



# 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

# 2024



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## Corporate Information 公司資料

### DIRECTORS

#### Executive Directors

Ms. Hou Wei <sup>(1)</sup>  
Mr. Liu Xianxiu <sup>(1)</sup>  
Mr. Yang Baikang <sup>(1)</sup>  
Mr. Yu Runkun (*Chairman*) <sup>(2)</sup>

#### Non-executive Director

Mr. Hou Bo <sup>(1)</sup>

#### Independent Non-executive Directors

Mr. Chen Zenghua <sup>(1)</sup>  
Mr. Hou Lianchang <sup>(1)</sup>  
Ms. Chen Tao <sup>(3)</sup>  
Ms. Zhang Chuwen <sup>(2)</sup>  
Mr. Wei Zhihang <sup>(2)</sup>  
Mr. Chi Shimin <sup>(2)</sup>

### AUTHORISED REPRESENTATIVES

Mr. Yu Runkun  
Mr. Wong Chi Kong

### COMPANY SECRETARY

Mr. Lo Wai Siu <sup>(4)</sup>  
Ms. Chong Wai Shan <sup>(5)</sup>  
Ms. Liu Yulan <sup>(6)</sup>  
Mr. Yuen Wai Keung <sup>(7)</sup>  
Mr. Wong Chi Kong <sup>(8)</sup>

<sup>(1)</sup> Resigned on 6 June 2025

<sup>(2)</sup> Appointed on 6 June 2025

<sup>(3)</sup> Appointed on 24 June 2024 and resigned on 3 September 2024

<sup>(4)</sup> Resigned on 29 December 2023, re-appointed on 14 May 2024 and resigned on 24 June 2024

<sup>(5)</sup> Appointed on 29 December 2023 and resigned on 14 May 2024

<sup>(6)</sup> Appointed on 24 June 2024 and resigned on 1 July 2024

<sup>(7)</sup> Appointed on 1 July 2024 and resigned on 30 July 2024

<sup>(8)</sup> Appointed on 31 July 2024

### 董事

#### 執行董事

侯薇女士 <sup>(1)</sup>  
劉賢秀先生 <sup>(1)</sup>  
楊柏康先生 <sup>(1)</sup>  
余潤坤先生 (*主席*) <sup>(2)</sup>

#### 非執行董事

侯波先生 <sup>(1)</sup>

#### 獨立非執行董事

陳增華先生 <sup>(1)</sup>  
侯聯昌先生 <sup>(1)</sup>  
陳桃女士 <sup>(3)</sup>  
張楚文女士 <sup>(2)</sup>  
魏志航先生 <sup>(2)</sup>  
遲世敏先生 <sup>(2)</sup>

### 授權代表

余潤坤先生  
黃智江先生

### 公司秘書

羅偉兆先生 <sup>(4)</sup>  
莊瑋珊女士 <sup>(5)</sup>  
劉玉蘭女士 <sup>(6)</sup>  
袁偉強先生 <sup>(7)</sup>  
黃智江先生 <sup>(8)</sup>

<sup>(1)</sup> 於 2025 年 6 月 6 日辭任

<sup>(2)</sup> 於 2025 年 6 月 6 日獲委任

<sup>(3)</sup> 於 2024 年 6 月 24 日獲委任，2024 年 9 月 3 日辭任

<sup>(4)</sup> 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

<sup>(5)</sup> 於 2023 年 12 月 29 日獲委任，並於 2024 年 5 月 14 日辭任

<sup>(6)</sup> 於 2024 年 6 月 24 日獲委任，並於 2024 年 7 月 1 日辭任

<sup>(7)</sup> 2024 年 7 月 1 日獲委任，2024 年 7 月 30 日辭任

<sup>(8)</sup> 於 2024 年 7 月 31 日獲委任

## Corporate Information 公司資料

### AUDIT COMMITTEE

Mr. Chi Shimin (*Chairman*)  
Ms. Zhang Chuwen  
Mr. Wei Zhihang

### 審核委員會

遲世敏先生(主席)  
張楚文女士  
魏志航先生

### REMUNERATION COMMITTEE

Ms. Zhang Chuwen (*Chairman*)  
Mr. Wei Zhihang  
Mr. Chi Shimin

### 薪酬委員會

張楚文女士(主席)  
魏志航先生  
遲世敏先生

### NOMINATION COMMITTEE

Mr. Wei Zhihang (*Chairman*)  
Ms. Zhang Chuwen  
Mr. Chi Shimin

### 提名委員會

魏志航先生(主席)  
張楚文女士  
遲世敏先生

### 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

### 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

## 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 1704, 17/F., Far East Consortium Building,  
No. 121 Des Voeux Road Central  
Hong Kong

### 香港主要營業地點

香港  
中環德輔道 121 號  
遠東發展大廈 17 樓 1704 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](http://www.jiyiholdings.com)

### 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](http://www.jiyiholdings.com)

## Chairman's Statement 主席報告書

Dear shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Ji Yi Holdings Limited (the "Company"), I am pleased to present the annual report of the Company together with its subsidiaries (the "Group") for the year ended 31 December 2024 ("FY2024" or the "Reporting Period"), together with the comparative figures for the corresponding year ended 31 December 2023 ("FY2023").

### BUSINESS REVIEW

During the Reporting Period, the management team exerted efforts to restore the original interior design and building engineering services segment and building materials sales business and reduce the low-margin bulk commodity trading. As result, the Group's total revenue decreased in this year, but there was an increase in the revenue of the interior design and building engineering services segment, and there was an increase in the gross profit margin. In FY2024, the provision of interior design and building engineering services segment accounted for 15.1% of the total revenue (2023: 0%), while the sale and distribution of merchandise segment accounted for 84.9% of the total revenue (2023: 100%).

各位股東：

本人謹代表集一控股有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然呈獻本公司，連同其附屬公司，統稱(「本集團」)截至二零二四年十二月三十一日止年度(「二零二四財政年度」或「報告期間」)的年報，連同截至二零二三年十二月三十一日止相應年度(「二零二三財政年度」)的比較數字。

### 業務回顧

於報告期間，管理團隊努力恢復原先工程及建材銷售業務，減少毛利率較低的大宗商品貿易業務分部。因此，本年度本集團的營業收入有所減少，但室內設計及建築工程服務分部收入有所增加，以及毛利率有所增加。於二零二四財政年度，提供室內設計及建築工程服務分部收入佔總收入的15.1%(二零二三年：0%)，而銷售及分銷商品分部收入佔總收入的84.9%(二零二三年：100%)。



## Chairman's Statement 主席報告書

### Provision of interior design and building engineering services

During the Reporting Period, the management team exerted efforts to restore the original interior design and building engineering services segment. The revenue generated from the provision of interior design and building engineering services increased by approximately RMB46.9 million or approximately 100.0%, from approximately RMB0 million in FY2023 to RMB46.9 million in FY2024. The Group also recorded an increase in gross profit of approximately RMB7.1 million or approximately 100.0%, from approximately RMB0 million in FY2023 to RMB7.1 million in FY2024. The gross profit margin increased from approximately 0% in FY2023 to 15.1% in FY2024.

### 提供室內設計及建築工程服務

於報告期間，管理團隊努力恢復原先工程業務，提供室內設計及建築工程服務所產生之收入由二零二三財政年度的約人民幣0.0元增加約人民幣46.9百萬元或約100.0%至二零四財政年度的人民幣46.9百萬元。本集團亦錄得毛利由二零二三財政年度的約人民幣0元增加約人民幣7.1百萬元或約100.0%至二零二四財政年度的7.1百萬元。毛利率由二零二三財政年度的0%減少至二零二四財政年度的約15.1%。

### Sale and distribution of merchandise

During the Reporting Period, the management team exerted efforts to restore the original interior design and building engineering services segment and building materials sales business and reduce the low-margin bulk commodity trading. In FY2024, the Group experienced an overall decrease of approximately RMB365.4 million or approximately 58.0% in revenue from the sale and distribution of merchandise from approximately RMB629.5 million in FY2023 to approximately RMB264.1 million in FY2024, in particular, the revenue generated from bulk commodity trading had an decrease of approximately RMB385.8 million, which was offset by the increase in revenue generated from the sale of building materials of approximately RMB20.5 million during the Reporting Period. The Group also recorded an increase in gross profit of approximately RMB9.6 million or approximately 1,553%, from approximately RMB0.6 million in FY2023 to approximately RMB10.2 million in FY2024. The gross profit margin increased from approximately 0.1% in FY2023 to approximately 1.2% in FY2024.

### 銷售及分銷商品

於報告期間，管理團隊努力恢復原先工程及建材銷售業務，減少毛利率較低的大宗商品貿易業務分部。於二零二四財政年度，本集團錄得來自銷售及分銷商品之收入由二零二三財政年度的約人民幣629.5百萬元整體減少約人民幣365.4百萬元或約58.0%至二零二四財政年度的約人民幣264.1百萬元，特別是大宗商品貿易產生之收入減少約人民幣385.8百萬元。被於報告期間，銷售建材產生收入增加約人民幣20.5百萬元所抵消。本集團亦錄得毛利由二零二三財政年度的約人民幣0.6百萬元增加約人民幣9.6百萬元或約1,553%至二零二四財政年度的約人民幣10.2百萬元。毛利率由二零二三財政年度的約0.1%增加至二零二四財政年度的約1.2%。



## Chairman's Statement 主席報告書

Overall, the Group recorded a consolidated net loss of approximately RMB330.0 million for FY2024, representing an decrease of approximately RMB169.2 million or approximately 33.9% as compared with consolidated loss of approximately RMB499.2 million for FY2023. Such decrease was mainly resulted from the net effect of the decrease in provision for impairment loss under the expected credit loss model by approximately RMB101.9 million, decrease in provision for impairment loss of goodwill by approximately RMB52.0 million, decrease in provision for litigation and legal fees by approximately RMB11.3 million, decrease in other net losses by approximately RMB12.2 million, offset by increase in gross profit of approximately RMB9.6 million.

### PROSPECTS

In 2024, the global economy continued to face challenges, and the growth of the domestic real estate market continued to slow down. However, the management team made efforts to restore the original engineering and building materials sales business and reduce the commodity trading business segment with lower gross profit margins.

To address various challenges, our management team has implemented a multi pronged strategy, including expanding into new markets, optimizing cost structures, and seeking new business opportunities. For example, our group has diversified its sales and distribution channels, utilizing its experience and cost advantages to achieve success in this field. Our group has also obtained new engineering and procurement projects in multiple cities in the Guangdong Hong Kong Macao Greater Bay Area, including multiple enterprise construction projects. This success greatly enhances our confidence in seeking more new project tenders and business opportunities from corporate and government clients.

整體而言，本集團於二零二四財政年度錄得綜合淨虧損約人民幣330.0百萬元，較二零二三財政年度之綜合淨虧損約人民幣499.2百萬元減少約人民幣169.2百萬元或約33.9%。該減少主要由於預期信貸虧損模型項下之減值虧損撥備減少約人民幣101.9百萬元、商譽之減值虧損撥備減少約人民幣52.0百萬元、訴訟和法律費用準備金減少約人民幣11.3百萬元、其他支出淨額減少約人民幣12.2百萬元、經抵銷毛利增加約人民幣9.6百萬元後之淨影響所致。

### 前景

二零二四年，全球經濟持續面臨挑戰，國內房地產市場增長繼續放緩，但管理團隊努力恢復原先工程及建材銷售業務，減少毛利率較低的大宗商品貿易業務分部。

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，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及採購項目，包括多個企業建設項目。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。

## Chairman's Statement 主席報告書

Looking ahead, it is expected that the global economy will still be full of challenges and fluctuations. Although the interest rate cut cycle began in 2024, the magnitude and frequency of the cuts are still uncertain, and a sustainable global economic recovery will take time to achieve.

In mainland China, sustainable economic growth will depend on various key factors such as domestic policies, global economic conditions, and the imposition of new tariffs by the United States. It is expected that the central government will continue to implement active and loose monetary policies and fiscal stimulus measures to ensure stable economic growth. It is expected that the central and local governments will continue to provide necessary policies and measures to support the recovery of the real estate market, which is crucial for the overall economy. It is expected that the real estate market will gradually recover and improve in the long run.

In this challenging economic environment, the Group will continue to adopt a cautious and proactive attitude towards operating and developing its business. Our group will seek investment opportunities in markets with stable economic prospects to promote sustainable growth and enhance long-term returns for shareholders.

展望未來，預期全球經濟仍將充滿挑戰及波動。儘管降息週期已於2024年開始，但降息的幅度和頻率仍不確定，全球經濟可持續復甦需要時間才能實現。

在中國大陸，可持續的經濟增長將取決於各種關鍵因素，如國內政策、全球經濟狀況以及美國新加徵關稅等。預計中央政府將繼續實施積極寬鬆的貨幣政策和財政刺激措施，以確保經濟穩定增長。預期中央政府及地方政府將繼續提供必要的政策及措施支持對整體經濟至關重要的房地產市場復甦。預期房地產市場將開始逐步復甦並長遠改善。

在這一充滿挑戰的經濟環境下，本集團將繼續採取審慎及積極態度去經營及發展業務。本集團將在經濟前景穩定的市場尋找投資機會，以促進可持續增長，並提升股東的長遠回報。

## Chairman'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,

**Yu Runkun**

*Chairman*

Hong Kong, 17 September 2025

### 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

**余潤坤**

*主席*

香港，二零二五年九月十七日

# Management Discussion and Analysis

## 管理層討論與分析

### BUSINESS REVIEW

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.

During the Reporting Period, the management team of the Group focused on the provision of interior design and building engineering services and devoted less resources on sale and distribution of merchandise with lower gross profit margins. Therefore, although the revenue of the Group decreased in FY2024, the gross profit margin of the Group increased in FY2024. In FY2024, the revenue from the provision of interior design and building engineering services segment accounted for 15.1% of the total revenue (FY2023: nil), while the revenue from the sale and distribution of merchandise segment accounted for 84.9% of the total revenue (FY2023: 100%).

### Provision of interior design and building engineering services

During the Reporting Period, the management team of the Group made efforts to restore the suspended project in relation to the provision of interior design and building engineering services. The revenue from the provision of interior design and building engineering services was approximately RMB46.9 million, and the segment gross profit was approximately RMB7.1 million with segment gross profit margin of approximately 15.1% in FY2024.

### 業務回顧

本集團是一家在中國境內已建立良好的綜合建築及家居裝修材料與裝飾品供應商，並提供室內設計及建築工程服務的公司。本集團主要從事銷售及分銷商品以及提供室內設計及建築工程服務。

在報告期內，本集團的管理團隊專注於提供室內設計及建築工程服務，並在銷售及分銷毛利較低的商品上投入較少資源。因此，雖然本集團在2024財年的收入下降，毛利率則有所上升。在2024財年，提供室內設計及建築工程服務部門的收入占總收入的15.1%（2023財年：無），而銷售及分銷商品部門的收入占總收入的84.9%（2023財年：100%）。

### 室內設計及建築工程服務的提供

在報告期內，本集團的管理團隊努力恢復暫停的提供室內設計及建築工程服務項目。於2024財年，來自提供室內設計及建築工程服務的收入約為4,690萬元人民幣，該部門的毛利約為710萬元，毛利率約為15.1%。

## Management Discussion and Analysis 管理層討論與分析

### Sale and distribution of merchandise

In FY2024, the Group experienced a decrease in revenue of approximately RMB365.4 million or 58.0% from the sale and distribution of merchandise from approximately RMB629.5 million in FY2023 to approximately RMB264.1 million in FY2024, which was mainly due to the decrease in revenue from bulk commodity trading offset by the increase in revenue from the sale of building materials.

### FINANCIAL REVIEW

#### Revenue by business operations

Total revenue of the Group decreased by approximately RMB318.5 million or approximately 50.6% from approximately RMB629.5 million in FY2023 to approximately RMB311.0 million for FY2024, which was mainly attributed to the decrease in revenue from the sale and distribution of merchandise in FY2024.

#### 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; and (iii) bulk commodity trading, recorded an overall decrease by approximately RMB365.4 million or 58.0% from approximately RMB629.5 million in FY2023 to approximately RMB264.1 million in FY2024.

### 銷售及分銷商品

在2024財年，本集團的銷售及分銷商品收入約為2.641億元人民幣，與2023財年的6.295億元相比，減少了約3.654億元人民幣，降幅為58.0%。這一下降主要是由於大宗商品貿易收入的減少，儘管建築材料銷售收入有所增加。

### 財務回顧

#### 按業務運營劃分的收入

本集團的總收入從2023財年的約6.295億元減少至2024財年的約3.110億元，減少約3.185億元，降幅約為50.6%。這一下降主要歸因於2024財年銷售及分銷商品收入的減少。

#### 銷售及分銷商品的收入

本集團來自銷售及分銷商品的收入，包括(i) 建築材料銷售；(ii) 家居裝修材料銷售；及(iii) 大宗商品貿易，整體收入從2023財年的約6.295億元減少約3.654億元，降幅為58.0%，降至2024財年的約2.641億元。

## Management Discussion and Analysis 管理層討論與分析

### **(i) Sale of building materials**

Revenue generated from the sale of building materials increased by approximately RMB20.5 million or 653.7% from approximately RMB3.1 million in FY2023 to approximately RMB23.7 million in FY2024. Such increase was mainly due to the increase in sales of cement during the Reporting Period.

### **(i) 建築材料的銷售**

來自建築材料銷售的收入從2023財年的約310萬元增長至2024財年的約2,368萬元，增加了約2,058萬元，增幅為653.7%。這一增長主要是由於報告期內水泥銷售的增加。

### **(ii) Sale of home improvement materials**

Revenue generated from the sale of home improvement materials decreased by approximately RMB81,000 from approximately RMB81,000 in FY2023 to nil in FY2024. The decrease was mainly due to the decrease in sales of paint and other home improvement products during the Reporting Period.

### **(ii) 家居裝修材料的銷售**

來自家居裝修材料銷售的收入從2023財年的約8.1萬元減少至2024財年的零收入，減少了約8.1萬元。這一下降主要是由於報告期內油漆及其他家居裝修產品的銷售減少。

### **(iii) Bulk commodity trading**

Revenue from bulk commodity trading decreased by approximately RMB385.8 million or 61.6% from approximately RMB626.3 million in FY2023 to approximately RMB240.4 million in FY2024. Such decrease was mainly due to the decrease in sales of electrolytic copper and aluminum ingot products, offset by the increase in the pork trade with higher gross profit margins during the Reporting Period.

### **(iii) 大宗商品貿易**

來自大宗商品貿易的收入從2023財年的約6.263億元減少至2024財年的約2.404億元，減少了約3.858億元，降幅為61.6%。這一下降主要是由於電解銅和鋁錠產品銷售的減少，但在報告期內，豬肉貿易的增加則抵消了部分下降，且該貿易的毛利率較高。

## Management Discussion and Analysis 管理層討論與分析

### Revenue from the provision of interior design and building engineering services

Revenue from provision of interior design and building engineering services increased by approximately RMB46.9 million from nil in FY2023.

### 提供室內設計及建築工程服務的收入

提供室內設計及建築工程服務的收入從2023財年無收入增加約4,690萬元人民幣。

### Gross profit and gross profit margin

The Group's gross profit increased by approximately RMB9.6 million or approximately 1,553% from approximately RMB0.6 million in FY2023 to approximately RMB10.2 million in FY2024. The increase in the Group's overall gross profit was mainly due to the increase in the revenue and gross profit margin from the provision of interior design and building engineering services during the Reporting Period.

### 毛利及毛利率

本集團的毛利從2023財年的約60萬元增加至2024財年的約1,020萬元，增加了約960萬元，增幅約為1,553%。集團整體毛利的增加主要是由於在報告期內室內設計及建築工程服務的收入及毛利率的提升。

Due to the increase in corporate projects, the gross profit margin of provision of interior design and building engineering services was approximately 15.1% in the Reporting Period.

由於企業項目的增加，室內設計及建築工程服務的毛利率在報告期內約為15.1%。

The gross profit margin of the business of sale and distribution of merchandise increased from 0.1% in FY2023 to 1.2% in FY2024, mainly due to the increase in gross profit margin from the sale and distribution of merchandise including bulk commodity trading during the Reporting Period.

商品銷售及分銷業務的毛利率從2023財年的0.1%增至2024財年的1.2%，主要是由於在報告期內大宗商品貿易等商品銷售及分銷的毛利率提高。

### Distribution and selling expenses

The Group's selling expenses decreased by approximately RMB0.1 million or approximately 6.2% from approximately RMB1.6 million in FY2023 to approximately RMB1.5 million in FY2024.

### 銷售及分銷費用

本集團的銷售費用從2023財年的約157萬元減少至2024財年的約147萬元，減少了約10萬元，降幅約為6.2%。



## Management Discussion and Analysis

### 管理層討論與分析

#### Administrative expenses

The Group's administrative expenses decreased by approximately RMB1.8 million or 11.3% from approximately RMB16.1 million in FY2023 to approximately RMB14.3 million in FY2024.

#### 管理費用

本集團的管理費用從2023財年的約1,614萬元減少至2024財年的約1,431萬元，減少了約183萬元，降幅約為11.3%。

#### Finance costs

The Group's finance costs increased by approximately RMB2.8 million or 29.1% from approximately RMB9.8 million in FY2023 to approximately RMB12.7 million in FY2024.

#### 財務成本

本集團的財務成本從2023財年的約980萬元增加至2024財年的約1,265萬元，增加了約285萬元，增幅約為29.1%。

#### Loss for the year

Overall, the Group recorded a loss for the year of approximately RMB330.0 million in FY2024 as compared with loss for the year of approximately RMB499.2 million in FY2023. Such decrease was mainly resulted from the net effect of the decrease in provision for impairment loss under the expected credit loss model by approximately RMB101.9 million, decrease in provision for impairment loss on goodwill by approximately RMB52.0 million, decrease in provision for litigation and legal expenses by approximately RMB11.3 million, decrease in other losses, net by approximately RMB12.2 million, offset by increase in gross profit of approximately RMB9.6 million.

#### 年度虧損

整體而言，本集團在2024財年錄得虧損約3.300億元，相較於2023財年的虧損約4.992億元，虧損有所減少。此減少主要是由於以下幾項淨效果：根據預期信用損失模型，減少了約1.019億元的減值損失準備；減少了約5,200萬元的商譽減值損失準備；減少了約1,132萬元的訴訟及法律費用準備；減少了約1,222萬元的其他費用（淨額），同時增加了約960萬元的毛利。

#### LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

As at 31 December 2024, the Group had a total cash and bank balances of approximately RMB5.0 million (2023: RMB5.6 million) mainly denominated in RMB and HK\$. The Group also had a total restricted cash balances of approximately RMB0.4 million (2023: RMB0.1 million) which was mainly related to security deposits provided to secure certain bank borrowings.

#### 流動資金、財政及資本資源

於二零二四年十二月三十一日，本集團之現金及銀行結餘總額約為人民幣5.0百萬元（二零二三年：人民幣5.6百萬元），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0.4百萬元（二零二三年：人民幣0.1百萬元），其乃主要與為若干銀行借款提供擔保的保證金有關。

As at 31 December 2024, the Group had net current liabilities of approximately RMB8.3 million, as compared to approximately RMB291.8 million as at 31 December 2023.

於二零二四年十二月三十一日，本集團之流動負債淨值約為人民幣8.3百萬元，而於二零二三年十二月三十一日則約為人民幣291.8百萬元。

## Management Discussion and Analysis 管理層討論與分析

### BORROWINGS AND PLEDGE OF ASSETS

As at 31 December 2024, the Group had no unutilised banking facilities for short term financing (31 December 2023: Nil) and total bank borrowings of approximately RMB154.3 million (2023: RMB254.3 million). The total bank borrowings comprised approximately RMB0.0 million (2023: RMB100.0 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 2024 and 2023. 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 2024 and 2023, are set out in note 30 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

於二零二四年十二月三十一日，本集團並無未動用短期融資之銀行融資（二零二三年十二月三十一日：無），而銀行借款總額約為人民幣154.3百萬元（二零二三年：人民幣254.3百萬元）。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0.0百萬元（二零二三年：人民幣100.0百萬元）。

除尚未到期的商票貼現及信用證貼現產生的銀行借款外，於二零二四年及二零二三年十二月三十一日，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）於二零二四年及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30。

### 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 2024 二零二四年 十二月三十一日	31 December 2023 二零二三年 十二月三十一日
Current ratio <sup>(1)</sup>	流動比率 <sup>(1)</sup>	<b>0.99</b>	1.58
Quick ratio <sup>(2)</sup>	速動比率 <sup>(2)</sup>	<b>0.99</b>	1.58
Gearing ratio (%) <sup>(3)</sup>	資本負債比率 (%) <sup>(3)</sup>	<b>12.41</b>	1.37
Net debt to equity ratio (%) <sup>(4)</sup>	淨債務權益比率 (%) <sup>(4)</sup>	<b>12.30</b>	1.36

<sup>(1)</sup> Current ratio is calculated as total current assets divided by total current liabilities.

<sup>(1)</sup> 流動比率乃按流動資產總值除以流動負債總額計算。

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

<sup>(2)</sup> 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。

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

<sup>(3)</sup> 資本負債比率乃按債項總額除以權益總額再乘以100%計算。

<sup>(4)</sup> 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%.

<sup>(4)</sup> 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

### FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

There were no material investments or additions of capital assets authorised by the Board since 1 January 2024 and up to the date of this annual report.

### 重大投資或資本資產之未來計劃

自二零二四年一月一日至本年報日期，董事會概無授權任何重大投資或資本資產添置。

### 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.

### 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。

### CONTINGENT LIABILITIES

The Group had no significant contingent liabilities as at 31 December 2024 (2023: Nil).

### 或然負債

於二零二四年十二月三十一日，本集團並無重大或然負債(二零二三年：無)。

### CAPITAL COMMITMENTS

The Group had no significant outstanding capital commitment as at 31 December 2024 (2023: Nil).

### 資本承擔

於二零二四年十二月三十一日，本集團並無重大尚未償還之資本承擔(二零二三年：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 305 to 360, 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 RMB44.7 million for the year 2024 based on the outcome of the litigation judgement (2023: RMB28.0 million), which will reduce the Company's net profit attributable to the shareholders of the listed company for the year 2024 by RMB16.7 million (2023: 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305頁至360頁附錄，涉及銀行貸款、薪酬、稅務等到期債務。公司二零二四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44.7百萬元(二零二三年度：人民幣28.0百萬元)，減少公司二零二四年度歸屬於上市公司股東的淨利潤人民幣16.7百萬元(二零二三年度：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 2024, the employee headcount of the Group was 21 (2023: 21) and the total staff costs, including Directors' remuneration, amounted to approximately RMB6.6 million for the Reporting Period (2023: RMB7.1 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 in equity-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

於二零二四年十二月三十一日，本集團之僱員人數為21人（二零二三年：21人），及於報告期間，總員工成本（包括董事薪酬）約為人民幣6.6百萬元（二零二三年：人民幣7.1百萬元）。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 39(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39(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.

### 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。

### 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 305 to 360.

### 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305頁至360頁附錄。

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

### DIRECTORS

#### Executive Director

**Mr. Yu Runkun (余潤坤)**, aged 38, 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 Ji Yi 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. From December 2023 to June 2025, he served as chief executive officer of the Company. On 6 June 2025, he was appointed as executive Director.

### 董事

#### 執行董事

余潤坤先生，38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。二零二二年十二月至二零二五年六月，他擔任本公司的首席執行官。於二零二五年六月六日，他被任命為執行董事。

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

### Independent Non-Executive Directors

**Ms. Zhang Chuwen (“Ms. Zhang”)**, aged 35, was appointed as an independent non-executive Director with effect from 6 June 2025. Ms Zhang has 14 years of experience in finance. She graduated from Guangdong Xinan Vocational and Technical College\* (廣東新安職業技術學院) with a degree in finance in 2011. In May 2021, she obtained the Junior Accounting Professional Qualification Certificate from the Ministry of Finance of China. From July 2011 to October 2013, she worked as an accountant at Shenzhen Dafu Lai Industrial Group Company Limited, a company involved in trade, building materials, and property leasing. Her primary responsibility was managing the company’s accounting tasks. From November 2013 to April 2018, she served as an accountant at Shenzhen Zhongqi Xinxing E-Commerce Company Limited, which specialises in third-party credit services and comprehensive business registration services for online merchants. She was responsible for the company’s accounting work. From April 2018 to September 2019, she worked as an accountant at Shenzhen Flashback Technology Company Limited, a company focused on the second-hand mobile phone recycling business. Her main role was to handle the accounting functions. Since October 2019, she has been the Finance Supervisor at Zhongfeng Distillery Group Company Limited, a company that produces and sells alcoholic beverages, where she oversees the accounting and financial operations.

### 獨立非執行董事

張楚文女士(「張女士」)，35歲，已於二零二五年六月六日被任命為獨立非執行董事。張女士擁有14年的金融經驗。她於二零一一年畢業於廣東新安職業技術學院財務專業。二零一一年五月，她獲得中國財務部的會計專業技術資格證書(初級會計)。二零一一年七月至二零一三年十月，她在深圳大福來實業集團有限公司(一家從事貿易、建築材料、物業租賃等業務的集團化公司)擔任會計，主要負責管理公司的會計工作。二零一三年十一月至二零一八年四月，她在深圳深圳市中企信星電子商務有限公司(一家從事第三方信用服務以及網商工商註冊綜合服務為主營業務的公司)擔任會計，負責公司的會計業務。二零一八年四月至二零一九年九月，她在深圳閃回科技有限公司(一家從事二手手機回收業務的公司)擔任會計，主要負責會計職能。自二零一九年十月以來，她一直擔任中鳳酒業(集團)有限公司(一家從事酒類生產與銷售的公司)的財務主管，負責會計及財務運營。

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

**Mr. Wei Zhihang (“Mr. Wei”)**, aged 39, was appointed as an independent non-executive Director with effect from 6 June 2025. Mr. Wei is an accomplished finance professional with over 15 years of experience in financial management. He holds a Bachelor’s degree in Accounting from Jinan University and is currently pursuing a Master’s degree in Economics at Zhongnan University of Economics and Law. Mr. Wei serves as the Chief Financial Officer at Guozhong (Shenzhen) Digital Research Group, where he oversees financial strategy and operations. Previously, he held senior roles in tax management and financial analysis, demonstrating expertise in corporate governance, compliance, and risk management. Mr. Wei is recognised for his strong leadership, analytical skills, and commitment to delivering value through effective financial practices.

**Mr. Chi Shimin (“Mr. Chi”)**, aged 42, was appointed as an independent non-executive Director with effect from 6 June 2025. Mr. Chi received a Bachelor’s degree in Business Administration from Hebei University of Economics and Business in July 2006. He has over 15 years of experience in the finance industry and possesses cross-sector management expertise, covering finance, legal services, and technology. He is skilled in corporate governance, compliance risk management, and strategic investment.

魏志航先生(「魏先生」)，39歲，已於二零二五年六月六日被任命為獨立非執行董事。魏先生是一位成就卓著的財務專業人士，擁有超過15年的財務管理經驗。他擁有暨南大學的會計學學士學位，並正在中南財經政法大學攻讀經濟學碩士學位。魏先生擔任國中(深圳)數字研究集團的首席財務官，負責財務戰略及運營。此前，他在稅務管理和財務分析方面擔任高級職位，展現了在企業治理、合規性和風險管理方面的專業知識。魏先生因其出色的領導能力、分析技能以及通過有效的財務實踐提供價值的承諾而受到認可。

遲世敏先生(「遲先生」)，42歲，已於二零二五年六月六日被任命為獨立非執行董事。遲先生於二零零六年七月畢業於河北經濟管理學院，獲得工商管理學士學位。他在金融行業擁有超過15年的經驗，具備跨行業管理專業知識，涵蓋財務、法律服務和科技。他擅長企業治理、合規風險管理和戰略投資。

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

### SENIOR MANAGEMENT

**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 2024.

### 高級管理層

**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，黃智江先生在截至二零二四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 2024.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The activities of its principal subsidiaries are set out in note 43 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 2024 are provided in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" on pages 6 to 10 and pages 11 to 23 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 50 of this annual report.

An analysis of the Group's performance during the year ended 31 December 2024 using financial performance indicators is provided in the section headed "Management Discussion and Analysis" on pages 11 to 23 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 21, and the paragraph headed "Event after the Reporting Period" on pages 301 to 303 of this annual report.

董事會欣然呈列其報告及本集團截至二零二四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43。

### 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二零二四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10頁的「主席報告書」及第11至23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50頁的董事會報告的「與僱員、供應商及客戶的關係」一段。

本集團截至二零二四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11至23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21頁之「主要風險及不明朗因素」一段及本年報第301至303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 74 to 107 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 112 to 113 of this report.

The Board does not recommend any payment of final dividend for the year ended 31 December 2024 (2023: Nil). The Board has adopted a dividend policy on 31 December 2018. Details of which is set out of page 30 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 44 to the consolidated financial statements.

### DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 31 December 2024, 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74至107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112至113頁之綜合損益及其他全面收益表內。

於截至二零二四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（二零二三年：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30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44。

### 可供分派儲備

於二零二四年十二月三十一日，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 17 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 35 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17。

### 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35。

## Report of the Directors 董事會報告

### BORROWINGS

Details of the Group's borrowings as at 31 December 2024 are set out in note 30 to the consolidated financial statements.

### 借款

於二零二四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30。

### 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.

### 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。

### 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 2024.

### 購買、出售或贖回本公司之上市證券

截至二零二四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。

### DIRECTORS

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

### 董事

報告期間及截至本年報日期止董事如下：

#### Executive Directors

Ms. Hou Wei (Resigned on 6 June 2025)  
Mr. Liu Xianxiu (Resigned on 6 June 2025)  
Mr. Yang Baikang (Resigned on 6 June 2025)  
Mr. Yu Runkun (*Chairman*) (Appointed on 6 June 2025)

#### 執行董事

侯薇女士(2025年6月6日辭職)  
劉賢秀先生(2025年6月6日辭職)  
楊柏康先生(2025年6月6日辭職)  
余潤坤先生(主席)(2025年6月6日任命)

#### Non-executive Director

Mr. Hou Bo (Resigned on 6 June 2025)

#### 非執行董事

侯波先生(2025年6月6日辭職)

## Report of the Directors 董事會報告

### Independent non-executive Directors

Mr. Chen Zenghua (Resigned on 6 June 2025)  
Mr. Hou Lianchang (Resigned on 6 June 2025)  
Ms. Chen Tao (appointed on 24 June 2024  
and resigned on 3 September 2024)  
Mr. Wong Yee Nok Enoch (appointed on 23 February 2024  
and resigned on 25 March 2024)  
Ms. Zhang Chuwen (appointed on 6 June 2025)  
Mr. Wei Zhihang (appointed on 6 June 2025)  
Mr. Chi Shimin (appointed on 6 June 2025)

In accordance with article 112 of the Company's articles of association, Mr. Yu Runkun, Ms. Zhang Chuwen, Mr. Wei Zhihang and Mr. Chi Shimin 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(2025年6月6日辭職)  
侯聯昌先生(2025年6月6日辭職)  
陳桃女士(2024年6月24日任命，  
2024年9月3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)  
張楚文女士(2025年6月6日任命)  
魏志航先生(2025年6月6日任命)  
遲世敏先生(2025年6月6日任命)

根據公司章程第112條，余潤坤先生、張楚文女士、魏志航先生及遲世敏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。

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與本公司訂立之服務合約可於一年內因終止而不作賠償(法定賠償除外)。

## 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.

### 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。

### 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 24 to 27 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24至27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 2024, 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

於二零二四年十二月三十一日，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)
董事姓名	權益性質	股份類型		
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	89,819,673	34.06%
	Beneficial owner 實益擁有人	Ordinary shares 普通股	9,892,613	3.75%



## 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)
董事姓名	權益性質	股份類型		
Mr. Hou Bo ("Mr. Hou") 侯波先生(「侯先生」)	Interest in a controlled corporation (Note 3) 受控法團權益(附註 3)	Ordinary shares 普通股	1,112,400 1,112,400	0.42% 0.42%
Mr. Liu Xianxiu 劉賢秀先生	Beneficial owner (Note 4) 實益擁有人(附註 4)	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 Beneficial owner (Note 4) 實益擁有人(附註 4)	Ordinary shares 普通股 Options 購股權	20,000 20,000 200,000 200,000	0.00%* 0.00%* 0.08% 0.08%
Mr. Hou Lianchang 侯聯昌先生	Beneficial owner 實益擁有人 Beneficial owner (Note 4) 實益擁有人(附註 4)	Ordinary shares 普通股 Options 購股權	40,000 40,000 200,000 200,000	0.01% 0.01% 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 2024.
2. Ms. Hou was beneficially interested in 100% of the issued share capital of Xinling Limited ("Xinling"). Xinling was the registered holder of 89,819,673 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. Mr. Hou was beneficially interested in 100% of the issued share capital of Jiesi Global Investments Limited ("Jiesi"). Jiesi was the registered holder of 1,112,400 Shares. Under Part XV of the SFO, Mr. Hou was therefore deemed to have interests in 1,112,400 Shares in which Jiesi was interested.
4. 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 40 of this annual report.

Save as disclosed above, as at 31 December 2024, 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二零二四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89,819,673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. 侯先生實益擁有傑思環球投資有限公司(「傑思」)100%之已發行股本。傑思為1,112,400股股份之登記持有人。因此，根據證券及期貨條例第XV部，侯先生被視為於傑思擁有權益的1,112,400股股份中擁有權益。
4. 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40頁的「購股權計劃」一段。

除上文所披露者外，於二零二四年十二月三十一日，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 2024, 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

於二零二四年十二月三十一日，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) 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)
股東名稱／姓名	權益性質	股份類型		
Xinling	Beneficial owner (Note 2) (Note 4)	Ordinary shares	89,819,673	34.05%
欣領	實益擁有人 (附註2)(附註4)	普通股	89,819,673	34.05%
Ms. Hou Wei	Beneficial owner (Note 2) (Note 4)	Ordinary shares	9,892,613	3.75%
侯薇女士	實益擁有人 (附註2)(附註4)	普通股	9,892,613	3.75%

# Report of the Directors

## 董事會報告

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)
股東名稱／姓名	權益性質	股份類型		
Yiju Holdings Limited ("Yiju Holdings")	Beneficial owner (Note 3) (Note 4)	Ordinary shares	11,052,600	4.19%
溢鉅控股有限公司 (「溢鉅控股」)	實益擁有人 (附註3)(附註4)	普通股	11,052,600	4.19%
Ms. Ouyang Huiping ("Ms. Ouyang")	Interest in a controlled corporation (Note 4)	Ordinary shares	11,052,600	4.19%
歐陽慧萍女士 (「歐陽女士」)	受控法團權益(附註4)	普通股	11,052,600	4.19%

## 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 2024.
- Xinling was the registered holder of 89,819,673 Shares.
- Ms. Hou was beneficially interested in 100% of the issued share capital of Xinling. Xinling was the registered holder of 89,819,673 Shares. Under Part XV of the SFO, Ms. Hou was therefore deemed to have interests in 89,819,673 Shares in which Xinling was interested. Ms. Hou also had a personal holding of 9,892,613 Shares and as a result, Ms. Hou held 99,712,286 Shares or 37.80% in aggregate of the Company's total issued share capital.
- Ms. Hou Wei and Ms. Ouyang being parties acting in concert, are collectively deemed to have interest in 110,764,886 Shares, representing 41.99% of the total issued share capital of the Company as of 31 December 2024.

- 相關百分比數字乃根據於二零二四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89,819,673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89,819,673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89,819,673股股份中擁有權益。侯女士個人持有9,892,613股，因此侯女士合計持有99,712,286股，佔公司已發行股本總額的37.80%。
- 一致行動人士侯薇女士及歐陽女士共同被視為於110,764,886股股份中擁有權益，相當於本公司於二零二四年十二月三十一日已發行股本總數之41.99%。

## Report of the Directors 董事會報告

Save as disclosed above, as at 31 December 2024, 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.

除上文所披露者外，於二零二四年十二月三十一日，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。

## Report of the Directors 董事會報告

### (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%。

## Report of the Directors 董事會報告

### (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。



## Report of the Directors 董事會報告

### (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.

### (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。

## Report of the Directors 董事會報告

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

### 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」)

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，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股本公司股份中每股面值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** : 69,100,000  
已授出購股權總數 : 69,100,000 份

**Exercise price of the Share Options granted** : 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  
已授出購股權之行使價 : 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** : The Options are exercisable for a period of 10 years from the Date of Grant (27 July 2022 to 26 July 2032)  
購股權之有效期 : 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及二零三二年七月二十六日)可予行使

## Report of the Directors

### 董事會報告

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 2024:

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二零二四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 and 2024 股份合併後於年末尚未行使及可行使
<b>Granted to Directors</b>	<b>向董事授予</b>					
27 July 2022	二零二二年七月二十七日	1,000,000	–	–	–	600,000
<b>Granted to senior management</b>	<b>向高級管理層授予</b>					
27 July 2022	二零二二年七月二十七日	2,163,600	–	–	–	2,163,600
<b>Granted to employees</b>	<b>向僱員授予</b>					
27 July 2022	二零二二年七月二十七日	80,000	–	–	–	80,000
<b>Granted to consultants</b>	<b>向顧問授予</b>					
27 July 2022	二零二二年七月二十七日	4,180,000	–	–	–	4,180,000
<b>Total</b>	<b>總計</b>	<b>7,423,600</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>7,023,600</b>

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。

## Report of the Directors 董事會報告

	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 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	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
Date of grant				
授出日期	每股現有 股份之行使價 (HK\$) (港元)		每股合併股份之 經調整行使價 (HK\$) (港元)	
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：

# Report of the Directors

## 董事會報告

As at 31 December 2024					
於二零二四年十二月三十一日					
Name of director	Date of grant	Prior to adjustment		After adjustment	
		於調整前		於調整後	
			Number of		Adjusted number
			Existing Shares		of Consolidated
			to be issued		Shares to be
		upon full		issued upon full	
		exercise of the		exercise of the	
		outstanding		outstanding	
		Adjusted		Adjusted	
		exercise price		exercise price	
		per Consolidated		per Consolidated	
		Share		Share	
		Options		Options	
		於二零二二財政		於二零二二財政	
		年度購股權尚未		年度購股權尚未	
		行使如獲悉數		行使如獲悉數	
		行使後將予		行使後將予	
		發行之現有		發行之合併股份	
		股份數目		之經調整數目	
董事姓名	授出日期	每股現有		每股合併股份之	
		股份之行使價		經調整行使價	
		(HK\$)		(HK\$)	
		(港元)		(港元)	
Mr. Liu Xianxiu	27 July 2022	0.56	1,000,000	2.80	200,000
劉賢秀先生	二零二二年七月二十七日				
Mr. Yang Baikang	27 July 2022	0.56	1,000,000	2.80	200,000
楊柏康先生	二零二二年七月二十七日				
Mr. Hou Lianchang	27 July 2022	0.56	1,000,000	2.80	200,000
侯聯昌先生	二零二二年七月二十七日				
			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。該模式的重大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 2024 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 64.2% of the Group's total turnover. The largest customer accounted for approximately 29.3% of the Group's total turnover.

During the Reporting Period, the Group's five largest suppliers in aggregate accounted for approximately 41.2% of the Group's total purchases. The largest supplier accounted for approximately 13.7% 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

於截至二零二四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64.2%。最大客戶佔本集團總營業額約29.3%。

於報告期間，本集團五大供應商合共佔本集團總採購額約41.2%。最大供應商佔本集團總採購額約13.7%。

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 42 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42，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 2024.

### CORPORATE GOVERNANCE

A report on the principle corporate governance practices adopted by the Company is set out in the "Corporate Governance Report" on pages 53 to 73 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

於截至二零二四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53至73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

There is no material subsequent event undertaken by the Company or by the Group after 31 December 2024 and up to the date of this annual report.

### AUDITORS

The consolidated financial statements for the year ended 31 December 2024 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

**Yu Runkun**

*Chairman*

Hong Kong, 17 September 2025

### 報告期後事項

於二零二四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。

### 核數師

截至二零二四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

**余潤坤**

*主席*

香港，二零二五年九月十七日

# 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.

Save as disclosed below, the Company had complied with the CG Code throughout the Period under Review.

#### (I) Non-compliance with the Rules 3.10(1), 3.10A and 3.21 of the Listing Rules

Reference is made to the announcements of the Company dated 3 September 2024 and 6 June 2025.

Following the retirement of Ms. Chen Tao at the annual general meeting of the Company dated 3 September 2024, (a) the number of independent non-executive director falls below the minimum number as required under Rule 3.10(1) of the Listing Rules; (b) the number of the audit committee members also falls below the minimum number as required under Rule 3.21 of the Listing Rules; and (c) the number of independent non-executive director falls below one-third of the Board members as required under Rule 3.10A of the Listing Rules.

Following the appointment of Ms. Zhang Chuwen, Mr. Wei Zhihang and Mr. Chi Shimin as independent non-executive Directors of the Company on 6 June 2025, (a) the number of independent non-executive Directors meets the minimum number as required under Rule 3.10(1) of the Listing Rules; (b) the number of the audit committee members meets the minimum number as required under Rule 3.21 of the Listing Rules; and (c) the number of independent non-executive Director represents at least one-third of the Board members as required under Rule 3.10A of the Listing Rules.

### 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。

除以下披露外，公司在回顧期間內始終遵守CG守則。

#### (I) 不符合上市規則第3.10(1)、3.10A和3.21條款的情況

參考公司於2024年9月3日和2025年6月6日發布的公告。

隨著陳桃女士於2024年9月3日的年度股東大會上退休，(a)獨立非執行董事的人數低於上市規則第3.10(1)條款要求的最低人數；(b)審計委員會成員的人數也低於上市規則第3.21條款要求的最低人數；(c)獨立非執行董事的人數低於董事會成員的三分之一，這與上市規則第3.10A條款的要求不符。

隨著張楚文女士、魏志航先生和遲世敏先生於2025年6月6日被任命為公司的獨立非執行董事，(a)獨立非執行董事的人數符合上市規則第3.10(1)條款要求的最低人數；(b)審計委員會成員的人數符合上市規則第3.21條款要求的最低人數；(c)獨立非執行董事的人數占董事會成員的三分之一以上，符合上市規則第3.10A條款的要求。

## Corporate Governance Report 企業管治報告

### (II) Disclaim of opinion from the Auditor

Code provision D.1.3 of the CG Code stipulates that, unless it is inappropriate to assume that the company will continue in business, the directors should prepare the accounts on a going concern basis.

For the year ended 31 December 2024, the Group incurred a net loss of approximately RMB330.0 million. As at 31 December 2024, the Group's net current liabilities were approximately RMB8.3 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 RMB570.0 million.

In addition, as of 31 December 2024, 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 2024, bank and other borrowings in the aggregate principal amount of approximately RMB154.3 million were in default or cross-default. Subsequent to 31 December 2024, certain other bank and other borrowings of the Group have not been repaid in accordance with the scheduled repayment dates.

These events or circumstances indicate existing material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern.

### (II) 審計師無法表示意見

公司治理守則(CG守則)第D.1.3條規定，除非不適合假設公司將繼續經營，否則董事應以持續經營的基礎編製賬目。

截至2024年12月31日，集團錄得淨虧損約為3.300億元人民幣。至2024年12月31日，集團的淨流動負債約為826萬元人民幣，流動負債(包括違約或交叉違約的流動負債，或包含提前還款要求條款的流動負債)約為5.7億元人民幣。

此外，截至2024年12月31日，集團某些銀行貸款金額約為1.543億元人民幣未能根據預定還款日期償還。因此，截至2024年12月31日，銀行及其他貸款的總本金約為1.543億元人民幣已處於違約或交叉違約狀態。在2024年12月31日後，集團某些其他銀行及其他貸款仍未根據預定還款日期償還。

這些事件或情況表明存在重大不確定性，可能對集團的持續經營能力產生重大疑慮。

# Corporate Governance Report

## 企業管治報告

### 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 2024. 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 2024.

### 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 one executive Director, namely Mr. Yu Runkun (Chairman) and three independent non-executive Directors, namely, Ms. Zhang Chuwen, Mr. Wei Zhihang and Mr. Chi Shimin.

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.

### 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二零二四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二零二四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。

### 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。

董事會目前包括一名執行董事(即余潤坤先生(主席))及三名獨立非執行董事(即張楚文女士、魏志航先生及遲世敏先生)。

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。

## Corporate Governance Report 企業管治報告

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 24 to 27 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.

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.

彼等之履歷及(如適用)彼等之家屬關係載於本年報第24至27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。

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。



## Corporate Governance Report 企業管治報告

### 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.

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.

In accordance with article 112 of the Company's articles of association, Mr. Yu Runkun, Ms. Zhang Chuwen, Mr. Wei Zhihang and Mr. Chi Shimin will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

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

### 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。

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。

根據公司章程第112條，余潤坤先生，張楚文女士、魏志航先生及遲世敏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。

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。

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 2024.

### BOARD MEETINGS

The Board held 4 Board meetings during the year ended 31 December 2024, 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 67.

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。

董事會於截至二零二四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

董事會已於截至二零二四年十二月三十一日止年度內舉行4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67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.

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 108 to 111.

### DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

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 2024, 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.

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.

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.

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。

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 108 至 111 頁的「獨立核數師報告」內。

### 董事之持續專業發展

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。截至二零二四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。

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。

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。

## Corporate Governance Report 企業管治報告

### 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 2024, as announced by the Company dated 3 September 2024, Ms. Chen Tao resigned as the independent non-executive director and ceased to be the member of the Audit Committee and member of the Remuneration Committee and Nomination Committee of the Company. Following the resignation of Ms. Chen Tao, 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.

### 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

截至二零二四年十二月三十一日止年度，如本公司於二零二四年九月三日宣佈，陳桃女士辭去獨立非執行董事職務，不再擔任本公司審計委員會及薪酬委員會和提名委員會成員。陳桃女士辭職後，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 Ms. Zhang Chuwen, Mr. Wei Zhihang and Mr. Chi Shimin. Mr. Chi Shimin, 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 2024. The attendance of each Director at the Audit Committee meetings is set out on page 67. 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 2023 and for the six months ended 30 June 2024, reviewed the risk assessment results, the internal audit activities for 2024 and discussed the audit plans for the year ended 31 December 2024 with the external auditor.

In addition, the Audit Committee held one meeting in September 2025. The Audit Committee reviewed the Group's annual results for the year ended 31 December 2024.

### 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（即張楚文女士、魏志航先生及遲世敏先生）。遲世敏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。

於截至二零二四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67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、審閱本集團截至二零二三年十二月三十一日止年度及截至二零二四年六月三十日止六個月之綜合財務報表、檢討二零二四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二零二四年十二月三十一日止年度的審計計劃。

此外，審核委員會於二零二五年九月舉行一次會議。審核委員會審核本集團截至二零二四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.

For the year ended 31 December 2024, 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:

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。

於截至二零二四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 RMB 人民幣
Statutory audit services	法定審核服務	1,264,000
Non-audit services	非審核服務	Nil 無

### Remuneration Committee

As at 31 December 2024 and the date of this report, the Remuneration Committee comprises three independent non-executive Directors, namely Ms. Zhang Chuwen, Mr. Wei Zhihang and Mr. Chi Shimin. Ms. Zhang Chuwen, 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

於二零二四年十二月三十一日及本報告日期，薪酬委員會包括三名獨立非執行董事，即張楚文女士、魏志航先生及遲世敏先生。張楚文女士為薪酬委員會主席。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 2 meetings of the Remuneration Committee held during the year ended 31 December 2024. The attendance of each Director at the Remuneration Committee meeting is set out on page 67. 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 2024 are set out in note 14 to the consolidated financial statements.

### Nomination Committee

As at the date of this annual report, the Nomination Committee comprises three independent non-executive Directors, namely Ms. Zhang Chuwen, Mr. Wei Zhihang and Mr. Chi Shimin. Mr. Wei Zhihang is the chairman 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 2024. The attendance of each Director at the Nomination Committee meeting is set out on page 67. 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.

於截至二零二四年十二月三十一日止年度內已舉行2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67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。

至二零二四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14。

### 提名委員會

於本年報日期，提名委員會包括三名獨立非執行董事，即張楚文女士、魏志航先生及遲世敏先生。魏志航先生為提名委員會主席。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。

於截至二零二四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67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。

## Corporate Governance Report 企業管治報告

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 2024, 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。

於截至二零二四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。

## Corporate Governance Report 企業管治報告

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:

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)：

- |  |  |
|--|--|
| — the qualifications, skills, knowledge, ability and experience of the individual candidate;   | — 單個候選人的資格、技能、知識、能力及經驗；  |
| — the potential time commitment and attention to perform duties as a director under the Listing Rules and the applicable laws and regulations;   | — 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；  |
| — 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;  | — 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；                               |
| — 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);  | — 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)；  |
| — the current structure, size and composition of the Board and the Company's corporate strategy;   | — 董事會的現有架構、規模及組成以及本公司的企業戰略；  |
| — Board succession planning considerations and the long-term needs of the Company;   | — 董事會繼任計劃的考慮因素及本公司的長期需求；   |
| — (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 | — (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 |
| — any other factors and matters as the Nomination Committee may consider appropriate.  | — 提名委員會可能認為適宜的任何其他因素及事項。   |

## Corporate Governance Report

### 企業管治報告

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 2024 are set out below:

截至二零二四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				
		Audit Committee 審核委員會				General Meeting 股東大會
		Board 董事會	Committee 薪酬委員會	Committee 提名委員會	Committee 股東大會	
<b>Executive Directors</b> 執行董事						
Ms. Hou Wei	侯薇女士	4/4	N/A 不適用	N/A 不適用	2/2	1/1
Mr. Liu Xianxiu	劉賢秀先生	4/4	N/A 不適用	2/2	N/A 不適用	1/1
Mr. Yang Baikang	楊柏康先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
<b>Non-executive Director</b> 非執行董事						
Mr. Hou Bo	侯波先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
<b>Independent non-executive Directors</b> 獨立非執行董事						
Mr. Chen Zenghua	陳增華先生	4/4	3/3	2/2	2/2	1/1
Mr. Hou Lianchang	侯聯昌先生	4/4	3/3	2/2	2/2	1/1
Ms. Chen Tao	陳桃女士	4/4	3/3	2/2	2/2	1/1

# 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 HKFRS Accounting 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；

## Corporate Governance Report 企業管治報告

- 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。

## Corporate Governance Report 企業管治報告

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。



## Corporate Governance Report 企業管治報告

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 1704, 17/F., Far East Consortium Building, No. 121 Des Voeux Road Central, 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中環德輔道121號遠東發展大廈17樓1704室。



## Corporate Governance Report 企業管治報告

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](http://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](http://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](http://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](http://www.jiyiholdings.com))的「投資者關係」一節的企業管治一節。

## Corporate Governance Report 企業管治報告

### 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 2024, 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)。

於截至二零二四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

### 報告

#### ABOUT THIS REPORT

#### 有關本報告

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.

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。

#### ESG GOVERNANCE STRUCTURE

#### 環境、社會及管治治理架構

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.

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。

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.

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

### 報告範圍

### Reporting framework

### 報告架構

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.

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。

For the Group’s corporate governance practices, please refer to pages 53 to 73 for the section “Corporate Governance Report” contained in this annual report.

就本集團之企業管治常規而言，請參閱本年報第53至73頁所載「企業管治報告」一節。

### Reporting period

### 報告期間

This Report demonstrates our sustainability initiatives during the reporting period from 1 January 2024 to 31 December 2024.

本報告闡述我們自二零二四年一月一日起直至二零二四年十二月三十一日此報告期間的可持續發展舉措。

### Contact us

### 聯絡我們

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 1704, 17/F., Far East Consortium Building, No. 121 Des Voeux Road, Hong Kong.

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，並郵寄至香港中環德輔道121號遠東發展大廈17樓1704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 2024 (2023: 21). 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

於二零二四年十二月三十一日，本集團有21名（二零二三年：21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 FY2024, 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.

於二零二四財政年度，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 legislation s 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 (2023: 0.2 tonnes)**

Total consumption of paper of the Group was about 0.2 tonnes (FY2023: 0.2 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（二零二三年：0.2 噸）**

本集團的總耗紙量為約0.2噸（二零二三財政年度：0.2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: 568,080 kWh** **(FY2023: 466,554 kWh)**

Total consumption of electricity at the Group's headquarter in the PRC and other subsidiaries was 568,080 kWh (kilowatt-hour) (FY2023: 461,307 kWh) and 0 kWh (FY2023: 5,247 kWh) respectively, which produced about 446 tonnes carbon (FY2023: 362 tonnes carbon) and 0.0 tonnes carbon (FY2023: 0.1 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: 10,587 m<sup>3</sup> (FY2023: 5,203 m<sup>3</sup>)**

Total consumption of water at the Group's headquarter in the PRC and other subsidiaries was 5,203 m<sup>3</sup> (cubic meter) (FY2023: 5,203 m<sup>3</sup>) and 0 m<sup>3</sup> (FY2023: 0 m<sup>3</sup>) respectively. The Group had not encountered any issue in sourcing water that is fit for purpose.

#### **耗電：568,080 千瓦時(二零二三財政年度：466,554 千瓦時)**

本集團中國總部及其他附屬公司總耗電量分別為568,080 千瓦時(二零二三財政年度：461,307 千瓦時)及0 千瓦時(二零二三財政年度：5,247 千瓦時)，分別產生約446噸碳(二零二三財政年度：362 噸碳)及0.0 噸碳(二零二三財政年度：0.1 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：10,587 立方米(二零二三財政年度：5,203 立方米)**

本集團中國總部及其他附屬公司總耗水量為5,203 立方米(二零二三財政年度：5,203 立方米)及0 立方米(二零二三財政年度：0 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 increased by approximately 21.8%. 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 increased by approximately 103.5% during the year ended 31 December 2024. 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，耗電量增加約21.8%。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，於截至二零二四年十二月三十一日止年度，本集團之水耗量增加約103.5%。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 2024, 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 2023: 21) 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。

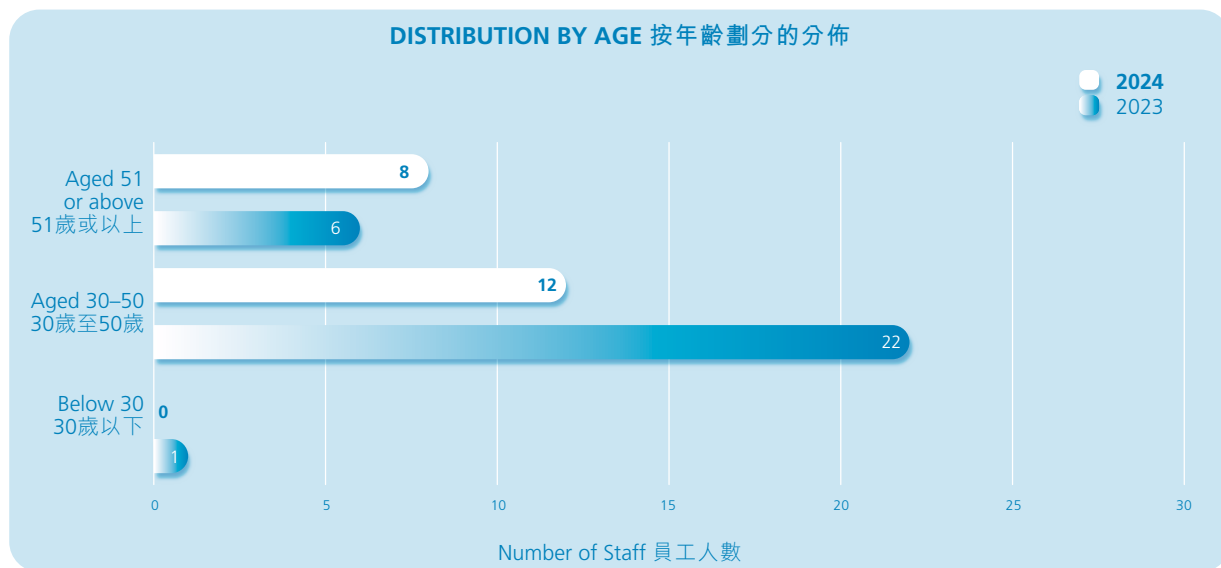
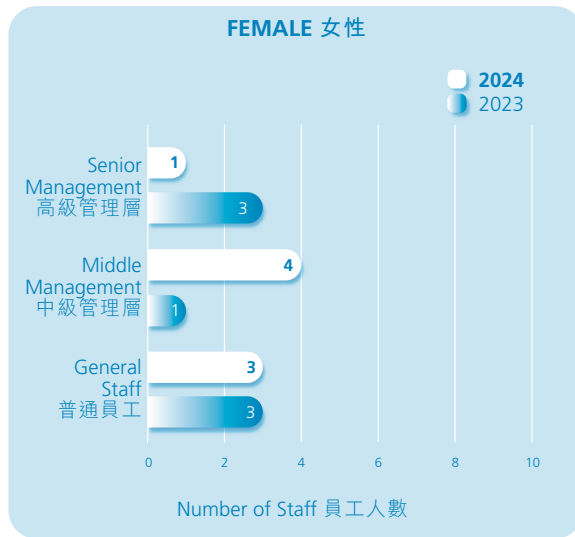
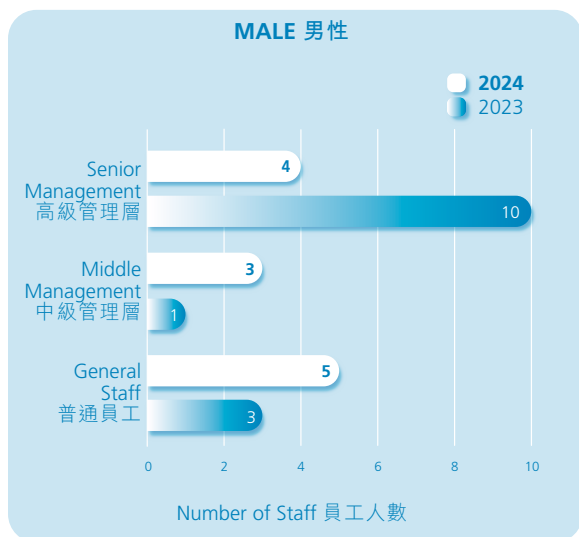
於二零二四年十二月三十一日，本集團遵守中國勞動法、香港法例第57章僱傭條例及有關工作時間及假期的所有其他相關香港／中國僱傭法律及法規，共有21名（於二零二三年十二月三十一日：21名）全職僱員。分別按職位、性別、年齡以及年資劃分的現有僱員分析載列如下：

# Environmental, Social and Governance Report

## 環境、社會及管治報告

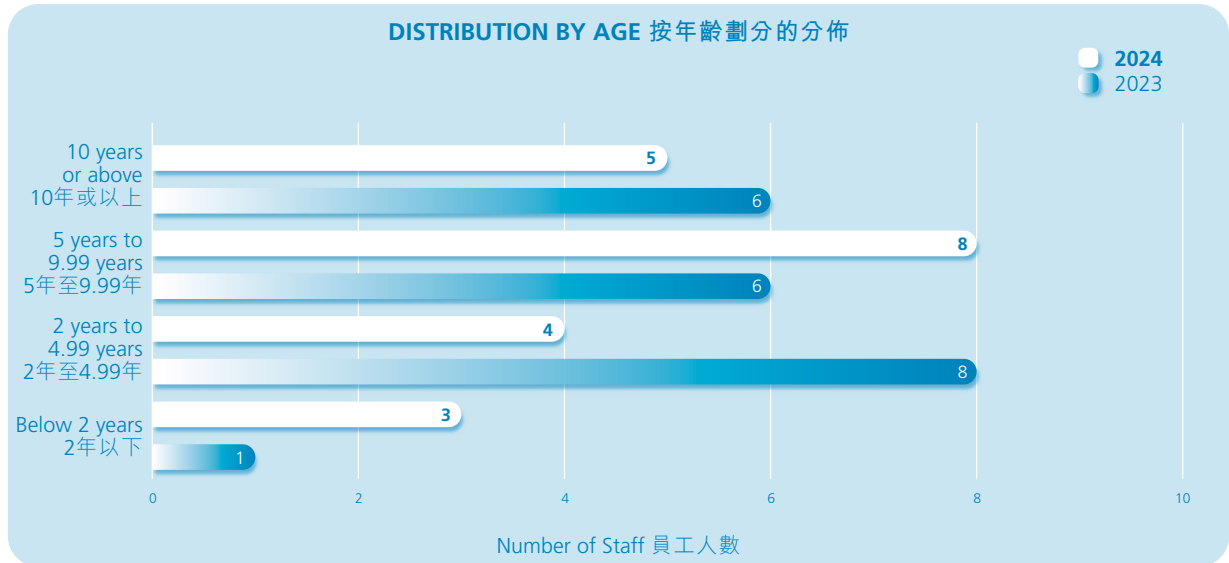
### STAFF DISTRIBUTION BY POSITION AND GENDER

按職位及性別劃分的員工分佈



## Environmental, Social and Governance Report

### 環境、社會及管治報告



The Group achieved relatively lower turnover rate in general frontline positions and young workforce, and the total number of employees was unchanged for the Reporting Period as compared to FY2023. The number of senior management employees was steady.

本集團錄得一般前線職位及年青人員的流失率相對較低，及報告期間之僱員總數較二零二三財政年度未發生變的。高級管理人員數目穩定。

The Group strives to provide a work environment with equal opportunities regardless of gender and age. As at 31 December 2024, the Group's male to female employee maintained at 13:8. The Group had also recruited from a diverse age group. Around 62% of our workforce were fell in the age group of 30–50, while around 38% were in the age groups of 51 or above, respectively.

本集團致力提供平等機會的工作環境而不論性別及年齡。於二零二四年十二月三十一日，本集團的男女僱員比例維持於13:8。本集團亦已從不同年齡組別招聘人手。約62%的員工來自30至50歲的年齡組別，約38%員工來自51歲或以上的年齡組別。



## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### 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

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

### *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 2024 and 2023

### *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*

- 於截至二零二四年及二零二三年十二月三十一日止年度並無任何人員傷亡事件

## Environmental, Social and Governance Report

### 環境、社會及管治報告

#### 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。

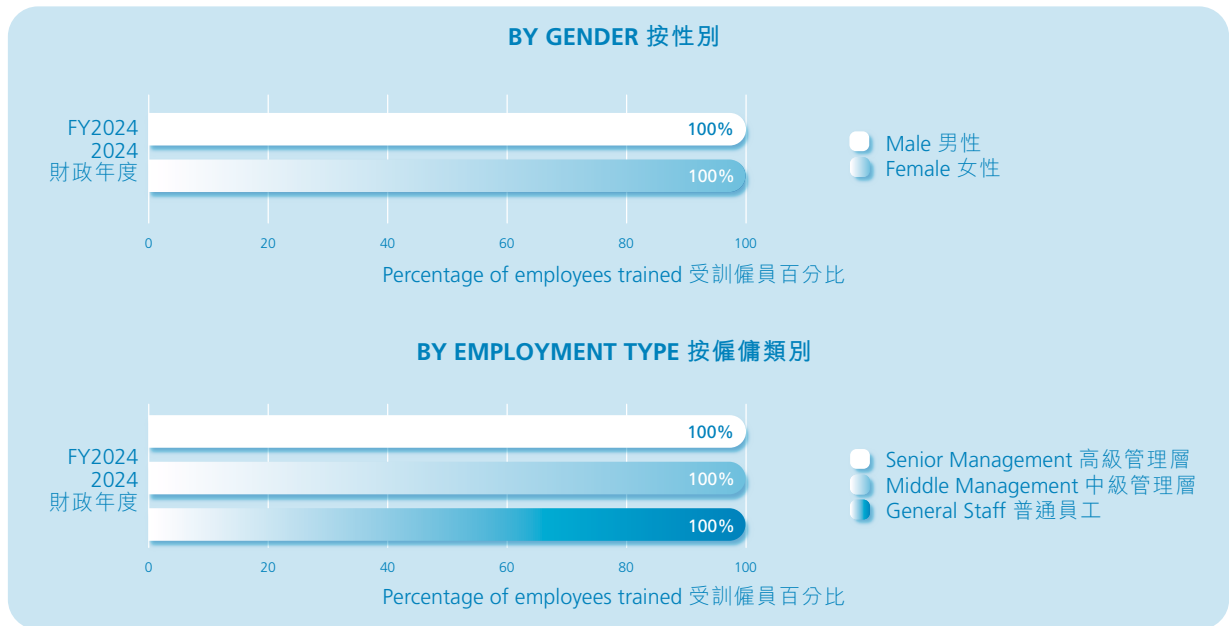
所有此等培訓均旨在提升及拓展僱員的技能組合。

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。

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

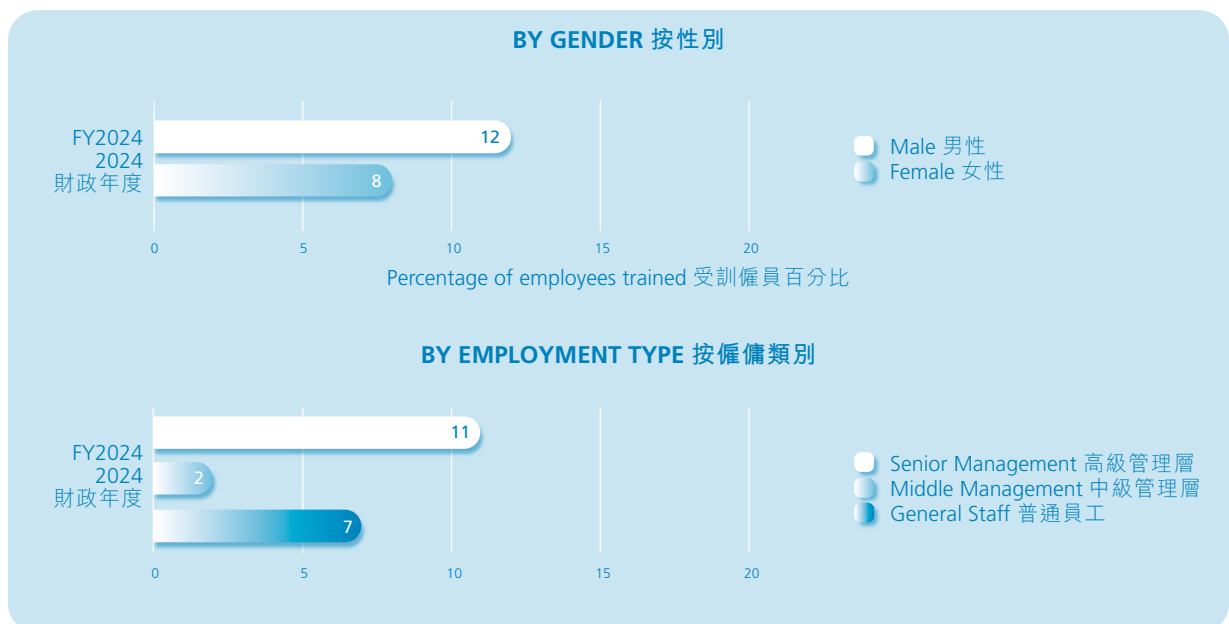
### THE PERCENTAGE OF EMPLOYEE TRAINED BY GENDER AND EMPLOYEE CATEGORY

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



## Environmental, Social and Governance Report

### 環境、社會及管治報告

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 2024 and 31 December 2023, 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。

截至二零二四年十二月三十一日及二零二三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 2024 and 31 December 2023, 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》。

截至二零二四年十二月三十一日及二零二三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

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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*
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KPI A2.3	Description of energy use efficiency initiatives and results achieved	*A2. Use of Resources — Electricity*
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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*
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KPI A2.5	Total packaging material used for finished products and, if applicable, with reference to per unit produced	*A2. Use of Resources — Packaging *
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## 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
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 *

# 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
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*

# 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
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 112 to 303 which comprise the consolidated statement of financial position as at 31 December 2024, 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112頁至第303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，包括於二零二四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 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. In all other respects, in our opinion, 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。吾等認為，在所有其他方面，綜合財務報表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

#### Material uncertainties relating to the going concern basis

As disclosed in Note 2 to the consolidated financial statements, the Group incurred a net loss of approximately RMB330.0 million for the year ended 31 December 2024. As of that date, the Group had significant outstanding bank borrowings of approximately RMB154.3 million that were either in default, cross-defaulted, or subject to early repayment clauses. A winding-up petition was also filed against the Company, and several court enforcement actions were taken against key PRC subsidiaries. In addition, the Group had substantial overdue liabilities including unpaid taxes, wages, and supplier payments.

The directors have prepared the consolidated financial statements on a going concern basis, based on certain plans and measures intended to improve the Group's liquidity position and restructure its indebtedness, as set out in Note 2.

However, due to the multiple uncertainties surrounding the successful implementation and outcome of these plans, we were unable to obtain sufficient appropriate audit evidence to support the assumptions and plans prepared by management regarding the Group's ability to continue as a going concern, and therefore, whether the use of the going concern basis of accounting is appropriate.

Consequently, we were unable to determine whether any adjustments might have been necessary to the consolidated financial statements, including potential adjustments to reduce the carrying amounts of assets to their recoverable amounts, to provide for additional liabilities, and to reclassify non-current items as current.

### 無法表示意見之基準

#### 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所披露，截至2024年12月31日止年度，本集團淨虧損約為人民幣330.0百萬元。而截至該日，本集團有約人民幣154.3百萬元之重大未償還銀行借款，該等借款已違約、交叉違約或附有提前還款條款。此外，針對本公司已提交清盤呈請，並對主要境內子公司採取多項法院強制執行措施。同時，本集團尚存包括欠繳稅款、薪資及供應商款項在內之重大逾期債務。

董事已依據持續經營基準編製綜合財務報表，此基於本集團擬實施之若干改善流動性狀況及重組債務之計劃與措施，詳見附註2所述。

然而，由於該等計劃之成功實施及結果存在多重不確定性，吾等無法取得足夠適當之審計證據，以支持管理層就本集團持續經營能力所作之假設及計劃，因而無法確定採用持續經營會計基礎是否恰當。

因此，吾等無法確定是否需對合併財務報表作出任何調整，包括可能需將資產賬面值減記至可回收金額、增提負債準備，以及將非流動項目重新分類為流動項目等調整。

## 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 HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants ("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 were not 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

17 September 2025

### 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

二零二五年九月十七日

## 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 2024 截至二零二四年十二月三十一日止年度

		NOTES 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元 (Restated) (重列)
Revenue	收入	6	311,017	629,482
Cost of sales	銷售成本		(300,820)	(628,865)
Gross profit	毛利		10,197	617
Other income	其他收入	8	82	103
Other losses, net	其他損失淨額	9	(3,612)	(15,831)
Distribution and selling expenses	分銷及銷售開支		(1,468)	(1,565)
Administrative expenses	行政開支		(14,314)	(16,136)
Provision for impairment loss on prepayment for acquisition of investment properties	收購投資物業之 預付款項之 減值虧損撥備	24	(26,707)	–
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	11	(263,965)	(365,882)
Loss on fair value change of financial assets at fair value through profit or loss ("FVTPL")	按公允值衡量之 金融資產虧損 (「按公允值計入損益」)		(200)	–
Loss on disposal of financial assets at FVTPL	按公允價值衡量之 金融資產外置虧損		(204)	–
Provision for impairment loss on goodwill	商譽之減值虧損撥備		–	(52,033)
Provision for litigation compensation and legal expenses	訴訟賠償和法律費用 準備金	29	(16,710)	(28,028)
			(316,901)	(478,755)
Finance costs	財務成本	10	(12,650)	(9,801)
Loss before tax	除稅前虧損		(329,551)	(488,556)
Income tax expense	所得稅開支	12	(413)	(10,600)
Loss for the year	年內虧損		(329,964)	(499,156)

# 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 2024 截至二零二四年十二月三十一日止年度

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元 (Restated) (重列)
	NOTES 附註		
Other comprehensive income: <i>Item that maybe reclassified subsequently to profit or loss:</i>	其他全面收益： 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	(4,800)	(23,295)
Other comprehensive income for the year, net of income tax	年內其他全面收益， 扣除所得稅	(4,800)	(23,295)
Total comprehensive loss for the year	年內全面虧損總額	(334,764)	(522,451)
Loss for the year attributable to:	以下各方應佔年內虧損：		
— Owners of the Company	— 本公司擁有人	(330,403)	(499,164)
— Non-controlling interests	— 非控股權益	439	8
		(329,964)	(499,156)
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	(335,203)	(522,459)
— Non-controlling interests	— 非控股權益	439	8
		(334,764)	(522,451)
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	16	
— Basic (RMB cents per share)	— 基本(人民幣分)	(125.26)	(189.25)
— Diluted (RMB cents per share)	— 攤薄(人民幣分)	(125.26)	(189.25)

## Consolidated Statement of Financial Position 綜合財務狀況表

At 31 December 2024 於二零二四年十二月三十一日

			31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元 (Restated) (重列)	1 January 2023 二零二三年 一月一日 RMB'000 人民幣千元 (Restated) (重列)
	NOTES 附註				
<b>Non-current assets</b>		<b>非流動資產</b>			
Property, plant and equipment	17	物業、廠房及設備	16,060	17,863	19,705
Right-of-use assets	18	使用權資產	9,510	11,944	9,152
Investment properties	19	投資物業	43,810	47,420	61,520
Goodwill	20	商譽	–	–	52,033
Prepayment for acquisition of investment properties	24(d)	收購投資物業之預付款項	7,270	33,977	33,977
Financial assets at FVTPL	21	按公平值計入損益之金融資產	–	1,178	1,178
Deferred tax assets		遞延稅項資產	–	–	10,633
			<b>76,650</b>	<b>112,382</b>	<b>188,198</b>
<b>Current assets</b>		<b>流動資產</b>			
Inventories	22	存貨	–	1,448	1,218
Amounts due from related parties		應收關聯方款項	–	–	3,945
Trade and other receivables and prepayments	24	貿易及其他應收款以及預付款項	347,587	498,180	795,061
Contract assets	23	合約資產	208,685	288,270	364,929
Restricted cash	25	受限制現金	392	103	182
Bank balances and cash	26	銀行結餘及現金	5,041	5,642	7,017
			<b>561,705</b>	<b>793,643</b>	<b>1,172,352</b>
<b>Total assets</b>		<b>資產總值</b>	<b>638,355</b>	<b>906,025</b>	<b>1,360,550</b>
<b>Current liabilities</b>		<b>流動負債</b>			
Trade and other payables	28	貿易及其他應付款項	242,155	134,402	120,246
Bank borrowings	30	銀行借款	154,320	254,325	232,038
Other borrowings	30	其他借款	3,600	2,760	3,360
Lease liabilities	33	租賃負債	4,762	5,030	1,999
Convertible loan notes	31	可換股貸款票據	50,776	47,430	44,014
Contract liabilities	32	合約負債	4,632	993	3,483
Provision for litigation and legal expenses	29	訴訟和法律費用準備金	44,738	28,028	–
Amount due to related parties	27	應付關聯方款項	35,019	207	–
Income tax payables		應付所得稅	29,961	28,645	28,678
			<b>569,963</b>	<b>501,820</b>	<b>433,818</b>

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 December 2024 於二零二四年十二月三十一日

			31 December 2024 二零二四年 十二月三十一日 NOTES 附註 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元 (Restated) (重列)	1 January 2023 二零二三年 一月一日 RMB'000 人民幣千元 (Restated) (重列)
<b>Net current (liabilities) assets</b>	流動(負債)資產淨值		<b>(8,258)</b>	291,823	738,534
<b>Total assets less current liabilities</b>	總資產減流動負債		<b>68,392</b>	404,205	926,732
<b>Non-current liabilities</b>	非流動負債				
Deferred tax liabilities	遞延稅項負債	34	<b>20,974</b>	21,877	21,877
Lease liabilities	租賃負債	33	–	146	222
			<b>20,974</b>	22,023	22,099
<b>Net assets</b>	資產淨值		<b>47,418</b>	382,182	904,633
<b>Capital and reserves</b>	股本及儲備				
Share capital	股本	35	<b>2,390</b>	2,390	112,112
Reserves	儲備		<b>43,858</b>	379,061	791,798
<b>Equity attributable to owners of the Company</b>	本公司擁有人應佔權益		<b>46,248</b>	381,451	903,910
Non-controlling interests	非控股權益		<b>1,170</b>	731	723
<b>Total equity</b>	權益總額		<b>47,418</b>	382,182	904,633

The consolidated financial statements on pages 112 to 303 were approved and authorised for issue by the board of directors on 17 September 2025 and are signed on its behalf by:

第112至303頁的綜合財務報表已於二零二五年九月十七日獲董事會批准及授權刊發，並由下列董事代表簽署：

Mr. Yu Runkun

余潤坤先生

DIRECTOR

董事

Mr. Yang Hui

楊輝先生

DIRECTOR

董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2024 截至二零二四十二月三十一日止年度

		Attributable to owners of the Company									Non-controlling interests	Total equity
		Share capital	Share premium	Contingent consideration reserve	Other reserve	Property revaluation reserve	Translation reserve	Share-based payments reserve	Statutory reserves	Accumulated losses	Total	
		股本	股份溢價	或然代價儲備	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	累計虧損	總計	非控股權益
		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
			(Note a)		(Note b)				(Note c)			
At 1 January 2024, as restated	於二零二四年一月一日(重列)	2,390	782,346*	2,221*	(54,850)*	29,855*	(14,492)*	11,903*	18,956*	(396,878)*	381,451	731
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	(330,403)	(330,403)	439
Other comprehensive income for the year	年內其他全面收益	-	-	-	-	-	(4,800)	-	-	-	(4,800)	-
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	(4,800)	-	-	(330,403)	(335,203)	439
At 31 December 2024	於二零二四年十二月三十一日	2,390	782,346*	2,221*	(54,850)*	29,855*	(19,292)*	11,903*	18,956*	(727,281)*	46,248	1,170
As 1 January 2023 (as previously reported)	於二零二三年一月一日(如先前申報)	112,112	672,624	2,221	(54,850)	29,855	8,803	11,903	18,956	102,757	904,381	723
Prior year adjustments (Note 4)	上年度調整(附註4)	-	-	-	-	-	-	-	-	(471)	(471)	-
At 1 January 2023, as restated	於二零二三年一月一日(重列)	112,112	672,624	2,221	(54,850)	29,855	8,803	11,903	18,956	102,286	903,910	723
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	(499,164)	(499,164)	8
Other comprehensive income for the year	年內其他全面收益	-	-	-	-	-	(23,295)	-	-	-	(23,295)	-
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	(23,295)	-	-	(499,164)	(522,459)	8
Shares merger (Note 35)	股份合併(附註35)	(109,722)	109,722	-	-	-	-	-	-	-	-	-
At 31 December 2023, as restated	於二零二三年十二月三十一日(重列)	2,390	782,346*	2,221*	(54,850)*	29,855*	(14,492)*	11,903*	18,956*	(396,878)*	381,451	731

\* These reserve accounts represent the consolidated reserves totalling approximately RMB43,858,000 (2023: RMB379,061,000) as reported in the consolidated statement of financial position.

\* 該等儲備賬目代表綜合財務狀況表內的綜合儲備總計約人民幣43,858,000元(二零二三年: 人民幣379,061,000元)。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

Note:

附註：

(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.

(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) Other reserves

As at 31 December 2024 and 2023, 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.

(b) 其他儲備

於二零二四年及二零二三年十二月三十一日，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) 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.

(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 2024 截至二零二四年十二月三十一日止年度

			2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元 (Restated) (重列)
	NOTES 附註			
<b>OPERATING ACTIVITIES</b>		<b>經營活動</b>		
Loss before tax		除稅前虧損	(329,551)	(488,556)
Adjustments for:		就以下各項作出調整：		
Depreciation of property, plant and equipment	13	物業、廠房及設備折舊	1,714	1,999
Depreciation of right-of-use assets	13	使用權資產折舊	2,472	2,149
Provision for impairment loss on prepayment for acquisition of investment properties		收購投資物業之預付款項之減值虧損撥備	26,707	—
Write-down of inventories	13	撇減存貨	218	—
Loss on fair value change of financial assets at FVTPL		按公平值計入損益之金融資產減值虧損撥備	200	—
Loss on disposal of financial assets at FVTPL		按公平值計入損益之金融資產外置虧損	204	—
Finance costs	10	財務成本	12,650	9,801
Interest income		利息收入	(2)	(11)
Provision for impairment losses under expected credit loss model, net	11	預期信貸虧損模型項下之減值虧損撥備，淨額	263,965	365,882
Impairment loss on Goodwill		商譽之減值虧損	—	52,033
Loss from changes in fair value of investment properties	9	投資物業公平值變動之虧損	3,610	14,100
Provision for litigation compensation and legal expenses		訴訟和法律費用準備金	16,710	28,028
Operating cash flows before movements in working capital		營運資金變動前之經營現金流量	(1,103)	(14,575)
Increase/(decrease) in restricted cash		受限制資金增加	(289)	79
Decrease/(Increase) in inventories		存貨減少／(增加)	1,230	(230)
Increase in trade and other receivables		貿易及其他應收款項增加	(141,198)	(52,401)
Decrease in contract assets		合約資產減少	7,411	60,059
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	98,941	7,226
Increase/(decrease) in contract liabilities		合約負債增加／(減少)	3,639	(2,490)
Cash generated from operations		經營所得現金	(31,369)	(2,332)
Income tax paid		已付所得稅	—	—
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>		<b>經營活動所得現金淨額</b>	<b>(31,369)</b>	<b>(2,332)</b>



# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

			2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元 (Restated) (重列)
	NOTES 附註			
<b>INVESTING ACTIVITIES</b>		<b>投資活動</b>		
Advance to related parties		提供貸款給關聯方	—	3,945
Proceeds on disposal of financial assets at fair value through profit or loss		出售透過損益以公平值列賬之金融資產所得款項	774	—
Interest received	8	已收利息	2	11
<b>NET CASH GENERATED FROM INVESTING ACTIVITIES</b>		<b>投資活動所得現金額</b>	<b>776</b>	<b>3,956</b>
<b>FINANCING ACTIVITIES</b>		<b>融資活動</b>		
Advance from related parties		向關聯方貸款	34,812	207
Proceeds from discounted commercial bills and discounted letter of credit		貼現商業票據及貼現信用證所得款項	—	22,290
Repayment of bank and other borrowings		償還銀行及其他借款	—	(603)
Interest paid for bank borrowings		銀行借款已付利息	—	(26)
Repayment of lease liabilities — principal portion		償還租賃負債 — 本金部分	(428)	(921)
<b>NET CASH GENERATED FROM FINANCING ACTIVITIES</b>		<b>融資活動所得現金淨額</b>	<b>34,384</b>	<b>20,947</b>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>		<b>現金及現金等價物減少淨額</b>	<b>3,791</b>	<b>22,571</b>
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>		<b>於一月一日之現金及現金等價物</b>	<b>5,642</b>	<b>7,017</b>
Effect of foreign exchange rate changes		外幣匯率變動影響	(4,392)	(23,946)
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER, represented by bank balances and cash</b>		<b>於十二月三十一日之現金及現金等價物，以銀行結餘及現金表示</b>	<b>5,041</b>	<b>5,642</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四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, both an ultimate and immediate holding company incorporated in the British Virgin Islands (“BVI”) which is wholly-owned by Ms. Hou Wei. Ms. Hou Wei is the ultimate controlling individual of the Group. 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 1704, 17/F., Far East Consortium Building, No. 121 Des Voeux Road Central, Hong Kong.

The Company is an investment holding company and the principal activities of the Company’s principal subsidiaries are set out in Note 43.

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 2024 have been prepared in accordance with HKFRS Accounting Standards 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」)之最終和直接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。侯薇女士為本集團的最終控制人。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中環德輔道121號遠東發展大廈17樓1704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43。

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

本集團截至二零二四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 2024 截至二零二四年十二月三十一日止年度

### 2.2 GOING CONCERN BASIS

For the year ended 31 December 2024, the Group incurred a net loss of approximately RMB330.0 million. As at 31 December 2024, the Group's net current liabilities were approximately RMB8.3 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 RMB570.0 million.

In addition, as of 31 December 2024, 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 2024, bank and other borrowings in the aggregate principal amount of approximately RMB154.3 million were in default or cross-default. Subsequent to 31 December 2024, certain other bank and other borrowings of the Group have not been repaid in accordance with the scheduled repayment dates.

In addition, on 12 June 2023, a winding-up petition (the "Petition") was filed by 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. 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

截至二零二四年十二月三十一日止年度，本集團產生虧損淨額約人民幣330.0百萬元。於二零二四年十二月三十一日，本集團的流動負債淨額約為人民幣8.3百萬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570.0百萬元。

此外，截至二零二四年十二月三十一日，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，截至二零二四年十二月三十一日，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。於二零二四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，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 2024 截至二零二四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 actively maintained a dialogue with its lenders, noteholders and creditors (the "Creditors") regarding negotiation of the repayment terms of the Company's bank borrowings, convertible loan notes and other borrowings. As at the date of this announcement, the Creditors have indicated that considering the supportive policies of the national and local governments and the signs of the property market stabilising, the Creditors believe the Company is able to overcome its financial difficulties and the Company will be able to agree on repayment terms with the Creditors that can be feasibly carried out. The Creditors have also, through the dialogue with the Company, indicated that they will not take additional legal proceedings in relation to the outstanding borrowings of the Group. As of the date of this announcement, there is no court proceedings relating to the outstanding borrowings of the Group which will have any material impact on the operations, financial position or results of the Group. The Company is actively engaging with the Creditors and the Directors believe that the Group will be able to reach an agreement with the Creditors in respect of feasible repayment terms. The Company may also explore the possibility of equity fund raising activities to raise proceeds to repay some of the Group's borrowings, which would aid in the negotiation of more favorable repayment terms;

### 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：

- 本公司一直與其貸款人、票據持有人及債權人（「債權人」）就本公司銀行借款、可轉換貸款票據及其他借款的還款條款進行磋商，並積極與其保持對話。截至本公告日期，債權人表示，考慮到國家及地方政府的支持政策以及房地產市場趨穩的跡象，債權人相信本公司能夠克服財務困難，且本公司將能夠與債權人就切實可行的還款條款達成協議。債權人亦已透過與本公司的對話表示，其不會就本集團尚未償還的借款採取額外法律程序。截至本公告日期，並無與本集團尚未償還借款有關的法院訴訟，而該等訴訟不會對本集團的經營、財務狀況或業績造成任何重大影響。本公司正積極與債權人接洽，董事相信本集團將能夠就可行的還款條款與債權人達成協議。本公司亦可能探討進行股權融資活動以籌集資金償還集團部分借款的可能性，此舉將有助於協商更優惠的還款條款；

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 2.2 GOING CONCERN BASIS (Continued)

- The Company has been actively evaluating the current financial and operating conditions with a view of unlocking the intrinsic value of the Group's business and assets as the domestic business environment gradually recovers. The Group will continue to actively adapt to market changes and capture demands. The Group intends to continue developing its higher profit margin interior design and building engineering services business to improve profitability. As at the date of this announcement, the Group has secured 35 contracts with a total contract sum of approximately RMB1,087 million;
- The Group will continue to accelerate the collection of pre-sale payment and other receivables and to seek suitable opportunities to dispose of corporate fixed assets and investment properties to generate additional cash inflows; and
- 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.

### 2.2 持續經營基準(續)

- 隨著國內營商環境逐漸復甦，公司一直在積極評估當前的財務和經營狀況，以期釋放集團業務和資產的內在價值。集團將持續積極適應市場變化，掌握市場需求。集團計劃繼續發展利潤率更高的室內設計及建築工程服務業務，以提升獲利能力。截至本公告日期，集團已獲得35份合同，合約總金額約為10.867億元人民幣；
- 本集團將持續加速收回預售款及其他應收款，並尋求適當機會出售企業固定資產及投資性房地產，以產生額外現金流入；及
- 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。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 2.2 GOING CONCERN BASIS (Continued)

The Board is of the opinion that, taking into account the above plans and measures implemented during the year ended 31 December 2024, the Group will have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due within the next twelve months from 31 December 2024. The Directors have also 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 2024 have been properly prepared on a going concern basis.

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;

#### 2.2 持續經營基準 (續)

董事會認為，計及截至2024年12月31日止年度實施的上述計劃及措施，本集團將擁有充足的營運資金為其營運提供資金及履行自2024年12月31日起十二個月內到期的財務責任。董事亦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，彼等信納截至二零二四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。

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；

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 2.2 GOING CONCERN BASIS (Continued)

- (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 2024.

### 2.2 持續經營基準 (續)

- (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二零二四年十二月三十一日止年度的綜合財務報表中。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 2.3 APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

#### Amendments to HKFRS Accounting Standards that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRS Accounting Standards 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 2024 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The application of the amendments to HKFRS Accounting Standards and interpretation 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」）頒佈並於二零二四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：

香港財務報告準則第16號之修訂	售後租回的租賃負債
香港會計準則第1號之修訂	分類負債為流動或非流動
香港會計準則第1號之修訂	附帶契約的非流動負債
香港會計準則第7號及香港財務報告準則第7號之修訂	供應方融資安排

於本年度應用香港財務報告準則會計準則之修訂及詮釋並無對本集團於本年度及過往年度的財務狀況及表現及／或該等綜合財務報表所載的披露事項造成重大影響。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 2.3 APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (Continued)

#### New and amendments to HKFRS Accounting Standards in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRS Accounting Standards that have been issued but are not yet effective and may be relevant to the group.

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments <sup>3</sup>
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity <sup>3</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>1</sup>
Amendments to HKFRS Accounting standard	Annual Improvements to HKFRS Accounting Standards — Volume 11 <sup>3</sup>
Amendments to HKAS 21 and HKAS 1	Lack of Exchangeability <sup>2</sup>
HKFRS 18	Presentation and Disclosure in Financial Statements <sup>4</sup>
Amendments to HK Int 5	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause <sup>4</sup>

<sup>1</sup> Effective for annual periods beginning on or after a date to be determined

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2025

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2026

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2027

### 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

本集團並無提早應用以下已頒佈但尚未生效之新訂香港財務報告準則會計準則及其修訂並且可能與本集團相關。

香港財務報告準則第9號及香港財務報告準則第7號之修訂	金融工具的分類與計量之修訂 <sup>3</sup>
香港財務報告準則第9號及香港財務報告準則第7號之修訂	涉及自然依賴型電力之合約 <sup>3</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間的資產出售或注資 <sup>1</sup>
香港財務報告準則會計準則之修訂	香港財務報告準則會計準則的年度改進第11冊 <sup>3</sup>
香港會計準則第21號及香港會計準則第1號之修訂	缺乏可兌換性 <sup>2</sup>
香港財務報告準則第18號	財務報表之呈列及披露 <sup>4</sup>
香港詮釋第5號之修訂	財務報表之呈列 — 借款人對載有按要求償還條款的定期貸款的分類 <sup>4</sup>

<sup>1</sup> 於待釐定日期或之後開始之年度期間生效

<sup>2</sup> 於二零二五年一月一日或之後開始之年度期間生效

<sup>3</sup> 於二零二六年一月一日或之後開始之年度期間生效

<sup>4</sup> 於二零二七年一月一日或之後開始之年度期間生效

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 2.3 APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (Continued)

##### New and amendments to HKFRS Accounting Standards in issue but not yet effective (Continued)

The Group is in the process of assessing the impact of these new and amendments to HKFRS Accounting Standards. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements except for HKFRS 18 Presentation and Disclosure in Financial Statements which is detailed below.

##### **HKFRS 18 Presentation and Disclosure in Financial Statements**

HKFRS 18 Presentation and Disclosure in Financial Statements, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 Presentation of Financial Statements. This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 and HKFRS 7. Minor amendments to HKAS 7 Statement of Cash Flows and HKAS 33 Earnings per Share are also made.

#### 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)

本集團現正評估該等新訂香港財務報告準則會計準則及其修訂的影響。截至目前結論為有關採納不大可能對綜合財務報表產生重大影響(下文所詳述的香港財務報告準則第18號財務報表之呈列及披露除外)。

##### **香港財務報告準則第18號財務報表之呈列及披露**

香港財務報告準則第18號財務報表之呈列及披露載列財務報表之呈列及披露規定，將取代香港會計準則第1號財務報表之呈列。此新訂香港財務報告準則會計準則在延續香港會計準則第1號中眾多規定之同時，引入於損益表中呈列指定類別及定義小計之新規定；就財務報表附註中管理層界定之表現計量提供披露及改進於財務報表中將予披露之合併及分類資料。此外，香港會計準則第1號之部分段落已移至香港會計準則第8號及香港財務報告準則第7號。香港會計準則第7號現金流量表及香港會計準則第33號每股盈利亦作出細微修訂。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 2.3 APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS *(Continued)*

#### New and amendments to HKFRS Accounting Standards in issue but not yet effective *(Continued)*

##### HKFRS 18 Presentation and Disclosure in Financial Statements *(Continued)*

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of the new standard is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements. The Group is in the process of assessing the detailed impact of HKFRS 18 on the Group's consolidated financial statements.

### 3. MATERIAL ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards, which includes all HKFRS Accounting 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)*

##### 香港財務報告準則第18號財務報表之呈列及披露 *(續)*

香港財務報告準則第18號及其他準則之修訂將於二零二七年一月一日或之後開始之年度期間生效，並允許提早應用。應用新準則預期將會影響損益表之呈列以及未來財務報表之披露。本集團正在評估香港財務報告準則第18號對本集團綜合財務報表之詳細影響。

### 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。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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力以主導投資對象相關活動）影響該等回報時，即取得控制權。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL ACCOUNTING POLICIES

(Continued)

#### Revenue from contracts with customers

(Continued)

**Overtime revenue recognition: measurement of progress towards complete satisfaction of a performance obligation** (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)

**隨時間確認收益：完滿達成履約責任之進度計量 (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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL ACCOUNTING POLICIES

(Continued)

#### Revenue from contracts with customers

(Continued)

**Overtime revenue recognition: measurement of progress towards complete satisfaction of a performance obligation** (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)

**隨時間確認收益：完滿達成履約責任之進度計量 (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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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.

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。

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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL ACCOUNTING POLICIES

(Continued)

#### Leases (Continued)

#### The Group as a lessee (Continued)

#### Lease modifications

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

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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL ACCOUNTING POLICIES

(Continued)

#### 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.

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 and at the time of transaction does not give rise to equal taxable and deductible temporary differences. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

### 3. 重大會計政策 (續)

#### 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。

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。此類遞延所得稅資產及負債，若暫時性差異係產生於資產或負債之初始認列（業務合併除外），且該交易既不影響課稅利潤亦不影響會計利潤，且於交易時點未產生等額之應課稅與可抵扣暫時性差異，則不予認列。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。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL ACCOUNTING POLICIES

(Continued)

#### Taxation (Continued)

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.

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.

### 3. 重大會計政策 (續)

#### 稅項 (續)

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。

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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL ACCOUNTING POLICIES

(Continued)

#### Taxation (Continued)

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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilised and a deferred tax liability for all taxable temporary differences.

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

Current and deferred tax are recognised in profit or loss, 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 in equity 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。本集團會於可抵扣暫時性差異預期能夠使用課稅利潤予以抵減時，就租賃負債相關部分確認遞延稅項資產，並就所有應課稅暫時性差異確認遞延稅項負債。

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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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。

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

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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.

#### 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資產(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。

#### 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 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

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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；

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL 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.

#### 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.

### 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。

#### 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。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

#### Financial liabilities and equity (Continued)

##### 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.

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 in equity 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 in equity will be transferred to retained profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

### 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

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。

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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

#### Financial liabilities and equity (Continued)

#### Convertible loan notes (Continued)

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.

#### 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.

### 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)

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。

#### 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。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 3. MATERIAL ACCOUNTING POLICIES

(Continued)

#### Cash and bank balances (Continued)

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.

#### 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.

### 3. 重大會計政策 (續)

#### 現金及銀行結餘 (續)

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。

#### 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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 4. PRIOR YEAR ADJUSTMENTS

- (a) In the preparation of the Company's consolidated financial statements for the year ended 31 December 2024, the Company implemented a series of measures in response to the unauthorised guarantee arrangements. The Company engaged independent advisors to conduct a special investigation (the "Investigation") into two incidents of unauthorised guarantee arrangements (the "Incidents"), commissioned appraisers to issue valuation reports on the related collateral, and conducted a comprehensive review to identify any other undisclosed unauthorised financial assistance, in order to assess the potential impact of these matters on the Company's business operations and financial condition. During the investigation, the independent advisors further discovered that Ms. Hou Wei's personal credit report indicated her involvement as a guarantor in two finance lease transactions, where the borrowers were the Company's non-wholly owned subsidiaries, Guangjilian (Guangzhou) Trading Co., Ltd. ("Guangjilian") and Guangxi Jiye New Energy Technology Co., Ltd. ("Guangxi Jiye"), but these transactions were not disclosed in the 2022 and 2023 annual reports.

### 4. 上年度調整

- (a) 於編制本公司截至二零二四年十二月三十一日止年度之綜合財務報表過程中，本公司針對未經授權之擔保安排事項採取了一系列措施。本公司聘請獨立顧問對兩宗未經授權之擔保貸款事件（「該事件」）展開專項調查（「該調查」），同時委託估價師對相關抵押物出具估價報告，並全面排查是否存在其他未披露的未經授權之財務資助行為，以評估該等事項對公司業務運營及財務狀況的潛在影響。獨立顧問在調查過程中進一步發現，侯薇女士，本公司非全資控股子公司廣集聯（廣州）貿易有限公司（「廣集聯」）及廣西集一新能源科技有限公司（「廣西集一」）的征信報告顯示侯薇女士作為擔保人涉及兩筆融資租賃業務，該等業務由廣集聯及廣西集一作為抵押方，但未在二零二二年及二零二三年年報中予以披露。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 4. PRIOR YEAR ADJUSTMENTS (Continued)

##### (a) (Continued)

Regarding the first unauthorised guarantee arrangement, Mr. Deng Jianshen (spouse of Ms. Hou Wei), Ms. Hou Wei, and Ms. Huang Wenqing obtained a loan of RMB 20,000,000 on 2 November 2020, which constituted a private lending arrangement. The guarantor for this loan was the Group's subsidiary, Jiye Industrial Group (Shenzhen) Co. Ltd. ("Shenzhen Jiye").

During a meeting held on 5 January 2022 to discuss the Group's overall operational status and financing arrangements, Mr. Hou Bo (a non-executive director of Jiye Holdings), Mr. Ye Yihui, Mr. He Yanye, and Mr. Hou Lianchang (independent non-executive directors of Jiye Holdings Limited) were absent. At this meeting, Ms. Huang Wenqing requested that Shenzhen Jiye be added as a guarantor. All participants unanimously agreed to appoint Shenzhen Jiye as the guarantor for the unauthorised guarantee provided to Mr. Deng Jianshen, Ms. Hou Wei, and Ms. Deng Yiyi.

The second unauthorised guarantee arrangement involved Guangdong Jiye Home Building Materials Chain Co., Ltd. ("Jiye Home"). On 28 January 2022, Jiye Home authorised the prior Chief Financial Officer, Ms. Deng Yiyi, to sign a personal loan agreement with Bank of Communications Co., Ltd., Meizhou Branch, for a loan amount of RMB 7,000,000. The guarantors for this loan were Jiye Home, Mr. Deng Jianshen, Ms. Hou Wei, and Ms. Deng Yiyi. The borrower was Ms. Deng Yiyi personally.

Similarly, during a management meeting held on 16 January 2022, the same four directors were absent. These four directors were unaware of both unauthorised guarantee arrangements.

#### 4. 上年度調整 (續)

##### (a) (續)

關於第一宗未經授權的擔保安排，鄧建申先生（侯薇女士的配偶）、侯薇女士與黃文清女士於2020年11月2日獲得一筆人民幣20,000,000元的貸款，該交易屬私人借貸行為。此貸款的擔保人為集團子公司集一實業集團（深圳）有限公司（「深圳集一」）。

在2022年1月5日為討論集團整體營運狀況及融資安排而召開的會議中，集一控股非執行董事侯波先生、獨立非執行董事葉義輝先生、何衍業先生及侯聯昌先生均缺席。會上黃文清女士要求將深圳集一新增為擔保人，全體與會者一致同意委任深圳集一作為鄧建申先生、侯薇女士及鄧禕禕女士未經授權擔保的保證人。

第二宗未經授權的擔保安排涉及廣東集一家居建材連鎖有限公司（「集一家居」）。該公司於2022年1月28日授權時任財務總監鄧禕禕女士與交通銀行股份有限公司梅州分行簽署金額為人民幣7,000,000元的個人貸款協議。此貸款的擔保人為集一家居、鄧建申先生、侯薇女士及鄧禕禕女士。借款人為鄧禕禕女士個人。

同樣地，在2022年1月16日召開的管理層會議中，上述四位董事亦未出席。該四位董事對該兩宗未經授權的擔保安排並不知情。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 4. PRIOR YEAR ADJUSTMENTS (Continued)

#### (a) (Continued)

In relation to the Incidents, the guarantees provided by Ms. Deng Yiyi, Mr. Deng Jianshen, and Ms. Hou Wei essentially constituted “financial assistance provided by a listed issuer’s group to connected persons or jointly held entities” as regulated under Chapter 14A of the Listing Rules, which legally requires disclosure and board approval. As the borrowers of both loans were not financial institutions, their knowledge of compliance requirements was limited, and they failed to strictly follow standardized lending procedures. Consequently, even though partial management approval was obtained, formal authorisation from the board of directors of Ji Yi Holdings Limited was not secured.

Additionally, during the 2022 audit period, Guangjilian and Guangxi Ji Yi signed finance leases with Herald International Financial Leasing Co., Ltd. (“Herald Leasing”) to lease 8 and 13 new energy vehicles, respectively. As the timing of these transactions was near the end of 2022, the Company was unable to record them promptly. Although Mr. Luo Weizhao, the prior Chief Financial Officer and Company Secretary, received the relevant documents forwarded by Ms. Hou Wei, he neither processed the accounting entries nor informed the auditors. This resulted in the omission of these transactions from the 2022 and 2023 financial statements.

### 4. 上年度調整(續)

#### (a) (續)

就相關事件而言，鄧禕禕女士、鄧建申先生及侯薇女士所提供的擔保，實質上構成《上市規則》第14A章所規管的「上市發行人集團向關連人士或共同持有實體提供財務資助」，該類行為依法須進行信息披露並取得董事會批准。由於兩筆貸款的借款人均非金融機構，其對合規要求的認知相對不足，且未嚴格遵循標準化貸款程序。因此，儘管獲得了部分管理層的認可，但仍未取得集一控股有限公司董事會的正式授權。

此外，在2022年度的審計期間，廣集聯與廣西集一分別與先鋒國際融資租賃有限公司（「先鋒租賃」）簽訂融資租賃協議，各自租用8輛及13輛新能源汽車。由於這些交易臨近2022年末才完成，本公司未能及時進行帳務記錄。儘管時任首席財務官兼公司秘書羅偉兆先生收到了侯薇女士轉交的相關文件，但其既未處理相關會計分錄亦未告知審計師，導致這些交易被遺漏於2022年及2023年的財務報表。



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

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 4. PRIOR YEAR ADJUSTMENTS (Continued)

#### (a) (Continued)

##### (i) **Adjustment related to the unauthorised guarantee arrangements**

The valuation report carried out by Vincorn Consulting and Appraisal Limited, independent and qualified professional valuers who are not connected to the Group or its fair value estimation process, shows that the borrowers of the two loans have already pledged their available collateral assets against existing guarantee arrangements. The value of these assets is sufficient to cover the amounts under the two unauthorised guarantee arrangements. As a result, these arrangements did not have a material impact on the consolidated financial statements for the years ended 31 December 2022, 2023, and 2024. The assessment concludes that no adjustments to the overall financial impact assessment are necessary.

### 4. 上年度調整 (續)

#### (a) (續)

##### (i) **就與未經授權擔保貸款有關之調整**

經與該集團及其公允價值評估流程無關聯的獨立合格專業評估機構泓亮諮詢及評估有限公司出具的估值報告顯示，該兩筆貸款的借款人已將其可用抵押資產用於現行擔保安排，且該等資產價值足以覆蓋兩宗未經授權擔保安排所涉金額。因此，該等安排對截至二零二二、二零二三及二零二四年十二月三十一日止年度的綜合財務報表並未產生重大影響。評估結論認為無需對整體財務影響評估作出調整。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 4. PRIOR YEAR ADJUSTMENTS (Continued)

#### (a) (Continued)

#### (ii) Adjustment related to the unrecorded finance leases

For the accounting treatment of the unrecorded finance lease transactions, the independent advisors determined that, as of 31 December 2024, the unrecorded finance leases liabilities of Guangxi Ji Yi and Guangjilian primarily involved five aspects: 1 vehicle from Guangxi Ji Yi, which the group claimed it has been sold and could not be recovered, is valued at approximately RMB237,000 (2023: RMB235,000) based on the corporate credit report; issued from China Construction Bank Corporation 12 vehicles repossessed by Herald Leasing from Guangxi Ji Yi, valued at approximately RMB2,744,000 (2023: RMB2,744,000) according to the credit report and settlement agreement; 1 vehicle transferred from Guangjilian to administrative officer Sun Chaohai, valued at approximately RMB111,000 (2023: RMB186,000); 4 vehicles repossessed by Herald Leasing from Guangjilian, valued at approximately RMB879,000 (2023: RMB900,000) per the settlement agreement; and 3 vehicles involved in litigation with Beijing Jinchan Huitian Investment Management Co., Ltd., valued at approximately RMB712,000 (2023: RMB688,000). These matters collectively resulted in liabilities of approximately RMB4,683,000 (2023: RMB4,871,000). The valuation did not account for potential penalty fees, as professional judgment deemed that even if such penalties were incurred, their amount would not materially affect the overall financial assessment conclusion.

The Group has quantified the financial impact on its consolidated financial statements, and the effects are presented in the table below.

### 4. 上年度調整(續)

#### (a) (續)

#### (ii) 就與未記錄融資租賃有關之調整

針對未記錄融資租賃事項的會計處理，獨立顧問查明截至2024年12月31日，廣西集一與廣集聯未入帳融資租賃債務主要涉及五個方面：廣西集一的1部車輛集團聲稱該資產已出售且無法收回，按中國建設銀行股份有限公司發布的企業信用報告估值約人民幣237,000元(2023：人民幣235,000元)；廣西集一被先鋒租賃收回的12部車輛，根據信用報告及和解協議估值約人民幣2,744,000元(2023：人民幣2,744,000)；廣集聯轉讓至行政專員孫朝海名下的1部車輛，估值約人民幣111,000元(2023：人民幣186,000元)；廣集聯被先鋒租賃收回的4部車輛，按和解協議估值約人民幣879,000元(2023：人民幣900,000元)；以及廣集聯涉及北京金蟬匯天投資管理有限公司訴訟的3部車輛，估值約人民幣712,000元(2023：人民幣688,000元)。上述事項合計產生負債約人民幣4,683,000元(2023：人民幣4,871,000元)，該估值未計入潛在違約金，主要基於專業判斷認為即便發生違約金支付義務，其金額亦不足以對整體財務評估結論產生實質性影響。

本集團已量化對其綜合財務報表的財務影響，其對綜合財務報表的影響載於下表。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 4. PRIOR YEAR ADJUSTMENTS (Continued)

#### (b) Adjustment relating to the unrecorded finance leases

A summary of the effect of the restatement on the applicable line items within the Company's consolidated statement of financial position as at 31 December 2023 and 1 January 2023 were as follows:

### 4. 上年度調整 (續)

#### (b) 就與未記錄的融資租賃有關之調整

重列對本公司於二零二三年十二月三十一日及二零二三年一月一日的綜合財務狀況表內適用項目的影響概述如下：

		Consolidated Statement of Financial Position 綜合財務狀況表		
		As at 31 December 2023 於二零二三年十二月三十一日		
		As previously reported 以往報告 RMB'000 人民幣千元	Prior year adjustment 上年度調整 RMB'000 人民幣千元 Note (a)(ii) 附註(a)(ii)	As restated 重列 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Right-of-use assets	使用權資產	7,147	4,797	11,944
<b>Current assets</b>	<b>流動資產</b>			
Trade and other receivables and prepayment	貿易及其他應收款以及預付款項	499,117	(937)	498,180
<b>Total assets</b>	<b>資產總值</b>	902,165	3,860	906,025
<b>Current liabilities</b>	<b>流動負債</b>			
Lease liabilities	租賃負債	269	4,761	5,030
<b>Net current assets</b>	<b>流動資產淨值</b>	297,521	(5,698)	291,823
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	405,106	(901)	404,205
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	–	146	146
<b>Net assets</b>	<b>資產淨值</b>	383,229	(1,047)	382,182
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Reserves	儲備	380,108	(1,047)	379,061
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>			
	權益	382,498	(1,047)	381,451
<b>Total equity</b>	<b>權益總額</b>	383,229	(1,047)	382,182

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

## 4. PRIOR YEAR ADJUSTMENTS (Continued)

## 4. 上年度調整(續)

## (b) Adjustment relating to the unrecorded finance leases (Continued)

## (b) 就與未記錄的融資租賃有關之調整(續)

		Consolidated Statement of Financial Position 綜合財務狀況表 As at 1 January 2023 於二零二三年一月一日		
		As previously reported 以往報告 RMB'000 人民幣千元	Prior year adjustment 上年度調整 RMB'000 人民幣千元 Note (a)(ii) 附註(a)(ii)	As restated 重列 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Right-of-use assets	使用權資產	7,067	2,085	9,152
<b>Current assets</b>	<b>流動資產</b>			
Trade and other receivables and prepayment	貿易及其他應收款 以及 預付款項	795,437	(376)	795,061
<b>Total assets</b>	<b>資產總值</b>	1,358,841	1,709	1,360,550
<b>Current liabilities</b>	<b>流動負債</b>			
Lease liabilities	租賃負債	41	1,958	1,999
<b>Net current assets</b>	<b>流動資產淨值</b>	740,868	(2,334)	738,534
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	926,981	(249)	926,732
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	–	222	222
<b>Net assets</b>	<b>資產淨值</b>	905,104	(471)	904,633
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Reserves	儲備	792,269	(471)	791,798
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>	904,381	(471)	903,910
<b>Total equity</b>	<b>權益總額</b>	905,104	(471)	904,633

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 4. PRIOR YEAR ADJUSTMENTS (Continued)

#### (b) Adjustment relating to the unrecorded finance leases (Continued)

A summary of the effect of the restatement on the applicable line items within the Company's consolidated statement of profit or loss for the year ended 31 December 2023 were as follows:

### 4. 上年度調整 (續)

#### (b) 就與未記錄的融資租賃有關之調整 (續)

重列對本公司於截至二零二三年十二月三十一日止年度的綜合損益表內適用項目的影響概述如下：

		Consolidated Statement of Financial Position 綜合財務狀況表		
		As at 31 December 2023 於二零二三年十二月三十一日		
		As previously reported 以往報告 RMB'000 人民幣千元	Prior year adjustment 上年度調整 RMB'000 人民幣千元 Note (a)(ii) 附註(a)(ii)	As restated 重列 RMB'000 人民幣千元
Administrative expenses	行政開支	(15,640)	(496)	(16,136)
Finance costs	財務成本	(9,721)	(80)	(9,801)
Loss before tax	除稅前虧損	(487,980)	(576)	(488,556)
Loss for the year	年內虧損	(498,580)	(576)	(499,156)
Total comprehensive loss for the year	年內全面虧損總額	(521,875)	(576)	(522,451)
Loss for the year attributable to:	以下各方應佔年內虧損			
— Owners of the company	— 本公司擁有人	(498,588)	(576)	(499,164)
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)	(576)	(522,459)
		(521,875)	(576)	(522,451)
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			
— Basic (RMB cents per share)	— 基本(人民幣分)	(189.03)	(0.22)	(189.25)
— Diluted (RMB cents per share)	— 攤薄(人民幣分)	(189.03)	(0.22)	(189.25)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 5. 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.

#### 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.

#### *Going concern basis*

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the successful implementation of the initiatives at a level sufficient to address the working capital requirements of the Group. Details are explained in note 2.2 to the consolidated financial statements.

### 5. 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。

#### 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。

#### *持續經營基準*

該等綜合財務報表乃按持續經營基準編製，其有效性取決於能否成功實施措施以足以應付本集團營運資金需求。詳情載於綜合財務報表附註2.2。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Critical judgements in applying accounting policies (Continued)

##### *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.

#### 5. 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(續)

##### *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)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Critical judgements in applying accounting policies (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.

### 5. 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(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上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，則只會在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。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 5. 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 39(b), 24 and 23, respectively

#### 5. 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 39(b)、24 及 23 披露。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 5. 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.

### 5. 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。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 5. 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 2024, the contract assets recognised based on the percentage of completion method is RMB208,685,000 (2023: RMB288,270,000).

##### 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 2024. 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 2024 was approximately RMB43,810,000 (2023: RMB47,420,000). Further details are disclosed in Note 19.

#### 5. 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。

於二零二四年十二月三十一日，基於完成百分比法確認的合約資產為人民幣208,685,000元(二零二三年：人民幣288,270,000元)。

##### 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二零二四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。投資物業於二零二四年十二月三十一日之賬面值為約人民幣43,810,000元(二零二三年：人民幣47,420,000)。更多詳情披露於附註19。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Key sources of estimation uncertainty (Continued)

#### *Impairment for right-of-use assets and prepayment for acquisition of investment properties*

Right-of-use assets and prepayment for acquisition of investment properties are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belong. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the net present value used in the impairment test.

The carrying amount of right-of-use assets and prepayment for acquisition of investment properties as at 31 December 2024 was approximately HK\$9,510,000 (2023: HK\$11,944,000) and HK\$7,270,000 (2023: HK\$33,977,000) respectively.

### 5. 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)

#### *使用權資產及收購投資物業之預付款項的減值*

使用權資產及收購投資物業之預付款項按成本減累計折舊及減值(如有)列賬。於釐定資產是否減值時,本集團須作出判斷及估計,尤其需要評估:(1)是否發生可能影響資產價值的事件或任何跡象;(2)資產的賬面值能否以使用價值(即根據持續使用資產估計的未來現金流量之淨現值)的可收回金額支持;及(3)估計可收回金額時所採用的適當主要假設,包括現金流量預測及適當貼現率。倘不可能估計個別資產的可收回金額(包括使用權資產),則本集團估計該資產所屬的現金產生單位的可收回金額。假設的變動及估計(包括貼現率或現金流量預測增長率)會對於減值測試中所使用的淨現值產生重大影響。

於二零二四年十二月三十一日,使用權資產及收購投資物業之預付款項約為9,510,000港元(二零二三年:11,944,000港元)及7,270,000港元(二零二三年:33,977,000港元)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Key sources of estimation uncertainty (Continued)

##### *Provision for litigation and legal expenses*

The recognition and measurement of provisions for litigation-related obligations involve significant judgement, particularly in assessing whether a present obligation exists under HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*. Management evaluates the likelihood of an unfavourable outcome based on external legal advice, case merits, historical precedents, and the specifics of each claim. Where an outflow of economic resources is probable and a reliable estimate can be made, a provision is recognised at management's best estimate of the expenditure required to settle the obligation. This estimate includes potential compensation, settlements, legal fees, and related costs. Due to the inherent uncertainty in litigation outcomes, actual expenses may differ materially from initial provisions. Estimates are reviewed annually and adjusted to reflect developments in proceedings, new evidence, or changes in legal strategy.

#### 5. 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)

##### *訴訟和法律費用準備金*

訴訟相關負債的確認與計量涉及重大判斷，尤其在評估是否符合香港會計準則第37號撥備、或有負債及或有資產中現時義務的認定標準。管理層根據外部法律意見、案件法律依據、歷史先例及個別申索具體情況，綜合評估不利結果發生的可能性。當經濟資源流出具有較大可能性且能作出可靠估計時，即按管理層結清義務所需支出的最佳估計確認撥備。該估計涵蓋潛在賠償、和解金、法律費用及相關成本。鑑於訴訟結果存在固有不确定性，實際支出可能與初始撥備產生重大差異。相關估計會每年覆核，並根據訴訟進展、新證據或法律策略調整撥備金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 6. REVENUE

#### (i) Disaggregation of revenue from contracts with customers:

### 6. 收入

#### (i) 分拆客戶合約收入：

		For the year ended 31 December 2024 截至二零二四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	23,680	—	23,680
— Bulk commodity trading	— 大宗商品貿易	240,420	—	240,420
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	—	7,874	7,874
— Building engineering services	— 建築工程服務	—	39,043	39,043
<b>Total</b>	<b>總計</b>	<b>264,100</b>	<b>46,917</b>	<b>311,017</b>
<b>Geographical markets</b>	<b>地區市場</b>			
The PRC	中國	264,100	46,917	311,017
<b>Timing of revenue recognition</b>	<b>收入確認時間</b>			
At a point in time	於時間點	264,100	—	264,100
Over time	隨時間	—	46,917	46,917
<b>Total</b>	<b>總計</b>	<b>264,100</b>	<b>46,917</b>	<b>311,017</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 6. REVENUE (Continued)

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

### 6. 收入(續)

#### (i) 分拆客戶合約收入：(續)

		For the year ended 31 December 2023 截至二零二三年 十二月三十一日止年度	
		Sale and distribution of merchandise 銷售及 分銷商品 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Types of goods and services</b>	<b>貨品及服務類別</b>		
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
— Bulk commodity trading	— 大宗商品貿易	626,259	626,259
<b>Total</b>	<b>總計</b>	<b>629,482</b>	<b>629,482</b>
<b>Geographical markets</b>	<b>地區市場</b>		
The PRC	中國	629,482	629,482
<b>Timing of revenue recognition</b>	<b>收入確認時間</b>		
At a point in time	於時間點	629,482	629,482
Over time	隨時間	—	—
<b>Total</b>	<b>總計</b>	<b>629,482</b>	<b>629,482</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 6. 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.

### 6. 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 2024 截至二零二四年十二月三十一日止年度

#### 6. 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.

#### 6. 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。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 6. 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.

### 6. 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 2024 截至二零二四年十二月三十一日止年度

#### 6. 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.

#### 6. 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額為止。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 6. 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.

### 6. 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, 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。

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

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 6. 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.

### 6. 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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 6. 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 2024 and 31 December 2023 and the expected timing of recognising revenue are as follows:

At 31 December 2024

		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
Within one year	一年內	–	310,803	310,803

At 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
Within one year	一年內	–	318,214	318,214

### 6. 收入(續)

#### (iii) 分配至與客戶合約的餘下履約責任的交易價

於二零二四年十二月三十一日及二零二三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：

於二零二四年十二月三十一日

於二零二三年十二月三十一日

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 7. 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:

#### 7. 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 2024 截至二零二四年十二月三十一日止年度

**7. SEGMENT INFORMATION** (Continued)**7. 分部資料** (續)**Segment revenues and results** (Continued)**分部收入及業績** (續)

Year ended 31 December 2024

截至二零二四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
<b>Segment Revenue</b>	<b>分部收入</b>			
External sales	外部銷售	264,100	46,917	311,017
<b>Segment cost of sales</b>	<b>分部銷售成本</b>	<b>(260,965)</b>	<b>(39,855)</b>	<b>(300,820)</b>
<b>Segment gross profit</b>	<b>分部毛利</b>	<b>3,135</b>	<b>7,062</b>	<b>10,197</b>
Other income	其他收入			82
Other losses, net	其他損失淨額			(3,612)
Distribution and selling expenses	分銷及銷售開支			(1,468)
Administrative expenses	行政開支			(14,314)
Provision for impairment loss on prepayment for acquisition of investment properties	收購投資物業之 預付款項之 減值虧損撥備			(26,707)
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			(263,965)
Loss on fair value change of financial assets at FVTPL	按公允值衡量之金融 資產虧損			(200)
Loss on disposal of financial assets at FVTPL	按公允值衡量之金融 資產外置虧損			(204)
Provision for litigation compensation and legal expenses	訴訟賠償和法律費用 準備金			(16,710)
Finance costs	財務成本			(12,650)
<b>Loss before tax</b>	<b>除稅前虧損</b>			<b>(329,551)</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 7. SEGMENT INFORMATION (Continued)

### 7. 分部資料(續)

#### Segment revenues and results (Continued)

#### 分部收入及業績(續)

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 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
<b>Segment Revenue</b>	<b>分部收入</b>			
External sales	外部銷售	629,482	–	629,482
<b>Segment cost of sales</b>	<b>分部銷售成本</b>	(628,865)	–	(628,865)
<b>Segment gross profit</b>	<b>分部毛利</b>	617	–	617
Other income	其他收入			103
Other losses, net	其他損失淨額			(15,831)
Distribution and selling expenses	分銷及銷售開支			(1,565)
Administrative expenses	行政開支			(16,136)
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			(365,882)
Provision for impairment loss on goodwill (Note 20)	商譽之減值虧損撥備 (附註20)			(52,033)
Provision for litigation compensation and legal expenses	訴訟賠償和法律費用 準備金			(28,028)
Finance costs	財務成本			(9,801)
<b>Loss before tax</b>	<b>除稅前虧損</b>			(488,556)



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 7. 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.

### 7. 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 2024 截至二零二四年十二月三十一日止年度

### 7. 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.

### 7. 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)	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元 (Restated) (重列)
The PRC	中國	311,017	629,482	75,750	109,864
Hong Kong	香港	—	—	900	1,340
		311,017	629,482	76,650	111,204

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 2024 截至二零二四年十二月三十一日止年度

### 7. 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:

		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Customer A	客戶 A	90,948 <sup>1</sup>	N/A 不適用 *
Customer B	客戶 B	38,495 <sup>1</sup>	N/A 不適用 *
Customer C	客戶 C	36,097 <sup>1</sup>	N/A 不適用 *
Customer D	客戶 D	N/A 不適用 *	496,753 <sup>1</sup>
Customer E	客戶 E	N/A 不適用 *	63,526 <sup>1</sup>
Customer F	客戶 F	N/A 不適用 *	59,061 <sup>1</sup>

<sup>1</sup> Revenue from bulk commodity trade.

\* The customers contributed less than 10% of the total revenue of the Group.

\* No bulk trade sales made in 2024 were purchased by the customers' related parties (2023: approximately RMB344,590,000).

### 7. 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：

<sup>1</sup> 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。

\* 二零二四年大宗貿易銷售無客戶的關聯方購買(二零二三年：人民幣 344,590,000 元)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 8. OTHER INCOME

#### 8. 其他收入

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Sundry income	雜項收入	80	92
Bank interest income	銀行利息收入	2	11
		82	103

#### 9. OTHER LOSSES, NET

#### 9. 其他損失淨額

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Loss from changes in fair value of investment properties (Note 19)	投資物業公平值變動之虧損 (附註 19)	3,610	14,100
Net foreign exchange gains	外幣匯兌收益淨額	—	1,414
Others	其他	2	317
		3,612	15,831

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 10. FINANCE COSTS

### 10. 財務成本

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元 (Restated) (重列)
Interest on bank borrowings	銀行借款利息	9,647	6,956
Effective interest expense on convertible loan notes (Note 31)	可換股貸款票據之實際利息 開支(附註31)	2,989	2,757
Interest on lease liabilities	租賃負債利息	14	88
		12,650	9,801

### 11. PROVISION FOR IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET

### 11. 預期信貸虧損模型下之減值虧損撥備，淨額

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Impairment losses charged/(reversed) in profit and loss on	就以下各項損益計入／(轉回)之減值虧損		
— contract assets	— 合約資產	72,174	16,600
— trade receivables	— 貿易應收款項	113,098	349,640
— other receivables and deposits	— 其他應收款項及按金	78,693	(358)
		263,965	365,882

Details of impairment assessment are set out in Note 39(b).

減值評估詳情載於附註39(b)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 12. INCOME TAX EXPENSE

### 12. 所得稅開支

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
PRC EIT	中國企業所得稅		
— Current tax	— 即期稅項	1,316	—
— Overprovision in prior years	— 過往年度撥備超額撥備	—	(33)
		1,316	(33)
Deferred tax (Note 34)	遞延稅項(附註34)	(903)	10,633
		413	10,600

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

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

**12. 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:

**12. 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：

		<b>2024</b> 二零二四年 <b>RMB'000</b> 人民幣千元	2023 二零二三年 <b>RMB'000</b> 人民幣千元 (Restated) (重列)
Loss before tax	除稅前虧損	<b>(329,551)</b>	(488,556)
Tax at PRC EIT rate of 25%	按中國企業所得稅稅率 25% 計算之稅項	<b>(82,388)</b>	(122,139)
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	<b>(1,963)</b>	(4,288)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	<b>75,847</b>	97,470
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	—	13,947
Tax effect of tax losses utilised from previous periods	動用過往期間稅項虧損之稅務影響	<b>(739)</b>	—
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	<b>3,151</b>	22,052
Tax effect of temporary differences not recognised	未確認暫時性差異之稅務影響	<b>6,505</b>	3,525
Income tax expense for the year	年內所得稅開支	<b>413</b>	10,600

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 13. LOSS FOR THE YEAR

Loss for the year has been arrived at after charging:

### 13. 年內虧損

年內虧損乃經扣除以下各項後達致：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元 (Restated) (重列)
Directors' remuneration (Note 14)	董事薪酬(附註 14)	1,356	3,529
Other staff salaries, allowances and benefits in kind	其他員工薪金、津貼及實物福利	5,181	3,382
Retirement benefit scheme contributions for other staff	為其他員工作出之退休福利計劃供款	80	230
<b>Total staff costs</b>	<b>員工成本總額</b>	<b>6,617</b>	<b>7,141</b>
Cost of inventories	存貨成本	300,820	628,865
Auditor's remuneration	核數師薪酬	1,264	970
— audit service	— 審核服務	1,264	970
— non-audit service	— 非審核服務	—	—
Provision for impairment loss on prepayment for acquisition of investment properties	收購投資物業之預付款項之減值虧損撥備	26,707	—
Depreciation of property, plant and equipment (Note 17)	物業、廠房及設備折舊(附註 17)	1,714	1,999
Depreciation of right-of-use assets (Note 18)	使用權資產折舊(附註 18)	2,472	2,149
Write-down of inventories*	撇減存貨*	218	—
Variable rental payments in respect of office premises and retail stores	有關辦公室物業及零售店舖之可變租金付款		
— Lease rental payment**	— 租賃租金付款**	720	195
Rental income	租金收入	—	—
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)
		—	(18)

\* The amount represents the write down of inventories included in administrative expenses.

\*\* The amount represents the short-term leases entered with lease term ended within one year.

\* 該金額指管理費用中所包含的存貨減損。

\*\* 該金額指所訂立之短期租賃，租期於一年內結束。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 14. 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 2024

### 14. 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：

截至二零二四年十二月三十一日止年度

Name of Directors	董事姓名	NOTES 附註	Fees	Salaries and allowances	Performance related bonuses	Retirement benefit scheme contributions	Equity-settled share-based expenses	Total
			袍金	薪金及津貼	表現相關花紅	退休福利計劃供款	以股份為基礎之開支	總計
			RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Executive directors</b>	<b>執行董事</b>							
Ms. Hou Wei	侯薇女士	(i)	586	-	-	-	-	586
Mr. Yang Baikang	楊柏康先生	(ii)	147	-	-	-	-	147
Mr. Liu Xianxiu	劉賢秀先生	(iii)	147	-	-	-	-	147
			880	-	-	-	-	880
<b>Non-executive director</b>	<b>非執行董事</b>							
Mr. Hou Bo	侯波先生	(iv)	146	-	-	-	-	146

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 14. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

#### (a) Directors' and chief executive's emoluments (Continued)

For the year ended 31 December 2024  
(Continued)

Name of Directors	董事姓名	NOTES 附註	Fees	Salaries and allowances	Performance related bonuses	Retirement benefit scheme contributions	Equity-settled share-based expenses	Total
			袍金	薪金及津貼	表現相關花紅	退休福利計劃供款	以股份為基礎之開支	總計
			RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Independent non-executive directors 獨立非執行董事</b>								
Mr. Chen Zenghua	陳增華先生	(v)	110	-	-	-	-	110
Mr. Hou Lianchang	侯聯昌先生	(vi)	110	-	-	-	-	110
Ms. Chen Tao	陳桃女士	(vii)	-	-	-	-	-	-
			220	-	-	-	-	220
<b>Chief executive officer 行政總裁</b>								
Mr. Yu Runkun	余潤坤先生	(viii)	110	-	-	-	-	110
<b>Total</b>	<b>總計</b>		<b>1,356</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,356</b>

### 14. 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)

截至二零二四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 2024 截至二零二四年十二月三十一日止年度

### 14. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

#### (a) Directors' and chief executive's emoluments (Continued)

For the year ended 31 December 2023

Name of Directors	董事姓名	NOTES 附註	Fees 袍金 RMB'000 人民幣千元	Salaries and allowances 薪金及津貼 RMB'000 人民幣千元	Performance related bonuses 表現相關花紅 RMB'000 人民幣千元	Retirement benefit scheme contributions 退休福利計劃供款 RMB'000 人民幣千元	Equity-settled share-based expenses 以股份為基礎之開支 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Executive directors</b> 執行董事								
Ms. Hou Wei	侯薇女士	(i)	1,440	139	–	6	–	1,585
Mr. Yang Baikang	楊柏康先生	(ii)	240	–	–	–	–	240
Mr. Liu Xianxiu	劉賢秀先生	(iii)	240	112	–	24	–	376
			1,920	251	–	30	–	2,201
<b>Non-executive director</b> 非執行董事								
Mr. Hou Bo	侯波先生	(iv)	240	–	–	–	–	240
<b>Independent non-executive directors</b> 獨立非執行董事								
Mr. Ho Hin Yip	何衍業先生	(ix)	240	–	–	–	–	240
Mr. Ye Yihui	葉義輝先生	(x)	110	–	–	–	–	110
Mr. Hou Lianchang	侯聯昌先生	(vi)	120	–	–	–	–	120
			470	–	–	–	–	470
<b>Chief executive officer</b> 行政總裁								
Ms. Deng Yiji	鄧禕禕女士	(xi)	–	600	–	18	–	618
<b>Total</b>	<b>總計</b>		2,630	851	–	48	–	3,529

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 14. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

#### (a) Directors' and chief executive's emoluments (Continued)

Notes:

- (i) Appointed on 12 February 2015.
- (ii) Appointed on 7 November 2018.
- (iii) Appointed on 5 June 2015.
- (iv) Appointed on 5 June 2015.
- (v) Appointed on 29 December 2015.
- (vi) Appointed on 6 November 2015.
- (vii) Appointed on 24 June 2024, resigned on 3 September 2024.
- (viii) Appointed on 29 December 2023.
- (ix) Appointed on 6 November 2015, resigned on 29 December 2023.
- (x) Appointed on 6 November 2015, resigned on 24 November 2023.
- (xi) Appointed on 29 November 2015, resigned on 29 December 2023.

### 14. 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)

附註：

- (i) 於二零一五年二月十二日獲委任。
- (ii) 於二零一八年十一月七日獲委任。
- (iii) 於二零一五年六月五日獲委任。
- (iv) 於二零一五年六月五日獲委任。
- (v) 於二零一五年十二月二十九日獲委任。
- (vi) 於二零一五年十一月六日獲委任。
- (vii) 於二零二四年六月二十四日獲委任，並於二零二四年九月三日辭任。
- (viii) 於二零二三年十二月二十九日獲委任。
- (ix) 於二零一五年十一月六日獲委任，並於二零二三年十二月二十九日辭任。
- (x) 於二零一五年十一月六日獲委任，並於二零二三年十一月二十四日辭任。
- (xi) 於二零一五年十一月二十九日獲委任，並於二零二三年十二月二十九日辭任。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 14. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

#### (a) Directors' and chief executive's emoluments (Continued)

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.

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 2024, depreciation of property, plant and equipment in relation to these non-monetary benefits amounted to nil (2023: 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.

### 14. 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)

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。

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)。截至二零二四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(二零二三年：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。

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

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 14. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

#### (b) Employees' emoluments

The five highest paid employees of the Group during year ended 31 December 2024 included three directors (2023: three directors) and nil (2023: 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 2024 of the remaining two (2023: one) highest paid employee who is neither director nor chief executive of the Company are as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 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	852	941
Retirement benefit scheme contributions	退休福利計劃供款	—	15
		852	956

### 14. 董事、最高行政人員及僱員 的薪酬(續)

#### (b) 僱員薪酬

本集團於截至二零二四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(二零二三年：三名董事)及本公司零名(二零二三年：一名)最高行政人員，彼等之薪酬詳情載於上文之披露事項。截至二零二四年十二月三十一日止年度，餘下二名(二零二三年：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：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 14. 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	
		2024 二零二四年	2023 二零二三年
Nil to HK\$1,000,000	零至 1,000,000 港元	2	–
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	–	–

#### (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. 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。

### 15. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 31 December 2024, nor has any dividend been proposed since the end of the reporting period (2023: Nil).

### 15. 股息

截至二零二四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(二零二三年：無)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 16. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元 (Restated) (重列)
<b>Loss</b>	<b>虧損</b>		
Loss for the year attributable to owners of the Company for the purposes of basic and diluted loss per share	就計算每股基本及攤薄虧損而言之本公司擁有人應佔年內虧損	(330,403)	(499,164)
		2024 二零二四年 '000 千股	2023 二零二三年 '000 千股
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic loss per share	就計算每股基本虧損而言之普通股加權平均數	263,766	263,766
Weighted average number of ordinary shares for the purpose of diluted loss per share	就計算每股攤薄虧損而言之普通股加權平均數	263,766	263,766

For the year ended 31 December 2024 and 2023, 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.

### 16. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃按以下數據計算：

截至二零二四年及二零二三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。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 17. PROPERTY, PLANT AND EQUIPMENT

### 17. 物業、廠房及設備

		Owned properties	Motor vehicles	Furniture, fixtures and office equipment 傢具、 固定裝置及 辦公室設備	Leasehold improvements 租賃裝修	Total
		自有物業 RMB'000 人民幣千元	汽車 RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	總計 RMB'000 人民幣千元
COST	成本					
At 1 January 2023	於二零二三年一月一日	29,429	4,425	1,184	2,600	37,638
At 31 December 2023 and 1 January 2024	於二零二三年 十二月三十一日及 二零二四年一月一日	29,429	4,425	1,184	2,600	37,638
Exchange realignment	匯兌調整	–	218	–	–	218
<b>At 31 December 2024</b>	<b>於二零二四年 十二月三十一日</b>	<b>29,429</b>	<b>4,643</b>	<b>1,184</b>	<b>2,600</b>	<b>37,856</b>
DEPRECIATION	折舊					
At 1 January 2023	於二零二三年一月一日	11,597	2,790	987	2,559	17,933
Provided for the year (Note 13)	年內撥備(附註13)	1,475	452	31	41	1,999
Exchange realignment	匯兌調整	–	(157)	–	–	(157)
At 31 December 2023 and 1 January 2024	於二零二三年 十二月三十一日及 二零二四年一月一日	13,072	3,085	1,018	2,600	19,775
Provided for the year (Note 13)	年內撥備(附註13)	1,319	351	44	–	1,714
Exchange realignment	匯兌調整	–	307	–	–	307
<b>At 31 December 2024</b>	<b>於二零二四年 十二月三十一日</b>	<b>14,391</b>	<b>3,743</b>	<b>1,062</b>	<b>2,600</b>	<b>21,796</b>
CARRYING AMOUNT	賬面值					
At 31 December 2024	於二零二四年 十二月三十一日	15,038	900	122	–	16,060
At 31 December 2023	於二零二三年 十二月三十一日	16,357	1,340	166	–	17,863

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 17. 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%

#### 17. 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%

#### 18. RIGHT-OF-USE ASSETS

#### 18. 使用權資產

		Motor vehicles	Leasehold lands	offices premises and retail stores	Total
		車輛	租賃土地	辦公室物業及零售商店	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
<b>At 31 December 2023 and 1 January 2024, as restated</b>	<b>於二零二三年十二月三十一日及二零二四年一月一日(重列)</b>				
Carrying amount	賬面值	4,797	6,668	479	11,944
<b>At 31 December 2024</b>	<b>於二零二四年十二月三十一日</b>				
Carrying amount	賬面值	4,622	4,528	360	9,510

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 18. RIGHT-OF-USE ASSETS (Continued)

During the year, major items included in the movement of right-of-use assets as followings:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元 (Restated) (重列)
Depreciation charge (Note 13)	折舊費用(附註 13)	2,472	2,149
Additions to right-of-use assets	使用權資產增加	—	3,142

During the year, total cash outflow for leases under financing activities as followings:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Total cash outflow for leases	租賃之現金流出總額	720	195

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.

### 18. 使用權資產(續)

年內，主要項目包括使用權資產之變動如下：

年內，融資活動項下租賃之現金流出總額如下：

於兩個年度，本集團租賃多個辦公室物業及零售店鋪供其營運之用。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。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 18. RIGHT-OF-USE ASSETS (Continued)

The Group regularly entered into short-term leases for retail booths. As at 31 December 2024 and 2023, 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.

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 2024, 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 Nil (2023: RMB930,000).

#### Restrictions or covenants on leases

In addition, lease liabilities of approximately RMB4,762,000 (2023: RMB5,176,000, as restated) are recognised with related right-of-use assets of approximately RMB4,622,000 (2023: RMB4,797,000, as restated) as at 31 December 2024. 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 33 and 39(b).

#### 18. 使用權資產 (續)

本集團定期就零售攤位訂立短期租賃。於二零二四年及二零二三年十二月三十一日，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。

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。

截至二零二四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零(二零二三年：人民幣930,000元)。

#### 租賃限制或契諾

此外，於二零二四年十二月三十一日租賃負債約人民幣4,762,000元(二零二三年：人民幣5,176,000元(重列))之有關使用權資產約人民幣4,622,000元(二零二三年：人民幣4,797,000元(重列))。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33及39(b)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 18. RIGHT-OF-USE ASSETS (Continued)

#### Adjustment relating to the unrecorded finance leases

The independent advisors further discovered that Ms. Hou Wei's personal credit report indicated her involvement as a guarantor in two finance leases transactions, where the borrowers were the Company's non-wholly owned subsidiaries, Guangjilian and Guangxi Jiayi, but these transactions were not disclosed in the 2022 and 2023 annual reports.

### 19. INVESTMENT PROPERTIES

During the years ended 31 December 2024 and 2023, 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. 使用權資產 (續)

#### 關於未記錄融資租賃的調整

獨立顧問進一步發現，侯薇女士的個人信用報告顯示，她作為擔保人參與了兩項融資租賃交易，借款人為該公司的非全資附屬公司廣集聯及廣西集益，但這些交易並未在2022年及2023年年度報告中披露。

### 19. 投資物業

截至二零二四年及二零二三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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 19. INVESTMENT PROPERTIES (Continued)

### 19. 投資物業(續)

		RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	61,520
Decrease in fair value recognised in profit or loss (Note 9)	於損益內確認之公平值減少(附註9)	(14,100)
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及 二零二四年一月一日	47,420
Decrease in fair value recognised in profit or loss (Note 9)	於損益內確認之公平值減少(附註9)	(3,610)
<b>At 31 December 2024</b>	<b>於二零二四年十二月三十一日</b>	<b>43,810</b>

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)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 19. INVESTMENT PROPERTIES (Continued)

### 19. 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
2024: 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) 二零二四年：位於中國廣東省梅州市梅縣區程江鎮憲梓中路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)	2024: Market approach Level 2 (Note 2) 二零二四年：市場法第二級(附註2)	2024: The market price per square metre ranged from RMB5,757 to RMB8,530 二零二四年：市場單價每平米介乎人民幣5,757元至人民幣8,530元	2024: The higher the market price per square metre, the higher the fair value and vice versa 二零二四年：市場單價越高，公允價值越高，反之亦然
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) 二零二三年：位於中國廣東省梅州市梅縣區程江鎮憲梓中路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)	2023: Market approach Level 2 (Note 2) 二零二三年：市場法第二級(附註2)	2023: The market price per square metre ranged from RMB6,825 to RMB9,000 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	2023: The higher the market price per square metre, the higher the fair value and vice versa 二零二三年：市場單價越高，公允價值越高，反之亦然
2024: RMB43,810,000 2023: RMB47,420,000 位於中國之商業物業單位 二零二四年：人民幣43,810,000元 二零二三年：人民幣47,420,000元			

Note 1: The land use rights of the commercial building were granted for a term expiring on 4 September 2048 for composite uses.

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。

Note 2: As disclosed in the Appendix, the subject property is currently subject to a litigation with a bank in Mainland 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.

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。

There were no transfers into or out of Level 2 during the year (2023: Nil).

年內並無轉入或轉出第二級(二零二三年：無)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 20. 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.

#### 20. 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
<b>Cost</b>	<b>成本</b>			
At 1 January 2023, 31 December 2023 and 31 December 2024	於二零二三年一月 一日，二零二三年 及二零二四年 十二月三十一日	37,411	15,797	53,208
<b>Accumulated impairment losses</b>	<b>累計減值虧損</b>			
At 1 January 2023	於二零二三年 一月一日	1,175	—	1,175
Impairment loss recognised in the year	本年確認的減值損失	36,236	15,797	52,033
At 31 December 2023 and 31 December 2024	於二零二三年及 二零二四年 十二月三十一日	37,411	15,797	53,208
<b>Net carrying amount</b>	<b>賬面淨值</b>			
At 31 December 2023	於二零二三年 十二月三十一日	—	—	—
At 31 December 2024	於二零二四年 十二月三十一日	—	—	—



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets at fair value through profit or loss represent long-term unlisted equity investments (Note 39(c)).

### 21. 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非上市股權投資(附註39(c))。

### 22. INVENTORIES

### 22. 存貨

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Finished goods	製成品	—	1,448

Inventories represent goods held for resale and interior design and building engineering projects.

存貨指持作轉售之貨品及室內設計及建築工程項目。

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.

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。

During the year ended 31 December 2024, write-down of inventories amounted to RMB218,000 (2023: Nil) was recognised.

截至二零二四年十二月三十一日止年度，已確認撇減人民幣218,000元(二零二三年：零)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 23. CONTRACT ASSETS

### 23. 合約資產

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 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	310,803	318,214
Less: allowance for expected credit losses	減：預期信貸虧損撥備	(102,118)	(29,944)
		208,685	288,270

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.

At the end of the reporting period, RMB102,118,000 (2023: RMB29,944,000) 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 39(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。

於報告期末，人民幣102,118,000元（2023年：人民幣29,944,000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39(b)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 23. 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 2024, the retention receivables amounted to approximately RMB46,875,000 (2023: 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.

### 23. 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。於二零二四年十二月三十一日，應收保留金約人民幣46,875,000元(二零二三年：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。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 23. CONTRACT ASSETS (Continued)

Movement in the contract assets and the contract liabilities balances during the years ended 31 December 2024 and 2023 are as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
At 1 January	於一月一日	288,270	364,929
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	(7,411)	(60,059)
Less: allowance for credit losses during the year	減：年度信貸虧損撥備	(72,174)	(16,600)
At 31 December	於十二月三十一日	208,685	288,270

Details of the impairment assessment are set out in Note 39(b).

#### 23. 合約資產 (續)

截至二零二四年及二零二三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39(b)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 24. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

### 24. 貿易及其他應收款項以及預付款項

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元 (Restated) (重列)
<b>Trade receivables from contracts with customers:</b>	<b>客戶合約的貿易應收款項：</b>		
Due from third parties:	應收第三方款項：		
— sale and distribution of merchandise	— 銷售及分銷商品	411,020	283,509
— interior design and building engineering services	— 室內設計及建築工程服務	64,254	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
		475,705	334,767
Less: allowance for credit losses	減：信貸虧損撥備	(129,687)	(16,589)
		346,018	318,178
<b>Other receivables</b>	<b>其他應收款項</b>		
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	4,356	1,447
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	5,751	8,399
		103,996	103,735
Less: allowance for credit losses	減：信貸虧損撥備	(102,427)	(23,733)
		1,569	80,002

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 24. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

#### 24. 貿易及其他應收款項以及預付款項(續)

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元 (Restated) (重列)
<b>Prepayments</b>	<b>預付款項</b>		
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	347,848
Less: allowance for credit losses	減：信貸虧損撥備	(347,848)	(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
Less: Provision for impairment loss on prepayment for acquisition of investment properties	減：收購投資物業之預付款項之減值虧損撥備	(26,707)	–
		7,270	33,977
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
Trade and other receivables and prepayments	貿易及其他應收款項以及預付款項	354,857	532,157
<b>Analysed as</b>	<b>分析為</b>		
Non-current	非流動	7,270	33,977
Current	流動	347,587	498,180
		354,857	532,157

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 24. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

#### Impairment assessment

The management of the Group concluded that due to general home price to fall in recent years, the management of the Group concluded there was indication for impairment and conducted impairment assessment on the prepayment for acquisitions for investment properties with carrying amount of RMB33,977,000.

The Group's impairment assessment on prepayment for acquisition of investment properties were conducted by Vincorn Consulting and Appraisal Limited, independent valuers not related to the Group. The recoverable amount of the prepayment is based on the fair value less cost of disposal, which is in turn based on the fair value of the investment properties.

The fair value of the investment properties was determined based on the market comparable approach that reflects recent transaction prices for similar properties, adjusted for differences in the nature, location and condition of the land under review and other method. There has been no change to the valuation technique during the year.

### 24. 貿易及其他應收款項以及預付款項(續)

#### 減值評估

本集團管理層認為，由於近年房價普遍下跌，本集團管理層認為有減損跡象，並對帳面價值為人民幣33,977,000元的收購投資物業之預付款項進行了減損測試。

集團收購投資物業之預付款項由與集團無關聯的獨立估值師泓亮諮詢及評估有限公司進行了減值估值。該預付款項的可收回金額依據公允價值減去處置成本確定，而公允價值則參照相關投資物業的公允價值計算。

自有投資物業的公允價值是根據反映類似物業近期交易價格的市場可比較方法確定的，並根據所審查土地的性質、位置和狀況的差異及其他方法進行了調整。本年度內，估值技術並無變更。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 24. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

##### Fair value measurement of the Group's owned investment properties

Details of the Group's prepayment for acquisition of investment properties and information about the fair value hierarchy as at the end of the reporting period are as follows:

#### 24. 貿易及其他應收款項以及預付款項 (續)

##### 集團自有投資性房地產的公允價值計量

截至報告期末，本集團收購投資物業之預付款項明細及公允價值層次資訊如下：

		2024 二零二四年		2023 二零二三年	
		Carrying amount	Fair value at Level 2 hierarchy 第二級 公允價值 RMB'000 人民幣千元	Carrying amount	Fair value at Level 3 hierarchy 第三級 公允價值 RMB'000 人民幣千元
Prepayment for prepayment for acquisition of investment properties outside Hong Kong	在香港以外收購投資物業之預付款項	7,270	7,270	33,977	33,977



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 24. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

#### Fair value measurement of the Group's owned investment properties (Continued)

Notes:

- (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 2024, included in the balance of an amount of approximately RMB347,848,000 (2023: RMB347,848,000) represented a prepayment for purchase of goods mainly for the new construction of a commercial building in the PRC.

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.

### 24. 貿易及其他應收款項以及預付款項(續)

#### 集團自有投資性房地產的公允價值計量(續)

附註：

- (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末起計一年內收回。

- (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) 於二零二四年十二月三十一日，餘額約人民幣347,848,000元(二零二三年：人民幣347,848,000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。

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。

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

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 24. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

#### Fair value measurement of the Group's owned investment properties (Continued)

Notes: (Continued)

- (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 2025. 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.
- (e) As at 31 December 2024 and 2023, 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.

### 24. 貿易及其他應收款項以及預付款項 (續)

#### 集團自有投資性房地產的公允價值計量 (續)

附註：(續)

- (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，計劃於二零二五年完工。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。
- (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 2024 截至二零二四年十二月三十一日止年度

### 24. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

#### Fair value measurement of the Group's owned investment properties (Continued)

Notes: (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 11 to the consolidated financial statements, as at 31 December 2024 and 2023.

- (f) During the year ended 31 December 2024 and 2023, 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 2024, the Group does not have such Notes. (2023: original due date of such Notes were ranging from February to May 2024).

### 24. 貿易及其他應收款項以及預付款項 (續)

#### 集團自有投資性房地產的公允價值計量 (續)

附註：(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，於二零二四年及二零二三年十二月三十一日，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11）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。於二零二四年十二月三十一日，本集團沒有該等票據（二零二三年：該等票據的原到期日介乎二零二四年二月至五月之間）。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 24. 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:

		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 6 months	六個月內	111,888	86,320
6–12 months	六至十二個月	–	19,185
1–2 years	一至兩年	1,441	127,502
Over 2 years	超過兩年	232,689	85,171
		346,018	318,178

As at 31 December 2024, included in the Group's trade receivable are debtors with aggregate net carrying amount of approximately RMB234,130,000 (2023: RMB231,858,000) 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 39(b).

#### 24. 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：

於二零二四年十二月三十一日，賬面淨值總額約人民幣234,130,000元(二零二三年：人民幣231,858,000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39(b)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 25. RESTRICTED CASH

As at 31 December 2024 and 2023, the restricted cash mainly represents the security deposits provided to secure certain bank borrowings.

### 26. 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 0.15% (2023: 0.01% to 0.2%) per annum.

For the year ended 31 December 2024, 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 39(b).

### 27. AMOUNTS DUE (TO) FROM RELATED PARTIES

The amounts due to related parties are non-trade related, unsecured, interest-free and repayable on demand.

### 25. 受限制現金

於二零二四及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。

### 26. 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0.15%(二零二三年:0.01%至0.2%)計息。

截至二零二四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39(b)。

### 27. (應付)應收關聯方款項

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	2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Ms. Hou Wei	侯薇女士	(12,702)	(207)
Ms. Deng Yiyi	鄧禕禕女士	(22,317)	—
		(35,019)	(207)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 28. TRADE AND OTHER PAYABLES

### 28. 貿易及其他應付款項

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元 (Restated) (重列)
<b>Trade payables (note (a))</b>	<b>貿易應付款項(附註(a))</b>	<b>139,178</b>	<b>41,768</b>
<b>Other payables</b>	<b>其他應付款項</b>		
Salaries and staff welfare payables	應付薪金及員工福利	8,563	5,597
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	15,524	12,132
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	20,703	11,056
Other payables	其他應付款項	37,826	43,488
		<b>102,977</b>	<b>92,634</b>
<b>Trade and other payables</b>	<b>貿易及其他應付款項</b>	<b>242,155</b>	<b>134,402</b>

Notes:

附註：

- (a) The following is an aged analysis of trade payables presented based on the invoice date.

- (a) 以下為基於發票日期呈列之貿易應付款項之賬齡分析。

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Within 6 months	六個月內	98,309	144
Over 1 year	超過一年	40,869	41,624
		<b>139,178</b>	<b>41,768</b>

- (b) The credit periods on purchases of goods and subcontracting services ranged from 0 to 180 days.

- (b) 購買貨品及分包服務之信貸期介乎0至180日。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 29. PROVISION FOR LITIGATION AND LEGAL EXPENSES

### 29. 訴訟和法律費用準備金

	2024	2023
	二零二四年	二零二三年
	RMB'000	RMB'000
	人民幣千元	人民幣千元

Analysed for reporting purposes as: 為報告分析如下：

Current liabilities	流動負債	44,738	28,028
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		Litigation cost	Preservation fees	Liquidated damages	Interest	Penalty interest	Total
		訴訟費	保全費	違約金	利息	罰息	合計
		RMB	RMB	RMB	RMB	RMB	RMB
		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 2024	二零二四年一月一日	924	22	12,809	11,573	2,700	28,028
Additional provision in the year	本年度的額外撥款	18	25	8,370	1,670	6,627	16,710
At 31 December 2024	二零二四年十二月三十一日	942	47	21,179	13,243	9,327	44,738

The amount includes accrued litigation costs, preservation fees, liquidated damages, interest, and penalty interest. Details are disclosed in the Appendix.

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。

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

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 30. BANK AND OTHER BORROWINGS

### 30. 銀行及其他借款

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 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	154,320	154,325
Discounted commercial bills and discounted Letter of Credit that were not yet due (Note 24(f))	尚未到期的貼現商業票據及 貼現信用證(附註24(f))	—	100,000
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	3,600	2,760
Total bank and other borrowings	銀行及其他借款總額	157,920	257,085
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		
— Bank borrowings	— 銀行借款	(154,320)	(254,325)
— Other borrowings	— 其他借款	(3,600)	(2,760)
Loans due after one year	一年後到期之貸款	—	—



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 30. BANK AND OTHER BORROWINGS

(Continued)

Notes:

- (a) As at 31 December 2024 and 2023, 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 40.

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 40.

Details of overdue and litigation of the bank borrowings are disclosed in the Appendix I and III.

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:

### 30. 銀行及其他借款 (續)

附註：

- (a) 於二零二四年及二零二三年十二月三十一日，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40。

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40。

銀行借款逾期及訴訟詳情披露於本報告之附錄I和III。

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：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Effective interest rates (per annum):	實際利率(每年)：		
Fixed-rate borrowings	固定利率借款	4.6%–14.40%	4.6%–14.40%

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

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 31. 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.

### 31. 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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 31. 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.

### 31. 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。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 31. 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 in equity 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.

#### 31. 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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 31. 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.

### 31. 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%）。

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

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 31. CONVERTIBLE LOAN NOTES (Continued)

At the report date, 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.

### 31. 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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## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 31. 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.

### 31. 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)。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 31. 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 2024 and 2023:

### 31. 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，於二零二四年及二零二三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		Adjusted price per Consolidated Share	
		Number of Existing Shares to be issued upon full exercise of the Outstanding Convertible Bonds		Adjusted number of Consolidated Shares to be issued upon full exercise of the Outstanding Convertible Bonds	
		每股現有 股份之行使價 (HK\$) (港元)		每股 合併股份之 經調整行使價 (HK\$) (港元)	
		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		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	尚未行使可換股 債券	1.00	41,555,555	5.00	8,311,111



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 32. CONTRACT LIABILITIES

### 32. 合約負債

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 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	4,119	—
— Provision of interior design and building engineering services	— 提供室內設計及建築工程服務	513	993
		4,632	993

As at 1 January 2023 and 1 January 2024, the contract liabilities amounted to RMB2,490,000 and RMB480,000 are recognised as revenue in profit or loss during the years ended 31 December 2023 and 2024, 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.

The significant change in contract liabilities, which consist of deposits received from customers, is directly tied to a surge in advance payments for merchandise that had not yet been shipped or transferred by the end of the period. As referenced, the corresponding decrease in the contract liability balance from the prior year occurred because significant amounts were recognised as revenue this year when the Group fulfilled its obligations by transferring control of the related goods to those customers, recognised as revenue.

Typical payment terms which impact on the amount of contract liabilities recognised are set out in Note 6(ii).

於二零二三年一月一日及二零二四年一月一日，合約負債人民幣2,490,000元及人民幣480,000元分別於截至二零二三年及二零二四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。

合約負債的重大變動主要由客戶預付的定金構成直接關聯到期末尚未出貨或轉移商品相關預付款項的激增。如參考所述，前期合約負債餘額的相應減少，是因為本年度集團履行了義務，將相關商品的控制權轉移給客戶，從而將這些預付款項確認為收入。

影響所確認之合約負債金額之一般付款條款載於附註6(ii)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 33. LEASE LIABILITIES

#### 33. 租賃負債

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元 (Restated) (重列)
Within one year	一年內	4,762	5,030
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	—	146
		4,762	5,176
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	(4,762)	(5,030)
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	—	146

#### 34. DEFERRED TAX

#### 34. 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：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	—	—
Deferred tax liabilities	遞延稅項負債	(20,974)	(21,877)
		(20,974)	(21,877)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

**34. DEFERRED TAX** (Continued)

The following are the major deferred tax liabilities and (assets) recognised and movements thereon during the current and prior years:

**34. 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 2023	於二零二三年 一月一日	(914)	21,877	(9,343)	–	(376)	11,244
Charged to profit or loss (Note 12)	自損益扣除 (附註 12)	914	–	9,343	–	376	10,633
At 31 December 2023 and 1 January 2024	於二零二三年 十二月三十一日及 二零二四年 一月一日	–	21,877	–	–	–	21,877
Credited to profit or loss (Note 12)	計入損益(附註 12)	–	(903)	–	–	–	(903)
At 31 December 2024	於二零二四年 十二月三十一日	–	20,974	–	–	–	20,974

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 34. DEFERRED TAX (Continued)

At the end of the reporting period, the Group has estimated unused tax losses of approximately RMB150,862,000 (2023: RMB138,258,000) available for offset against future profits. A deferred tax asset has been recognised in respect of such losses amounting to RMB0 (2023: RMB0) during the year ended 31 December 2024. 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 RMB12,603,000 (2023: RMB43,125,000) that will expire from 2025 to 2029 (2023: 2024 to 2028). 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 RMB6,454,000 as at 31 December 2024 (2023: RMB97,837,000) 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. The unrecognised deductible temporary difference is amounting approximately RMB40,120,000 as at 31 December 2024 (2023: RMB14,100,000).

#### 34. 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150,862,000元(二零二三年：人民幣138,258,000元)。於截至二零二四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(二零二三年：人民幣0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。將於二零二五年至二零二九年(二零二三年：二零二四年至二零二八年)到期之虧損人民幣12,603,000元(二零二三年：人民幣43,125,000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。於二零二四年十二月三十一日，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6,454,000元(二零二三年：人民幣97,837,000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。截至二零二四年十二月三十一日，未確認的可抵扣暫時差額約為人民幣40,120,000元(二零二三年：人民幣14,100,000元)。

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## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 35. SHARE CAPITAL

### 35. 股本

		Number of shares 股份數目	Share capital 股本 HKD'000 港元千元	Share capital 股本 RMB'000 人民幣千元
<b>Authorised ordinary shares</b>	<b>法定普通股</b>			
At 1 January 2023 at HK\$0.5 each	於二零二三年一月一日			
	每股面值 0.5 港元	1,000,000,000	500,000	609,650
Share sub-division in Capital Reorganisation (note)	股本重組(附註)	49,000,000,000	–	–
At 31 December 2023 and 2024 at HK\$0.01 each	於二零二三年及二零二四年 十二月三十一日			
	每股面值 0.01 港元	50,000,000,000	500,000	609,650
<b>Issued and fully paid ordinary shares</b>	<b>已發行及繳足普通股</b>			
At 1 January 2023 at HK\$0.5 each	於二零二三年一月一日			
	每股面值 0.5 港元	263,765,522	131,883	112,112
Capital Reorganisation (note)	股本重組(附註)	–	(129,245)	(109,722)
At 31 December 2023 and 2024 at HK\$0.01 each	於二零二三年及二零二四年 十二月三十一日			
	每股面值 0.01 港元	263,765,522	2,638	2,390

#### Note

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.

Immediately upon the Capital Reduction becoming effective, the Share Sub-Division was implemented on the basis that each issued and unissued Consolidated Share of HK\$0.50 each in the authorised share capital of the Company was sub-divided into fifty (50) New Shares with nominal value of HK\$0.01 each.

#### 附註

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。

於股本削減生效後，股份拆細按本公司法定股本中每股面值 0.50 港元的每個發行及未發行合併股份各自拆細為五十(50)股名義值為每股面值 0.01 港元的新股份之基準實行。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 36. 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.

Details of the Company's share option scheme, please refer to "Report of the directors" of the Company's annual report.

#### 36. 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。

本公司購股權計劃之詳情，請參閱本公司年報「董事會報告」。

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### 36. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

#### 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.

### 36. 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」)

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。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 36. 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 2023 and 2024:

#### 36. 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)

下表披露截至二零二四年十二月三十一日及二零二三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：

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, 31.12.2023 and 31.12.2024
		於二零二二年 七月二十七日	於二零二二年 年內行使	於二零二二年 十二月三十一日	股份合併調整 (Note 1) (附註1)	於二零二二年 十二月三十一日, 二零二三年 十二月三十一日 及二零二四年 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						7,423,600



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## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 36. 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").

### 36. 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)

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 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)	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
27 July 2022	二零二二年 七月二十七日	0.56	37,118,000	2.80	7,423,600

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 36. 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.

### 36. 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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### 36. 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).

### 36. 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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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 36. 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*

### 36. 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 31 December 2023 and 31 December 2024	於二零二三年十二月三十一日及 二零二四年十二月三十一日	26,376,552

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## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 36. 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.

### 37. 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 RMB80,000 (2023: RMB230,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans.

### 36. 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。

### 37. 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80,000元(二零二三年：人民幣230,000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。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 37. RETIREMENT BENEFIT PLANS (Continued)

During the years ended 31 December 2024 and 2023, the Group had no forfeited contributions under the PRC Retirement Scheme and MPF Scheme and which may be used by the Group to reduce the existing level of contributions. There were also no forfeited contributions available at 31 December 2024 and 2023 under the PRC Retirement Scheme and MPF Scheme which may be used by the Group to reduce the contribution payable in future years.

#### 38. 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 30, 31 and 33, 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.

#### 37. 退休福利計劃(續)

截至二零二四年及二零二三年十二月三十一日止年度，本集團在中國退休金計劃及強積金計劃下並無沒收供款可供用作減少現行供款水平。截至二零二四年及二零二三年十二月三十一日，中國退休金計劃及強積金計劃下亦無任何沒收供款可供本集團用於減少未來年度應付供款。

#### 38. 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30、31及33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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS

### 39. 金融工具

#### (a) Categories of financial instruments

#### (a) 金融工具類別

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元 (Restated) (重列)
<b>Financial assets</b>	<b>金融資產</b>		
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
Financial assets at amortised cost	按攤銷成本列賬之 金融資產	353,020	403,925
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	449,985	406,631

#### (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 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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## 綜合財務報表附註

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### 39. 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	
		2024 二零二四年	2023 二零二三年
		RMB'000 人民幣千元	RMB'000 人民幣千元
HK\$	港元	335	232
US\$	美元	481	—

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.

### 39. 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。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 39. 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 30, lease liabilities as disclosed in Note 33, fixed-rate bank and other borrowings as disclosed in Note 30 and fixed-rate convertible loan notes as disclosed in Note 31. The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances as disclosed in Note 26. 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.

### 39. 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30所披露之應付票據、附註33所披露之租賃負債、附註30所披露之固定利率銀行及其他借款及附註31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26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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (Continued)

### 39. 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)

##### Market risk (Continued)

##### 市場風險 (續)

##### (ii) Interest rate risk (Continued)

##### (ii) 利率風險 (續)

Total interest income from financial assets that are measured at amortised cost is as follows:

按攤銷成本計量之金融資產利息收入總額如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Other income	其他收入		
Financial assets at amortised cost	按攤銷成本列值之金融資產	2	11

Interest expense on financial liabilities not measured at FVTPL:

並非按公平值計入損益計量之金融負債之利息開支：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Financial liabilities at amortised cost	按攤銷成本列值之金融負債	12,650	9,801

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.

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 2024 截至二零二四年十二月三十一日止年度

### 39. 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 and contract 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:

### 39. 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和合約資產進行減值評估。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：

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 39. 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 21% (2023: 10%) and 42% (2023: 23%) of the total trade receivables was due from the Group's largest trade receivables and the five largest trade receivables respectively.

#### 39. 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21%（二零二三年：10%）及42%（二零二三年：23%）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 39. 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 RMB113,098,000 (2023: RMB1,792,000) and RMB72,174,000 (2023: RMB16,600,000) were recognised for trade receivables and contract assets, respectively during the year. Details of the quantitative disclosures are set out below in this note.

### 39. 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113,098,000元(二零二三年：人民幣1,792,000元)及人民幣72,174,000元(二零二三年：人民幣16,600,000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。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 39. FINANCIAL INSTRUMENTS (Continued)

##### (b) Financial risk management objectives and policies (Continued)

###### *Credit risk and impairment assessment* (Continued)

###### *Other receivables and deposits*

The directors of the Company make periodic individual assessment on the recoverability of the other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the impairment of RMB78,694,000 (2023: reversal of impairment of RMB358,000) was 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.

#### 39. 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)*

###### *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，已就其他應收款項及按金減值人民幣78,694,000元(二零二三年：減值轉回人民幣358,000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 2024 截至二零二四年十二月三十一日止年度

**39. 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

**39. 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：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 39. 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:

			2024	2023
			二零二四年	二零二三年
Internal credit rating	12-month or lifetime ECL	Notes	Gross carrying amount	Gross carrying amount
內部信貸評級	12個月或全期預期信貸虧損	附註	賬面總值 RMB'000 人民幣千元	賬面總值 RMB'000 人民幣千元 (Restated) (重列)
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	(Note i) (附註i)	Lifetime ECL (provision matrix) 全期預期信貸虧損 (撥備矩陣)	24	
		Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 並無出現信貸減值	475,705	288,088
			—	46,679
			475,705	334,767

### 39. 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：



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

**39. FINANCIAL INSTRUMENTS** (Continued)**39. 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)

				2024 二零二四年	2023 二零二三年
	Internal credit rating 內部信貸評級	12-month or lifetime ECL 12個月或全期 預期信貸虧損	Notes 附註	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 (Restated) (重列)
Other receivables and deposits 其他應收款項及按金	(Note ii) (附註ii)	12-month ECL 12個月預期信貸虧損	24	103,996	103,735
Bank balances 銀行結餘	(Note ii) (附註ii)	12-month ECL 12個月預期信貸虧損	26	5,041	5,642
Contract assets 合約資產	(Note i) (附註i)	Lifetime ECL (provision matrix) 全期預期信貸虧損 (撥備矩陣)	23	310,803	318,214

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

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### *Credit risk and impairment assessment* (Continued)

Notes:

- i. 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 and individual assessment, 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 and individual assessment within lifetime ECL (not credit-impaired). Debtors with significant outstanding balances or credit-impaired with gross carrying amounts of RMB231,805,000 as at 31 December 2024 (2023: RMB46,533,000) were assessed individually.

### 39. 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：

- i. 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及個別評估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)內之撥備矩陣評估及個別評估。於二零二四年十二月三十一日，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231,805,000元(二零二三年：人民幣46,533,000元)已進行個別評估。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### Credit risk and impairment assessment (Continued)

Notes: (Continued)

i. (Continued)

##### Gross carrying amount

		2024				2023			
		二零二四年				二零二三年			
Internal credit rating	內部信貸評級	Average loss rate	Trade receivables	Contract assets	Amount of impairment	Average loss rate	Trade receivables	Contract assets	Amount of impairment
		平均虧損率	貿易應收款項	合約資產	減損金額	平均虧損率	貿易應收款項	合約資產	減損金額
			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
Low risk	低風險	4.37%	10,529	-	460	0.93%	208,346	175,174	3,567
Watchlist	觀察名單	21.49%	275,290	-	59,160	9.45%	23,757	3,610	2,586
Doubtful	呆賬	33.71%	189,886	310,803	172,185	14.4%	102,664	139,430	40,380
Loss	虧損	-	-	-	-	-	-	-	-
			475,705	310,803	231,805		334,767	318,214	46,533

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 2024, the Group provided RMB113,098,000 (2023: RMB1,792,000) and RMB72,174,000 (2023: RMB16,600,000) impairment allowance for trade receivables and contract assets respectively, based on the provision matrix and individual assessment.

### 39. 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)

i. (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。

截至二零二四年十二月三十一日止年度，本集團根據撥備矩陣及個別評估就貿易應收款項及合約資產分別計提人民幣113,098,000元(二零二三年：人民幣1,792,000元)及人民幣72,174,000元(二零二三年：人民幣16,600,000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 2024 截至二零二四年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### Credit risk and impairment assessment (Continued)

Notes: (Continued)

i. (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) 全期預期 信貸虧損 —撥備矩陣 (並無出現 信貸減值) RMB'000 人民幣千元	Lifetime ECL — individual assessment (not credit- impaired) 全期預期 信貸虧損 —個別評估 (並無出現 信貸減值) RMB'000 人民幣千元	Lifetime ECL — individual assessment (credit- impaired) 全期預期 信貸虧損 —個別評估 (已出現 信貸減值) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023	於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
As at 31 December 2023 and 1 January 2024	於二零二三年 十二月三十一日及 二零二四年一月一日	44,148	2,385	—	46,533
Changes due to financial instruments recognised as at 1 January 2024:	因於二零二四年一月一日 確認之金融工具而 變動：				
— Impairment losses recognised	— 已確認減值虧損	65,283	119,989	—	185,272
At 31 December 2024	於二零二四年 十二月三十一日	109,431	122,374	—	231,805

### 39. 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)

i. (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 2024 截至二零二四年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### Credit risk and impairment assessment (Continued)

Notes: (Continued)

i. (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 RMB475,705,000 (2023: RMB334,767,000) during the year ended 31 December 2024.

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.

ii. 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 0.12% to 35.19% (2023: 0.14% to 26.16%) of credit loss rates and concluded that adequate impairment loss is made for irrecoverable amount.

### 39. 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)

i. (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二零二四年十二月三十一日止年度確認總賬面值為人民幣475,705,000元(二零二三年：人民幣334,767,000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。

ii. 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0.12%至35.19%(二零二三年：0.14%至26.16%)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 2024 截至二零二四年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### Credit risk and impairment assessment (Continued)

Notes: (Continued)

ii. (Continued)

The following tables show reconciliation of loss allowances that has been recognised for other receivables and deposits and amounts due from related parties:

		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
<b>At 1 January 2023</b>	於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)
<b>As at 31 December 2023 and 1 January 2024</b>	於二零二三年 十二月三十一日及 二零二四年一月一日	23,733	—	23,733
Changes due to financial instruments recognised as at 1 January 2024:	因於二零二四年一月一日 確認金融工具產生之 變動：			
— Impairment losses recognised	— 已確認減值虧損	78,688	—	78,688
— Exchange difference	— 匯兌差額	6	—	6
<b>At 31 December 2024</b>	於二零二四年 十二月三十一日	102,427	—	102,427

### 39. 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)

ii. (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：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### **Credit risk and impairment assessment** (Continued)

Notes: (Continued)

- iii. 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 2024 and 2023 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.

### 39. 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)

- iii. 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。截至二零二四年及二零二三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，並確保遵守貸款契諾。

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 2024 截至二零二四年十二月三十一日止年度

### 39. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### Liquidity risk (Continued)

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.

##### Liquidity table

At 31 December 2024

		Weighted average interest rate 加權 平均利率 %	On demand or less than 1 month 按要求或 少於1個月 RMB'000 人民幣千元	1-3 months 1至3個月 RMB'000 人民幣千元	3 months to 1 year 3個月至1年 RMB'000 人民幣千元	1-5 years 1至5年 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現現金 流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
Non-derivative financial liabilities	非衍生金融負債							
Trade and other payables	貿易及其他應付款項	-	242,155	-	-	-	242,155	242,155
Bank and other borrowings	銀行及其他借款	7	158,622	-	-	-	158,622	157,920
Convertible loan notes	可換股貸款票據	17.32	51,509	-	-	-	51,509	50,776
Lease liabilities	租賃負債	4.88	5,104	48	152	-	5,304	4,762
Amount due to related parties	應付關聯方款項	-	35,019	-	-	-	35,019	35,019
			492,409	48	152	-	492,609	490,632

### 39. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 流動資金風險 (續)

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。

##### 流動資金表

於二零二四年十二月三十一日



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

**39. FINANCIAL INSTRUMENTS** (Continued)**39. 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 2023, as restated

於二零二三年十二月三十一日(重列)

		Weighted average interest rate 加權 平均利率 %	On demand or less than 1 month 按要求或 少於1個月 RMB'000 人民幣千元	1-3 months 1至3個月 RMB'000 人民幣千元	3 months to 1 year 3個月至1年 RMB'000 人民幣千元	1-5 years 1至5年 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現現金 流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>							
Trade and other payables	貿易及其他應付款項	-	134,402	-	-	-	134,402	134,402
Bank and other borrowings	銀行及其他借款	7	257,085	-	-	-	257,085	257,085
Convertible loan notes	可換股貸款票據	17.31	47,430	-	-	-	47,430	47,430
Lease liabilities, as restated	租賃負債，重列	4.88	5,083	12	58	146	5,299	5,176
Amount due to related parties	應付關聯方款項	-	207	-	-	-	207	207
			444,207	12	58	146	444,423	444,300

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 39. 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.

#### 39. 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 2024 截至二零二四年十二月三十一日止年度

### 39. 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 that 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 RMB200,000 loss on fair value change of financial assets at FVTPL had been recognised for the year ended 31 December 2024 (2023: Nil) and RMB204,000 loss on disposal of financial assets at FVTPL had been recognised for the year ended 31 December 2024 (2023: Nil). The investments in the unlisted equity securities classified as financial assets at fair value through profit or loss are amounted to approximately RMB0 (2023: 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.

### 39. 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，本集團董事認為，截至2024年12月31日止年度已確認按公允價值計入損益之金融資產公允價值變動損失人民幣200,000元(二零二三年：零)，以及截至二零二四年十二月三十一日止年度已確認處置按公允價值計入損益之金融資產損失人民幣204,000元(二零二三年：零)。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0元(二零二三年：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 2024 截至二零二四年十二月三十一日止年度

### 40. CHARGES ON ASSETS

The Group has the following charges on assets for bank borrowings as set out in Note 30 at the end of the reporting period:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	15,038	16,513
Investment properties	投資物業	43,810	47,420
Right-of-use assets	使用權資產	968	1,200
Transfer to investment properties (Note 19)	轉撥至投資物業 (附註 19)	59,816	65,133

### 40. 資產抵押

於報告期末，本集團就附註30所載之銀行借款有以下資產抵押：

### 41. 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.

### 41. 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 2024 截至二零二四年十二月三十一日止年度

### 41. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

(Continued)

### 41. 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 (Restated) (重列)	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	Amount due from related parties 應收 關聯方款項 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2024 (as restated)	於二零二四年 一月一日 (重列)	5,176	257,085	47,430	207	309,898
Financing cash flows (Note (i))	融資現金流量 (附註(i))	(428)	–	–	34,812	34,384
Non-cash transactions:	非現金交易：					
Notes receivable (Note (ii))	應收票據 (附註(ii))	–	(100,000)	–	–	(100,000)
Borrowing reclassification	借款重分類	–	835	–	–	835
Exchange adjustments	匯兌調整	–	–	357	–	357
Interest expenses	利息開支	14	9,647	2,989	–	12,650
Accrued interest expenses	應計利息	–	(9,647)	–	–	(9,647)
<b>At 31 December 2024</b>	<b>於二零二四年 十二月三十一日</b>	<b>4,762</b>	<b>157,920</b>	<b>50,776</b>	<b>35,019</b>	<b>248,477</b>
At 31 December 2022 and 1 January 2023, as restated	於二零二二年 十二月三十一日 及二零二三年 一月一日 (重列)	2,221	235,398	44,014	–	281,633
Financing cash flows (Note (i))	融資現金流量 (附註(i))	(921)	21,661	–	207	20,947
Non-cash transactions:	非現金交易：					
New lease agreement (Note (iii))	新租賃合約安排 (附註(iii))	3,788	–	–	–	3,788
Exchange adjustments	匯兌調整	–	–	659	–	659
Interest expenses	利息開支	88	6,956	2,757	–	9,801
Accrued interest expenses	應計利息	–	(6,930)	–	–	(6,930)
<b>At 31 December 2023, as restated</b>	<b>於二零二三年 十二月三十一日 (重列)</b>	<b>5,176</b>	<b>257,085</b>	<b>47,430</b>	<b>207</b>	<b>309,898</b>

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

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 41. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

(Continued)

Notes:

- (i) The financing cash flows mainly represent proceeds from bank and other borrowings, repayment of lease liabilities, repayment of bank and other borrowings and interest paid.
- (ii) The note receivables represent a derecognition of bank and other borrowings due to settlement of notes receivables by the creditors.
- (iii) The new lease agreement represents lease contract to purchase motor vehicle.

### 41. 融資活動產生的負債的對賬 (續)

附註：

- (i) 融資現金流量主要包括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。
- (ii) 應收票據是指因債權人清償應收票據而確認的銀行借款及其他借款。
- (iii) 新的租賃協議代表購買機動車輛的租賃合約。

### 42. 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 305 to 360. Specifically, there is a related party guarantee of RMB20 million in the appendix on pages 311 to 319, and a related party guarantee of RMB7 million in the appendix on pages 324 to 329.

#### (b) Compensation of key management personnel

The remuneration of executive directors, being the key management personnel, are set out in Note 14, which is determined by the remuneration committee having regard to the performance of individuals and market trends.

### 42. 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305頁至360頁附錄。其中涉及第311頁至319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324頁至329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14，其乃由薪酬委員會經考慮個人表現及市場趨勢而釐定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 43. 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.

### 43. 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	2023	2024	2023	
			2024 年	2023 年	2024 年	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
Win Giant Limited	Hong Kong 香港	HK\$1 1 港元	100%	100%	100%	100%	Investment holding 投資控股

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

#### 43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

#### 43. 本公司主要附屬公司詳情 (續)

Name of subsidiary	Place of incorporation/ establishment/ operation	Issued and fully paid share capital/ Paid-up registered capital	Proportion ownership interest held by the Company		Proportion of voting power held by the Company		Principal activities
附屬公司名稱	註冊成立／ 成立／營運地點	已發行及繳足股本／ 繳足註冊資本	本公司持有之 所有權權益比例		本公司持有之 投票權比例		主要業務
			2024	2023	2024	2023	
			2024年	2023年	2024年	2023年	
			%	%	%	%	
Guangdong Jiji Household Building Materials Chain Co. Ltd.* (“Guangdong Jiji”) <sup>①</sup>	The PRC	RMB161,600,000	100%	100%	100%	100%	Sales of household building materials
廣東集一家居建材連鎖有限公司(「廣東集一」) <sup>①</sup>	中國	人民幣 161,600,000 元					銷售家居建材
Meizhou Jisheng Household Building Materials Company Limited* (“Meizhou Jisheng”) <sup>①</sup>	The PRC	RMB2,000,000	100%	100%	100%	100%	Investment holding
梅州市集勝家居建材有限公司(「梅州集勝」) <sup>①</sup>	中國	人民幣 2,000,000 元					投資控股
Guangdong Jiji Xinya Decoration and Design Construction Company Limited* (“Jiji Xinya”) <sup>①</sup>	The PRC	RMB10,100,000	100%	100%	100%	100%	Provision of interior design and building engineering services
廣東集一信雅裝飾設計工程有限公司(「集一信雅」) <sup>①</sup>	中國	人民幣 10,100,000 元					提供室內設計及建築工程服務
Jiji Industrial Group (Shenzhen) Co. Ltd.* (“Shenzhen Jiji”) <sup>①</sup>	The PRC	RMB10,000,000	100%	100%	100%	100%	Investment holding
集一實業集團(深圳)有限公司(「深圳集一」) <sup>①</sup>	中國	人民幣 10,000,000 元					投資控股



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

### 43. 本公司主要附屬公司詳情(續)

Name of subsidiary	Place of incorporation/ establishment/ operation	Issued and fully paid share capital/ Paid-up registered capital	Proportion ownership interest held by the Company		Proportion of voting power held by the Company		Principal activities
附屬公司名稱	註冊成立／ 成立／營運地點	已發行及繳足股本／ 繳足註冊資本	本公司持有之 所有權權益比例		本公司持有之 投票權比例		主要業務
			2024	2023	2024	2023	
			2024 年	2023 年	2024 年	2023 年	
			%	%	%	%	
Shenzhen Xinjiale Cloud-based Decoration Technology Co., Limited* <sup>(i)</sup>	The PRC	RMB35,000,000	100%	100%	100%	100%	Provision of home decoration and online distribution and electronic marketing services
深圳市新家樂雲整裝科技 有限公司 <sup>(i)</sup>	中國	人民幣 35,000,000 元					提供家裝及網上分銷 及網絡營銷服務
Meizhou Xinjiale Enterprise Limited* <sup>(i)</sup>	The PRC	RMB1,000,000	100%	100%	100%	100%	Provision of home decoration
梅州市新家樂實業有限公司 <sup>(i)</sup>	中國	人民幣 1,000,000 元					提供家裝
Xinjiale Cloud-base Gaofeng (Meizhou) Decoration Engineering Company Limited* <sup>(i)</sup>	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 <sup>(i)</sup>	中國	人民幣 306,000 元					提供家裝

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

### 43. 本公司主要附屬公司詳情 (續)

	Place of incorporation/ establishment/ operation	Issued and fully paid share capital/ Paid-up registered capital	Proportion ownership interest held by the Company		Proportion of voting power held by the Company		Principal activities
Name of subsidiary	註冊成立／ 成立／營運地點	已發行及繳足股本／ 繳足註冊資本	本公司持有之 所有權權益比例		本公司持有之 投票權比例		
附屬公司名稱			2024 2024年 %	2023 2023年 %	2024 2024年 %	2023 2023年 %	主要業務
Xinjiale Cloud-base Qinyang (Meizhou) Decoration Engineering Company Limited* <sup>(ii)</sup>	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 <sup>(ii)</sup>	中國	人民幣 600,000 元					提供家裝
Meizhou Xingju Culture Media Company Ltd. * <sup>(ii)</sup>	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 <sup>(ii)</sup>	中國	人民幣 1,000,000 元					提供網絡營銷服務
Guangdong Jicheng Building Materials Enterprise (Limited Partnership)* <sup>(ii)</sup>	The PRC	RMB10,000,000	99%	99%	99%	99%	Investment holding
廣東集誠建材企業(有限合夥) <sup>(ii)</sup>	中國	人民幣 10,000,000 元					投資控股
Jiyi (Shenzhen) Property Management Co., Ltd* <sup>(i)</sup>	The PRC	RMB2,000,000	100%	100%	100%	100%	Estate management
集一(深圳)物業管理有限公司 <sup>(i)</sup>	中國	人民幣 2,000,000 元					物業管理

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

### 43. 本公司主要附屬公司詳情(續)

Name of subsidiary	Place of incorporation/ establishment/ operation	Issued and fully paid share capital/ Paid-up registered capital	Proportion ownership interest held by the Company		Proportion of voting power held by the Company		Principal activities
附屬公司名稱	註冊成立／ 成立／營運地點	已發行及繳足股本／ 繳足註冊資本	本公司持有之 所有權權益比例		本公司持有之 投票權比例		主要業務
			2024 2024年 %	2023 2023年 %	2024 2024年 %	2023 2023年 %	
Meizhou Ji Yi Building Materials Partnership (Limited Partnership)* <sup>(i)</sup>	The PRC	RMB10,000,000	65%	65%	65%	65%	Sales of household building materials
梅州市集易建材合夥企業 (有限合夥) <sup>(i)</sup>	中國	人民幣 10,000,000 元					銷售家居建材
Jiyi (Shenzhen) Intelligent Technology Co., Ltd* <sup>(i)</sup>	The PRC	RMB5,000,000	100%	100%	100%	100%	Sales of electronic products
集一家(深圳)智能科技有限 公司 <sup>(i)</sup>	中國	人民幣 5,000,000 元					銷售電子產品
Jiyi Zhiwo (Shenzhen) Intelligent Technology Co., Ltd* <sup>(i)</sup>	The PRC	RMB5,000,000	51%	N/A	51%	N/A	Sales of electronic products
集一智喔(深圳)智能科技 有限公司 <sup>(i)</sup>	中國	人民幣 5,000,000 元		不適用		不適用	銷售電子產品
Shenzhen Shenjilian Trading Co., Ltd* <sup>(i)</sup>	The PRC	RMB30,000,000	100%	N/A	100%	N/A	Bulk commodity trading
深圳市深集聯貿易有限公司 <sup>(i)</sup>	中國	人民幣 30,000,000 元		不適用		不適用	大宗商品貿易
Guangjilian (Guangzhou) Trading Co., Ltd* <sup>(i)</sup>	The PRC	RMB30,000,000	100%	100%	100%	100%	Bulk commodity trading
廣集聯(廣州)貿易有限公司 <sup>(i)</sup>	中國	人民幣 30,000,000 元					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 2024 截至二零二四年十二月三十一日止年度

### 43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

### 43. 本公司主要附屬公司詳情 (續)

Name of subsidiary	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		Proportion of		Principal activities
			ownership interest held by the Company 本公司持有之 所有權權益比例		voting power held by the Company 本公司持有之 投票權比例		
附屬公司名稱			2024	2023	2024	2023	
			2024 年	2023 年	2024 年	2023 年	
			%	%	%	%	

Guangxi Ji Yi New Energy Technology Co., Ltd.* <sup>(i)</sup> 廣西集一新能源科技有限公司 <sup>(i)</sup>	The PRC 中國	RMB5,000,000 人民幣5,000,000元	73% 73%	73% 73%	73% 73%	Investment holding 投資控股
Shenzhen Ji Yi New Energy Technology Co., Ltd.* <sup>(ii)</sup> 深圳集一新能源科技有限公司 <sup>(ii)</sup>	The PRC 中國	RMB100,000,000 人民幣100,000,000元	51% 51%	51% 51%	51% 51%	Investment holding 投資控股

\* The English name is for identification purpose only

\* 英文名稱僅供識別

i) These subsidiaries are wholly-foreign owned enterprises established in the PRC.

i) 該等附屬公司為在中國成立的外商獨資企業。

ii) The subsidiaries are foreign-invested enterprise established in the PRC.

ii) 該等附屬公司為在中國成立的外商投資企業。

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 2024 截至二零二四年十二月三十一日止年度

### 44. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

### 44. 本公司財務狀況及儲備報表

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>		
Investment in the subsidiaries	於附屬公司的投資 *	—	—
Amounts due from subsidiaries	應收附屬公司款項 *	—	—
Right-of-use assets	使用權資產	43	273
		<b>43</b>	<b>273</b>
<b>Current assets</b>	<b>流動資產</b>		
Amounts due from subsidiaries	應收附屬公司款項 *	542	542
Prepayments and other receivables	預付款項及其他應收款項	590	590
Bank balances and cash	銀行結餘及現金	215	210
		<b>1,347</b>	<b>1,342</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Amount due to a related party	應付關聯方款項	11,038	2,832
Other payables	其他應付款項	5,470	2,019
Convertible loan notes	可換股貸款票據	50,776	47,430
Lease liabilities	租賃負債	44	269
		<b>67,328</b>	<b>52,550</b>
<b>Net current liabilities</b>	<b>流動負債淨值</b>	<b>(65,981)</b>	<b>(51,208)</b>
<b>Net liabilities</b>	<b>資產負債</b>	<b>(65,938)</b>	<b>(50,935)</b>
<b>Capital and reserves</b>	<b>股本及儲備</b>		
Share capital	股本	2,390	2,390
Reserves	儲備	(68,328)	(53,325)
<b>Total equity</b>	<b>權益總額</b>	<b>(65,938)</b>	<b>(50,935)</b>

\* As at 31 December 2024, the gross carrying amount of Investment in the subsidiaries was RMB217,703,000, and a full provision for impairment was made for the this year (2023: RMB254,468,000); The total gross carrying amount of Amounts due from subsidiaries is RMB548,131,000, and the provision for impairment in the this year was RMB548,131,000 (2023: RMB566,124,000). As stated in Note 24(c), due to the challenging economic environment, the Company has carefully evaluated the recovery status of the aforementioned amounts and made significant impairment.

\* 於2024年12月31日，於附屬公司的投資餘額為人民幣217,703,000元，本年度全額計提了減值準備(2023：人民幣254,468,000元)；應收附屬公司款項餘額合計為人民幣548,131,000元，本年度計提的減值準備金額為人民幣548,131,000元(2023：人民幣566,124,000元)。如本報告之附註24(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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 44. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

(Continued)

### 44. 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	Translation reserves	Share-based payment reserve	Accumulated losses	Total
		股份溢價 RMB'000 人民幣千元	或然代價儲備 RMB'000 人民幣千元	匯兌儲備 RMB'000 人民幣千元	以股份為基礎 之付款儲備 RMB'000 人民幣千元	累計虧損 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2024	於二零四一年一月一日	782,346	2,221	24,091	11,903	(873,886)	(53,325)
Loss for the year	年內虧損	-	-	-	-	(9,244)	(9,244)
Other comprehensive expense for the year	年內其他全面開支	-	-	(5,759)	-	-	(5,759)
At 31 December 2024	於二零二四年十二月三十一日	782,346	2,221	18,332	11,903	(883,130)	(68,328)
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	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 income for the year	年內其他全面收益	-	-	(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)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 45. EVENTS AFTER THE REPORTING PERIOD

Subsequent to the end of the reporting period and prior to the approval of these financial statements, the Company implemented material changes to its board composition and governance framework with effect from 6 June 2025. Mr. Yu Runkun was appointed as an executive director and chairman of the board, whilst relinquishing his role as chief executive officer. The Company simultaneously appointed three new independent non-executive directors: Ms. Zhang Chuwen, Mr. Wei Zhihang and Mr. Chi Shimin. During this intervening period, the board accepted resignations from several directors. Ms. Hou Wei, Mr. Liu Xianxiu and Mr. Yang Baikang stepped down from their positions as executive directors, Mr. Hou Bo resigned as a non-executive director, and Mr. Hou Lianchang and Mr. Chen Zenghua concluded their terms as independent non-executive directors.

Concurrent with these changes, Mr. Yu Runkun assumed the duties of authorised representative under both the Listing Rules and the Companies Ordinance, succeeding Ms. Hou Wei in this capacity. The board also reconstituted its committee leadership, appointing Ms. Zhang Chuwen as chair of the remuneration committee, Mr. Wei Zhihang as chair of the nomination committee, and Mr. Chi Shimin as chair of the audit committee. These post-reporting period developments form part of the Company's ongoing board succession planning and governance enhancement programme. The board has determined these matters to be non-adjusting events that neither require modification of the amounts recognised in these financial statements nor materially affect the Company's financial position or operations as at 31 December 2024.

### 45. 報告期後事項

於報告期間結束後至本財務報表獲批准前，本公司自二零二五年六月六日起對董事會組成及管治架構作出重大變動。俞潤坤先生獲委任為執行董事及董事會主席，同時卸任行政總裁職務。本公司同步委任三名新任獨立非執行董事：張楚文女士、魏志航先生及遲世敏先生。在此過渡期間，董事會接獲多名董事呈辭：侯薇女士、劉賢秀先生及楊百康先生退任執行董事職務，侯波先生辭任非執行董事，而侯聯昌先生與陳增華先生則終止其獨立非執行董事任期。

與上述變動同步，俞潤坤先生接替侯薇女士，出任《上市規則》及《公司條例》項下的授權代表職務。董事會亦重組其委員會領導架構，委任張楚文女士為薪酬委員會主席、魏志航先生為提名委員會主席，以及遲世敏先生為審核委員會主席。此等報告期後發生的事項，屬本公司董事會持續繼任規劃及管治優化計劃的一部分。董事會判定該等事項屬非調整事件，既無需對本財務報表已確認的金額作出修改，亦不會對本公司截至二零二四年十二月三十一日的財務狀況或營運構成重大影響。

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

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 45. EVENTS AFTER THE REPORTING PERIOD

(Continued)

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.

On 17 June 2025, the Company received the order from the High Court of the Hong Kong Special Administrative Region for dismissal of the Petition filed on 12 June 2023.

### 45. 報告期後事項 (續)

在二零二三年六月十二日，青島榮世開元商貿有限公司(Petitioner)向香港特別行政區高等法院(「香港高等法院」)提出了清盤請求(「請求」)，要求根據《公司(清盤及雜項條文)條例》(香港法例第32章)對公司進行清盤。請求人的最終實益擁有人為張宗愛(Zhang Zongai)先生。清盤請求的副本於二零二三年七月五日送達公司辦公室。該請求與請求人對到期可轉換債券的索賠有關，該可轉換債券的本金金額為港幣41,555,555.00，該債券已於二零二二年八月三十一日到期。截至二零二三年六月十二日，公司據稱欠請求人總金額為港幣57,482,397.55，其中港幣41,555,555.00為債券的未償本金，港幣15,926,842.55為應計利息。

在二零二五年六月十七日，公司收到香港特別行政區高等法院對於二零二三年六月十二日提出的清盤請求的駁回命令。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

### 45. EVENTS AFTER THE REPORTING PERIOD

(Continued)

On 28 July 2025, a winding-up petition (the “Petition for Unpaid Wages”) was filed by Mr. Lo Wai Siu (the “Petitioner for Unpaid Wages”) with the High Court of the Hong Kong Special Administrative Region (the “High Court”) 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). A copy of the winding-up petition was delivered by the Petitioner for Unpaid Wages to the Company’s office on 30 July 2025. The Petition for Unpaid Wages is in relation to the Petitioner for Unpaid Wages’s claim for the wages in arrears, unpaid annual leave, reimbursement of disbursements in interest accrued up to 30 June 2025 owed to the Petitioner for Unpaid Wages less counterclaim of the Company per the award by the Labour Tribunal dated 10 February 2025 in aggregated amount of HK\$325,966.69.

There is no other material subsequent event undertaken by the Company or by the Group after 31 December 2024 and up to the date of this annual report.

### 45. 報告期後事項 (續)

於二零二五年七月二十八日，羅偉兆先生(「欠薪申請人」)向香港特別行政區高等法院(「高等法院」)提交了一份清盤呈請(「欠薪呈請」)，要求根據《公司(清盤及雜項條文)條例》(香港法律第32章)對公司進行清盤。欠薪申請人於二零二五年七月三十日將清盤呈請的副本送達公司的辦公室。該欠薪呈請與欠薪申請人對拖欠工資、未支付年假及截至二零二五年六月三十日的應付利息的報銷要求有關，這些金額扣除公司根據二零二五年二月十日勞工法庭的裁決所提出的反訴，總額為港幣325,966.69元。

本公司或本集團於二零二四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 2024 截至二零二四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				
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元 (Restated) (重列)	2022 二零二二年 RMB'000 人民幣千元 (Restated) (重列)	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Revenue	收入	311,017	629,482	559,763	458,296	446,915
(Loss)/profit before tax	除稅前虧損／(溢利)	(329,551)	(488,556)	(39,799)	11,789	13,219
Income tax expenses	所得稅開支	(413)	(10,600)	(117)	(3,925)	(2,759)
(Loss)/profit for the year	年內虧損／(溢利)	(329,964)	(499,156)	(39,916)	7,864	10,460
Total comprehensive (loss)/ income for the year	年內全面虧損／ (收入)總額	(334,764)	(522,451)	(33,065)	8,737	14,645

### ASSETS AND LIABILITIES

### 資產及負債

		At 31 December 於十二月三十一日				
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元 (Restated) (重列)	2022 二零二二年 RMB'000 人民幣千元 (Restated) (重列)	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Total assets	資產總值	638,355	906,025	1,360,550	1,203,357	1,080,132
Total liabilities	負債總額	590,937	523,843	455,917	505,479	405,691
Total equity	權益總額	47,418	382,182	904,633	697,878	674,441

## 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 Jiye Household Building Materials Chain Co., Ltd.); the arbitration clauses in the Maximum Guarantee Contract signed between the Applicant and the Respondent II (Guangdong Jiye Xinya Decoration Design Engineering Co., Ltd.), the Respondent III (Hou Wei), the Respondent IV (Deng Jianshen), the Respondent V (Jiye 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 Jiye 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 Jiye 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 Jiye 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 Jiye 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 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 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 Ji Yi Household Building Materials Chain Co., Ltd., located in Ji Yi 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 Ji Yi 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; Enforceee: 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 JiYi 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  
文清償還借款本息。

## Appendix (Continued) 附錄(續)

### MANAGEMENT'S REPORT AND CHINA LEGAL OPINION ON LITIGATION AND ARBITRATION INVOLVING THE GROUP'S RELATED SUBSIDIARIES (Continued)

### 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)

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.

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)

### 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)

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.

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 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 Jiye 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; (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 Ji Yi 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 Ji Yi 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, Ji Yi 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 Ji Yi 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、被上訴人鄧樟樟就原審被告侯薇、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團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、鄧樟樟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 JiYi Holdings and its subsidiaries: As JiYi 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: JiYi Industrial; Enforcement target: RMB283,665,272; Enforcement Court: the People's Court of Luohu District, Shenzhen.
3. Current status: JiYi 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)

#### 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)

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.

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 enforcees (Deng Yiyi, Hou Wei, Deng Jianshen, Ji Yi Industrial Group (Shenzhen) Co., Ltd. (the main borrower), Guangdong Ji Yi Household Building Materials Chain Co., Ltd., and Guangdong Ji Yi 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 enforcees 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)

### 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)

Solution: Jiye Industrial is the main borrower (funds have been used by Jiye Industrial), Jiye Household Chain and Jiye 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.

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。

Impact on Jiye 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.

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。

#### Legal advice:

#### 法律意見：

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.

- 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)

### 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)

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; Enforceeee: 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.

- 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 Jiye Industrial does not have any property available for loan collateral, banks require individual shareholders or relatives who are related to Jiye 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 Jiye 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 Jiye Holdings's assets. It is estimated that the disposal and sale of Deng Yiyi's mortgaged assets will be able to repay the debt, Jiye Industrial, Jiye Household Chain, Jiye 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）商業店鋪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)

### 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)

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 Ji Yi 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.

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。

#### Judgment result:

#### 判決結果：

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;

- 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 Jiye Holdings and its subsidiaries: Due to the property mortgage guarantee provided by Guangdong Jiye 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; Enforcee: Jiyi Household Chain; Enforcement target: RMB7,011,427; Enforcement Court: The People's Court of Meijiang 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：(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. 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.

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. 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.

4、風險評估：該案件主債務人為鄧樟樟，鄧樟樟與實際用款人集一家居連鎖簽署委託借款協議，將鄧樟樟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。判決除由鄧樟樟承擔債務外，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 enforceree 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 enforceree 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 enforceree 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 ( $\text{RMB}2,882,891.21 \times 18 \times 1.5\%$ ) 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 $2,882,891.21 \times 18 \times 1.5\%$ )。

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)

### 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)

Solution for Management Report: Guangdong Ji Yi 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.

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。

Impact on Ji Yi 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.

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。

Legal advice:

法律意見：

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.

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.
3. Current status: Jiyi Xinya Decoration and Jiyi Household Chain have not fulfilled the payment of enforcement amounts.
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.

- 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、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、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 Jiye Household Building Materials Chain Co., Ltd. since 2015. The defendant Guangdong Jiye 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 Jiye Household Building Materials Chain Co., Ltd., the defendant Guangdong Jiye 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 Jiye 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 Jiye 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 Jiye 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)

### 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)

Judgment result:

判決結果：

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.

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。

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 JiYi 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  $\approx$  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 $\approx$ 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: JiYi Household Chain and JiYi Industrial have not fulfilled the payment of judgment amount.
3. Risk assessment: The debtor in this case is JiYi Household Chain and JiYi 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)

Case cause: Dispute on labour contract

Arbitration result:

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)

案由：勞動合同糾紛

仲裁結果：

Name	Companies belonging to	Total (RMB)
Zhang Kaiyin	Guangdong Ji Yi Xinya Decoration Design Engineering Co., Ltd.	135,573.3
Liao Qianghua	Guangdong Ji Yi Xinya Decoration Design Engineering Co., Ltd.	94,854.33
Tang Haihua	Guangdong Ji Yi Xinya Decoration Design Engineering Co., Ltd.	190,601
Ling Yongshan	Guangdong Ji Yi Xinya Decoration Design Engineering Co., Ltd.	321,559.5
Zou Xiaoming	Shenzhen Xinjiale Cloud Decoration Technology Co., Ltd.	62,636

姓名	所屬公司	合計 (人民幣元)
張開銀	廣東集一信雅裝飾設計工程有限公司	135,573.3
廖強華	廣東集一信雅裝飾設計工程有限公司	94,854.33
湯海華	廣東集一信雅裝飾設計工程有限公司	190,601
凌勇山	廣東集一信雅裝飾設計工程有限公司	321,559.5
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)

### 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) (Continued)

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)

Impact on Ji Yi 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 Ji Yi Xinya Decoration Design Engineering Co., Ltd. and RMB32,255 for Shenzhen Xinjiale Cloud Decoration Technology Co., Ltd.).

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)。

Legal advice:

法律意見：

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: Ji Yi Xinya Decoration has not fulfilled the payment of judgement amount.
3. Risk assessment: The debtor in this case is Ji Yi 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.

- 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)

### 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) (Continued)

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. 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; Enforceee: Xinjiale; Enforcement target: RMB42,636; Enforcement Court: The People's Court of Meixian District, Meizhou.

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. Current status: The enforcement of the case was terminated on 13 October 2022, with an outstanding amount of RMB30,252.

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. 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.

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 enforceee Guangdong Jiyi Xinya Decoration Design Engineering Co., Ltd., Meizhou Weilongju Industrial Co., Ltd., and Deng Jianshen, the enforceee 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; Enforceeee: 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: Jiye 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.

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. Risk assessment: The debtor in this case is Jiye 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.

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 Jiyi 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 Jiyi Shangcheng". The plaintiff, Meizhou Huashun Concrete Co., Ltd., and the defendant, Guangdong Jiyi 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 Jiyi Xinya Decoration Design Engineering Co., Ltd. in accordance with the agreement, fulfilling the supply obligation. However, Guangdong Jiyi 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 Jiyi 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 Jiyi 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 Jiyi 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砂款人民幣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.以欠付砂款人民幣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.以欠付砂款人民幣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)

### 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)

#### X. Civil Case No.: (2023) Yue 1402 Min Chu 1125 (Continued)

#### 十、民事案案號：(2023)粵1402民初1125 號 (續)

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.

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。

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).

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X26個月X30日X0.08%=人民幣817,070.95元、人民幣500,705元X30個月X30日X0.08%=人民幣360,507.60元)。

#### Legal advice:

#### 法律意見：

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.

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 enforcerees (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 Ji Yi 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 Ji Yi 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: 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 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 Ji Yi 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, Ji Yi 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 Ji Yi 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 Ji Yi 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 Jiyi 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 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。

Impact on Jiyi 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. Jiye Industrial owes a tax of RMB15,055.62, which has been accrued without any impact.
2. Jiye 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. Jiye 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)

- |   |  |
|---|--|
| <p>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.</p>  | <p>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。</p>  |
| <p>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.</p> | <p>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。</p> |
| <p>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.</p>   | <p>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。</p>  |
| <p>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.</p>  | <p>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。</p>  |
| <p>8. Jiyi Holdings Limited owes a salary of HK\$1,015,000.00.</p>  | <p>8、集一控股有限公司欠付薪酬1,015,000.00港元。</p>   |

## 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. Jiye Industrial recovered the payment of land repurchased by Guangming District, Shenzhen to pay.
2. Jiye Xinya Decoration recovered project payment to pay.
3. Jiye 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 Jiye 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 Jiyi Household Building Materials Chain Co., Ltd. signed a housing lease contract on 15 November 2019 with Yang Jiaxing. The contract stipulates that Guangdong Jiyi Household Building Materials Chain Co., Ltd. will lease its legally owned 1/F & 2/F shopping mall and attic in Jiyi 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 Jiaxing 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 Jiaxing owed Guangdong Jiyi Household Building Materials Chain Co., Ltd. a rent of RMB1,650,000 for a total of 11 months from February to December 2022; Yang Jiaxing owed Guangdong Jiyi 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