be reduced from HK\$0.50 to HK\$0.01 by cancelling the paid-up capital of the Company to the extent of HK\$0.49 on each of the issued Consolidated Shares. As such, the issued share capital of the Company will be reduced.

(iii) Share Sub-Division

Immediately following the effectiveness of the Capital Reduction, the Share Sub-Division will be implemented on the basis that every unissued Consolidated Share of HK\$0.50 each in the authorised share capital of the Company shall be sub-divided into fifty (50) New Shares of HK\$0.01 each.

33. 股本(續)

附註(a) 股本重組

根據於二零二二年十二月九日舉行的股東特別大會(「股東特別大會」)，批准股本重組(涉及股份合併、股本削減及股份拆細(「股本重組」))的決議案以投票方式獲正式通過。股本重組涉及：

(i) 股份合併

每五(5)股每股面值0.10港元的已發行現有股份將合併為一(1)股每股面值0.50港元的合併股份，及每五(5)股每股面值0.10港元的未發行現有股份將合併為一(1)股每股面值0.50港元的未發行合併股份。

(ii) 股本削減

股本削減將於股份合併生效後實行，據此，透過註銷本公司的實繳股本(以已發行合併股份每股0.49港元為限)將已發行合併股份的每股面值由0.50港元削減至0.01港元。因此，本公司的已發行股本將予以削減。

(iii) 股份拆細

緊隨股本削減生效後，股份拆細將按本公司法定股本中每股面值0.50港元的未發行合併股份各自將拆細為五十(50)股每股面值0.01港元的新股份之基準實行。

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33. SHARE CAPITAL (Continued)

Note (a) Capital Reorganisation (Continued)

The Share Consolidation became effective on 13 December 2022 as a result of the resolutions approved in the EGM, while the Capital Reduction and the Share Sub-Division became effective on 20 February 2023 after the court order (the "Court Order") issued by the Court of Cayman Islands (the "Court") confirming the Capital Reduction and such order together with the minutes approved by the Court containing the particulars required under the Companies Law of the Cayman Islands with respect to the Capital Reduction were filed and duly registered with the Registrar. For details of the effective date of the Capital Reduction and the Share Sub-Division, please refer to the announcement of the Company dated 17 February 2023.

The effect of the Capital Reorganisation on the share capital structure of the Company is summarised as follows:

33. 股本(續)

附註(a) 股本重組(續)

由於在股東特別大會上批准的決議案，股份合併於二零二二年十二月十三日生效，而於開曼群島法院(「法院」)發出確認股本削減的法院頒令(「法院頒令」)後，股本削減及股份拆細於二零二三年二月二十日生效，有關法院頒令連同法院所批准載有開曼群島公司法規定的有關股本削減詳情的會議記錄已向註冊處處長備案並正式登記。有關股本削減及股份拆細生效日期的詳情，請參閱本公司日期為二零二三年二月十七日的公告。

股本重組對本公司股本架構之影響概述如下：

	Before Capital Reorganisation	Immediately after the share consolidation becoming effective but before the capital reduction becoming effective	Immediately after the Capital Reorganisation becoming effective
	於股本重組前	緊隨股份合併生效後 但於股本削減生效前	緊隨股本重組生效後
Authorised share capital 法定股本	500,000,000	500,000,000	500,000,000
Par value 面值	HK\$0.10 per Existing Share 每股現有股份0.10港元	HK\$0.50 per Consolidated Share 每股合併股份0.50港元	HK\$0.01 per New Share 每股新股份0.01港元
No. of authorised shares 法定股份數目	5,000,000,000 Existing Shares 5,000,000,000股 現有股份	1,000,000,000 Consolidated Share 1,000,000,000股 合併股份	50,000,000,000 New Share 50,000,000,000股 新股份
Par value of issued share capital (HK\$) 已發行股本面值(港元)	131,882,761.20	131,882,761.20	2,637,655.22
No. of issued shares 已發行股份數目	1,318,827,612 Existing Share 1,318,827,612股 現有股份	263,765,522 Consolidated Share 263,765,522股 合併股份	263,765,522 New Share 263,765,522股 新股份
No. of unissued shares 未發行股份數目	3,681,172,388 Existing Share 3,681,172,388股 現有股份	736,234,478 Consolidated Share 736,234,478股 合併股份	49,736,234,478 New Share 49,736,234,478股 新股份
Par value of unissued share capital (HK\$) 未發行股本面值(港元)	368,117,238.80	368,117,238.80	497,362,344.80

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33. SHARE CAPITAL (Continued)

Note (a) Capital Reorganisation (Continued)

For details of the Capital Reorganisation, please refer to (i) the announcements of the Company dated 4 November 2022 and 9 December 2022 respectively in relation to, among other things, the Capital Reorganisation; (ii) the circular of the Company dated 24 November 2022 in relation to the EGM; (iii) the announcement of the Company dated 9 December 2022 regarding, amongst other things, the poll results of the EGM; and (iv) the announcement of the Company dated 17 February 2022 in relation to, amongst other things, the effective date of the capital reduction and the share sub-division.

Note (b) Placing of new shares under general mandate

On 25 January 2022, the Company allotted and issued a total of 28,022,000 placing shares to not less than six placees at the placing price of HK\$1.2 per placing shares pursuant to the terms and conditions of the placing agreement signed between the Company and the placing agent dated 30 November 2021. The net proceeds (after deducting the placing commission and other related expenses and professional fees) from the placing amounted to approximately HK\$33.1 million (equivalent to approximately RMB28.5 million). Please refer to the announcements of the Company dated 30 November 2021, 20 December 2021, 11 January 2022, 12 January 2022 and 26 January 2022 for further details.

On 15 March 2022, the Company allotted and issued a total of 48,000,000 placing shares to not less than six placees at the placing price of HK\$0.9 per placing shares pursuant to the terms and conditions of the placing agreement signed between the Company and the placing agent dated 4 March 2022. The net proceeds (after deducting the placing commission and other related expenses and professional fees) from the placing amounted to approximately HK\$42.6 million (equivalent to approximately RMB36.6 million). Please refer to the announcements of the Company dated 4 March 2022, 8 March 2022, 11 January 2022 and 15 March 2022 for further details.

33. 股本(續)

附註(a) 股本重組(續)

有關股本重組的詳情，請參閱(i)本公司日期分別為二零二二年十一月四日及二零二二年十二月九日的公告，內容有關(其中包括)股本重組；(ii)本公司日期為二零二二年十一月二十四日的通函，內容有關股東特別大會；(iii)本公司日期為二零二二年十二月九日的公告，內容有關(其中包括)股東特別大會的投票表決結果；及(iv)本公司日期為二零二二年二月十七日的公告，內容有關(其中包括)股本削減及股份拆細的生效日期。

附註(b) 根據一般授權配售新股份

於二零二二年一月二十五日，本公司根據本公司與配售代理所簽署日期為二零二一年十一月三十日之配售協議之條款及條件按配售價每股配售股份1.2港元向不少於六名承配人配發及發行合共28,022,000股配售股份。配售事項之所得款項淨額(經扣除配售佣金及其他相關開支及專業費用後)為約33.1百萬港元(相當於約人民幣28.5百萬元)。進一步詳情請參閱本公司日期為二零二一年十一月三十日、二零二一年十二月二十日、二零二二年一月十一日、二零二二年一月十二日及二零二二年一月二十六日之公告。

於二零二二年三月十五日，本公司根據本公司與配售代理所簽署日期為二零二二年三月四日之配售協議之條款及條件按配售價每股配售股份0.9港元向不少於六名承配人配發及發行合共48,000,000股配售股份。配售事項之所得款項淨額(經扣除配售佣金及其他相關開支及專業費用後)為約42.6百萬港元(相當於約人民幣36.6百萬元)。進一步詳情請參閱本公司日期為二零二二年三月四日、二零二二年三月八日、二零二二年一月十一日及二零二二年三月十五日之公告。

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33. SHARE CAPITAL (Continued)

Note (b) Placing of new shares under general mandate (Continued)

On 28 April 2022, the Company allotted and issued a total of 56,000,000 placing shares to not less than six placees at the placing price of HK\$0.76 per placing shares pursuant to the terms and conditions of the placing agreement signed between the Company and the placing agent dated 22 April 2022. The net proceeds (after deducting the placing commission and other related expenses and professional fees) from the placing amounted to approximately HK\$42 million (equivalent to approximately RMB36.2 million). Please refer to the announcements of the Company dated 22 April 2022, 25 April 2022, and 28 April 2022 for further details.

On 31 May 2022, the Company allotted and issued a total of 41,431,833 placing shares to not less than six placees at the placing price of HK\$0.57 per placing shares pursuant to the terms and conditions of the placing agreement signed between the Company and the placing agent dated 20 May 2022. The net proceeds (after deducting the placing commission and other related expenses and professional fees) from the placing amounted to approximately HK\$23.3 million (equivalent to approximately RMB20.0 million). Please refer to the announcements of the Company dated 20 May 2022 and 31 May 2022 for further details.

On 27 July 2022, the Company allotted and issued a total of 73,230,000 placing shares to not less than six placees at the placing price of HK\$0.55 per placing shares pursuant to the terms and conditions of the placing agreement signed between the Company and the placing agent dated 14 July 2022. The net proceeds (after deducting the placing commission and other related expenses and professional fees) from the placing amounted to approximately HK\$39.7 million (equivalent to approximately RMB34.2 million). Please refer to the announcements of the Company dated 14 July 2022 and 27 July 2022 for further details.

On 17 August 2022, the Company allotted and issued a total of 45,882,000 placing shares to not less than six placees at the placing price of HK\$0.55 per placing shares pursuant to the terms and conditions of the placing agreement signed between the Company and the placing agent dated 3 August 2022. The net proceeds (after deducting the placing commission and other related expenses and professional fees) from the placing amounted to approximately HK\$24.9 million (equivalent to approximately RMB21.4 million). Please refer to the announcements of the Company dated 3 August 2022 and 17 August 2022 for further details.

33. 股本(續)

附註(b)根據一般授權配售新股份(續)

於二零二二年四月二十八日，本公司根據本公司與配售代理所簽署日期為二零二二年四月二十二日之配售協議之條款及條件按配售價每股配售股份0.76港元向不少於六名承配人配發及發行合共56,000,000股配售股份。配售事項之所得款項淨額(經扣除配售佣金及其他相關開支及專業費用後)為約42百萬港元(相當於約人民幣36.2百萬元)。進一步詳情請參閱本公司日期為二零二二年四月二十二日、二零二二年四月二十五日及二零二二年四月二十八日之公告。

於二零二二年五月三十一日，本公司根據本公司與配售代理所簽署日期為二零二二年五月二十日之配售協議之條款及條件按配售價每股配售股份0.57港元向不少於六名承配人配發及發行合共41,431,833股配售股份。配售事項之所得款項淨額(經扣除配售佣金及其他相關開支及專業費用後)為約23.3百萬港元(相當於約人民幣20.0百萬元)。進一步詳情請參閱本公司日期為二零二二年五月二十日及二零二二年五月三十一日之公告。

於二零二二年七月二十七日，本公司根據本公司與配售代理所簽署日期為二零二二年七月十四日之配售協議之條款及條件按配售價每股配售股份0.55港元向不少於六名承配人配發及發行合共73,230,000股配售股份。配售事項之所得款項淨額(經扣除配售佣金及其他相關開支及專業費用後)為約39.7百萬港元(相當於約人民幣34.2百萬元)。進一步詳情請參閱本公司日期為二零二二年七月十四日及二零二二年七月二十七日之公告。

於二零二二年八月十七日，本公司根據本公司與配售代理所簽署日期為二零二二年八月三日之配售協議之條款及條件按配售價每股配售股份0.55港元向不少於六名承配人配發及發行合共45,882,000股配售股份。配售事項之所得款項淨額(經扣除配售佣金及其他相關開支及專業費用後)為約24.9百萬港元(相當於約人民幣21.4百萬元)。進一步詳情請參閱本公司日期為二零二二年八月三日及二零二二年八月十七日之公告。

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

33. SHARE CAPITAL (Continued)

Note (b) Placing of new shares under general mandate (Continued)

On 22 September 2022, the Company allotted and issued a total of 95,362,000 placing shares to not less than six placees at the placing price of HK\$0.38 per placing shares pursuant to the terms and conditions of the placing agreement signed between the Company and the placing agent dated 9 September 2022. The net proceeds (after deducting the placing commission and other related expenses and professional fees) from the placing amounted to approximately HK\$35.9 million (equivalent to approximately RMB30.9 million). Please refer to the announcements of the Company dated 9 September 2022 and 22 September 2022 for further details.

Note (c) Exercise of FY2018 Share Options

During the year ended 31 December 2022, share option holders exercised their rights to subscribe 8,533,334 (2021: Nil) ordinary shares in the Company at HK\$0.704 (2021: HK\$0.704) per share with net proceeds of approximately RMB5,173,000 (2021: Nil) and resulted in the increase in share capital of approximately RMB734,000 (2021: Nil) and share premium of approximately RMB4,438,000 (2021: Nil).

Note (d) Exercise of FY2022 Share Options

During the year ended 31 December 2022, share option holders exercised their rights to subscribe 31,982,000 ordinary shares in the Company at HK\$0.56 per share with net proceeds of approximately RMB15,421,000 and resulted in the increase in share capital of approximately RMB2,754,000 and share premium of approximately RMB12,667,000.

33. 股本(續)

附註(b)根據一般授權配售新股份(續)

於二零二二年九月二十二日，本公司根據本公司與配售代理所簽署日期為二零二二年九月九日之配售協議之條款及條件按配售價每股配售股份0.38港元向不少於六名承配人配發及發行合共95,362,000股配售股份。配售事項之所得款項淨額(經扣除配售佣金及其他相關開支及專業費用後)為約35.9百萬港元(相當於約人民幣30.9百萬元)。進一步詳情請參閱本公司日期為二零二二年九月九日及二零二二年九月二十二日之公告。

附註(c)行使二零一八財政年度購股權

於截至二零二二年十二月三十一日止年度，購股權持有人行使其權利按每股0.704港元(二零二一年：0.704港元)認購本公司8,533,334股(二零二一年：零股)普通股，所得款項淨額約為人民幣5,173,000元(二零二一年：零)，令股本增加約人民幣734,000元(二零二一年：零)及股份溢價增加約人民幣4,438,000元(二零二一年：零)。

附註(d)行使二零二二財政年度購股權

於截至二零二二年十二月三十一日止年度，購股權持有人行使其權利按每股0.56港元認購本公司31,982,000股普通股，所得款項淨額約為人民幣15,421,000元，令股本增加約人民幣2,754,000元及股份溢價增加約人民幣12,667,000元。

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

34. SHARE-BASED PAYMENT TRANSACTIONS

Equity-settled share option scheme of the Company

In order to provide incentives and rewards to eligible participants for their contribution or potential contribution to the Group, the Company adopted share option scheme on 6 October 2015. The maximum number of Shares which may be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 30% of the total number of Shares in issue from time to time. The total number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company shall not exceed 10% of the total number of Shares in issue as at the date of listing of the Shares, being 36,000,000 Shares, unless the Company obtains the approval of the shareholders in general meeting for refreshment.

The shareholders of the Company passed an ordinary resolution at the annual general meeting of the Company held on 30 May 2019 to approve the renewal of the 10% general limit on the number of shares which may be allotted and issued upon the exercise of the options to be granted under the Share Option Scheme, being 10% of the total number of Shares in issue as of 30 May 2019 and amounting to 69,120,000 Shares.

34. 以股份為基礎之付款交易

本公司以股本支付之購股權計劃

為向合資格參與者就彼等對本集團之貢獻及潛在貢獻提供激勵及獎勵，本公司於二零一五年十月六日採納購股權計劃。因根據購股權計劃及本公司任何其他購股權計劃已授出而有待行使的全部尚未行使購股權獲行使而可予配發及發行的最高股份數目，合共不得超過不時已發行股份總數的30%。根據購股權計劃及本公司任何其他購股權計劃可能授出的購股權所涉及的股份總數，不得超過於股份上市日期已發行股份總數的10%（即36,000,000股股份），除非本公司已於股東大會上獲股東批准更新。

本公司股東於二零一九年五月三十日舉行本公司之股東週年大會上以普通決議案通過批准重續就購股權計劃項下將予授出之購股權獲行使後可予配發及發行之股份數目之10%一般限額，亦即截至二零一九年五月三十日已發行股份總數的10%，共計69,120,000股。

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34. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Equity-settled share option scheme of the Company (Continued)

Details of the Company's share option scheme, please refer to "Report of the directors" of the Company's annual report.

Share options granted on 2 November 2018 (the "FY2018 Share Options")

On 2 November 2018, the Company granted 36,000,000 share options to certain directors, senior management, employees, consultants and customers of the Group. These share options have exercise price at HK\$0.704 with exercise period of 3 years starting from 7 months after the grant date. Under the plan, participants are granted options which only vest subject to grantees continuing to be an employee of the Group or providing service to the Group through each vesting date. Details are set out in the Company's announcement dated 2 November 2018.

34. 以股份為基礎之付款交易 (續)

本公司以股本支付之購股權計劃 (續)

本公司購股權計劃之詳情，請參閱本公司年報「董事會報告」。

於二零一八年十一月二日授出之購股權 (「二零一八財政年度購股權」)

於二零一八年十一月二日，本公司向本集團若干董事、高級管理層、僱員、顧問及客戶授出36,000,000份購股權。該等購股權行使價為0.704港元，行使期為3年，自授出當日後7個月開始。根據該計劃，參與者獲授購股權，須待承授人於各歸屬當日繼續成為本集團僱員或為本集團提供服務，方可歸屬。詳情載於本公司日期為二零一八年十一月二日之公告。

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

34. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share options granted on 2 November 2018 (the “FY2018 Share Options”)

(Continued)

The following table discloses movements of the Company’s FY2018 Share Options held by directors, senior management, employees, consultants and customers during the years ended 31 December 2023 and 2022:

34. 以股份為基礎之付款交易 (續)

於二零一八年十一月二日授出之購股權(「二零一八財政年度購股權」)(續)

下表披露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、高級管理層、僱員、顧問及客戶持有之本公司二零一八財政年度購股權之變動：

Options	Vesting period	At 1.1.2021	Number of share options				At 31.12.2022 and 2023 於二零二二年 及二零二三年 十二月三十一日
			Lapsed during the year	At 31.12.2021	Exercised During the year	Lapsed during the year	
購股權	歸屬期	於二零二一年 一月一日	年內失效	於二零二一年 十二月三十一日	年內行使	年內失效	十二月三十一日
<i>Directors</i>	<i>董事</i>						
Tranche 1 第一批	02.11.2018-01.05.2019 二零一八年十一月二日至 二零一九年五月一日	-	-	-	-	-	-
Tranche 2 第二批	02.11.2018-01.05.2020 二零一八年十一月二日至 二零二零年五月一日	700,000	(700,000)	-	-	-	-
Tranche 3 第三批	02.11.2018-01.05.2021 二零一八年十一月二日至 二零二一年五月一日	700,000	-	700,000	(200,000)	(500,000)	-
		1,400,000	(700,000)	700,000	(200,000)	(500,000)	-

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34. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share options granted on 2 November 2018 (the "FY2018 Share Options")

(Continued)

34. 以股份為基礎之付款交易 (續)

於二零一八年十一月二日授出
之購股權(「二零一八財政年度
購股權」)(續)

Options	Vesting period	At 1.1.2021	Number of share options				At 31.12.2022 and 2023
			Lapsed during the year	At 31.12.2021	Exercised During the year	Lapsed during the year	
購股權	歸屬期	於二零二一年 一月一日	年內失效	於二零二一年 十二月三十一日	年內行使	年內失效	於二零二二年 及二零二三年 十二月三十一日
<i>Senior management</i>							
Tranche 1	02.11.2018-01.05.2019	-	-	-	-	-	-
第一批	二零一八年十一月二日至 二零一九年五月一日						
Tranche 2	02.11.2018-01.05.2020	100,000	(100,000)	-	-	-	-
第二批	二零一八年十一月二日至 二零二零年五月一日						
Tranche 3	02.11.2018-01.05.2021	100,000	-	100,000	-	(100,000)	-
第三批	二零一八年十一月二日至 二零二一年五月一日						
		200,000	(100,000)	100,000	-	(100,000)	-
<i>Employees</i>							
Tranche 1	02.11.2018-01.05.2019	-	-	-	-	-	-
第一批	二零一八年十一月二日至 二零一九年五月一日						
Tranche 2	02.11.2018-01.05.2020	400,000	(400,000)	-	-	-	-
第二批	二零一八年十一月二日至 二零二零年五月一日						
Tranche 3	02.11.2018-01.05.2021	400,000	-	400,000	-	(400,000)	-
第三批	二零一八年十一月二日至 二零二一年五月一日						
		800,000	(400,000)	400,000	-	(400,000)	-

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34. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share options granted on 2 November 2018 (the "FY2018 Share Options")

(Continued)

34. 以股份為基礎之付款交易 (續)

於二零一八年十一月二日授出
之購股權(「二零一八財政年度
購股權」)(續)

Options	Vesting period	At 1.1.2021	Lapsed during the year	Number of share options		Lapsed during the year	At 31.12.2022 and 2023
				At 31.12.2021	Exercised During the year		
購股權	歸屬期	於二零二一年 一月一日	年內失效	於二零二一年 十二月三十一日	年內行使	年內失效	於二零二二年 及二零二三年 十二月三十一日
<i>Consultants</i>							
Tranche 1 第一批	02.11.2018-01.05.2019 二零一八年十一月二日至 二零一九年五月一日	-	-	-	-	-	-
Tranche 2 第二批	02.11.2018-01.05.2020 二零一八年十一月二日至 二零二零年五月一日	5,433,333	(5,433,333)	-	-	-	-
Tranche 3 第三批	02.11.2018-01.05.2021 二零一八年十一月二日至 二零二一年五月一日	5,433,334	-	5,433,334	(2,966,668)	(2,466,666)	-
		10,866,667	(5,433,333)	5,433,334	(2,966,668)	(2,466,666)	-
<i>Customers</i>							
Tranche 1 第一批	02.11.2018-01.05.2019 二零一八年十一月二日至 二零一九年五月一日	-	-	-	-	-	-
Tranche 2 第二批	02.11.2018-01.05.2020 二零一八年十一月二日至 二零二零年五月一日	5,366,667	(5,366,667)	-	-	-	-
Tranche 3 第三批	02.11.2018-01.05.2021 二零一八年十一月二日至 二零二一年五月一日	5,366,666	-	5,366,666	(5,366,666)	-	-
		10,733,333	(5,366,667)	5,366,666	(5,366,666)	-	-
		24,000,000	(12,000,000)	12,000,000	(8,533,334)	(3,466,666)	-
Exercisable at the end of the reporting period	於報告期末可行使			12,000,000			-

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34. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share options granted on 2 November 2018 (the "FY2018 Share Options")

(Continued)

The estimated fair value of the options granted on 2 November 2018 was HK\$6,953,000. The Binomial model had been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options were based on the directors' best estimate. The value of an option varied with different variables of certain subjective assumptions.

The key inputs of the model for Tranche 1 to 3 were as follows:

		Tranche 1 第一批	Tranche 2 第二批	Tranche 3 第三批
Share price	股份價格	HK\$0.69 0.69 港元	HK\$0.69 0.69 港元	HK\$0.69 0.69 港元
Exercise price	行使價	HK\$0.704 0.704 港元	HK\$0.704 0.704 港元	HK\$0.704 0.704 港元
Risk-free rate	無風險利率	2.02%	2.18%	2.25%
Dividend yield	股息收益	0%	0%	0%
Expected volatility	預期波幅	43.4%	43.7%	46.1%
Time-to-maturity and expected life	到期時段及預計年期	1.5 years 1.5 年	2.5 years 2.5 年	3.5 years 3.5 年

The expected life of the options is based on the historical data over the past three years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. As at 31 December 2021, the weighted average exercise price for FY2018 Share Options was HK\$0.704 per share.

34. 以股份為基礎之付款交易 (續)

於二零一八年十一月二日授出之購股權(「二零一八財政年度購股權」)(續)

於二零一八年十一月二日授出之購股權之估計公平值為6,953,000港元。二項式模型已用於估計購股權之公平值。計算購股權公平值所使用的有關變量及假設乃基於董事之最佳估計。購股權價值隨著若干主觀假設的不同變量而有所不同。

第一至第三批模型之主要輸入數據如下：

購股權的預計年期基於過去三年的歷史數據，不一定代表可能發生的行使模式。預期波幅反映假設歷史波幅能夠代表未來趨勢，而實際情況不一定如此。於二零二一年十二月三十一日，二零一八財政年度購股權加權平均行使價為每股0.704港元。

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34. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share options granted on 2 November 2018 (the “FY2018 Share Options”)

(Continued)

Expected volatility was determined by using the historical volatility of the Company’s share price over the previous 18 to 42 months. No other feature of the options granted was incorporated into the measurement of fair value.

During the year ended 31 December 2022, share options amounting to approximately RMB2,735,000 (2021: RMB1,775,000) was lapsed and were transferred from share-based payment reserve to retained profits.

During the year ended 31 December 2021, no share options were granted or exercised, except for 12,000,000 share options were lapsed. The Group did not recognize any expense (2021: RMB303,000) for the year ended 31 December 2022 in relation to FY2018 Share Options granted by the Company.

Share options granted on 27 July 2022 (the “FY2022 Share Options”)

On 27 July 2022, the Company granted 69,100,000 share options to certain directors, senior management, employees and consultants of the Group. These share options have exercise price at HK\$0.56 with exercise period of 10 years starting from the grant date. Details are set out in the Company’s announcement dated 27 July 2022.

34. 以股份為基礎之付款交易 (續)

於二零一八年十一月二日授出之購股權(「二零一八財政年度購股權」)(續)

預期波幅使用本公司股價於過去18至42個月之歷史波幅釐定。計量公平值時概無列入其他已授出購股權的特質。

截至二零二二年十二月三十一日止年度，購股權約人民幣2,735,000元(二零二一年：人民幣1,775,000元)已失效，並自以股份為基礎之付款儲備轉撥至保留溢利。

於截至二零二一年十二月三十一日止年度，概無購股權獲授出或獲行使，12,000,000份購股權已失效除外。截至二零二二年十二月三十一日止年度，本集團並無就本公司授出的二零一八財政年度購股權確認任何開支(二零二一年：人民幣303,000元)。

於二零二二年七月二十七日授出之購股權(「二零二二財政年度購股權」)

於二零二二年七月二十七日，本公司向本集團若干董事、高級管理層、僱員及顧問授出69,100,000份購股權。該等購股權行使價為0.56港元，行使期為10年，自授出當日開始。詳情載於本公司日期為二零二二年七月二十七日的公告。

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

34. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share options granted on 27 July 2022 (the “FY2022 Share Options”) (Continued)

The following table discloses movements of the Company’s FY2022 Share Options held by directors, senior management, employees and consultants during the year ended 31 December 2022 and 2023:

Options	購股權	Number of share options (Before Share Consolidation) 購股權數目 (於股份合併前)		Number of share options (After Share Consolidation) 購股權數目 (於股份合併後)		
		At 27.07.2022	Exercised during the year	At 31.12.2022	Share Consolidation Adjustments	At 31.12.2022 and 31.12.2023 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
Directors	董事	7,000,000	(2,000,000)	5,000,000	(4,000,000)	1,000,000
Senior Management	高級管理層	18,300,000	(7,482,000)	10,818,000	(8,654,400)	2,163,600
Employees	僱員	8,700,000	(8,300,000)	400,000	(320,000)	80,000
Consultants	顧問	35,100,000	(14,200,000)	20,900,000	(16,720,000)	4,180,000
		69,100,000	(31,982,000)	37,118,000	(29,694,400)	7,423,600
Exercisable at the end of the reporting period	於報告期末可行使					7,423,600

34. 股份為基礎之付款交易 (續)

於二零二二年七月二十七日授出之購股權(「二零二二財政年度購股權」)(續)

下表披露截至二零二三年十二月三十一日及二零二二年十二月三十一日止年度董事、高級管理層、僱員及顧問持有之本公司二零二二財政年度購股權之變動：

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34. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share options granted on 27 July 2022 (the “FY2022 Share Options”) (Continued)

Note 1: As a result of the Share Consolidation became effective on 13 December 2022, adjustments were made to the exercise price of the outstanding FY2022 Share Options and the number of Consolidated Shares falling to be issued upon the exercise of the outstanding FY2022 Share Options in accordance with (i) the terms and conditions of the Share Option Scheme; (ii) Rule 17.03(13) of the Listing Rules; and (iii) the Supplementary Guidance on Main Board Listing Rule 17.03(13) and the Note immediately after the Rule attached to the Frequently Asked Question No. 072-2020 issued by the Stock Exchange on 6 November 2020 (the “Stock Exchange Supplementary Guidance”).

34. 股份為基礎之付款交易 (續)

於二零二二年七月二十七日授 出之購股權 (「二零二二財政年 度購股權」) (續)

附註1：由於股份合併於二零二二年十二月十三日生效，根據(i)購股權計劃之條款及條件；(ii)上市規則第17.03(13)條；及(iii)主板上市規則第17.03(13)條的補充指引及緊隨聯交所於二零二零年十一月六日發佈的第072-2020號常見問題解答隨附的規則之後的附註(「聯交所補充指引」)對二零二二財政年度尚未行使購股權之行使價及於二零二二財政年度尚未行使購股權獲行使後將予發行之合併股份數目作出調整。

Date of grant	授出日期	Prior to adjustment 於調整前		After adjustment 於調整後	
		Exercise price per Existing Share	Number of Existing Shares to be issued upon full exercise of the outstanding FY2022 Share Options	Adjusted price per Consolidated Share	Adjusted number of Consolidated Shares to be issued upon full exercise of the outstanding FY2022 Share Options
27 July 2022	二零二二年 七月二十七日	每股現有 股份之行使價 (HK\$) (港元)	尚未行使的 二零二二 財政年度 購股權獲 悉數行使後 將予發行之 現有股份數目	每股 合併股份之 經調整行使價 (HK\$) (港元)	尚未行使的 二零二二 財政年度 購股權獲 悉數行使後 將予發行之 合併股份之 經調整數目
		0.56	37,118,000	2.80	7,423,600

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34. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share options granted on 27 July 2022 (the “FY2022 Share Options”) (Continued)

The estimated fair value of the options granted on 27 July 2022 was HK\$13,914,039. The Binomial model had been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options were based on the directors’ best estimate. The value of an option varied with different variables of certain subjective assumptions.

The key inputs of the model were as follows:

Share price	HK\$0.56
Exercise price	HK\$0.56
Risk-free rate	2.78%
Dividend yield	0%
Expected volatility	42.78%
Time-to-maturity	10 years

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. As at 27 July 2022, the weighted average exercise price for FY2022 Share Options was HK\$2.80 per share (or HK\$0.56 per share prior to Share Consolidation).

Expected volatility was determined by using the historical volatility of the Company’s share price over 6.7 years started from 6 November 2015 (“the Listing date”) of the Company to 27 July 2022 (the “Valuation date”). No other feature of the options granted was incorporated into the measurement of fair value.

34. 以股份為基礎之付款交易 (續)

於二零二二年七月二十七日授出之購股權(「二零二二財政年度購股權」)(續)

於二零二二年七月二十七日授出之購股權之估計公平值為13,914,039港元。二項式模型已用於估計購股權之公平值。計算購股權公平值所使用的有關變量及假設乃基於董事之最佳估計。購股權價值隨著若干主觀假設的不同變量而有所不同。

模型之主要輸入數據如下：

股份價格	0.56 港元
行使價	0.56 港元
無風險利率	2.78%
股息收益	0%
預期波幅	42.78%
到期時段	10 年

預期波幅反映假設歷史波幅能夠代表未來趨勢，而實際情況不一定如此。於二零二二年七月二十七日，二零二二財政年度購股權之加權平均行使價為每股2.80港元(或於股份合併前每股0.56港元)。

預期波幅使用本公司股價於自二零一五年十一月六日(「上市日期」)起至二零二二年七月二十七日(「估值日期」)止6.7年之歷史波幅釐定。計量公平值時概無列入其他已授出購股權的特質。

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34. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share options granted on 27 July 2022 (the "FY2022 Share Options") (Continued)

The Group recognised the total expense of RMB11,903,000 for the year ended 31 December 2022 in relation to FY2022 Share Options granted by the Company.

As of the date of approval of these financial statements, the Company had a total of 7,423,600 share options that had been granted but remained unexercised, in addition to 4,000 share options that were yet to be granted under the Scheme. The unexercised options represented approximately 2.81% of the Company's shares in issue, while the ungranted options represented approximately 0.01%. Collectively, the 7,427,600 unexercised options amounted to approximately 2.82% of the Company's shares in issue as of that date.

At the end of the reporting period, the Company had 7,423,600 granted but unexercised FY2022 Share Options outstanding under the Scheme. The exercise in full of these share options would, under the present capital structure of the Company, result in the issue of 7,423,600 additional ordinary shares of the Company and additional share capital of HK\$20,786,080 (before issue expenses).

The shareholders of the Company passed an ordinary resolution at the annual general meeting of the Company held on 2 June 2023 to approve the renewal of the 10% general limit on the number of shares which may be allotted and issued upon the exercise of the options to be granted under the Share Option Scheme, being 10% of the total number of Shares in issue as of 2 June 2023 and amounting to 26,376,552 shares (after Share Consolidation Adjustments).

34. 以股份為基礎之付款交易 (續)

於二零二二年七月二十七日授出之購股權(「二零二二財政年度購股權」)(續)

截至二零二二年十二月三十一日止年度，本集團確認有關本公司授出二零二二財政年度購股權之開支總額人民幣11,903,000元。

截至該等財務報表獲批准日期，本公司已授出但尚未行使的購股權合共7,423,600份，以及根據該計劃尚未授出的4,000份購股權。未行使購股權佔本公司已發行股份的約2.81%，而未授出購股權佔約0.01%。7,427,600份未行使購股權合共佔本公司於該日已發行股份的約2.82%。

於報告期末，根據該計劃，本公司有7,423,600份已授出但尚未行使的二零二二財政年度購股權。該等購股權獲悉數行使後，將根據本公司現有資本架構導致發行7,423,600股額外的本公司普通股及額外股本20,786,080港元(未計發行開支)。

本公司股東於二零二三年六月二日舉行本公司之股東週年大會上以普通決議案通過批准重續就購股權計劃項下將予授出之購股權獲行使後可予配發及發行之股份數目之10%一般限額，亦即截至二零二三年六月二日已發行股份總數的10%，共計26,376,552股(經股份合併調整後)。

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34. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share options granted on 27 July 2022 (the “FY2022 Share Options”) (Continued)

As a result, the total number of shares available for issue under the Share Option Scheme was 26,376,552 shares (after Share Consolidation Adjustments), representing 10% of the issued shares as at the date of the Interim Report.

The number of share options available for grant under the scheme mandate was 26,376,552 (after Share Consolidation Adjustments) as at 30 June 2023.

The number of shares that may be issued in respect of options granted under all schemes of the Company during the Reporting Period divided by the weighted average number of shares of the relevant class in issue for the same period was approximately 2.81%.

The number of share options available for grant under the Share Option Scheme at the beginning and the end of the financial period

34. 以股份為基礎之付款交易 (續)

於二零二二年七月二十七日授出之購股權(「二零二二財政年度購股權」)(續)

因此，購股權計劃項下可供發行的股份總數為26,376,552股(經股份合併調整後)，佔中期報告日期已發行股份的10%。

於二零二三年六月三十日，根據計劃授權可供授出之購股權數目為26,376,552份(經股份合併調整後)。

於報告期間根據本公司所有計劃授出的購股權可發行的股份數目除以同期相關類別已發行股份的加權平均數約為2.81%。

於財政期間期初及期末根據購股權計劃可供授出之購股權數目

		2023 Shares 二零二三年 股份
As at 1 January 2023	於二零二三年一月一日	4,000
Refreshment of the 10% general limit approved on 2 June 2023	更新於二零二三年六月二日 批准之10%一般限額	26,372,552
As at 30 June 2023	於二零二三年六月三十日	26,376,552

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34. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Arrangement to purchases shares or debentures

At no time during the Reporting Period and up to the date of this interim report was the Company or any of its subsidiaries or a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

35. RETIREMENT BENEFIT PLANS

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes of 5% of eligible employees' relevant aggregated income with a cap of HK\$1,500 per employee per month, which contribution is matched by employees.

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC. The subsidiary is required to contribute a certain percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The total expense recognised in profit or loss of RMB230,000 (2022: RMB401,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans.

34. 以股份為基礎之付款交易 (續)

購買股份或債權證之安排

於報告期間任何時間及截至本中期報告日期，本公司或其任何附屬公司或其中一方概無訂立任何安排，以令董事可藉收購本公司或任何其他法人團體之股份或債權證而獲得利益。

35. 退休福利計劃

本集團為於香港的所有合資格僱員設立強制性公積金計劃。該計劃的資產由信託人控制的基金持有，獨立於本集團資產。本集團每月作出供款，金額為合資格僱員相關收入總額之5%，每名僱員之每月上限為1,500港元，僱員亦作出相同供款。

本集團於中國的附屬公司僱員為中國政府經營的國家管理退休福利計劃成員。附屬公司須按僱員薪金的若干百分比向退休福利計劃供款，作為福利供款。本集團就退休福利計劃的唯一責任是作出指定供款。

於損益內確認之開支總額人民幣230,000元(二零二二年：人民幣401,000元)指本集團按該等計劃規則指定之費率應付該等計劃之供款。

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36. 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 debts, which includes bank and other borrowings, convertible loan notes and lease liabilities disclosed in Notes 28, 29 and 31, respectively, net of bank balances and cash and equity attributable to owners of the Company, comprising issued share capital and other reserves.

The directors of the Company review the capital structure on a semi-annual basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

The only externally imposed capital requirement is that for the Group to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares. The Group receives a report from the share registrars on a timely basis on substantial share interests showing the non-public float and it demonstrates continuing compliance with the 25% limit from the date of the Listing.

36. 資本風險管理

本集團管理其資本以確保本集團內實體按持續經營基準繼續經營，同時透過優化債務及權益平衡為股東帶來最大回報。本集團之整體策略與上一年度維持不變。

本集團之資本架構包括淨負債，其包括分別於附註28、29及31披露之銀行及其他借款、可換股貸款票據及租賃負債，扣除銀行結餘及現金以及本公司擁有人應佔權益（包括已發行股本及其他儲備）。

本公司董事每半年一次審閱資本架構。作為該審閱之一部分，董事會考慮各類別資本之資本成本及相關風險。根據董事之建議，本集團將透過派付股息、新股份發行及股份回購以及發行新債務或贖回現有債務平衡其整體資本架構。

唯一外部強制性資本要求為，本集團如欲維持其在聯交所上市的地位，其公眾持股量最少為股份的25%。本集團及時收到股份過戶登記處顯示非公眾持股量的重大股份權益的報告，其顯示自上市日期以來均持續符合25%的限額。

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37. FINANCIAL INSTRUMENTS

37. 金融工具

(a) Categories of financial instruments

(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		
Financial assets at FVTPL	按公平值計入損益之金融資產		
Unlisted equity securities	非上市股本證券	1,178	1,178
Financial assets at amortised cost	按攤銷成本列賬之金融資產	504,862	798,765
Financial liabilities	金融負債		
Amortised cost	攤銷成本	423,893	399,658

(b) Financial risk management objectives and policies

(b) 財務風險管理目標及政策

The Group's major financial instruments include financial assets at FVTPL, trade and other receivables, amounts due from related parties, bank balances and cash, trade and bills payables and other payables, bank and other borrowings and convertible loan notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

本集團之主要金融工具包括按公平值計入損益之金融資產、貿易及其他應收款項、應收關聯方款項、銀行結餘及現金、貿易及票據應付款項以及其他應付款項、銀行及其他借款及可換股貸款票據。與該等金融工具相關之風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險。減輕該等風險之政策載於下文。管理層管理及監察該等風險以確保及時及有效之措施得以實施。

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37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk

(i) Currency risk

Several subsidiaries of the Company have the foreign currency bank balances which exposes the Group to foreign currency risk. The carrying amounts of the Group's foreign currency denominated monetary assets at the end of the reporting period are as follows:

		Assets 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
HK\$	港元	232	7,140

The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arises.

In the opinion of management of the Group, the expected change in foreign exchange rate will not have significant impact on the carrying amount of the foreign currency denominated monetary assets, hence sensitivity analysis is not presented.

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險

(i) 貨幣風險

本公司若干附屬公司之外幣銀行結餘使本集團承受外幣風險。本集團於報告期末以外幣計值之貨幣資產之賬面值如下：

本集團目前並無外幣對沖政策。然而，本集團管理層監察外幣風險及將於需要時考慮對沖重大外幣風險。

本集團管理層認為，預期外匯匯率變動將不會對以外幣計值之貨幣資產賬面值構成重大影響，因此並無呈列敏感度分析。

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

37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to bills payable as disclosed in Note 28, lease liabilities as disclosed in Note 31, fixed-rate bank and other borrowings as disclosed in Note 28 and fixed-rate convertible loan notes as disclosed in Note 29. The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances as disclosed in Note 25. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates movement on bank balances.

The Group currently does not use any derivative contracts to hedge its exposure to interest rate risk. However, the management will consider hedging significant interest rate exposure should the need arise.

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險

本集團就附註28所披露之應付票據、附註31所披露之租賃負債、附註28所披露之固定利率銀行及其他借款及附註29所披露之固定利率可換股貸款票據承受公平值利率風險。本集團亦就附註25所披露之浮動利率銀行結餘承受現金流量利率風險。本集團透過根據利率水平及前景評估任何利率變動產生的潛在影響管理其利率風險。

本集團的現金流量利率風險主要集中於銀行結餘利率變動的波動。

本集團現時並無使用任何衍生合約對沖其所面臨之利率風險。然而，管理層將於有需要時考慮對沖重大利率風險。

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37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(ii) Interest rate risk (Continued)

Total interest income from financial assets that are measured at amortised cost 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
Other income Financial assets at amortised cost	-	6,479

Interest expense on financial liabilities not measured at FVTPL:

	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 liabilities at amortised cost	9,721	13,439

No sensitivity analysis was presented as the management considers that the exposure to cash flow interest rate risk for variable-rate bank balances are insignificant.

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險(續)

按攤銷成本計量之金融資產利息收入總額如下：

並非按公平值計入損益計量之金融負債之利息開支：

由於管理層認為浮動利率銀行結餘之現金流量利率風險並不重大，故並無呈列敏感度分析。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade and other receivables, contract assets, amounts due from related parties and bank balances and cash. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

The Group performed impairment assessment for financial assets under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarised as below:

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估

信貸風險指本集團對手方違反合約責任而導致本集團財務虧損的風險。本集團的信貸風險主要與貿易及其他應收款項、合約資產、應收關聯方款項以及銀行結餘及現金有關。本集團並無持有任何抵押品或其他信貸增強措施以保障與其金融資產相關之信貸風險。

本集團根據預期信貸虧損模型對金融資產進行減值評估。有關本集團信貸風險管理、最大信貸風險及相關減值評估(如適用)之資料概述如下：

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

37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables and contract assets arising from contracts with customers

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals and to determine any debt recovery action on those delinquent trade receivables arising from contracts with customers. Before granting credit to these customers, the Group reviews the credit quality and defines credit limits by these customers. Limits attributed to these customers are reviewed once a year and each customer has a maximum credit limit. The Group maintains a defined credit policy to assess the credit quality of these customers and seeks to maintain strict control over its outstanding receivables so as to minimise credit risk. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has concentration of credit risk as 10% (2022: 26%) and 23% (2022: 66%) of the total trade receivables was due from the Group's largest trade receivables and the five largest trade receivables respectively.

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

客戶合約產生之貿易應收款項及合約資產

為盡量降低信貸風險，本集團管理層已委派團隊負責釐定信貸限額及信貸批准，並決定對客戶合約產生的拖欠貿易應收款項作出任何追討債務行動。於向該等客戶授出信貸前，本集團審閱其信貸質素及界定該等客戶的信貸限額。該等客戶應佔限額每年進行一次檢討，且每名客戶均有最大信貸限額。本集團設有既定信貸政策以評估該等客戶之信貸質素，並致力嚴格控制其尚未償還應收款項，以盡量降低信貸風險。就此而言，本公司董事認為本集團的信貸風險已大幅降低。

本集團之信貸風險集中，原因為應收本集團最大應收賬款及五大應收賬款之款項分別佔貿易應收款項總額之14%（二零二二年：26%）及33%（二零二二年：66%）。

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

37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

(Continued)

Trade receivables and contract assets arising from contracts with customers (Continued)

In addition, the Group performs impairment assessment under ECL model on trade balances contract assets based on provision matrix. Except for those trade receivables contract assets with significant outstanding balances or credit-impaired, which are assessed for impairment individually, the remaining trade receivables and contract assets are grouped under a provision matrix based on shared credit risk characteristics by reference to the ageing, repayment history and/or past due status of trade receivables and contract assets. Impairment of RMB349,640,000 (2022: RMB9,022,000) and RMB16,600,000 (2022: RMB5,019,000) is recognised for trade receivables and contract assets, respectively during the year. Details of the quantitative disclosures are set out below in this note.

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

客戶合約產生之貿易應收款項及合約資產(續)

此外，本集團按撥備矩陣根據預期信貸虧損模型對貿易結餘及合約資產進行減值評估。除具有大額尚未償付結餘或已出現信貸減值之該等貿易應收款項及合約資產外，餘下貿易應收款項及合約資產根據撥備矩陣按共享信貸風險特徵分組，當中已參考貿易應收款項及合約資產之賬齡、還款歷史及／或逾期狀況。年內，減值人民幣349,640,000元(二零二二年：人民幣9,022,000元)及人民幣16,600,000元(二零二二年：人民幣5,019,000元)已分別就貿易應收款項及合約資產確認。定量披露詳情載於本附註下文。

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綜合財務報表附註

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

37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Amounts due from related parties and other receivables and deposits

For amounts due from related parties and other receivables and deposits, the directors of the Company make periodic individual assessment on the recoverability of these amounts based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward- looking information. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. Impairment of nil (2022: nil) is reversal for amounts due from related parties and impairment of RMB358,000 (2022: impairment of RMB19,139,000) is recognised for other receivables and deposits during the year. Details of the quantitative disclosures are set out below in this note.

Bank balances

Credit risk on bank balances is limited because the counterparties are reputable banks with high credit ratings assigned by credit agencies. Based on above, the credit risk on bank balances is considered to be insignificant by the management.

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

應收關聯方款項以及其他應收款項及按金

就應收關聯方款項以及其他應收款項及按金而言，本公司董事根據過往償付紀錄、過往經驗以及定量及定性資料(合理及支持性前瞻性資料)對該等金額之可收回性進行定期個別評估。本公司董事相信，該等金額之信貸風險自首次確認起並無大幅增加，本集團按12個月預期信貸虧損計提減值。年內，已就應收關聯方款項確認減值零(二零二二年：零)及就其他應收款項及按金沖回減值人民幣358,000元(二零二二年：減值人民幣19,139,000元)。定量披露資料詳情於本附註下文載述。

銀行結餘

銀行結餘之信貸風險有限，原因為對手方為信譽良好之銀行，並獲信貸機構給予高信貸評級。根據上文所述，管理層認為銀行結餘之信貸風險並不重大。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating 內部信貸評級	Description 描述	Trade receivables and contract assets 貿易應收款項及合約資產	Other financial assets 其他金融資產
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 對手方的違約風險低且並無任何逾期金額	Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 並無出現信貸減值	12-month ECL 12個月預期信貸虧損
Watch list 觀察名單	Debtor frequently repays after due dates but usually settle in full 債務人經常於到期日後還款，但通常全數結清	Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 並無出現信貸減	12-month ECL 12個月預期信貸虧損
Doubtful 呆賬	There have been significant increases in credit risk since initial recognition through information developed internally or external sources 透過內部產生之資料或外部資料來源，自初步確認以來，信貸風險已顯著增加	Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 並無出現信貸減值	Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 並無出現信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示資產為已出現信貸減值	Lifetime ECL — credit-impaired 全期預期信貸虧損 — 已出現信貸減值	Lifetime ECL — credit-impaired 全期預期信貸虧損 — 已出現信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人陷入嚴重財務困難，而本集團並無實際收回可能性	Amount is written off 金額被撇銷	Amount is written off 金額被撇銷

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

本集團的內部信貸風險等級評估包括以下類別：

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37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The table below details the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

37. 金融工具(續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估(續)

下表詳列須進行預期信貸虧損評估之本集團金融資產之信貸風險：

			2023 二零二三年	2022 二零二二年
	Internal Notes credit rating	12-month or lifetime ECL 12個月或全期 預期信貸虧損	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Gross carrying amount 賬面總值 RMB'000 人民幣千元
Financial assets at amortised cost 按攤銷成本列值之金融資產				
Trade receivables from contracts with customers 客戶合約之貿易應收款項	23 (Note 1) (附註1)	Lifetime ECL (provision matrix) 全期預期信貸虧損 (撥備矩陣)	318,178	215,365
		Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 並無出現信貸減值	—	46,679
		Lifetime ECL — credit-impaired 全期預期信貸虧損 — 已出現信貸減值	262,044	262,044

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37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具(續)

(b) Financial risk management objectives and policies (Continued)

(b) 財務風險管理目標及政策(續)

Credit risk and impairment assessment (Continued)

信貸風險及減值評估(續)

			2023 二零二三年	2022 二零二二年
	Internal Notes credit rating	12-month or lifetime ECL 12個月或全期 預期信貸虧損	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Gross carrying amount 賬面總值 RMB'000 人民幣千元
Amounts due from related parties 應收關聯方款項	26 (Note 2) (附註2)	12-month ECL 12個月預期信貸虧損	-	3,945
Other receivables and deposits 其他應收款項及按金	23 (Note 2) (附註2)	12-month ECL 12個月預期信貸虧損	83,120	83,120
Bank balances 銀行結餘	25 (Note 2) (附註2)	12-month ECL 12個月預期信貸虧損	5,642	7,017
Contract assets 合約資產	22 (Note 1) (附註1)	Lifetime ECL (provision matrix) 全期預期信貸虧損 (撥備矩陣)	318,214	378,273

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綜合財務報表附註

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

37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes:

- For trade receivables and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for debtors with significant outstanding balances or credit-impaired, the Group determines the ECL on these items by using a provision matrix, grouped by internal credit rating.

As part of the Group's credit risk management, the Group applies internal credit rating for its customers. The following table provides information about the exposure to credit risk for trade receivables and contract assets which are assessed based on provision matrix within lifetime ECL (not credit-impaired). Debtors with significant outstanding balances or credit-impaired with gross carrying amounts of RMB347,848,000 as at 31 December 2023 (2022: RMB424,952,000) were assessed individually.

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

附註：

- 就貿易應收款項及合約資產而言，本集團已應用香港財務報告準則第9號之簡化方法按全期預期信貸虧損計量虧損撥備。除具大額尚未償付結餘或已出現信貸減值之應收賬款外，本集團使用撥備矩陣釐定該等項目預期信貸虧損，並按內部信貸評級分組。

作為本集團信貸風險管理之一部分，本集團對其客戶應用內部信貸評級。下表提供有關貿易應收款項及合約資產信貸風險之資料，有關資料按全期預期信貸虧損(並無出現信貸減值)內之撥備矩陣評估。於二零二三年十二月三十一日，具大額尚未償付結餘或已出現信貸減值之應收賬款之總賬面值人民幣347,848,000元(二零二二年：人民幣424,952,000元)已進行個別評估。

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

37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

1. (Continued)

Gross carrying amount

		2023 二零二三年			2022 二零二二年		
		Average loss rate 平均虧損率	Trade receivables 貿易應收款項	Contract assets 合約資產	Average loss rate 平均虧損率	Trade receivables 貿易應收款項	Contract assets 合約資產
		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	
Low risk	低風險	0.93%	206,408	173,545	0.92%	150,274	250,204
Watchlist	觀察名單	9.45%	21,512	3,269	9.44%	21,512	3,269
Doubtful	呆賬	14.4%	43,579	111,456	14.3%	43,579	111,456
Loss	虧損	-	-	-	-	-	-
			271,499	288,270		215,365	364,929

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated. The contract assets have substantially the same risk characteristics as the trade receivables for the same type of contracts. The Group has therefore concluded that the loss rates for trade receivables are a reasonable approximation of the loss rates for contract assets.

During the year ended 31 December 2023, the Group provided RMB349,640,000 (2022: RMB9,022,000) and RMB16,600,000 (2022: RMB5,019,000) impairment allowance for trade receivables and contract assets respectively, based on the provision matrix.

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

附註：(續)

1. (續)

賬面總值

估計虧損率乃根據債務人之預期年期的歷史可觀察違約率估計，並就毋須過多成本或精力取得之前瞻性資料進行調整。管理層定期檢討分組，以確保有關特定債務人的相關資料獲更新。合約資產之風險特徵與同類合約之貿易應收款項大致相同。因此，本集團之結論為貿易應收款項之虧損率與合約資產虧損率合理近似。

截至二零二三年十二月三十一日止年度，本集團根據撥備矩陣就貿易應收款項及合約資產分別計提人民幣349,640,000元(二零二二年：人民幣9,022,000元)及人民幣16,600,000元(二零二二年：人民幣5,019,000元)之減值撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

(Continued)

Notes: (Continued)

1. (Continued)

Gross carrying amount (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables and contract assets:

		Lifetime ECL — provision matrix (not credit- impaired)	Lifetime ECL — individual assessment (not credit- impaired)	Lifetime ECL — individual assessment (credit- impaired)	Total
		全期預期 信貸虧損 撥備矩陣 (並無出現 信貸減值)	全期預期 信貸虧損 一個別評估 (並無出現 信貸減值)	全期預期 信貸虧損 一個別評估 (已出現 信貸減值)	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
At 1 January 2022	於二零二二年一月一日				
Changes due to financial instruments recognised as at 1 January 2022:	因於二零二二年一月一日確認之金融工具而變動：				
— Impairment losses recognised	— 已確認減值虧損	11,715	2,385	—	14,100
— Impairment losses reversed	— 已撥回減值虧損	14,041	—	—	14,041
		—	—	—	—
As 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	25,756	2,385	—	28,141
Changes due to financial instruments recognised as at 1 January 2023:	因於二零二三年一月一日確認之金融工具而變動：				
— Impairment losses recognised	— 已確認減值虧損	18,392	—	—	18,392
At 31 December 2023	於二零二三年十二月三十一日	44,148	2,385	—	46,533

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

附註：(續)

1. (續)

賬面總值(續)

下表顯示已對貿易應收款項及合約資產確認之全期預期信貸虧損的變動：

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

1. (Continued)

Gross carrying amount (Continued)

Changes in the loss allowance for trade receivable are mainly due to the recognition of impairment allowance for trade receivable with a gross carrying amount of RMB334,767,000 (2022: RMB276,841,000) during the year ended 31 December 2023.

The Group writes off trade receivables when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over five years past due, whichever occurs earlier. None of the trade receivables that have been written off is subject to enforcement activities.

2. The Group assessed the loss allowance for amounts due from related parties and other receivables and deposits on 12m ECL basis. In determining the ECL, the Group performs periodic review on the financial position of the debtors, its settlement status and other contractual conditions to ensure it is financially viable to settle the receivables. The Group has applied ranged to 0.14% to 26.16% (2022: 0.2% to 26.76%) of credit loss rates and concluded that adequate impairment loss is made for irrecoverable amount.

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

附註：(續)

1. (續)

賬面總值(續)

貿易應收款項之虧損撥備變動乃主要由於截至二零二三年十二月三十一日止年度確認總賬面值為人民幣334,767,000元(二零二二年：人民幣276,841,000元)之貿易應收款項之減值撥備所致。

當有資料顯示債務人陷入嚴重財務困難且並無實際收回可能性時(例如當債務人進行清盤或已進入破產程序，或當貿易應收款項已逾期超過五年(以較早發生者為準))，則本集團撤銷貿易應收款項。概無已撤銷的貿易應收款項須進行強制執行行動。

2. 本集團按12個月預期信貸虧損基準評估應收關聯方款項及其他應收款項及按金之虧損撥備。於釐定預期信貸虧損時，本集團對債務人之財務狀況、其償付狀況及其他合約條款進行定期審閱，以確保其有財務能力償付應收款項。本集團已應用0.14%至26.16%(二零二二年：0.2%至26.76%)之信貸虧損率，得出結論為已為不可收回金額作出足夠減值虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

2. (Continued)

The following tables show reconciliation of loss allowances that has been recognised for other receivables and deposits and amounts due from related parties:

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

附註：(續)

2. (續)

下表顯示已就其他應收款項及按金及應收關聯方款項確認之虧損撥備之對賬：

		12m ECL — individual assessment (not credit- impaired) 12個月預期 信貸虧損 — 個別評估 (並無出現 信貸減值) RMB'000 人民幣千元	12m ECL — individual assessment (not credit- impaired) 12個月預期 信貸虧損 — 個別評估 (並無出現 信貸減值) 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			
Changes due to financial instruments recognised as at 1 January 2022:	因於二零二二年一月一日 確認金融工具產生之 變動：			
— Impairment losses recognised	— 已確認減值虧損	4,054	—	4,054
— Impairment losses reversed	— 已撥回減值虧損	19,139	—	19,139
		898	—	898
As 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	24,091	—	24,091
Changes due to financial instruments recognised as at 1 January 2023:	因於二零二三年一月一日 確認金融工具產生之 變動：			
— Impairment losses recognised	— 已確認減值虧損	—	—	—
— Exchange difference	— 匯兌差額	(358)	—	(358)
At 31 December 2023	於二零二三年 十二月三十一日	23,733	—	23,733

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

(Continued)

Notes: (Continued)

- For the purposes of internal credit risk management, the Group has applied the general approach in HKFRS 9 to measure the loss allowance at 12m ECL as there is no significant increase in credit risk since initial recognition. The Group determines the expected credit losses for bank balances by assessment of probability of default. During the year ended 31 December 2023 and 2022 in view of the nature of the balance and historical default rate and forward looking information, the Group considers the provision of impairment allowance for the bank balances are insignificant.

Liquidity risk

In management of the liquidity risk, the Group monitors and maintains a level of bank balances and cash deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of borrowings and ensures compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flows.

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

附註：(續)

- 就內部信貸風險管理而言，本集團已應用香港財務報告準則第9號的一般方法計量12個月預期信貸虧損的虧損撥備，原因為信貸風險自初步確認以來並無顯著增加。本集團透過評估違約概率釐定銀行結餘的預期信貸虧損。截至二零二三年及二零二二年十二月三十一日止年度，鑑於結餘的性質及歷史違約率及前瞻性資料，本集團認為對銀行結餘計提的減值撥備並不重大。

流動資金風險

於管理流動資金風險時，本集團監控及維持管理層視為足以為本集團營運提供資金並減輕現金流量波動影響之一定水平之銀行結餘及現金。管理層監控借款的使用情況，並確保遵守貸款契約。

下表詳列本集團之非衍生金融負債之餘下合約到期情況。該表格乃根據金融負債的未貼現現金流量按本集團可被要求付款之最早日期編製。其他非衍生金融負債的到期日乃按協定還款日期而定。該表格包括利息及本金現金流量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具(續)

(b) Financial risk management objectives and policies (Continued)

(b) 財務風險管理目標及政策(續)

Liquidity risk (Continued)

流動資金風險(續)

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from weighted average interest rate at the end of reporting period.

下表包括利息及本金之現金流量。就利息流量為浮動利率而言，未貼現金額乃來自報告期末之加權平均利率。

Liquidity table

流動資金表

At 31 December 2023

於二零二三年十二月三十一日

	Weighted average interest rate	On demand or less than 1 month	3 months to 1 year	1-5 years	Over 5 years	Total undiscounted cash flows	Carrying amount
	%	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
Non-derivative financial liabilities							
Trade and other payables							
貿易及其他應付款項							
	-	134,402	-	-	-	134,402	134,402
Bank and other borrowings	7	257,085	-	-	-	257,085	257,085
銀行及其他借款							
Convertible loan notes	17.32	47,430	-	-	-	47,430	47,430
可換股貸款票據							
Lease liabilities	10.00	-	-	269	-	269	269
租賃負債							
		438,917	-	269	-	439,186	439,186

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具(續)

(b) Financial risk management objectives and policies (Continued)

(b) 財務風險管理目標及政策(續)

Liquidity risk (Continued)

流動資金風險(續)

Liquidity table (Continued)

流動資金表(續)

At 31 December 2022

於二零二二年十二月三十一日

	Weighted						Total	
	average interest rate	On demand or less than 1 month	1-3 months	3 months to 1 year	1-5 years	Over 5 years	undiscounted cash flows	Carrying amount
	加權平均利率	按要求或少於1個月	1至3個月	3個月至1年	1至5年	超過5年	未貼現現金流量總額	賬面值
	%	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	%	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Non-derivative financial liabilities								
Trade and other payables								
貿易及其他應付款項	-	120,246	-	-	-	-	120,246	120,246
Bank and other borrowings	7	-	-	235,398	-	-	235,398	235,398
銀行及其他借款	7	-	-	235,398	-	-	235,398	235,398
Convertible loan notes	17.32	-	-	44,014	-	-	44,014	44,014
可換股貸款票據	17.32	-	-	44,014	-	-	44,014	44,014
Lease liabilities	10.00	-	-	41	-	-	41	41
租賃負債	10.00	-	-	41	-	-	41	41
		120,246	-	401,436	-	-	504,417	399,699

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

37. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

Fair value measurements and valuation processes

Some of the Group's financial instruments are measured at fair value for financial reporting purposes. The directors of the Company are responsible to determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The directors of the Company works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The management reports the valuation committee's findings to the board of directors of the Company to explain the cause of fluctuations in the fair value.

37. 金融工具(續)

(c) 金融工具之公平值計量

本附註提供有關本集團如何釐定各項金融資產及金融負債之公平值之資料。

公平值計量及估值程序

本集團部分金融工具乃按公平值計量，以作財務報告用途。本公司董事負責就公平值計量釐定合適估值方法及輸入數據。

於估計公平值時，本集團盡可能使用可觀察市場數據。倘並無第一級輸入數據可供使用，則本集團委聘第三方合資格估值師進行估值。本公司董事與合資格外聘估值師緊密合作，為模式設立合適估值方法及輸入數據。管理層向本公司董事會匯報評估委員會的調查結果，以解釋公平值波動的原因。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

37. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Investments in the unlisted equity securities classified as financial assets at fair value through profit or loss

The Group assessed the minimum recoverable amount of the investments will be covered by the personal guarantee arrangement on the basis that the guarantors have sufficient assets to support their personal guarantee. In this regard, the directors of the Company consider that no fair value change had been recognised for the year ended 31 December 2022 and 2023 and as of the date, the investments in the unlisted equity securities classified as financial assets at fair value through profit or loss are amounted to approximately RMB1,178,000 (2022: RMB1,178,000).

There were no transfers in different levels of the fair value hierarchy during the reporting period.

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures required)

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values based on discounted cash flows analysis.

37. 金融工具(續)

(c) 金融工具之公平值計量(續)

定期按公平值計量的本集團金融資產的公平值

分類為按公平值計入損益的金融資產的非上市股本證券投資

本集團估計投資最低可收回金額將通過個人擔保安排予以收回，前提條件為擔保人擁有充足資產提供彼等之個人擔保。就此而言，本公司董事認為截至二零二二年及二零二三年十二月三十一日止年度未確認任何公平值變動，而截至該日，分類為按公平值計入損益的金融資產的非上市股本證券投資約為人民幣1,178,000元(二零二二年：人民幣1,178,000元)。

於報告期內，並無不同級別的公平值層級轉撥。

並非定期按公平值計量(但須披露公平值)的本集團金融資產及金融負債的公平值

本公司董事認為，根據貼現現金流量分析，於綜合財務報表內按攤銷成本入賬之金融資產及金融負債的賬面值與其公平值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

38. CHARGES ON ASSETS

The Group has the following charges on assets for bank borrowings as set out in Note 28 at the end of the reporting period:

		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
Property, plant and equipment	物業、廠房及設備	16,513	17,832
Investment properties	投資物業	47,420	61,520
Right-of-use assets	使用權資產	1,200	1,255
Transfer to investment properties (Note 18)	轉撥至投資物業 (附註 18)	65,133	80,607

39. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows from financing activities.

38. 資產抵押

於報告期末，本集團就附註28所載之銀行借款有以下資產抵押：

39. 融資活動產生的負債的對賬

下表詳列融資活動產生的本集團負債變動，包括現金及非現金變動。融資活動產生的負債乃其現金流量或未來現金流量於本集團之綜合現金流量表分類為融資活動的負債。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

39. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

(Continued)

39. 融資活動產生的負債的對賬 (續)

		Lease liabilities 租賃負債 RMB'000 人民幣千元	Bank and other borrowings 銀行及 其他借款 RMB'000 人民幣千元	Convertible loan notes 可換股 貸款票據 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023	於二零二三年 一月一日	41	235,398	44,014	279,453
Financing cash flows (Note)	融資現金流量 (附註)	(195)	(577)	–	(195)
Non-cash transactions:	非現金交易：				
New lease agreement	新租賃合約安排	415	–	–	415
Notes receivable	應收票據	–	22,290	–	22,290
Exchange adjustments	匯兌調整	–	–	659	659
Interest expenses	利息開支	8	26	2,757	2,162
At 31 December 2023	於二零二三年 十二月三十一日	269	257,085	47,430	304,784
At 31 December 2021 and 1 January 2022	於二零二一年 十二月三十一日 及二零二二年 一月一日	234	322,740	37,110	360,084
Financing cash flows (Note)	融資現金流量 (附註)	(195)	(173,334)	(428)	(173,957)
Non-cash transactions:	非現金交易：				
Notes receivable	應收票據	–	77,710	–	77,710
Exchange adjustments	匯兌調整	–	–	2,177	2,177
Interest expenses	利息開支	2	8,282	5,155	13,439
At 31 December 2022	於二零二二年 十二月三十一日	41	235,398	44,014	279,453

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綜合財務報表附註

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

39. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

(Continued)

Note: The financing cash flows mainly represent net proceeds on issue of convertible loan notes, proceeds from bank and other borrowings, repayment of lease liabilities, repayment of bank and other borrowings and interest paid and excluded proceeds from exercising of share options.

40. RELATED PARTY TRANSACTIONS

Other than as disclosed elsewhere in these consolidated financial statements, the Group has following transactions and balances with related parties:

(a) Guarantee from related parties

The management report and Chinese legal opinion on the litigation and arbitration of our affiliated subsidiaries are detailed in the appendix on pages 336 to 391. Specifically, there is a related party guarantee of RMB 20 million in the appendix on pages 342 to 350, and a related party guarantee of RMB 7 million in the appendix on pages 355 to 360.

(b) Compensation of key management personnel

The remuneration of executive directors, being the key management personnel, are set out in Note 13, which is determined by the remuneration committee having regard to the performance of individuals and market trends.

39. 融資活動產生的負債的對賬 (續)

附註：融資現金流量主要包括發行可換股貸款票據之所得款項淨額、銀行及其他借款所得款項、償還租賃負債、償還銀行及其他借款及已付利息，而不包括行使購股權之所得款項。

40. 關聯方交易

除於該等綜合財務報表之其他部分所披露者外，本集團與關聯方有以下交易及結餘：

(a) 關聯方擔保

本集團管理層關於本集團關聯子公司涉訴及仲裁的情況報告與中國法律意見，具體情況載於第336頁至391頁附錄。其中涉及第342頁至350頁附錄的一筆金額為人民幣2,000萬元的關聯方擔保，以及涉及第355頁至360頁附錄的一筆金額為人民幣700萬元的關聯方擔保。

(b) 主要管理人員的薪酬

執行董事（為主要管理人員）的薪酬載於附註13，其乃由薪酬委員會經考慮個人表現及市場趨勢而釐定。

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

41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below.

41. 本公司主要附屬公司詳情

本公司於報告期末直接及間接持有之附屬公司詳情載列如下。

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ operation 註冊成立/ 成立/營運地點	Issued and fully paid share capital/ Paid-up registered capital 已發行及繳足股本/ 繳足註冊資本	Proportion ownership interest held by the Company 本公司持有之 所有權權益比例		Proportion of voting power held by the Company 本公司持有之 投票權比例		Principal activities 主要業務
			2024 2024年 %	2023 2023年 %	2024 2024年 %	2023 2023年 %	
Zhan Yun Holdings Limited 展韻有限公司	BVI 英屬處女群島	USD50,000 50,000美元	100%	100	100%	100%	Investment holding 投資控股
Sino Legacy Investments Limited	BVI 英屬處女群島	USD50,000 50,000美元	100%	100%	100%	100%	Investment holding 投資控股
Indirectly held subsidiaries: 間接持有之附屬公司：							
Jiyi Investments Limited 集一投資有限公司	Hong Kong 香港	HK\$1 1港元	100%	100%	100%	100%	Investment holding 投資控股
Jiyi Entertainment Limited 集一影視投資有限公司	Hong Kong 香港	HK\$1 1港元	100%	100%	100%	100%	Investment holding 投資控股
Jiyi International Trading (H.K.) Company Limited 集一國際貿易(香港)有限公司	Hong Kong 香港	HK\$100 100港元	100%	100%	100%	100%	Bulk commodity trading 大宗商品貿易

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

41. 本公司主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ operation 註冊成立/ 成立/營運地點	Issued and fully paid share capital/ Paid-up registered capital 已發行及繳足股本/ 繳足註冊資本	Proportion ownership interest held by the Company 本公司持有之 所有權權益比例		Proportion of voting power held by the Company 本公司持有之 投票權比例		Principal activities 主要業務
			2024 2024年 %	2023 2023年 %	2024 2024年 %	2023 2023年 %	
Win Giant Limited	Hong Kong 香港	HK\$1 1港元	100%	100%	100%	100%	Investment holding 投資控股
Guangdong Jiye Household Building Materials Chain Co. Ltd.* ("Guangdong Jiye") 廣東集一家居建材連鎖有限公 司(「廣東集一」)	The PRC 中國	RMB161,600,000 人民幣161,600,000 元	100%	100%	100%	100%	Sales of household building materials 銷售家居建材
Meizhou Jisheng Household Building Materials Company Limited* ("Meizhou Jisheng") 梅州市集勝家居建材有限公司 (「梅州集勝」)	The PRC 中國	RMB2,000,000 人民幣2,000,000元	100%	100%	100%	100%	Investment holding 投資控股
Guangdong Jiye Xinya Decoration and Design Construction Company Limited* ("Jiye Xinya") 廣東集一信雅裝飾設計工程 有限公司(「集一信雅」)	The PRC 中國	RMB10,100,000 人民幣10,100,000元	100%	100%	100%	100%	Provision of interior design and building engineering services 提供室內設計及 建築工程服務

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

41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

41. 本公司主要附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ operation 註冊成立/ 成立/營運地點	Issued and fully paid share capital/ Paid-up registered capital 已發行及繳足股本/ 繳足註冊資本	Proportion ownership interest held by the Company 本公司持有之 所有權權益比例		Proportion of voting power held by the Company 本公司持有之 投票權比例		Principal activities 主要業務
			2024 2024年 %	2023 2023年 %	2024 2024年 %	2023 2023年 %	
Jiyi Industrial Group (Shenzhen) Co. Ltd.* ("Shenzhen Jiyi") 集一實業集團(深圳)有限公司 (「深圳集一」)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	100%	100%	100%	100%	Investment holding 投資控股
Shenzhen Xinjiale Cloud-based Decoration Technology Co., Limited*	The PRC 中國	RMB35,000,000 人民幣35,000,000元	100%	100%	100%	100%	Provision of home decoration and online distribution and electronic marketing services 提供家裝及網上分銷 及網絡營銷服務
Meizhou Xinjiale Enterprise Limited*	The PRC 中國	RMB1,000,000 人民幣1,000,000元	100%	100%	100%	100%	Provision of home decoration 提供家裝

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41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

41. 本公司主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ operation 註冊成立/ 成立/營運地點	Issued and fully paid share capital/ Paid-up registered capital 已發行及繳足股本/ 繳足註冊資本	Proportion ownership interest held by the Company 本公司持有之 所有權權益比例		Proportion of voting power held by the Company 本公司持有之 投票權比例		Principal activities 主要業務
			2024 2024年 %	2023 2023年 %	2024 2024年 %	2023 2023年 %	
Xinjiale Cloud-base Gaofeng (Meizhou) Decoration Engineering Company Limited*	The PRC	RMB306,000	51%	51%	51%	51%	Provision of home decoration
新家樂雲整裝中高峰(梅州)裝 飾工程有限公司	中國	人民幣306,000元					提供家裝
Xinjiale Cloud-base Qinyang (Meizhou) Decoration Engineering Company Limited*	The PRC	RMB600,000	51%	51%	51%	51%	Provision of home decoration
新家樂雲整裝芹洋(梅州)裝飾 工程有限公司	中國	人民幣600,000元					提供家裝
Meizhou Xingju Culture Media Company Ltd.*	The PRC	RMB1,000,000	51%	51%	51%	51%	Provision of electronic marketing services
梅州星聚文化傳媒有限公司	中國	人民幣1,000,000元					提供網絡營銷服務

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41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

41. 本公司主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ operation 註冊成立/ 成立/營運地點	Issued and fully paid share capital/ Paid-up registered capital 已發行及繳足股本/ 繳足註冊資本	Proportion ownership interest held by the Company 本公司持有之 所有權權益比例		Proportion of voting power held by the Company 本公司持有之 投票權比例		Principal activities 主要業務
			2024 2024年 %	2023 2023年 %	2024 2024年 %	2023 2023年 %	
Guangdong Jicheng Building Materials Enterprise (Limited Partnership)* 廣東集誠建材企業(有限合夥)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	99%	99%	99%	99%	Investment holding 投資控股
Jiyi (Shenzhen) Property Management Co., Ltd* 集一(深圳)物業管理有限公司	The PRC 中國	RMB2,000,000 人民幣2,000,000元	100%	100%	100%	100%	Estate management 物業管理
Meizhou Jiyi Building Materials Partnership (Limited Partnership)* 梅州市集易建材合夥企業 (有限合夥)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	65%	65%	65%	65%	Sales of household building materials 銷售家居建材
Jiyi (Shenzhen) Intelligent Technology Co., Ltd* 集一家(深圳)智能科技有限 公司	The PRC 中國	RMB5,000,000 人民幣5,000,000元	100%	100%	100%	100%	Sales of electronic products 銷售電子產品

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41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

41. 本公司主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ operation 註冊成立/ 成立/營運地點	Issued and fully paid share capital/ Paid-up registered capital 已發行及繳足股本/ 繳足註冊資本	Proportion ownership interest held by the Company 本公司持有之 所有權權益比例		Proportion of voting power held by the Company 本公司持有之 投票權比例		Principal activities 主要業務
			2024 2024年 %	2023 2023年 %	2024 2024年 %	2023 2023年 %	
Jiyi Zhiwo (Shenzhen) Intelligent Technology Co., Ltd* 集一智喔(深圳)智能科技 有限公司	The PRC 中國	RMB5,000,000 人民幣5,000,000元	51%	N/A 不適用	51%	N/A 不適用	Sales of electronic products 銷售電子產品
Jiyi Industrial Investment (Shenzhen) Partnership (Limited Partnership)* 集一產業投資(深圳)合夥企業 (有限合夥)	The PRC 中國	N/A 不適用	80%	N/A 不適用	80%	N/A 不適用	Investment holding 投資控股
Shenzhen Shenjilian Trading Co., Ltd* 深圳市深集聯貿易有限公司	The PRC 中國	RMB30,000,000 人民幣30,000,000元	100%	N/A 不適用	100%	N/A 不適用	Bulk commodity trading 大宗商品貿易
Guangjilian (Guangzhou) Trading Co., Ltd* 廣集聯(廣州)貿易有限公司	The PRC 中國	RMB30,000,000 人民幣30,000,000元	100%	100%	100%	100%	Bulk commodity trading 大宗商品貿易
Shenzhen Jiyi New Energy Technology Co., Ltd 深圳集一新能源科技有限公司	The PRC 中國	RMB100,000,000 人民幣100,000,000 元	51%	N/A 不適用	51%	N/A 不適用	Investment holding 投資控股

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

41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

41. 本公司主要附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ operation 註冊成立/ 成立/營運地點	Issued and fully paid share capital/ Paid-up registered capital 已發行及繳足股本/ 繳足註冊資本	Proportion ownership interest held by the Company 本公司持有之 所有權益比例		Proportion of voting power held by the Company 本公司持有之 投票權比例		Principal activities 主要業務
			2024 2024年 %	2023 2023年 %	2024 2024年 %	2023 2023年 %	
Guangxi Jiye New Energy Technology Co., Ltd 廣西集一新能源科技有限公司	The PRC 中國	RMB5,000,000 人民幣 5,000,000 元	73%	N/A	73%	N/A	Investment holding 投資控股
Sinosat Asia Trading Co., Ltd 中星亞洲貿易有限公司	Hong Kong 香港	HK\$1 1 港元	100%	100%	100%	100%	Investment holding 投資控股

* The English name is for identification purpose only

* 英文名稱僅供識別

All the principal subsidiaries operate predominantly in their respective places of incorporation/establishment.

所有主要附屬公司均主要於彼等各自之註冊成立/成立地點營運。

The above table lists the subsidiaries of the Group which, in the opinion of the directors of the Company, principally affected the results or net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

上表列示本公司董事認為主要影響本集團業績或資產淨值之本集團附屬公司。董事認為，提供其他附屬公司之詳情將導致有關詳情篇幅過於冗長。

None of the subsidiaries had any debt securities subsisting at the end of the reporting period or at any time during the reporting period.

概無附屬公司有任何債務證券於報告期末或報告期間任何時間存續。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

42. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

42. 本公司財務狀況及儲備報表

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Non-current assets	非流動資產		
Investment in the subsidiaries	於附屬公司的投資 *	–	254,468
Amounts due from subsidiaries	應收附屬公司款項 *	–	81,846
Other receivables	其他應收款項	–	–
Right-of-use assets	使用權資產	273	43
		273	336,357
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項 *	542	485,932
Amount due from a related party	應收關聯方款項	–	–
Prepayments and other receivables	預付款項及其他應收款項	590	533
Bank balances and cash	銀行結餘及現金	210	519
		1,342	86,984
Current liabilities	流動負債		
Amounts due to subsidiaries	應付附屬公司款項	–	–
Amount due to a related party	應付關聯方款項	2,832	893
Other payables	其他應付款項	2,019	416
Convertible loan notes	可換股貸款票據	47,430	44,014
Lease liabilities	租賃負債	269	41
		52,550	45,364
Net current assets	流動資產淨值	(51,208)	441,620
Non-current liabilities	非流動負債	–	–
Net assets	資產淨值	(50,935)	777,977
Capital and reserves	股本及儲備		
Share capital	股本	2,390	112,112
Reserves	儲備	(53,325)	665,865
Total equity	權益總額	(50,935)	777,977

* As at 31 December 2023, the gross carrying amount of Investment in the subsidiaries was RMB 254,468,000, and a full provision for impairment was made for the this year (2022: nil); The total gross carrying amount of Amounts due from subsidiaries is RMB 566,666,000, and the provision for impairment in the this year was RMB 566,124,000 (2022: nil). As stated in Note 23(c), due to the challenging economic environment, the Company has carefully evaluated the recovery status of the aforementioned amounts and made significant impairment.

* 於2023年12月31日，於附屬公司的投資餘額為人民幣254,468,000元，本年度全額計提了減值準備(2022：無)；應收附屬公司款項餘額合計為人民幣566,666,000元，本年度計提的減值準備金額為人民幣566,124,000元(2022：無)。如本報告之附註23(c)所述，在目前嚴峻的經濟環境等背景下，本公司審慎評估上述該等款項的回收狀況，並作了較大金額的減值。

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

42. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

(Continued)

42. 本公司財務狀況及儲備報表 (續)

Movement in the Company's reserves

本公司儲備之變動

		Share premium	Contingent consideration reserve	Convertible loan notes equity reserve	Translation reserves	Share-based payment reserve	Accumulated losses	Total
		股份溢價	或然代價儲備	可換股貸款 票據之 權益儲備	匯兌儲備	以股份為基礎 之付款儲備	累計虧損	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2023	於二零三一年一月一日	672,624	2,221	-	24,425	11,903	(45,308)	665,865
Loss for the year	年內虧損	-	-	-	-	-	(828,578)	(828,578)
Other comprehensive expense for the year	年內其他全面開支	-	-	-	(334)	-	-	(334)
Share merger	股份合併	109,722	-	-	-	-	-	109,722
At 31 December 2023	於二零二三年 十二月三十一日	782,346	2,221	-	24,091	11,903	(873,886)	(53,325)
At 31 December 2021 and 1 January 2022	於二零二一年 十二月三十一日及 二零二二年一月一日	481,107	2,221	18	22,567	2,735	(32,198)	476,450
Loss for the year	年內虧損	-	-	-	-	-	(13,110)	(13,110)
Other comprehensive income for the year	年內其他全面收益	-	-	-	1,858	-	-	1,858
Issue of shares	發行股份	174,412	-	-	-	-	-	174,412
Exercise of share options	行使購股權	17,105	-	-	-	-	-	17,105
Conversion of convertible loan notes (Note 29)	轉換可換股貸款票據 (附註29)	-	-	(18)	-	-	-	(18)
Lapse of share options (Note 34)	購股權失效(附註34)	-	-	-	-	(2,735)	-	(2,735)
Recognition of equity-settled share-based payments (Note 34)	確認以股本償付之以 股份為基礎付款 (附註34)	-	-	-	-	11,903	-	11,903
At 31 December 2022	於二零二二年 十二月三十一日	672,624	2,221	-	24,425	11,903	(45,308)	665,865

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

43. EVENTS AFTER THE REPORTING PERIOD

References are made to the announcements of the Company dated 5 July 2023, 17 August 2023, 23 August 2023, 18 October 2023, 15 November 2023, 13 December 2023, 10 January 2024, 6 March 2024, 11 March 2024 and 12 April 2024, in relation to, among other things, the Petition (the “Announcements”). A settlement agreement entered into between the Petitioner and the Company on 30 April 2024, consent was reached accordingly between the two parties to adjourn the hearing in connection with the Petition, and in respect of which, consent summons was filed on 2 May 2024 and an order was granted on 3 May 2024 to (i) vacate the hearing of the Petition on 6 May 2024; and (ii) the hearing of the Petition before the Companies Judge was adjourned to 30 September 2024 for the fulfilment of obligations under the aforesaid settlement agreement.

Besides above, there is no other material subsequent event undertaken by the Company or by the Group after 31 December 2023 and up to the date of this annual report.

43. 報告期後事項

請參閱本公司於二零二三年七月五日、二零二三年八月十七日、二零二三年八月二十三日、二零二三年十月十八日、二零二三年十一月十五日、二零二三年十二月十三日、二零二四年一月十日、二零二四年三月六日、二零二四年三月十一日和二零二四年四月十二日就請願書等事項發佈的公告(「公告」)。申請人與公司於二零二四年四月三十日達成和解協議，雙方據此同意延期與請願書有關的聽證會，二零二四年五月二日提交了同意傳票，並於二零二四年五月三日發出命令，要求(i)在二零二四年五月六日撤銷請願書的聽證會；以及(ii)為履行上述和解協議項下的義務，公司法官對請願書的聽證會延期至二零二四年九月三十日。

除上文所述外，本公司或本集團於二零二三年十二月三十一日後直至本年報日期並無發生其他任何重大期後事項。

Five Years Financial Summary 五年財務概要

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

The consolidated results, assets and liabilities of the Group for the last five financial reporting periods as extracted from the audited consolidated financial statements of the Group are summarised below:

本集團摘錄自本集團經審核綜合財務報表之過往五個財務報告期之綜合業績、資產及負債概列如下：

RESULTS

業績

		For the year ended 31 December 截至十二月三十一日止年度				
		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue	收入	629,482	559,763	458,296	446,915	573,675
Loss/(profit) before tax	除稅前虧損／(溢利)	(487,980)	39,799	11,789	13,219	16,729
Income tax expenses	所得稅開支	(10,600)	(117)	(3,925)	(2,759)	(3,659)
Loss/(profit) for the year	年內虧損／(溢利)	(498,580)	(39,916)	7,864	10,460	13,070
Total comprehensive loss/ (income) for the year	年內全面虧損／ (收入)總額	(521,875)	(33,065)	8,737	14,645	35,167

ASSETS AND LIABILITIES

資產及負債

		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	資產總值	902,165	1,358,841	1,203,357	1,080,132	929,930
Total liabilities	負債總額	518,936	454,737	505,479	405,691	394,368
Total equity	權益總額	383,229	905,104	697,878	674,441	535,562

Appendix 附錄

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES

The related subsidiaries of the Group were involved in litigation and arbitration cases, all of which were caused by the downturn of the domestic economy and the unprecedented impact on the industry to which the Group belongs, the large-scale expansion of the construction projects in the early stage, the failure to timely collect government and other project payments. In order to ensure that the Company's business continues to progress, it has been necessary to increase the relevant borrowings and financing and to reduce and defer the relevant expenses, which has further aggravated the pressure on the Company's capital and led to numerous litigation and arbitration cases. In respect of the amounts involved in the current litigation and arbitration cases, large amounts of the cases were guaranteed by the relevant properties belonging to the Company and its senior management, and the Company's receivables were sufficient to cover the payment of such amounts, therefore, the management of the Company is of the view that the litigation and arbitration cases involving the related subsidiaries of the Group will not have a material impact on the audit for the current period.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見

本集團關聯附屬公司涉及訴訟及仲裁案件，均由於國內經濟下行，本集團所屬行業遭受前所未有的衝擊所引起，前期建築工程的大面積的鋪開，政府工程款項以及其他工程款項未能及時回款，為確保公司業務持續推進，不得不增加相關的借貸融資，縮減推遲相關費用支出，進而加劇了公司的資金壓力，導致諸多訴訟仲裁案件產生。就目前的訴訟仲裁案件所涉及的金額中，其中大金額的案件均有公司及高管人員所屬的相關物業作為擔保，而公司的應收款項也足於覆蓋該部分金額的支付，因此，公司管理層認為，本集團關聯附屬公司涉及的訴訟及仲裁案件對於當期審計工作並不會有重大影響。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

- I. Arbitration Case No.: Zhu Zhong Cai Zi (2023) No. 96 Arbitration Case (Related Case No.: (2023) Yue 14 Zhi 348)

Case cause: Contract dispute on financial loan

Zhuhai International Arbitration Court accepted this case on 28 February 2023, based on the arbitration clauses in the Comprehensive Credit Agreement, Loan Contract, and Maximum Mortgage Contract signed between the Applicant (China Zheshang Bank Co., Ltd. Zhuhai Branch) and the Respondent I (Guangdong Jiyi Household Building Materials Chain Co., Ltd.); the arbitration clauses in the Maximum Guarantee Contract signed between the Applicant and the Respondent II (Guangdong Jiyi Xinya Decoration Design Engineering Co., Ltd.), the Respondent III (Hou Wei), the Respondent IV (Deng Jianshen), the Respondent V (Jiyi Industrial Group (Shenzhen) Co., Ltd.), the Respondent VI (Deng Yiyi), and the Respondent VII (Meizhou Weilongju Industrial Co., Ltd.); and the Applicant's application for arbitration.

The arbitration judgment is set out below:

- (i) The Respondent I (Guangdong Jiyi Household Building Materials Chain Co., Ltd.) shall, within ten days from the date of delivery of this judgment, return the loan principal of RMB108,000,000 to the Applicant (China Zheshang Bank Co., Ltd. Zhuhai Branch), and pay the interest (including interest and compound interest) of RMB4,409,795.96 provisionally accrued up to 20 March 2023. The above principal and interest shall be in the total amount of RMB112,409,795.96;

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

- 一、 仲裁案號：珠仲裁字(2023)第96號仲裁案件(關聯案號：(2023)粵14執348號)

案由：金融借款合同糾紛

珠海國際仲裁院根據申請人浙商銀行股份有限公司珠海分行與被申請人一廣東集一家居建材連鎖有限公司簽訂的《綜合授信協議》、《借款合同》、《最高額抵押合同》以及申請人分別與被申請人二廣東集一信雅裝飾設計工程有限公司、被申請人三侯薇、被申請人四鄧建申、被申請人五集一實業集團(深圳)有限公司、被申請人六鄧禕禕、被申請人七梅州市團龍居實業有限公司簽訂的《最高額保證合同》中的仲裁條款和申請人的仲裁申請，於2023年2月28日受理了本案。

仲裁裁決內容如下：

- (一) 被申請人一廣東集一家居建材連鎖有限公司應於本裁決書送達之日起十日內向申請人浙商銀行股份有限公司珠海分行歸還借款本金人民幣108,000,000元並支付暫計至2023年3月20日的利息(含利息、複利)人民幣4,409,795.96元，以上本息共計人民幣112,409,795.96元；

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

I. Arbitration Case No.: Zhu Zhong Cai Zi (2023) No. 96 Arbitration Case (Related Case No.: (2023) Yue 14 Zhi 348) (Continued)

一、仲裁案號：珠仲裁字(2023)第96號仲裁案件(關聯案號：(2023)粵14執348號)(續)

(ii) The Respondent I (Guangdong Ji Yi Household Building Materials Chain Co., Ltd.) shall, within ten days from the date of delivery of this judgment, pay to the Applicant (China Zheshang Bank Co., Ltd. Zhuhai Branch), the penalty interest from 21 March 2023 to the date on which all principal and interest judged in this judgment is actually settled, with penalty interest to be charged at the rate of 7.5% per annum based on the principal amount of RMB108,000,000; and the Respondent I (Guangdong Ji Yi Household Building Materials Chain Co., Ltd.) shall, within ten days from the date of delivery of this judgment, pay to the Applicant (China Zheshang Bank Co., Ltd. Zhuhai Branch), compound interest from 21 March 2023 to the date on which all principal and interest judged in this judgment is actually settled, with compound interest to be charged at the rate of 7.5% per annum based on the unpaid interest (including penalty interest);

(二) 被申請人一廣東集一家居建材連鎖有限公司應於本裁決書送達之日起十日內向申請人浙商銀行股份有限公司珠海分行支付自2023年3月21日起至本裁決書所裁決的所有本息實際清償日止的罰息，罰息以人民幣108,000,000元本金為基數，按年利率7.5%計收；被申請人一廣東集一家居建材連鎖有限公司應於本裁決書送達之日起十日內向申請人浙商銀行股份有限公司珠海分行支付自2023年3月21日起至本裁決書所裁決的所有本息實際清償日止的複利，複利以未支付利息(包括罰息)為基數，按年利率7.5%計收；

(iii) The Respondent I (Guangdong Ji Yi Household Building Materials Chain Co., Ltd.) shall, within ten days from the date of delivery of this judgment, pay to the Applicant (China Zheshang Bank Co., Ltd. Zhuhai Branch), a liquidated damage based on the outstanding principal amount of RMB108,000,000 at an interest rate of 6% per annum commencing from 21 March 2023 to the date on which the principal is settled;

(三) 被申請人一廣東集一家居建材連鎖有限公司應於本裁決書送達之日起十日內向申請人浙商銀行股份有限公司珠海分行支付違約金，違約金以未償還本金人民幣108,000,000元為基數，按年利率6%計收，自2023年3月21日起計至本金清償之日止；

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

- I. Arbitration Case No.: Zhu Zhong Cai Zi (2023) No. 96 Arbitration Case (Related Case No.: (2023) Yue 14 Zhi 348) (Continued)
- (iv) The Respondent I (Guangdong Jiyi Household Building Materials Chain Co., Ltd.) shall, within ten days from the date of delivery of this judgment, pay to the Applicant (China Zheshang Bank Co., Ltd. Zhuhai Branch), a People's Court preservation fee of RMB5,000;

Solution for Management Report: In accordance with the relevant domestic legal litigation procedures, the next step may be to carry out a compulsory auction of the real estate owned by Guangdong Jiyi Household Building Materials Chain Co., Ltd., located in Jiyi Decoration and Building Materials City on Xianzi Middle Road, Fuwai Village, Chengjiang Town, Meixian District, Meizhou, the proceeds from the auction will be used for the repayment of the enforcement amounts, and the assessed value of the mortgaged real estate in this case is RMB181.6542 million, and the proceeds from the auction should be able to repay the enforcement amounts in full. The guarantee obligations to other guarantors will be relieved after the auction of the real estate.

Impact on Jiyi Holdings and its subsidiaries: the principal amount of the loan under this arbitration judgment of RMB108,000,000 has been accrued and accounted for, and interest expense of RMB5,400,000.00, penalty interest of RMB2,700,000.00, compound interest payable of RMB309,375.00, liquidated damage of RMB5,040,000.00, arbitration fee of RMB505,810.73 and preservation fee of RMB5,000 in 2023 shall be additionally accrued.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

- 一、 仲裁案號：珠仲裁字(2023)第96號仲裁案件(關聯案號：(2023)粵14執348號)(續)
- (四) 被申請人一廣東集一家居建材連鎖有限公司應於本裁決書送達之日起十日內向申請人浙商銀行股份有限公司珠海分行支付人民法院保全費人民幣5,000元；

管理層報告書解決方案：按照國內相關法律訴訟程式，下一步可能會對廣東集一家居建材連鎖有限公司所有的位於梅州市梅縣區程江鎮扶外村憲梓中路集一裝飾建材城的房產進行強制拍賣，拍賣所得款項用於償還執行款項，本案所抵押的房產評估價值為人民幣1.816542億元，拍賣所得款項應該可以足額償還執行款項。房產拍賣以後對其他擔保方的擔保責任將會解除。

對集一控股及附屬公司的影響：本案仲裁裁決的借款本金人民幣108,000,000元已計提入賬，2023年度應補提利息費用人民幣5,400,000.00元，補計提罰息人民幣2,700,000.00元，補計提應付複利人民幣309,375.00元，補計提違約金人民幣5,040,000.00元，仲裁費用人民幣505,810.73元、保全費用人民幣5,000元。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

- I. Arbitration Case No.: Zhu Zhong Cai Zi (2023) No. 96 Arbitration Case (Related Case No.: (2023) Yue 14 Zhi 348) (Continued)

- 一、 仲裁案號：珠仲裁字(2023)第96號仲裁案件(關聯案號：(2023)粵14執348號)(續)

Legal advice:

法律意見：

1. After verifying the Zhuhai International Arbitration Court's arbitration judgment Zhu Zhong Cai Zi (2023) No. 96, it has been confirmed that the basic information of the judgment in this case is true.
2. After verifying and comparing the data of TianYanCha, the arbitration case was applied to the court for compulsory enforcement by the original applicant. Case No.: (2023) Yue 14 Zhi 348; Filing date: 28 July 2023; Enforcee: Jiyi Industrial, Jiyi Household Chain, Jiyi Xinya Decoration; Enforcement target: RMB116,421,120; Enforcement Court: Meizhou Intermediate People's Court.
3. Current status: Jiyi Industrial, Jiyi Household Chain, Jiyi Xinya Decoration have not fulfilled the payment of enforcement amount, and the Company's senior management, Hou Wei, Deng Jianshen and Deng Yiyi, have been included in the list of restricted consumption and bad faith enforcees.

- 1、 經查證珠海國際仲裁院珠仲裁字(2023)第96號仲裁書，該案件裁決內容基本情況屬實。
- 2、 經查證比對天眼查數據，該仲裁案件被原申請人向法院申請強制執行，案號：(2023)粵14執348號，立案時間：2023年7月28日，被執行人：集一實業、集一家居連鎖、集一信雅裝飾，執行標的：人民幣116,421,120元，執行法院：梅州市中級人民法院。
- 3、 現狀：集一實業、集一家居連鎖、集一信雅裝飾未有履行支付執行款項，公司高管人員侯薇、鄧建申、鄧禕禕被列入限制消費及失信被執行人名單。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

- I. Arbitration Case No.: Zhu Zhong Cai Zi (2023) No. 96 Arbitration Case (Related Case No.: (2023) Yue 14 Zhi 348) (Continued)

4. Risk assessment: the main debtor of the case is Jiyi Household Chain, involving bank debt and huge amount, according to the relevant domestic legal litigation procedures, the next step may be the compulsory auction of the assets belonging to the above three enforcees (including but not limited to the mortgaged real estate, projects under construction, external investment equity, etc.), and the proceeds from the auction will be used to repay the enforcement amounts. The solution mentioned that the applicant has the right to use the mortgaged property for repayment by auction, and the appraised value of the mortgaged property is RMB180 million, which is far more than the debt amount and is sufficient to repay the full amount of the debt. After the repayment of the debt, other joint and several liability holders, such as Jiyi Industrial and Jiyi Xinya Decoration, etc., can be released from joint and several guarantee liability. The solution is feasible and in compliance with the requirements of the legal procedures.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

- 一、 仲裁案號：珠仲裁字(2023)第96號仲裁案件(關聯案號：(2023)粵14執348號)(續)

- 4、 風險評估：該案件主債務人為集一家居連鎖，涉及銀行債權且金額巨大，按照國內相關法律訴訟程式，下一步可能會對上述三個被執行人所屬資產(包括但不限於抵押的房產、在建工程、對外投資股權等)進行強制拍賣，拍賣所得款項用於償還執行款項，解決方案中提到申請人有權將抵押物業用於拍賣還款，抵押物業評估值為人民幣1.8億元遠超債權金額，足以償還全額債務，還清後其他連帶責任人集一實業、集一信雅裝飾等將可擺脫連帶擔保責任，方案具備可行性，符合法律程式要求規定。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

II. Enforcement Case No.: (2024) Yue 0303 Zhi 3213
(Related Cases: (2021) Yue 0305 Min Chu 25030, (2021)
Yue 0305 Min Chu 25031, (2022) Yue 0303 Min Chu
16651)

二、執行案號：(2024)粵0303執3213號(關
聯案件：(2021)粵0305民初25030號、
(2021)粵0305民 初25031號、(2022)
粵0303民初16651號)

Case cause: Dispute on civil loan contract

案由：民間借貸合同糾紛

1. On 2 November 2020, due to the difficulties in cash flow of the Company caused by the pandemic, the defendant Deng Jianshen (supervisor of Guangdong Jiye Household Building Materials Chain Co., Ltd.) signed a loan agreement with the plaintiff Huang Wenqing using his own properties and assets purchased from Meizhou Weilongju Industrial Co., Ltd. as collateral, agreeing to borrow RMB20 million from the plaintiff Huang Wenqing in batches. The loan term is 6 months from the date of receipt of the loan by the defendant Hou Wei and the defendant Deng Jianshen, with an annual interest rate of 12% per annum and monthly interest payment method. If the two defendants mentioned above fail to repay the principal and interest on time, they shall pay the overdue interest to the plaintiff Huang Wenqing at a rate of 0.08% per day from the overdue date.

一、2020年11月2日，因疫情公司資金周轉困難，被告鄧建申(廣東集一家居建材連鎖有限公司監事)用自有在梅州市圍龍居實業有限公司中購買的物業與資產作為抵押物，與原告黃文清簽訂了《借款協議》，約定向原告黃文清分批借款人民幣2,000萬元，借款期限自被告侯薇、被告鄧建申收到借款之日起6個月，借款利率為年利率12%，利息支付方式為按月支付。如上述兩被告未能按時還本付息，自逾期之日起按日0.08%的標準向原告黃文清支付逾期利息。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

II. Enforcement Case No.: (2024) Yue 0303 Zhi 3213 (Related Cases: (2021) Yue 0305 Min Chu 25030, (2021) Yue 0305 Min Chu 25031, (2022) Yue 0303 Min Chu 16651) (Continued)

2. On 3 November 2020, the plaintiff Huang Wenqing transferred and paid the loan to the defendant Hou Wei in batches through bank transfer. The defendant Hou Wei used this loan to lend in batches to domestic subsidiaries and Hong Kong companies for operating expenses, and on 27 November 2020, she paid interest of RMB166,666.67 to the plaintiff Huang Wenqing using her own funds. On 28 December 2020, 27 January 2021, 28 February 2021, and 1 April 2021, she paid interest of RMB200,000 to the plaintiff Huang Wenqing, respectively. The total amount of interest paid was RMB966,666.67, and the principal and interest of the loan were not repaid to the plaintiff Huang Wenqing since then.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

二、執行案號：(2024)粵0303執3213號(關聯案件：(2021)粵0305民初25030號、(2021)粵0305民初25031號、(2022)粵0303民初16651號)(續)

- 二、2020年11月3日，原告黃文清通過銀行轉賬方式分批轉賬支付了借款給被告侯薇。被告侯薇用這筆借款分批借予國內附屬公司與香港公司作運營費用，並於2020年11月27日用自有資金向原告黃文清支付利息人民幣166,666.67元，於2020年12月28日、2021年1月27日、2021年2月28日、2021年4月1日分別向原告黃文清支付利息人民幣20萬元，已付利息合計人民幣966,666.67元，此後未向原告黃文清清償借款本息。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

II. Enforcement Case No.: (2024) Yue 0303 Zhi 3213 (Related Cases: (2021) Yue 0305 Min Chu 25030, (2021) Yue 0305 Min Chu 25031, (2022) Yue 0303 Min Chu 16651) (Continued)

3. In June 2021, in order to repay a loan of RMB35 million from Ji Yi Industrial to Bank of China, Hou Wei gave RMB20 million (such amount was originally prepared to repay Huang Wenqing) including interest to Deng Yiyi. Deng Yiyi raised a total of RMB31.5 million to lend to Ji Yi Industrial (Deng Yiyi has a loan contract with Ji Yi Industrial) to repay the loan to Bank of China (as evidenced by a transfer record). On 9 November 2021, the plaintiff Huang Wenqing and the defendant additionally signed a "Guarantee Contract", agreeing that the defendant Deng Yiyi shall bear joint and several liability guarantee for the debts agreed in the aforementioned "Loan Contract". The scope of the guarantee covers all debt principal, interest, liquidated damage, lawyer's fee, property preservation fee and other fees for the realization of the creditor's rights under the main contract. The guarantee period is from the effective date of the guarantee contract to the date of completion of performance and repayment under the main contract.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

二、執行案號：(2024)粵0303執3213號(關聯案件：(2021)粵0305民初25030號、(2021)粵0305民初25031號、(2022)粵0303民初16651號)(續)

三、2021年6月，為了歸還集一實業向中國銀行的一筆貸款人民幣3,500萬元，侯薇把準備歸還給黃文清的人民幣2,000萬元含利息給了鄧禕禕，鄧禕禕合計湊了人民幣3,150萬元借給了集一實業(鄧禕禕與集一實業有借款合同)去歸還中國銀行的借款(有轉賬記錄為證)，於2021年11月9日，原告黃文清追加被告簽訂《保證擔保合同》，約定被告鄧禕禕為前述《借款合同》約定的債務承擔連帶責任保證擔保，擔保範圍為主合同項下全部債務本金、利息、違約金、律師費、財產保全費等等實現債權的費用，保證期間自保證合同生效之日起至主合同項下履約清償完成之日。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES *(Continued)*

- II. Enforcement Case No.: (2024) Yue 0303 Zhi 3213 (Related Cases: (2021) Yue 0305 Min Chu 25030, (2021) Yue 0305 Min Chu 25031, (2022) Yue 0303 Min Chu 16651) *(Continued)*
4. On 13 May 2021, the plaintiff Huang Wenqing signed the "Supplementary Agreement to the Loan Agreement" with the two defendants mentioned above, extending the loan term from the originally agreed expiration date of 2 May 2021 to the expiration date of 1 August 2021, and changing the interest payment method to a one-time payment of the remaining unpaid interest upon maturity.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見 *(續)*

- 二、執行案號：(2024)粵0303執3213號(關聯案件：(2021)粵0305民初25030號、(2021)粵0305民初25031號、(2022)粵0303民初16651號)*(續)*
- 四、2021年5月13日，原告黃文清與上述兩被告簽訂《借款協議合同補充協議書》，將借款期限從原約定的2021年5月2日屆滿延長至2021年8月1日屆滿，利息支付方式變更為到期後一次性支付剩餘未付利息。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

II. Enforcement Case No.: (2024) Yue 0303 Zhi 3213 (Related Cases: (2021) Yue 0305 Min Chu 25030, (2021) Yue 0305 Min Chu 25031, (2022) Yue 0303 Min Chu 16651) (Continued)

二、執行案號：(2024)粵0303執3213號(關聯案件：(2021)粵0305民初25030號、(2021)粵0305民初25031號、(2022)粵0303民初16651號)(續)

5. On 7 January 2022, due to the fact that the property mortgaged by the defendant Deng Jianshen is one of the properties of Meizhou Weilongju Industrial Co., Ltd., which has not yet obtained a real estate permit, in order to ensure the validity of the collateral, the plaintiff Huang Wenqing requested the addition of the defendant Meizhou Weilongju Industrial Co., Ltd. as a joint and several guarantor with the consent of all its shareholders Deng Xuefen and Deng Xiufen. In addition, as the loan was mainly used for Ji Yi Industrial Group (Shenzhen) Co., Ltd. and the plaintiff Huang Wenqing originally knew that the loan was mainly used for Ji Yi Industrial the plaintiff Huang Wenqing requested the addition of the defendant Ji Yi Industrial Group (Shenzhen) Co., Ltd. as a guarantor, which was approved by the resolution of the the shareholder meeting of its wholly-owned shareholder Ji Yi Investment Limited (Hong Kong Company). They signed the "Guarantee Contract" with the plaintiff Huang Wenqing respectively, which contractually obligated them to guarantee the debts contracted in the "Loan Agreement" dated 2 November 2020 in the principal amount of RMB20 million signed between the plaintiff Huang Wenqing and the defendant Hou Wei and the defendant Deng Jianshen, and the "Supplementary Agreement to the Loan Agreement" signed between the plaintiff Huang Wenqing and the defendant Deng Yiyi. They agreed that "even if the maturity time of any debt under such business contract exceeds the above-mentioned agreed period, Party B (i.e. the defendant Meizhou Weilongju Industrial Co., Ltd.) hereby confirms that such debt is still included in the guarantee scope under this contract and assumes the guarantee liability. The scope of the guarantee covers all debt principal, interest, liquidated damage, lawyer's fee, property preservation fee and other fees for the realization of the creditor's rights under the main contract. The guarantee period is three years from the effective date of the guarantee contract.

五、2022年1月7日，因被告鄧建申抵押的物業為梅州市圍龍居實業有限公司其中的物業，此物業還未出房地產不動產許可證，為了保證抵押物的有效性，原告黃文清要求追加被告梅州市圍龍居實業有限公司經其全體股東鄧雪芬、鄧秀芬同意作連帶擔保方，另外又因借款主要用於集一實業集團(深圳)有限公司，因原告黃文清知情借款主要用於集一實業又要求追加被告集一實業集團(深圳)有限公司經其獨資股東集一投資有限公司(香港公司)股東會決議同意作為擔保方，分別與原告黃文清簽訂《保證擔保合同》，約定其就2020年11月2日原告黃文清與被告侯薇、被告鄧建申簽訂的本金為人民幣2,000萬元的《借款協議》，以及原告黃文清與被告鄧禕禕簽訂的《借款協議之補充協議書》所約定的債務承擔擔保責任，並約定「即便該等業務合同基下任何債務的到期時間超出前述約定期間，乙方(即被告梅州市圍龍居實業有限公司)在此確認該等債務仍然納入本合同項下擔保範圍並承擔擔保責任，擔保範圍包括主合同項下全部債務本金、利息、違約金、律師費、財產保全費等等實現債權的費用，保證期間自保證合同生效之日起三年。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

- II. Enforcement Case No.: (2024) Yue 0303 Zhi 3213 (Related Cases: (2021) Yue 0305 Min Chu 25030, (2021) Yue 0305 Min Chu 25031, (2022) Yue 0303 Min Chu 16651) (Continued)

Judgement result:

The Court of First Instance judged that: (1) Hou Wei and Deng Jianshen shall repay the principal amount of the loan of RMB20,000,000 and interest thereon to Huang Wenqing within seven days from the effective date of this judgment, of which interest shall be calculated at the rate of 12% per annum from 29 March 2021 to 1 August 2021, and the interest shall be calculated at the rate of 15.4% per annum from 2 August 2021 to the date of actual settlement; (2) Weilongju Company and Jiyi Company shall be jointly and severally liable for repaying the debts determined in item (1) of this judgment; (3) Deng Yiyi shall pay Huang Wenqing a lawyer's fee of RMB200,000 and the preservation guarantee fee of RMB11,005 within ten days from the effective date of this judgment; and (4) the other litigation requests of Huang Wenqing shall be rejected.

The Court of Final Appeal judged that:

- I. Affirm the item (1) and item (2) of the civil judgment (2022) Yue 0303 Min Chu 16651 of the People's Court of Luohu District, Shenzhen, Guangdong Province;
- II. Revoke the item (3) and item (4) of civil judgment (2022) Yue 0303 Min Chu 16651 of the People's Court of Luohu District, Shenzhen, Guangdong Province;

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

- 二、執行案號：(2024)粵0303執3213號(關聯案件：(2021)粵0305民初25030號、(2021)粵0305民初25031號、(2022)粵0303民初16651號)(續)

判決結果：

一審法院判決：一、侯薇、鄧建申應自判決生效之日起七日內向黃文清償還借款本金人民幣20,000,000元及利息，其中2021年3月29日至2021年8月1日的利息按年利率12%計算，2021年8月2日起至實際清償之日止的利息按年利率15.4%計算；二、圍龍居公司、集一公司就本判決第一項所確定的債務承擔連帶清償責任；三、鄧禕禕應自判決生效之日起十日內向黃文清支付律師費人民幣200,000元、保全擔保費人民幣11,005元；四、駁回黃文清的其他訴訟請求。

終審法院判決：

- 一、維持廣東省深圳市羅湖區人民法院(2022)粵0303民初16651號民事判決第一項、第二項；
- 二、撤銷廣東省深圳市羅湖區人民法院(2022)粵0303民初16651號民事判決第三項、第四項；

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

II. Enforcement Case No.: (2024) Yue 0303 Zhi 3213 (Related Cases: (2021) Yue 0305 Min Chu 25030, (2021) Yue 0305 Min Chu 25031, (2022) Yue 0303 Min Chu 16651) (Continued)

III. The appellee, Deng Yiyi, is jointly and severally liable to repay the appellant, Huang Wenqing, the principal amount of the loan of RMB20,000,000 and interest thereon by Hou Wei and Deng Jianshen, the defendants in the original trial (of which the interest from 29 March 2021 to 1 August 2021 is calculated at 12% per annum, and the interest from 2 August 2021 to the date of actual settlement is calculated at 15.4% per annum).

Solution: The main debtor in the case was Deng Jianshen, who used his own real estate in Meizhou Weilongju Industrial Co., Ltd. with a value of approximately RMB50 million as asset collateral, it is expected that the disposal of the mortgaged real estate is the main way to enforce the creditor's rights, and the income from the disposal of the mortgaged real estate can cover all the liabilities in the case; and Jiyi Industrial Group (Shenzhen) Co., Ltd. is only a joint and several guarantor, although it has not fulfilled the payment of enforcement amount, the possibility of the property being ultimately enforced is relatively low; in addition, as Jiyi Industrial Group (Shenzhen) Co., Ltd., being a subsidiary of a listed company, has agreed to the external guarantee without a resolution of the board of directors, the guarantee contract is invalid. Recently, Jiyi Industrial Group (Shenzhen) Co., Ltd. will engage a lawyer in China to request for an appeal and retrial of the item (2) of the civil judgment (2022) Yue 0303 Min Chu 16651 of the People's Court of Luohu District, Shenzhen, requesting for the rejection of the joint and several liability of Jiyi Industrial Group (Shenzhen) Co., Ltd. in respect of this case. The Company's senior management, Hou Wei, Deng Jianshen and Deng Yiyi, have been included in the list of restricted consumption.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

二、執行案號：(2024)粵0303執3213號(關聯案件：(2021)粵0305民初25030號、(2021)粵0305民初25031號、(2022)粵0303民初16651號)(續)

三、被上訴人鄧禕禕就原審被告侯薇、鄧建申應向上訴人黃文清償還借款本金人民幣20,000,000元及利息(其中2021年3月29日至2021年8月1日的利息按年利率12%計算，2021年8月2日起至實際清償之日止的利息按年利率15.4%計算)承擔連帶清償責任。

解決方案：該案件主要債務人為鄧建申，使用了自有在梅州市圍龍居實業有限公司中的房產價值約人民幣5,000萬元作為資產抵押，預計處置抵押房產是執行債權的主要方式，處置抵押房產收入可以覆蓋本案件的所有債務；並且集一實業集團(深圳)有限公司只是連帶擔保方，雖未有履行支付執行款項，但最終被執行財產的可能性較低；另外由於集一實業集團(深圳)有限公司作為上市公司附屬公司，未經董事會決議同意對外擔保，擔保合同無效。近日，集一實業集團(深圳)有限公司將聘請中國律師要求對深圳市羅湖區人民法院(2022)粵0303民初16651號民事判決第二項提起上訴再審，要求駁回集一實業集團(深圳)有限公司對本案承擔的連帶清償責任。公司高管人員侯薇、鄧建申、鄧禕禕被列入限制消費名單。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

- II. Enforcement Case No.: (2024) Yue 0303 Zhi 3213 (Related Cases: (2021) Yue 0305 Min Chu 25030, (2021) Yue 0305 Min Chu 25031, (2022) Yue 0303 Min Chu 16651) (Continued)

Impact on Ji Yi Holdings and its subsidiaries: As Ji Yi Industrial Group (Shenzhen) Co., Ltd. is a joint and several guarantor, the amount of RMB28,366,572 in this case needs to be accrued as an estimated liability.

Legal advice:

1. After verifying the enforcement case No. (2024) Yue 0303 Zhi 3213, it has been confirmed that the basic information of the judgment is true, but (2024) Yue 0303 Zhi 3213 judgment (related cases: (2021) Yue 0305 Min Chu 25030, (2021) Yue 0305 Min Chu 25031, (2022) Yue 0303 Min Chu 16651) and other judgment information are missing.
2. After verifying and comparing the data of TianYanCha, this case was applied to the court for compulsory enforcement by the original applicant. Case No.: (2024) Yue 0303 Zhi 3213; Filing date: 13 March 2024; Enforcee: Ji Yi Industrial; Enforcement target: RMB283,665,272; Enforcement Court: the People's Court of Luohu District, Shenzhen.
3. Current status: Ji Yi Industrial has not fulfilled the payment of enforcement amount, and the Company's senior management, Hou Wei, Deng Jianshen and Deng Yiyi, have been included in the list of restricted consumption.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

- 二、執行案號：(2024)粵0303執3213號(關聯案件：(2021)粵0305民初25030號、(2021)粵0305民初25031號、(2022)粵0303民初16651號)(續)

對集一控股及附屬公司的影響：由於集一實業集團(深圳)有限公司是連帶擔保方，本案金額人民幣28,366,572元需計提預計負債。

法律意見：

- 1、經查證執行案案號：(2024)粵0303執3213號執行裁定書裁定內容基本情況屬實，但缺失(2024)粵0303執3213號執行裁定書、關聯案件：(2021)粵0305民初25030號、(2021)粵0305民初25031號、(2022)粵0303民初16651號判決書等資料。
- 2、經查證比對天眼查數據，該案件被原申請人向法院申請強制執行，案號：(2024)粵0303執3213號，立案時間：2024年3月13日，被執行人：集一實業，執行標的：人民幣283,665,272元，執行法院：深圳市羅湖區人民法院。
- 3、現狀：集一實業未履行支付執行款項，公司高管人員侯薇、鄧建申、鄧禕禕被列入限制消費名單。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

II. Enforcement Case No.: (2024) Yue 0303 Zhi 3213 (Related Cases: (2021) Yue 0305 Min Chu 25030, (2021) Yue 0305 Min Chu 25031, (2022) Yue 0303 Min Chu 16651) (Continued)

4. Risk assessment: Domestic banks in China usually adopt the principle of recognizing houses rather than companies for lending funds. As Jiyi Industrial does not have any real estate available for loan collateral, banks require individual shareholders or spouses who are related to Jiyi Industrial and have properties available for collateral as the main debtor of the loan. However, the loan purpose should be noted as for company operation, and the loan funds are not allowed to be transferred to the borrower's personal account, and are strictly stipulated to be transferred to the company's account only. Therefore, the loan is essentially used for Jiyi Industrial operation, but in form, Deng Jianshen (spouse of Hou Wei) is the borrower, and Deng Jianshen himself and his property bear the risk of repayment of the loan debt. The main debtor of this case is Deng Jianshen, who used the self-owned real estate of Meizhou Weilongju Industrial Co., Ltd. as collateral. It is expected that the disposal of the mortgaged real estate is the main way to enforce the creditor's rights. Weilongju Company is not related to Jiyi Subsidiary, and its asset disposal will not cause any impact on Jiyi Subsidiary's assets change. It is estimated that the disposal and sale of Weilongju mortgaged assets will be able to repay the debt, Jiyi Industrial is a joint and several guarantor and will be relieved from joint and several liability at that time. Therefore, although it has not fulfilled the payment of the enforcement amount at present, the possibility of the real estate being ultimately enforced is relatively low. The solution is feasible and in compliance with the requirements of the legal procedures.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

二、執行案號：(2024)粵0303執3213號(關聯案件：(2021)粵0305民初25030號、(2021)粵0305民初25031號、(2022)粵0303民初16651號)(續)

- 4、風險評估：中國國內銀行放貸資金通常採用認房不認公司的原則，因集一實業無房產可供借貸抵押，銀行採取要求與集一實業有關聯且擁有房產可供抵押的股東或配偶個人作為借款債務人主體，但借款用途備註為用於公司經營，放貸資金不允許打入借款人個人帳戶，嚴格規定只可以打入公司帳戶，所以該筆貸款實質上用於集一實業經營，但形式上鄧建申(侯薇配偶)是借款人，鄧建申本人及其房產承擔還貸債務風險。該案件主債務人為鄧建申，使用梅州市圍龍居實業公司自有房產作為抵押，預計處置抵押房產是執行債權的主要方式，圍龍居公司與集一附屬公司沒有關聯，其資產處置不會造成集一附屬公司資產變動影響，預估處置變賣圍龍居抵押資產後能夠償還債務，集一實業是連帶擔保方，屆時將會被解除連帶責任，故其現時雖未有履行支付執行款項，但最終被執行財產的可能性較低，方案具備可行性，符合法律程式要求規定。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

III. Enforcement Case No.: (2024) Yue 0311 Zhi 623 (Related Case No.: (2023) Shen Zheng Zi No. 83829)

Case cause: Contract dispute on financial loan

In respect of the case of contract dispute between the applicant for enforcement, Shanghai Pudong Development Bank Co., Ltd. Shenzhen Branch, and the enforcerees (Deng Yiyi, Hou Wei, Deng Jianshen, Jiye Industrial Group (Shenzhen) Co., Ltd. (the main borrower), Guangdong Jiye Household Building Materials Chain Co., Ltd., and Guangdong Jiye Xinya Decoration Design Engineering Co., Ltd., the notarized debt instrument (2023) Shen Zheng Zi No. 83829 of Shenzhen Notary Office, Shenzhen, Guangdong, has become legally effective. As the enforcerees failed to fulfill the obligations determined by the effective legal instrument, the applicant for enforcement applied to this court for compulsory enforcement on 1 March 2024, and this court accepted it in accordance with the law. In accordance with Article 251 and Article 264 of the "Civil Procedure Law of the People's Republic of China", you (entity) are hereby ordered to perform the obligations determined in the effective legal instrument (including but not limited to the following judgement obligations: payment of the enforcement amount of RMB35,686,563.89 and interest, and the enforcement fee of RMB103,087) within five days from the date of the delivery of the Notice, and to bear the interest on the debt, the application enforcement fee and other relevant fees, etc. during the period of delayed performance. The person who was enforced in this case has filed an appeal and the compulsory enforcement has been temporarily suspended.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

三、執行案號：(2024)粵0311執623號(關聯案號：(2023)深證字第83829號)

案由：金融借款合同糾紛

申請執行人上海浦東發展銀行股份有限公司深圳分行與被執行人鄧禕禕、侯薇、鄧建申、集一實業集團(深圳)有限公司(借款主體)、廣東集一家居建材連鎖有限公司、廣東集一信雅裝飾設計工程有限公司合同糾紛一案，廣東省深圳市深圳公證處(2023)深證字第83829號公證債權文書已經發生法律效力。由於被執行人沒有履行生效法律文書確定的義務，申請執行人於2024年3月1日向本院申請強制執行，本院依法受理。依照《中華人民共和國民事訴訟法》第二百五十一條、第二百六十四條的規定，現責令你(單位)自本通知送達之日起五日內履行生效法律文書確定的義務(包括但不限於如下判決義務：支付執行款人民幣35,686,563.89元及利息，執行費人民幣103,087元)，並承擔遲延履行期間的債務利息、申請執行費及其他相關費用等。此案被執行人已經提起上訴，強制執行暫時中止。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

III. Enforcement Case No.: (2024) Yue 0311 Zhi 623 (Related Case No.: (2023) Shen Zheng Zi No. 83829) (Continued)

Solution: Jiyi Industrial is the main borrower (funds have been used by Jiyi Industrial), Jiyi Household Chain and Jiyi Xinya Decoration are joint and several guarantors. They have not fulfilled the payment of enforcement amount and have used the personal owned property of Deng Yiyi, the then president, located at 17A, Block 2 (South Tower), Bairui Garden, Keyuan Avenue, Nanshan District, Shenzhen, as collateral. The current market value of this property is estimated to be approximately RMB50–60 million. It is expected that the disposal of the mortgaged real estate is the main way to enforce the creditor's rights, and the proceeds from the disposal of the mortgaged real estate can fully pay the relevant funds involved in the case. After the disposal of the real estate, the guarantee liability to other guarantors will be relieved.

Impact on Jiyi Holdings and its subsidiaries: The principal amount of the loan involved in this case has been accounted for, a supplementary accrual of interest expense of RMB1,729,000.00 for 2023 is required, and an enforcement fee of RMB103,087 is accrued as at 31 March 2024.

Legal advice:

1. After verifying the enforcement case No. (2024) Yue 0311 Zhi 623 enforcement notice, it has been confirmed that the basic information of the enforcement of this case is true, but the notarized debt instrument information (2023) Shen Zheng Zi No. 83829 is missing.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

三、執行案號：(2024)粵0311執623號(關聯案號：(2023)深證字第83829號)(續)

解決方案：集一實業為借款主體(資金已入集一實業使用)，集一家居連鎖、集一信雅裝飾為連帶擔保方，未有履行支付執行款項，使用了時任總裁的鄧禕禕個人名下自有房產位於深圳市南山區科苑大道柏瑞花園2座(南塔)17A作為抵押，此房產現市場評估價值約人民幣5,000–6,000萬元，預計處置抵押房產是執行債權的主要方式，且處置抵押房產所得款項可以足額支付案件涉及的有關款項。房產處置以後對其他擔保方的擔保責任將會解除。

對集一控股及附屬公司的影響：本案涉及的貸款本金已入賬，需補計提2023年度利息費用人民幣1,729,000.00元，2024年3月31日應計提執行費人民幣103,087元。

法律意見：

- 1、經查證執行案案號：(2024)粵0311執623號執行通知書該案件執行內容基本情況屬實，但缺失(2023)深證字第83829號公證債權文書資料。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

III. Enforcement Case No.: (2024) Yue 0311 Zhi 623 (Related Case No.: (2023) Shen Zheng Zi No. 83829) (Continued)

2. After verifying and comparing the data of TianYanCha, the case was applied to the court for compulsory enforcement by the original applicant. Case No.: (2024) Yue 0311 Zhi 623; Filing date: 1 March 2024; Enforceee: Jiyi Industrial, Jiyi Household Chain, Jiyi Xinya Decoration; Enforcement target: RMB35,686,564; Enforcement Court: the People's Court of Guangming District, Shenzhen.
3. Current status: Jiyi Industrial, Jiyi Household Chain, Jiyi Xinya Decoration have not fulfilled the payment of enforcement amount.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

三、執行案號：(2024)粵0311執623號(關聯案號：(2023)深證字第83829號)(續)

- 2、經查證比對天眼查數據，該案件被原申請人向法院申請強制執行，案號：(2024)粵0311執623號，立案時間：2024年3月1日，被執行人：集一實業、集一家居連鎖、集一信雅裝飾，執行標的：人民幣35,686,564元，執行法院：深圳市光明區人民法院。
- 3、現狀：集一實業、集一家居連鎖、集一信雅裝飾未有履行支付執行款項。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

III. Enforcement Case No.: (2024) Yue 0311 Zhi 623 (Related Case No.: (2023) Shen Zheng Zi No. 83829) (Continued)

三、執行案號：(2024)粵0311執623號(關聯案號：(2023)深證字第83829號)(續)

4. Risk assessment: Domestic banks in China usually adopt the principle of recognizing houses rather than companies for lending funds. As Jiyi Industrial does not have any property available for loan collateral, banks require individual shareholders or relatives who are related to Jiyi Industrial and have properties available for collateral as the main debtor of the loan. However, the loan purpose should be noted as for company operation, and the loan funds are not allowed to be transferred to the borrower's personal account, and are strictly stipulated to be transferred to the company's account only. Therefore, the loan is essentially used for Jiyi Industrial operation, but in form, Deng Yiyi (Hou Wei's relative) is the borrower, and Deng Yiyi herself and her real estate bear the risk of repayment of the loan debt. The main debtor of this case is Deng Yiyi, who used personal real estate as collateral. It is expected that the disposal of the mortgaged real estate is the main way to enforce the creditor's rights. Deng Yiyi's asset disposal will not cause any impact on Jiyi Holdings's assets. It is estimated that the disposal and sale of Deng Yiyi's mortgaged assets will be able to repay the debt, Jiyi Industrial, Jiyi Household Chain, Jiyi Xinya Decoration are joint and several guarantors and will be relieved from joint and several liability at that time. Therefore, although they have not fulfilled the payment of the enforcement amount at present, the possibility of the real estate being ultimately enforced is relatively low. The solution is feasible and in compliance with the requirements of the legal procedures.

4、風險評估：中國國內銀行放貸資金通常採用認房不認公司的原則，因集一實業無房產可供借貸抵押，銀行採取要求與集一實業有關聯且擁有房產可供抵押的股東或親屬個人作為借款債務人主體，但借款用途備註為用於公司經營，放貸資金不允許打入借款人個人帳戶，嚴格規定只可以打入公司帳戶，所以該筆貸款實質上用於集一實業經營，但形式上鄧禕禕(侯薇親屬)是借款人，鄧禕禕本人及其房產承擔還貸債務風險。該案件主債務人為鄧禕禕，並使用其個人房產作為抵押，預計處置抵押房產是執行債權的主要方式，鄧禕禕資產處置不會造成集一控股資產變動影響，預估處置變賣鄧禕禕抵押資產後能夠償還債務，集一實業、集一家居連鎖、集一信雅裝飾是連帶擔保方，屆時將會被解除連帶責任，故其現時雖未有履行支付執行款項，但最終被執行財產的可能性較低，方案具備可行性，符合法律程式要求規定。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

IV. Enforcement Case No.: (2024) Yue 1402 Zhi 175 (Related Case No.: (2023) Yue 1402 Min Chu 900)

Case cause: Contract dispute on financial loan

On 29 January 2022, the plaintiff Bank of Communications Co., Ltd. Meizhou Branch signed a "Personal Loan Contract" with the defendant Deng Yiyi, agreeing that Deng Yiyi, the then president, applied for a loan amount from Bank of Communications Co., Ltd. Meizhou Branch. Bank of Communications Co., Ltd. Meizhou Branch agreed to grant a one-time credit of RMB7,000,000 to Deng Yiyi for the daily operation and turnover of Guangdong JiYi Household Building Materials Chain Co., Ltd., with a withdrawal validity period of 36 months. Guangdong JiYi Household Building Materials Chain Co., Ltd. and Deng Yiyi both signed a commissioned loan agreement.

On 29 January 2022, the defendant Guangdong JiYi Household Building Materials Chain Co., Ltd. signed a "Mortgage Contract" with the plaintiff Bank of Communications Co., Ltd. Meizhou Branch, agreeing that JiYi Building Materials Company would provide a mortgage guarantee for all the main contracts signed between Deng Yiyi and Bank of Communications Co., Ltd. Meizhou Branch during the period from 29 January 2022 to 29 January 2027 through the commercial shops under its name located at Sanlongju (Certificate No.: Guangdong Property Ownership Certificate Meizhou Zi No. 0100073887 and 0100073888), west of Binfang Avenue in Meizhou. The registration of the mortgages was carried out in accordance with the law.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

四、執行案號：(2024)粵1402執175號(關聯案號：(2023)粵1402民初900號)

案由：金融借款合同糾紛

2022年1月29日，原告交通銀行股份有限公司梅州分行與被告鄧禕禕簽訂了《個人借款合同》，合同約定時任總裁的鄧禕禕向交通銀行股份有限公司梅州分行申請貸款額度，交通銀行股份有限公司梅州分行同意授信人民幣7,000,000元的一次性額度給鄧禕禕用於廣東集一家居建材連鎖有限公司日常經營周轉，提款有效期為36個月。廣東集一家居建材連鎖有限公司與鄧禕禕同時簽了委託借款協議。

2022年1月29日，被告廣東集一家居建材連鎖有限公司與原告交通銀行股份有限公司梅州分行簽訂《抵押合同》，約定集一建材公司提供其名下的位於梅州市彬芳大道西側三龍居(證號：粵房地權證梅州市字第0100073887號及0100073888號)商業店舖為鄧禕禕與交通銀行股份有限公司梅州分行在2022年1月29日至2027年1月29日期間簽訂的全部主合同提供抵押擔保，並依法辦理了抵押權登記手續。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

IV. Enforcement Case No.: (2024) Yue 1402 Zhi 175 (Related Case No.: (2023) Yue 1402 Min Chu 900) (Continued)

On 30 January 2022, Bank of Communications Co., Ltd. Meizhou Branch granted a loan of RMB7 million to Deng Yiyi in installments according to the agreement, and then transferred it to Guangdong Jiye Household Building Materials Chain Co., Ltd. in installments for daily business turnover. After the loan was borrowed, Deng Yiyi was able to repay the principal and interest of the loan as agreed at first, but overdue repayment began on 20 August 2022. Bank of Communications Co., Ltd. Meizhou Branch, after unsuccessful collection, filed the litigation of this case.

Judgment result:

1. Confirm that the "Personal Loan Contract" (Contract No.: 202201496185999040200000387) signed between the plaintiff Bank of Communications Co., Ltd. Meizhou Branch and the defendant Deng Yiyi on 29 January 2022 was terminated on 11 July 2023;
2. The defendant Deng Yiyi shall, within ten days from the effective date of this judgment, repay the loan principal of RMB6,672,630.69, interest of RMB213,683.82, penalty interest of RMB5,951.20, compound interest of RMB3,379.28, and penalty interest compound interest of RMB65.34 to the plaintiff Bank of Communications Co., Ltd. Meizhou Branch up to 20 February 2023;

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

四、執行案號：(2024)粵1402執175號(關 聯案號：(2023)粵1402民初900號)(續)

2022年1月30日交通銀行股份有限公司梅州分行按約將借款分期分批把人民幣700萬元發放給鄧禕禕，然後也分期轉入廣東集一家居建材連鎖有限公司用於日常經營周轉，借款後，起初鄧禕禕能按約償還借款本息，自2022年8月20日開始逾期還款。交通銀行股份有限公司梅州分行催收未果後，提起本案訴訟。

判決結果：

- 1、確認原告交通銀行股份有限公司梅州分行與被告鄧禕禕於2022年1月29日簽訂的《個人借款合同》(合同編號：202201496185999040200000387)於2023年7月11日解除；
- 2、被告鄧禕禕在本判決生效之日起十日內，償還計至2023年2月20日止的借款本金人民幣6,672,630.69元、利息人民幣213,683.82元、罰息人民幣5,951.20元、利息複利人民幣3,379.28元及罰息複利人民幣65.34元給原告交通銀行股份有限公司梅州分行；

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

IV. Enforcement Case No.: (2024) Yue 1402 Zhi 175 (Related Case No.: (2023) Yue 1402 Min Chu 900) (Continued)

四、執行案號：(2024)粵1402執175號(關聯案號：(2023)粵1402民初900號)(續)

3. Defendant Deng Yiyi shall pay the plaintiff Bank of Communications Co., Ltd. Meizhou Branch the interest, compound interest, penalty interest, and penalty interest compound interest calculated from 21 February 2023, based on the actual outstanding principal amount, at the interest rate specified in the "Personal Loan Contract" until the date of repayment of the loan, within ten days from the effective date of this judgment;
4. The defendant Deng Yiyi shall pay a lawyer's fee of RMB49,649.11 to the plaintiff Bank of Communications Co., Ltd. Meizhou Branch within ten days from the effective date of this judgment;
5. The plaintiff has the right to claim priority compensation for the debt determined in the second, third, and fourth items of this judgment against Guangdong Jiyi Household Building Materials Chain Co., Ltd. for the proceeds obtained from the auction, sale, and other disposal of its No. 1, 3, 5 to 8 Stores located at Building 9, Sanlongju, west of Binfang Avenue, Meizhou [Real Estate Certificate No.: Guangdong Property Ownership Certificate Meizhou Zi No. 0100073887], within the limit of RMB5.5337 million;

- 3、被告鄧禕禕在本判決生效之日起十日內支付從2023年2月21日起，以實欠本金數為基數，按《個人借款合同》約定利率計算至還清借款之日止的利息、利息複利、罰息、罰息複利給原告交通銀行股份有限公司梅州分行；
- 4、被告鄧禕禕應在本判決生效之日起十日內支付律師費人民幣49,649.11元給原告交通銀行股份有限公司梅州分行；
- 5、原告就本判決第二、三、四判項所確定的債權有權對廣東集一家居建材連鎖有限公司名下的位於梅州市彬芳大道西側三龍居第九棟1、3、5至8號店[不動產權證號：粵房地權證梅州市字第0100073887號]經拍賣、變賣等處置後所得價款在人民幣553.37萬元限額內優先受償；

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

IV. Enforcement Case No.: (2024) Yue 1402 Zhi 175 (Related Case No.: (2023) Yue 1402 Min Chu 900) (Continued)

四、執行案號：(2024)粵1402執175號(關聯案號：(2023)粵1402民初900號)(續)

6. The plaintiff has the right to claim priority compensation for the debt determined in the second, third, and fourth judgments of this judgment against Guangdong Jiye Household Building Materials Chain Co., Ltd. for the proceeds obtained from the auction, sale, and other disposal of its No. 4 Store and the 2nd and 3rd floors located at Building 9, Sanlongju, west of Binfang Avenue, Meizhou [Real Estate Certificate No.: Guangdong Property Ownership Certificate Meizhou Zi No. 0100073888], within the limit of RMB8.5061 million;

6、原告就本判決第二、三、四判項所確定的債權有權對廣東集一家居建材連鎖有限公司名下的位於梅州市彬芳大道西側三龍居第9棟4號店及2、3層[不動產權證號：粵房地權證梅州市字第0100073888號]經拍賣、變賣等處置後所得價款在人民幣850.61萬元限額內優先受償；

7. Defendants Hou Wei and Deng Jianshen shall bear joint and several liability for repaying the debts determined in the second, third, and fourth items mentioned above. If the obligation to pay money is not fulfilled within the period specified in this judgment, double the interest on the debt during the delayed performance period shall be paid in accordance with Article 260 of the "Civil Procedure Law of the People's Republic of China". The case acceptance fee is charged as stipulated at RMB60,417.52, with preservation fee of RMB5,000, and announcement fee of RMB650, totaling RMB66,067.52 (which has been prepaid by the plaintiff), which should be borne by the defendants Deng Yiyi, Guangdong Jiye Household Building Materials Chain Co., Ltd., Hou Wei, and Deng Jianshen (which will be directly paid by the defendants to the plaintiff when fulfilling this judgment).

7、被告侯薇、鄧建申對上述第二、三、四項確定的債務承擔連帶清償責任。如果未按本判決指定的期間履行給付金錢義務，應當依照《中華人民共和國民事訴訟法》第二百六十條之規定，加倍支付遲延履行期間的債務利息。案件受理費按規定收取為人民幣60,417.52元、保全費人民幣5,000元、公告費人民幣650元，合計人民幣66,067.52(原告已預交)，由被告鄧禕禕、廣東集一家居建材連鎖有限公司、侯薇、鄧建申負擔(此款由被告在履行本判決時徑行支付給原告)。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

IV. Enforcement Case No.: (2024) Yue 1402 Zhi 175 (Related Case No.: (2023) Yue 1402 Min Chu 900) (Continued)

Solution for Management Report: According to relevant domestic legal litigation procedures, the next step may be to carry out a compulsory auction of No. 4 Store and the 2nd and 3rd floors located at Building 9, Sanlongju, west of Binfang Avenue, Meizhou [Real Estate Certificate No.: Guangdong Property Ownership Certificate Meizhou Zi No. 0100073888], and the proceeds from the auction will be used to repay the enforcement amount.

Impact on Jiyi Holdings and its subsidiaries: Due to the property mortgage guarantee provided by Guangdong Jiyi Household Building Materials Chain Co., Ltd. in this case, the assessed value of the mortgaged real estate in this case is approximately RMB12 million. The proceeds from the auction should be sufficient to repay the enforcement amount in full. After the real estate auction, the guarantee liability to other guarantors will be relieved. The amount of RMB7,011,427 in this case requires provision for estimated liabilities.

Legal advice:

1. After verifying (2024) Yue 1402 Zhi 175 Enforcement Judgement and (2023) Yue 1402 Min Chu 900 Civil Judgement, it has been confirmed that the basic information of them is true, but (2024) Yue 1402 Zhi 175 Enforcement Judgement information is missing.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

四、執行案號：(2024)粵1402執175號(關 聯案號：(2023)粵1402民初900號)(續)

管理層報告書解決方案：按照國內相關法律訴訟程式，下一步可能會對於梅州市彬芳大道西側三龍居第9棟4號店及2、3層[不動產權證號：粵房地權證梅州市字第0100073888號]進行強制拍賣，拍賣所得款項用於償還執行款項。

對集一控股及附屬公司的影響：由於本案由廣東集一家居建材連鎖有限公司提供物業抵押擔保，本案所抵押的房產評估價值約為人民幣1,200萬元，拍賣所得款項應該可以足額償還執行款項。房產拍賣以後對其他擔保方的擔保責任將會解除。本案金額人民幣7,011,427元需計提預計負債。

法律意見：

- 1、經查證(2024)粵1402執175號執行裁定書、(2023)粵1402民初900號民事判決書內容基本情況屬實，缺失(2024)粵1402執175號執行裁定書資料。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

IV. Enforcement Case No.: (2024) Yue 1402 Zhi 175 (Related Case No.: (2023) Yue 1402 Min Chu 900) (Continued)

四、執行案號：(2024)粵1402執175號(關聯案號：(2023)粵1402民初900號)(續)

2. After verifying and comparing the data of TianYanCha, the case was applied to the court for compulsory enforcement by the original applicant. Case No.: (2024) Yue 1402 Zhi 175; Filing date: 21 March 2024; Enforceee: Jiyi Household Chain; Enforcement target: RMB7,011,427; Enforcement Court: The People's Court of Meijiang District, Meizhou.
3. Current status: Jiyi Industrial has not fulfilled the payment of enforcement amount, and the two real estates under its name have not yet received the real estate auction instruments and entered into the auction procedure.
4. Risk assessment: The main debtor in this case is Deng Yiyi. Deng Yiyi signed a commissioned loan agreement with the actual user, Jiyi Household Chain, to transfer the bank funds borrowed by Deng Yiyi to Jiyi Household Chain. The actual borrower should be Jiyi Household Chain. In addition to Deng Yiyi assuming the debt, creditors also have the right to demand that Jiyi Household Chain bear joint and several liability and prioritize the sale of the mortgaged real estate. According to relevant domestic legal litigation procedures, the next step may be to carry out a compulsory auction of the mortgaged real estate of the above-mentioned enforcees. It is expected that the proceeds of the auction can be used to repay the enforcement amount. The disposal of this asset may cause the impairment loss of the overall net asset value of Jiyi Household Chain Company and have an impact on it. The solution is feasible and in compliance with the requirements of the legal procedures.

- 2、經查證比對天眼查數據，該案件被原申請人向法院申請強制執行，案號：(2024)粵1402執175號，立案時間：2024年3月21日，被執行人：集一家居連鎖，執行標的：人民幣7,011,427元，執行法院：梅州市梅江區人民法院。
- 3、現狀：集一實業未有履行支付執行款項，其名下2處房產尚未收到房產拍賣文書及進入拍賣程式。
- 4、風險評估：該案件主債務人為鄧禕禕，鄧禕禕與實際用款人集一家居連鎖簽署委託借款協議，將鄧禕禕借入銀行資金轉付於集一家居連鎖，實質借款人應為集一家居連鎖。判決除由鄧禕禕承擔債務外，債權人還有權要求集一家居連鎖承擔連帶責任及優先變賣抵押房產，按照國內相關法律訴訟程式，下一步可能會對上述被執行人抵押房產進行強制拍賣，預計拍賣所得款項可償還執行款項，該資產處置可能引起集一家居連鎖公司整體資產淨值減損並造成影響，方案具備可行性，符合法律程式要求規定。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

V. Enforcement Case No.: (2021) Yue 1403 Zhi 667 (Related Case No.: (2021) Yue 1403 Min Te 350 case)

Case cause: Dispute on lease contract

In respect of the case of a dispute on lease contract between the applicant for enforcement (Meizhou Jinxiu Modern Logistics Park Co., Ltd.) and the enforceree (Guangdong Jiyi Household Building Materials Chain Co., Ltd.), the civil judgment (2021) Yue 1403 Min Te 350 made by the court has become legally effective. The enforceree shall pay the rent, operating fee, property management fee, water and electricity fee, totalling RMB4,093,485.83 up to 30 June 2021, and shall pay interest on the funds occupied during the period of overdue payment at the rate of 1.5% per month from 1 July 2021 onwards on the basis of the actual amount in arrears to the applicant for enforcement, and the enforceree shall also bear the application fee of RMB43,335 for the enforcement of the case.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

五、執行案號：(2021)粵1403執667號(關聯案號：(2021)粵1403民特350號案件)

案由：租賃合同糾紛

申請執行人梅州市錦繡現代物流園有限公司與被執行人廣東集一家居建材連鎖有限公司租賃合同糾紛一案，法院作出的(2021)粵1403民特350號民事裁定書已經發生法律效力，被執行人應支付截止至2021年6月30日的租金、運營費、物業管理費、水電費共計人民幣4,093,485.83元，並支付自2021年7月1日起以實際拖欠的數額為基數，按月利率1.5%的標準計算逾期付款期間的資金佔用利息給申請執行人，被執行人還須承擔案件申請執行費人民幣43,335元。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

V. Enforcement Case No.: (2021) Yue 1403 Zhi 667 (Related Case No.: (2021) Yue 1403 Min Te 350 case) (Continued)

Judgment result:

After voluntary negotiation between both parties, a settlement agreement for enforcement that requires a longer period of time to fulfill has been reached: 1. Apply for enforcement target of RMB4,093,485.83, with interest of RMB736,827.45 as of 30 June 2022. On 23 June 2022, after deducting the court's enforcement principal of RMB1,210,594.62, the remaining enforcement principal was RMB2,882,891.21, with a total principal and interest of RMB3,619,718.86; 2. The repayment plan of the enforcee is as follows: Starting from 1 September 2022, the aforementioned principal and interest of RMB3,619,718.86 shall be repaid in monthly installments. RMB177,977.64 shall be paid to the applicant for enforcement before the 25th of each month until the repayment is completed; 3. If the enforcee fails to make any payment on time in any one of the instalments, the applicant for enforcement has the right to apply to the court for resumption of enforcement, and has the right to demand that the enforcee pay interest starting from 1 July 2022, at a monthly interest rate of 1.5% based on the unpaid principal.

管理層關於本集團關聯附屬公司
涉訴訟及仲裁的情況報告與中國
法律意見(續)

五、執行案號：(2021)粵1403執667號(關
聯案號：(2021)粵1403民特350號案
件)(續)

裁定結果：

經雙方自願協商，已達成需要較長時間履行的執行和解協議：1、申請執行標的人民幣4,093,485.83元，截止到2022年6月30日利息人民幣736,827.45元。2022年6月23日，扣除法院執行本金人民幣1,210,594.62元後，剩餘執行本金人民幣2,882,891.21元，本息合計人民幣3,619,718.86元；2、被執行人還款計劃如下：自2022年9月1日起，按月分期清償前述本息人民幣3,619,718.86元，每月25日前向申請執行人支付人民幣177,977.64元，直至清償完畢為止；3、如果被執行人任一期逾期付款，則申請執行人有權向法院申請恢復執行，並有權要求被執行人自2022年7月1日起，以未付本金為基數按月利率1.5%的標準計付利息。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

- V. Enforcement Case No.: (2021) Yue 1403 Zhi 667 (Related Case No.: (2021) Yue 1403 Min Te 350 case) (Continued)

Solution for Management Report: Jiyi Holdings and its subsidiaries actively collect accounts receivable and other receivables, and raise funds for their repayment.

Impact on Jiyi Holdings and its subsidiaries: The principal involved in this case has already been accrued in the current period, and an additional accrual of interest of RMB778,380.62 (RMB2,882,891.21 X 18 X 1.5%) should be made from 1 July 2022 to 31 December 2023, at a monthly interest rate of 1.5% based on the unpaid principal of RMB2,882,891.21.

Legal advice:

1. After verifying (2021) Yue 1403 Zhi 667 Enforcement Judgement, it has been confirmed that the basic information of the enforcement of the case is true, but judicial instrument information of the related case (2021) Yue 1403 Min Te 350 is missing.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

- 五、執行案號：(2021)粵1403執667號(關聯案號：(2021)粵1403民特350號案件)(續)

管理層報告書解決方案：集一控股及其附屬公司積極追收應收賬款和其他應收款，籌集資金償還。

對集一控股及附屬公司的影響：本案涉及的本金已於當期計提，現應補計提2022年7月1日至2023年12月31日以未付本金人民幣2,882,891.21元為基數按月利率1.5%的標準計付利息人民幣778,380.62元(人民幣2,882,891.21元 X 18 X 1.5%)。

法律意見：

1. 經查證(2021)粵1403執667號執行裁定書該案件執行內容基本情況屬實，但缺失關聯案號：(2021)粵1403民特350號案件司法文書資料。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES *(Continued)*

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

V. Enforcement Case No.: (2021) Yue 1403 Zhi 667 (Related Case No.: (2021) Yue 1403 Min Te 350 case) *(Continued)*

五、執行案號：(2021)粵1403執667號(關聯案號：(2021)粵1403民特350號案件)(續)

2. After verifying and comparing the data of TianYanCha, the case was applied to the court for compulsory enforcement by the original applicant. Case No.: (2021) Yue 1403 Zhi 667; Filing date: 3 March 2022; Enforcee: Jiyi Household Chain; Enforcement target: RMB4,093,486; Enforcement Court: The People's Court of Meixian District, Meizhou.

2. 經查證比對天眼查數據，該案件被原申請人向法院申請強制執行，案號：(2021)粵1403執667號，立案時間：2022年3月3日，被執行人：集一家居連鎖，執行標的：人民幣4,093,486元，執行法院：梅州市梅縣區人民法院。

3. Current status: On 28 June 2022, the enforcement of this case was terminated.

3. 現狀：2022年6月28日，該案件終結執行。

4. Risk assessment: The debtor in this case is Jiyi Household Chain. Although the enforcement of this case was terminated, the management's solution states that a portion of the enforcement amounts have been paid and actively raised for repayment. The outstanding principal has been accrued for the current period, and interest has been additionally accrued for the period from 1 July 2022 to 31 December 2023. This should be an appropriate and legal approach.

4、風險評估：該案件債務人為集一家居連鎖，執行案件雖已終結，但管理層解決方案中說明已支付部分執行款項並積極籌款償付，未還本金當期已計提，利息補計提2022年7月1日至2023年12月31日金額，應屬適當合法之做法。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

VI. Enforcement Case No.: (2024) Yue 1423 Zhi 242 (Related Case No.: (2023) Yue 1423 Min Chu 1552)

Case cause: Contract dispute on financial loan

1. The defendant Guangdong Jiyi Xinya Decoration Design Engineering Co., Ltd. shall repay the plaintiff Guangdong Fengshun Rural Commercial Bank Co., Ltd. the loan principal of RMB3,470,000 and the interest thereon within 15 days from the date of this judgment becoming legally effective (the interest calculated as of 20 June 2023 is RMB285,082.31, and the interest from 21 June 2023 to the date of payment shall be calculated and paid at the interest rate stipulated in the "Loan Contract" signed between the plaintiff Guangdong Fengshun Rural Commercial Bank Co., Ltd. and the defendant Guangdong Jiyi Xinya Decoration Design Engineering Co., Ltd.); 2. The defendants Meizhou Jisheng Household Building Materials Co., Ltd., Guangdong Jiyi Household Building Materials Chain Co., Ltd., Liang Weizhen, Deng Jianshen, Ling Yongshan, and Hou Wei are jointly and severally liable for the defendant Guangdong Jiyi Xinya Decoration Design Engineering Co., Ltd.'s repayment of the plaintiff Guangdong Fengshun Rural Commercial Bank Co., Ltd.'s aforementioned debts; 3. The plaintiff, Guangdong Fengshun Rural Commercial Bank Co., Ltd., has the priority right to receive compensation for the accounts receivable of RMB8,822,348 pledged by the defendant, Guangdong Jiyi Xinya Decoration Design Engineering Co., Ltd., in the project under the "EPC General Contract for the Construction of Provincial Poverty-Stricken Villages and Connected Ecological Livable and Beautiful Rural Areas in Pantian Town, Fengshun County" of the People's Government of Pantian Town, Fengshun County.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

六、執行案號：(2024)粵1423執242號(關聯案號：(2023)粵1423民初1552號)

案由：金融借款合同糾紛

一、被告廣東集一信雅裝飾設計工程有限公司應於本判決發生法律效力之日起十五日內償還原告廣東豐順農村商業銀行股份有限公司借款本金人民幣3,470,000元及項下利息(計至2023年6月20日的利息為人民幣285,082.31元，自2023年6月21日起至款項清償之日止的利息按原告廣東豐順農村商業銀行股份有限公司與被告廣東集一信雅裝飾設計工程有限公司簽訂的《借款合同》約定的利率計付); 二、被告梅州市集勝家居建材有限公司、廣東集一家居建材連鎖有限公司、梁威震、鄧建申、凌勇山、侯薇對被告廣東集一信雅裝飾設計工程有限公司償還原告廣東豐順農村商業銀行股份有限公司上述債務承擔連帶清償責任; 三、原告廣東豐順農村商業銀行股份有限公司對被告廣東集一信雅裝飾設計工程有限公司所質押的對豐順縣潘田鎮人民政府《豐順縣潘田鎮省定貧困村和連線連片生態宜居美麗鄉村建設項目EPC總承包》項目的人民幣8,822,348元應收賬款享有優先受償權。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

VI. Enforcement Case No.: (2024) Yue 1423 Zhi 242 (Related Case No.: (2023) Yue 1423 Min Chu 1552) (Continued)

Solution for Management Report: Guangdong Jiye Xinya Decoration Design Engineering Co., Ltd. should accelerate the project acceptance and settlement with the People's Government of Pantian Town, Fengshun County on the project under the "EPC General Contract for the Construction of Provincial Poverty-Stricken Villages and Connected Ecological Livable and Beautiful Rural Areas in Pantian Town, Fengshun County", and recover the outstanding amount of RMB8,822,348 from the People's Government of Pantian Town, Fengshun County. This amount can fully repay the principal of the loan of RMB3,470,000 from Guangdong Fengshun Rural Commercial Bank Co., Ltd. and the interest thereon.

Impact on Jiye Holdings and its subsidiaries: The loan principal involved in this case has been accrued, and an additional loan interest of RMB275,865.00 needs to be accrued.

Legal advice:

1. After verifying (2024) Yue 1423 Zhi 242 Enforcement Judgement, it has been confirmed that the basic information of enforcement of this case is true, but civil judgement information of related case (2023) Yue 1423 Min Chu 1552 is missing.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

六、執行案號：(2024)粵1423執242號(關聯案號：(2023)粵1423民初1552號)(續)

管理層報告書解決方案：廣東集一信雅裝飾設計工程有限公司應加快與豐順縣潘田鎮人民政府就《豐順縣潘田鎮省定貧困村和連線連片生態宜居美麗鄉村建設項目epc總承包》項目進行工程驗收決算，並追收豐順縣潘田鎮人民政府的欠款人民幣8,822,348元，此款可足額償還廣東豐順農村商業銀行股份有限公司借款本金人民幣3,470,000元及項下利息。

對集一控股及附屬公司的影響：本案涉及的借款本金已計提，需補計提借款利息人民幣275,865.00元。

法律意見：

- 1、經查證(2024)粵1423執242號執行裁定書該案件執行內容基本情況屬實，但缺失關聯案號：(2023)粵1423民初1552號民事判決書資料。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

- VI. Enforcement Case No.: (2024) Yue 1423 Zhi 242 (Related Case No.: (2023) Yue 1423 Min Chu 1552) (Continued)
- 六、執行案號：(2024)粵1423執242號(關聯案號：(2023)粵1423民初1552號)(續)
2. After verifying and comparing the data of TianYanCha, the case was applied to the court for compulsory enforcement by the original applicant. Case No.: (2024) Yue 1423 Zhi 242; Filing date: 13 March 2024; Enforceee: Jiyi Xinya Decoration, Jiyi Household Chain; Enforcement target: RMB3,755,082; Enforcement Court: The People's Court of Fengshun County.
 - 2、經查證比對天眼查數據，該案件被原申請人向法院申請強制執行，案號：(2024)粵1423執242號，立案時間：2024年3月13日，被執行人：集一信雅裝飾、集一家居連鎖，執行標的：人民幣3,755,082元，執行法院：豐順縣人民法院。
 3. Current status: Jiyi Xinya Decoration and Jiyi Household Chain have not fulfilled the payment of enforcement amounts.
 - 3、現狀：集一信雅裝飾、集一家居連鎖未有履行支付執行款項。
 4. Risk assessment: The debtor in this case is Jiyi Xinya Decoration and Jiyi Household Chain. The management's solution states that the outstanding receivables from the People's Government of Pantian Town, Fengshun County will be used as the repayment source for the enforcement amounts and the loan principal and interest will be correspondingly accrued, which should be an appropriate and reasonable approach.
 - 4、風險評估：該案件債務人為集一信雅裝飾、集一家居連鎖，管理層解決方案中說明將用豐順縣潘田鎮人民政府的欠款應收款作為支付執行款項還款來源，並同時將借款本金利息作相應計提，應屬適當合理之做法。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

VII. Enforcement Case No.: (2023) Yue 0605 Min Chu 24560

七、執行案號：(2023)粵0605民初24560號

Case cause: Dispute on a contract of sale and purchase

案由：買賣合同糾紛

The plaintiff Guangdong Keyuan Electric Co., Ltd. has had business dealings with the defendant Guangdong Jiyi Household Building Materials Chain Co., Ltd. since 2015. The defendant Guangdong Jiyi Household Building Materials Chain Co., Ltd. purchased electrical equipment from the plaintiff Guangdong Keyuan Electric Co., Ltd.

原告廣東科源電氣股份有限公司與被告廣東集一家居建材連鎖有限公司自2015年起有業務往來，被告廣東集一家居建材連鎖有限公司向原告廣東科源電氣股份有限公司購買電氣設備。

According to the reconciliation between the plaintiff and the defendant Guangdong Jiyi Household Building Materials Chain Co., Ltd., the defendant Guangdong Jiyi Household Building Materials Chain Co., Ltd. still owes the plaintiff Guangdong Keyuan Electric Co., Ltd. a principal goods payment of RMB1,358,168. According to Article 7 and Article 9 of the "Contract of Sale and Purchase" regarding payment terms and liability for breach of contract for overdue payments, the defendant Guangdong Jiyi Household Building Materials Chain Co., Ltd. shall bear the liability for breach of contract for overdue payments. The defendant Chaoyang Electromechanical Company and defendant Deng Jianshen voluntarily provide joint and several liability guarantee for the above-mentioned debts of Guangdong Jiyi Household Building Materials Chain Co., Ltd. The guarantee scope of the defendant Chaoyang Electromechanical Company is RMB1,055,779.98. The guarantee scope of defendant Deng Jianshen is all debts of defendant Guangdong Jiyi Household Building Materials Chain Co., Ltd. This case was filed on 7 September 2017.

經原告與被告廣東集一家居建材連鎖有限公司對賬，被告廣東集一家居建材連鎖有限公司尚欠原告廣東科源電氣股份有限公司貨款本金人民幣1,358,168元。根據《買賣合同》第七條、第九條關於付款期限及逾期付款違約責任的約定，被告廣東集一家居建材連鎖有限公司應承擔逾期付款的違約責任。被告朝陽機電公司、被告鄧建申自願為被告廣東集一家居建材連鎖有限公司的上述債務提供連帶責任保證擔保，被告朝陽機電公司的擔保範圍為人民幣1,055,779.98元。被告鄧建申的擔保範圍為被告廣東集一家居建材連鎖有限公司的全部債務。本案於2017年9月7日立案。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

VII. Enforcement Case No.: (2023) Yue 0605 Min Chu 24560
(Continued)

Judgment result:

1. Guangdong Jiyi Household Building Materials Chain Co., Ltd. shall pay Guangdong Keyuan Electric Co., Ltd. a goods payment of RMB1,358,168 and a liquidated damage for overdue payment within ten days from the date of this judgment becoming legally effective (the liquidated damage calculation method is based on the principal goods payment of RMB1,358,168, calculated at 1.5 times the benchmark interest rate of similar loans of the People's Bank of China for the same period from 13 March 2017 to 19 August 2019, and at 1.5 times the one-year loan quotation interest rate published by the National Interbank Funding Center from 20 August 2019 to the actual goods repayment date).
2. Jiyi Industrial Group (Shenzhen) Co., Ltd. shall bear joint and several liability for repaying the debts incurred by Guangdong Jiyi Household Building Materials Chain Co., Ltd.

Solution for Management Report: Guangdong Jiyi Household Building Materials Chain Co., Ltd. actively collects accounts receivable and other receivables, and raises funds for repayment.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

七、執行案號：(2023)粵0605民初24560
號(續)

判決結果：

- 一、廣東集一家居建材連鎖有限公司應於本判決發生法律效力之日起十日內向廣東科源電氣股份有限公司支付貨款人民幣1,358,168元及逾期付款違約金(違約金計算方式：以貨款本金人民幣1,358,168元為基數，從2017年3月13日起至2019年8月19日止按中國人民銀行同期同類貸款基準利率的1.5倍計算，從2019年8月20日起至實際清償貨款日止按全國銀行間同業拆借中心公佈的一年期貸款報價利率的1.5倍計算)。
- 二、集一實業集團(深圳)有限公司應對廣東集一家居建材連鎖有限公司所負的債務承擔連帶清償責任。

管理層報告書解決方案：廣東集一家居建材連鎖有限公司積極追收應收賬款和其他應收款，籌集資金償還。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

VII. Enforcement Case No.: (2023) Yue 0605 Min Chu 24560
(Continued)

七、執行案號：(2023)粵0605民初24560
號(續)

Impact on Ji Yi Holdings and its subsidiaries: The principal amount of the goods payment involved in this case has been credited as RMB1,107,399.08, and an additional payable goods payment of RMB250,768.92 should be accrued. An additional liquidated damage of approximately RMB598,188 (81 months X 4.35% X 1.5 X RMB1,358,168 ≈ RMB598,188) should be accrued from 13 March 2017 to 31 December 2023.

對集一控股及附屬公司的影響：本案涉及的貨款本金已入賬人民幣1,107,399.08元，應補計提應付貨款人民幣250,768.92元，應補計提從2017年3月13日至2023年12月31日的違約金約人民幣598,188元(81個月X 4.35% X 1.5 X 人民幣1,358,168元 ≈ 人民幣598,188元)。

Legal advice:

法律意見：

1. After verifying (2023) Yue 0605 Min Chu 24560 Civil Judgement and comparing the data of TianYanCha, it has been confirmed that the basic information of the case is true.
2. Current status: Ji Yi Household Chain and Ji Yi Industrial have not fulfilled the payment of judgment amount.
3. Risk assessment: The debtor in this case is Ji Yi Household Chain and Ji Yi Industrial. The management's solution states that they will actively collect accounts receivable and other receivables, raise funds for repayment, and make corresponding supplementary accrual for the principal of the goods payment and liquidated damage. This should be an appropriate and reasonable approach.

- 1、經查證(2023)粵0605民初24560號民事判決書及比對天眼查數據，該案件內容基本情況屬實。
- 2、現狀：集一家居連鎖、集一實業未有履行支付判決款項。
- 3、風險評估：該案件債務人為集一家居連鎖，集一實業，管理層解決方案中說明將積極追收應收賬款和其他應收款，籌集資金償還，並同時將貨款本金、違約金作相應補計提，應屬適當合理之做法。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

VIII. Enforcement Case No.: Mei Xian Lao Ren Zhong Zi An [2023] No. 249 — Zhang Kaiyin, Mei Xian Lao Ren Zhong Zi An [2023] No. 250 — Liao Qianghua, Mei Xian Lao Ren Zhong Zi An [2023] No. 251 — Tang Haihua, Mei Xian Lao Ren Zhong Zi An [2023] No. 252 — Ling Yongshan, Mei Xian Lao Ren Zhong Zi An [2022] No. 53 — Zou Xiaoming (Xinjiale)

八、執行案號：梅縣勞人仲字案【2023】249號 — 張開銀、梅縣勞人仲字案【2023】250號 — 廖強華、梅縣勞人仲字案【2023】251號 — 湯海華、梅縣勞人仲字案【2023】252號 — 凌勇山、梅縣勞人仲字案【2022】53號 — 鄒曉明(新家樂)

Case cause: Dispute on labour contract

案由：勞動合同糾紛

Arbitration result:

仲裁結果：

Name	Companies belonging to	Total (RMB)	姓名	所屬公司	合計 (人民幣元)
Zhang Kaiyin	Guangdong Ji Yi Xinya Decoration Design Engineering Co., Ltd.	135,573.3	張開銀	廣東集一信雅裝飾設計工程有限公司	135,573.3
Liao Qianghua	Guangdong Ji Yi Xinya Decoration Design Engineering Co., Ltd.	94,854.33	廖強華	廣東集一信雅裝飾設計工程有限公司	94,854.33
Tang Haihua	Guangdong Ji Yi Xinya Decoration Design Engineering Co., Ltd.	190,601	湯海華	廣東集一信雅裝飾設計工程有限公司	190,601
Ling Yongshan	Guangdong Ji Yi Xinya Decoration Design Engineering Co., Ltd.	321,559.5	凌勇山	廣東集一信雅裝飾設計工程有限公司	321,559.5
Zou Xiaoming	Shenzhen Xinjiale Cloud Decoration Technology Co., Ltd.	62,636	鄒曉明	深圳市新家樂雲整裝科技有限公司	62,636

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

VIII. Enforcement Case No.: Mei Xian Lao Ren Zhong Zi An [2023] No. 249 — Zhang Kaiyin, Mei Xian Lao Ren Zhong Zi An [2023] No. 250 — Liao Qianghua, Mei Xian Lao Ren Zhong Zi An [2023] No. 251 — Tang Haihua, Mei Xian Lao Ren Zhong Zi An [2023] No. 252 — Ling Yongshan, Mei Xian Lao Ren Zhong Zi An [2022] No. 53 — Zou Xiaoming (Xinjiale) (Continued)

Impact on Jiyi Holdings and its subsidiaries: This case involves unpaid wages and unpaid provident fund, which have been accrued and accounted for. The liquidated damage should be additionally accrued at RMB259,855 (including RMB227,600 for Guangdong Jiyi Xinya Decoration Design Engineering Co., Ltd. and RMB32,255 for Shenzhen Xinjiale Cloud Decoration Technology Co., Ltd.).

Legal advice:

1. After verifying the arbitration mediation letter of Mei Xian Lao Ren Zhong Zi An [2023] No. 249, No. 250, No. 251 and No. 252, it has been confirmed that the basic information of the arbitration content of the case is true, but Mei Xian Lao Ren Zhong Zi An [2022] No. 53 is missing.
2. Current status: Jiyi Xinya Decoration has not fulfilled the payment of judgement amount.
3. Risk assessment: The debtor in this case is Jiyi Xinya Decoration. The management's solution states that unpaid wages and unpaid provident fund have been accrued and accounted for, which should be an appropriate and reasonable approach.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

八、執行案號：梅縣勞人仲字案【2023】249號 — 張開銀、梅縣勞人仲字案【2023】250號 — 廖強華、梅縣勞人仲字案【2023】251號 — 湯海華、梅縣勞人仲字案【2023】252號 — 凌勇山、梅縣勞人仲字案【2022】53號 — 鄒曉明(新家樂)(續)

對集一控股及附屬公司的影響：本案涉及欠薪及欠繳公積金已計提入賬，違約金應補計提人民幣259,855元，(其中廣東集一信雅裝飾設計工程有限公司人民幣227,600元、深圳市新家樂雲整裝科技有限公司人民幣32,255元)。

法律意見：

- 1、經查證梅縣勞人仲字案【2023】249號、250號、251號、252號仲裁調解書，該案件仲裁內容基本情況屬實，缺失梅縣勞人仲字案【2022】53號。
- 2、現狀：集一信雅裝飾未有履行支付裁決款項。
- 3、風險評估：該案件債務人為集一信雅裝飾，管理層解決方案中說明將欠薪及欠繳公積金已計提入賬，應屬適當合理之做法。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

VIII. Enforcement Case No.: Mei Xian Lao Ren Zhong Zi An [2023] No. 249 — Zhang Kaiyin, Mei Xian Lao Ren Zhong Zi An [2023] No. 250 — Liao Qianghua, Mei Xian Lao Ren Zhong Zi An [2023] No. 251 — Tang Haihua, Mei Xian Lao Ren Zhong Zi An [2023] No. 252 — Ling Yongshan, Mei Xian Lao Ren Zhong Zi An [2022] No. 53 — Zou Xiaoming (Xinjiale) (Continued)

4. After verifying and comparing the data of TianYanCha, the labour arbitration case of Mei Xian Lao Ren Zhong Zi An [2022] No. 53 was applied to the court for compulsory enforcement by the original applicant. Case No.: (2022) Yue 1403 Zhi 739; Filing date: 14 March 2022; Enforcee: Xinjiale; Enforcement target: RMB42,636; Enforcement Court: The People's Court of Meixian District, Meizhou.
5. Current status: The enforcement of the case was terminated on 13 October 2022, with an outstanding amount of RMB30,252.
6. Risk assessment: The debtor in this case is Xinjiale. The management's solution states that unpaid wage and unpaid provident fund have been accrued and accounted for, which should be an appropriate and reasonable approach.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

八、執行案號：梅縣勞人仲字案【2023】249號 — 張開銀、梅縣勞人仲字案【2023】250號 — 廖強華、梅縣勞人仲字案【2023】251號 — 湯海華、梅縣勞人仲字案【2023】252號 — 凌勇山、梅縣勞人仲字案【2022】53號 — 鄒曉明(新家樂)(續)

- 4、經查證比對天眼查數據，梅縣勞人仲字案【2022】53號勞動仲裁案件被原申請人向法院申請強制執行，案號：(2022)粵1403執739號，立案時間：2022年3月14日，被執行人：新家樂，執行標的：人民幣42,636元，執行法院：梅州市梅縣區人民法院。
- 5、現狀：2022年10月13日終止執行案件，未履行金額：人民幣30,252元。
- 6、風險評估：該案件債務人為新家樂，管理層解決方案中說明將欠薪及欠繳公積金已計提入賬，應屬適當合理之做法。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

IX. Enforcement Case No.: (2023) Yue 0112 Zhi 11077
(Related Case No.: (2022) Yue 0112 Min Chu 32865)

九、執行案號：(2023)粵0112執11077號
(關聯案號：(2022)粵0112民初32865
號)

Case cause: Dispute on a contract of sale and purchase

案由：買賣合同糾紛

According to the civil judgment (2022) Yue 0112 Min Chu 32865 which has become legally effective, issued by the People's Court of Huangpu District, Guangzhou, in respect of the case of a contract of sale and purchase of steel between the applicant Guangzhou Huaya Trading Co., Ltd. and the enforcee Guangdong Jiyi Xinya Decoration Design Engineering Co., Ltd., Meizhou Weilongju Industrial Co., Ltd., and Deng Jianshen, the enforcee shall pay the applicant a goods payment of RMB1,832,985.03 and a liquidated damage of RMB373,656.70 by 4 June 2023.

申請人廣州華亞貿易有限公司與被執行人廣東集一信雅裝飾設計工程有限公司、梅州市圍龍居實業有限公司、鄧建申鋼材買賣合同糾紛一案，依據廣州市黃埔區人民法院已經發生法律效力的(2022)粵0112民初32865號《民事判決書》，被執行人應於2023年6月4日前向申請人支付貨款人民幣1,832,985.03元及違約金人民幣373,656.70元。

Current status: Jiyi Xinya Decoration has not paid the enforcement amount, and the Company's senior management, Liang Weizhen and Deng Jianshen, have been included in the list of restricted consumption.

現狀：集一信雅裝飾未有支付執行款項，公司高管梁威震、鄧建申被列入限制消費名單。

Solution for Management Report: Guangdong Jiyi Xinya Decoration Design Engineering Co., Ltd. actively collects accounts receivable and other receivables, and raises funds for repayment.

管理層報告書解決方案：廣東集一信雅裝飾設計工程有限公司積極追收應收賬款和其他應收款，籌集資金償還。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

- IX. Enforcement Case No.: (2023) Yue 0112 Zhi 11077
(Related Case No.: (2022) Yue 0112 Min Chu 32865)
(Continued)

Impact on JiYi Holdings and its subsidiaries: The case involves unrecorded payment for goods and liquidated damage, which should be supplemented by the recording of project construction cost of RMB1,832,985.03, non-operating expense of RMB373,656.70, and liquidated damage of RMB234,805.38 from 5 June 2023 to 31 December 2023 (183 days X 0.07% X RMB1,832,985.03 = RMB234,805.38).

Legal advice:

1. After verifying Enforcement Judgement (2023) Yue 0112 Zhi 11077, it has been confirmed that the basic information of the enforcement is true, but information for civil judgement of related case (2022) Yue 0112 Min Chu 32865 is missing.
2. After verifying and comparing the data of TianYanCha, the case was applied to the court for compulsory enforcement by the original applicant. Enforcement Case No.: (2023) Yue 0112 Zhi 11077; Filing date: 5 July 2023; Enforcee: JiYi Xinya Decoration; Enforcement target: RMB1,832,985; Enforcement Court: The People's Court of Huangpu District, Guangzhou; Date of termination of the enforcement: 20 October 2023.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

- 九、執行案號：(2023)粵0112執11077號
(關聯案號：(2022)粵0112民初32865
號)(續)

對集一控股及附屬公司的影響：本案涉及貨款及違約金均未入賬，應補入賬工程施工成本人民幣1,832,985.03元、營業外支出人民幣373,656.70元以及2023年6月5日至2023年12月31日違約金人民幣234,805.38元(183天 X 0.07% X 人民幣1,832,985.03元 = 人民幣234,805.38元)。

法律意見：

- 1、經查證(2023)粵0112執11077號執行裁定書執行內容基本情況屬實，但缺失關聯案號：(2022)粵0112民初32865號民事判決書資料。
- 2、經查證比對天眼查數據，該案件被原申請人向法院申請強制執行，執行案案號：(2023)粵0112執11077號，立案日期：2023年7月5日，被執行人：集一信雅裝飾，執行標的：人民幣1,832,985元，執行法院：廣州市黃埔區人民法院，終本日期：2023年10月20日。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES *(Continued)*

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

IX. Enforcement Case No.: (2023) Yue 0112 Zhi 11077
(Related Case No.: (2022) Yue 0112 Min Chu 32865)
(Continued)

九、執行案號：(2023)粵0112執11077號
(關聯案號：(2022)粵0112民初32865
號)(續)

3. Current status: Jiyi Xinya Decoration has not paid the enforcement amount, and the Company's senior management, Liang Weizhen and Deng Jianshen, have been included in the list of restricted consumption.
4. Risk assessment: The debtor in this case is Jiyi Xinya Decoration. The management's solution states that it will actively collect accounts receivable and other receivables as repayment sources for enforcement amount, and make corresponding accrual for supplementary payment for goods and liquidated damage, which should be an appropriate and reasonable approach.

- 3、現狀：集一信雅裝飾未有支付執行款項，公司高管梁威震、鄧建申被列入限制消費名單。
- 4、風險評估：該案件債務人為集一信雅裝飾，管理層解決方案中說明將積極追收應收賬款和其他應收款作為支付執行款項還款來源，並補貨款、違約金作相應計提，應屬適當合理之做法。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

X. Civil Case No.: (2023) Yue 1402 Min Chu 1125

Case cause: Dispute on a contract of sale and purchase

Guangdong Jiye Xinya Decoration Design Engineering Co., Ltd. purchased mortar from the plaintiff Meizhou Huashun Concrete Co., Ltd. Xiyang Branch in order to undertake the construction of the "main project of Building 15# of Jiye Shangcheng". The plaintiff, Meizhou Huashun Concrete Co., Ltd., and the defendant, Guangdong Jiye Xinya Decoration Design Engineering Co., Ltd., signed a "Meizhou Pre-mixed Mortar Purchase and Sales Contract", and had agreed on the unit price, quantity, settlement, and payment method of the mortar. After reaching the agreement, the plaintiff Meizhou Huashun Concrete Co., Ltd. Xiyang Branch supplied mortar to the defendant Guangdong Jiye Xinya Decoration Design Engineering Co., Ltd. in accordance with the agreement, fulfilling the supply obligation. However, Guangdong Jiye Xinya Decoration Design Engineering Co., Ltd. did not pay the payment of goods, with the cumulative unpaid payment of RMB1,810,113.57 as agreed. On 9 March 2023, The People's Court of Meijiang District, Meizhou filed a case and made the following judgments: 1. The defendant Guangdong Jiye Xinya Decoration Design Engineering Co., Ltd. should pay the concrete payment of RMB1,810,113.57 to the plaintiff Meizhou Huashun Concrete Co., Ltd. Xiyang Branch within fifteen days after the judgment came into effect; 2. The defendant Guangdong Jiye Xinya Decoration Design Engineering Co., Ltd. shall pay a liquidated damage to the plaintiff Meizhou Huashun Concrete Co., Ltd. Xiyang Branch within fifteen days after the judgment came into effect. The calculation of the liquidated damage is as follows: 1. Based on the outstanding concrete payment of RMB1,309,408.57, calculated at a daily interest rate of 0.08% from 31 October 2021 to the time of full payment; 2. Based on the outstanding concrete payment of RMB500,705, calculated at a daily interest rate of 0.08% from 1 July 2022 to the time of full payment; 3. The defendant Deng Jianshen shall bear joint and several liability for repaying the goods payment of RMB1,309,408.57 owed by the defendant Guangdong Jiye Xinya Decoration Design Engineering Co., Ltd. to the plaintiff Meizhou Huashun Concrete Co., Ltd. Xiyang Branch, as well as the liquidated damages arising from the overdue goods payment according to the calculation standard in point 1 of the second item;

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

十、民事案案號：(2023)粵1402民初1125號

案由：買賣合同糾紛

廣東集一信雅裝飾設計工程有限公司因承建「集一尚城15#樓主體工程」項目的需要，向原告梅州市華順混凝土有限公司西陽分公司購買砂漿。原告梅州市華順混凝土有限公司與被告廣東集一信雅裝飾設計工程有限公司簽訂了《梅州市預拌砂漿購銷合同》，並對砂漿的單價、數量、結算和付款方式等進行了約定。達成約定後，原告梅州市華順混凝土有限公司西陽分公司按照約定向被告廣東集一信雅裝飾設計工程有限公司供應砂漿，履行供貨義務，但廣東集一信雅裝飾設計工程有限公司未按約定支付貨款，累計未付貨款人民幣1,810,113.57元，2023年3月9日梅州市梅江區人民法院立案後判決如下：一、被告廣東集一信雅裝飾設計工程有限公司應在判決生效後十五日內，向原告梅州市華順混凝土有限公司西陽分公司支付欠款人民幣1,810,113.57元；二、被告廣東集一信雅裝飾設計工程有限公司應在判決生效後十五日內，向原告梅州市華順混凝土有限公司西陽分公司支付違約金，違約金計算具體如下：1.以欠付欠款人民幣1,309,408.57元為基數，從2021年10月31日起至付清款時止，按日利率萬分之八計算；2.以欠付欠款人民幣500,705元為基數，從2022年7月1日起至付清款時止，按日利率萬分之八計算；三、被告鄧建申應對被告廣東集一信雅裝飾設計工程有限公司欠原告梅州市華順混凝土有限公司西陽分公司貨款人民幣1,309,408.57元及該貨款逾期付款按第二項第1點計算標準產生的違約金承擔連帶清償責任；

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

X. Civil Case No.: (2023) Yue 1402 Min Chu 1125 (Continued)

Solution for Management Report: Guangdong Ji Yi Xinya Decoration Design Engineering Co., Ltd. actively cooperates with Meizhou Weilongju Industrial Co., Ltd. to improve the engineering project as soon as possible, recover the receivable project funds, and raise funds for repayment.

Impact on Ji Yi Holdings and its subsidiaries: The goods payment involved in this case has been accounted for and should be supplemented until 31 December 2023, with a liquidated damage of RMB1,177,578.55 (RMB1,309,408.57 X 26 months X 30 days X 0.08% = RMB817,070.95, RMB500,705 X 30 months X 30 days X 0.08% = RMB360,507.60).

Legal advice:

1. After verifying, it has been confirmed that the basic information of the civil judgment (2023) Yue 1402 Min Chu 1125 is true.
2. After verifying and comparing the data of TianYanCha, Case No.: (2023) Yue 1402 Min Chu 1125; Case cause: Dispute on a contract of sale and purchase; the defendant: Ji Yi Xinya Decoration; Litigation target: not detailed; Trial court: The People's Court of Meijiang District, Meizhou.
3. Current status: Ji Yi Xinya Decoration has not paid the enforcement amount.
4. Risk assessment: The debtor in this case is Ji Yi Xinya Decoration. The management's solution states that it will actively cooperate with Weilongju Company to collect accounts receivable as a repayment source, and make corresponding accrual for supplementary liquidated damage of goods payment, which should be an appropriate and reasonable approach.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

十、民事案案號：(2023)粵1402民初1125 號(續)

管理層報告書解決方案：廣東集一信雅裝飾設計工程有限公司積極配合梅州市圍龍居實業有限公司儘快完善工程項目，收回應收工程款，籌集資金償還。

對集一控股及附屬公司的影響：本案涉及貨款已入賬，應補入賬至2023年12月31日違約金人民幣1,177,578.55元(人民幣1,309,408.57元 X 26個月 X 30日 X 0.08% = 人民幣817,070.95元、人民幣500,705元 X 30個月 X 30日 X 0.08% = 人民幣360,507.60元)。

法律意見：

1. 經查證(2023)粵1402民初1125號民事判決書內容基本情況屬實。
2. 經查證比對天眼查數據，該案件案號：(2023)粵1402民初1125號，案由：買賣合同糾紛，被告：集一信雅裝飾，訴訟標的：不詳，審理法院：梅州市梅江區人民法院。
3. 現狀：集一信雅裝飾未有支付執行款項。
4. 風險評估：該案件債務人為集一信雅裝飾，管理層解決方案中說明將積極配合圍龍居公司追收應收賬款作為還款來源，並補貨款違約金作相應計提，應屬適當合理之做法。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

XI. Enforcement Case No.: (2022) Yue 1427 Zhi 800

Case cause: Dispute on a contract of sale and purchase

In respect of the case of the sale and purchase contract dispute between the applicant for enforcement (Xingfeng Construction Co., Ltd. in Xinpu Town, Jiaoling County), and the enforcees (Guangdong Jiyi Xinya Decoration Design Engineering Co., Ltd. Dapu Branch, Guangdong Jiyi Xinya Decoration Design Engineering Co., Ltd.), the Civil Mediation (2022) Yue 1427 Min Chu 635 issued by the People's Court of Jiaoling County on 18 July 2022 has become legally effective. The applicant for enforcement, Xingfeng Construction Co., Ltd. in Xinpu Town, Jiaoling County, applied to this court for compulsory enforcement on 5 September 2022. This court filed a case for enforcement in accordance with the law on 5 September 2022. According to Article 247 and Article 260 of the Civil Procedure Law of the People's Republic of China, as well as Article 24 of the Provisions of the Supreme People's Court on Several Issues Concerning the Enforcement of People's Courts (Trial), your company is ordered to fulfill the following obligations:

- (1) Should repay the outstanding goods payment of RMB192,869.12 to Xingfeng Construction Co., Ltd. in Xinpu Town, Jiaoling County;
- (2) Bear a case acceptance fee of RMB2,117 and an application enforcement fee of RMB2,825.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

十一、執行案號：(2022)粵1427執800號

案由：買賣合同糾紛

申請執行人蕉嶺縣新鋪鎮興峰建築有限公司與被執行人廣東集一信雅裝飾設計工程有限公司大埔分公司、廣東集一信雅裝飾設計工程有限公司買賣合同糾紛一案，蕉嶺縣人民法院於2022年7月18日作出的(2022)粵1427民初635號民事調解書，已發生法律效力。申請執行人蕉嶺縣新鋪鎮興峰建築有限公司於2022年9月5日向本院申請強制執行，本院於2022年9月5日依法立案執行。依照《中華人民共和國民事訴訟法》第二百四十七條、第二百六十條，《最高人民法院關於人民法院執行工作若干問題的規定(試行)》第24條的規定，責令你公司履行下列義務：

- (1) 應償還欠蕉嶺縣新鋪鎮興峰建築有限公司貨款人民幣192,869.12元；
- (2) 負擔案件受理費人民幣2,117元，申請執行費人民幣2,825元。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

XI. Enforcement Case No.: (2022) Yue 1427 Zhi 800 (Continued)

十一、執行案號：(2022)粵1427執800號(續)

Solution for Management Report: Guangdong Jiyi Xinya Decoration Design Engineering Co., Ltd. Dapu Branch actively collects accounts receivable and other receivables, and raises funds for repayment.

管理層報告書解決方案：廣東集一信雅裝飾設計工程有限公司大埔分公司積極追收應收賬款和其他應收款，籌集資金償還。

Impact on Jiyi Holdings and its subsidiaries: This case involves unrecorded goods payment, and an additional goods payment payable of RMB192,869.12 and an acceptance fee of RMB2,117, as well as an enforcement application fee of RMB2,825, should be accrued.

對集一控股及附屬公司的影響：本案涉及貨款未入賬，應補計應付貨款人民幣192,869.12元以及受理費人民幣2,117元，申請執行費人民幣2,825元。

Legal advice:

法律意見：

1. After verifying, it was found that there are missing information on the Enforcement Judgement (2022) Yue 1427 Zhi 800 and the Civil Mediation (2022) Yue 1427 Min Chu 635.
2. After verifying and comparing the data of TianYanCha, it was found that there was no information on the case.
3. Current status: Jiyi Xinya Decoration has not paid the enforcement amount.
4. Risk assessment: The debtor in this case is Jiyi Xinya Decoration. The management's solution states that it will actively cooperate with Weilongju Company to collect accounts receivable as the repayment source, and make corresponding accrual for supplementary goods payment and court litigation costs, which should be an appropriate and reasonable approach.

- 1、經查證缺失(2022)粵1427執800號執行裁定書、(2022)粵1427民初635號民事調解書資料。
- 2、經查證比對天眼查數據，發現無該案件資訊。
- 3、現狀：集一信雅裝飾未有支付執行款項。
- 4、風險評估：該案件債務人為集一信雅裝飾，管理層解決方案中說明將積極配合圍龍居公司追收應收賬款作為還款來源，並補貨款及法院訴訟費等作相應計提，應屬適當合理之做法。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

XII. Civil Case No.: (2023) Yue 1403 Min Chu 597

Case cause: Decoration and renovation contract dispute

Guangdong Jiyi Xinya Decoration Design Engineering Co., Ltd. commissioned the applicant in October 2020 to carry out an indoor decoration project (including labor and materials) at Room 18A-1503, Jiyi Shangcheng, Jianying Avenue, Meixian District, Meizhou. The house area is 122.68 square meters, and the two parties agreed that the project settlement price is RMB1,300/square meter. The total project payment will be calculated based on the house area, and the settlement time would be paid after the sale of the house. The online signing procedures for Room 1503 were completed on 23 October 2021. After communication and confirmation between both parties, the project settlement unit price has been adjusted to RMB1,000/square meter. As of the date hereof, Guangdong Jiyi Xinya Decoration Design Engineering Co., Ltd. has not paid any decoration fee.

The mediation of the case was ineffective and The People's Court of Meixian District, Meizhou, in accordance with Articles 502 and 509 of the Civil Code of the People's Republic of China, judged as follows:

1. The defendant Guangdong Jiyi Xinya Decoration Design Engineering Co., Ltd. shall pay the decoration fee of RMB60,000 and overdue interest (from 1 November 2022 to the full payment date, with RMB60,000 as the principal and an annual interest rate of 14.6%) to the plaintiffs Li Kai and Liang Yongtao, within five days from the effective date of this judgment;

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

十二、民事案號：(2023)粵1403民初597號

案由：裝飾裝修合同糾紛

廣東集一信雅裝飾設計工程有限公司於2020年10月委託申請人，就位於梅州市梅縣區劍英大道側集一尚城的18A-1503房開展室內裝修工程(包工包料)，房屋面積為122.68平方米，雙方約定工程結算單價為人民幣1,300元/平方米，以房屋面積進行計算總工程款，結算時間為該房屋出售後支付。該1503房於2021年10月23日已辦理網簽手續，經雙方溝通確認，工程結算單價調整為人民幣1,000元/平方米，截止至本起述日期，廣東集一信雅裝飾設計工程有限公司未支付任何裝修款。

案經調解無效，梅州市梅縣區人民法院依照《中華人民共和國民法典》第五百零二條、第五百零九條之規定，判決如下：

- 一、被告廣東集一信雅裝飾設計工程有限公司應支付裝修款人民幣60,000元及逾期利息(從2022年11月1日至款清日止以人民幣60,000元為本金，按年利率14.6%計付)給原告李凱、梁勇濤，限於自本判決生效之日起五日內付清；

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

XII. Civil Case No.: (2023) Yue 1403 Min Chu 597
(Continued)

十二、民事案案號：(2023)粵1403民初597
號(續)

2. Reject the other litigation requests of the plaintiffs
Li Kai and Liang Yongtao.

二、駁回原告李凱、梁勇濤的其他訴
訟請求。

If the defendant fails to fulfill the payment obligation
within the period specified in this judgment, they shall
pay double the interest on the debt during the delayed
performance period in accordance with Article 260 of
the Civil Procedure Law of the People's Republic of
China.

如果被告未按本判決指定的期間履行
給付義務，應當依照《中華人民共和國
民事訴訟法》第二百六十條之規定，加
倍支付遲延履行期間的債務利息。

The case acceptance fee is RMB2,753.6, with a 50%
reduction of RMB1,376.8 charged. The plaintiffs Li Kai
and Liang Yongtao would bear RMB703.8, while the
defendant Guangdong Ji Yi Xinya Decoration Design
Engineering Co., Ltd. would bear RMB673.

案件受理費人民幣2,753.6元，減半收
取人民幣1,376.8元，由原告李凱、梁
勇濤負擔人民幣703.8元，由被告廣東
集一信雅裝飾設計工程有限公司負擔
人民幣673元。

Solution for Management Report: Guangdong Ji Yi Xinya
Decoration Design Engineering Co., Ltd. actively collects
accounts receivable and other receivables, and raises
funds for repayment.

管理層報告書解決方案：廣東集一信
雅裝飾設計工程有限公司積極追收應
收賬款和其他應收款，籌集資金償還。

Impact on Ji Yi Holdings and its subsidiaries: This case
involves unrecorded decoration payable, which should be
additionally accrued with RMB60,000 of decoration
payable, RMB10,220 of overdue interest (from 1
November 2022 to 31 December 2023, with RMB60,000
as the principal amount, at a rate of 14.6% per annum),
as well as an acceptance fee of RMB673.

對集一控股及附屬公司的影響：本案
涉及應付裝修款未入賬，應補計應付
裝修款人民幣60,000元，補計逾期利
息人民幣10,220元(從2022年11月1
日至2023年12月31日，以人民幣
60,000元為本金，按年利率14.6%計
提)以及受理費人民幣673元。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

XII. Civil Case No.: (2023) Yue 1403 Min Chu 597
(Continued)

十二、民事案案號：(2023)粵1403民初597
號(續)

Legal advice:

法律意見：

1. After verifying and comparing the result of TianYanCha: Case No.: (2023) Yue 1403 Min Chu 597; Filing date: 15 February 2023, Trial court: The People's Court of Meixian District, Meizhou. Case closed. The situation is true.
2. Current status: Jiyi Xinya Decoration has not paid the enforcement amount.
3. Risk assessment: The debtor in this case is Jiyi Xinya Decoration. The management's solution states that it will actively collect accounts receivable and other receivables as repayment sources, and make corresponding accrual for supplementary goods payment and interest, which should be an appropriate and reasonable approach.

1. 經查證比對天眼查結果：案號：(2023)粵1403民初597號，立案日期：2023年2月15日，審理法院：梅州市梅縣區人民法院。已結案。情況屬實。
2. 現狀：集一信雅裝飾未有支付執行款項。
3. 風險評估：該案件債務人為集一信雅裝飾，管理層解決方案中說明將積極追收應收賬款和其他應收款作為還款來源，並補貨款、利息作相應計提，應屬適當合理之做法。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

XIII. Matters relating to social security contribution, unpaid wage and unpaid tax

十三、有關社保繳費、欠薪、欠稅事項

With respect to social security contribution, unpaid wage and unpaid tax of the related companies of the Company, based on the data information provided by the management of the Company on the screenshots of cleared social security contribution and the screenshots of unpaid tax on the official website of the Guangdong Electronic Taxation Bureau of the State Taxation Administration, the unpaid wage and unpaid tax of the related companies of the Company as of 31 December 2023 are set out below:

有關本公司所屬關聯公司社保繳費、欠薪、欠稅事項，依據本公司管理層提供相關國家稅務局廣東省電子稅務局官方網站清繳社保費截圖以及未繳稅費截圖數據資料，本公司各關聯公司截至2023年12月31日欠薪、欠稅情況如下：

1. Jiyi Industrial owes a tax of RMB15,055.62, which has been accrued without any impact.
2. Jiyi Household owed employees' wages of RMB1,686,785.02. RMB1,798,942.32 had been accrued and accounted for as wages payable, which needed to be offset by RMB112,157.30; no social security payment was owed to employees; taxes owed amounted to RMB5,684,661.74, which had been accrued and accounted for as taxes owed of RMB7,131,836.49, which needed to be offset by RMB1,447,174.75.
3. Jiyi Household Meixian Branch has unpaid tax of RMB117,757.92, among which RMB113,237.23 had been accrued and accounted for, and a supplementary of RMB4,520.69 for tax payable had been accrued.

1. 集一實業欠繳稅款人民幣15,055.62元，已計提無影響。
2. 集一家居拖欠員工工資人民幣1,686,785.02元，賬務已計提入賬應付薪酬人民幣1,798,942.32元，需衝回人民幣112,157.30元；未欠繳員工社保款；欠繳稅款人民幣5,684,661.74元，賬務已計提入賬欠繳稅款人民幣7,131,836.49元，需衝回人民幣1,447,174.75元。
3. 集一家居梅縣分公司欠繳稅款人民幣117,757.92元，已計提入賬人民幣113,237.23元，補計提應交稅費人民幣4,520.69元。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

XIII. Matters relating to social security contribution, unpaid wage and unpaid tax (Continued)

十三、有關社保繳費、欠薪、欠稅事項(續)

4. Jiyi Household Meijiang Branch has unpaid tax of RMB459,498.85, among which RMB301,720.37 had been accrued and accounted for, and a supplementary of RMB157,778.48 for tax payable had been accrued.
4、集一家居梅江分公司欠繳稅款人民幣459,498.85元，已計提入賬人民幣301,720.37元，補計提應交稅費人民幣157,778.48元。
5. Jiyi Xinya Decoration owed employee wage of RMB2,966,680.49, and the wage payable of RMB2,813,796.42 had been accrued and accounted for, with a supplementary accrual for wage payable of RMB152,884.07. Unpaid employee social security payment is RMB62,852.29 from April to December 2023, with RMB70,381.45 of social security payment payable accrued and accounted for, which needs to be offset by RMB7,529.16; The unpaid tax payment is RMB6,272,825.05, and RMB6,215,202.02 had been accrued and accounted for, with a supplementary accrual for tax payable of RMB57,623.03.
5、集一信雅裝飾拖欠員工工資人民幣2,966,680.49元，賬務已計提入賬應付薪酬人民幣2,813,796.42元，補計提應付薪酬人民幣152,884.07元。欠繳2023年4月至12月員工社保款人民幣62,852.29元，賬務已計提入賬應付社保款人民幣70,381.45元，需衝回人民幣7,529.16元；欠繳稅款人民幣6,272,825.05元，賬務已計提入賬人民幣6,215,202.02元，補計提應付稅金人民幣57,623.03元。
6. Shenzhen Xinjiale owes a tax of RMB345,636.56, and a tax payable of RMB348,956.41 had been accrued and accounted for, which needed to be offset by RMB3,319.85.
6、深圳新家樂欠繳稅款人民幣345,636.56元，賬務已計提入賬應交稅金人民幣348,956.41元，需衝回人民幣3,319.85元。
7. Meizhou Xinjiale owes a tax of RMB38,888.89, a tax payable of RMB39,106.08 had been accrued and accounted for, which needed to be offset by RMB217.19.
7、梅州新家樂欠繳稅款人民幣38,888.89元，賬務已計提入賬應交稅金人民幣39,106.08元，需衝回人民幣217.19元。
8. Jiyi Holdings Limited owes a salary of HK\$1,015,000.00.
8、集一控股有限公司欠付薪酬1,015,000.00港元。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

XIII. Matters relating to social security contribution, unpaid wage and unpaid tax (Continued)

十三、有關社保繳費、欠薪、欠稅事項(續)

Solution for Management Report: (Priority Payment)

管理層報告書解決方案：(優先償付)

1. Jiyi Industrial recovered the payment of land repurchased by Guangming District, Shenzhen to pay.
2. Jiyi Xinya Decoration recovered project payment to pay.
3. Jiyi Household recovered account receivable to pay.

- 1、集一實業收回深圳市光明區回購的土地款支付。
- 2、集一信雅裝飾收回工程款項支付。
- 3、集一家居收回應收款項支付。

Legal advice:

法律意見：

1. After verifying and comparing relevant data and evidence materials on the official website of Guangdong Electronic Taxation Bureau, the aforesaid social security payment, unpaid wage and unpaid tax of the related companies of Jiyi Holdings are true.
2. According to the relevant domestic laws and regulations, normal operating companies with unpaid wage, unpaid social security fee and unpaid tax are usually warned in writing by the competent government departments for rectification and administrative fines, etc. It is recommended that the Company should raise funds to settle unpaid wage, unpaid social security fee and unpaid tax in a timely manner in order to avoid any negative impacts on the Company. The management's solution is proactive and should be appropriate and reasonable.

- 1、經查證比對廣東省電子稅務局官方網站相關數據以及證據資料，上述集一控股關聯公司社保繳費、欠薪、欠稅情況屬實。
- 2、按照國內相關法律法規，正常運營公司如存在欠薪、欠繳員工社保費用以及欠稅等通常會被政府主管部門書面警告整改、行政罰款等；建議公司應及時盡快籌集資金解決欠薪、欠繳社保費用、欠稅等，以免給公司帶來負面影響。管理層解決方案積極進取，應屬適當合理之做法。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

XIV. Risk of non-recovery of rents and default on leased premises

As of 31 December 2023, Guangdong Jiye Household Building Materials Chain Co., Ltd. signed a housing lease contract on 15 November 2019 with Yang Jiaying. The contract stipulates that Guangdong Jiye Household Building Materials Chain Co., Ltd. will lease its legally owned 1/F & 2/F shopping mall and attic in Jiye Building Materials City located at No. 2 Xianzi Middle Road, Meixian District, Meizhou, Guangdong Province, with an area of approximately 300 square meters, to Yang Jiaying for legal commercial operation.

The lease term is from 1 March 2020 to 28 February 2035, for a total of 15 years. The period from 1 March 2020 to 31 August 2020 is rent free. The rental fee is RMB150,000 per month, with a 6% increase every 3 years. Yang Jiaying owed Guangdong Jiye Household Building Materials Chain Co., Ltd. a rent of RMB1,650,000 for a total of 11 months from February to December 2022; Yang Jiaying owed Guangdong Jiye Household Building Materials Chain Co., Ltd. a rent of RMB1,800,000 for a total of 12 months from January to December 2023, totaling RMB3,450,000.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

十四、有關出租物業未收回租金及出租物業 的違約風險

截止至2023年12月31日，廣東集一家居建材連鎖有限公司於2019年11月15日與楊家興簽訂一份房屋租賃合同。合同约定廣東集一家居建材連鎖有限公司將其合法擁有的位於廣東省梅州市梅縣區憲梓中路2號集一建材城一二層商場及閣樓，面積約300平方米，出租給楊家興用於合法商業經營。

租賃期限自2020年3月1日起至2035年2月28日止，總計15年。2020年3月1日至2020年8月31日為免租期。租賃費用為每月人民幣150,000元，每3年上調6%。楊家興在2022年2月至12月期間，共計11個月，欠付廣東集一家居建材連鎖有限公司租金人民幣1,650,000元；在2023年1月至12月期間，共計12個月，欠付廣東集一家居建材連鎖有限公司租金人民幣1,800,000元，總計欠付租金人民幣3,450,000元。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

XIV. Risk of non-recovery of rents and default on leased premises (Continued)

According to Article 6 of the "Jiyi Building Materials City Housing Lease Contract" signed between Guangdong Jiyi Household Building Materials Chain Co., Ltd. and Yang Jiaying, "if the leased property is sealed by the court or the mortgagee exercises the mortgage right, resulting in the termination of the lessee's lease and the inability to use the leased property, the lessee may choose to terminate the lease contract with the lessor. The lessor shall return the performance bond and all prepaid but unused expenses to the lessee within 15 days, and compensate the lessee with a compensation equivalent to the total amount of the current year's lease fees as liquidated damages. The lessee may also choose to terminate the lease contract and claim actual losses from the lessor (including but not limited to losses from inability to continue renting the property, losses from renovation investment, or losses from increased rent), and the lessor shall make compensation".

The impact on Jiyi Holdings and its subsidiaries: Guangdong Jiyi Household Building Materials Chain Co., Ltd. has a maximum default risk loss on the leased property, which is limited to the total annual rental cost or the actual loss of the lessee. Guangdong Jiyi Household Building Materials Chain Co., Ltd. should make a supplementary accrual of liquidated damage, which is estimated to be a liability of RMB1.8 million.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

十四、有關出租物業未收回租金及出租物業 的違約風險(續)

依據廣東集一家居建材連鎖有限公司與楊家興簽署的《集一建材城房屋租賃合同》第六條特約條款約定，「租賃物業如遭法院查封或抵押權人行使抵押權，而致使承租人之租賃被解除而不能使用租賃物業時，承租人可選擇向出租人終止租賃合同，出租方應在15天內發還履約保證金及所有預付而尚未使用之費用予承租方，並賠償相當於當年租賃費用總金額的賠償金予承租方作為違約金。承租方亦可選擇終止租賃合同，並向出租方索賠實際損失(包括但不限於無法繼續租用物業的損失、裝修投入損失或租金被提高的損失等)，出租方應作出賠償」。

對集一控股及附屬公司的影響：廣東集一家居建材連鎖有限公司對出租物業的違約風險損失最高幅度為一年租金總費用或承租方實際損失為限，廣東集一家居建材連鎖有限公司補計提違約金，預計負債人民幣180萬元。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

XIV. Risk of non-recovery of rents and default on leased premises (Continued)

Solution for Management Report: Starting from May 2024, Jiyi Household Company has coordinated with the competent tax authority to increase the amount of value-added tax special invoices issued, and issue monthly rental invoices to recover overdue rent.

Legal advice:

1. According to Article 725 of the Civil Code of China, if there is a change in ownership of the leased property during the period of possession by the lessee according to the lease contract, it shall not affect the validity of the lease contract. The provision of this law is the legal principle that buying and selling do not break the lease, which means that during the existence of the lease relationship, even if the owner transfers the leased property to others, it does not have any impact on the lease relationship. The buyer cannot deny the existence of the original lease relationship and demand the lessee to return the leased property on the grounds that it has become the owner of the leased property. Therefore, if Jiyi Household Chain's property in Jiyi Building Materials City is seized, auctioned and transferred to a new property owner by the court, the original lease contract will remain valid and the rights and obligations under the lease contract will continue to be borne by the new property owner. There is no breach of contract by Jiyi Household Chain due to the lease contract.

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見(續)

十四、有關出租物業未收回租金及出租物業 的違約風險(續)

管理層報告書解決方案：集一家居公司自2024年5月起，協調主管稅務機關調增增值稅專用發票開具額度，逐月開具租賃發票收回拖欠租金。

法律意見：

- 1、按照國內民法典第七百二十五條規定，租賃物業在承租人按照租賃合同佔有期限內發生所有權變動的，不影響租賃合同的效力。該法條規定就是買賣不破租賃的法律原則，即在租賃關係存續期間，即使所有權人將租賃物業讓與他人，對租賃關係也不產生任何影響，買受人不能以其已成為租賃物業的所有人為由否認原租賃關係的存在並要求承租人返還租賃物業。因此，如果集一家居連鎖因其集一建材城物業被法院查封拍賣過戶給新產權人，該原簽訂租賃合同不受影響繼續有效，租賃合同項下權利義務繼續由新產權人繼續承擔，不存在集一家居連鎖因租賃合同違約事項。

Appendix (Continued) 附錄 (續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見 (續)

XIV. Risk of non-recovery of rents and default on leased premises (Continued)

十四、有關出租物業未收回租金及出租物業的違約風險 (續)

2. Taking a step back, according to Article 6 of the lease contract for the first and second floors of Jiye Building Materials City provided by the Company, if the leased property is seized by the court or the mortgagee exercises the mortgage right, resulting in the termination of the lease and the inability to use the leased property, the lessee may choose to terminate the lease contract with the lessor. The lessor shall return the performance bond and all prepaid but unused expenses to the lessee within 15 days, and compensate the lessee with a compensation equivalent to the total amount of the lease fees for the current year as liquidated damages. The lessee may also choose to terminate the lease agreement and claim actual losses from the lessor (including but not limited to losses from inability to continue renting the property, losses from renovation investment, or losses from increased rent), and the lessor shall make compensation. Therefore, if the lessee proposes to terminate the lease contract and make a claim to the lessor before the auction of the seized property, the maximum amount of default risk loss for the leased property by Jiye Household Chain is limited to the total annual rent cost or the actual loss of the lessee, and the relevant provision for loss reduction should be calculated by the financial personnel based on the actual amount.

- 2、退一步講，依據本公司提供的集一建材城一二層房屋租賃合同書第六條特約條款約定，租賃物業如遭法院查封或抵押權人行使抵押權，而致使承租人之租賃被解除而不能使用租賃物業時，承租人可選擇向出租人終止租賃合同，出租方應在15天內發還履約保證金及所有預付而尚未使用之費用予承租方，並賠償相當於當年租賃費用總金額的賠償金予承租方作為違約金。承租方亦可選擇終止租賃合同，並向出租方索賠實際損失(包括但不限於無法繼續租用物業的損失、裝修投入損失或租金被提高的損失等)，出租方應作出賠償。因此，如果承租人在被查封物業拍賣之前向出租人提出選擇終止租賃合同並索賠，集一家居連鎖對出租物業的違約風險損失最高金額為一年租金總費用或承租方實際損失為限，相關預提減損金額應由財務人員按實計算。

Appendix (Continued) 附錄(續)

MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES *(Continued)*

管理層關於本集團關聯附屬公司 涉訴訟及仲裁的情況報告與中國 法律意見 *(續)*

XIV. Risk of non-recovery of rents and default on leased premises *(Continued)*

十四、有關出租物業未收回租金及出租物業 的違約風險 *(續)*

3. Risk assessment: According to the above analysis, the risk of breach of contract by the leasing contract company is not significant. The management's solution states that they will actively collect rent and make corresponding provisions for liquidated damages, which should be an appropriate and reasonable approach.

- 3、風險評估：按照上述分析意見，租賃合同公司違約風險不大，管理層解決方案中說明將積極追收租金並將違約金作相應計提，應屬適當合理之做法。



JIYI HOLDINGS LIMITED
集一控股有限公司