



**Shanxi Changcheng**  
**Microlight Equipment Co. Ltd. \***

**山西長城微光器材股份有限公司**

(a joint stock limited company incorporated in the People's Republic of China)

(於中華人民共和國註冊成立之股份有限公司)

(Stock Code 股份代號 : 8286)

# 2024

## ANNUAL REPORT

年 報

# CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

## 香港聯合交易所有限公司（「聯交所」）GEM的特色

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

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

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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本報告的資料乃遵照聯交所GEM證券上市規則而刊載，旨在提供有關山西長城微光器材股份有限公司（「本公司」）的資料；本公司各董事願就本報告的資料共同及個別地承擔全部責任。本公司各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

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### BOARD OF DIRECTORS

#### Executive Directors

Mr. Song Zhenglai (*Vice-Chairman*)  
Mr. Jiao Baoguo  
Ms. Wang Lingling

#### Non-executive Directors

Mr. Wu Bo (*Chairman*)  
Mr. Yuan Guoliang

#### Independent Non-executive Directors

Mr. Xu Yongfeng  
Mr. Wang Weizhong  
Mr. Rong Fei

#### Audit Committee

Mr. Xu Yongfeng (*Chairman*)  
Mr. Rong Fei  
Mr. Yuan Guoliang

#### Remuneration Committee

Mr. Rong Fei (*Chairman*)  
Mr. Xu Yongfeng  
Mr. Yuan Guoliang

#### Nomination Committee

Mr. Wu Bo (*Chairman*)  
Mr. Xu Yongfeng  
Mr. Wang Weizhong

#### Supervisors

Ms. Han Xiaou (*Chairman*)  
Mr. Dong Yonghong  
Mr. Song Zhenbao

#### Compliance Officer

Mr. Song Zhenglai

### 董事會

#### 執行董事

宋政來先生 (*副主席*)  
焦保國先生  
王玲玲女士

#### 非執行董事

吳波先生 (*主席*)  
袁國良先生

#### 獨立非執行董事

許詠風先生  
王衛忠先生  
榮飛先生

#### 審核委員會

許詠風先生 (*主席*)  
榮飛先生  
袁國良先生

#### 薪酬委員會

榮飛先生 (*主席*)  
許詠風先生  
袁國良先生

#### 提名委員會

吳波先生 (*主席*)  
許詠風先生  
王衛忠先生

#### 監事

韓曉歐女士 (*主席*)  
董用宏先生  
宋振寶先生

#### 監察主任

宋政來先生

# Corporate Information

## 公司資料

### Authorised Representatives

Mr. Song Zhenglai  
Mr. Chen Cong

### 授權代表

宋政來先生  
陳聰先生

### Company Secretary

Mr. Chen Cong

### 公司秘書

陳聰先生

### Auditors

Beijing Xinghua Caplegend CPA Limited  
1/F  
GR8 Inno Tech Centre  
No. 46 Tsun Yip Street, Kwun Tong  
Hong Kong

### 核數師

北京興華鼎豐  
會計師事務所有限公司  
香港  
觀塘駿業街46號  
廣域創科中心  
1樓全層

### Hong Kong Share Registrar and Transfer Office

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

### 股份過戶登記香港分處

卓佳標準有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

### Head Office and Registered Office

No. 7 Dianzi Street  
Demonstration Zone  
Shanxi, The PRC

### 總辦事處及註冊辦事處

中國山西  
示範區  
電子街七號

### Principal Place of Business in Hong Kong

Unit 1510-17, 15/F,  
Tower 2, Kowloon Commerce Centre,  
No. 51 Kwai Cheong Road,  
Kwai Chung, New Territories,  
Hong Kong

### 香港主要營業地點

香港  
新界葵涌  
葵昌路51號  
九龍貿易中心第2座  
15樓1510-17室

### Principal Banker

Bank of China Limited  
Industrial and Commercial Bank of China Limited  
Huaxia Bank Limited

### 主要來往銀行

中國銀行股份有限公司  
中國工商銀行股份有限公司  
華夏銀行股份有限公司

### Stock Code

8286

### 股份代號

8286

# Chairman's Statement

## 主席報告書

I am honored to serve as the Chairman of the board of directors (the “**Board**”) of the Company.

The Board and the management team will strive to comprehensively improve the Group's operations, production, research & development and market development capabilities in order to enhance corporate value and financial performance. Despite the difficult operating environment, thanks to the every effort made by the Board and management of the Group to develop core businesses, the Group strives to reinforce its strength and advantages and fully realize its potential to seek for the best performance. At the same time, the Board continues to reduce operating costs and improve product quality, with a view to restoring profit growth.

On behalf of the Board, I would like to express my sincere gratitude to all employees for their contributions and to shareholders and investors for their support.

**Wu Bo**  
*Chairman*

Taiyuan City, Shanxi Province, the PRC  
15 April 2025

本人感到榮幸擔任本公司董事會（「**董事會**」）主席。

董事會及管理團隊將致力全面改善本集團的營運、生產、研發及市場開發能力，以提升企業價值及財務表現。雖然運營環境困難，但經過本集團董事會及管理層不遺余力的發展核心業務，提升效率及生產力，本集團務求加強實力以及優勢，充分發揮自身潛力，以爭取最佳業績。同時，董事會亦繼續減低經營成本以及改善產品質素，銳意恢復盈利增長。

本人謹代表董事會對全體員工的貢獻，以及股東和投資者的支持表示衷心的感謝。

**吳波**  
主席

中國山西省太原市  
二零二五年四月十五日

# Management Discussion and Analysis

## 管理層討論與分析

### Business Review

#### **Business of the Group**

Since the listing of the Company and its subsidiaries (together the “**Group**”) on GEM of the Stock Exchange in 2004, the Group has been engaging in the design, research, development, manufacture and sale of image transmission fiber optic products as its principal business. Image transmission fiber optics products manufactured by the Group are image transmission devices containing a rigidly bundle of optical fibers arranged in an ordered fashion so that images can be transmitted from one end of the optical fiber bundle and displayed on the other end of the bundle. A typical image transmission fiber optic product of the Group would consist of over 10 million optical fibers.

At present, the Group produces five main products, including fiber optic inverters, fiber optic straight plates, fiber optic face plates, fiber optic tapers and microchannel plates. Although fiber-optic imaging devices (fiber optic inverters, fiber optic face plates, fiber optic tapers and microchannel plates) have been increasingly used in medical imaging equipment, digital photography, physics, biochemistry and other civilian applications in recent years, they are currently mainly used in military low-light night vision devices and military low-light night vision video systems. Its customers are mainly located at China, Russia and the other European countries.

#### **Image Transmission Fiber Optic Production Improvement Measures and Technology Upgrade**

The Group continues to implement various measures (the “**Operational Measures**”) to improve the business capabilities of the Group.

In view of the image transmission fiber optic production technology upgrade, the Group received a subsidy from the industrial transformation and upgrading fund in the amount of RMB20,000,000 (the “**ITU Fund**”) from the government of Taiyuan City, Shanxi Province on 26 December 2018, which specifically supports the industrial transformation and upgrading and technological transformation project of the Group.

The Group’s refinancing exercises failed to be conducted smoothly, which caused the failure of the Group to proceed technological upgrading and transformation as scheduled. During the year, the Group will restart its refinancing initiatives and the technical upgrading and transformation projects as and when appropriate.

### 業務回顧

#### **本集團業務**

本公司連同其附屬公司，統稱（「**本集團**」）自二零零四年於聯交所GEM上市以來，本集團一直以從事圖像傳輸光纖產品的設計、研究、開發、生產及銷售為其主要業務。本集團生產的圖像傳輸光纖產品屬圖像傳輸器件，帶有以有序方式排列的剛性光纖束以便能夠將圖像從光纖束一端傳輸到光纖束的另一端，然後顯示出來。本集團的標準圖像傳輸光纖產品一般由超過一千萬條光纖組成。

目前，本集團生產五類主要產品，包括光纖倒像器、光纖直板、光纖面板、光錐及微通道板。儘管近幾年光纖傳像器件（光纖倒像器、光纖面板、光錐及微通道板）在醫療影像設備、數碼攝影、物理、生化等民用領域的應用日益擴大，但其目前主要應用於軍用微光夜視儀與軍用微光夜視視像系統，其客戶主要分佈於中國、俄羅斯及其他歐洲國家。

#### **圖像傳輸光纖生產工藝改進措施和技術升級**

本集團持續推行各項措施（「**營運措施**」）以改善本集團的業務能力。

鑒於圖像傳輸光纖生產技術升級，於二零一八年十二月二十六日，本集團已收取山西省太原市政府工業轉型升級資金補助金額人民幣20,000,000元整（「**工業轉型升級資金**」），專項支持本集團工業轉型升級和技術改造項目。

本集團再融資工作未能順利進行，致使本集團技術升級改造未能按預期進行。本年度，本集團將重啟再融資工作並擇機重新啟動技術升級改造項目。

# Management Discussion and Analysis

## 管理層討論與分析

### Financial Position and Going Concern Issue

As at 31 December 2024, the Group had net current liabilities and net liabilities of approximately RMB194,219,000 and RMB141,921,000 respectively. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

To improve the financial position of the Group, the directors of the Company have implemented, including but not limited to, the following measures (the "Financial Measures"):

(i) at capital level:

Introducing new strategic investors into the private placement of new shares/bonds, and negotiating and implementing capital operation proposals with shareholders and potential investment institutions;

(ii) at the operational level:

Revitalizing the long-term assets and planning to lease out the properties temporarily not used in the Company's business operations, so as to increase the property income; developing new products for extending the downstream of the industrial chain and strengthening the existing sales forces and introducing more capable strategic sales agencies; and taking the advantage of the technological advantages accumulated by the Company in the field of military products to expand into the field of civilian products and increase new customers and income sources; and

(iii) in respect of liabilities:

(i) negotiating and implementing debts restructuring plan with shareholders, lenders and bankers; (ii) negotiating and implementing loan interest reduction plan with shareholders and lenders; (iii) negotiating extension repayment plan with creditors; and (iv) seeking further financial support from substantial shareholders and lenders.

### 財務狀況和持續經營事項

本集團於二零二四年十二月三十一日的流動負債淨額及負債淨額分別約人民幣194,219,000元及人民幣141,921,000元。該等情況顯示存在重大不確定因素，可能對本集團持續經營能力構成重大疑問，因此本集團可能無法在日常業務過程中變現其資產及履行其負債。

為改善本集團的財務狀況，本公司董事計劃和採取（包括但不限於）以下措施（「財務措施」）：

(i) 資本層面：

定向增發新股／發債引入新的戰略投資者，與股東、借貸人及財務機構磋商和實施債務重組方案；

(ii) 經營層面：

盤活長期資產，擬將公司經營上暫無用途的物業對外進行出租，增加物業收入；研發新產品，向產業鏈下游延伸，同時，強化現有銷售力量，引入更有能力的戰略性銷售代理公司；利用公司在軍品領域積累的技术優勢，向民用產品領域進行拓展，增加新的客戶和收入來源；及

(iii) 負債方面：

(i)與股東、貸款人及銀行磋商和實施債務重組方案；(ii)與股東及貸款人磋商和實施減免貸款利息方案；(iii)與債權人磋商延期還款計劃；及(iv)尋求主要股東及貸款人的進一步財務資助。

# Management Discussion and Analysis

## 管理層討論與分析

Details of the implemented Financial Measures are as follows:

In the fourth quarter of 2022, the Company entered into a revised loan agreement with Taiyuan Changcheng Optics Electronics Industrial Company Limited (“**Taiyuan Changcheng**”), a substantial shareholder of the Company, pursuant to which Taiyuan Changcheng has agreed to extend the term of existing loan to the Company in the principal amount of RMB14,600,000 to 31 December 2026, commencing from 1 January 2022 to 31 December 2026, and delay the payment of interest for the years ended 31 December 2022, 2023, 2024 and 2025 to 2026. In the fourth quarter of 2022, the Company entered into revised loan agreements with two other lenders, pursuant to which two other lenders have agreed to extend the term of existing loans to the Company to 31 December 2026, and delay the payment of interest for the years ended 31 December 2023, 2024 and 2025 to 2026.

One other lender offers waiver of interest payable from the date of first loan to 31 March 2023, and delays the payment of interest for the period from 1 April 2023 to 31 December 2023, and the years ended 31 December 2024 and 2025 to 2026. The above amendments to the terms of the loans are collectively referred to as (the “**Loan Amendments**”).

In 31 December 2024, the Group’s outstanding bank borrowing is in the amount of RMB6,000,000.

### Financial Review

For the year ended 31 December 2024, the revenue of the Group was approximately RMB17,143,000 (2023: RMB26,717,000), representing a decrease of approximately 36% as compared to the corresponding financial period in 2023.

Due to conflicts in neighboring countries causing global instability, logistical adjustments were necessitated for cross-border freight operations. Following mutual agreements with clients, the fulfillment of pending orders was deferred, thereby contributing to a decline in 2024 revenue.

已實施的財務措施的詳情如下：

於二零二二年第四季度，本公司與太原市長城光電子有限責任公司（「**太原長城**」）（本公司的一名主要股東）訂立經修訂貸款協議，據此，太原長城已同意將本公司現有的貸款本金額人民幣14,600,000元之展期至二零二六年十二月三十一日，自二零二二年一月一日至二零二六年十二月三十一日，並延遲截至二零二二年、二零二三年、二零二四年和二零二五年十二月三十一日止年度的利息支付至二零二六年。於二零二二年第四季度，本公司與兩名其他貸款人訂立經修訂貸款協議，據此，兩名其他貸款人已同意將本公司現有的貸款之期限展期至二零二六年十二月三十一日，並延遲截至二零二三年、二零二四年和二零二五年十二月三十一日止年度的利息至二零二六年支付。

一名其他貸款人提供第一筆借款起至二零二三年三月三十一日應付利息予以豁免，延遲二零二三年四月一日至二零二三年十二月三十一日、二零二四年和二零二五年十二月三十一日止年度的利息至二零二六年支付。以上貸款條文的修訂統稱為（「**貸款修訂**」）。

於二零二四年十二月三十一日，本集團尚未償還的銀行借貸人民幣6,000,000元。

### 財務回顧

截至二零二四年十二月三十一日止年度，本集團的收入約人民幣17,143,000元（二零二三年：人民幣26,717,000元），較二零二三年財政期間減少約36%。

因鄰國衝突引發全球局勢動盪，跨境貨運業務需進行物流調整。經與客戶達成相互協議後，未完成訂單之履行予以延後，此情況導致二零二四年收益有所降低。

# Management Discussion and Analysis

## 管理層討論與分析

For the year ended 31 December 2024, the cost of sale of the Group was approximately RMB10,715,000 (2023: RMB14,333,000), representing a decrease of approximately 25% as compared to that of the last financial year. The decrease was mainly due to the decrease in sales revenue and corresponding decrease in cost of sales.

For the year ended 31 December 2024, The gross profit margin of the Group was 37.5% (2023: 46.35%). Due to the impact of the international situation, the export of the Group's products was hindered, and the sales of the Group's products in the market decreased in 2024 as compared with the previous year, the gross profit margin decreased in 2024.

For the year ended 31 December 2024, the Group recorded other income, gains and losses amounting to approximately RMB9,883,000 (2023: RMB8,401,000), representing a significant increase of approximately RMB1,482,000 as compared to the last financial year. The details of other income, gains and losses are set out in note (9) to the consolidated financial statements.

For the year ended 31 December 2024, the Group recorded administrative and other operating expenses of approximately RMB29,207,000 (2023: RMB23,802,000), representing an increase of approximately RMB5,405,000 as compared to the corresponding financial period in 2023.

For the year ended 31 December 2024, the Group recorded finance costs of approximately RMB9,967,000 (2023: RMB8,932,000), representing an increase of approximately RMB1,035,000 as compared to the corresponding financial period in 2023. The details of finance costs are set out in note (10) to the consolidated financial statements.

For the year ended 31 December 2024, the loss after tax of the Group was approximately RMB33,620,000 (2023: loss of RMB10,375,000).

### Connected Transactions and Financial Assistance from Taiyuan Changcheng, Beijing Gensir and Connected Persons

The Group obtained financial assistance from Taiyuan Changcheng, a substantial shareholder of the Company. As at 31 December 2024, the amount due to Taiyuan Changcheng was approximately RMB23,801,000 (2023: RMB22,100,000).

截至二零二四年十二月三十一日止年度，本集團的銷售成本約人民幣10,715,000元（二零二三年：人民幣14,333,000元），較上一財政年度減少25%。減少乃主要由於銷售收入減少相應的銷售成本也在減少。

本集團截至二零二四年十二月三十一日止年度的毛利率為37.5%（二零二三年：46.35%）。因受到國際形勢影響，導致本集團產品出口受阻，與上年相比，二零二四年本集團產品市場銷售額有所減少，故二零二四年毛利率有所降低。

本集團截至二零二四年十二月三十一日止年度錄得其他收入、收益及虧損約人民幣9,883,000元（二零二三年：人民幣8,401,000元），較上一財政期間大幅增加約人民幣1,482,000元。其他收入、收益及虧損的詳情載於綜合財務報表附註(9)。

本集團截至二零二四年十二月三十一日止年度錄得行政及其他經營開支約人民幣29,207,000元（二零二三年：人民幣23,802,000元），較二零二三年財政期間增加約人民幣5,405,000元。

本集團截至二零二四年十二月三十一日止年度錄得財務成本約人民幣9,967,000元（二零二三年：人民幣8,932,000元），較上一財政期間增加約人民幣1,035,000元。財務成本的詳情載於綜合財務報表附註(10)。

截至二零二四年十二月三十一日止年度，本集團之除稅後虧損約人民幣33,620,000元（二零二三年：虧損人民幣10,375,000元）。

### 關連交易及來自太原長城、北京中澤及關連人士的財務資助

本集團獲得來自太原長城（本公司的一名主要股東）財務資助。於二零二四年十二月三十一日，應付太原長城款項約人民幣23,801,000元（二零二三年：人民幣22,100,000元）。

# Management Discussion and Analysis

## 管理層討論與分析

The Group obtained financial assistance from Beijing Gensir, a substantial shareholder of the Company. As at 31 December 2024, the amount due to Beijing Gensir was approximately RMB1,477,000 (2023: RMB1,313,000).

The Group obtained financial assistance from two connected persons (the “**Connected Persons**”). As at 31 December 2024, the amount due to Connected Persons was approximately RMB757,000 (2023: RMB733,000).

For the year ended 31 December 2024, total interest charged by Taiyuan Changcheng, Beijing Gensir and Connected Persons was approximately RMB1,651,000 (2023: RMB1,465,000), RMB43,000 (2023: RMB29,000) and RMB25,000 (2023: RMB24,000) respectively. The directors of the Company consider that the interest charged by Taiyuan Changcheng, Beijing Gensir and Connected Persons are based on normal commercial terms or better. The financial assistances and interest expenses are exempted from connected transaction requirements.

### Bank and Other Borrowings

As at 31 December 2024, the Group had an outstanding bank borrowing in the amount of RMB6,000,000 (2023: RMB6,020,000).

As at 31 December 2024, the Group had outstanding other borrowings in the amount of approximately RMB64,770,000 (2023: RMB64,768,000), including non-current portion of approximately RMB58,826,000 (2023: RMB59,024,000) and current portion of approximately RMB5,944,000 (2023: RMB5,744,000).

### Liquidity and Financial Resources

As at 31 December 2024, the total assets of the Group decreased by approximately RMB8,796,000 to approximately RMB162,874,000 as compared to approximately RMB171,670,000 as at the end of the previous financial period, representing a decrease of approximately 5.12%.

As at 31 December 2024, the total liabilities of the Group increased by approximately RMB24,824,000 to approximately RMB304,795,000 as compared to approximately RMB279,971,000 as at the end of the previous financial period, representing an increase of approximately 8.87%.

本集團獲得來自北京中澤（本公司的一名主要股東）財務資助。於二零二四年十二月三十一日，應付北京中澤款項約人民幣1,477,000元（二零二三年：人民幣1,313,000元）。

本集團獲得來自兩名關連人士（「**關連人士**」）財務資助。於二零二四年十二月三十一日，應付關連人士款項約人民幣757,000元（二零二三年：人民幣733,000元）。

於二零二四年十二月三十一日止年度，太原長城、北京中澤及關連人士徵收的利息總額分別約人民幣1,651,000元（二零二三年：人民幣1,465,000元）、人民幣43,000元（二零二三年：人民幣29,000元）及人民幣25,000元（二零二三年：人民幣24,000元）。本公司董事認為，太原長城、北京中澤及關連人士徵收的利息符合一般商業條款或屬更好。財務資助及利息開支豁免遵守關連交易規定。

### 銀行及其他借貸

於二零二四年十二月三十一日，本集團擁有尚未償還銀行借貸人民幣6,000,000元（二零二三年：人民幣6,020,000元）。

於二零二四年十二月三十一日，本集團擁有尚未償還其他借貸約人民幣64,770,000元（二零二三年：人民幣64,768,000元），包括非流動部分約人民幣58,826,000元（二零二三年：人民幣59,024,000元）及流動部分約人民幣5,944,000元（二零二三年：人民幣5,744,000元）。

### 流動資金及財務資源

於二零二四年十二月三十一日，本集團的資產總值減少約人民幣8,796,000元至約人民幣162,874,000元，較上一財政期間終結日約人民幣171,670,000元減少約5.12%。

於二零二四年十二月三十一日，本集團的負債總額增加約人民幣24,824,000元至約人民幣304,795,000元，較上一財政期間終結日約人民幣279,971,000元增加約8.87%。

# Management Discussion and Analysis

## 管理層討論與分析

As at 31 December 2024, the total deficit on equity of the Group decreased by approximately RMB33,620,000 to approximately RMB141,921,000 as compared to approximately RMB108,301,000 as at the end of the previous financial period.

### Gearing Ratio

As at 31 December 2024, the gearing ratio (defined as net debt divided by total share capital plus net debt) of the Group was approximately 200% (2023: 173%).

### Significant Investment Held

As at 31 December 2024, the Group held interests in associates with the carrying value of RMB Nil (2023: RMB Nil).

### Acquisition and Disposal of Subsidiaries

The Group had no acquisition and disposal of subsidiaries during the year ended 31 December 2024.

### Pledge of Assets

As at 31 December 2024, certain buildings at carrying amount of approximately RMB40,093,000 (2023: RMB41,501,000) were pledged to secure a bank borrowing to the Group.

As at 31 December 2024, the Group's right-of-use assets located at No. 7 Dianzi Street, Demonstration Zone, Shanxi, the PRC was pledged to secure a bank borrowing to the Group.

### Contingent Liabilities

As at 31 December 2024, the Group had no contingent liabilities.

### Exposure of Fluctuation in Exchange Rates

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets, and liabilities are principally denominated in the functional currency of the Group.

於二零二四年十二月三十一日，本集團的權益虧絀總額減少約人民幣33,620,000元至約人民幣141,921,000元，而於上一財政期間終結日約人民幣108,301,000元。

### 資本負債比率

於二零二四年十二月三十一日，本集團的資本負債比率（以債務淨額除以股本總額加債務淨額釐訂）約為200%（二零二三年：173%）。

### 所持重大投資

於二零二四年十二月三十一日，本集團於聯營公司所持權益的賬面值人民幣0元（二零二三年：人民幣0元）。

### 收購及出售附屬公司

截至二零二四年十二月三十一日止年度期內，本集團並無收購及出售附屬公司。

### 資產抵押

於二零二四年十二月三十一日，賬面值分別約人民幣40,093,000元（二零二三年：人民幣41,501,000元）之若干樓宇已質押以作為本集團銀行借貸之抵押。

於二零二四年十二月三十一日，本集團位於中國山西示範區電子街七號的使用權資產已質押以作為本集團銀行借貸之抵押。

### 或然負債

於二零二四年十二月三十一日，本集團並無或然負債。

### 匯率波動風險

本集團面臨的外匯風險極微，因本集團之業務交易、資產及負債主要以本集團之功能貨幣列值。

# Management Discussion and Analysis

## 管理層討論與分析

### Employee Information

As at 31 December 2024, the Group had approximately 295 full-time employees. The Group remunerates its employees based on their experience, performance and value, which they contribute to the Group.

### Additional Information Relating to the Disclaimer of Opinion

The auditors of the Company issued disclaimer of opinion in the independent auditors' report relating to the audit of the consolidated financial statements of the Group for the year ended 31 December 2024. In view of removing the disclaimer of opinion, the Board will formulate and consider the following action plan:

- (i) The management will continue to strengthen and implement financial measures and operational measures to ensure that the Group's operation be able to recover rapidly;
- (ii) The management begins to prepare for fundraising plans, such as equity financing and debt restructuring; and

### Events After the Reporting Period

The directors of the Company have been taking steps to improve the liquidity position of the Group. These steps include (i) negotiating and implementing debts restructuring plan with shareholders, lenders and bankers; (ii) negotiating and implementing loan interest reduction plan with shareholders and lenders; (iii) negotiating extension repayment plans with creditor; (iv) seeking further financial support from substantial shareholders and lenders; and (v) seeking and communicating with customers on the sales of fiber optic products.

### 僱員資料

於二零二四年十二月三十一日，本集團擁有約295名全職僱員。本集團按照僱員經驗、表現及對本集團貢獻的價值向其支付薪酬。

### 有關不發表意見的其他資料

本公司核數師於獨立核數師報告中就有關本集團截至二零二四年十二月三十一日止年度的經審核之綜合財務報表出具不發表意見。鑒於移除不發表意見，董事會將考慮和制定以下行動計劃：

- (i) 管理層將繼續強化和執行財務措施及營運措施，盡可能確保本集團經營得以迅速恢復；
- (ii) 管理層著手籌備股權融資、債務重組等集資計劃；及

### 報告期後的事項

本公司董事一直採取措施改善本集團的流動資金情況。該等措施包括：(i)與股東、貸款人及銀行磋商和實施債務重組方案；(ii)與股東及貸款人磋商和實施減免貸款利息方案；(iii)與債權人磋商延期還款計劃；(iv)尋求主要股東及貸款人的進一步財務資助；及(v)就銷售光纖產品尋找客戶並與之溝通。

# Biographical Details of Directors, Supervisors and Senior Management

## 董事、監事及高級管理人員之履歷詳情

### Executive Directors

**Mr. Song Zhenglai (“Mr. ZL Song”)**, aged 49, holds a college degree in accounting from the School of Economics and Management of Changchun University. Mr. ZL Song was appointed as an executive director and the vice-chairman of the board of directors of the Company on 30 November 2017. Mr. ZL Song was appointed as the chairman and a member of the nomination committee, the compliance officer and the authorized representative of the Company on 15 January 2020 and ceased to be the chairman and a member of the nomination committee on 16 February 2020 and resigned as the financial controller of the Company on 11 January 2020.

Mr. ZL Song served as the chief financial officer of Changchun Changling Engine Company Limited from March 2002 to September 2004, the finance director of Shenzhen Zhonghang Night Vision Technology Limited from May 2006 to March 2009 and the general manager of Changchun Faw Automotive Chassis Limited Company from May 2010 to January 2014.

**Mr. Jiao Baoguo (“Mr. Jiao”)**, aged 58, graduated from the Dalian University of Technology and holds a master’s degree in engineering. Mr. Jiao was appointed as an executive director of the Company on 26 March 2019. Mr. Jiao acted as the general manager of the Company effective from 4 February 2019 and resigned as the general manager of the Company on 11 January 2020.

Prior to joining the Company, Mr. Jiao was the deputy general manager of Taiyuan Dongshan Coal Mine and Electricity Group Co., Limited and the chairman and general manager of Shanxi Zhihengcheng Technology Co., Limited. Mr. Jiao is currently the party secretary and chairman of Taiyuan Changcheng Optics Electronics Industrial Company Limited. Mr. Jiao has won the second prize of the Shanxi Provincial Science and Technology Award and the Shanxi Provincial Science and Technology “Golden Bull Award”. Mr. Jiao has led the team to obtain four utility model patents, two software copyrights, one appearance patent and one trademark right, and independently developed a miniature ECG recorder.

### 執行董事

宋政來先生（「宋政來先生」），49歲，持有長春大學經濟管理學院會計專業大專學歷。宋政來先生於二零一七年十一月三十日獲委任為本公司執行董事及董事會副主席。宋政來先生於二零二零年一月十五日獲委任為本公司提名委員會主席及成員、監察主任及授權代表，並於二零二零年二月十六日停止出任本公司提名委員會主席及成員並於二零二零年一月十一日辭任本公司財務總監。

宋政來先生於二零零二年三月至二零零四年九月期間擔任長春長鈴發動機有限公司的財務處長，二零零六年五月至二零零九年三月期間擔任深圳市中航夜視技術有限公司財務總監及二零一零年五月至二零一四年一月期間擔任長春解放汽車底盤有限公司總經理。

焦保國先生（「焦先生」），58歲，畢業於大連理工大學，持有工程碩士學位，焦先生於二零一九年三月二十六日獲委任為本公司執行董事。焦保國先生自二零一九年二月四日出任本公司總經理，並於二零二零年一月十一日辭任本公司總經理。

於加盟本公司前，焦先生曾為太原東山煤電集團有限公司副總經理及山西智恒成科技有限公司董事長及總經理。焦先生現為太原市長城光電子有限責任公司黨委書記及董事長。焦先生曾獲山西省科學技術獎二等獎、山西省科技「金牛獎」等稱號。焦先生曾帶領團隊獲得四項實用新型專利、二項軟體著作權、一項外觀專利和一項商標權，自主研發了微型心電記錄儀。

# Biographical Details of Directors, Supervisors and Senior Management

## 董事、監事及高級管理人員之履歷詳情

**Ms. Wang Lingling (“Ms. Wang”)**, aged 60, holds a bachelor’s degree in optoelectronic from the Department of Physics of Shanxi University and a doctoral degree in material physics and chemistry from the Changchun University of Science and Technology. Ms. Wang was appointed as an executive director of the Company on 30 November 2017. Ms. Wang is currently the vice general manager of technical quality and the chief engineer of the Company.

Ms. Wang served as the craftsman in the optical fiber plant of Taiyuan Changcheng Optoelectronics Microlight Equipment Factory from July 1988 to December 1995, the chief of section of Taiyuan Changcheng Optoelectronics Microlight Equipment Factory from January 1996 to December 1998, the vice senior of workshop of the Company from January 1999 to December 2007, the manager of quality department of the Company from January 2008 to May 2009 and the vice general manager of technical quality of the Company from June 2009 to the present.

### Non-Executive Directors

**Mr. Yuan Guoliang (“Mr. GL Yuan”)**, aged 64, graduated from the Changchun University of Science and Technology. Mr. GL Yuan was appointed as a non-executive director of the Company on 27 May 2011. Mr. GL Yuan was appointed as a member of the audit committee and a member of the remuneration committee of the Company on 30 November 2017. Mr. GL Yuan served as the deputy director of the Strategic Policy Committee of the Company from May 2011 to November 2017.

Prior to joining the Company, Mr. GL Yuan worked in Shanxi Jinxi Machines Factory from August 1985 to April 1990 and worked with Taiyuan City Economic Committee from May 1990 to July 2006.

Based on the interests filing disclosure, as at the latest practicable date, Mr. GL Yuan holds 3,645,000 H shares and his spouse holds 250,000 H shares of the Company.

王玲玲女士（「王女士」），60歲，持有山西大學物理系學光電子專業學士學位及長春理工大學材料物理與化學專業博士學位。王女士於二零一七年十一月三十日獲委任為本公司執行董事。王女士現為本公司技術質量副總經理及總工程師。

王女士曾於一九八八年七月至一九九五年十二月期間擔任太原長城光電子微光器材廠光纖分廠的工藝員，一九九六年一月至一九九八年十二月期間擔任太原長城光電子微光器材廠工段長，一九九九年一月至二零零七年十二月期間擔任本公司車間副主任，二零零八年一月至二零零九年五月期間擔任本公司質量部經理及二零零九年六月至今擔任本公司技術質量副總經理。

### 非執行董事

袁國良先生（「袁國良先生」），64歲，畢業於長春理工大學。袁國良先生於二零一一年五月二十七日獲委任為本公司非執行董事。袁國良先生於二零一七年十一月三十日獲委任為本公司審核委員會成員及薪酬委員會成員。袁國良先生自二零一一年五月至二零一七年十一月期間擔任本公司戰略決策委員會副主席。

於加盟本公司前，袁國良先生曾於一九八五年八月至一九九零年四月期間任職於山西晉西機器廠及一九九零年五月至二零零六年七月期間任職於太原市經濟委員會。

根據權益申報所披露，於最後可行日期，袁國良先生持有本公司3,645,000股H股股份及其配偶持有本公司250,000股H股股份。

# Biographical Details of Directors, Supervisors and Senior Management

## 董事、監事及高級管理人員之履歷詳情

**Mr. Wu Bo (“Mr. Wu”)**, aged 59, holds economic management major of Heilongjiang Institute of Commerce. Mr. Wu was appointed as a non-executive director of the Company on 30 November 2017 and the chairman of the board of directors, the chairman and a member of the nomination committee of the Company on 16 February 2020.

From February 2008 to the present, Mr. Wu has been the executive director and general manager of Shenzhen Ronger Optics & Electronic Technology Development Company Limited, the supervisor of Kunming Ronger Optic & Electronic Technology Development Company Limited and the chairman of the board of directors of Yunnan Zhongkewei Optical Instruments Company Limited. Mr. Wu served as the general manager of Russia Zhenhui Company from April 1997 to August 2007.

### Independent Non-Executive Directors

**Mr. Xu Yongfeng (“Mr. Xu”)** was appointed as an independent non-executive director, the chairman and a member of the audit committee, a member of the remuneration committee and a member of the nomination committee of the Company on 26 March 2019.

Mr. Xu, aged 53, graduated from Zhongnan University of Economics and Law with a bachelor’s degree in accounting. Mr. Xu obtained the Chinese Certified Public Accountant’s Licensing Certificate, the Chinese Certified Tax Agent’s Licensing Certificate and the Chinese Legal Licensing Certificate. Prior to joining the Company, Mr. Xu worked in the accounting department of China Construction Bank, served as the finance manager in Shenzhen Xinnan Industrial Development Co., Limited, the finance manager in Shenzhen Rihao Shopping Plaza Co., Limited and the senior audit manager in Zhonglian Certified Public Accountants Co., Limited.

吳波先生（「吳先生」），59歲，持有黑龍江商業學院經濟管理專業。吳先生於二零一七年十一月三十日獲委任為本公司非執行董事，以及於二零二零年二月十六日獲委任為本公司董事會主席、提名委員會主席及成員。

自二零零八年二月至現在，吳先生為深圳市榮者光電科技發展有限公司執行董事及總經理，昆明榮者光電科技發展有限公司監事及雲南中科偉視光學儀器有限公司董事長。吳先生曾於一九九七年四月至二零零七年八月期間擔任俄羅斯真匯公司總經理。

### 獨立非執行董事

許詠風先生（「許先生」）於二零一九年三月二十六日獲委任為本公司獨立非執行董事、審核委員會主席及成員、薪酬委員會成員及提名委員會成員。

許先生，53歲，畢業於中南財經政法大學會計專業，本科學位。許先生取得中國註冊會計師執業資格證書、中國註冊稅務師執業資格證書及中國法律執業資格證書。於加盟本公司前，許先生曾在中國建設銀行會計部工作，深圳信南實業發展有限公司擔任財務經理，深圳日豪購物廣場有限公司擔任財務經理及中聯會計師事務所有限公司擔任審計高級經理。

# Biographical Details of Directors, Supervisors and Senior Management

## 董事、監事及高級管理人員之履歷詳情

**Mr. Wang Weizhong** (“**Mr. Wang**”) was appointed as an independent non-executive director and a member of the nomination committee of the Company on 26 March 2019.

Mr. Wang, aged 43, graduated from the Vocational and Technical College of Shanxi University with a major in computer networking and a college degree. Prior to joining the Company, Mr. Wang worked in the marketing department of Taiyuan Aode Software Engineering Co., Limited, served as the manager in Jinzhong Sina Information Technology Co., Limited and the manager in Zhangzhou Hexintong Technology Co., Limited.

**Mr. Rong Fei** (“**Mr. Rong**”) was appointed as an independent non-executive director, a member of the audit committee and the chairman and a member of the remuneration committee of the Company on 26 March 2019.

Mr. Rong, aged 38, graduated from Shanxi University of Finance and Economics with a bachelor’s degree in international economics and trade. Prior to joining the Company, Mr. Rong worked in the administrative affairs department of Huadian Shanxi Energy Co., Limited and served as the officer of the general management department of Shanxi Hetai Real Estate Development Co., Limited.

### Supervisors

**Ms. Han Xiaoou** (“**Ms. Han**”), aged 47, graduated from Shanxi Normal University with a major in Chinese language and holds a postgraduate degree of political science. Ms. Han was appointed as a supervisor of the Company since 27 May 2011. Ms. Han is currently the chairman of the labor union and the secretary of the Communist Youth League Committee of Taiyuan Changcheng Optics Electronics Industrial Company Limited. Ms. Han has been working in the Company since graduating from Shanxi Normal University in 1999 and is currently the chairman of the supervisor committee and the senior of the executive office of the Company.

王衛忠先生（「王先生」）於二零一九年三月二十六日獲委任為本公司獨立非執行董事及提名委員會成員。

王先生，43歲，畢業於山西大學職業技術學院電腦網路專業，大專學歷。於加盟本公司前，王先生曾在太原奧得軟體工程有限公司營銷部工作，晉中新浪資訊科技有限公司擔任經理及忻州和信通科技有限公司擔任經理。

榮飛先生（「榮先生」）於二零一九年三月二十六日獲委任為本公司獨立非執行董事、審核委員會成員及薪酬委員會主席及成員。

榮先生，38歲，畢業於山西財經大學國際經濟與貿易專業，本科學歷。於加盟本公司前，榮先生曾在華電山西能源有限公司行政事務部工作及山西和泰房地產開發有限公司綜合管理部擔任主任。

### 監事

**韓曉歐女士**（「韓女士」），47歲，畢業於山西師範大學漢語言專業，持有政治學研究生學歷。韓女士於二零一一年五月二十七日獲委任為本公司監事。韓女士現任太原市長城光電子有限責任公司工會主席、中共青年團委書記。韓女士自一九九九年山西師範大學畢業以後一直在本公司工作，現為本公司監事會主席及行政辦主任。

# Biographical Details of Directors, Supervisors and Senior Management

## 董事、監事及高級管理人員之履歷詳情

**Mr. Dong Yonghong (“Mr. Dong”)**, aged 57, graduated from Shanxi University majoring in economic management. Mr. Dong was appointed as a supervisor of the Company on 30 November 2017. Mr. Dong has been the project manager of the research and development centre of the Company since February 2006.

**Mr. Song Zhenbao (“Mr. ZB Song”)**, aged 55, holds a master’s degree from Jilin University. Mr. ZB Song was appointed as a supervisor of the Company on 30 November 2017. Mr. ZB Song is currently a business management consultant of Changchun Huaqingyuan Technology Company Limited. Mr. ZB Song was the vice president of Changchun Yongxin Pharmaceutical from 2006 to 2008 and the chief consultant of UFIDA Software Company Limited, Jilin Branch from 2009 to 2011.

### Senior Management

**Mr. Fan Jiming (“Mr. Fan”)**, aged 64, graduated from Shanxi Provincial Electronics School. Mr. Fan currently serves as the director of infrastructure and safety of the Company. Mr. Fan served as the production manager, the commander of technical reform department, the manager of purchasing & supply and the deputy general manager of the Company. Mr. Fan has been the deputy general manager of Taiyuan Changcheng Optics Electronics Industrial Company Limited since 1999.

**Mr. Qian Yun (“Mr. Qian”)**, aged 61, graduated from the Mechanical Department of Taiyuan Polytechnic University. Mr. Qian is a senior engineer. Mr. Qian currently serves as the director of enterprise planning of the Company. Prior to joining the Company in 2005, Mr. Qian served as the deputy general manager of the Taiyuan Sanjin Aluminum Company Limited.

**董用宏先生（「董先生」）**，57歲，畢業於山西省大學經濟管理專業。董先生於二零一七年十一月三十日獲委任為本公司監事。董先生於二零零六年二月至今擔任本公司研發中心項目經理。

**宋振寶先生（「宋振寶先生」）**，55歲，持有吉林大學研究生學歷。宋振寶先生於二零一七年十一月三十日獲委任為本公司監事。宋振寶先生現任長春華清園科技有限公司任企業管理諮詢顧問。宋振寶先生曾於二零零六年至二零零八年期間擔任長春永新醫藥集團副總裁及二零零九年至二零一一年期間擔任用友軟件股份有限公司吉林分公司首席顧問。

### 高級管理人員

**范繼民先生（「范先生」）**，64歲，畢業於山西省電子工業學校無線電專業。范先生現任本公司安全及基建總監。范先生曾任本公司生產部經理、技術改造部總指揮、採供部經理及副總經理。范先生自一九九九年至今擔任太原市長城光電子有限責任公司副總經理。

**錢云先生（「錢先生」）**，61歲，畢業於太原理工大學機械系。錢先生為一名高級工程師。錢先生現時擔任本公司企業策劃總監。於二零零五年加盟本公司之前，錢先生曾在太原三晉鋁業有限公司擔任副總經理。

# Report of the Directors

## 董事會報告

The board of directors of the Company submit the annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2024.

### Principal Activities

The Company continued to be principally engaged in design, research, development, manufacture, and sale of image transmission fibre optic products. The principal activities of its subsidiaries are set out in the note (18) to the consolidated financial statements.

### Segment Information

Details of the Group's segmental information for the year ended 31 December 2024 are set out in the note (8) to the consolidated financial statements.

### Results and Appropriations

The results of the Group for the year ended 31 December 2024 are set out in the accompanying consolidated financial statements. The board of directors of the Company does not recommend the payment of a final dividend for the year ended 31 December 2024 (2023: Nil).

### Five-Year Financial Summary

A summary of the audited results and of the assets and liabilities of the Group for the past five financial years is set out in the section headed "Five-year Financial Summary" of this annual report.

### Business Review and Financial Review

Details of business review and financial review of the Group for the year ended 31 December 2024 are set out in the section headed "Management Discussion and Analysis" of this annual report.

### Reserves

Movements in the reserves of the Group and the Company for the year ended 31 December 2024 are set out in the accompanying consolidated financial statements and note (31) to the consolidated financial statements. As at 31 December 2024, the Company had reserves in the amount to RMB Nil (2023: RMB Nil) available for dividend distribution to shareholders.

本公司董事會提交本集團截至二零二四年十二月三十一日止年度之年報連同經審核綜合財務報表。

### 主要業務

本公司繼續以從事傳像光纖產品的設計、研究、開發、生產及銷售為其主要業務。本公司的附屬公司之主要業務載於綜合財務報表附註(18)。

### 分類資料

本集團截至二零二四年十二月三十一日止年度之分類資料詳情載於綜合財務報表附註(8)。

### 業績及分派

本集團截至二零二四年十二月三十一日止年度之業績載於隨附之綜合財務報表。本公司董事會不建議派付截至二零二四年十二月三十一日止年度之末期股息(二零二三年:零元)。

### 五年財務摘要

本集團過去五個財政年度的經審核業績及資產與負債之摘要載於本年報「五年財務摘要」一節。

### 業務回顧及財務回顧

本集團截至二零二四年十二月三十一日止年度之業務回顧及財務回顧詳情載於本年報「管理層討論與分析」一節。

### 儲備

本集團及本公司截至二零二四年十二月三十一日止年度之儲備變動載於隨附之綜合財務報表及綜合財務報表附註(31)。於二零二四年十二月三十一日,本公司可作股息分派予股東之儲備金額為人民幣零元(二零二三年:零元)。

# Report of the Directors

## 董事會報告

### Share Capital

There were no movements in the Company's issued share capital during the year ended 31 December 2024.

### Purchase, Sale and Redemption of Shares

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of its listed securities during the year ended 31 December 2024.

### Pre-emptive Rights

There is no provision for pre-emptive rights under the articles of association of the Company and there is no restriction against such rights under the Companies Law (Revised) in the PRC.

### Property, Plant and Equipment

Movements in the property, plant and equipment of the Group are set out in the note (16) to the consolidated financial statements.

### Staff Retirement Plans

All members of staff are entitled to participate in the public welfare fund, which was set up for the purpose of ensuring that the participating employees will have sufficient means to support their living after retirement. For the year ended 31 December 2024, the Group reported employer's pension scheme contributions of approximately RMB4,320,000 (2023: RMB4,510,000).

### Major Customers and Suppliers

During the year ended 31 December 2024, the Group's largest customer and the five largest customers accounted for approximately 65% (2023: 44%) and 91% (2023: 92%) of the Group's total turnover respectively.

During the year ended 31 December 2024, the Group's largest supplier and the five largest suppliers accounted for approximately 40% (2023: 25%) and 70% (2023: 51%) of the Group's total purchases respectively.

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

### 股本

截至二零二四年十二月三十一日止年度，本公司之已發行股本並無任何變動。

### 購買、出售或贖回股份

截至二零二四年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回其任何上市證券。

### 優先購買權

本公司之組織章程細則並無關於優先購買權之規定，以及中國公司法（經修訂）亦無有關權利之限制。

### 物業、廠房及設備

本集團物業、廠房及設備變動載於綜合財務報表附註(16)。

### 員工退休計劃

全體員工均有權參與公積金，設立公積金之目的乃為確保參與僱員於退休後有足夠收入可負擔其生活所需。截至二零二四年十二月三十一日止年度，本集團錄得僱主之退休金計劃供款約人民幣4,320,000元（二零二三年：人民幣4,510,000元）。

### 主要客戶及供應商

截至二零二四年十二月三十一日止年度，本集團最大客戶及五大客戶分別佔本集團總營業額約65%（二零二三年：44%）及91%（二零二三年：92%）。

截至二零二四年十二月三十一日止年度，本集團最大供應商及五大供應商分別佔本集團總購貨約40%（二零二三年：25%）及70%（二零二三年：51%）。

據本公司董事所知悉，概無本公司董事、監事、彼等各自之聯繫人或擁有本公司已發行股本5%以上之本公司任何股東於本集團之任何五大客戶及供應商中擁有任何權益。

# Report of the Directors

## 董事會報告

### Connected Transactions and Financial Assistance from Taiyuan Changcheng, Beijing Gensir and Connected Persons

The Group obtained financial assistance from Taiyuan Changcheng, a substantial shareholder of the Company. As at 31 December 2024, the amount due to Taiyuan Changcheng was approximately RMB23,801,000 (2023: RMB22,100,000).

The Group obtained financial assistance from Beijing Gensir, a substantial shareholder of the Company. As at 31 December 2024, the amount due to Beijing Gensir was approximately RMB1,477,000 (2023: RMB1,313,000).

The Group obtained financial assistance from two connected persons (the “**Connected Persons**”). As at 31 December 2024, the amount due to Connected Persons was approximately RMB757,000 (2023: RMB733,000).

For the year ended 31 December 2024, total interest charged by Taiyuan Changcheng, Beijing Gensir and Connected Persons was approximately RMB1,651,000 (2023: RMB1,465,000), RMB43,000 (2023: RMB29,000) and RMB25,000 (2023: RMB24,000) respectively. The directors of the Company consider that the interest charged by Taiyuan Changcheng, Beijing Gensir and Connected Persons are based on normal commercial terms or better. The financial assistances and interest expenses are exempted from connected transaction requirements.

### Directors

The directors who held office during the year ended 31 December 2024 and up to the date of this annual report were:

#### Executive Directors

Mr. Song Zhenglai (Vice-Chairman)  
Mr. Jiao Baoguo  
Ms. Wang Lingling

#### Non-executive Directors

Mr. Yuan Guoliang  
Mr. Wu Bo (Chairman)

#### Independent Non-executive Directors

Mr. Xu Yongfeng  
Mr. Wang Weizhong  
Mr. Rong Fei

### 關連交易及自太原長城、北京中澤及關連人士的財務資助

本集團自太原長城（本公司的一名主要股東）獲得財務資助。於二零二四年十二月三十一日，應付太原長城款項約人民幣23,801,000元（二零二三年：人民幣22,100,000元）。

本集團自北京中澤（本公司的一名主要股東）獲得財務資助。於二零二四年十二月三十一日，應付北京中澤款項約人民幣1,477,000元（二零二三年：人民幣1,313,000元）。

本集團自兩名關連人士（「**關連人士**」）獲得財務資助。於二零二四年十二月三十一日，應付關連人士款項約人民幣757,000元（二零二三年：人民幣733,000元）。

截至二零二四年十二月三十一日止年度，太原長城、北京中澤及關連人士徵收的利息總額分別約人民幣1,651,000元（二零二三年：人民幣1,465,000元）、人民幣43,000元（二零二三年：人民幣29,000元）及人民幣25,000元（二零二三年：人民幣24,000元）。本公司董事認為，太原長城、北京中澤及關連人士徵收的利息符合一般商業條款或屬更好。財務資助及利息開支豁免遵守關連交易規定。

### 董事

截至二零二四年十二月三十一日止年度及截至本年報日期之在任董事如下：

#### 執行董事

宋政來先生（副主席）  
焦保國先生  
王玲玲女士

#### 非執行董事

袁國良先生  
吳波先生（主席）

#### 獨立非執行董事

許詠風先生  
王衛忠先生  
榮飛先生

# Report of the Directors

## 董事會報告

The directors of the Company are appointed for a term of three years, and are subject to re-election for appointment by shareholders at the general meeting by the end of each of three-year period. As the nomination process of candidates for directors of the new session of the Board has not been completed, the re-election of the Board of the Company will be postponed, in order to maintain the continuity of the work of the Board. The terms of office of the committees under the fourth session of the Board of the Company will be extended accordingly. Before the completion of the re-election of the Board, all members of the fourth session of the Board of the Company will continue to perform corresponding duties pursuant to the relevant requirements under relevant laws and regulations, the GEM Listing Rules and the Articles of Association of the Company.

### Supervisors

The supervisors who held office during the year ended 31 December 2024 and up to the date of this annual report were:

Ms. Han Xiaoou (*Chairman*)  
Mr. Dong Yonghong  
Mr. Song Zhenbao

The supervisors of the Company are appointed for a term of three years, and are subject to re-election for appointment by shareholders at the general meeting by the end of each of three-year period. As the nomination process of candidates for supervisors of the new session of the supervisor committee has not been completed, the re-election of the supervisor committee of the Company will be postponed, in order to maintain the continuity of the work of the supervisor committee. Before the completion of the re-election of the supervisor committee, all members of the fourth session of the supervisor committee of the Company will continue to perform corresponding duties pursuant to the relevant requirements under relevant laws and regulations, the GEM Listing Rules and the Articles of Association of the Company.

### Biographical Details of Directors, Supervisors and Senior Management

Biographical details of directors, supervisors and senior management are set out in the section headed "Biographical Details of Directors, Supervisors and Senior Management" of this annual report.

本公司董事獲委任之任期為三年，並須於每三年期間結束後於股東大會上經股東重選委任。新一屆董事會董事候選人的提名工作尚未結束，為確保董事會工作的連續性，本公司董事會的換屆選舉工作將延期進行。本公司第四屆董事會下屬各委員會的任期亦相應順延。在董事會換屆選舉工作完成之前，本公司第四屆董事會所有成員將根據相關法律法規、《GEM上市規則》和本公司《公司章程》的有關規定繼續履行相應職責。

### 監事

截至二零二四年十二月三十一日止年度及截至本年報日期之在任監事如下：

韓曉歐女士（主席）  
董用宏先生  
宋振寶先生

本公司監事獲委任之任期為三年，並須於每三年期間結束後於股東大會上經股東重選委任。新一屆監事會監事候選人的提名工作尚未結束，為確保監事會工作的連續性，本公司監事會的換屆選舉工作將延期進行。在監事會換屆選舉工作完成之前，本公司第四屆監事會所有成員將根據相關法律法規、《GEM上市規則》和本公司《公司章程》的有關規定繼續履行相應職責。

### 董事、監事及高級管理人員之履歷詳情

董事、監事及高級管理人員之履歷詳情載於本年報「董事、監事及高級管理人員之履歷詳情」一節。

# Report of the Directors

## 董事會報告

### Emoluments of The Directors and Supervisors and The Five Highest Paid Individuals

Details of the directors' and supervisors' emoluments and the five highest paid individuals in the Group are set out in the note (13) to the consolidated financial statements.

### Directors' and Supervisors' Service Agreements

Save as disclosed, none of the directors and supervisors of the Company has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### Directors' and Supervisors' Interests or Short Positions in the Shares, Underlying Shares and Debenture of the Company

As at 31 December 2024, the directors or supervisors of the Company who had interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

### Long positions in the shares and underlying shares of the Company

Name	Nature and capacity in the shareholding of the Company	Number and type of domestic shares/H shares	Approximate percentage of holding of the domestic shares of the Company*	Approximate percentage of holding of the H shares of the Company*	Approximate percentage of holding of the total share capital of the Company*
姓名	持有本公司股權之性質及身份	內資股/H股數目及種類	持有本公司內資股之概約百分比*	持有本公司H股之概約百分比*	持有本公司股本總數之概約百分比*
Yuan Guoliang 袁國良	Personal Interest and Family Interest 個人權益及家族權益	3,895,000 (Note 1) 3,895,000股(附註1)	-	3.54%	1.26%

\* Shareholding percentages have been rounded to the nearest two decimal places.

Note:

1. According to the interests filing disclosure, 3,645,000 H shares are registered in the name of Yuan Guoliang and 250,000 H shares are registered in the name of his spouse.

### 董事及監事之酬金及五名最高薪人士

董事及監事之酬金及本集團五名最高薪人士之詳情均載於綜合財務報表附註(13)。

### 董事及監事服務協議

除所披露者外，本公司董事及監事概無與本公司訂立本公司不得於一年內免付賠償（法定賠償除外）而終止之服務合約。

### 董事及監事於本公司股份、相關股份及債券之權益或淡倉

於二零二四年十二月三十一日，本公司董事或監事於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有根據證券及期貨條例第352條須列入該條例所述登記冊之權益或淡倉或根據GEM上市規則第5.46條所述上市發行人董事進行交易必守標準而須知會本公司及聯交所之權益或淡倉如下：

### 於本公司股份及相關股份之好倉

Approximate percentage of holding of the domestic shares of the Company*	Approximate percentage of holding of the H shares of the Company*	Approximate percentage of holding of the total share capital of the Company*
持有本公司內資股之概約百分比*	持有本公司H股之概約百分比*	持有本公司股本總數之概約百分比*
-	3.54%	1.26%

附註：

1. 根據權益申報所披露，3,645,000股H股以袁國良名義登記及250,000股H股以其配偶名義登記。

# Report of the Directors

## 董事會報告

Save as disclosed above, as at 31 December 2024, none of the directors or supervisors of the Company nor their respective associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rules 5.46 of the GEM Listing Rules.

### Substantial Shareholders

As at 31 December 2024, so far as the directors of the Company are aware, persons other than the directors or supervisors of the Company who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO, were as follows:

除上文披露外，於二零二四年十二月三十一日，本公司董事或監事或彼等各自之聯繫人概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有根據證券及期貨條例第352條須列入該條例所述登記冊之任何權益或淡倉，或根據GEM上市規則第5.46條所述上市發行人董事進行交易必守標準而須知會本公司及聯交所之任何權益或淡倉。

### 主要股東

於二零二四年十二月三十一日，據本公司董事所知，按照證券及期貨條例第336條所存置之登記冊所示，除本公司董事或監事外，於本公司股份或相關股份中擁有權益或淡倉的人士如下：

Name	Nature and capacity in the shareholding of the Company	Number and type of domestic shares/H shares	Approximate percentage of holding of the domestic shares of the Company*	Approximate percentage of holding of the H shares of the Company*	Approximate percentage of holding of the total share capital of the Company*
姓名	持有本公司股權之性質及身份	內資股／H股數目及種類	持有本公司內資股之概約百分比*	持有本公司H股之概約百分比*	持有本公司股本總數之概約百分比*
<b>Domestic Shares:</b>					
<b>內資股：</b>					
Zhang Shao Hui 張少輝	Interest in a controlled corporation 受控制公司之權益	82,200,000 domestic shares (Note 1) 內資股（附註1）	41.34%	-	26.61%
Beijing Gensir Venture Capital Management Limited 北京中澤創業投資管理 有限公司	Registered and beneficial owner of the domestic shares and interest in a controlled corporation 內資股之登記及實益擁有人及受控 制公司之權益	82,200,000 domestic shares (Note 2) 內資股（附註2）	41.34%	-	26.61%
Taiyuan Changcheng Optics Electronics Industrial Company Limited 太原市長城光電子有限 責任公司	Registered and beneficial owner of the domestic shares 內資股之登記及實益擁有人	80,160,000 domestic shares 內資股	40.31%	-	25.95%

# Report of the Directors

## 董事會報告

Name	Nature and capacity in the shareholding of the Company	Number and type of domestic shares/H shares	Approximate percentage of holding of the domestic shares of the Company* 持有本公司 內資股之 概約百分比*	Approximate percentage of holding of the H shares of the Company* 持有本公司 H股之概約 百分比*	Approximate percentage of holding of the total share capital of the Company* 持有本公司 股本總數之 概約百分比*
姓名	持有本公司股權之性質及身份	內資股/H股 數目及種類			
Beijing Yuankang Technology Co., Ltd. 北京原康科技有限公司	Registered and beneficial owner of the domestic shares 內資股之登記及實益擁有人	34,000,000 domestic shares 內資股	17.10%	-	11.01%
Ning Shuwu 寧樹武	Interest in a controlled corporation 受控制公司之權益	34,000,000 domestic shares (Note 3) 內資股(附註3)	17.10%	-	11.01%
Taiyuan Tanghai Automatic Control Company Limited 太原唐海自動控制有限公司	Registered and beneficial owner of the domestic shares 內資股之登記及實益擁有人	24,900,000 domestic shares 內資股	12.52%	-	8.06%
Liu Jiang 劉江	Interest in a controlled Corporation 受控制公司之權益	24,900,000 domestic shares (Note 4) 內資股(附註4)	12.52%	-	8.06%
Qiu Gui Qin 邱桂青	Family interest 家族權益	24,900,000 domestic shares (Note 4) 內資股(附註4)	12.52%	-	8.06%

\* Shareholding percentages have been rounded to the nearest two decimal places.

\* 持股百分比已調整至最接近之兩個小數位。

Note:

附註：

1. According to the interests filing disclosure, part of these domestic shares (57,300,000 domestic shares) is registered in the name of Beijing Gensir, a company whose issued shares were reportedly registered as to 100% in the name of Zhang Shao Hui. As Zhang Shao Hui is entitled to exercise or control the exercise of one third or more of the voting power at the general meeting of Beijing Gensir, for the purpose of the SFO, Zhang Shao Hui is deemed to be interested in the entire 57,300,000 domestic shares held by Beijing Gensir.

1. 根據權益申報所披露，部分此等內資股(57,300,000股內資股)以北京中澤名義登記，其已發行之股份的100%權益申報為張少輝所擁有。由於張少輝在北京中澤股東大會上有權行使或控制行使三分之一或以上投票權，故就證券及期貨條例而言，張少輝被視為於北京中澤持有之全部57,300,000股內資股中擁有權益。

# Report of the Directors

## 董事會報告

According to the interests filing disclosure, the rest of these domestic shares (24,900,000 domestic shares) are registered in the name of Taiyuan Tanghai Automatic Control Company Limited (“**Taiyuan Tanghai**”), a company whose issued shares were reportedly registered as to approximately 36.37% in the name of Beijing Gensir. As Beijing Gensir is entitled to exercise or control the exercise of one-third or more of the voting power at the general meeting of Taiyuan Tanghai, for the purpose of the SFO, Zhang Shao Hui is deemed to be interested in the entire 24,900,000 domestic shares held by Taiyuan Tanghai.

2. According to the interests filing disclosure, part of these domestic shares (57,300,000 domestic shares) is registered in the name of Beijing Gensir, a company whose issued shares were reportedly registered as to 100% in the name of Zhang Shao Hui. The rest of these domestic shares (24,900,000 domestic shares) are registered in the name of Taiyuan Tanghai, a company whose issued shares were reportedly registered as to approximately 36.37% in the name of Beijing Gensir. As Beijing Gensir is entitled to exercise or control the exercise of one-third or more of the voting power at the general meeting of Taiyuan Tanghai, for the purpose of the SFO, Beijing Gensir is deemed to be interested in the entire 57,300,000 domestic shares held by Beijing Gensir and 24,900,000 domestic shares held by Taiyuan Tanghai.
3. According to the interests filing disclosure, these 34,000,000 domestic shares are registered in the name of Beijing Yuankang Technology Co., Ltd.北京原康科技有限公司 (“Beijing Yuankang”), a company whose issued shares were reportedly registered as to approximately 51% in the name of Ning Shuwu. As Jia Yaotian is entitled to exercise or control the exercise of one third or more of the voting power at the general meeting of Beijing Yuankang, for the purpose of the SFO, Ning Shuwu is deemed to be interested in the entire 34,000,000 domestic shares held by Beijing Yuankang.
4. According to the interests filing disclosure, these 24,900,000 domestic shares are registered in the name of Taiyuan Tanghai, a company whose issued shares were reportedly registered as to approximately 47.29% in the name of Liu Jiang. As Liu Jiang is entitled to exercise or control the exercise of one-third or more of the voting power at the general meeting of Taiyuan Tanghai, for the propose of the SFO, Liu Jiang is deemed to be interested in the entire 24,900,000 domestic shares held by Taiyuan Tanghai. Qiu Gui Qin, as the spouse of Liu Jiang, is taken to be interested in the shares held by Liu Jiang by virtue of Part XV of the SFO.

Save as disclosed above, the directors of the Company are not aware of other person who, as at 31 December 2024, had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

根據權益申報所披露，餘下此等內資股(24,900,000股內資股)以太原唐海自動控制有限公司(「太原唐海」)名義登記，其已發行之股份約36.37%的權益申報為北京中澤所擁有。由於北京中澤在太原唐海股東大會上有權行使或控制行使三分之一或以上投票權，故就證券及期貨條例而言，張少輝被視為於太原唐海持有之全部24,900,000股內資股中擁有權益。

2. 根據權益申報所披露，部分此等內資股(57,300,000股內資股)以北京中澤名義登記，其已發行之股份的100%權益申報為張少輝所擁有。餘下此等內資股(24,900,000股內資股)則以太原唐海名義登記，其已發行之股份約36.37%的權益申報為北京中澤所擁有。由於北京中澤在太原唐海股東大會上有權行使或控制行使三分之一或以上投票權，故就證券及期貨條例而言，北京中澤被視為於北京中澤持有之全部57,300,000股內資股及太原唐海持有之全部24,900,000股內資股中擁有權益。
3. 根據權益申報所披露，此等34,000,000股內資股以北京原康科技有限公司(「北京原康」)之名義登記，其已發行之股份約51%的權益申報為寧樹武所擁有。由於賈堯天在北京原康股東大會上有權行使或控制行使三分之一或以上投票權，故就證券及期貨條例而言，寧樹武被視為於北京原康持有之全部34,000,000股內資股中擁有權益。
4. 根據權益申報所披露，此等24,900,000股內資股以太原唐海之名義登記，其已發行之股份約47.29%的權益申報為劉江所擁有。由於劉江在太原唐海股東大會上有權行使或控制行使三分之一或以上投票權，故就證券及期貨條例而言，劉江被視為於太原唐海持有之全部24,900,000股內資股中擁有權益。根據證券及期貨條例第XV部，劉江之配偶邱桂青被視為於劉江所持股份中擁有權益。

除上文所披露者外，於二零二四年十二月三十一日，按照證券及期貨條例第336條須予存置之登記冊所示，本公司董事並不知悉有其他人士於本公司股份或相關股份中擁有權益或淡倉。

# Report of the Directors

## 董事會報告

### Share Option Scheme

The Group do not have share option scheme.

### Directors' and Supervisors' Rights to Acquire H Shares

During the year ended 31 December 2024, none of the directors or supervisors of the Company was granted options to subscribe for H shares of the Company. As at 31 December 2024, none of the directors or supervisors of the Company nor their spouses or children under the age of 18 had any right to acquire H shares of the Company or had exercised any such right during the year.

### Contracts of Significance

Save as disclosed, no contracts of significance in relation to the business of the Group to which the Company or any of its subsidiaries was a party, and in which a director or a supervisor of the Company had a material interest, whether directly or indirectly, subsisted at the year ended 31 December 2024 or at any time during the year ended 31 December 2024.

### Management Contracts

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

### Competing Interests

The directors of the Company believe that none of the directors, supervisors and management shareholders of the Company nor any of their respective associates had an interest in a business which competes or may compete with the business of the Group during the year ended 31 December 2024.

## CONNECTED TRANSACTIONS

Mr. Wu Bo, a Director of the Group, is the equity owner of Shenzhen Ronger Optics & Electronic Technology Development Company Limited and Rongsheng Optoelectronics (Hong Kong) Co., Ltd., of which the sales with the Company as at 31 December 2024 amounting to approximately RMB162,000.

The Group obtained financial assistance from Shenzhen Kenman (深圳凱恩曼), a substantial shareholder of Beijing Gensir, a substantial shareholder of the Company, and as at 31 December 2024, the principal and interest due to Shenzhen Kenman (深圳凱恩曼) amounted to approximately RMB8,826,000 (12% per annum).

### 購股權計劃

本集團並無任何購股權計劃。

### 董事及監事購買H股之權利

截至二零二四年十二月三十一日止年度，本公司董事或監事概無獲授可認購本公司H股之購股權。確認於二零二四年十二月三十一日，本公司董事或監事及彼等之配偶或未滿十八歲之子女於年內亦概無擁有或已行使任何可購買本公司H股之權利。

### 重大合約

除所披露者外，截至二零二四年十二月三十一日止年度或截至二零二四年十二月三十一日止年度內之任何時間，概無存在本公司或其任何附屬公司所訂立而對本集團業務而言屬重大，且本公司董事或監事於當中直接或間接擁有重大權益之合約。

### 管理合約

年內，本集團並無訂立或存有任何有關管理及監管全部或任何絕大部分業務之合約。

### 競爭權益

本公司董事相信，截至二零二四年十二月三十一日止年度，本公司董事、監事及管理層股東或任何彼等各自之聯繫人概無於與本集團業務構成或可能構成競爭之業務中擁有權益。

### 關聯交易

本集團董事吳波先生為深圳市榮者光電科技發展有限公司及榮盛光電(香港)有限公司權益所有人，截止二零二四年十二月三十一日止與本公司的銷售額為約人民幣162,000元。

本集團自深圳凱恩曼(本公司一名主要股東北京中澤的主要股東)獲得財務資助，於二零二四年十二月三十一日，應付深圳凱恩曼款項餘額約人民幣8,826,000元(年利率12%)。

# Report of the Directors

## 董事會報告

### Confirmation of Independence by Independent Non-Executive Directors

The Company has received the annual confirmation of independence from all the incumbent independent nonexecutive directors of the Company pursuant to Rule 5.09 of the GEM Listing Rules and considered them to be independent.

### Sufficiency of Public Float

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

### Audit Committee

In compliance with Rules 5.28 and 5.33 of the GEM Listing Rules, the Company has established an audit committee. The primary duties of the audit committee are to review and to provide supervision over the financial reporting system, risk management and internal control system of the Group. The audit committee comprises two independent non-executive directors and one non-executive director, namely Mr. Xu Yongfeng, Mr. Rong Fei and Mr. Yuan Guoliang respectively. Mr. Xu Yongfeng has been appointed as the chairman of the audit committee. The audit committee has reviewed the audited annual results of the Group for the year ended 31 December 2024.

### Auditors

ZHONGHUI ANDA CPA Limited (“ZHONGHUI”) has resigned as the auditor of the Company with effect from 11 October 2024. The Board with the recommendation of the audit committee of the Company appointed Beijing Xinghua Caplegend CPA Limited\* as the auditor of the Company with effect from 23 October 2024 to fill the casual vacancy following the resignation of ZHONGHUI. The accompanying financial statements have been audited by Beijing Xinghua Caplegend CPA Limited who will retire and, being eligible, offer themselves for reappointment at the forthcoming annual general meeting of the Company.

### Corporate Governance

Details of the corporate governance of the Group are set out in the section headed “Corporate Governance Report” of this annual report.

On behalf of the board of directors

**Wu Bo**  
Chairman

Taiyuan City, Shanxi Province, the PRC  
15 April 2025

### 獨立非執行董事之獨立性確認

本公司已收到本公司所有現任獨立非執行董事根據GEM上市規則第5.09條發出之年度獨立性確認，並認為彼等均具備獨立性。

### 充足公眾持股量

根據本公司所得之公開資料，以及本公司董事所知，於本報告日期，公眾至少持有本公司全部已發行股本之25%。

### 審核委員會

根據GEM上市規則第5.28及5.33條之規定，本公司已設立審核委員會。審核委員會之主要職責為審閱及監督本集團之財務匯報系統、風險管理及內部監控系統。審核委員會分別由兩名獨立非執行董事許詠風先生及榮飛先生及一名非執行董事袁國良先生組成。許詠風先生已獲委任為審核委員會主席。審核委員會已審閱本集團截至二零二四年十二月三十一日止年度之經審核年度業績。

### 核數師

中匯安達會計師事務所有限公司（「中匯」）已辭任本公司之核數師職務，由二零二四年十月十一日起生效。董事會及本公司審核委員會推薦委任北京興華鼎豐會計師事務所有限公司作為本公司之新任核數師，由二零二四年十月二十三日起生效，以填補中匯辭任後之臨時空缺。隨附財務報表乃由北京興華鼎豐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，惟合資格並願意應選續聘。

### 企業管治

本集團之企業管治詳情載於本年報「企業管治報告」一節。

代表董事會

**吳波**  
主席

中國山西省太原市  
二零二五年四月十五日

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The board of directors of the Company recognizes the importance of corporate governance practice of a listed company and is committed to adopting the standards of corporate governance.

The Company has complied with the code provisions set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix 15 of the GEM Listing Rules. In the opinion of the Board of the Company, the Company has complied with the code provisions except for no arrangement of insurance cover in respect of legal action against the directors of the Company (code provisions C.1.8) due to insufficient budget provided.

### SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings as set out in rules 5.48 to 5.67 (the “**Required Standard of Dealings**”) of the GEM Listing Rules as the code of conduct regarding securities transactions by directors. Having made specific enquiries of all directors of the Company, the Company was not aware of any non-compliance with the Required Standard of Dealings regarding securities transactions by directors for the year ended 31 December 2024.

### BOARD OF DIRECTORS

The board of directors of the Company has the collective responsibility for leadership of, and for promoting the success of, the Group by directing and supervising the Group’s affairs.

### BOARD COMPOSITION

The board of directors of the Company currently comprises eight directors, of which three are executive directors, namely Mr. Song Zhenglai, Mr. Jiao Baoguo and Ms. Wang Lingling; two non-executive directors, namely Mr. Yuan Guoliang and Mr. Wu Bo and three independent non-executive directors, namely Mr. Xu Yongfeng, Mr. Wang Weizhong and Mr. Rong Fei.

### 企業管治常規

本公司董事會深明上市公司企業管治常規的重要性，亦一直致力採納企業管治標準。

本公司已遵守GEM上市規則附錄十五之企業管治守則（「**企業管治守則**」）所載之守則條文。本公司董事會認為，除由於所提供的預算不足，本公司並無就本公司董事可能面對的法律行動為彼等作投購保險安排（守則條文第C.1.8條）外，本公司已遵守守則條文。

### 董事進行證券交易

本公司已採納GEM上市規則第5.48至5.67條所載之交易必守標準（「**交易必守標準**」）作為董事進行證券交易的指引。經向本公司所有董事作出具體查詢後，本公司並不知悉有關截至二零二四年十二月三十一日止年度董事進行證券交易之任何不符合交易必守標準的情況。

### 董事會

本公司董事會透過指導和監督本公司事務，共同負責領導本集團，並促進本集團的成功。

### 董事會架構

本公司董事會現時由八名董事組成，包括三名執行董事：宋政來先生、焦保國先生及王玲玲女士；兩名非執行董事：袁國良先生及吳波先生及三名獨立非執行董事：許詠風先生、王衛忠先生及榮飛先生。

# Corporate Governance Report

## 企業管治報告

The directors of the Company are appointed for a term of three years, and are subject to re-election for appointment by shareholders at the general meeting by the end of each of three-year period. As the nomination process of candidates for directors of the new session of the Board has not been completed, the re-election of the Board of the Company will be postponed, in order to maintain the continuity of the work of the Board. The terms of office of the committees under the fourth session of the Board of the Company will be extended accordingly. Before the completion of the re-election of the Board, all members of the fourth session of the Board of the Company will continue to perform corresponding duties pursuant to the relevant requirements under relevant laws and regulations, the GEM Listing Rules and the Articles of Association of the Company.

The Company has received the annual confirmation of independence from all the incumbent independent nonexecutive directors of the Company pursuant to Rule 5.09 of the GEM Listing Rules and considered them to be independent.

To the knowledge of the directors of the Company, the members of the board of directors of the Company have no financial, business, family or other material/relevant relationships among themselves and between the chairman and the chief executive officer.

### BOARD MEETING

The board of directors of the Company met eight times during the year ended 31 December 2024 and the attendance of the members is as follows:

Name of director	董事姓名	Number of attendance 出席次數
Mr. Song Zhenglai	宋政來先生	8/8
Mr. Jiao Baoguo	焦保國先生	8/8
Ms. Wang Lingling	王玲玲女士	8/8
Mr. Yuan Guoliang	袁國良先生	8/8
Mr. Wu Bo	吳波先生	8/8
Mr. Xu Yongfeng	許詠風先生	8/8
Mr. Wang Weizhong	王衛忠先生	8/8
Mr. Rong Fei	榮飛先生	8/8

本公司董事獲委任之任期為三年，並須於每三年期間結束後於股東大會上經股東重選委任。新一屆董事會董事候選人的提名工作尚未結束，為確保董事會工作的連續性，本公司董事會的換屆選舉工作將延期進行。本公司第四屆董事會下屬各委員會的任期亦相應順延。在董事會換屆選舉工作完成之前，本公司第四屆董事會所有成員將根據相關法律法規、《GEM上市規則》和本公司《公司章程》的有關規定繼續履行相應職責。

本公司已收到本公司所有現任獨立非執行董事根據GEM上市規則第5.09條發出之年度獨立性確認，並認為彼等均具備獨立性。

就本公司董事所知，本公司董事會成員之間及與主席及行政總裁之間概無財政、業務、家族或其他重大／相關關係。

### 董事會會議

截至二零二四年十二月三十一日止年度，本公司董事會曾舉行八次會議，成員之出席情況如下：

# Corporate Governance Report

## 企業管治報告

### DIRECTOR'S CONTINUOUS TRAINING AND DEVELOPMENT

The directors of the Company should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution into the board of directors of the Company remains informed and relevant. The individual training record of each director of the Company during the year ended 31 December 2024 is as follows:

### 董事持續培訓及發展

本公司董事須參與持續專業發展，以增進並更新其知識及技能，從而確保彼等在知情情況下為本公司董事會作出切合需要之貢獻。截至二零二四年十二月三十一日止年度，本公司董事接受培訓之個人記錄如下：

Name of director	董事姓名	Updating on the business, operations and corporate governance matter 有關業務、經營及企業管治事宜之最新資訊
Mr. Song Zhenglai	宋政來先生	✓
Mr. Jiao Baoguo	焦保國先生	✓
Ms. Wang Lingling	王玲玲女士	✓
Mr. Yuan Guoliang	袁國良先生	✓
Mr. Wu Bo	吳波先生	✓
Mr. Xu Yongfeng	許詠風先生	✓
Mr. Wang Weizhong	王衛忠先生	✓
Mr. Rong Fei	榮飛先生	✓

### BOARD DIVERSITY POLICY

The Company recognises and embraces the benefits of having a diverse the board of directors and sees increasing diversity at the board of directors' level as an essential element in maintaining the Company's competitive advantage. The Company has adopted the board diversity policy (the "Policy"). The nomination committee has reviewed the Policy during the year ended 31 December 2024 and where appropriate, recommends revision to the board of directors of the Company for consideration and approval.

### 董事會多元化政策

本公司了解及認同具有多元化董事會成員的裨益，並認為董事會多元化是維持本公司競爭優勢的重要元素。本公司已採納董事會多元化政策（該「政策」）。截至二零二四年十二月三十一日止年度，提名委員會已審閱該政策，並於合適時向本公司董事會作出修訂建議，以供考慮及批准。

# Corporate Governance Report

## 企業管治報告

The factors listed below would be used as reference by the nomination committee in assessing the suitability of a proposed candidate: qualification and experience, character and integrity, accomplishment and reputation, relevant skills and experience to contribute to the board of directors, commitment in respect of available time and relevant interest, diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Zhao Zhi resigned as the chairman of the board of directors of the Company on 15 January 2020. Mr. Wu Bo was appointed as the chairman of the board of directors of the Company on 16 February 2020.

Mr. Jiao Baoguo resigned as the general manager of the Company on 11 January 2020. Following the resignation of Mr. Jiao Baoguo as the general manager of the Company, Mr. Zhao Taibing was appointed as the general manager of the Company with effect from 15 January 2020.

The chairman of the board of directors of the Company provides leadership for the board of directors of the Company and ensures that the board of directors of the Company works effectively and performs its responsibilities, and that all key and appropriate issues are discussed by it in a timely manner. The chief executive officer is responsible for the management of the business of the Group, implementation of the policies and objectives set out by the board of directors of the Company and is accountable to the board of directors of the Company for the overall operation of the Group.

### BOARD COMMITTEES

The Company has set up three committees including audit committee, remuneration committee and nomination committee, each committee with its specific terms of reference as set out in the CG Code.

提名委員會於評估擬任候選人之合適性時，將參考下列因素：資質及經驗、品格及誠信、成就及聲譽、為董事會作出貢獻之相關技能及經驗、承諾付出之時間及相關利益及各方面之多元性，包括但不限於性別、年齡（十八歲或以上）、文化及教育背景、種族、專業經驗、技能、知識及年資。

### 主席及行政總裁

趙智先生於二零二零年一月十五日辭任董事會主席。吳波先生於二零二零年二月十六日獲委任為本公司董事會主席。

焦保國先生於二零二零年一月十一日辭任本公司總經理。隨焦保國先生辭任本公司總經理後，趙太兵先生獲委任為本公司總經理，由二零二零年一月十五日起生效。

本公司董事會主席負責領導本公司董事會，亦負責確保本公司董事會有效運作及履行職責，以及適時討論所有重要及適當事宜。行政總裁負責管理本集團業務，實施本公司董事會所制定之政策及目標，並就本集團整體營運向本公司董事會負責。

### 董事會轄下之委員會

本公司已設立三個委員會，包括審核委員會、薪酬委員會及提名委員會，而每個委員會均具備企業管治守則所規定之具體職權範圍。

# Corporate Governance Report

## 企業管治報告

### AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in consistence with the CG Code. The audit committee comprises two independent non-executive directors and one non-executive director, namely Mr. Xu Yongfeng, Mr. Rong Fei and Mr. Yuan Guoliang. Mr. Xu Yongfeng was appointed as the chairman of the audit committee.

The primary duties of the audit committee include (i) to consider the appointment of external auditors and any questions of resignation or dismissal; (ii) to review financial information and (iii) to oversight of the financial reporting system, risk management and internal control system. The audit committee discharged its duties by reviewing the financial matters, quarterly, interim and annual financial reports and financial statements during the year ended 31 December 2024. The audited consolidated financial statements for the year ended 31 December 2024 have been reviewed by the audit committee.

The audit committee met four times during the year ended 31 December 2024 and the attendance of the members is as follows:

Name of member	成員姓名	Number of Attendance 出席次數
Mr. Xu Yongfeng	許詠風先生	4/4
Mr. Rong Fei	榮飛先生	4/4
Mr. Yuan Guoliang	袁國良先生	4/4

### REMUNERATION COMMITTEE

The Company has established a remuneration committee with written terms of reference in consistence with the CG Code. The remuneration committee comprises two independent nonexecutive directors and one non-executive director, namely Mr. Rong Fei, Mr. Xu Yongfeng and Mr. Yuan Guoliang. Mr. Rong Fei was appointed as the chairman of the remuneration committee.

### 審核委員會

本公司已設立審核委員會，其書面職權範圍符合企業管治守則。審核委員會由兩名獨立非執行董事許詠風先生、榮飛先生及一名非執行董事袁國良先生組成。許詠風先生已獲委任為審核委員會主席。

審核委員會之主要職責包括：(i)考慮外聘核數師之委任及與辭職或辭退有關之任何問題；(ii)審閱財務資料及(iii)監督財務匯報系統、風險管理及內部監控系統。截至二零二四年十二月三十一日止年度，審核委員會已履行其職責，包括審閱財務事宜、季度、中期及年度財務報告及綜合財務報表。審核委員會已審閱截至二零二四年十二月三十一日止年度之經審核財務報表。

截至二零二四年十二月三十一日止年度，審核委員會曾舉行四次會議，成員之出席情況如下：

### 薪酬委員會

本公司已設立薪酬委員會，其書面職權範圍符合企業管治守則。薪酬委員會由兩名獨立非執行董事榮飛先生及許詠風先生及一名非執行董事袁國良先生組成。榮飛先生已獲委任為薪酬委員會主席。

# Corporate Governance Report

## 企業管治報告

The primary duties of the remuneration committee include (i) to make recommendation to the board of directors on the policy and structure for all directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy and (ii) to review and approve the management's remuneration proposals. The remuneration reviewed the remuneration policy of all directors' and senior management during the year ended 31 December 2024.

The remuneration committee met one time during the year ended 31 December 2024 and the attendance of the members is as follows:

薪酬委員會之主要職責包括：(i)就全體董事及高級管理人員之薪酬政策及架構，以及就設立正規而具透明度制定薪酬政策的程序，向董事會提出建議及(ii)檢討及批准管理層的薪酬建議。截至二零二四年十二月三十一日止年度，薪酬委員會已審閱全體董事及高級管理人員的薪酬政策。

截至二零二四年十二月三十一日止年度，薪酬委員會曾舉行一次會議，成員之出席情況如下：

Name of member	成員姓名	Number of attendance 出席次數
Mr. Rong Fei	榮飛先生	1/1
Mr. Xu Yongfeng	許詠風先生	1/1
Mr. Yuan Guoliang	袁國良先生	1/1

Remuneration paid to members of senior management (including directors and supervisors) fell within the following bands:

支付高級管理層人員（包括董事及監事）的薪酬介乎下列範圍：

		Number of Individuals 人數
RMB120,000 or below	人民幣120,000元或以下	12
RMB120,001 – RMB300,000	人民幣120,001元－人民幣300,000元	3

### NOMINATION COMMITTEE

The Company has established a nomination committee with written terms of reference in consistence with the CG Code. The nomination committee comprises the chairman of the board of directors and two independent non-executive directors, namely Mr. Wu Bo, Mr. Xu Yongfeng and Mr. Wang Weizhong. Mr. Wu Bo was appointed as the chairman of the nomination committee.

### 提名委員會

本公司已設立提名委員會，其書面職權範圍符合企業管治守則。提名委員會由董事會主席吳波先生及兩名獨立非執行董事許詠風先生及王衛忠先生組成。吳波先生已獲委任為提名委員會主席。

# Corporate Governance Report

## 企業管治報告

The primary duties of the nomination committee include (i) to review the structure, size and composition (including the skills, knowledge and experience) of the board of directors; (ii) to identify individuals suitably qualified to become members of the board of directors and (iii) to make recommendations to the board of directors on the appointment or re-appointment of directors. The nomination reviewed the structure, size and composition of the board of directors of the Company and the board diversity policy during the year ended 31 December 2024.

The nomination committee met one time during the year ended 31 December 2024 and the attendance of the members is as follows:

提名委員會之主要職責包括：(i)檢討董事會的架構、人數及組成（包括技能、知識及經驗方面）；(ii)物色具備合適資格可擔任董事會成員之人士及(iii)就董事委任或重新委任向董事會提出建議。截至二零二四年十二月三十一日止年度，提名委員會已審閱本公司董事會的架構、人數及組成，以及董事會多元化政策。

截至二零二四年十二月三十一日止年度，提名委員會曾舉行一次會議，成員之出席情況如下：

Name of member	成員姓名	Number of attendance 出席次數
Mr. Wu Bo	吳波先生	1/1
Mr. Xu Yongfeng	許詠風先生	1/1
Mr. Wang Weizhong	王衛忠先生	1/1

# Corporate Governance Report

## 企業管治報告

### ACCOUNTABILITY AND AUDIT

#### Financial reporting

The board of directors of the Company is responsible for presenting annual; interim; and quarterly reports, price sensitive announcements and other disclosure requirements under the GEM Listing Rules and other regulatory requirements.

The audit committee reviewed the financial matters, quarterly, interim and annual financial reports and financial statements of the Group during the year ended 31 December 2024.

The respective responsibilities of the directors of the Company and the auditors for preparing financial statements of the Group for the year ended 31 December 2024 are set out in the section headed “Independent Auditors’ Report” of this annual report.

### RISK MANAGEMENT AND INTERNAL CONTROL

The board of directors of the Company acknowledged its responsibility for the effectiveness of the Group’s risk management and internal control systems. In light of the size and scale of the Group’s businesses, the board of directors of the Company is delegated with the responsibility for overseeing the risk management and internal control systems of the Group on an ongoing basis and for reviewing its effectiveness. Therefore, the Group currently do not have an internal audit department. During the revision of the risk management and internal control systems of the Group, the board of directors of the Company identified that the Group has material uncertainty in going concern.

### MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

As at 31 December 2024, the Group had net current liabilities and net liabilities of approximately RMB194,219,000 and RMB141,921,000 respectively. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Group’s ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

### 問責及審核

#### 財務匯報

本公司董事會負責提交年度、中期及季度報告、股價敏感資料公告及GEM上市規則及其他監管規定所要求之其他披露規定。

截至二零二四年十二月三十一日止年度，審核委員會已審閱本集團財務事宜、季度、中期及年度財務報告及財務報表。

本公司董事及核數師就編製本集團截至二零二四年十二月三十一日止年度的財務報表各自的責任載於本年報「獨立核數師報告」一節。

#### 風險管理及內部監控

本公司董事會承認其對本集團風險管理及內部監控制度之效力之責任。鑒於本集團業務之大小及規模，本公司董事會獲授權負責持續監督本集團風險管理及內部監控制度之責任，並檢討其成效。因此，本集團現時並無內部審計部門。於對本集團風險管理及內部監控制度進行檢討過程中，本公司董事會確定本集團在持續經營方面存在重大不明朗因素。

#### 有關持續經營之重大不明朗因素

本集團於二零二四年十二月三十一日的流動負債淨額及負債淨額分別約人民幣194,219,000元及人民幣141,921,000元。該等情況顯示存在重大不確定因素，可能對本集團持續經營能力構成重大疑問，因此本集團可能無法在日常業務過程中變現其資產及履行其負債。

# Corporate Governance Report

## 企業管治報告

The principal financial impact of the "Disclaimer of Opinion" from the auditor in respect of the going concern issues on the Company mainly relates to its hindered financing capability. In addition, potential business cooperation is also hindered, including the fact that suppliers and customers may tighten credit conditions, which will affect working capital turnover to a certain extent. In the field of valuation judgment, the management of the Company will also assess the value of assets and the space and certainty of income generated from the Company's operations from a prudent perspective, and looking forward, the Company will improve the strategic selection and adjustment of the development of its major business as quickly as practical and actively implement them in the process of business management.

Based on the information provided by the Company, the Audit Committee conducted in-depth inquiry and analysis of explanations made by the management. At the same time, through communications with the auditors and based on the sufficient evidence provided by the management, the Audit Committee also agreed with the position and basis of the Company's management.

The Company will adopt measures from various aspects, including improving short-term liquidity, optimizing fund management, exploring new business areas and expanding financing channels, in an aim to accelerate capital returns and control fund expenditures. It seeks to introduce strategic investors, and formulate a detailed business plan to present potential investors with its core competitiveness, development prospect and expected investment returns, thus attracting them to engage in the operations and development of the Company. These efforts will help the Company resolve the going concern crisis, in order to achieve a turnaround from the Company's current net liabilities and net liabilities and improve the situation of insufficient working capital.

### AUDITORS' REMUNERATION

The external auditors provide services to the Group during the year ended 31 December 2024. The remuneration of the external auditors for the provision of audit service for the year under review is RMB550,000 and the provision of non-audit services is RMB Nil.

核數師因可持續經營問題出具「不發表意見」(Disclaimer of Opinion)對公司的財務影響主要體現在融資能力受阻，此外，在潛在的商業合作方面也受到阻礙，其中供應商、客戶可能收緊信用條件，會一定程度影響營運資金周轉。在估值判斷領域，公司管理層也會基於謹慎性角度評估資產的價值以及對公司經營產生收益的空間和確定性，以及著眼於未來，公司儘快提升主業發展的戰略選擇和調整，並積極落實到經營管理過程中。

審核委員會根據公司提供的資料，並對管理層的解釋進行深入追問和分析。同時同核數師進行溝通，根據管理層提供的充分的證據，審核委員會也同意公司管理層的立場和依據。

本公司將會從短期資金流動性改善、優化資金管理、開拓新業務領域以及拓展融資渠道等多方面應對措施，旨在加速資金回籠，控制資金支出。引入戰略投資者，制定詳細的商業計劃書，向潛在投資者展示企業的核心競爭力、發展前景和投資回報預期，吸引其參與企業的經營發展。助力公司化解持續經營危機，以期扭轉公司的流動負債淨額及負債淨額的情況及改善流動資金不足等狀況。

### 核數師酬金

截至二零二四年十二月三十一日止年度，外聘核數師向本集團提供服務。外聘核數師於回顧年度就提供核數服務所收取之酬金為人民幣550,000元及就提供非核數服務收取人民幣零元。

# Corporate Governance Report

## 企業管治報告

### AUDITORS

In 2024, ZHONGHUI ANDA CPA Limited (“ZHONGHUI”) resigned as the auditor of the Group and Beijing Xinghua Caplegend CPA Limited has been appointed as the auditor of the Group to fill the casual vacancy created by the resignation. The account for the year ended 31 December 2024 was audited by Beijing Xinghua Caplegend CPA Limited whose term of office will expire upon the forthcoming annual general meeting. The audit committee has recommended to the board of directors of the Company that Beijing Xinghua Caplegend CPA Limited be re-appointed as the auditor of the Company at the forthcoming annual general meeting.

### Company Secretary

Mr. Chen Cong has been appointed as the company secretary and an authorized representative of the Company with effect from 7 March 2025 in replacement of Ms. Fong Yip Ha Angela.

Mr. Chen Cong, the company secretary of the Company. He has extensive experience in strategic management, financial operation management, investment and financing, and capital operation. Mr. Chen obtained a Master's degree in Corporate Governance from the Hong Kong Metropolitan University. He is a fellow member of the Hong Kong Corporate Governance Institute.

Her primary contact person at the Company is Ms. Guo Weiwei, secretary of the board of the Company.

During the year ended 31 December 2024, Ms. Fong has complied with taking no less than 15 hours of the relevant professional training requirement under Rule 5.15 of the GEM Listing Rules.

### SHAREHOLDERS' RIGHTS

#### Convening an extraordinary general meeting and putting forward proposal at shareholders' meeting

Pursuant to article 53 of the articles of association of the Company, an extraordinary general meeting (“EGM”) be convened on the written requisition of shareholder holding more than 10% (including 10%) of the voting shares issued by the Company. When the board of directors receives the written requisition, the board of directors shall convene an EGM within two months.

### 核數師

於二零二四年年度，中匯安達會計師事務所有限公司(「中匯」)辭任本集團核數師，而北京興華鼎豐會計師事務所有限公司獲本集團董事會委任，以填補由此產生的臨時空缺。截至二零二四年十二月三十一日止年度之賬目經由北京興華審核，彼之任期於即將舉行之股東週年大會上任滿。審核委員會已向董事會建議，於即將舉行之股東週年大會上續聘北京興華為本公司之核數師。

### 公司秘書

陳聰先生自二零二五年三月七日起獲本公司委聘為公司秘書及授權代表，以代替方葉夏女士。

陳聰先生，本公司的公司秘書。彼於戰略管理、財務運營管理、投融資及資本運作等方面擁有豐富的經驗。陳先生取得香港都會大學企業管治碩士學位。彼為香港公司治理公會資深會員。

彼於本公司的主要聯絡人為本公司董事會秘書郭薇薇女士。

截至二零二四年十二月三十一日止年度，方女士已遵守GEM上市規則第5.15條項下有關接受不少於15小時相關專業培訓的規定。

### 股東權利

#### 召開臨時股東大會及於股東大會上提出建議

根據本公司組織章程細則第53條，臨時股東大會(「臨時股東大會」)可由持有本公司發行在外的有表決權的股份百分之十以上(含百分之十)的股東以書面形式要求召開。當董事會收到書面要求時，應當在兩個月內召開臨時股東大會。

# Corporate Governance Report

## 企業管治報告

Pursuant to article 73 of the articles of association of the Company, if shareholders request to convene an EGM or a class meeting of shareholders, the following procedures should be followed: an EGM may be convened on the written requisition of any two or more shareholders of the Company holding more than 10% of the paid up capital of the Company which carries the right of voting at general meetings of the Company (the “**Requisitionists**”). Such written requisition must specify the resolution(s) to be considered in the EGM and must be signed by the Requisitionists and deposited at the principal place of business of the Company in Hong Kong or, in the event the Company ceases to have such principal office, the registered office of the Company. Shareholders should follow the requirements and procedures as set out in such article for convening an EGM. If the board of directors of the Company does not convene the EGM within 30 days from the receipt of such requisition, the Requisitionists are entitled to convene the EGM themselves within four months after the board of directors of the Company received their requisition at the Company's expense.

### ENQUIRIES PUT TO THE BOARD

Shareholders may send written enquiries or requests in respect of their rights to the principal place of business of the Company in Hong Kong or by email to [ccoegw1@126.com](mailto:ccoegw1@126.com), for the attention of the secretary of the board of directors of the Company.

### INVESTOR RELATIONS

The Company establishes different communication channels with investors to update the latest business development and financial performance including the publication of quarterly, interim and annual reports, notices, announcements and circulars on the GEM website and the Company's website in order to maintain a high level of transparency, and to ensure there is no selective disclosure of inside information.

根據本公司組織章程細則第73條，股東要求召集臨時股東大會或者類別股東會議，應當按照下列程序辦理：臨時股東大會可由本公司持有附帶權利並可於本公司股東大會上表決的本公司百分之十以上繳足股本的任何兩名或以上股東（「呈請人」）提出書面呈請而召開。有關書面呈請必須列明臨時股東大會上將予考慮的決議案，並且必須由呈請人簽署並存置於本公司於香港的主要營業地點（倘本公司不再設置該主要辦事處，則為本公司註冊辦事處）。股東應遵守有關細則所載有關召開臨時股東大會的規定及程式。倘本公司董事會未能於收到該呈請日起計三十日內發出召開臨時股東大會的通知，則呈請人有權於本公司董事會收到彼等的呈請後四個月內自行召開臨時股東大會，費用由本公司承擔。

### 向董事會提出查詢

股東可將有關彼等權利的書面查詢或要求寄發至本公司香港主要營業地點或透過電郵發送至 [ccoegw1@126.com](mailto:ccoegw1@126.com)，收件人為本公司董事會秘書。

### 投資者關係

本公司與投資者建立不同的通訊途徑，以更新最新業務發展及財務表現，包括於GEM網站及本公司網站刊發季度、中期及年度報告、通告、公告及通函，以維持高度透明，且確保概無選擇性披露內幕消息。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### I. ABOUT THIS REPORT

This is the Environmental, Social and Governance Report (the “ESG Report”) of Shanxi Changcheng Microlight Equipment Co. Ltd. (the “Company”, together with its subsidiaries, collectively, the “Group”), for the period from 1 January 2024 to 31 December 2024 (the “Reporting Period”).

#### BASIS OF PREPARATION

The ESG Report presents policies, the management systems, the performance and plans of the Group’s major business segments related to the material environmental and social issues. It is prepared pursuant to the “comply or explain” provisions of the Environmental, Social and Governance Reporting Guide (the “ESG Guide”) under Appendix 27 to the Rules Governing the Listing of Securities on (the “Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The corporate governance is disclosed separately in the Corporate Governance Report as set out in the annual report of the Company for the year ended 31 December 2024 published on 30 April 2025.

The contents of the ESG Report are determined in accordance with a set of systematic procedures, which include identifying and prioritising various stakeholders, determining and prioritising the materiality and key topics related to environmental and social issues, defining the reporting scope and boundary, collecting relevant materials, compiling data based on the required information, and conducting analysis of relevant information. On this basis, the Company has made quantifiable disclosures on the key performance metrics, analysis and comparison of data, together with comprehensive reporting on the ESG performance.

The information in the ESG Report was gathered through the collection of internal policies of different subsidiaries of the Group, the historic data of the ESG practices in the Group, the feedback from various stakeholder groups via online surveys and data analysis based on the numeric information submitted by different subsidiaries of the Group. All information is prepared and published based on existing policies, practices and official documents in an accurate, genuine and transparent manner based on the reporting principles of “materiality”, “quantitative”, “balance”, and “consistency”.

### I. 關於本報告

此乃山西長城微光器材股份有限公司（「本公司」）連同其子公司（統稱為「本集團」）於二零二四年一月一日至二零二四年十二月三十一日期間（「報告期間」）的環境、社會及管治報告（「ESG報告」）。

#### 編製基準

ESG報告呈列本集團主要業務分部有關重大環境及社會議題的政策、管理制度、績效及計劃。ESG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」）附錄二十七環境、社會及管治報告指引（「ESG指引」）「不遵守就解釋」條文編製。企業管治情況於本公司於二零二五年四月三十日刊發之截至二零二四年十二月三十一日止年度之年度報告內所載企業管治報告中分開披露。

ESG報告內容乃按照一套系統性程序釐定，當中包括識別不同持份者並排列優次、確定與環境及社會議題相關的重要性及關鍵議題及排列其優次、界定報告範圍及界限、收集相關材料、根據所需資料編製數據，並分析相關資料。在此基礎上，本公司已對關鍵績效指標作出量化披露、分析及比較數據，並全面報告ESG績效。

ESG報告內資料乃通過收集本集團不同子公司內部政策、本集團ESG常規的歷史數據、不同持份者組別透過線上調查提供之反饋意見，以及根據本集團不同子公司所提交數據資料進行之數據分析作出收集。全部資料乃根據現行政策、常規及正式文件，以準確、真實及透明之方式編製及發佈，並以「重要性」、「量化」、「平衡」及「一致」為報告原則。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### REPORTING PRINCIPLES

#### 匯報原則

Materiality

Key stakeholders and their ESG concerns have been identified during the preparation of the report, and targeted disclosures have been made in the report based on the relative importance of their concerns.

重要性原則

本報告已在編制過程中識別主要利益相關方及其關注的ESG議題，並根據其關注議題的相對重要程度，在本報告中做出針對性的披露。

Quantitative

This report presents quantitative environmental and social KPIs and previous information for comparison when used. The criteria, methodologies, references and conversion factors used for calculating the KPIs mainly refer to the ESG Guide.

量化原則

本報告列出量化的環境及社會關鍵績效指標以及過往資料，以便在使用時進行比較。用與計算關鍵績效指標的標準、方法、參考及轉換係數主要參閱環境、社會及管治報告指引。

Balance

This report complies with the principle of balance to present the current performance and management of the Group in ESG in an objective manner.

平衡原則

本報告遵循平衡原則，客觀呈現本集團的ESG表現及管理現狀。

Consistency

Unless otherwise indicated, no major adjustments have been made to the disclosure scope in this report as compared with that in the previous ESG Reports of the Group, with the consistent statistical approaches adopted.

一致性原則

除另外由注明外，本報告相對本集團往年ESG報告披露範圍並無重大調整，且使用一致的披露統計方法。

This report is available on the website of the Company ([www.sxccoe.com](http://www.sxccoe.com)) and the news website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

本報告於本公司網站([www.sxccoe.com](http://www.sxccoe.com))及香港交易及結算所有限公司披露易網站([www.hkexnews.hk](http://www.hkexnews.hk))上可供查閱。

## II. REPORTING BOUNDARY & BOARD RESPONSIBILITY

### ABOUT THE GROUP

The business scope of the Group mainly covers: optical fiber components such as optical fiber face plates, inverters and microchannel plates, as well as the production, sales, research, development of night vision components and their technical consultation as well as import and export operations; leasing of self-owned properties; and property management services.

## II. 報告範圍及董事會責任

### 關於本集團

本集團主要經營範圍包括：光纖面板、倒像器、微通道板等光學纖維元器件，以及夜視部件的生產、銷售、研究、開發及其技術諮詢和進出口經營；自有房屋租賃；物業服務。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### BOARD RESPONSIBILITY

The Group attaches great importance to the environmental, social and governance (ESG) management, and has developed a systematic ESG governance structure concerning those charged with governance, management and executives. As the supreme responsible and decision-making body of the ESG management system, the Board, with the assistance of the Audit Committee, takes full charge of supervision and management of the ESG issues, and is also responsible for overseeing and coordinating the management of ESG-related risks, holding a meeting at least once a year to discuss important ESG issues.

The Group regularly performs materiality assessment on environmental, social and governance issues. The specific process and results of the assessment are detailed in the subsection headed “ESG Strategy” of the annual ESG report and subject to review by the Board. The Board of the Group has assessed the potential impact and opportunities of ESG issues on its overall strategy, and reviewed the materiality assessment results of ESG issues. The Board has understood the ESG-related issues of the Group and confirmed the current ESG-related management policies and ESG management concepts. The details of the important ESG topics of the Group concerning responsible management, smart connectivity, green development and harmonious ecology, have been disclosed in this report.

### REPORTING SCOPE

This is the Environment, Social and Governance Report of the Group, which highlights its overall performance in the environmental, social and governance (the “ESG”) aspects, with disclosure reference made to the ESG Reporting Guide as set out in Appendix 20 of the GEM Listing Rules.

Unless otherwise stated, this ESG Report covers the overall performance of the Group’s business operations in the PRC for the period from 1 January 2024 to 31 December 2024 in major environmental and social areas, including headquarters offices and production facilities.

### 董事會責任

本集團董事會高度重視環境、社會及管治(「ESG」)管理，在治理層、管理層與執行層搭建體系化ESG管治架構。董事會作為ESG管理體系的最高負責及決策機構，在審計委員會的協助下監管ESG事宜，並負責監督與統籌管理ESG相關風險，每年至少召開一次會議，討論ESG重要事宜。

本集團定期對環境、社會及管治議題重要性進行評估，具體評估過程和結果在年度ESG報告「ESG策略」小節詳述並由董事會審閱。本集團董事會評估了ESG事宜對本集團整體策略的潛在影響與機遇，審閱了ESG議題的重要性評估結果。董事會已了解本集團ESG相關議題，並確認當前的ESG相關管理方針與ESG管理理念。有關本集團在責任經營、智慧聯接、綠色發展、和諧生態等重要ESG議題領域的詳細內容，已在本報告進行詳細披露。

### 匯報範圍

此為本集團環境、社會及管治報告書，以強調本集團於環境、社會及管治(「環境、社會及管治」)方面之表現，乃參考GEM上市規則附錄二十所載「環境、社會及管治報告指引」所披露。

除另有說明外，本環境、社會及管治報告書涵蓋本集團中國業務運作包括總部辦事處及生產設施於二零二四年一月一日至二零二四年十二月三十一日止環境及社會兩個主要範疇之整體表現。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### III. STAKEHOLDER ENGAGEMENT AND MATERIALITY

In order to identify the most significant aspects for the Group to report in this ESG report, key stakeholders including investors, shareholders and employees of the Group have been involved in regular engagement sessions to discuss and review areas of attention which will help the business meets its potential growth and be prepared for future challenges.

#### STAKEHOLDER'S FEEDBACK

The Group is grateful to the stakeholders for their long-term support and assistance to its development. It always attaches great importance to the expectations and demands of stakeholders in terms of environment, society and governance. Stakeholders are welcome to provide opinions on our ESG approaches and performance.

The Group would communicate with various stakeholders periodically in order to understand their concerns and expectations. The communication channels with all stakeholders include face-to-face meeting, telephone interview, questionnaire survey and on-site visit. The following table has summarised various types of stakeholders, their expectations and communication channels.

### III. 持份者的參與及重要性

為確定本集團於本環境、社會及管治報告中所匯報之最重要方向，主要持份者包括本集團的投資者、股東及僱員已定期參與討論及審閱有助本集團業務發揮潛在增長及裝備應付未來挑戰的注意事項。

#### 持份者意見

本集團感謝持份者長久以來對企業發展的支持與幫助。對持份者於企業在環境、社會及管治層面的期望與訴求始終保持高度重視，歡迎持份者就我們的環境、社會及管治方針及表現提供意見。

本集團將定期與不同持份者進行溝通，務求了解其關注及期望。與全體持份者的溝通渠道包括面對面會談、電話訪談、問卷調查及實地訪問。下表概述不同類型持份者、彼等期望及溝通渠道。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

Stakeholders 持份者	Communication Channels 溝通管道	Topics of concern 關注議題
Government and regulatory authorities 政府及監管機構	Important conferences, policy advisory, case reports, inspections, documents exchange, information disclosure 重大會議、政策諮詢、情況彙報、機構考察、公文往來、資訊披露	Operation compliance Corporate governance Energy conservation 合規運營 公司治理 節能減排
Shareholder and investors 股東及投資人	General meetings, annual reports 股東大會、企業年報	Profitability Operating strategy Transparent disclosure 盈利能力 經營策略 資訊披露透明度
Employees 僱員	Employee satisfaction survey, employee activities, workers' congress, employee trainings, staff handbook 員工滿意度調查、員工活動、職代會、員工培訓、員工手冊、	Salary and welfare Development and training Occupational health and safety 員工薪酬福利 發展和培訓 職業健康與安全
Media 媒體	Interviews on business operation, promotion of company culture, media conferences 企業經營訪談、企業文化宣傳、媒體發佈會	Operation compliance Social influence Performance of corporate social responsibility 合規運營 企業社會影響力 企業社會責任表現
Suppliers 供應商	Supplier evaluation, bidding meetings, negotiations on strategic cooperation, exchanges and visits 供應商考察、公開招標會議、戰略合作談判、交流互訪等	Fair cooperation Honest and promise keeping Coordinated development 公平合作 誠信履約 共同發展
Customers 客戶	Customer satisfaction survey, holding industry exchanges and promotion activities 客戶滿意度調查、舉辦行業交流及推廣活動	Realisation of sound industry development Win-win partnership 實現良性行業發展 雙贏夥伴關係
Community 社區	Charitable activities, community activities, campus talks, environmental awareness 公益活動、社區活動、企業招聘宣講、環保意識	Community welfare Community relationship Employment promotion 社會公益 社區關係 促進就業

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### STAKEHOLDERS' FEEDBACK

We highly appreciate and welcome feedback from our stakeholders on the ESG Report. Please give your suggestions or share your views with us via email at ccoegv1@126.com.

#### A. Environmental

To demonstrate the Group's commitment to sustainable development and compliance with laws and regulations related to environmental protection, the Group endeavors to minimise the environmental impact of the business activities.

The Group has established systems to ensure environmental compliance. It seeks to optimise its production by adopting techniques with low energy consumption and environmental pollution, implementing environmental-friendly waste disposal methods and enhancing the environmental awareness of the employees through regular trainings. The management team has the overall responsibility for environmental protection matters within the Group.

#### Emissions

There are three major types of emissions generated during the business activities of the Group.

##### (1) Indirect Greenhouse Gases Emission

The business activities of major business segments do not directly generate significant air emissions. The most common air emission from its daily production and business activities is indirect greenhouse gas ("GHG") emission which mainly generated from the consumption of purchased electricity and water consumption.

As the commitment of energy saving and environmental protection are the Group's policies, we make our best effort to keep the damage to the environment at a minimal level by reducing pollutants and wastes during the production process.

During the Reporting Period, the GHG emissions of the major businesses were 176.22 tonnes, representing a decrease of 24.9% as compared to the emissions of year 2023.

### 持份者反饋

我們非常感謝及歡迎持份者對ESG報告提供反饋，敬請閣下透過電郵向我們提出建議或分享意見，電郵地址為ccoegv1@126.com。

#### A. 環境

為表明本集團對於可持續發展以及遵守與環境保護有關的法例及法規的承諾，本集團致力於盡量降低業務活動的環境影響。

本集團已設立制度以確保環境合規。其尋求透過採取低耗能及低環境污染的技术、實施環保的廢物處置方法及以定期訓練提升僱員環保意識，以優化生產。管理層團隊對本集團內的環保事宜負整體責任。

#### 排放

本集團業務活動中主要產生三類排放物。

##### (1) 間接溫室氣體排放

主要業務分部的業務活動不會直接產生大量空氣排放物。其日常生產及業務活動最常見的空氣排放物為間接溫室氣體（「溫室氣體」）排放，主要產生自所購買電力消耗、水消耗。

鑑於奉行節能環保為本集團的政策，我們透過於生產過程中減少污染物及廢棄物，盡力將對環境的破壞控制在最低水平。

於報告期間，主要業務的溫室氣體排放量為176.22噸，較二零三年度排放量合減少24.9%。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### (2) *Non-hazardous Water*

In terms of the principal business, the products produced are mainly in solid state. The water is used for daily consumption and a small amount of purified water for production, and therefore a small amount of waste water is generated. As the waste water is produced in daily use and does not contain any harmful and toxic substance, the waste water is discharged into the municipal sewage system through pipelines.

During the Reporting Period, the total amount of non-hazardous wastewater generated by the Group was 12,906 tonnes (2023: 16,307 tonnes), representing a decrease of 20.8% as compared to 2023.

### (3) *Non-hazardous Solid Wastes*

All major business segments produced non-hazardous solid wastes which include used packaging materials, waste from production of daily office necessities, etc. The Group has policy in place to encourage its staff to minimise the use of office supplies, such as using recycle paper to reduce paper consumption. The Group would also increase the recycle intensity in the office and production plants in order to reduce the amount of waste and achieve the environmental sustainability target.

During the Reporting Period, the amount of non-hazardous solid waste was 10.2 tonnes (2023: 12.7 tonnes), representing a decrease of 19.68% as compared to 2023.

The Group does not generate significant air emissions or hazardous waste.

### (2) 無害廢水

就主要業務而言，所生產的產品主要為固態。水之用途為日常消耗及少量生產用淨化水，因此產生少量廢水。因廢水為日常使用產生，不含有害有毒物質，故廢水通過管道排入市政污水系統。

於報告期間，本集團產生的無害廢水總量為12,906噸（二零二三年：16,307噸），較二零二三年減少20.8%。

### (3) 無害固體廢棄物

全部主要業務分部均會產生無害固體廢棄物，包括廢舊包裝物料、生產辦公日用品廢棄物等。本集團已制定政策鼓勵員工盡量減少使用辦公用品，如使用再造紙以減少用紙。本集團亦將於辦公室及生產廠房提高推行回收力度，力求減少廢棄物數量，並實現環境可持續發展目標。

於報告期間，無害固體廢棄物數量為10.2噸（二零二三年：12.7噸），數量較二零二三年減少19.68%。

本集團並無產生大量氣體排放或有害廢棄物。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

The table below showed the total emissions of the Group in the Reporting Period and the year of 2024.

下表顯示本集團於報告期間及二零二四年度的總排放量。

Emission category/Key performance indicators	Unit	Amount in 2024	Amount in 2023	Intensity in 2024	Intensity in 2023
				(consumption/production quantities) (energy unit/tonnes/thousand pieces) 二零二四年 密度(消耗/生產量) (能源單位/噸/千件)	(consumption/production quantities) (energy unit/tonnes/thousand pieces) 二零二三年 密度(消耗/生產量) (能源單位/噸/千件)
資源類別/ 關鍵績效指標	單位	二零二四年 數量	二零二三年 數量	(能源單位/ 噸/千件)	(能源單位/ 噸/千件)
Waste water 廢水	Tonnes 噸	12,906	16,307	0.47	0.3
GHG emissions 溫室氣體排放	Tonnes 噸	176.22	234.75	6.1	4.36
Non-hazardous waste 無害廢棄物	Tonnes 噸	10.2	12.7	3.7	2.35

The methodology adopted for reporting on GHG emissions set out above was based on "How to Prepare an ESG Report? Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange.

上文所載溫室氣體排放報告所採用的方法乃基於聯交所頒佈的「如何編備環境、社會及管治報告附錄二：環境關鍵績效指標匯報指引」。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Use of Resources

The table below showed total primary resources consumption in the Reporting Period and the year of 2023.

### 資源使用

下表顯示於報告期間及二零二三年度的主要資源消耗總量。

Resources category/ Key performance indicators	Unit	Amount in 2024	Amount in 2023	Intensity in 2024	Intensity in 2023
				(consumption/ production quantities) (energy unit/ tonnes/thousand pieces) 二零二四年 密度(消耗/ 生產量) (能源單位/ 噸/千件)	(consumption/ production quantities) (energy unit/ tonnes/thousand pieces) 二零二三年 密度(消耗/ 生產量) (能源單位/ 噸/千件)
Energy 能源					
Electricity 電力	kWh0'000 萬千瓦時	181.56	219.97	61.57	41.64
Water consumption 用水	m <sup>3</sup> 立方米	42,126	44,936	1.56	0.85
Packaging Materials 包裝物料	Tonnes 噸	1.6	2.8	0.59	0.53

Note: Packaging materials include polystyrene foam containers, paper boxes and a small amount of plastic bags and metal packaging boxes for the major business products of the Group.

備註：包裝物料包括本集團主要業務產品的聚苯乙烯泡沫容器、紙盒及少量塑膠袋、金屬包裝盒。

The Group has been adhering to the principle of “saving and spending” and continued to strengthen its management over water and electricity consumption. The resources used are principally attributed to electricity and water consumed at its production facilities and offices. Under its relevant environmental policies, the Group proactively seeks opportunities for increasing operating efficiency to reduce the use of resources, such as energy savings on lights and air-conditioning systems. The Group continuously practiced “energy savings and consumption reductions” in daily resource use such as water, electricity and consumables, built awareness of saving electricity and water, and implemented a strict waste recycling and disposal process, in an aim to strive for resource-efficient and clean development of the Company, and reduce adverse impact of its activities on the environment.

本集團貫徹執行「節流與開源」原則，持續強化用水、用電管控，使用的資源主要為其生產設施及辦公室所耗用的水電。根據本集團的有關環境政策，本集團積極尋求提高經營效率的機會以降低資源使用（例如照明及空調系統的節能）。對用水、用電、易耗品等日常辦公所產生的資源消耗做到「節能降耗」，樹立節電、節水意識，嚴格執行廢棄物回收處理工作，推進公司節約發展、清潔發展，防止和減少對環境造成的不利影響。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

The Group conducts regular inspections and maintenance of water equipment, pipeline facilities and water appliances, and supervises the status of the water supply network in real time to ensure that the operating personnel is able to make timely responses in case of abnormalities, thus effectively reducing the waste of water caused by “running, overflowing, and dripping” faucets. The Group also closely monitors the utilisation of resources and reports the performance to the senior management in this regard.

The Group gives priority to energy saving and efficiency improvement, and continues to tap the energy-saving potential of key energy-consuming equipment and production processes in production. Targeted technical transformation plans have been developed and implemented regarding the production system and production auxiliary systems, including air-conditioning systems and lighting systems.

### ***The Environment and Natural Resources***

The Group believes the conservation of natural resources as an indispensable component of its sustainable business. Through actively promoting environmental friendly measures, the Group encourages efficient use of different resources, including energy, paper, water and other raw materials. As such, the Group has initiated policies to raise the awareness of electricity conservation and taken energy saving measures in the daily operation.

The Group has established systems to ensure environmental compliance by adopting techniques with low energy consumption and environmental pollution. The Group has also appointed dedicated staff to monitor its compliance with relevant laws and regulations as well as reviewed and updated the internal environmental protection policies. Staff is encouraged to support environmental protection, minimise use of natural resources and reduce wastes. Paper is to be recycled to reduce paper consumption. Electrical equipment and lights are only switched on when needed as one of our power conservation policy. The Group is committed to implementing all feasible policies to minimise the adverse impact of its operations on the environment and natural resources.

本集團定期對用水設備、管道設施、用水器具等進行巡檢和保養，即時監控供水管網的狀態，確保出現異常情況下，運行人員能及時回應，有效減少「跑冒滴漏」現象造成的水資源浪費。本集團亦密切監察資源的使用並就該方面表現向高級管理層報告。

本集團節能提效為優先，持續挖掘生產重點耗能設備、生產工藝等的節能潛力，針對生產系統，以及空調系統、照明系統及等生產輔助系統，制定針對性的技術改造方案並落地實施。

### **環境及自然資源**

本集團認為保護天然資源是實現業務可持續發展不可或缺的一環。本集團通過積極推廣各項環保措施，鼓勵有效利用能源、紙張、水及其他原材料等不同資源。因此，本集團已推行提高節電意識的政策，並在日常營運中採取節能措施。

本集團透過採取低耗能及低環境污染的技术，設立制度以確保環境合規。本集團亦已委任專責職員，監察本集團就相關法例及法規的合規，以及檢討並更新內部環保政策。我們鼓勵員工支持環保、盡量減少使用天然資源及減少廢棄物。我們循環使用紙張以減少用紙。作為其中一項節電政策，電器及燈具僅於需要時方會開啟。本集團致力於實施所有可行政策，以將其營運對環境及天然資源的不利影響降至最低。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

During the Reporting Period, the Group adopted stringent cost control on the consumption of all primary resources. Due to the nature of its business, the Group has no direct and material impact on the environment and natural resources in the course of its operations, except for the above emissions and use of resources.

### **Climate Change**

Since the climate change risks are caused by the increasing severity of global warming effects, indirect greenhouse gas (“GHG”) emission is a significant factor. Energy-efficiency and carbon reduction are crucial parts of the corporate culture of the Group, and drive us to promote innovation and energy conservation initiatives. The Group is committed to prioritising actions that mitigate climate change when making decisions. It works to strengthen production control, strive to minimise resource waste and pollution, improve sewage management and reduce energy consumption, with focus on energy-saving emission reduction technologies and strategies, to reduce GHG emissions.

### **B. Social**

The Group adopts people-oriented business philosophy, emphasizes the rights and interests of employees, respect their needs, and treat all employees fairly. The Group provides employees with an ideal working environment, and expect them to take a positive attitude towards work in a way that realizes its values.

於報告期間，本集團對所有的主要資源的消耗採取了嚴格的成本控制，由於業務性質，除上述排放及資源使用外，本集團在經營過程中對環境及自然資源概無任何直接嚴重影響。

### **氣候變化**

由於氣候變化風險乃因全球暖化影響日益嚴重而造成，間接溫室氣體（「溫室氣體」）排放為其中重大因素，宣導節能低碳是本集團企業文化中非常重要的組成部分，也是我們持續推動創新節能舉措的驅動力。本集團承諾在決策是優先關注或採納能夠緩解氣候變化的舉措，加強生產控制，力求盡量減少資源浪費及污染、改善污水管理及減少能源消耗，重點關注節能減排技術與策略，減少溫室氣體排放。

### **B. 社會**

本集團是以人為本的企業，我們強調員工權益，尊重員工需要，公平對待所有員工。為員工提供理想的工作環境，並期許員工以積極的態度對待工作，實現本集團的價值觀。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### **Employment and Labour Practices**

In terms of the employment, health and safety, development and training and labour standards, the Group has complied with all relevant laws and regulations which include:

- 1 Labour Law of the People's Republic of China
- 2 Labour Contract Law of the People's Republic of China
- 3 Insurance Law of the People's Republic of China
- 4 Regulations on the Supervision of Labour Security
- 5 Production Safety Law of the People's Republic of China
- 6 Regulation on Work-Related Injury Insurance
- 7 Regulations on the Reporting, Investigation and Disposition of Work Safety Accidents
- 8 Law of the People's Republic of China on Prevention and Control of Occupational Diseases
- 9 Fire Control Law of the People's Republic of China
- 10 Regulation on the Safety Management of Hazardous Chemicals

### **Employment**

The Group had a total number of approximately 295 employees (full-time) as of 31 December 2024.

#### *(i) Number of Employee by Gender*



#### *(ii) Number of Employee by Age Group*



### **僱傭及勞工常規**

在僱傭、健康與安全、發展及培訓以及勞工準則方面，本括：

- 1 《中華人民共和國勞動法》
- 2 《中華人民共和國勞動合同法》
- 3 《中華人民共和國社會保險法》
- 4 《勞動保障監察條例》
- 5 《中華人民共和國安全生產法》
- 6 《工傷保險條例》
- 7 《生產安全事故報告和調查處理條例》
- 8 《中華人民共和國職業病防治法》
- 9 《中華人民共和國消防法》
- 10 《危險化學品安全管理條例》

### **僱傭**

於二零二四年十二月三十一日，本集團合共有295名僱員（全職）。

#### *(i) 僱員人數按性別劃分*

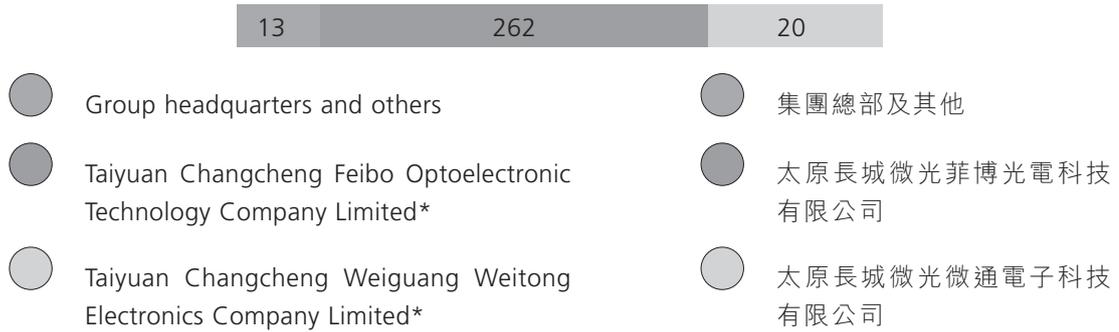
#### *(ii) 僱員人數按年齡組別劃分*

# Environmental, Social and Governance Report

## 環境、社會及管治報告

(iii) Number of Employee by Major Business Segments

(iii) 僱員人數按主要業務分部劃分



(iv) All employees of the Group come from the PRC

(iv) 本集團僱員全部來自與中國

(v) Employee Turnover Rate by Gender

(v) 按性別劃分的僱員流失人數



(vi) Employee Turnover Rate by Age Group

(vi) 按年齡組別劃分的僱員流失人數



(vii) Regarding the employee turnover rate, all were occurred in the PRC

(vii) 在僱員流失率方面，有全部於中國產生

The Group rewards and recognises performing staff by providing a competitive remuneration package and implementing a sound performance appraisal system with appropriate incentives, and promotes career development and progression by appropriate training and providing opportunities within the Group for career advancement.

本集團提供優厚的薪酬福利及推行全面表現評核計劃，以獎勵及表揚表現優秀的員工，並透過適當培訓及提供機會協助彼等在集團內發展事業及晉升。

The Group strictly complies with relevant laws and regulations in the PRC, and develops and strictly implements the relevant administrative rules and measures, which specify the requirements relating to employment, labour relations, employees' remuneration and welfare to protect the rights of employees.

本集團嚴格執行中國之相關法規條例，制訂並嚴格執行相關管理制度及辦法，對員工的聘用、勞動關係、待遇、福利等方面作出明確規定，致力保障員工的權益。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### **Health and Safety**

The Group has been committed to protect employees' health and safety. It maintains the occupational health and workplace safety management system and policies in conformity to the internationally applied occupational health and safety management systems requirements, and strictly complies with the relevant regulations in the PRC. In line with the characteristics of the front-line production department, the Group has set up a practical and targeted health and safety management system, which requires to provide complete protective measures and equipment to employees who are exposed to occupational risks. The Group arranges pre-job occupational health training and regular on-job occupational health training for employees, provides fire safety training, and conducts regular safety production education for employees.

There were no work-related fatalities occurred during the Reporting Period and the past three years. There were no lost days due to work-related injuries during the Reporting Period.

### **Development and Training**

Training is an important way to improve the overall quality and provide comprehensive development of the employees. The Group has continuously perfected and modified the employee training management system, established a multi-level training system, created various learning opportunities for its employees, imparted them production skills, maintenance and repair techniques and safety awareness, in order to improve their competence, job skills, knowledge and performance, promote the business development and achieve business goals of the Company.

In daily operations, the Group provides induction training for new employees. Experienced employees will act as mentors to guide the new comers on jobs. The Group arranges the trainings designated according to the roles and responsibilities of the employees, mainly includes human resources management, managerial skills, legal affairs, risk management, project running, financial and auditing, technical research and development, environmental protection, occupational health and safety etc. The Group also updates the latest information of the industry and laws and regulations which is essential to the Group's operation and their job responsibilities from time to time.

### **健康及安全**

本集團一直致力於保障員工的健康及安全。本集團維持符合國際通用的職業健康及安全管理系統標準，並嚴格遵照中國的有關法規條例，結合一線生產部門自身特點，制定切實可行的針對性健康與安全管理制度，為處於存在職業病風險崗位的員工提供充分完備的防護措施及設備。本集團為員工提供上崗前職業健康培訓和在崗期間的定期職業健康培訓，提供消防安全培訓，對員工定期開展安全生產教育。

於報告期間及過去三年，並無因工作相關而死亡的事務。於報告期間，並無因工作相關工傷造成的損失日數。

### **發展及培訓**

培訓是提高員工整體素質及全面發展的重要途徑。本集團不斷完善和修訂員工培訓管理制度，建立多層次的培訓體系，為員工創造不同的學習機會，向員工傳授生產技能、維修技術、安全意識，提升其能力、工作技能、知識及表現，促進公司業務發展，達成公司經營目標。

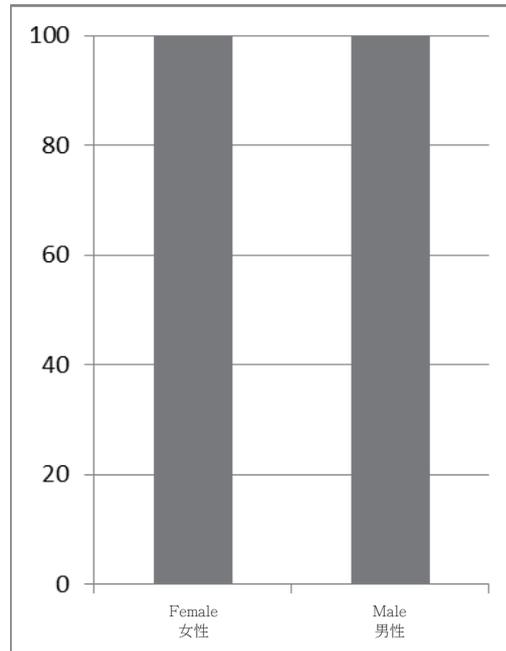
在日常營運中，本集團為新員工安排入職培訓。資深的員工對初級員工進行工作指導。本集團會根據員工的角色和責任要求進行指定專業知識和技能培訓，主要包括人力資源管理、法律事務、風險管理、項目營運、財務審計、技術研發、環保、職業健康安全等。本集團會不時提供有關對本集團營運及員工工作息息相關的更新行業資訊及相關法例的更新。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

(i) Percentage of employees trained by gender

(i) 按性別劃分的僱員受訓人數百分比



(ii) Percentage of employees trained by employee type and average training hours per trained employee:

(ii) 按僱員類別劃分的僱員受訓人數百分比及每名受訓僱員的平均培訓時數：

Type 類別	Percentage of employees trained 僱員受訓人數百分比	Average training hours per trained employee 受訓僱員的平均培訓時數
Administrative 行政	100	39
Technical 技術	100	51
Sales 銷售	100	41
Operation and Production 運營及生產	100	53
Professional/Specialists 專業人員／專家	100	38

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### **Labour Standards**

The Group provides its staff with a safe, health, comfortable working environment, together with labour protection, reasonable remuneration and various welfares. The Group enters into employment contract with each of its employee in accordance with relevant laws and regulations in the PRC and prohibits forced labour.

The Group strictly abides by laws and regulations related to child or forced labour, and has achieved zero employment of child or forced labour during the year. Every new employee is required to submit a copy of identity to ensure that he/she meets the age requirements of the Group and can clearly identify his/her identity. This policy retrains the hiring of child or forced labour from the beginning. Thorough investigations will be conducted for any such practice, which will be reported to the competent authorities when appropriate.

### **Uncertainty of Going Concern and Management Measures**

The audit opinion of the “Disclaimer of Opinion” issued by the auditors due to the uncertainty of ability of the Company to operate as a going concern, resulted in the blocked financing of the Company and tightened credit conditions of the supply chain. It is necessary for the Company to resolve risks through short-term liquidity rescue (asset sales/strategic investment) and business transformation. The Company will continue to explore new business areas and expand financing channels in terms of strategic transformation, operation enhancement and financial improvement, and introduce strategic investors in a timely manner. It works to formulate a detailed business plan to improve the Company's business development. These efforts will help the Company resolve the going concern crisis, in order to achieve a turnaround from the Company's current net liabilities and net liabilities and improve the situation of insufficient working capital. From the perspective of the management and the Audit Committee, the Group has more prudently reviewed and supported the management's measures in terms of the ability to operate as a going concern, business and asset quality reassessment, but did not express opposition to the auditor's conclusions. Based on communication with the auditors, the Group would gradually improve its operating measures.

### **勞工準則**

本集團致力為員工營造安全、健康及舒適的工作環境，並提供勞動保護及向員工支付合理薪酬和提供各項福利。本集團按照中國之相關法規條例與每一位員工訂立僱用合約，並禁止一切強制勞動。

本集團嚴格遵守與童工或強制勞工相關法律法規，並實現本年度零童工或強制勞工的情況。每位新聘員工均需要提交身份證影印本，以確保其符合本集團的年齡要求，並明確其身份。此政策確保從源頭杜絕本集團聘請童工或強制勞工。如發現此類做法，將對其進行徹底調查，並在適當時向主管部門報告。

### **持續經營的不確定性及管理措施**

核數師基於因持續經營能力不確定性發表了「不發表意見」的審計意見導致公司融資受阻、供應鏈信用條件收緊，需通過短期流動性補救（資產出售／戰略引資）和業務轉型化解風險。公司將會從戰略轉型、經營提升、財務情況改善等方面持續開拓新業務領域以及拓展融資渠道等多方面應對措施，並適時引入戰略投資者。制定詳細的商業計劃書，改善公司的經營發展情況。助力公司化解持續經營危機，以期扭轉公司的流動負債淨額及負債淨額的情況及改善流動資金不足等狀況。「從管理層與審核委員會角度，基於持續經營能力、業務和資產質量再評估等方面，更審慎的原則，審視並支持管理層的措施，但均未反對核數師結論，並基於與核數師的溝通，逐步改善經營舉措。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OPERATING PRACTICES

#### Supply Chain Management

To provide top quality services to customers, the Group carefully sourced its raw materials, packaging materials and equipment with standardized procurement procedure and policies. The Group's procurement policy and its comprehensive procurement management systems help screen out undesirable products in the aspects of raw materials, packaging materials and equipment selection, product formulation, product packaging, quality management system in factories, transportation, etc.

The Group selects suppliers of raw materials, packaging materials and equipment based on reasonable and clear criteria, and controls the environmental and social risks of its supply chain through procurement requirements. Priority is given to suppliers that purchase products with advanced processes, provide or use new energy, advocate environmental protection and cost reduction, such as reputation, technical skills and consistent production quality, compliance with industrial standards, so as to procure superior goods and services from the most competitive sources. Suppliers are strictly required to supply products in compliance with environmental and social laws and regulations. The Group's research and development department states product specification for the suppliers to follow, while the quality control department performs sample tests to ensure that goods and materials received by the Group are in compliance with the quality and specifications before they are accepted and transferred to the warehouse.

The Group will select enterprises with a good reputation for being environmentally and socially responsible and/or that hold environmental certification, to ensure that they can meet the requirements of the Group in relation to the materials and services provided, and minimise the environmental and social impacts of their business activities.

The Group places great emphasis on building a clean organization. At the end of each year, senior management of the Company will pay visits to the senior management of its major suppliers for independent meeting. During those visits, apart from business negotiations, integrity issue will also be brought up and the Company's requirements in accordance with various relevant rules will be reiterated. Such approach has gained extensive recognition and support from suppliers.

During the Reporting Period, the major business segments of the Group had worked closely with 105 suppliers, all of which are located in the PRC and majority of them are from northern and eastern regions of the PRC, respectively.

### 營運慣例

#### 供應鏈管理

為向客戶提供優質服務，本集團審慎購買符合標準採購程序及政策的原材料、包裝物料及設備。本集團之採購政策及全面之採購管理制度，有助篩選出在原材料、包裝物料及設備挑選、產品配方、產品包裝、工場之品質管理系統及運輸等方面之不良產品。

本集團根據合理清晰之準則挑選原材料、包裝物料及設備供應商，通過採購要求控制其供應鏈的環保及社會風險，將優先考慮採購產品工藝先進、提供或使用新能源、環保及降低成本的供應商，例如聲譽、工藝技術及穩定的生產品質、遵守行業標準，務求以最具競爭力之資源採購最優越的貨品及服務，嚴格要求供應商必須以合符環境及社會的法律法規進行產品供應。本集團的研發部門陳述產品規範以便供應商遵守，而品質控制部門則進行抽檢以確保本集團收到的貨品及物料符合品質及規範，其後方會接受貨品及物料並將其入庫。

本集團會選擇在環保及社會責任方面具備良好聲譽及／或持有環保認證的公司，以確保其能滿足本集團對所提供材料及服務的要求，並最大程度地降低業務活動中的環境及社會影響。

本集團注重廉政建設。於每年年末，本公司高級管理層將查訪其主要供應商的高級管理人員，以進行獨立會晤。於查訪過程中，除業務磋商外，亦會談及廉潔事宜，並重申本公司按照不同相關規則制定的要求。有關方針已得到供應商廣泛認同及支持。

於報告期間，本集團主要業務分部與105家供應商緊密合作及超逾全部的供應商位於中國，且大部分供應商分別來自中國北部及東部地區。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### *Product Responsibility*

The Group has obtained ISO9001 quality management system certification. The Group places great emphasis on the quality of the products, and adopts quality control measures covering various aspects of the procurement and production operations to ensure the Group's quality system operate in an effective manner. The Group signs sales contracts with its customers, which set out product details, specifications, warranty, conditions of returns, intellectual property, rights and obligations, etc.. The Group provides sales service and follow-up service and keeps the information of all customers in safe custody. During the Reporting Period, there were no products sold subject to recall for safety and health reason.

A quality inspection department has been set up to perform random quality checks for products. Products will also be sent to the quality inspection department for regular quality appraisal. If there is any product recall, the Group will arrange a quality inspector to visit the client and determine whether there is a quality issue. If yes, such product will be returned to the company for warehousing processing, and the quality inspector will check again whether it can be resold.

The Group deeply understands the importance of product quality and safety of its products. The Group has developed policies to ensure that buyers are satisfied with its products. Procedures and systems are in place to give timely redress towards any dissatisfaction reported or discovered. During the Reporting Period, the Group did not have any record of complaints or product recalls based on the quality of our products.

The Group undertakes to comply with the relevant laws and regulations in the PRC to ensure that the rights and interests of customers are strictly protected. Information collected by the Group from its customers would only be used by the sales department for management. Other departments are not permitted for the use, exportation and copy of any customer's information. During the Reporting Period, the Group did not have any material non-compliance with applicable laws and regulations on health and safety, advertising, labeling and privacy issues related to the services provided.

### *產品責任*

本集團已通過ISO9001質量管理體系認證。本集團非常重視產品質量，並採納涵蓋採購及生產業務各方面的質量控制措施，以確保本集團的質量體系行之有效。與客戶簽署銷售合約，列明產品詳情、規格、保質期、退貨條件、知識產權、權利與責任等。本集團會提供銷售服務及跟進服務，所有客戶資料均妥為保存。於報告期間，本集團並無因安全及健康理由而召回已出售產品。

本集團設有質檢部門對產品質量進行抽查。產品亦會送交質檢部門進行定期質量鑒定。如有任何產品召回，本集團將安排質檢員上門拜訪客戶，確定是否存在質量問題。倘若產品存在質量問題，則將退回公司進行入庫加工，質檢員將再次檢查產品是否可以進行二次銷售。

本集團深知產品質量及產品安全的重要性。本集團已制定政策以確保買家對其產品滿意。程序及系統已落實到位，以便及時糾正所報告或發現的任何不妥之處。於報告期間，本集團並無任何基於產品質量的投訴或產品召回記錄。

本集團承諾遵守中國相關法律法規，確保嚴格保護客戶權益。本集團從其客戶處收集的資料僅供銷售部門用於管理。其他部門不得使用、導出及複製任何客戶資料。於報告期間，本集團並無發生任何嚴重違反與提供的服務有關的健康與安全、廣告、標籤及隱私問題的適用法律及規例的事件。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### *Intellectual Property Rights*

The Group is committed to protecting and respecting intellectual property rights by registering patents for our products. During the Reporting Period, the Group did not have any material non-compliance with Patent Law of the PRC, Trademark Law of the PRC and other laws and regulations related to intellectual property rights.

### *Anti-corruption*

The Group values credibility and integrity and follows the principle of fairness in its daily operation. The management adopts zero-tolerance attitude towards any forms of corruption, fraud, money laundering, bribery and extortion in the course of its operations. The Group has complied with relevant laws and regulations, such as the Criminal law of the PRC and the Anti-Unfair Competition Law of the PRC.

The Group understands the importance of publicizing anti-corruption to employees. It makes efforts to communicate and popularize the Company's in-house rules and requirements, external laws and regulations and related knowledge to staff members through meetings and staff communication activities, etc., with a view to highlighting compliance with relevant laws and regulations, upholding ethical standards and turndown of temptations. The Group has set up reporting mailboxes, reporting hotlines, compliance reporting mailboxes and other channels. Whistleblowers are able to report by telephone, letter, interview, etc. The person responsible for handling the reporting is required to fulfill his/her duties. Any person who has an interest in the reported matter shall voluntarily avoid. It is strictly forbidden to disclose the name, unit, address, etc. of the whistleblower. The Group prohibits any departments, institutions or individuals from attacking or retaliating against the whistleblowers in any case, and the offenders shall be given heavy punishment in accordance with relevant regulations.

During the Reporting Period, neither the Group nor its employees were involved in any breach of law or any legal proceeding in connection of corruption.

### *知識產權*

本集團致力於為我們的產品註冊專利，以保護及尊重知識產權。於報告期間，本集團概無任何嚴重違反《中華人民共和國專利法》、《中華人民共和國商標法》及其他知識產權相關法律法規的行為。

### *反貪污*

本集團重視誠信廉潔，日常營運以公平公正為原則。管理層並不容忍在其經營過程中發生任何形式的貪污、欺詐、洗黑錢、賄賂及敲詐等行為。本集團已遵守《中華人民共和國刑法》及《中華人民共和國反不正當競爭法》等相關法律及法規。

本集團明白向僱員宣揚反貪污的重要性，亦通過會議及員工溝通活動等方式，向僱員傳達、普及公司內部規則及規定、外部法律及法規及相關知識，藉此加以強調須遵守相關法律及法規、秉持道德標準及拒絕誘惑。本集團設立舉報郵箱、舉報電話、合規舉報信箱等管道，檢舉人可採用電話、信函、面談等方式舉報。要求負責舉報處理人員恪盡職守，與舉報事項有利害關係的，主動回避，嚴禁洩露檢舉人的姓名、單位、住址等情況。要求任何部門、機構、個人不得以任何藉口打擊、報復檢舉人，對於違反者應當按照有關處罰規定加重處理。

於報告期間，本集團及其員工均未涉及任何與貪污有關的違法行為或法律訴訟。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Community

#### Community Investment

The Group always seeks to be a positive force in the communities in which it operates. The management has been adhering to the idea of building harmony in society and among community, and leading staff for active involvement in organizing and strengthening good community environment, taking active part in organizing and participating in various social activities within the community for promoting and building humanities within harmonious community. The management has also maintained close communications and interactions with the communities in order to contribute to local development.

The Group believes that the creation of a peaceful community relies on the cooperation of people, corporations and the government. By working together with various community partners, the Group believes it can bring a tremendous impact on the sustainable development of the communities in which it operates.

The Group will also actively encourage staff to volunteer their time and skills to benefit local communities. It also encourages employees to actively participate in social welfare, volunteer services and community activities in their spare time, so as to give them the opportunities to find out more about the issues of the society and environment and reinforce the Group's corporate values.

#### Community Welfare and Volunteer Activities

Care for veterans' activity: condolences were made to retired veterans on 1 August, the Army Day, to pay tribute to the loveliest person, extend holiday greetings and best wishes to them, and express gratitude for their important contributions to the country and society.

Firefighting: On 9 November, the Fire Publicity Day, employees were arranged to attend firefighting training and publicity activities organized by the community, visit firefighters and participate in firefighting drills.

World Environment Day: Employees were arranged to carry out the volunteer activity in the community. Such activity enabled employees to enhance their awareness of environmental protection, as well as understand the importance of environmental protection and remind employees that environmental protection should be practiced from every aspect of production and operation.

### 社區

#### 社區投資

本集團努力尋求成為營運所處社區的正面力量，管理層一直秉承構建和諧社會及和諧社區的理念，帶領員工積極參與組織及加強良好社區環境工作，熱心組織及參與社區內各種社會活動，增進及建構和諧社區的人文建設，並一直與社區維持密切溝通和互動，為社區發展作出貢獻。

本集團相信創造平和的社區需要市民、企業及政府共同的參與。透過與不同的社區夥伴通力合作，本集團相信可為營運所處社區的可持續發展帶來重大影響。

本集團亦將積極鼓勵員工無償付出時間和技能，以惠及本地社區，鼓勵僱員於閒暇時間積極參與社會公益、義工服務及社區活動，借此給予僱員機會了解更多社會及環境問題，及增強本集團企業價值。

#### 社區公益與志願者活動

關愛退役軍人活動：八一建軍節慰問退役老兵致敬最可愛的人，向他們致以節日的問候和美好的祝福，感謝他們對國家、社會做出的重要貢獻。

消防：本集團多次組織員工參加社區組織的消防培訓及宣傳活動，通過理論培訓，模擬演練，視頻教育等方式學習和掌握消防安全知識，提高員工防範火災的能力，通過落實實施的方法可增強員工消防安全意識，為企業提供安全保障。

世界環境日：設置環保宣傳欄，定期更新環保諮詢。通過社交媒體、線下活動傳播環保理念，推廣無塑生活，垃圾分類等行為。

# Independent Auditor's Report

## 獨立核數師報告



### TO THE SHAREHOLDERS OF SHANXI CHANGCHENG MICROLIGHT EQUIPMENT CO. LTD.

*(incorporated in the People's Republic of China with limited liability)*

#### DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Shanxi Changcheng Microlight Equipment Co. Ltd. (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 63 to 144, 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 material accounting policy information.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matter 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 Hong Kong Companies Ordinance.

致山西長城微光器材股份有限公司各股東

(於中華人民共和國註冊成立之有限公司)

#### 不發表意見

我們已獲委聘審核列載於第63至144頁山西長城微光器材股份有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)的綜合財務報表，此綜合財務報表包括於二零二四年十二月三十一日的綜合財務狀況表，與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註並包括重大會計政策資料。

我們不會就 貴集團之綜合財務報表發表意見。因為本報告中下述不發表意見的基礎一節所述事宜之重要性，我們未能獲得充足及適當的審核憑證以作為對該等綜合財務報表提供審核意見的基礎。就其他方面而言，我們認為，綜合財務報表已根據香港公司條例之披露規定妥善編製。

# Independent Auditor's Report

## 獨立核數師報告

### BASIS FOR DISCLAIMER OF OPINION

#### Material uncertainty related to going concern

We draw attention to note 2 to the consolidated financial statements which mentions that, the Group incurred a loss of approximately RMB33,620,000 for the year ended 31 December 2024 and as of 31 December 2024, the Group had net current liabilities and net liabilities of approximately RMB194,219,000 and RMB141,921,000 respectively. In addition, the Group had outstanding bank and other borrowings and amounts due to shareholders amounting to approximately RMB70,770,000 and RMB25,278,000 respectively, as of 31 December 2024, of which (i) the bank and other borrowings amounted to approximately RMB11,944,000 have been overdue for repayments or due for repayments with the next twelve months and (ii) the amount due to shareholders amounted to approximately RMB10,309,000 would be due for repayment within the next twelve months or on demand, while its cash and cash equivalents amounted to approximately RMB292,000. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

The validity of the going concern assumption on which the consolidated financial statements are prepared is dependent on the favourable outcomes of the steps being taken by the Directors as described in note 2 to the consolidated financial statements. Should the going concern assumption be inappropriate, adjustments may have to be made to reflect the situation that assets may need to be realised at other than the amounts at which they are currently recorded in the consolidated statement of financial position. In addition, the Group may have to provide for further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively.

Up to the date of this report, the Group has entered into several new sales contracts with several independent third party customers for the sales of fiber optic products. Due to limitations in obtaining sufficient appropriate audit evidence, we were unable to verify the availability of adequate funding sources for the Group to meet the production requirements of its products and ensure timely delivery to third-party customers.

### 不發表意見的基礎

#### 有關持續經營的重大不確定性因素

我們敬請垂注綜合財務報表附註2，當中提及，截至二零二四年十二月三十一日止年度，貴集團錄得虧損約人民幣33,620,000元，以及截至二零二四年十二月三十一日，貴集團的流動負債淨額及負債淨額分別約為人民幣194,219,000元及人民幣141,921,000元。此外，截至二零二四年十二月三十一日，貴集團的未償還銀行及其他借款以及應付股東款項分別約為人民幣70,770,000元及人民幣25,278,000元，其中(i)銀行及其他借款約人民幣11,944,000元已逾期償還或於未來十二個月內到期應償還，及(ii)應付股東款項約為人民幣10,309,000元，將於未來十二個月內或按要求償還，而其現金及現金等值項目約為人民幣292,000元。此等情況表明存在重大不確定性，或會導致對貴集團能否按持續基準繼續經營業務產生重大質疑，因此，貴集團可能無法在日常業務過程中變現其資產及償還其負債。

編製綜合財務報表所依據之持續經營假設是否有效取決於綜合財務報表附註2所述董事所採取措施是否取得良好成果。倘持續經營假設屬不恰當，則可能須作出調整以反映可能須變現該等資產之情況，而非按其現時於綜合財務狀況表列賬之金額列值。此外，貴集團可能須為可能產生之進一步負債作出撥備，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。

截至本報告日期，貴集團已與若干獨立第三方客戶就銷售光纖產品訂立若干新銷售合約。由於我們在獲取充分適當的審計證據方面存在限制，故無法核實貴集團是否有充足資金來源滿足其產品的生產要求並確保及時交付予第三方客戶。

# Independent Auditor's Report

## 獨立核數師報告

### **BASIS FOR DISCLAIMER OF OPINION** (continued)

#### **Material uncertainty related to going concern** (continued)

Furthermore, up to the date of this report, the Group had notified and requested settlement arrangements with lenders with respect to its principal amount of approximately RMB11,944,000. Additionally, the Group is currently in the process of negotiating loan interest reduction plans with shareholders and other lenders, negotiating extension repayment plans with creditors and seeking further financial supports from substantial shareholders and other lenders. As of the date of this report, we have not been provided with the contract and details regarding the above-mentioned settlement arrangements, reduction plans, extension repayment plans and certain financial supports.

In the absence of sufficient appropriate audit evidence of the above, we were unable to ascertain whether the use of the going concern assumption in the preparation of the consolidated financial statements is appropriate.

### **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 Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The audit committee are responsible for overseeing the Group's financial reporting process.

### **不發表意見的基礎 (續)**

#### **有關持續經營的重大不確定性因素** (續)

此外，截至本報告日期，貴集團已就其本金額約人民幣11,944,000元與貸款人商議結算安排。此外，貴集團目前正在與股東及其他貸款人磋商降低貸款利息計劃、與債權人磋商延期還款計劃，並尋求主要股東及其他貸款人提供進一步財務支持。截至本報告日期，我們尚未收到有關上述結算安排、減免計劃、延期還款計劃以及若干財政支持的合約及詳情。

由於缺乏上述充足適當的審計證據，我們無法確定於編製綜合財務報表時採用持續經營假設是否適當。

### **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（「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》之披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為就編製綜合財務報表所必要的內部控制，以使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，董事須負責評估貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非董事有意將貴集團清盤，或停止營運，或除此之外並無其他實際可行的辦法，否則董事須採用以持續經營為基礎的會計法。

審核委員會負責監督貴集團財務報告程序。

# 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 issued by the HKICPA and to issue an auditor's report. However, because of the matter 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.

#### **Beijing Xinghua Caplegend CPA Limited**

*Certified Public Accountants*

#### **Lo, Charbon**

Audit Engagement Director

Practising Certificate Number P06029

Hong Kong, 15 April 2025

### 核數師就審核綜合財務報表須承 擔的責任

我們的責任為根據香港會計師公會頒佈之香港審計準則對 貴集團之綜合財務報表進行審核並發表核數師報告。然而，由於本報告不發表意見的基礎一節所述事宜，我們未能獲取充分及適當審核憑證就該等綜合財務報表之審核意見提供基準。

根據香港會計師公會之專業會計師道德守則（「守則」），我們獨立於 貴集團，並已遵循守則履行其他道德責任。

#### 北京興華鼎豐會計師事務所有限公司

執業會計師

#### 盧卓邦先生

審計項目董事

執業證書編號P06029

香港，二零二五年四月十五日

# 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

			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>REVENUE</b>	收益	8	<b>17,143</b>	26,717
Cost of sales	銷售成本		<b>(10,715)</b>	(14,333)
<b>Gross profit</b>	毛利		<b>6,428</b>	12,384
Other income, gains and loss, net	其他收入、收益及虧損，淨額	9	<b>9,883</b>	8,401
Selling and distribution expenses	銷售及分銷開支		<b>(477)</b>	(701)
(Impairment loss)/reversal of impairment loss of:	以下各項之(減值虧損)/減值虧損撥回:			
– trade receivables	– 應收貿易賬款	21	<b>(10,177)</b>	2,240
– other receivables	– 其他應收款項	22	<b>(103)</b>	35
Administrative and other operating expenses	行政及其他經營開支		<b>(29,207)</b>	(23,802)
Finance costs	財務費用	10	<b>(9,967)</b>	(8,932)
<b>LOSS BEFORE TAX</b>	除稅前虧損		<b>(33,620)</b>	(10,375)
Income tax expense	所得稅開支	11	–	–
<b>LOSS AND TOTAL COMPREHENSIVE LOSS FOR THE YEAR</b>	年內虧損及全面虧損總額	12	<b>(33,620)</b>	(10,375)
<b>TOTAL COMPREHENSIVE LOSS FOR THE YEAR ATTRIBUTABLE TO:</b>	以下應佔年內全面虧損總額:			
Owners of the Company	本公司擁有人		<b>(33,534)</b>	(10,392)
Non-controlling interests	非控股權益		<b>(86)</b>	17
			<b>(33,620)</b>	(10,375)
<b>Loss per share attributable to owners of the Company</b>	本公司擁有人應佔每股虧損	15	<b>RMB 人民幣</b>	RMB 人民幣
– Basic and diluted	– 基本及攤薄		<b>(0.11)</b>	(0.03)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

上述綜合損益及其他全面收益表應與相關附註一併閱讀。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As 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 <b>RMB'000</b> 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
		Notes 附註		
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	16	129,884	123,336
Right-of-use assets	使用權資產	17	8,779	9,072
Investment in associates	於聯營公司之投資	19	-	-
			<b>138,663</b>	132,408
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	20	9,279	13,488
Trade receivables	應收貿易賬款	21	5,881	17,026
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	22	8,759	8,471
Bank and cash balances	銀行及現金結餘	23	292	277
			<b>24,211</b>	39,262
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	應付貿易賬款	24	8,832	8,707
Accruals and other payables	應計款項及其他應付款項	25	179,503	154,728
Contract liabilities	合約負債	26	5,642	5,365
Amounts due to shareholders	應付股東款項	27	10,309	9,826
Bank and other borrowings	銀行及其他借貸	28	11,944	11,764
Deferred government grants	遞延政府資助	29	2,200	2,200
			<b>218,430</b>	192,590
<b>NET CURRENT LIABILITIES</b>	<b>流動負債淨額</b>		<b>(194,219)</b>	(153,328)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>(55,556)</b>	(20,920)

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As 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	31 December 2023 二零二三年 十二月 三十一日 RMB'000 人民幣千元
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Amounts due to shareholders	應付股東款項	27	<b>14,969</b>	13,587
Bank and other borrowings	銀行及其他借貸	28	<b>58,826</b>	59,024
Deferred government grants	遞延政府資助	29	<b>12,570</b>	14,770
			<b>86,365</b>	87,381
<b>NET LIABILITIES</b>	<b>負債淨額</b>		<b>(141,921)</b>	(108,301)
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本	30	<b>30,886</b>	30,886
Reserves	儲備	31	<b>(172,610)</b>	(139,076)
Deficit attributable to owners of the company	本公司擁有人應佔虧絀		<b>(141,724)</b>	(108,190)
Non-controlling interests	非控股權益		<b>(197)</b>	(111)
<b>TOTAL DEFICIT ON EQUITY</b>	<b>權益虧絀總額</b>		<b>(141,921)</b>	(108,301)

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

上述綜合財務狀況表應與相關附註一併閱讀。

The consolidated financial statements on pages 63 to 144 were approved and authorised for issue by the board of directors on 15 April 2025 and are signed on its behalf by:

第63至144頁的綜合財務報表於二零二五年四月十五日獲董事會批准並授權刊發，並由以下董事代表簽署：

Approved by:

吳波  
Wu Bo  
Director  
董事

焦保國  
Jiao Baoguo  
Director  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔							
		Share capital	Capital surplus	Statutory surplus reserve	Other reserve	Accumulated losses	Total	Non-controlling interests	Total deficit on equity
		股本	資本盈餘	法定盈餘儲備	其他儲備	累計虧損	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2023	於二零二三年一月一日	30,886	18,561	11,860	4,076	(163,181)	(97,798)	(128)	(97,926)
(Loss)/profit and total comprehensive (loss)/profit for the year	年內(虧損)/溢利及全面(虧損)/溢利總額	-	-	-	-	(10,392)	(10,392)	17	(10,375)
At 31 December 2023	於二零二三年十二月三十一日	30,886	18,561	11,860	4,076	(173,573)	(108,190)	(111)	(108,301)
At 1 January 2024	於二零二四年一月一日	30,886	18,561	11,860	4,076	(173,573)	(108,190)	(111)	(108,301)
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	-	-	(33,534)	(33,534)	(86)	(33,620)
At 31 December 2024	於二零二四年十二月三十一日	30,886	18,561	11,860	4,076	(207,107)	(141,724)	(197)	(141,921)

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

上述綜合權益變動表應與相關附註一併閱讀。

# 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
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營業務之現金流量</b>		
Loss before tax	除稅前虧損	<b>(33,620)</b>	(10,375)
Adjustments for:	就以下各項作出調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>4,876</b>	4,790
Depreciation of right-of-use assets	使用權資產折舊	<b>293</b>	293
Deferred government grants released to profit or loss	撥至損益之遞延政府資助	<b>(2,200)</b>	(3,567)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	(4,624)
Interest income	利息收入	<b>(1)</b>	(1)
Finance costs	財務費用	<b>9,967</b>	8,932
Provision for/(reversal of) impairment loss of trade receivables	應收貿易賬款之 減值虧損撥備／(撥回)	<b>10,177</b>	(2,240)
Provision for/(reversal of) impairment loss of other receivables	其他應收款項之 減值虧損撥備(減值虧損 撥回)	<b>103</b>	(35)
Impairment loss/(reversal of impairment) of on investment in an associate	於聯營公司之投資之 減值虧損／(減值撥回)	<b>73</b>	(281)
Waiver of other borrowing interest	免除其他借貸利息	<b>(7,475)</b>	-
<b>Operating loss before working capital changes</b>	<b>經營活動虧損， 未計營運資金變動</b>	<b>(17,807)</b>	(7,108)
Change in inventories	存貨變動	<b>4,209</b>	(3,340)
Change in trade receivables	應收貿易賬款變動	<b>968</b>	(7,007)
Change in prepayments, deposit and other receivables	預付款項、按金及其他應收款項 變動	<b>(391)</b>	(494)
Change in trade payables	應付貿易賬款變動	<b>125</b>	(338)
Change in accruals and other payables	應計費用及其他應付款項變動	<b>13,510</b>	17,602
Change in contract liabilities	合約負債變動	<b>277</b>	(563)
<b>Net cash generated from/(used in) operating activities</b>	<b>經營業務所產生／(所用)現金 淨額</b>	<b>891</b>	(1,248)

# 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
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動之現金流量</b>		
Payment for purchase of property, plant and equipment	購買物業、廠房及設備	(159)	(507)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	-	4,787
Government grants received	已收政府補助	-	770
Interest received	已收利息	1	1
(Advance to)/repayment from an associate	(墊款予一家聯營公司)/一家聯營公司還款	(73)	281
<b>Net cash (used in)/generated from investing activities</b>	<b>投資活動(所用)/所產生現金淨額</b>	<b>(231)</b>	<b>5,332</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動之現金流量</b>		
Advance from shareholders	來自股東的墊款	334	2,175
Other borrowings raised	其他借貸之所得款項	34	481
Repayment to shareholders	向股東還款	(159)	(1,140)
Repayment of bank and other borrowings	銀行及其他借貸之還款	(418)	(5,154)
Interest paid	已付利息	(436)	(574)
<b>Net cash used in financing activities</b>	<b>融資活動所用現金淨額</b>	<b>(645)</b>	<b>(4,212)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目增加/(減少)淨額</b>	<b>15</b>	<b>(128)</b>
Cash and cash equivalents at beginning of year	於年初之現金及現金等值項目	277	405
<b>Cash and cash equivalents at end of year</b>	<b>於年終之現金及現金等值項目</b>	<b>292</b>	<b>277</b>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目結餘分析</b>		
Bank and cash balances	銀行及現金結餘	292	277

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

上述綜合現金流量表應與相關附註一併閱讀。

# 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 INFORMATION

Shanxi Changcheng Microlight Equipment Co. Ltd. (the "Company") was incorporated in the People's Republic of China (the "PRC") on 10 November 2000 as a joint stock limited company. The Company's H shares are listed on Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") with effect from 18 May 2004. The addresses of the registered office and principal place of business of the Company is No.7 Dianzi Street, Demonstration Zone, Shanxi, The PRC.

The principal activities of the Company and its subsidiaries (collectively referred to as the "Group") were principally engaged in design, research, development, manufacture and sale of image transmission fiber optic products. The principal activities of the Company's subsidiaries are set out in note 18 to the consolidated financial statements.

The consolidated financial statements are presented in Renminbi ("RMB"), which is also the functional currency of the Company.

### 2. GOING CONCERN BASIS

As at 31 December 2024, the Group incurred a loss of approximately RMB33,620,000 for the year ended 31 December 2024 and the Group had net current liabilities and net liabilities of approximately RMB194,219,000 and RMB141,921,000 respectively. In addition, the Group had outstanding bank and other borrowings and amounts due to shareholders amounting to approximately RMB70,770,000 and RMB25,278,000 respectively, as at 31 December 2024, of which (i) the bank and other borrowings amounted to approximately RMB11,944,000 have been overdue for repayments or due for repayments with the next twelve months and (ii) the amount due to shareholders amounted to approximately RMB10,309,000 respectively would be due for repayment within the next twelve months or repayment on demand, while its cash and cash equivalents amounted to approximately RMB292,000. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

### 1. 一般資料

山西長城微光器材股份有限公司（「本公司」）於二零零零年十一月十日在中華人民共和國（「中國」）註冊成立為股份有限公司。本公司之H股自二零零四年五月十八日起於香港聯合交易所有限公司（「聯交所」）GEM上市。本公司註冊辦事處及主要營業地點之地址為中國山西示範區電子街七號。

本公司及其附屬公司（統稱為「本集團」）之主要業務為從事設計、研究、開發、生產及銷售傳像光纖產品。本公司附屬公司之主要業務載列於綜合財務報表附註18。

綜合財務報表以人民幣（「人民幣」）呈列，人民幣亦為本公司之功能貨幣。

### 2. 持續經營基準

於二零二四年十二月三十一日，本集團於截至二零二四年十二月三十一日止年度產生虧損約人民幣33,620,000元，以及本集團之流動負債淨額及負債淨額分別約人民幣194,219,000元及人民幣141,921,000元。此外，本集團於二零二四年十二月三十一日的未償還銀行及其他借貸以及應付股東款項分別約為人民幣70,770,000元及人民幣25,278,000元，其中(i)銀行及其他借貸約人民幣11,944,000元已逾期償還或於未來十二個月內到期應償還及(ii)應付股東款項約為人民幣10,309,000元將於未來十二個月內到期償還或按要求償還，而其現金及現金等值項目金額為約人民幣292,000元。該等情況顯示存在重大不確定因素，可能對本集團持續經營能力構成重大疑問，因此本集團可能無法在常業務過程中變現其資產及履行其負債。

# 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

### 2. GOING CONCERN BASIS (continued)

The directors of the Company have been taking steps to improve the liquidity position of the Group. These steps include (i) negotiating and implementing debts restructuring plan with shareholders, lenders and bankers; (ii) negotiating and implementing loan interest reduction plan with shareholders and lenders; (iii) negotiating extension repayment plans with creditor; (iv) seeking further financial support from substantial shareholders and lenders; and (v) seeking and communicating with customers on the sales of fiber optic products.

The directors of the Company are of the opinion that, taking into account the above plans and measures, 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. Accordingly, the directors of the Company are satisfied that it is appropriate to prepare the consolidated financial statements of the Group for the year ended 31 December 2024 on a going concern basis.

Notwithstanding the above, significant uncertainties exist as to whether the management of the Group will be able to implement the aforementioned plans and measures. Whether the Group will be able to continue as a going concern will depend upon the Group's ability to generate adequate financing and operating cash flows through: (i) the successful negotiation and implementation debts restructuring plan with shareholders; (ii) the successful negotiation and implementation loan interest reduction plan with shareholders and lenders; (iii) the successful negotiation of extension repayment plans with creditor; (iv) successfully seeking further financial support from substantial shareholders and lenders; and (v) successfully seeking and communicating with customers on the sales of fiber optic products to support the Group's operation.

Should the Group be unable to operate as a going concern, adjustments would have to be made to write down the carrying amounts of the assets to their recoverable amounts, 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 effects of these adjustments have not been reflected in the consolidated financial statements of the Group for the year ended 31 December 2024.

### 2. 持續經營基準 (續)

本公司董事一直採取措施改善本集團的流動資金情況。該等措施包括：(i)與股東、貸款人及銀行磋商和實施債務重組方案；(ii)與股東及貸款人磋商和實施減免貸款利息方案；(iii)與債權人磋商延期還款計劃；(iv)尋求主要股東及貸款人的進一步財務資助；及(v)就銷售光纖產品尋找客戶並與之溝通。

本公司董事認為，計及以上計劃及措施，本集團於自二零二四年十二月三十一日起計未來十二個月內將擁有充足的營運資金撥付其營運及履行其財務責任。因此，本公司董事信納，按持續經營基準編製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屬適當。

儘管上文所述，本集團管理層能否實施上述計劃及措施仍存在重大不確定性。本集團能否持續經營將取決於本集團透過下列各項產生足夠融資及經營現金流量的能力：(i)與股東成功磋商並實施債務重組計劃；(ii)與股東及貸款人成功磋商並實施減免貸款利息方案；(iii)與債權人成功磋商延期還款計劃；(iv)成功獲得主要股東及貸款人的進一步財務資助；及(v)就銷售光纖產品成功尋找客戶並與之溝通，以支持本集團營運。

如果本集團無法持續經營，則必須進行調整以將資產賬面值減記至其可收回金額，以計提可能產生的任何進一步負債，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. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

#### (i) Changes in accounting policies

The Group has applied the following amendments to HKFRSs issued by the HKICPA to these consolidated financial statements for the current accounting period:

- Amendments to HKAS 1, Presentation of financial statements – Classification of liabilities as current or non-current and amendments to HKAS 1, Presentation of financial statements – Non-current liabilities with covenants
- Amendments to HKFRS 16, Leases – Lease liability in a sale and leaseback
- Amendments to HKAS 7, Statement of cash flows and HKFRS 7, Financial instruments: Disclosures – Supplier finance arrangements
- Hong Kong Interpretation 5 (Revised), Presentation of financial statements – Classification by the borrower of a term loan that contains a repayment on demand clause

The adoption of new or amended HKFRSs did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

### 3. 採納新訂及經修訂香港財務報告準則

#### (i) 會計政策變動

本集團已就本會計期間的該等綜合財務報表應用以下由香港會計師公會頒佈的香港財務報告準則之修訂：

- 香港會計準則第1號之修訂，財務報表之呈列－負債分類為流動或非流動及香港會計準則第1號之修訂，財務報表之成立－附帶契諾之非流動負債
- 香港財務報告準則第16號之修訂，租賃－售後租回中之租賃負債
- 香港會計準則第7號之修訂，現金流量表及香港財務報告準則第7號，金融工具：披露－供應方融資安排
- 香港詮釋第5號（經修訂）－財務報表之呈列－借款人對含有按要求償還條款的定期貸款的分類

採納新訂或經修訂香港財務報告準則對過往期間確認的金額並無任何重大影響，且預計不會對當前或未來期間產生重大影響。

# 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

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

#### (ii) Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2024

Up to the date of issue of these consolidated financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2024 and which have not been adopted in these consolidated financial statements. These developments include the following which may be relevant to the Group.

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### (ii) 截至二零二四年十二月三十一日止年度已頒佈但尚未生效的修訂、新準則及詮釋的潛在影響

截至該等綜合財務報表之刊發日期，香港會計師公會已頒佈於截至二零二四年十二月三十一日止年度尚未生效且並未於該等綜合財務報表內採納的新訂或經修訂準則。該等變動包括以下各項可能與本集團有關的準則。

**Effective for  
accounting periods  
beginning on or after**  
於以下日期或以後開始的  
會計期間生效

Amendments to HKAS 21, The effects of changes in foreign exchange rates – Lack of exchangeability 香港會計準則第21號之修訂，外匯匯率變動的影響－缺乏可兌換性	1 January 2025 二零二五年一月一日
Amendments to HKFRS 9, Financial instruments and HKFRS 7, Financial instruments: disclosures – Amendments to the classification and measurement of financial instruments 香港財務報告準則第9號之修訂，金融工具及香港財務報告準則第7號，金融工具：披露－金融工具的分類與計量之修訂	1 January 2026 二零二六年一月一日
Annual improvements to HKFRS Accounting standards – Volume 11 香港財務報告準則會計準則的年度改進－第11卷	1 January 2026 二零二六年一月一日
HKFRS 18, Presentation and disclosure in financial statements 香港財務報告準則第18號，財務報表之呈列及披露	1 January 2027 二零二七年一月一日
HKFRS 19, Subsidiaries without public accountability: disclosures 香港財務報告準則第19號，無須作出公共問責的附屬公司：披露	1 January 2027 二零二七年一月一日

# 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

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

(ii) Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2024 (continued)

### 3. 採納新訂及經修訂香港財務報告準則 (續)

(ii) 截至二零二四年十二月三十一日止年度已頒佈但尚未生效的修訂、新準則及詮釋的潛在影響 (續)

Effective for  
accounting periods  
beginning on or after  
於以下日期或以後開始的  
會計期間生效

Amendments to HK-Int 5, Presentation of financial statements – Classification by the borrower of a term loan that contains a repayment on demand clause  
有按要求償還條款的定期貸款的分類

1 January 2027

二零二七年一月一日

Amendments to HKFRS 10 and HKAS 28, Sale or contribution of assets between an investor and its associate or joint venture

To be determined

香港詮釋第5號之修訂，財務報表之呈列—借款人對合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間的資產出售或注資

待釐定

The directors of the Group are in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團董事正評估該等變動預期於初次應用期間的影響。截至目前，本集團認為，採納該等變動不太可能對綜合財務報表造成重大影響。

### 4. MATERIAL ACCOUNTING POLICIES

#### Statement of compliance

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange.

### 4. 重大會計政策

#### 合規聲明

該等綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）（包括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）及香港法例第622章公司條例的披露規定編製。該等綜合財務報表亦遵守香港聯交所證券上市規則之適用披露條文。

# 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

### 4. MATERIAL ACCOUNTING POLICIES (continued)

#### Statement of compliance (continued)

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these consolidated financial statements.

#### Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2024 comprise the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interest in associates.

The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis.

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

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

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 5.

### 4. 重大會計政策 (續)

#### 合規聲明 (續)

香港會計師公會已頒佈若干於本集團本會計期間首次生效或可供提早採納的香港財務報告準則之修訂。附註3提供因首次應用該等變動而引致任何會計政策變動之資料，惟僅以於本會計期間與本集團有關並反映於該等綜合財務報表之變動為限。

#### 編製財務報表之基準

截至二零二四年十二月三十一日止年度之綜合財務報表包括本公司及其附屬公司(統稱「本集團」)以及本集團於聯營公司之權益。

編製綜合財務報表時乃以歷史成本作為計量基準。

編製符合香港財務報告準則的綜合財務報表需要管理層作出判斷、估計及假設，而該等判斷、估計及假設會影響政策的應用以及資產、負債、收入及開支的呈報金額。該等估計及相關假設乃根據歷史經驗及多項於該等情況下被認為屬合理的其他因素，而所得結果構成不可從其他途徑輕易取得的資產及負債賬面值的判斷基準。實際結果或會有別於該等估計。

估計及相關假設乃持續進行審閱。倘修訂會計估計僅影響修訂會計估計的期間，則其於該期間獲確認，或倘修訂會計估計影響目前及未來期間，則其於修訂期間及未來期間獲確認。

管理層於應用香港財務報告準則時所作出對財務報表有重大影響的判斷以及估計不確定因素的主要來源於附註5內討論。

# 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

### 4. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.1 Consolidation

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated exchange fluctuation reserve.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

### 4. 重大會計政策 (續)

#### 4.1 綜合賬目

附屬公司為本集團控制的實體。當本集團可獲得或有權獲得因參與實體業務所得之可變回報，且有能力透過行使其對實體之權力影響該等回報時，則本集團控制該實體。當本集團有權力掌控其有關業務（即重大影響實體回報之業務）時，則本集團對該實體擁有控制權。

在評估控制權時，本集團會考慮其潛在投票權以及其他人士持有之潛在投票權，以釐定其是否擁有控制權。僅在持有人能實際行使潛在投票權之情況下，方會考慮其權利。

附屬公司之賬目由其控制權轉至本集團當日起綜合入賬，直至控制權終止之日起不再綜合入賬。

出售一間附屬公司致使控制權喪失之收益或虧損為(i)出售代價之公平值加於該附屬公司保留之任何投資之公平值，及(ii)本公司應佔該附屬公司之資產淨值加任何有關該附屬公司之餘下商譽以及任何有關累計匯兌波動儲備兩者之間之差額。

集團內公司間之交易、結餘及未變現溢利予以對銷。除非交易提供已轉讓資產出現減值之憑證，未變現虧損亦予以對銷。附屬公司之會計政策在必要時會作出更改，以確保與本集團所採納之政策一致。

# 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. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.1 Consolidation (continued)

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

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

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses.

#### 4.2 Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible, including potential voting rights held by other entities, are considered when assessing whether the Group has significant influence. In assessing whether a potential voting right contributes to significant influence, the holder's intention and financial ability to exercise or convert that right is not considered.

### 4. 重大會計政策 (續)

#### 4.1 綜合賬目 (續)

非控股權益指不直接或間接屬於本公司應佔之附屬公司權益。非控股權益乃於綜合財務狀況表及綜合權益變動表之權益內呈列。於綜合損益及其他全面收益表內，非控股權益以年度溢利或虧損及全面收益總額在非控股股東與本公司擁有人之間之分配呈列。

損益及其他全面收益項目歸屬於本公司擁有人及非控股股東，即使這將導致非控股權益出現虧絀結餘。

倘本公司於附屬公司之擁有權益出現變動，但並無導致本公司失去對該附屬公司之控制權，則按權益交易入賬（即以擁有人身份與擁有人進行交易）。控股與非控股權益之賬面值會作出調整，以反映其於附屬公司之相關權益之變動。非控股權益之已調整金額與已付或已收代價之公平值兩者間之任何差額，直接於權益中確認並歸屬於本公司擁有人。

於本公司之財務狀況表內，於附屬公司之投資按成本減減值虧損列賬。

#### 4.2 聯營公司

聯營公司指本集團對其有重大影響力的實體。重大影響力乃指有權參與實體的財務及經營政策決策但無法控制或共同控制該等政策的權力。於評估本集團是否具有重大影響力時，會考慮現時可行使或可轉換的潛在表決權（包括其他實體持有的潛在表決權）的存在及影響。評估潛在表決權是否擁有重大影響力時，持有人的意向及是否具有財政能力行使或轉換該權利均不予考慮。

# 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. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.2 Associates (continued)

Investment in an associate is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of acquisition over the Group's share of the net fair value of the associate's identifiable assets and liabilities is recorded as goodwill. The goodwill is included in the carrying amount of the investment and is tested for impairment together with the investment at the end of each reporting period when there is objective evidence that the investment is impaired. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

The Group's share of an associate's post-acquisition profits or losses is recognised in consolidated profit or loss, and its share of the post-acquisition movements in reserves is recognised in the consolidated reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The gain or loss on the disposal of an associate that results in a loss of significant influence represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that associate and (ii) the Group's share of the net assets of that associate plus any remaining goodwill relating to that associate and any related accumulated foreign currency translation reserve. If an investment in an associate becomes an investment in a joint venture, the Group continues to apply the equity method and does not remeasure the retained interest.

### 4. 重大會計政策 (續)

#### 4.2 聯營公司 (續)

於聯營公司的投資以權益法於綜合財務報表入賬，且初步按成本確認。於收購中，該聯營公司的可識別資產及負債於收購日按公平值計量。收購成本超出本集團分佔聯營公司可識別資產及負債的公平值淨額之部分列為商譽。商譽計入投資的賬面值，且倘有客觀證據顯示投資出現減值，則於各報告期末就投資進行減值測試。本集團分佔可識別資產及負債之公平值淨額高於收購成本之任何差額於綜合損益確認。

本集團應佔聯營公司之收購後溢利或虧損於綜合損益確認，而其應佔之收購後儲備變動則於綜合儲備確認。累計收購後變動根據投資之賬面值作出調整。當本集團應佔聯營公司之虧損相等於或超逾其於聯營公司之權益（包括任何其他無抵押應收款項）時，本集團不會進一步確認虧損，惟其須代表該聯營公司承擔責任或作出付款則除外。倘聯營公司其後錄得溢利，則本集團僅於其應佔溢利與未確認之應佔虧損相等後方會繼續確認其應佔溢利。

出售聯營公司導致失去重大影響力之收益或虧損指(i)出售代價之公平值加於該聯營公司保留任何投資之公平值與(ii)本集團應佔該聯營公司之淨資產加與該聯營公司有關之任何剩餘商譽及任何有關累計外幣換算儲備之間的差額。倘於聯營公司之投資成為合營公司之投資，則本集團會繼續應用權益法，且不會重新計量保留權益。

# 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

### 4. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.2 Associates (continued)

Unrealised profits on transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

#### 4.3 Foreign currency translation

##### (i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in RMB, which is the Company's presentation currency and the functional currency of the principal operating subsidiaries of the Group.

##### (ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

### 4. 重大會計政策 (續)

#### 4.2 聯營公司 (續)

本集團與其聯營公司進行交易的未變現溢利按本集團於聯營公司的權益比例對銷。未變現虧損亦會對銷，除非該交易有證據顯示所轉讓資產出現減值。倘有需要，聯營公司的會計政策會作出變更，以確保與本集團所採納的政策一致。

#### 4.3 外幣換算

##### (i) 功能及呈報貨幣

本集團各實體之財務報表所列項目均以該實體營運所在主要經濟環境之貨幣（「功能貨幣」）計量。綜合財務報表乃以人民幣呈列，人民幣亦為本公司之呈報貨幣以及本集團主要營運附屬公司之功能貨幣。

##### (ii) 各實體財務報表中之交易及結餘

初步確認時，外幣交易採用交易日期的當日匯率換算為功能貨幣。以外幣計值的貨幣資產及負債以各報告期末的匯率換算。該換算政策所產生的收益及虧損於損益中確認。

按公平值計量及以外幣計值的非貨幣項目採用釐定公平值當日的匯率換算。

根據歷史成本計量的外幣非貨幣性資產及負債按交易日的匯率換算。外幣差額一般於損益中確認。

# 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

### 4. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.3 Foreign currency translation (continued)

##### (iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the exchange fluctuation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

### 4. 重大會計政策 (續)

#### 4.3 外幣換算 (續)

##### (iii) 綜合賬目之換算

本集團內所有功能貨幣與本公司呈報貨幣有別之實體之業績及財務狀況乃按下列方式換算為本公司之呈報貨幣：

- 各財務狀況表之資產及負債均按照該財務狀況表日期之收市匯率換算；
- 收入及開支按平均匯率換算（除非該平均匯率並非為交易日期之適用匯率累計影響之合理約數，在該情況下，收入及開支按交易日期之匯率換算）；及
- 所產生之全部匯兌差額於匯兌波動儲備中確認。

於綜合賬目時，因換算海外實體投資淨額及借貸產生之匯兌差額於外幣換算儲備確認。當出售海外業務時，該等匯兌差額於綜合損益確認為出售時收益或虧損的一部分。

收購海外實體時產生之商譽及公平值調整乃作為該海外實體之資產及負債處理，並以收市匯率換算。

# 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

### 4. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.4 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal useful lives are as follows:

Buildings	50 years or over lease terms, whichever is shorter
Leasehold improvements	10 years or over the lease terms, whichever is shorter
Plant and machinery	10 years
Furniture and fixtures	5-10 years
Motor vehicles	5 years

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognized in profit or loss.

### 4. 重大會計政策 (續)

#### 4.4 物業、廠房及設備

物業、廠房及設備按成本減去累計折舊及減值虧損列賬。

後續成本僅在可能於與該項目有關之未來經濟利益將流入本集團，而該項目之成本能可靠計量時計入資產賬面值或確認為獨立資產（如適用）。所有其他維修和維護在其產生期間於損益中確認。

物業、廠房及設備的折舊按足以撇銷其成本減剩餘價值之比率，於估計可使用年期以直線法計算。主要可使用年期如下：

樓宇	50年或租期 (以較短者為準)
租賃物業裝修	10年或租期 (以較短者為準)
廠房及機器	10年
傢俬及裝置	5至10年
汽車	5年

於各報告期末，剩餘價值、可使用年期及折舊方法會進行檢討及調整（如適用）。

出售物業、廠房及設備之收益或虧損乃銷售所得款項淨額與相關資產賬面值之間的差額，並於損益中確認。

# 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

### 4. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.5 Leases

##### *The Group as lessee*

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The principal useful lives are as follows:

Land use rights	50 years or over lease terms, whichever is shorter
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Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

Payments associated with short-term leases and leases of low-value assets are recognised as expenses in profit or loss on a straight-line basis over the lease terms. Short-term leases are leases with an initial lease term of 12 months or less. Low-value assets are assets of value below US\$5,000.

### 4. 重大會計政策 (續)

#### 4.5 租賃

##### *本集團作為承租人*

租賃於租賃資產可供本集團使用時確認為使用權資產及相應租賃負債。使用權資產乃按成本減累計折舊及減值虧損列賬。使用權資產乃按資產可使用年期與租賃年期二者中較短者以直線法按撇銷其成本的利率折舊。主要可使用年期如下：

土地使用權	50年或租期 (以較短者為準)
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使用權資產乃按成本(包括初步計量租賃負債金額、預付租賃款項、初步直接成本及恢復成本)計量。倘有關利率或本集團的遞增借款利率可予確定，租賃負債包括使用租約內所述利率折現租賃付款的現值淨額。各租賃付款於負債與融資成本之間作出分配。融資成本於租期內在損益內扣除，以使租賃負債餘額的息率固定。

與短期租賃相關的付款及低價值資產租賃於租期內以直線法在損益內確認為開支。短期租賃乃為初步租期為12個月或以下的租賃。低價值資產為價值低於5,000美元的資產。

# 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

### 4. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.6 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

#### 4.7 Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

### 4. 重大會計政策 (續)

#### 4.6 存貨

存貨以成本及可變現淨值之較低者列賬。成本按加權平均法釐定。製成品及在製品之成本包括原材料、直接勞工及適當比例之全部生產間接費用以及(如適當)分包費用。可變現淨值指在日常業務過程中之估計售價，減估計完成成本及進行銷售所需的估計成本。

#### 4.7 金融工具的確認及終止確認

金融資產及金融負債在本集團成為該等工具合約條文之訂約方時，於財務狀況表中確認。

當從資產收取現金流量之合約權利屆滿；本集團將資產擁有權之絕大部分風險及回報轉移；或本集團並無轉移及保留資產擁有權之絕大部分風險及回報但並未保留對資產之控制權，則金融資產將被終止確認。於終止確認金融資產時，資產賬面值與已收取代價總額之間的差額將於損益中確認。

當於有關合約之特定責任獲解除、取消或屆滿，則金融負債將被終止確認。終止確認之金融負債賬面值與已付代價之間的差額乃於損益中確認。

# 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

### 4. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.8 Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets of the Group are classified under financial assets at amortised cost.

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

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

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

### 4. 重大會計政策 (續)

#### 4.8 金融資產

倘根據金融資產合約條款規定須於有關市場所規定的期限內購入或出售資產，則金融資產按交易日確認及終止確認，並按公平值加直接應佔交易成本作初步確認，惟按公平值計入損益的投資則除外。收購按公平值計入損益之投資直接應佔之交易成本，即時於損益中確認。

本集團之金融資產分類為按攤銷成本計量之金融資產。

符合下列兩項條件的金融資產（包括應收貿易賬款及其他應收款項）分類至此類別：

- 資產乃按目的為持有資產以收集合約現金流量的業務模式持有；及
- 資產合約條款於特定日期產生現金流量，有關現金流量僅為本金及尚未償還本金之利息付款。

有關項目其後以實際利率法按攤銷成本減預期信貸虧損之虧損撥備計量。

# 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. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.9 Credit losses from financial instruments

The Group recognises a loss allowance for expected credit losses (“ECL”s) on financial assets measured at amortised cost (including cash and cash equivalents, and trade receivables and other receivables).

##### **Measurement of ECLs**

ECLs are a probability-weighted estimate of credit losses. Generally, credit losses are measured as the present value of all expected cash shortfalls between the contractual and expected amounts.

The expected cash shortfalls are discounted using the following rates if the effect is material:

- fixed-rate financial assets, and trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months); and
- lifetime ECLs: these are the ECLs that result from all possible default events over the expected lives of the items to which the ECL model applies.

### 4. 重大會計政策 (續)

#### 4.9 金融工具之信貸虧損

本集團就按攤銷成本計量的金融資產(包括現金及現金等值項目、貿易應收款項及其他應收款項)確認預期信貸虧損(「預期信貸虧損」)的虧損撥備。

##### **計量預期信貸虧損**

預期信貸虧損乃信貸虧損的概率加權估計。一般而言，信貸虧損按合約金額與預期金額之間所有預期現金不足之數的現值計量。

倘影響屬重大，預期現金不足之數使用下列比率貼現：

- 定息金融資產及貿易及其他應收款項：按初始確認時釐定的實際利率或其近似值；
- 浮息金融資產：當前實際利率。

估計預期信貸虧損時考慮的最長期間乃本集團承受信貸風險的最長合約期。

預期信貸虧損按下列其中一項基準計量：

- 12個月預期信貸虧損：乃於報告日期後12個月內(倘工具的預期年限少於12個月，則以較短者為準)可能發生的違約事件產生的部分預期信貸虧損；及
- 全期預期信貸虧損：乃因於預期信貸虧損模式適用項目之預計年內可能發生的所有違約事件產生的預期信貸虧損。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.9 Credit losses from financial instruments (continued)

##### **Measurement of ECLs** (continued)

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-months ECLs:

- financial instruments that are determined to have low credit risk at the reporting date; and
- other financial instruments for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

##### **Significant increases in credit risk**

When determining whether the credit risk of a financial instrument has increased significantly since initial recognition and when measuring ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment, that includes forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is 90 days past due.

### 4. 重大會計政策 (續)

#### 4.9 金融工具之信貸虧損 (續)

##### **計量預期信貸虧損 (續)**

本集團按相等於全期預期信貸虧損的金額計量虧損撥備，惟以下各項按12個月預期信貸虧損計量：

- 於報告日期釐定為信貸風險低的金融工具；及
- 自初次確認以來，信貸風險（即在金融工具的預計年期內發生違約的風險）並無大幅增加的其他金融工具。

應收貿易賬款的虧損撥備通常按相等於全期預期信貸虧損的金額計量。

##### **信貸風險大幅增加**

於釐定金融工具的信貸風險自初始確認後有否大幅增加以及計量預期信貸虧損時，本集團會考慮無需過多成本或努力即可獲得的相關合理及具理據支持的資料。其包括根據本集團過往經驗及已知信貸評估得出之定量及定性資料及分析，且包括前瞻性資料。

本集團假設，倘逾期超過30日，金融資產的信貸風險會大幅增加。

在下列情況下，本集團將金融資產視為違約：

- 債務人不大可能在本集團無追索權採取變現抵押（如持有）等行動的情況下向本集團悉數支付其信貸承擔；或
- 金融資產已逾期90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

### 4. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.9 Credit losses from financial instruments (continued)

##### **Significant increases in credit risk** (continued)

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in non-equity securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in OCI and accumulated in the fair value reserve (recycling) does not reduce the carrying amount of the financial asset in the statement of financial position.

##### **Credit-impaired financial assets**

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

### 4. 重大會計政策 (續)

#### 4.9 金融工具之信貸虧損 (續)

##### **信貸風險大幅增加 (續)**

預期信貸虧損於各報告日期進行重新計量，以反映自初始確認起金融工具信貸風險的變化。預期信貸虧損金額的任何變化於損益中確認為減值收益或虧損。本集團確認所有金融工具的減值收益或虧損，並通過虧損準備賬對其賬面值進行相應調整，惟按公平值計入其他全面收益（可劃轉）計量的非股本證券投資除外，其虧損準備已於其他全面收益中確認，並於公平值儲備（可劃轉）累計，不會減少財務狀況表中金融資產的賬面金額。

##### **信貸減值金融資產**

於各報告日期，本集團評估金融資產是否出現信貸減值。若發生對金融資產的估計未來現金流量造成不利影響的一個或多個事件，則金融資產出現信貸減值。

金融資產出現信貸減值的證據包括下列可觀察事件：

- 債務人出現重大財政困難；
- 違反合約，如違約或逾期超過90日；
- 本集團按本集團不會另行考慮之條款重組貸款或墊款；
- 債務人可能將會破產或進行其他財務重組；或
- 證券因為發行人出現財政困難而失去活躍市場。

# 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. MATERIAL ACCOUNTING POLICIES

(continued)

#### 4.9 Credit losses from financial instruments

(continued)

##### Write-off policy

The gross carrying amount of a financial asset is written off to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

#### 4.10 Cash and cash equivalents

Cash and cash equivalents comprises cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value having been within three months of maturity at acquisition.

#### 4.11 Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

#### 4.12 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

#### 4.13 Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

### 4. 重大會計政策 (續)

#### 4.9 金融工具之信貸虧損 (續)

##### 撇銷政策

倘日後實際上不可收回款項，則金融資產之總賬面值會予撇銷。該情況通常於本集團確定債務人並無資產或可產生足夠現金流量之收入來源用以償還將予撇銷之金額時出現。

其後收回先前已撇銷的資產，在收回期間於損益中確認為減值撥回。

#### 4.10 現金及現金等值項目

現金及現金等值項目包括銀行及手頭現金、存於銀行及其他金融機構之活期存款，以及可隨時轉換為已知數額現金及於收購後三個月內到期且價值變動風險不大之短期高流通量投資。

#### 4.11 金融負債及股本工具

金融負債及股本工具根據所訂立合約安排的內容及香港財務報告準則下金融負債及股本工具的定義進行分類。股本工具為證明本集團扣除其所有負債後其資產中剩餘權益之任何合約。以下載列就特定金融負債及股本工具所採納之會計政策。

#### 4.12 借貸

借貸初步按公平值（扣除所產生之交易成本）確認，其後採用實際利率法按攤銷成本計量。

#### 4.13 應付貿易賬款及其他應付款項

應付貿易賬款及其他應付款項初步按公平值確認，其後則採用實際利率法按攤銷成本計量，惟貼現影響並不重大，則會按發票金額列賬。

# 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

### 4. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.14 Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

#### 4.15 Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; 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.

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

### 4. 重大會計政策 (續)

#### 4.14 股本工具

本公司發行之股本工具按收取之所得款項經扣除直接發行成本後列賬。

#### 4.15 客戶合約之收益

收益乃根據與客戶訂立的合約所指明的代價參考慣常業務慣例計量，並不包括代表第三方收取的金額。對於客戶付款及轉移協定產品或服務期間超過一年的合約，代價會就重大融資部分的影響進行調整。

本集團於完成向客戶轉讓產品或服務控制權的履約責任時確認收益。視乎合約條款及有關合約適用的法例，履約責任可隨時間或於某個時間點完成。倘屬以下情況，履約責任則可隨時間內達成：

- 客戶同時收取及消耗本集團履約所提供的利益；
- 本集團履約創建或提升一項於創建或提升時由客戶控制的資產；或
- 本集團履約並無創建供本集團用於其他用途的資產，且本集團有權就迄今為止已完成的履約部分強制收回款項。

倘履約責任可隨時間內達成，收益乃根據完成有關履約責任的進度確認。否則，收益於客戶獲得產品或服務控制權的時間點確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. MATERIAL ACCOUNTING POLICIES

(continued)

#### 4.16 Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. If a customer pays the consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

#### 4.17 Other revenue

Bank interest income is recognised using the effective interest method.

#### 4.18 Employee benefits

**(i) Short term employee benefits and contributions to defined contribution retirement plans**

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Obligations for contributions to defined contribution retirement plans are expensed as the related service is provided.

**(ii) Employee leave entitlements**

Employee entitlements to annual leave and long service leave are recognized when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognized until the time of leave.

### 4. 重大會計政策 (續)

#### 4.16 合約負債

合約負債指本集團因已向客戶收取代價(或已到期收取代價),而須向客戶轉讓貨品或服務的責任。倘客戶於本集團將貨品或服務轉移予客戶前支付代價,則於付款或付款到期時(以較早者為準)確認合約負債。合約負債於本集團履行合約時確認為收入。

#### 4.17 其他收益

銀行利息收入使用實際利息法確認。

#### 4.18 僱員福利

**(i) 短期僱員福利及向定額供款退休計劃供款**

短期僱員福利於提供相關服務時支銷。倘本集團因僱員過往提供的服務而須承擔現時法律或推定責任支付該款項,且該責任能可靠估計,則就預期將支付的款項確認負債。

向定額供款退休計劃供款的責任於提供相關服務時支銷。

**(ii) 僱員享有之休假**

僱員年假及長期服務假於僱員享有休假時確認。本公司會就僱員直至報告期末之服務年期所享有年假及長期服務假期估計須承擔之負債作出撥備。

僱員病假及產假於實際休假時始予確認。

# 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

### 4. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.18 Employee benefits (continued)

##### (iii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

##### (iv) Termination benefits

Termination benefits are recognized at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognizes restructuring costs and involves the payment of termination benefits.

#### 4.19 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 capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

All other borrowing costs are recognised in consolidated statement of profit or loss in the period in which they are incurred.

### 4. 重大會計政策 (續)

#### 4.18 僱員福利 (續)

##### (iii) 退休金責任

本集團為所有僱員向定額供款退休計劃供款。本集團及僱員之計劃供款根據僱員基本薪金之百分比計算。自損益扣除退休福利計劃成本代表本集團須向基金支付之供款。

##### (iv) 終止僱用福利

終止僱用福利於本集團不能提供該等福利時及本集團確認重組成本並涉及支付終止僱用福利時(以較早日期為準)確認。

#### 4.19 借貸成本

收購、建造或生產合資格資產(即必需花上一段長時間方能作其擬定用途或出售之資產)直接應佔之借貸成本均撥充資本,作為此等資產成本之一部分,直至此等資產大體上已可作其擬定用途或出售為止。指定用途借貸在用作合資格資產之開支前作短暫投資所賺取的投資收入自合資格資本化之借貸成本中扣除。

如借貸之一般目的及用途為獲取合資格資產,合資格資本化之借貸成本金額則採用資本化比率計算該項資產開支之方法釐定。資本化比率為適用於本集團於該期間未償還借貸之借貸成本加權平均值,但為獲得合資格資產之特別借貸除外。

所有其他借貸成本均於產生期間於綜合損益表中確認。

# 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

### 4. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.20 Government grants

A government grant is recognized in the statement of financial position when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

Government grants that compensate for expenses incurred are recognised in profit or loss on a systematic basis in the same periods in which they become receivable the expenses are incurred.

Government grants relating to the purchase of assets are deducted from the carrying amount of the assets. The grant is recognised in profit or loss over the life of a depreciable asset by way of a reduced depreciation charge.

#### 4.21 Taxation

Income tax expense comprises current tax and deferred tax.

Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income taxes. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

### 4. 重大會計政策 (續)

#### 4.20 政府資助

政府資助乃當可合理保證本集團將符合其所附帶條件且資助將可獲取時於財務狀況表內確認。

與收入有關之政府資助乃作遞延處理，並在與其擬補償之相關成本相配之期間內於損益中確認。

作為所產生開支補償之政府資助於成為可收取及產生開支之相同期間按系統基準於損益確認。

有關購買資產之政府資助自資產賬面值扣除。資助於可折舊資產的使用年期內透過扣減折舊費用之方式於損益確認。

#### 4.21 稅項

所得稅開支包括即期稅項及遞延稅項。

即期稅項包括年內就應課稅收益或虧損應付或應收的估計稅項，及就過往年度的應付或應收稅項作出的任何調整。應付或應收即期稅項的金額為預期將予支付或收取稅項金額之最佳估計，該金額反映與所得稅有關的任何不確定性。按於報告日期已實施或實質實施的稅率計算。即期稅項亦包括股息產生的任何稅項。

即期稅項資產及負債僅於符合若干標準時方可抵銷。

# 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

### 4. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.21 Taxation (continued)

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- temporary differences related to investment in subsidiaries and associates to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;
- taxable temporary differences arising on the initial recognition of goodwill; and
- those related to the income taxes arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development.

The Group recognised deferred tax assets and deferred tax liabilities separately in relation to its lease liabilities and right-of-use assets.

### 4. 重大會計政策 (續)

#### 4.21 稅項 (續)

遞延稅項乃就財務報告的資產與負債的賬面值與就稅項所用數值間的暫時性差額確認。概不會就以下各項確認遞延稅項：

- 於一項非業務合併交易中的資產或負債初始確認的暫時差額，其並不影響會計或應課稅溢利或虧損，且不會產生相等應課稅及可予扣減暫時差額；
- 有關於附屬公司及聯營公司的投資的暫時差額，惟以本集團能夠控制暫時差額的撥回時間及於可預見未來不大可能撥回為限；
- 初始確認商譽產生的應課稅暫時差額；及
- 與為實施經濟合作與發展組織頒佈的支柱二立法模板而頒佈或實質頒佈的稅法產生的所得稅有關的暫時差額。

本集團就其租賃負債及使用權資產分別確認遞延稅項資產及遞延稅項負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.21 Taxation (continued)

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

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

Deferred tax assets and liabilities are offset only if certain criteria are met.

#### 4.22 Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources and assessing the performance of the Group's various lines of business.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

### 4. 重大會計政策 (續)

#### 4.21 稅項 (續)

遞延稅項資產乃就未動用稅項虧損、未動用稅項抵免及可扣減暫時差額確認，惟以未來有可能可動用應課稅溢利為限。未來應課稅溢利根據相關應課稅暫時差額的撥回釐定。倘應課稅暫時差額的金額不足以悉數確認遞延稅項資產，則根據本集團各附屬公司的業務計劃，考慮未來應課稅溢利並對現有的暫時差額撥回進行調整。遞延稅項資產於各報告日期進行審閱，並於不再可能實現相關稅項利益時減少；當未來應課稅溢利的可能性提高時，該等減少則會撥回。

遞延稅項計量反映本集團預期於報告日期收回或清償其資產及負債賬面值的方式所產生的稅務後果。

遞延稅項資產及負債僅於符合若干標準時方可抵銷。

#### 4.22 分類呈報

經營分類及各分類項目於綜合財務報表內呈報之金額，是根據定期提供予本集團最高行政管理層就分配資源及評估本集團之各業務範疇表現之財務資料中識別出來。

就財務報告而言，除非分類具備相似之經濟特徵及在產品及服務性質、生產過程性質、客戶類型或類別、用於分銷產品或提供服務之方法以及監管環境之性質方面相似，否則各個重大經營分類不會進行合算。個別非重大之經營分類如符合上述大部分準則，則可進行合算。

# 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

### 4. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.23 Related parties

A related party is a person or entity that is related to the Group.

- (a) A person or a close member of that person's family is related to the Group if that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Company or of a parent of the Company.
- (b) An entity is related to the Group (reporting entity) if any of the following conditions applies:
  - (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

### 4. 重大會計政策 (續)

#### 4.23 關聯方

關聯方為與本集團有關的個人或實體。

- (a) 一名個人或其近親將被視為本集團的關聯方，倘該個人：
  - (i) 能控制或共同控制本集團；
  - (ii) 能對本集團構成重大影響；或
  - (iii) 為本公司或本公司母公司的關鍵管理人員。
- (b) 一個實體將被視為本集團的關聯方（報告實體），倘該實體符合以下任一情況：
  - (i) 該實體及本公司為同一集團內的成員公司（即每個母公司、附屬公司及同系附屬公司均互相為關聯方）。
  - (ii) 一個實體為另一實體的聯營公司或合營公司（或為該集團成員公司的聯營公司或合營公司，且另一實體為該集團成員公司）。
  - (iii) 兩個實體均為同一第三方的合營公司。
  - (iv) 一個實體為第三方的合營公司，且另一實體為該第三方的聯營公司。

# 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. MATERIAL ACCOUNTING POLICIES

(continued)

#### 4.23 Related parties (continued)

(b) (continued)

- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

#### 4.24 Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets except inventories and financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets, or cash generating unit. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

### 4. 重大會計政策 (續)

#### 4.23 關聯方 (續)

(b) (續)

- (v) 該實體是為本集團或為本集團關聯實體的僱員福利而設的離職後福利計劃。倘本集團本身為一項計劃，則贊助的僱主亦為本集團的關聯方。
- (vi) 該實體由(a)中識別的個人控制或共同控制。
- (vii) (a)(i)中識別的一名個人對該實體構成重大影響，或為該實體(或實體的母公司)的關鍵管理人員。
- (viii) 該實體或實體所屬集團的任何成員公司向本公司或本公司的母公司提供主要管理人員服務。

#### 4.24 資產減值

本集團於各報告期末審核其有形及無形資產(存貨及金融資產除外)的賬面值，以釐定是否有任何跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則估計資產的可收回金額，以釐定減值虧損(如有)的情況。為進行減值測試，資產被分組至由持續使用產生的現金流入的最小資產組別，很大程度上獨立於其他資產或現金產生單位的現金流入。如不可能估計個別資產之可收回金額，則本集團會估計資產所屬現金產生單位之可收回金額。

# 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

### 4. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.24 Impairment of assets (continued)

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.

If the recoverable amount of an asset or cash-generating unit ("CGU") is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognised immediately in consolidated statement of profit or loss. They are allocated to reduce the carrying amounts of assets in the CGU on a pro rata basis.

Where an impairment loss subsequently reverses, the carrying amount of the asset or CGU 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 (net of amortisation or depreciation) had no impairment loss been recognised for the asset or CGU in prior years. A reversal of an impairment loss is recognised immediately in consolidated statement of profit or loss.

#### 4.25 Provisions and contingent liabilities

Generally provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability.

A provision for warranties is recognised when the underlying products or services are sold, based on historical warranty data and a weighting of possible outcomes against their associated probabilities.

### 4. 重大會計政策 (續)

#### 4.24 資產減值 (續)

可收回金額為公平值減去出售成本及使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量乃以稅前折現率折現至現值，以反映市場現時所評估之金錢時間值及該資產之特定風險。

倘資產或現金產生單位（「現金產生單位」）之可收回金額估計將少於其賬面值，則資產或現金產生單位之賬面值會減少至其可收回金額。減值虧損會即時於綜合損益表內確認。減值虧損會予以分配，以按比例扣減現金產生單位中資產的賬面值。

倘其後撥回減值虧損，該資產或現金產生單位的賬面值將增至重新估計的可收回數額，惟增加後的賬面值不得超過資產或現金產生單位於過往年度並無確認減值虧損時釐定的賬面值（扣除攤銷或折舊）。所撥回之減值虧損會即時於綜合損益表內確認。

#### 4.25 撥備及或然負債

撥備通常按反映當時市場對貨幣時間價值及負債特定風險的評估的除稅前利率貼現預期未來現金流量釐定。

當相關產品或服務出售時，根據歷史保修數據及對相關概率的可能結果的加權，確認保修撥備。

# 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

### 4. MATERIAL ACCOUNTING POLICIES (continued)

#### 4.25 Provisions and contingent liabilities (continued)

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under that contract and an allocation of other costs directly related to fulfilling that contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, a separate asset is recognised for any expected reimbursement that would be virtually certain. The amount recognised for the reimbursement is limited to the carrying amount of the provision.

### 4. 重大會計政策 (續)

#### 4.25 撥備及或然負債 (續)

有償合約撥備按終止合約的預期成本及繼續履行合約的預期成本淨額(以較低者為準)的現值計量,其乃根據履行該合約項下責任的增量成本及與履行該合約直接相關的其他成本的分配而釐定。於設立撥備前,本集團確認與該合約相關的資產的任何減值虧損。

倘經濟效益外流之可能性較低,或無法對有關金額作出可靠估計,則義務乃披露為或然負債,惟經濟效益流出之可能性極低的情況則除外。倘義務須視乎一個或多個未來事件是否發生方能確定是否存在,亦會披露為或然負債,惟經濟效益流出之可能性極低的情況則除外。

倘清償撥備所需的部分或全部開支預期由另一方償付,則就幾乎確定的任何預期償付確認單獨資產。就償付確認的金額以撥備的賬面值為限。

# 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 JUDGEMENTS AND KEY ESTIMATES

#### Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements.

#### (a) *Going concern basis*

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the favourable outcomes of the steps being taken by the directors as described in note 2 to the consolidated financial statements.

#### Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

#### (a) *Property, plant and equipment, depreciation and impairment*

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

Property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is determined with reference to the present value of estimated future cash flows. Where the future cash flows are less than expected or there are unfavourable events and change in facts and circumstance which result in revision of future estimate cash flows, a material impairment loss may arise.

### 5. 關鍵判斷及主要估計

#### 應用會計政策的關鍵判斷

於應用會計政策的過程中，董事作出以下對於綜合財務報表內確認之金額具最重大影響的判斷。

#### (a) *持續經營基準*

該等綜合財務報表按持續經營基準編製，其是否有效取決於綜合財務報表附註2所述董事所採取措施是否取得良好成果。

#### 不確定估計之主要來源

下文為有關未來之主要假設及於報告期末之估計不明朗因素之其他主要來源，而該等假設及來源均存在導致下一財政年度之資產及負債賬面值須作出重大調整之重大風險（如下文所討論）。

#### (a) *物業、廠房及設備、折舊及減值*

本集團釐定其物業、廠房及設備之估計可使用年期、剩餘價值以及相關折舊開支。此估計乃根據性質及功能相近之物業、廠房及設備之實際可使用年期及剩餘價值之過往經驗而作出。當可使用年期及剩餘價值與原先估計者不同時，本集團會對折舊開支進行相應調整，或其將技術過時或已放棄或出售之非策略資產撇銷或撇減。

每當有事件或情況變化顯示資產賬面值超過其可收回金額時，本集團會審閱物業、廠房及設備有否出現減值。可收回金額參照預期未來現金流量之現值釐定。倘未來現金流量少於預期，或者有不理事實及情況變化導致須修訂未來估計現金流量，則可能產生重大減值虧損。

# 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

### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

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

#### (b) Provision of ECL for trade and other receivables

The Group uses provision matrix to calculate ECL for the trade and other receivables. The provision rates are based on internal credit ratings as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade and retention receivables and contract assets with significant balances and credit impaired receivables are assessed for ECL individually. The provision of ECL is sensitive to changes in estimates.

#### (c) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expense. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions. The Group will reassess the estimates by the end of each reporting period.

### 5. 關鍵判斷及主要估計 (續)

#### 不確定估計之主要來源 (續)

#### (b) 就應收貿易賬款及其他應收款項的預期信貸虧損計提撥備

本集團使用撥備矩陣計算應收貿易賬款及其他應收款項的預期信貸虧損。撥備率乃基於內部信貸評級 (即具有類似虧損模式的不同應收款項組別) 計算。撥備矩陣乃基於本集團的過往違約率計算，當中已考慮無需繁重成本或精力可得的合理及具理據支持的前瞻性資料。於各報告日期，歷史觀察所得違約率會重新評估，並考慮前瞻性資料的變動。此外，具重大結餘及已出現信貸減值之貿易及保留應收賬款以及合約資產會個別評估預期信貸虧損。預期信貸虧損撥備易受估計變動影響。

#### (c) 存貨之可變現淨值

存貨之可變現淨值乃日常業務過程中之估計售價，減估計完成成本及出售開支。該等估計乃基於現時市況以及製造及銷售類似性質產品之過往經驗。其可能因客戶偏好轉變及競爭對手行動而大幅變動。本集團將於各報告期末重新評估有關估計。

# 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. 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.

During the reporting period, the capital structure of the Group consist of debt which includes interest-bearing loans and equity attributable to owners of the Company, comprising issued share capital and reserves. The Directors review the capital structure on a regular basis. As part of this review, the Directors consider the cost of capital and the associated risks, and take appropriate actions to adjust the Group's capital structure. The Group's overall strategy remains unchanged from prior periods.

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios, so that it can continue to provide returns for the shareholders and benefits for other stakeholders, by pricing products commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debts. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2024 and 2023.

### 6. 資本管理風險

本集團管理其資本，旨在透過在債務與權益間作出最佳平衡，確保本集團的實體可持續經營，亦為股東締造最大回報。

於報告期間，本集團之資本結構由債務（包括計息借貸）及本公司擁有人應佔權益（包括已發行股本及儲備）組成。董事定期檢討資本結構。作為該檢討之一環，董事考慮資本成本及相關風險，並採取適當行動以調整本集團之資本結構。本集團之整體策略與先前期間維持不變。

本集團資本管理之主要目的為保障本集團有能力持續經營以及維持穩健之資本比率，按風險程度為產品合理定價及按合理成本進行融資，使本集團能繼續向股東提供回報及向其他利益相關者提供利益。

本集團根據經濟狀況的變動及相關資產的風險特色管理資本結構並就此加以調整。為維持或調整資本結構，本集團或會調整派付予股東之股息金額、發行新股、退還資本予股東、籌集新債務融資或出售資產以減少債務。本集團不受任何外部施加的資本規定所限。截至二零二四年及二零二三年十二月三十一日止年度，資本管理之目的、政策或程序並無變動。

# 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

### 6. CAPITAL RISK MANAGEMENT (continued)

Management regards total equity as capital, for capital management purpose. The amount of deficit attributable to owners of the Company as at 31 December 2024 amounted to approximately RMB141,724,000 (2023: RMB108,190,000), which the management considers as optimal having considered the projected capital expenditures and the projected strategic investment opportunities.

The Group monitors capital using a gearing ratio, which is net debt divided by the total capital plus net debt. Net debt includes trade payables, accruals and other payables, amounts due to shareholders and bank and other borrowing less cash and cash equivalents. Total capital includes deficit attributable to owners of the Company. The gearing ratios as at the end of the reporting period were as follows:

### 6. 資本管理風險 (續)

為管理資本，管理層將權益總額視為資本。於二零二四年十二月三十一日，本公司擁有人應佔虧絀金額為約人民幣141,724,000元（二零二三年：人民幣108,190,000元）。管理層經考慮預計資本開支及預計策略投資機會後認為其屬理想。

本集團通過以債務淨額除以資本總額加債務淨額計算得出的資本負債率來監控資本。債務淨額包括應付貿易賬款、應計負債及其他應付款項、應付股東款項以及銀行及其他借貸，減去現金及現金等值項目。資本總額包括本公司擁有人應佔虧絀。於報告期末之資本負債率如下：

		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
Trade payables	應付貿易賬款	8,832	8,707
Accruals and other payables	應計款項及其他應付款項	179,503	154,728
Amounts due to shareholders	應付股東款項	25,278	23,413
Bank and other borrowings	銀行及其他借貸	70,770	70,788
Less: Cash and cash equivalents	減：現金及現金等值項目	(292)	(277)
Net debt	債務淨額	284,091	257,359
Deficit attributable to owners of the Company	本公司擁有人應佔虧絀	(141,724)	(108,190)
Capital and net debt	資本及債務淨額	142,367	149,169
Gearing ratio	資本負債率	200%	173%

# 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. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance.

#### (a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

#### (b) Credit risk

The carrying amount of the bank and cash balances and trade and other receivables, included in the statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

At 31 December 2024, the Group had concentration of credit risk relating to its customers as the amounts due by the Group's largest debtor of approximately RMB5,355,000 (2023: RMB9,513,000) and the Group's largest three debtors of approximately RMB5,763,000 (2023: RMB16,424,000) at 31 December 2024 represent approximately 91% (2023: 56%) and 98% (2023: 96%) respectively of the Group's total trade receivables at that date.

It has policies in place to ensure that sales are made to customers with an appropriate credit history.

### 7. 財務風險管理

本集團業務活動令其承擔多種財務風險：外幣風險、信貸風險、流動資金風險及利率風險。本集團的整體風險管理項目集中於金融市場的不可預測性及尋求將對本集團財務表現造成的潛在不利影響減至最低。

#### (a) 外幣風險

由於大部分業務交易、資產及負債主要以本集團實體之功能貨幣列值，故本集團所承受之外匯風險減至最低。本集團目前並無就外幣交易、資產及負債設立外匯對沖政策。本集團將密切監察其外匯風險，並將於需要時考慮對沖重大外匯風險。

#### (b) 信貸風險

計入財務狀況報表之現金及銀行結餘以及應收貿易賬款及其他應收款項之賬面值為本集團金融資產之最大信貸風險。

於二零二四年十二月三十一日，本集團有與其客戶有關集中的信貸風險，因於二零二四年十二月三十一日本集團最大債務人應付金額約人民幣5,355,000元（二零二三年：人民幣9,513,000元）及本集團三大債務人應付金額約人民幣5,763,000元（二零二三年：人民幣16,424,000元）分別佔於該日本集團應收貿易賬款總額的約91%（二零二三年：56%）及98%（二零二三年：96%）。

本集團訂有政策，確保向具合適信貸記錄之客戶作出銷售。

# 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. FINANCIAL RISK MANAGEMENT (continued)

#### (b) Credit risk (continued)

The credit risk on bank and cash balances and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group considers whether there has been a significant increase in credit risk of financial assets on an ongoing basis throughout each reporting period by comparing the risk of a default occurring as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information. Especially the following information is used:

- internal credit rating;
- actual or expected significant changes in the operating results of the borrower;
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers.

A significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment. A default on a financial asset is when the counterparty fails to make contractual payments within 90 days of when they fall due.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans or receivables have been written off, the Group, if practicable and economical, continues to engage in enforcement activity to attempt to recover the receivable due.

### 7. 財務風險管理 (續)

#### (b) 信貸風險 (續)

由於交易對方為國際信貸評級機構評定為具有高信貸評級之銀行，故銀行及現金結餘之信貸風險有限。

本集團比較金融資產於報告日期之違約風險與於初始確認日期之違約風險，以按持續基準評估金融資產之信貸風險有否於各報告期內大幅增加。本集團亦考慮所得合理及有理據支持之前瞻性資料。尤其使用下列資料：

- 內部信貸評級；
- 借方經營業績之實際或預期重大變動；
- 借方預期表現及行為之重大變動，包括借方之付款狀況變動。

倘涉及合約付款之債務人逾期超過30日，則假定信貸風險大幅增加。當交易對方無法於到期後90日內支付款項，則金融資產出現違約。

金融資產於合理預期無法收回（例如債務人無法與本集團達成還款計劃）時撇銷。倘貸款或應收款項撇銷，則本集團（在實際可行及符合經濟效益之情況下）繼續採取強制行動試圖收回到期應收款項。

# 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. FINANCIAL RISK MANAGEMENT (continued)

#### (c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis, based on undiscounted cash flows, of the Group's financial liabilities is as follows:

		Weighted average interest rate	Repayable on demand or less than 1 year 按要求 或少於1年 RMB'000 人民幣千元	More than 1 year but less than 2 years 1年以上 但少於2年 RMB'000 人民幣千元	More than 2 years but less than 5 years 2年以上 但少於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
31 December 2024							
二零二四年十二月三十一日		加權平均利率					
Trade payables	應付貿易賬款	-	8,832	-	-	8,832	8,832
Accruals and other payables	應計款項及其他應付款項	-	179,503	-	-	179,503	179,503
Amount due to shareholders	應付股東款項	0%-12.33%	10,572	15,746	-	26,318	25,278
Bank and other borrowings	銀行及其他借貸	2%-30%	13,458	68,239	-	81,697	70,770
			<b>212,365</b>	<b>83,985</b>	<b>-</b>	<b>296,350</b>	<b>284,383</b>
31 December 2023							
二零二三年十二月三十一日		加權平均利率					
Trade payables	應付貿易賬款	-	8,707	-	-	8,707	8,707
Accruals and other payables	應計款項及其他應付款項	-	154,728	-	-	154,728	154,728
Amount due to shareholders	應付股東款項	0%-12.33%	9,855	319	15,578	25,752	23,413
Bank and other borrowings	銀行及其他借貸	2%-30%	13,145	-	79,459	92,604	70,788
			<b>186,435</b>	<b>319</b>	<b>95,037</b>	<b>281,791</b>	<b>257,636</b>

### 7. 財務風險管理 (續)

#### (c) 流動資金風險

本集團之政策為定期監管目前及預期的流動資金需求，確保本集團保持充裕的現金水平，以應付短期及較長期的流動資金需求。

本集團金融負債按未貼現現金流的到期日分析如下：

# 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. FINANCIAL RISK MANAGEMENT (continued)

#### (d) Interest rate risk

As the Group has no significant interest-bearing assets and liabilities, the Group's operating cash flows are substantially independent of changes in market interest rates.

#### (e) Categories of financial instruments

### 7. 財務風險管理 (續)

#### (d) 利率風險

由於本集團並無重大計息資產及負債，本集團之經營現金流基本不受市場利率變化的影響。

#### (e) 金融工具之分類

		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>Financial assets:</b>	<b>金融資產：</b>		
Financial assets at amortized cost	按攤銷成本計量之金融資產		
– Trade receivables	– 應收貿易賬款	5,881	17,026
– Deposits and other receivables	– 按金及其他應收款項	6,817	7,798
– Bank and cash balances	– 銀行及現金結餘	292	277
		<b>12,990</b>	<b>25,101</b>
<b>Financial liabilities:</b>	<b>金融負債：</b>		
Financial liabilities at amortized cost	按攤銷成本計量之金融負債		
– Trade payables	– 應付貿易賬款	8,832	8,707
– Accruals and other payables	– 應計款項及其他應付款項	179,503	154,728
– Amounts due to shareholders	– 應付股東款項	25,278	23,413
– Bank and other borrowings	– 銀行及其他借貸	70,770	70,788
		<b>284,383</b>	<b>257,636</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. FINANCIAL RISK MANAGEMENT (continued)

#### (f) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

### 8. REVENUE AND OPERATING SEGMENT INFORMATION

The Group's revenue and results from business were mainly derived from its sale of fiber optic inverters, fiber optic straight plates, fiber optic face plates, fiber optic tapers and microchannel plates (collectively referred to as "Fiber Optic Products"), which is regarded as a single reportable segment in a manner consistent with the way in which information is reported internally to the directors, being the chief operating decision maker ("CODM"), for purposes of resource allocation and performance assessment. The measures segment results, segment assets and segment liabilities are consistent with the consolidated statement of profit or loss and other comprehensive income and the consolidated statement of financial position which are reported internally to the CODM. Accordingly, no segment analysis is presented other than entity-wide disclosures.

#### Entity-wide disclosures

##### (a) Information about products

The following table sets forth the total sales to external customers by product and the percentage of total revenue by product during the year:

		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	%
Fiber optic inverters	光纖倒像器	7,014	41	17,464	65
Fiber optic straight plates	光纖直板	198	1	363	1
Fiber optic face plates	光纖面板	942	5	939	4
Fiber optic tapers	光錐	1,375	8	1,521	6
Microchannel plates	微通道板	7,614	45	6,430	24
		<b>17,143</b>	<b>100</b>	<b>26,717</b>	<b>100</b>

### 7. 財務風險管理 (續)

#### (f) 公平值

於綜合財務狀況表內反映之本集團金融資產及金融負債之賬面值與其各自的公平值相若。

### 8. 收益及經營分類資料

本集團業務營運之收益及業績主要來自銷售光纖倒像器、光纖直板、光纖面板、光錐及微通道板(統稱為「光纖產品」),被視為單一呈報分類,與向董事(即主要經營決策者(「主要經營決策者」))作內部呈報資料以供資源分配及表現評估之方式一致。分類業績、分類資產及分類負債之計量與向主要經營決策者作內部呈報之綜合損益及其他全面收益表及綜合財務狀況表一致。因此,除整體披露外,毋須呈列分類分析。

#### 整體披露

##### (a) 有關產品之資料

下表載列年內向外部客戶銷售的總額(按產品計)及佔總收益之百分比(按產品計):

# 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. REVENUE AND OPERATING SEGMENT INFORMATION (continued)

#### Entity-wide disclosures (continued)

#### (b) Geographical information

The Group principally operates in the PRC and the Group's non-current assets are all located in Shanxi, the PRC.

The following is an analysis of the Group's revenue from external customers by geographical location:

		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
The PRC	中國	15,402	11,949
Russia	俄羅斯	365	11,884
Europe	歐洲	1,293	1,781
Hong Kong	香港	83	1,103
		<b>17,143</b>	<b>26,717</b>

#### (c) Revenue from major customers

Revenue from major customers, each of whom set out below:

		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
Customer A	客戶甲	N/A*	11,738
Customer B	客戶乙	11,204	7,526
Customer C	客戶丙	2,632	3,350

\* The corresponding revenue did not contribute over 10% of the total revenue of the Group in the year.

### 8. 收益及經營分類資料 (續)

#### 整體披露 (續)

#### (b) 地域資料

本集團主要於中國進行經營，而本集團之非流動資產全部位於中國山西。

本集團來自外部客戶之收益按地域位置分析如下：

#### (c) 來自主要客戶之收益

來自各主要客戶之收益載於如下：

		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
Customer A	客戶甲	N/A*	11,738
Customer B	客戶乙	11,204	7,526
Customer C	客戶丙	2,632	3,350

\* 相應收益並未貢獻本集團於年內總收益之10%以上。

# 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. REVENUE AND OPERATING SEGMENT INFORMATION (continued)

#### Entity-wide disclosures (continued)

#### (d) Disaggregation of revenue from contracts with customers

Revenue from sales of fiber optic products is recognised at a point in time when the control of the goods are transferred to customers.

The Group manufactures and sells of fiber optic products to the customers. Sales are recognised when control of the products has transferred, being when the products are delivered to a customer, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the customer has obtained legal titles to the products.

Sales to customers are normally made with credit terms of 90 days. For new customers, deposits or cash on delivery may be required. Deposits received are recognised as a contract liability.

A receivable is recognised when the products are delivered to the customers as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

### 8. 收益及經營分類資料 (續)

#### 整體披露 (續)

#### (d) 來自客戶合約之收益分拆

銷售光纖產品的收益於貨品的控制權轉移至客戶的時間點確認。

本集團製造及向客戶銷售光纖產品。銷售於轉移產品的控制權時(即產品交付客戶)確認,並不存在可能影響客戶對產品的接受及客戶已獲得產品的合法所有權的未履行的義務。

銷售通常給予客戶90天的信用期限。對於新客戶,可要求收取按金或貨到付款。收到的按金確認為合約負債。

應收款項於產品交付予客戶時確認,此時收取代價為無條件,因為在付款到期之前僅須隨時間流逝。

### 9. OTHER INCOME, GAINS AND LOSS, NET

### 9. 其他收入、收益及虧損,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
Deferred government grants released to profit or loss (note 29)	遞延政府資助之攤銷(附註29)	2,200	3,567
Waiver of other borrowing interest	免除其他借款之利息	7,475	-
Bank interest income	銀行利息收入	1	1
Gross rental income from transmitting station	發射台租金收入總額	-	23
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	4,624
Foreign exchange gain/(loss)	匯兌收益/(虧損)	15	(10)
Others	其他	192	196
		<b>9,883</b>	<b>8,401</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

### 10. FINANCE COSTS

Interest on a bank borrowing	銀行借貸利息
Interest on other borrowings	其他借貸利息
Interest on amounts due to shareholders	應付股東款項之利息

### 10. 財務費用

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

436	574
7,841	6,864
1,690	1,494

9,967	8,932
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### 11. INCOME TAX EXPENSE

No provision for Hong Kong profits tax and the PRC Enterprise Income Tax has been made in the consolidated financial statements as the Group had no assessable profits arising in or derived from Hong Kong and PRC for both of the years presented.

According to the applicable Enterprise Income Tax Law of the PRC, the Company, which operates in the Taiyuan Economic and Technology Development Zone (太原經濟技術開發區) of the PRC, and which is registered as a New and High Technical Enterprise (高新技術企業), is entitled to a concessionary Enterprise Income Tax rate of 15% over 3 years, beginning on 29 November 2018. The certificate was renewed on 7 December 2021, so the Company is entitled to another concessionary Enterprise Income Tax rate of 15% over 3 years, until 6 December 2024. For the year ended 31 December 2024, the Company was still entitled to a concessionary Enterprise Income Tax rate of 15% (2023: 15%). The certificate has expired and has not been renewed by the Company.

### 11. 所得稅開支

由於本集團於兩個呈報年度並無在香港及中國產生或來自香港及中國之應課稅溢利，因此並無於綜合財務報表計提香港利得稅及中國企業所得稅撥備。

本公司在中國太原經濟技術開發區營運並註冊為高新技術企業，根據中國適用企業所得稅法，可於二零一八年十一月二十九日起3年內享有15%之企業所得稅優惠稅率。該證書已於二零二一年十二月七日重續，因此本公司有權於三年內另行享有15%之企業所得稅優惠稅率，直至二零二四年十二月六日。截至二零二四年十二月三十一日止年度，本公司仍享有15%（二零二三年：15%）之企業所得稅優惠稅率。該證書已屆滿，且本公司並未重續。

# 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

### 11. INCOME TAX EXPENSE (continued)

The income tax expense can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

### 11. 所得稅開支 (續)

所得稅開支可與綜合損益及其他全面收益表內稅前虧損對賬如下：

		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
Loss before taxation	除稅前虧損	<b>(33,620)</b>	(10,375)
Tax calculated at weighted average tax rate	按加權平均稅率計算之稅款	<b>(5,069)</b>	(1,556)
Tax effect of non-taxable income for tax purposes	毋須課稅收入之稅務影響	<b>(1,454)</b>	(994)
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之稅務影響	<b>58</b>	45
Tax effect of temporary differences not recognised	未確認之稅項差異之稅項影響	<b>3,131</b>	720
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	<b>3,334</b>	1,785
Income tax expenses	所得稅開支	<b>-</b>	-

As at 31 December 2024, the Group has estimated unused tax losses totaling approximately RMB94,627,000 (2023: RMB83,420,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such tax losses and other deductible temporary differences due to the unpredictability of future profit streams. The unused tax losses are due to expire within one to five years.

於二零二四年十二月三十一日，本集團可用作抵銷未來溢利之估計未動用稅項虧損總計約為人民幣94,627,000元（二零二三年：人民幣83,420,000元）。由於無法預測未來溢利來源，故並無就該等稅項虧損及其他可扣減暫時差額確認遞延稅項資產。未動用稅項虧損將於一至五年內屆滿。

# 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. LOSS FOR THE YEAR

The Group's loss for the year is stated after charging/ (crediting) the following:

### 12. 年內虧損

本集團之年內虧損經扣除／（計入）以下項目後呈列：

		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
Auditors' remuneration:	核數師酬金：		
– Audit services	– 核數服務	550	550
		<b>550</b>	550
Cost of inventories sold	銷售存貨成本	<b>10,715</b>	14,333
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>4,876</b>	4,790
Depreciation of right-of-use assets	使用權資產折舊	<b>293</b>	293
Research and development costs	研究及開發成本	<b>971</b>	2,683
Impairment loss/(reversal of impairment loss) of investments in associates	於聯營公司投資之減值虧損／（減值虧損撥回）	<b>73</b>	(281)
Impairment loss/(reversal of impairment loss) of:	以下各項之減值虧損／（減值虧損撥回）：		
– trade receivables	– 應收貿易賬款	<b>10,177</b>	(2,240)
– other receivables	– 其他應收款項	<b>103</b>	(35)
		<b>10,280</b>	(2,275)
Staff costs including directors' remuneration:	員工成本（包括董事酬金）：		
Wages and salaries	工資及薪金	<b>11,244</b>	11,537
Pension scheme contributions	退休計劃供款	<b>4,320</b>	4,510
		<b>15,564</b>	16,047

# 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. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS

Directors' and chief executive's emoluments for the year, disclosed pursuant to the Listing Rules, section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

### 13. 董事及五名最高薪人士之酬金

根據上市規則、香港公司條例第383(1)條及公司（披露董事利益資料）規例第2部披露之年內董事及主要行政人員之酬金如下：

		2024 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
Fees	袍金	<b>312</b>	312
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	-	-
Pension scheme contribution	退休計劃供款	-	-
		-	-
		<b>312</b>	312

# 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. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS (continued)

#### (a) Directors' and Chief Executive's Emoluments

### 13. 董事及五名最高薪人士之酬金 (續)

#### (a) 董事及主要行政人員之酬金

For the year ended 31 December 2024

截至二零二四年十二月三十一日止年度

		Salaries, allowances and benefits in kind	Pension scheme contribution	Total
		Fees	kind contribution	Total
		薪金、津貼及 袍金	退休計劃 實物福利 供款	總額
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Executive directors:	執行董事：			
Song Zhenglai	宋政來	48	-	48
Wang Lingling	王玲玲	36	-	36
Jiao Baoguo	焦保國	36	-	36
		120	-	120
Independent non-executive directors:	獨立非執行董事：			
Xu Yongfeng	許詠風	36	-	36
Wang Weizhong	王衛忠	36	-	36
Rong fei	榮飛	36	-	36
		108	-	108
Non-executive directors:	非執行董事：			
Yuan Guoliang	袁國良	36	-	36
Wu Bo	吳波	48	-	48
		84	-	84
		312	-	312

# 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. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS (continued)

#### (a) Directors' and Chief Executive's Emoluments (continued)

### 13. 董事及五名最高薪人士之酬金 (續)

#### (a) 董事及主要行政人員之酬金 (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

	Notes 附註	Salaries, allowances and benefits 薪金、津貼及袍金 實物福利			Pension scheme contribution 退休計劃供款	Total 總額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Executive directors: Song Zhenglai Wang Lingling Jiao Baoguo	執行董事: 宋政來 王玲玲 焦保國	48 36 36	- - -	- - -	48 36 36	
		120	-	-	120	
Independent non-executive directors: Xu Yongfeng Wang Weizhong Rong fei	獨立非執行董事: 許詠風 王衛忠 榮飛	36 36 36	- - -	- - -	36 36 36	
		108	-	-	108	
Non-executive directors: Yuan Guoliang Wu Bo	非執行董事: 袁國良 吳波	36 48	- -	- -	36 48	
		84	-	-	84	
		312	-	-	312	

# 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. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS (continued)

#### (b) Supervisors' Remuneration

		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
Fees	袍金	5	5
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	44	49
Pension scheme contribution	退休計劃供款	1	12
		<b>50</b>	<b>66</b>

For the year ended 31 December 2024

截至二零二四年十二月三十一日止年度

		Salaries, allowances and benefits and Pension scheme contribution			
		Fees	in kind	contribution	Total
		袍金	薪金、津貼及實物福利	退休計劃供款	總額
		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
Han Xiaou	韓曉歐	-	-	-	-
Dong Yonghong	董用宏	-	44	1	45
Song Zhenbao	宋振寶	5	-	-	5
		<b>5</b>	<b>44</b>	<b>1</b>	<b>50</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

### 13. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS (continued)

#### (b) Supervisors' Remuneration (continued)

Han Xiaoou 韓曉歐  
Dong Yonghong 董用宏  
Song Zhenbao 宋振寶

### 13. 董事及五名最高薪人士之酬金 (續)

#### (b) 監事薪酬 (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

	Salaries, allowances and benefits in kind	Pension scheme contribution	Total
	Fees	Retirement plan contribution	
	薪金、津貼及實物福利	退休計劃供款	總額
	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元
Han Xiaoou	-	-	-
Dong Yonghong	-	49	61
Song Zhenbao	5	-	5
	5	49	66

Notes:

- (i) There was no arrangement under which a director, the chief executive or a supervisor waived or agreed to waive any remuneration during the year.
- (ii) During the year, no emoluments were paid by the Group to a director, the chief executive or a supervisor as an inducement to join, or upon joining the Group, or as compensation for loss of office.

附註：

- (i) 年內並無任何董事、主要行政人員或監事作出放棄或同意放棄任何薪酬之安排。
- (ii) 年內，本集團並無向董事、主要行政人員或監事支付任何酬金，作為招攬加入或加盟本集團時之獎勵或離職補償。

#### (c) Five highest paid individual emoluments

None of the director were included in the five highest paid individuals of the Group (2023: None). The emoluments of the remaining five (2023: five) highest paid employees are as follows:

#### (c) 五名最高薪人士之酬金

本集團五名最高薪人士概不包括董事（二零二三年：無）。餘下五名（二零二三年：五名）最高薪僱員之酬金如下：

	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
Salaries, allowances and benefits in kind	618	622
Pension scheme contribution	103	149
	721	771

# 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. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS (continued)

#### (c) Five highest paid individual emoluments (continued)

Emoluments of these employees were within the following bands:

Emolument band:	酬金範圍
Nil to HK\$1,000,000	零至1,000,000港元

During the year ended 31 December 2024, no emoluments were paid by the Group to the above highest paid individuals as (i) an inducement to join or upon joining the Group or (ii) as compensation for loss of office as a director or management of any members of the Group (2023: Nil).

### 14. DIVIDENDS

The directors do not recommend the payment of any dividend for each of the years ended 31 December 2024 and 2023.

### 15. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

#### Basic loss per share

The calculation of basic loss per share is based on the loss attributable to owners of the Company for the year ended 31 December 2024 of approximately RMB33,534,000 (2023: RMB10,392,000) and 308,860,000 (2023: 308,860,000) ordinary shares in issue during the year.

#### Diluted loss per share

No diluted loss per share is presented as there were no diluted potential ordinary shares in issue during the years ended 31 December 2024 and 2023.

### 13. 董事及五名最高薪人士之酬金 (續)

#### (c) 五名最高薪人士之酬金 (續)

該等僱員之酬金範圍如下：

Number of employees 僱員人數	
2024	2023
二零二四年	二零二三年
5	5

截至二零二四年十二月三十一日止年度，本集團並無向上述最高薪人士支付任何酬金，作為(i)招攬加入或加盟本集團時之獎勵或(ii)離任本集團任何成員公司之董事或管理層之離職補償(二零二三年：無)。

### 14. 股息

董事不建議派付截至二零二四年及二零二三年十二月三十一日止年度各年之任何股息。

### 15. 本公司擁有人應佔每股虧損

#### 每股基本虧損

每股基本虧損乃根據截至二零二四年十二月三十一日止年度本公司擁有人應佔虧損約人民幣33,534,000元(二零二三年：人民幣10,392,000元)及年內已發行308,860,000股(二零二三年：308,860,000股)普通股計算。

#### 每股攤薄虧損

概無呈列每股攤薄虧損，因為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已發行潛在攤薄普通股。

# 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

### 16. PROPERTY, PLANT AND EQUIPMENT

### 16. 物業、廠房及設備

		Buildings	Leasehold improvements	Plant and machinery	Furniture and fixtures	Motor vehicles	Total
		樓宇	租賃物業裝修	廠房及機器	傢私及裝置	汽車	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>COST:</b>	<b>成本：</b>						
At 1 January 2023	於二零二三年一月一日	149,528	34	46,944	1,934	408	198,848
Additions	添置	12,773	-	475	32	-	13,280
Disposals	出售	-	-	(4,281)	-	-	(4,281)
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	162,301	34	43,138	1,966	408	207,847
Additions	添置	11,265	-	-	159	-	11,424
At 31 December 2024	於二零二四年十二月三十一日	173,566	34	43,138	2,125	408	219,271
<b>ACCUMULATED DEPRECIATION AND IMPAIRMENT:</b>	<b>累計折舊及減值：</b>						
At 1 January 2023	於二零二三年一月一日	36,154	34	45,350	1,893	408	83,839
Charged for the year	年內扣除	4,058	-	715	17	-	4,790
Eliminated on disposals	出售時對銷	-	-	(4,118)	-	-	(4,118)
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	40,212	34	41,947	1,910	408	84,511
Charged for the year	年內扣除	4,350	-	503	23	-	4,876
At 31 December 2024	於二零二四年十二月三十一日	44,562	34	42,450	1,933	408	89,387
<b>CARRYING AMOUNT:</b>	<b>賬面值：</b>						
<b>At 31 December 2024</b>	於二零二四年十二月三十一日	<b>129,004</b>	<b>-</b>	<b>688</b>	<b>192</b>	<b>-</b>	<b>129,884</b>
At 31 December 2023	於二零二三年十二月三十一日	122,089	-	1,191	56	-	123,336

The buildings are situated on land in the PRC under remaining lease term of 30.5 years (2023: 31.5 years).

樓宇處於位於中國之土地上，剩餘租期為30.5年（二零二三年：31.5年）。

As at 31 December 2024, certain buildings with the carrying amount of approximately RMB40,093,000 (2023: RMB41,501,000) were pledged to a bank to secure bank borrowing granted to the Group (note 28(i)).

於二零二四年十二月三十一日，賬面值約人民幣40,093,000元（二零二三年：人民幣41,501,000元）之若干樓宇已質押予一間銀行以作為授予本集團銀行借貸之抵押（附註28(i)）。

# 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. PROPERTY, PLANT AND EQUIPMENT (continued)

In addition, management of the Company also, conducted impairment assessments on the Group's plant and machinery with reference to their estimated selling prices as valued by the external valuer and is of the view that no impairment is required to be made on the plant and machinery as their estimated selling prices at 31 December 2024 and 31 December 2023 are not less than the carrying amounts of such assets as at those respective dates.

In 2024, the depreciation of property, plant and equipment totaled RMB4,876,000, all of which was included in administrative expenses.

### 17. RIGHT-OF-USE ASSETS

#### Disclosures of lease-related items:

#### At 31 December:

Right-of-use assets  
– Land use right

#### 於十二月三十一日：

使用權資產  
– 土地使用權

8,779

9,072

#### Year ended 31 December:

Depreciation charge of right-of-use assets  
– Land use right

#### 截至十二月三十一日止年度：

使用權資產之折舊支出  
– 土地使用權

293

293

As at 31 December 2024 and 2023, the Group's land use right represents the leasehold land with the remaining lease period of 30.5 years (2023: 31.5 years) and located at No. 7, Dianzi Street, Demonstration Zone, Shanxi, the PRC. Such land use right was pledged to a bank to secure bank borrowings granted to the Group (note 28).

The carrying amount of the land use right is amortised on the straight-line basis over the remaining lease period.

### 16. 物業、廠房及設備 (續)

此外，本公司管理層亦已參考外部估值師所估值之估計售價對本集團之廠房及機器進行減值評估，並認為無須就該廠房及機器作出減值，原因為其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之估計售價不低於有關資產於該等相關日期之賬面值。

於二零二四年，物業、廠房及設備折舊合共為人民幣4,876,000元，全部計入行政開支。

### 17. 使用權資產

#### 租賃相關項目之披露：

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

於二零二四年及二零二三年十二月三十一日，本集團的土地使用權為位於中國山西示範區電子街7號的租賃土地，餘下租賃期為30.5年（二零二三年：31.5年）。該土地使用權已質押予一間銀行，作為本集團獲授之銀行借貸之抵押（附註28）。

土地使用權之賬面值按直線基準於餘下租賃期內攤銷。

# 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

### 18. SUBSIDIARIES

Particulars of the principal subsidiaries are as follows:

Company name 公司名稱	Place of incorporation or registration/ operations 註冊成立或 登記/營運地點	Registered/ paid up capital 註冊股本/ 繳足資本	Percentage of equity interests attributable to the Company 本公司應佔股 權百分比		Principal activities 主要業務
			2024 二零二四年	2023 二零二三年	
<b>Direct</b> 直接					
Shanxi Changcheng Huiqing Environmental Technology Company Limited* ("Changcheng Huiqing") 山西長城匯清環保科技有限公司 (「長城匯清」)	PRC 中國	RMB1,000,000/ RMB200,000 人民幣1,000,000元/ 人民幣200,000元	55%	55%	Wholesale of household water purifiers 家用淨水器批發
Shanxi Shansite Optoelectronics Technology Co., Limited* ("Shansite") 山西閃思特光電科技有限公司(「閃思特」)	PRC 中國	RMB5,000,000/ RMB NIL <sup>^</sup> 人民幣5,000,000元/ 人民幣零元 <sup>^</sup>	100%	100%	Sales of optoelectronic and fiber optics products 銷售光電及光纖產品

\* The English names of the PRC companies referred to above in this note represent management's best efforts in translating the Chinese names of those companies as no English names have been registered or available.

<sup>^</sup> None of these registered capital has been paid by the Group as at 31 December 2024 and 2023.

None of the non-controlling interests is considered individually significant.

The directors are of the opinion that a complete list of the subsidiaries of the Company will be of excessive length and therefore the above list contains only the particulars of subsidiaries which principally affect the results or assets of the Group.

None of the subsidiaries had issued any debt securities at the end of both years or at any time during both of the years.

The Group had no subsidiary which has material non-controlling interests for the years ended 31 December 2024 and 2023, accordingly financial information regarding the non-controlling interests is not presented in the consolidated financial statements.

### 18. 附屬公司

主要附屬公司詳情如下：

Company name 公司名稱	Place of incorporation or registration/ operations 註冊成立或 登記/營運地點	Registered/ paid up capital 註冊股本/ 繳足資本	Percentage of equity interests attributable to the Company 本公司應佔股 權百分比		Principal activities 主要業務
			2024 二零二四年	2023 二零二三年	
<b>Direct</b> 直接					
Shanxi Changcheng Huiqing Environmental Technology Company Limited* ("Changcheng Huiqing") 山西長城匯清環保科技有限公司 (「長城匯清」)	PRC 中國	RMB1,000,000/ RMB200,000 人民幣1,000,000元/ 人民幣200,000元	55%	55%	Wholesale of household water purifiers 家用淨水器批發
Shanxi Shansite Optoelectronics Technology Co., Limited* ("Shansite") 山西閃思特光電科技有限公司(「閃思特」)	PRC 中國	RMB5,000,000/ RMB NIL <sup>^</sup> 人民幣5,000,000元/ 人民幣零元 <sup>^</sup>	100%	100%	Sales of optoelectronic and fiber optics products 銷售光電及光纖產品

\* 本附註上文所述中國公司之英文名稱乃管理層盡最大努力對該等公司之中文名稱之翻譯，因為概無註冊或可獲得之英文名稱。

<sup>^</sup> 於二零二四年及二零二三年十二月三十一日，本集團並無繳付該等註冊資本。

概無非控股權益被視為個別重大。

董事認為本公司附屬公司之完整名單過於冗長，因此上述名單僅載有主要影響本集團業績或資產之附屬公司之詳情。

於兩個年度末或兩個年度之任何時間，概無附屬公司發行任何債務證券。

截至二零二四年及二零二三年十二月三十一日止年度，本集團並無具重大非控股權益之附屬公司，故有關非控股權益的財務資料並未於綜合財務報表呈列。

# 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

### 19. INVESTMENT IN ASSOCIATES

### 19. 於聯營公司之投資

		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
Unlisted investments:	非上市投資：		
Share of net assets	應佔資產淨值	-	-
Due from associates	應收聯營公司款項	1,253	1,180
		<b>1,253</b>	1,180
Impairment losses	減值虧損	<b>(1,253)</b>	(1,180)
		-	-

The following table shows information of associates that are material to the Group. These associates are accounted for in the consolidated financial statements using the equity method. The summarised financial information presented is based on the HKFRS financial statements of the associates.

下表列示對本集團屬重大之聯營公司之資料。該等聯營公司使用權益法於綜合財務報表內列賬。所呈列之財務資料概要乃基於該等聯營公司之按香港財務報告準則編製之財務報表。

Company name 公司名稱	Place of incorporation or registration/ operations 註冊成立或登記/營運地點	Registered/ paid up capital 註冊股本/繳足資本	Percentage of equity interests attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			2024 二零二四年	2023 二零二三年	
<b>Direct</b> 直接					
Shanxi Huayuan Transport Optical Technology and Engineering Company Limited* ("Huayuan Transport") 山西華遠交通光電技術工程有限公司 ([華遠交通])	PRC 中國	RMB11,000,000/ RMB11,000,000 人民幣11,000,000元/ 人民幣11,000,000元	<b>36%</b>	36%	Development of fibre optic intelligent transport system business in the PRC 於中國發展光纖智能傳輸系統業務
Taiyuan Changcheng Luojiuguang Optical Technology Company Limited* ("Changcheng Luojiuguang") 太原長城籬箕光電科技有限公司 ([長城籬箕光])	PRC 中國	RMB2,000,000/ RMB1,720,000 人民幣2,000,000元/ 人民幣1,720,000元	<b>35%</b>	35%	Manufacturing, processing, research and development and sales of electronic components and optical subcomponents 電子元件及光電元器件的生產、加工、研發及銷售

# 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 IN ASSOCIATES (continued)

### 19. 於聯營公司之投資 (續)

Company name 公司名稱	Place of incorporation or registration/ operations 註冊成立或登記/營運地點	Registered/ paid up capital 註冊股本/繳足資本	Percentage of equity interests attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			2024 二零二四年	2023 二零二三年	
Taiyuan Weiguang Feifan Education Management Consultant Company Limited* ("Weiguang Feifan") 太原維光非凡教育管理諮詢有限公司 〔維光非凡〕	PRC 中國	RMB100,000/ RMB NIL <sup>^</sup> 人民幣100,000元/ 人民幣零元 <sup>^</sup>	49%	49%	Education information consultation, organizing cultural and artistic exchange activities, housing lease 教育資訊諮詢·組織文化及藝術交流活動·房屋租賃

\* The English names of the PRC companies referred to above in this note represent management's best efforts in translating the Chinese names of those companies as no English names have been registered or available.

\* 本附註上文所述中國公司之英文名稱乃管理層盡最大努力對該等公司之中文名稱之翻譯，因為概無註冊或可獲得之英文名稱。

<sup>^</sup> None of these registered capital has been paid by investors as at 31 December 2024 and 2023.

<sup>^</sup> 於二零二四年及二零二三年十二月三十一日，投資者並無繳付該等註冊資本。

The amounts due from associates are unsecured, interest free and are not expected to be realised within one year from the end of the reporting period and are considered to be quasi-equity loan.

應收聯營公司款項乃無抵押、免息及預期不會於自報告期末起一年內變現，且被視為准股權貸款。

As at 31 December 2024, the Group recognised impairment losses of approximately RMB1,253,000 (2023: RMB1,180,000) in respect of the interests in the associates mainly due to uncertainties surrounding the industry in which the associate operates.

於二零二四年十二月三十一日，本集團就聯營公司之權益確認減值虧損約人民幣1,253,000元（二零二三年：人民幣1,180,000元），主要由於該聯營公司所從事之行業遭受的不明朗因素所致。

The associates are accounted for using the equity method in these consolidated financial statements and the associates are not considered to be individually material to the Group.

聯營公司使用權益法於此等綜合財務報表內入賬，且聯營公司不被視為個別對本集團而言屬重大。

The Group has discontinued the recognition of its share of results of associates as the share of losses of the associates exceeded the Group's interest in the associates.

本集團已終止確認其分佔聯營公司業績，原因是分佔聯營公司虧損超出本集團於聯營公司之權益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 20. INVENTORIES

### 20. 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
Raw materials	原材料	401	413
Work in progress	在製品	3,006	3,884
Finished goods	製成品	5,872	9,191
		<b>9,279</b>	13,488

### 21. TRADE RECEIVABLES

### 21. 應收貿易賬款

		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
Trade receivables	應收貿易賬款	27,247	28,215
Provision for loss allowance	計提虧損撥備	(21,366)	(11,189)
Trade receivables, net	應收貿易賬款，淨額	<b>5,881</b>	17,026

Trade receivables are past due when a counterparty has failed to make a payment when contractually due. Credit terms granted to customers vary from contract to contract. The credit period granted to customers is 0 to 90 days (2023: 0 to 90 days) from payment application date, except for the retention receivables.

當對手方不能於合約到期時支付款項，應收貿易賬款被視為逾期。各合約內授予客戶的信貸期互不相同。授予客戶的信貸期為付款申請日期起0至90日（二零二三年：0至90日），惟應收保留金除外。

# 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. TRADE RECEIVABLES (continued)

The aging analysis of the trade receivables based on the invoice date and net of loss allowance, is 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
0 – 90 days	0至90日	5,561	5,025
91 – 180 days	91至180日	320	4,428
181 – 365 days	181至365日	–	7,543
Over 1 year	1年以上	–	30
		<b>5,881</b>	<b>17,026</b>

Reconciliation of the loss allowance for trade receivables:

		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	11,189	13,429
Provision for/(reversal of) impairment loss, net	減值虧損撥備／(撥回)淨額	10,177	(2,240)
At 31 December	於十二月三十一日	<b>21,366</b>	<b>11,189</b>

The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information. Set out below is the information about the credit risk exposure on the Group's trade receivables (excluding trade receivables under individual assessment) using a provision matrix.

### 21. 應收貿易賬款 (續)

應收貿易賬款扣除虧損撥備後基於發票日期的賬齡分析如下：

	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
0 – 90 days	5,561	5,025
91 – 180 days	320	4,428
181 – 365 days	–	7,543
Over 1 year	–	30
	<b>5,881</b>	<b>17,026</b>

應收貿易賬款虧損撥備之對賬：

	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	11,189	13,429
Provision for/(reversal of) impairment loss, net	10,177	(2,240)
At 31 December	<b>21,366</b>	<b>11,189</b>

本集團應用香港財務報告準則第9號下的簡易方法就所有應收貿易賬款使用全期預期虧損撥備計提預期信貸虧損。為計量預期信貸虧損，應收貿易賬款已根據共享信貸風險特徵及逾期日數進行分組。預期信貸虧損亦包含前瞻性資料。下文載列有關使用撥備矩陣分析之本集團應收貿易賬款（不包括個別評估之應收貿易賬款）之信貸風險敞口之資料。

# 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. TRADE RECEIVABLES (continued)

### 21. 應收貿易賬款 (續)

		Over 3 months past due 未逾期	Over 6 months past due 逾期多於3個月	Over 9 months past due 逾期多於6個月	Over one year past due 逾期多於9個月	Over one year past due 逾期1年以上	Total 總計
<b>At 31 December 2024</b>	於二零二四年十二月三十一日						
Weighted average expected loss rate	加權平均預期虧損率	0%	27%	0%	0%	100%	
Receivable amount (RMB'000)	可收回金額(人民幣千元)	5,566	405	-	-	188	6,159
Loss allowance (RMB'000)	虧損撥備(人民幣千元)	-	(90)	-	-	(188)	(278)
<b>At 31 December 2023</b>	於二零二三年十二月三十一日						
Weighted average expected loss rate	加權平均預期虧損率	0%	0%	*	5%	100%	
Receivable amount (RMB'000)	可收回金額(人民幣千元)	5,025	4,484	6,500	1,072	11,134	28,215
Loss allowance (RMB'000)	虧損撥備(人民幣千元)	-	-	(5)	(50)	(11,134)	(11,189)

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.

估計虧損率乃按應收賬款於預計年期內觀察所得之過往違約率進行估算，且就毋須付出不必要成本或努力即可獲得之前瞻性資料作出調整。管理層定期檢討有關分類以確保有關特定應收賬款之相關資料為最新資料。

As at 31 December 2024, trade receivables of net carrying amount of zero with gross carrying amount and loss allowance of RMB21,088,000 are under individual assessment impaired with expected loss rate of 100% (2023: No trade receivables was impaired individually).

於二零二四年十二月三十一日，賬面淨額為零及總賬面值及虧損撥備為人民幣21,088,000元之應收貿易賬款已進行個別減值評估，預期虧損率為100%（二零二三年：概無貿易應收賬款已個別減值）。

\* Nearly zero.

\* 接近為零。

### 22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### 22. 預付款、按金及其他應收款項

		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
Prepayments	預付款	1,942	673
Other receivables	其他應收款項	12,022	12,900
		<b>13,964</b>	13,573
Provision for loss allowance	虧損撥備	(i) (5,205)	(5,102)
Other receivables, net	其他應收款項淨額	8,759	8,471

# 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

### 22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

- (i) Reconciliation of the loss allowance for other receivables:

		2024 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
At 1 January	於一月一日	<b>5,102</b>	5,137
Provision for/(reversal of) impairment loss	減值虧損撥備／(撥回)	<b>103</b>	(35)
At 31 December	於十二月三十一日	<b>5,205</b>	5,102

### 22. 預付款、按金及其他應收款項 (續)

- (i) 其他應收款項虧損撥備之對賬：

### 23. BANK AND CASH BALANCES

		2024 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
Cash at bank	銀行現金	<b>252</b>	275
Cash on hand	手頭現金	<b>40</b>	2
Bank and cash balances	銀行及現金結餘	<b>292</b>	277

### 23. 銀行及現金結餘

At the end of the reporting period, the bank balances and cash of the Group are mainly denominated in RMB.

RMB is not freely convertible into foreign currencies. Under the PRC's Foreign Exchange Control Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

Cash at bank earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

於報告期末，本集團之銀行結餘及現金主要以人民幣為單位。

人民幣並非可自由兌換為外幣的貨幣。根據中國的外匯管制條例，本集團獲准透過已獲授權進行外匯業務之銀行以人民幣兌換外幣。

於銀行之現金根據銀行每日銀行存款利率按浮動利率賺取利息。銀行結餘存放於信譽良好及最近並無違約記錄之銀行。

# 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

### 24. TRADE PAYABLES

The aging analysis of trade payables, based on the date of receipt of goods, is as follows:

		2024	2023
		二零二四年	二零二三年
		<b>RMB'000</b>	<b>RMB'000</b>
		人民幣千元	人民幣千元
0 to 90 days	0至90日	245	616
91 to 180 days	91日至180日	360	106
181 to 365 days	181日至365日	403	1,840
Over 1 year	超過1年	7,824	6,145
		<b>8,832</b>	<b>8,707</b>

### 24. 應付貿易賬款

應付貿易賬款根據貨物發票日期之賬齡分析如下：

### 25. ACCRUALS AND OTHER PAYABLES

Accrued construction cost and salaries, and other payables	應計工程成本及薪酬及其他應付款項	146,589	126,312
Other accrued expenses	其他應計開支	10,008	9,607
Legal claims payable (note)	應付法律索償(附註)	18,877	15,310
Others	其他	4,029	3,499
		<b>179,503</b>	<b>154,728</b>

### 25. 應計款項及其他應付款項

		2024	2023
		二零二四年	二零二三年
		<b>RMB'000</b>	<b>RMB'000</b>
		人民幣千元	人民幣千元
		<b>146,589</b>	<b>126,312</b>
		<b>10,008</b>	<b>9,607</b>
		<b>18,877</b>	<b>15,310</b>
		<b>4,029</b>	<b>3,499</b>
		<b>179,503</b>	<b>154,728</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. ACCRUALS AND OTHER PAYABLES (continued)

Movements of the legal claims payable 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	15,310	8,087
Addition in the year	年內增加	3,567	7,223
At 31 December	於十二月三十一日	18,877	15,310

During the year, the Group received certain judgments issued by PRC courts regarding legal claims filed by construction contractors and former employees of the Group in respect of debts that the Group owed these parties. Having reviewed the PRC courts' judgments, the Company's management considered it appropriate to recognise losses on legal claims and interest expenses resulting from delayed or non-payment of court-awarded amounts from prior years' rulings, amounting to approximately RMB3,567,000 (2023: RMB7,223,000), which represents additional payables to the claimants as calculated to be the excess of the amounts of payables judged over the payables and accrued expenses which were accounted for in the consolidated financial statements of the Group for the previous years.

### 25. 應計款項及其他應付款項 (續)

應付法律索償之變動如下：

年內，本集團收到中國法院就建築承包商及本集團前僱員就本集團結欠該等人士的債務提出的法律索償作出的若干判決。經審閱中國法院的判決後，本公司管理層認為確認法律索償虧損及延遲或未支付過往年度裁決的法院判決金額而產生的利息開支約人民幣3,567,000元（二零二三年：人民幣7,223,000元）屬適當，即額外應付索償人款項，按所判決應付款項超出於本集團過往年度之綜合財務報表入賬之應付款項及應計開支計算。

# 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

### 26. CONTRACT LIABILITIES

### 26. 合約負債

		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
Advance payments received from customers for sales of goods	就銷售貨品自客戶收取之預付款項	5,642	5,365
<b>Movements in contract liabilities</b>		<b>合約負債之變動</b>	
		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
Balance at 1 January	於一月一日之結餘	5,365	5,928
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the period	因年內確認期初已計入合約負債之收入而導致合約負債減少	(27)	(687)
Increase in contract liabilities as a result of advance payments received from customers	因自客戶收取墊付款項而導致合約負債增加	304	124
Balance at 31 December	於十二月三十一日之結餘	5,642	5,365

A contract liability represents the Group's obligation to transfer products or services to a customer for which the Group has received consideration from the customer.

合約負債是指本集團已收客戶對價而向客戶轉讓產品或服務的義務。

As at 31 December 2024, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing contract is approximately RMB5,642,000 (2023: RMB5,365,000). This amount represents revenue expected to be recognised in the future from sales of goods by the Group to the customers. The Group will recognise the expected revenue in future when the goods are assigned to the customers, which is expected to occur over the next 12 months (2023: next 12 months).

於二零二四年十二月三十一日，分配至本集團現有合約餘下履行責任的交易價格總金額為約人民幣5,642,000元（二零二三年：人民幣5,365,000元）。該金額為預期於未來從本集團向客戶銷售貨物將確認之收益。本集團將於未來當貨物分配至客戶時（預期在未來12個月（二零二三年：未來12個月）內發生）確認預期收益。

# 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

### 27. AMOUNTS DUE TO SHAREHOLDERS

Amount due for settlement after 12 months

### 27. 應付股東款項

須於12個月後結償之款項

		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
Amounts due to shareholders	應付股東款項		
– unsecured	– 無抵押	<b>25,278</b>	23,413
		<b>25,278</b>	23,413
Amounts due to shareholders	應付股東款項		
– balances plus interest recognised based on effective interest rate of 12.33% per annum (note (i))	– 餘額加按實際年利率12.33%計算之已確認利息(附註(i))	<b>14,918</b>	13,279
– balances plus interest recognised at floating rates (note (ii), (iii))	– 餘額加按浮動利率確認之利息(附註(ii)、(iii))	<b>370</b>	308
– balances plus interest recognised at interest rates of 3.35% – 4.35% per annum (note (iv))	– 餘額加按每年3.35% – 4.35%之利率確認之利息(附註(iv))	<b>1,477</b>	1,313
– interest free (note (v))	– 免息(附註(v))	<b>8,513</b>	8,513
		<b>25,278</b>	23,413
Amounts due to shareholders repayable	償還應付股東款項		
– on demand or within one year	– 按要求或於一年內	<b>10,309</b>	9,826
– in the second year	– 第二年	<b>14,969</b>	308
– in the third to fifth year, inclusive	– 第三年至第五年 (首尾兩年包括在內)	–	13,279
		<b>25,278</b>	23,413
Analysed for reporting purposes:	就呈報目的分析如下:		
Classified in	分類至		
– current liabilities	– 流動負債	<b>10,309</b>	9,826
– non-current liabilities	– 非流動負債	<b>14,969</b>	13,587
		<b>25,278</b>	23,413

# 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

### 27. AMOUNTS DUE TO SHAREHOLDERS (continued)

Note:

- (i) In December 2022, the Company entered into an agreement with a shareholder for the revision of the terms of a part of the loan due to the shareholder with effect from 1 January 2022, pursuant to which (i) the repayment of the loan due by the Group to the shareholder with the principal amount of RMB14,600,000 has been extended to the revised maturity date of 26 December 2026; and (ii) interest is chargeable on the outstanding amount at 5.12% per annum.

The fair value of the unsecured loan due to the shareholder with the principal amount of RMB14,600,000 at the effective date of the revision of terms of the loan was estimated to be approximately RMB10,524,000, using the effective interest rate of 12.33% per annum, as valued by an external valuer. The gain arising from the revision of the terms of the shareholder's loan amounted to approximately RMB4,076,000, which was calculated as the difference between the principal amount of the loan of RMB14,600,000 and the fair value of the loan of approximately RMB10,524,000, was dealt with in equity and was included in other reserve of the Group during the year ended 31 December 2022. As at December 2024, the accrued interest with effective rate at 12.33% per annum was approximately RMB4,394,000 (2023: RMB2,755,000).

As at 31 December 2024, the the total face amount of this loan due to the shareholder approximately RMB14,825,000 (2023: RMB14,750,000), comprised a principal amount of approximately RMB14,600,000 (2023: RMB14,600,000) and accrued interest payable of approximately RMB225,000 (2023: RMB150,000). The effective interest rate at 31 December 2024 adopted for this loan is 12.33% (2023:12.33%) per annum.

### 27. 應付股東款項 (續)

附註：

- (i) 於二零二二年十二月，本公司與一名股東訂立協議，以修訂部分應付股東貸款之條款（自二零二二年一月一日起生效），據此，(i)償還本集團結欠股東之本金額人民幣14,600,000元之貸款已延長至經修訂到期日二零二六年十二月二十六日；及(ii)尚未償還金額按每年5.12%之利率收取利息。

經外部估值師估值，於修訂貸款條款生效日期本金額為人民幣14,600,000元之應付股東無抵押貸款之公平值估計約為人民幣10,524,000元，實際年利率為12.33%。修訂股東貸款條款產生之收益為約人民幣4,076,000元，乃按貸款之本金額人民幣14,600,000元與貸款之公平值約人民幣10,524,000元之間的差額計算，且於截至二零二二年十二月三十一日止年度已於權益內處理並計入本集團之其他儲備。於二零二四年十二月三十一日，按實際年利率12.33%計算之應計利息為約人民幣4,394,000元（二零二三年：人民幣2,755,000元）。

於二零二四年十二月三十一日，應付股東的該筆貸款總面值約為人民幣14,825,000元（二零二三年：人民幣14,750,000元），包括本金額約人民幣14,600,000元（二零二三年：人民幣14,600,000元）及應計應付利息約人民幣225,000元（二零二三年：人民幣150,000元）。就此筆貸款採納之於二零二四年十二月三十一日之實際利率為每年12.33%（二零二三年：12.33%）。

# 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

### 27. AMOUNTS DUE TO SHAREHOLDERS

(continued)

Notes: (continued)

- (ii) In June 2023, the Company entered into a loan agreement with the abovementioned shareholder for a loan with a principal amount of RMB300,000. The loan is unsecured, bearing interest rate at Loan Prime Rate (“LPR”) plus 10% of LPR, and matures in May 2025. As at 31 December 2024, the carrying amount of the principal amount of the loan plus accrued interest was RMB319,000 (2023: RMB308,000).
- (iii) In May 2024, the Company entered into another loan agreement with the abovementioned shareholder for a loan with a principal amount of RMB50,000. The loan is unsecured, bearing interest rate at Loan Prime Rate (“LPR”) plus 10% of LPR, and matures in April 2026. As at 31 December 2024, the carrying amount of the principal amount of the loan plus accrued interest was RMB51,000 (2023: RMB Nil).
- (iv) The balance of RMB1,477,000 represented the loans granted by another shareholders with principal amounts of RMB1,314,000 (2023: RMB1,194,000) plus accrued interest of RMB163,000 (2023: RMB119,000). The loans are unsecured, bearing interest at 3.35% to 4.35% and repayable on demand (2023: The loans are unsecured, bearing interest at 3.65% to 4.35% and repayable on demand).
- (v) The advance from a shareholder is unsecured, interest free and repayment on demand.

### 27. 應付股東款項 (續)

附註：(續)

- (ii) 於二零二三年六月，本公司就本金金額人民幣300,000元之貸款與上述股東訂立貸款協議。該貸款為無抵押，按貸款市場報價利率（「貸款市場報價利率」）加貸款市場報價利率之10%之利率計息，並且於二零二五年五月到期。於二零二四年十二月三十一日，該貸款之本金金額加應計利息之賬面值為人民幣319,000元（二零二三年：人民幣308,000元）。
- (iii) 於二零二四年五月，本公司就本金金額人民幣50,000元之貸款與上述股東訂立另一份貸款協議。該貸款為無抵押，按貸款市場報價利率（「貸款市場報價利率」）加貸款市場報價利率之10%之利率計息，並且於二零二六年四月到期。於二零二四年十二月三十一日，該貸款之本金金額加應計利息之賬面值為人民幣51,000元（二零二三年：人民幣零元）。
- (iv) 餘額人民幣1,477,000元為其他股東授予之本金金額為人民幣1,314,000元（二零二三年：人民幣1,194,000元）加應計利息人民幣163,000元（二零二三年：人民幣119,000元）之貸款。該等貸款為無抵押，按3.35%至4.35%之利率計息及須按要求償還（二零二三年：該等貸款為無抵押，按3.65%至4.35%之利率計息及須按要求償還）。
- (v) 來自股東之墊款為無抵押、免息及須按要求償還。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 28. BANK AND OTHER BORROWINGS

### 28. 銀行及其他借貸

			2024	2023
		Notes	二零二四年	二零二三年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
Bank borrowing	銀行借貸	(i)	6,000	6,020
Other borrowings	其他借貸	(ii)	64,770	64,768
			<b>70,770</b>	<b>70,788</b>

The borrowings are repayable as follows:

借貸償還如下：

			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
On demand or within one year	按要求或於一年內		11,944	11,764
In the second year	第二年內		58,826	-
In the third to fifth years, inclusive	第三至第五年 (首尾兩年包括在內)		-	59,024
			<b>70,770</b>	<b>70,788</b>
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於12個月內結算之應付款項(於流動負債項下列示)		<b>(11,944)</b>	<b>(11,764)</b>
Amount due for settlement after 12 months	於12個月後結算之應付款項		<b>58,826</b>	<b>59,024</b>

Note:

附註：

- (i) On 21 June 2023, the Company entered into an agreement with the bank for the revision of the terms of a part of the loan with effect from 30 June 2023, pursuant to which (i) the repayment of the remaining loan principal amount of RMB6,000,000 has been extended to the revised maturity date of 30 November 2024; and (ii) interest is chargeable on the outstanding amount at 7.13% (2023: 6.92%) per annum. As at 31 December 2024, the bank borrowing was defaulted and was negotiating with the bank for further extension of maturity date.

- (i) 於二零二三年六月二十一日，本公司與銀行訂立協議，以修訂部分貸款之條款（自二零二三年六月三十日起生效），據此，(i)償還本金額人民幣6,000,000元之餘下貸款已延長至經修訂到期日二零二四年十一月三十日；及(ii)尚未償還金額按每年7.13%（二零二三年：6.92%）之利率收取利息。於二零二四年十二月三十一日，銀行借貸已違約且正在與銀行磋商以進一步延長到期日。

The loan is secured by (i) the pledge of the Group's right-of-use asset located at No.7, Dianzi Street, Demonstration Zone, Shanxi, the PRC (note 17) and (ii) certain buildings (note 16).

貸款以(i)抵押本集團位於中國山西省示範區電子街七號之使用權資產（附註17）及(ii)若干樓宇（附註16）作抵押。

# 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. BANK AND OTHER BORROWINGS

(continued)

Notes: (continued)

(ii) An analysis of the other borrowings is as follows:

### 28. 銀行及其他借貸 (續)

附註：(續)

(ii) 其他借貸之分析如下：

		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
	Note 附註		
Loan from a director of the Company	(a)	342	331
Loan from the holding company of a shareholder of the Company	(b)	8,826	7,858
Loans from third parties	(c)	55,602	56,579
		<b>64,770</b>	<b>64,768</b>

(a) The loan from a director of the Company, Mr. Yuan Guoliang is unsecured, carries interest at 4.35% per annum and is repayable on demand.

(b) The loan from the holding company of a shareholder of the Company is unsecured, carries interest at 12% per annum and is repayable by 31 December 2026.

(c) The Company entered into agreements in May 2024 with a loan lender for the revision of the terms of the loans with effect from 1 April 2023, pursuant to which:

- interests are chargeable on these loans at 12% per annum; and
- accumulated interests charged on the loans amounted to approximately RMB7,475,000 were waived by the loan lender during the year ended 31 December 2024.

(a) 來自本公司董事袁國良先生之貸款為無抵押、按年利率4.35%計息及須按要求償還。

(b) 來自本公司一名股東之控股公司之貸款為無抵押、按年利率12%計息及須於二零二六年十二月三十一日前償還。

(c) 本公司於二零二四年五月與一名貸款人訂立協議以修訂貸款之條款（自二零二三年四月起生效），據此：

- 該等貸款按每年12%之利率計息；及
- 於截至二零二四年十二月三十一日止年度該等貸款應收取之累計利息約人民幣7,475,000元已獲貸款人豁免。

# 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. BANK AND OTHER BORROWINGS

(continued)

The interests payable amounted to approximately RMB7,475,000 waived by the loan lender have been credited to profit or loss of the Group for the year ended 31 December 2024 and were included in other income, gains and losses, net (note 9).

As at 31 December 2024, the aggregate carrying amount of the other borrowings from third parties remained outstanding is approximately RMB55,602,000 (2023: RMB56,579,000), comprising the principal amounts and interests thereon. And as at 31 December 2024, the loans from third parties amounted to approximately RMB5,602,000 are repayable on demand; and amounted to approximately RMB50,000,000 are repayable by 31 December 2026. The effective interest rates at 31 December 2024 adopted for these other borrowings ranged from 2% to 30% per annum (2023: 2% to 30% per annum).

### 28. 銀行及其他借貸 (續)

貸款人豁免之應付利息約人民幣7,475,000元已計入本集團於截至二零二四年十二月三十一日止年度之損益內，並且計入其他收入、收益及虧損，淨額（附註9）。

於二零二四年十二月三十一日，仍未償還之來自第三方之其他借貸之總賬面值為約人民幣55,602,000元（二零二三年：人民幣56,579,000元）（包括本金額及其利息）。於二零二四年十二月三十一日，來自第三方之貸款約人民幣5,602,000元須按要求償還，以及金額約人民幣50,000,000元須於二零二六年十二月三十一日前償還。於二零二四年十二月三十一日，就該等其他借貸採納之實際利率介乎每年2%至30%（二零二三年：每年2%至30%）。

# 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. DEFERRED GOVERNMENT GRANTS

### 29. 遞延政府資助

		2024	2023
		二零二四年	二零二三年
		<b>RMB'000</b>	<b>RMB'000</b>
		人民幣千元	人民幣千元
Cost:	成本：		
At 1 January	於一月一日	<b>49,072</b>	48,302
Additions	增加	-	770
At 31 December	於十二月三十一日	<b>49,072</b>	49,072
Accumulated Amortisation:	累計攤銷：		
At 1 January	於一月一日	<b>32,102</b>	28,535
Amortisation for the year	年內攤銷	<b>2,200</b>	3,567
At 31 December	於十二月三十一日	<b>34,302</b>	32,102
Carrying Amount:	賬面值		
At 31 December	於十二月三十一日	<b>14,770</b>	16,970
Analysed for reporting purposes:	就呈報目的分析如下：		
Classified in	分類至		
– current liabilities	– 流動負債	<b>2,200</b>	2,200
– non-current liabilities	– 非流動負債	<b>12,570</b>	14,770
		<b>14,770</b>	16,970

The Group received government grants for the Group's facilities for development and research of its products, and for enhancing the Group's production facilities. The amounts are deferred and amortised over the estimated useful lives of the respective assets.

本集團就本集團之產品研發設施以及提升本集團之生產設施獲得政府資助。該等款項於相關資產之估計可使用年內遞延及攤銷。

# 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

### 30. SHARE CAPITAL

### 30. 股本

		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
<b>Authorised, issued and fully paid:</b>	<b>法定、已發行及繳足股款：</b>		
198,860,000 (2023: 198,860,000) domestic shares of RMB0.10 each	198,860,000股 (二零二三年： 198,860,000股) 每股面值人民幣0.10元 之內資股	<b>19,886</b>	19,886
110,000,000 (2023: 110,000,000) H shares of RMB0.10 each	110,000,000股 (二零二三年： 110,000,000股) 每股面值人民幣0.10元 之H股	<b>11,000</b>	11,000
		<b>30,886</b>	30,886

#### Notes:

There were no changes in the Company's share capital during the years ended 31 December 2024 and 31 December 2023.

Except for the currency in which dividends are paid and the restrictions as to whether the shareholders can be the PRC investors or foreign investors, domestic shares and H shares rank pair passu with each other.

#### 附註：

於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，本公司之股本並無變動。

除支付股息的貨幣以及股東是否可以中國投資者或外國投資者的限制外，內資股和H股彼此享有同等地位。

### 31. RESERVES

#### (a) Group

##### (i) Capital surplus

Capital surplus represents the excess of the proceeds received over the nominal value of the Company's H shares issued.

### 31. 儲備

#### (a) 本集團

##### (i) 資本盈餘

資本盈餘指已收取所得款項超出本公司之已發行H股面值部分。

# 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

### 31. RESERVES

#### (a) Group

##### (ii) Statutory surplus reserve

The Company's articles of association require the appropriation of 10% of the Company's profit after tax each year to the statutory surplus reserve until the balance reaches 50% of the Company's registered capital. According to the provisions of the Company's articles of association, in normal circumstances, the statutory surplus reserve shall only be used for making up losses, capitalisation into share capital and expansion of the Company's production and operations. For the capitalisation of the statutory surplus reserve into share capital, the remaining amount of such reserve shall not be less than 25% of the registered capital.

#### (b) Company

### 31. 儲備 (續)

#### (a) 本集團 (續)

##### (ii) 法定盈餘儲備

本公司組織章程細則規定，每年須提撥本公司除稅後溢利之10%至法定盈餘儲備，直至法定盈餘儲備結餘達到本公司註冊股本之50%。根據本公司組織章程細則規定，於正常情況下，法定盈餘儲備僅可用於彌補虧損、撥充股本及擴大大公司之生產及經營。將法定盈餘儲備資本化為股本時，有關儲備之餘額不得少於註冊股本25%。

		(b) 本公司				
		Capital surplus	Statutory surplus reserve	Other reserve	Accumulated losses	Total
		surplus	reserve	reserve	losses	
		資本盈餘	法定盈餘儲備	其他儲備	累計虧損	總計
		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
					(Restated)	(Restated)
					(經重列)	(經重列)
At 1 January 2023	於二零二三年一月一日	18,561	11,853	4,076	(166,702)	(132,212)
Loss for the year	年內虧損	-	-	-	(10,395)	(10,395)
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	<b>18,561</b>	<b>11,853</b>	<b>4,076</b>	<b>(177,097)</b>	<b>(142,607)</b>
Loss for the year	年內虧損	-	-	-	(33,349)	(33,349)
At 31 December 2024	於二零二四年十二月三十一日	<b>18,561</b>	<b>11,853</b>	<b>4,076</b>	<b>(210,446)</b>	<b>(175,956)</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

### 32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### Changes in liabilities arising from financing activities

The following table shows the Group's changes in liabilities arising from financing activities during the year:

		Amounts due to shareholders 應付股東款項 RMB'000 人民幣千元	Bank and other borrowings 銀行及其他借貸 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	20,884	68,597	89,481
Financing cash inflows	融資現金流入	2,175	481	2,656
Financing cash outflows	融資現金流出	(1,140)	(5,728)	(6,868)
Non-cash changes	非現金變動			
- Interest charges	- 利息費用	1,494	7,438	8,932
<b>At 31 December 2023 and 1 January 2024</b>	<b>於二零二三年十二月三十一日及 於二零二四年一月一日</b>	<b>23,413</b>	<b>70,788</b>	<b>94,201</b>
Financing cash inflows	融資現金流入	334	34	368
Financing cash outflows	融資現金流出	(159)	(854)	(1,013)
Non-cash changes	非現金變動			
- Interest charges	- 利息費用	1,690	8,277	9,967
- Waiver of other borrowing interest	- 免除其他借款之利息	-	(7,475)	(7,475)
<b>At 31 December 2024</b>	<b>於二零二四年十二月三十一日</b>	<b>25,278</b>	<b>70,770</b>	<b>96,048</b>

### 32. 綜合現金流量表附註

#### 融資活動產生之負債之變動

下表列示本年度內本集團融資活動產生之負債之變動：

### 33. CONTINGENT LIABILITIES

As at 31 December 2024, the Group and the Company did not have any significant contingent liabilities (2023: Nil).

### 33. 或然負債

於二零二四年十二月三十一日，本集團及本公司並無任何重大或然負債（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

### 34. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the reporting period are as follows:

Contracted contribution to associates (note 19)	對聯營公司所作訂約出資 (附註19)
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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
-----------------------------------	-----------------------------------

49

49

### 35. LITIGATIONS

During the year, the Company received several court judgments issued by PRC courts in relation to litigations lodged by construction contractors and former employees of the Group. Furthermore, due to delayed or non-payment of court-awarded amounts from prior years' rulings, interest expenses were incurred. Consequently, the amount recognized in the consolidated financial statements for legal claims payable amounted to approximately RMB3,567,000 (2023: RMB7,223,000), details of which are set out in note 25.

Apart from the above, management of the Company is not aware of any outstanding litigations at the end of the reporting period and up to the date of approval of these consolidated financial statements which would result in material adverse impact on the financial position of the Group.

### 36. RELATED PARTY TRANSACTIONS

Related parties are those parties that have the ability to control, jointly control or exert significant influence over the other party in making financial or operational decisions. Parties are also considered to be related if they are subject to common control or joint control. Related parties may be individuals or other entities.

#### (a) Key management compensation

The compensation of key management personnel is disclosed in note 13 to the consolidated financial statements.

### 34. 資本承諾

本集團於報告期末的資本承擔如下：

### 35. 訴訟

年內，本公司收到中國法院就建築承包商及本集團前僱員提起的訴訟而發出的若干判決。此外，由於延遲或未支付過往年度裁決的法院判決金額，產生利息開支。因此，於綜合財務報表中就應付法律索償確認的金額約為人民幣3,567,000元（二零二三年：人民幣7,223,000元），其詳情載於附註25。

除上述外，於報告期末及截至該等綜合財務報表批准日期，本公司管理層並不知悉有任何未決訴訟而將導致對本集團之財務狀況造成重大不利影響。

### 36. 關連人士交易

關連人士指有能力在財務或經營決策上控制、共同控制另一方或對另一方發揮重大影響力的人士。倘彼等受共同控制或聯合控制，則亦被視為有關連。關連人士可為個人或其他實體。

#### (a) 主要管理人員之報酬

主要管理人員之報酬披露於綜合財務報表附註13。

# 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. RELATED PARTY TRANSACTIONS

#### (b) Loans from a director and the holding company of shareholder

The director of the Company, Mr. Yuen Guoliang, and the holding company of a substantial shareholder of the Company made loans to the Group and the balances of the loans payable to the director and the holding company remained outstanding at 31 December 2024 are approximately RMB359,000 (2023: RMB331,000) and RMB8,827,000 (2023: RMB7,858,000) respectively. Details of the loans payable to the director and the holding company of the shareholder are set out in note 28(ii(a)) and note 28(ii(b)).

#### (c) Sales of goods to related parties

For the year ended 31 December 2024, the Group made sales of goods at the sale prices of approximately RMB162,000 (2023: RMB1,178,000) to one (2023: two) related party which is beneficially owned by Mr. Wu Bo, the Company's director. At the end of the reporting period, the sales to one of these parties to the extent of approximately RMB122,000 (2023: RMB854,000) remained outstanding which was included in the Group's trade receivables.

### 36. 關連人士交易

#### (b) 來自一名董事以及一名股東之控股公司之貸款

本公司董事袁國良先生以及本公司一名主要股東之控股公司向本集團作出貸款，以及於二零二四年十二月三十一日仍未償還之應付該董事及控股公司之貸款餘額分別為約人民幣359,000元（二零二三年：人民幣331,000元）及人民幣8,827,000元（二零二三年：人民幣7,858,000元）。應付董事及股東之控股公司之貸款之詳情載列於附註28(ii(a))及附註28(ii(b))。

#### (c) 向關連人士銷售貨品

於截至二零二四年十二月三十一日止年度，本集團按銷售價約人民幣162,000元（二零二三年：人民幣1,178,000元）向一名（二零二三年：兩名）關連人士（由本公司董事吳波先生實益擁有）銷售貨品。於報告期末，對一名該等關連人士之銷售金額約人民幣122,000元（二零二三年：人民幣854,000元）仍未支付，已計入本集團之應收貿易賬款。

# 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

### 37. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

### 37. 於十二月三十一日本公司的財務狀況表

		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 ASSET</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	129,855	123,301
Right-of-use assets	使用權資產	8,779	9,072
Amounts due from subsidiaries	應收附屬公司款項	9	9
		<b>138,643</b>	132,382
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Inventories	存貨	9,279	13,488
Trade receivables	應收貿易賬款		
– third parties	– 第三方	5,881	16,924
– subsidiaries	– 附屬公司	513	51
Prepayments, deposits and other receivables	預付款、按金及其他應收款項	8,682	8,055
Bank and cash balances	銀行及現金結餘	146	158
		<b>24,501</b>	38,676
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Trade payables	應付貿易賬款	8,340	8,209
Accruals and other payables	應計款項及其他應付款項	178,220	153,520
Contract liabilities	合約負債	5,328	5,348
Amounts due to subsidiaries	應付附屬公司款項	5,850	4,862
Amount due to shareholders	應付股東款項	10,309	9,826
Bank and other borrowings	銀行及其他借貸	11,602	11,433
Deferred government grants	遞延政府資助	2,200	2,200
		<b>221,849</b>	195,398
<b>NET CURRENT LIABILITIES</b>	<b>流動負債淨值</b>	<b>(197,348)</b>	(156,722)
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>		
Amount due to shareholders	應付股東款項	14,969	13,587
Bank and other borrowings	銀行及其他借貸	58,826	59,024
Deferred government grants	遞延政府資助	12,570	14,770
		<b>86,365</b>	87,381
<b>NET LIABILITIES</b>	<b>負債淨值</b>	<b>(145,070)</b>	(111,721)
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>		
Share capital	股本	30,886	30,886
Reserves	儲備	(175,956)	(142,607)
<b>TOTAL DEFICIT ON EQUITY</b>	<b>權益虧絀總額</b>	<b>(145,070)</b>	(111,721)

# 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

### 38. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current year's presentation.

### 39. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

These consolidated financial statements were approved and authorized for issue by the Board of Directors on 15 April 2025.

### 38. 比較數字

若干比較數字已重新分類以符合本年度之呈列。

### 39. 綜合財務報表之批准

該等綜合財務報表於二零二五年四月十五日由董事會批准及授權刊發。

# Five-Year Financial Summary

## 五年財務摘要

The following is a summary of the audited results and of the assets and liabilities of the Group for the five years ended 31 December 2024.

下表概述本集團截至二零二四年十二月三十一日止五個年度之經審核業績及資產與負債。

		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	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
<b>RESULTS</b>	<b>業績</b>					
Revenue	收益	17,143	26,717	15,535	18,417	8,061
Operating (loss)/profit	經營(虧損)/溢利	(23,653)	(1,443)	15,500	(32,051)	(18,821)
Finance costs	財務費用	(9,967)	(8,932)	(8,293)	(8,406)	(9,096)
(Loss)/profit before tax	除稅前(虧損)/溢利	(33,620)	(10,375)	7,207	(40,457)	(27,917)
Income tax expenses	所得稅開支	-	-	-	-	-
(Loss)/Profit for the year	年內(虧損)/溢利	(33,620)	(10,375)	7,207	(40,457)	(27,917)
Attributable to:	以下應佔:					
Owners of the Company	本公司擁有人	(33,534)	(10,392)	7,219	(40,390)	(27,911)
Non-controlling interests	非控股權益	(86)	17	(12)	(67)	(6)
		(33,620)	(10,375)	7,207	(40,457)	(27,917)
		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	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
<b>ASSETS AND LIABILITIES</b>	<b>資產與負債</b>					
Total assets	資產總值	162,874	171,670	150,648	148,505	173,752
Total liabilities	負債總額	(304,795)	(279,971)	(248,574)	(262,925)	(247,719)
Non-controlling interests	非控股權益	197	111	128	116	49
Total deficit attributable to owners of the Company	本公司擁有人應佔虧絀總額	(141,724)	(108,190)	(97,798)	(114,304)	(73,918)



**Shanxi Changcheng**  
**Microlight Equipment Co. Ltd. \***

**山西長城微光器材股份有限公司**

(a joint stock limited company incorporated in the People's Republic of China)

(於中華人民共和國註冊成立之股份有限公司)

(Stock Code 股份代號 : 8286)