

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並表明概不會就因本公告全部或任何部分內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。

Cabbeen

Cabbeen Fashion Limited

卡賓服飾有限公司

(於開曼群島註冊成立的有限公司)

(股份代號：2030)

二零二三年度業績公告

卡賓服飾有限公司(「**本公司**」)董事(「**董事**」)會(「**董事會**」)謹此宣佈本公司及其附屬公司(統稱「**本集團**」)截至二零二三年十二月三十一日止年度的經審核綜合業績。本公告載有本公司二零二三年年報全文，符合香港聯合交易所有限公司證券上市規則有關全年業績初步公告隨附資料的相關規定。

ABOUT CABBEEN

關於卡賓

Cabbeen is one of the leading Chinese designer brands.

The Group designs and sells apparels for men, women and children. Its main brands include Cabbeen and 2AM. Its retail network covers 31 provinces, autonomous regions and municipalities and several online platforms in the People's Republic of China.

卡賓是中國領先的設計師品牌之一。

本集團設計及銷售男士、女士及兒童服裝。旗下品牌有卡賓及凌晨兩點。其零售網絡分佈中華人民共和國 31 個省份、自治區及直轄市以及若干線上平台。

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Ziming Yang (*Chairman*)
Mr. Siu Keung Ng (*resigned on 1 September 2023*)
Mr. Rongqin Ke

Independent Non-Executive Directors

Mr. Yung Kwok Tsui
Mr. Ming Shu Leung
Mr. Honghui Chen (*resigned on 28 April 2023*)
Ms. Jing Gu (*appointed on 27 April 2023*)

AUDIT COMMITTEE

Mr. Yung Kwok Tsui (*Chairman*)
Mr. Ming Shu Leung
Mr. Honghui Chen (*resigned on 28 April 2023*)
Ms. Jing Gu (*appointed on 28 April 2023*)

REMUNERATION COMMITTEE

Mr. Yung Kwok Tsui (*Chairman*)
Mr. Ming Shu Leung
Mr. Ziming Yang (*appointed on 1 September 2023*)
Mr. Siu Keung Ng (*resigned on 1 September 2023*)

NOMINATION COMMITTEE

Mr. Ziming Yang (*Chairman*)
Mr. Ming Shu Leung
Mr. Honghui Chen (*resigned on 28 April 2023*)
Ms. Jing Gu (*appointed on 28 April 2023*)

CORPORATE GOVERNANCE COMMITTEE

Mr. Ziming Yang (*Chairman*)
(*appointed on 1 September 2023*)
Mr. Siu Keung Ng (*Chairman*)
(*resigned on 1 September 2023*)
Mr. Yung Kwok Tsui
Mr. Ming Shu Leung

AUTHORIZED REPRESENTATIVES

Mr. Ke Rongqin (*appointed on 1 September 2023*)
Mr. Siu Keung Ng (*resigned on 1 September 2023*)
Ms. Lai Wah Wong, *FCPA*

COMPANY SECRETARY

Ms. Lai Wah Wong, *FCPA*

REGISTERED OFFICE

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

董事會

執行董事

楊紫明先生 (*主席*)
吳少強先生 (*於二零二三年九月一日辭任*)
柯榕欽先生

獨立非執行董事

徐容國先生
梁銘樞先生
陳宏輝先生 (*於二零二三年四月二十八日辭任*)
谷晶女士 (*於二零二三年四月二十七日獲委任*)

審核委員會

徐容國先生 (*主席*)
梁銘樞先生
陳宏輝先生 (*於二零二三年四月二十八日辭任*)
谷晶女士 (*於二零二三年四月二十八日獲委任*)

薪酬委員會

徐容國先生 (*主席*)
梁銘樞先生
楊紫明先生 (*於二零二三年九月一日獲委任*)
吳少強先生 (*於二零二三年九月一日辭任*)

提名委員會

楊紫明先生 (*主席*)
梁銘樞先生
陳宏輝先生 (*於二零二三年四月二十八日辭任*)
谷晶女士 (*於二零二三年四月二十八日獲委任*)

企業管治委員會

楊紫明先生 (*主席*)
(*於二零二三年九月一日獲委任*)
吳少強先生 (*主席*)
(*於二零二三年九月一日辭任*)
徐容國先生
梁銘樞先生

授權代表

柯榕欽先生 (*於二零二三年九月一日獲委任*)
吳少強先生 (*於二零二三年九月一日辭任*)
黃麗華女士, *FCPA*

公司秘書

黃麗華女士, *FCPA*

註冊辦事處

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

CORPORATE INFORMATION (CONTINUED) 公司資料(續)

WEBSITE

www.ir.cabbeen.com

HEADQUARTERS IN CHINA

9th Floor, Block C
No. 8 Kai Tai Da Road
Huang Pu District, Guangzhou City
Guangzhou 510700
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit A&B, 26/F, Billion Plaza II
10 Cheung Yue Street
Cheung Sha Wan
Kowloon
Hong Kong

CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited
Suite 3204, Unit 2A
Block 3, Building D
P.O. Box 1586, Gardenia Court
Camana Bay, Grand Cayman
KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

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

AUDITOR

KPMG, *Certified Public Accountants*
Public Interest Entity Auditor registered in accordance with
the Accounting and Financial Reporting
Council Ordinance

LEGAL ADVISOR AS TO HONG KONG LAW

Morgan, Lewis & Bockius

PRINCIPAL BANKERS

Bank of China
China Construction Bank
China Minsheng Banking Corp. Ltd.
Industrial Bank Co., Ltd.

網站

www.ir.cabbeen.com

中國總部

中國
廣州市黃埔區
開泰大道8號
C棟9樓
郵編510700

香港主要營業地點

香港
九龍
長沙灣
長裕街10號
億京廣場二期26樓A及B室

開曼群島股份過戶登記處

Suntera (Cayman) Limited
Suite 3204, Unit 2A
Block 3, Building D
P.O. Box 1586, Gardenia Court
Camana Bay, Grand Cayman
KY1-1110
Cayman Islands

香港股份過戶登記分處

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

核數師

畢馬威會計師事務所，*執業會計師*
於《會計及財務匯報局條例》下的註冊公眾利益
實體核數師

香港法律顧問

摩根路易斯律師事務所

主要往來銀行

中國銀行
中國建設銀行
中國民生銀行股份有限公司
興業銀行股份有限公司

FINANCIAL HIGHLIGHTS

財務摘要

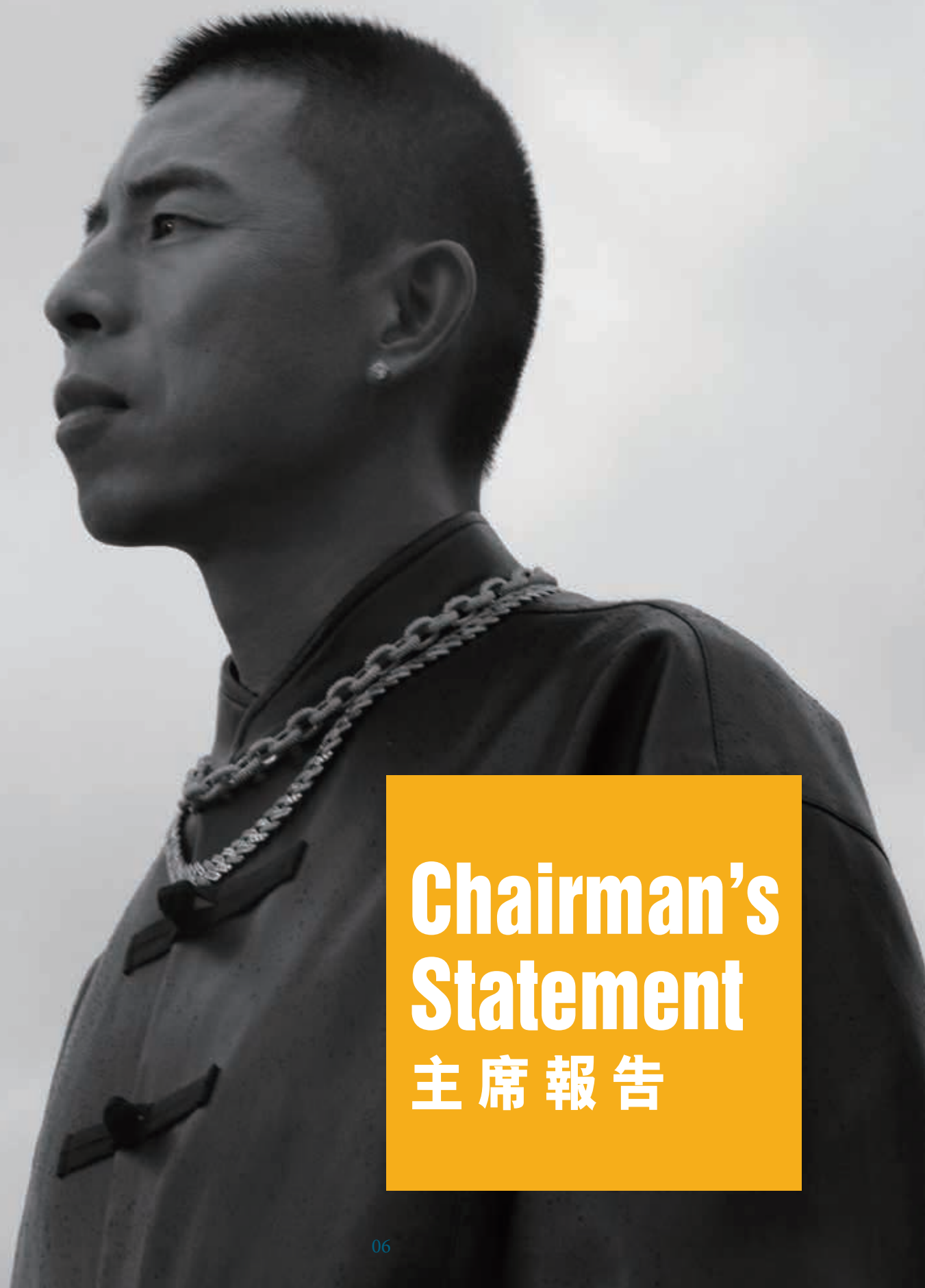
		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Financial highlights	財務摘要		
Revenue	收益	1,188,648	1,185,049
Gross profit	毛利	511,630	506,994
Profit/(Loss) from operation	經營溢利/(虧損)	88,693	(56,072)
Profit/(Loss) for the year	年內溢利/(虧損)	27,403	(75,235)
EBITDA ⁽¹⁾	EBITDA ⁽¹⁾	151,286	3,063
Earnings/(Loss) per share (RMB cents)	每股盈利/(虧損) (人民幣分)		
– Basic	– 基本	3.11	(12.73)
– Diluted	– 攤薄	3.11	(12.73)
Dividend per share (HK cents)	每股股息(港仙)		
– Interim dividend	– 中期股息	0.7	1.0
– Final dividend	– 末期股息	0.7	–
– Total dividend	– 總股息	1.4	1.0
Profitability ratios	盈利比率		
Gross profit margin	毛利率	43.0%	42.8%
Operating margin	經營利潤率	7.5%	N/A 不適用
Net profit margin	純利率	2.3%	N/A 不適用
Return on total assets ⁽²⁾	資產總值回報率 ⁽²⁾	1.2%	N/A 不適用
Return on equity ⁽³⁾	權益回報 ⁽³⁾	2.1%	N/A 不適用
Liquidity ratios	流動資金比率		
Average inventory turnover days ⁽⁴⁾	平均存貨周轉天數 ⁽⁴⁾	182	246
Average trade and bills receivables turnover days ⁽⁵⁾	平均貿易應收款項及應收票據 周轉天數 ⁽⁵⁾	186	171
Average trade and bills payables turnover days ⁽⁶⁾	平均貿易應付款項及應付票據 周轉天數 ⁽⁶⁾	157	228
Capital ratio	資金比率		
Interest coverage ratio ⁽⁷⁾	盈利對利息倍數 ⁽⁷⁾	4.8	N/A 不適用
Net debt to equity ratio ⁽⁸⁾	淨債權比率 ⁽⁸⁾	10.2%	4.3%
Gearing ratio ⁽⁹⁾	資產負債比率 ⁽⁹⁾	25.2%	20.4%

FINANCIAL HIGHLIGHTS (CONTINUED) 財務摘要(續)

Notes:

附註：

- | | |
|--|---|
| (1) EBITDA is earnings before interest, taxes, depreciation and amortization. | (1) EBITDA為除利息、稅項、折舊及攤銷前盈利。 |
| (2) Return on total assets equals net profit for the year divided by the closing balance of total assets. | (2) 資產總值回報率等於年內純利除以資產總值年終結餘。 |
| (3) Return on equity equals net profit for the year divided by the closing balance of total shareholders' equity. | (3) 權益回報率等於年內純利除以股東權益總額年終結餘。 |
| (4) Average inventory turnover days is equal to the average of the beginning and closing inventory balance divided by cost of sales and multiplied by the number of days in the year. | (4) 平均存貨周轉天數等於年初及年終存貨結餘的平均值除以銷售成本，再乘以年內天數。 |
| (5) Average trade and bills receivables turnover days is equal to the average of the beginning and closing trade and bills receivables balance divided by turnover (including value-added tax) and multiplied by the number of days in the year. | (5) 平均貿易應收款項及應收票據周轉天數等於貿易應收款項及應收票據的年初及年終結餘的平均值除以營業額(包括增值稅)，再乘以年內天數。 |
| (6) Average trade and bills payables turnover days is equal to the average of the beginning and closing trade and bills payables balance divided by costs of sales and multiplied by the number of days in the year. | (6) 平均貿易應付款項及應付票據周轉天數等於貿易應付款項及應付票據的年初及年終結餘的平均值除以銷售成本，再乘以年內天數。 |
| (7) Interest coverage ratio equals profit before interest and tax for one period divided by interest expenses of the same period. | (7) 盈利對利息倍數等於一個期間的扣除利息及稅項前溢利除以同期利息開支。 |
| (8) Net debt to equity ratio equals net debt divided by total equity as of the end of the year. Net debt includes all borrowings net of cash and cash equivalents. | (8) 淨債權比率等於年末債務淨額除以權益總額。債務淨額包括扣除現金及現金等價物的所有借款。 |
| (9) Gearing ratio equals total debts divided by total equity. | (9) 資產負債比率等於債務總額除以權益總額。 |



**Chairman's
Statement**
主席報告

CHAIRMAN'S STATEMENT (CONTINUED) 主席報告(續)

TO ALL SHAREHOLDERS,

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Cabbeen Fashion Limited (the “**Company**”, stock code: 2030), I herewith present the results of the Company and its subsidiaries (collectively referred to as the “**Group**” or “**Cabbeen**”) for the year ended 31 December 2023.

Operating results of the Group had improved for the year ended 31 December 2023 as compared to that of the year 2022, though it had not been recovered to pre-pandemic level. Retail performance for the first quarter of 2023 improved as compared to the same period in 2022. However, the post pandemic spending boom did not sustain to the second half of 2023. Economic recovery was stalling and consumer confidence was severely affected with the negative wealth effect from a steeper drop in real estate market. Consumption for discretionary items and mid-end fashion products were affected particularly hard.

The market downturn driven by property market slump may be structural and it may not be able to turn around in the near future. We are therefore cautious about the market outlook and will be prudent and selective in expanding its physical stores network and investment decisions. In addition, we will continue to focus on enhancing its supply chain efficiency in order to minimize production costs and lead time, and be more responsive to the changing market conditions and product demand. We have also been adjusting our pricing strategies to reduce markup multiples and will continue to focus on enhancing product value for money and brand building.

Finally, on behalf of the Board, I would like to express my sincere gratitude to all staff members for their dedication and contribution, and to our shareholders and business partners for their support.

Ziming Yang

1 March 2024

致各位股東：

本人謹此代表卡賓服飾有限公司(「本公司」，股份代號：2030)董事(「董事」)會(「董事會」)，呈列本公司及其附屬公司(統稱「本集團」或「卡賓」)截至二零二三年十二月三十一日止年度的業績。

本集團截至二零二三年十二月三十一日止年度的業績比二零二二年度有所改善，惟未能恢復到疫情前的水平。雖然二零二三年第一季的零售表現比二零二二年同期有所改善，惟疫情後的消費潮並無持續至二零二三年下半年。房地產市場下滑加劇所帶來的負財富效應，更導致經濟復蘇停滯不前及嚴重影響消費者信心。非必需品及中端時裝產品消費所受的影響尤其嚴重。

物業市場下行所帶來的市道低迷，可能屬於結構性和不能在短期內得以扭轉。因此，我們對於市場前景持謹慎態度，並在擴展實體店網絡及作出投資決策時持更審慎及嚴格的態度。此外，我們將繼續專注提高供應鏈的效率以降低生產成本及縮短生產時間，快速應對多變的市場情況及產品需求。我們亦一直調整定價策略降低加價幅度，並將繼續專注提高產品的性價比及品牌建設。

最後，本人謹代表董事會衷心感謝全體員工所作出的努力及貢獻，以及各位股東及合作夥伴的鼎力支持。

楊紫明

二零二四年三月一日



Cabbeen

卡宾·中国设计师品牌
A DESIGNER BRAND OF CHINA



Cabbeen

卡宾·中国设计师品牌

A DESIGNER BRAND OF CHINA



2AM

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

Overview

Cabbeen is a Chinese designer brand. Cabbeen Fashion Limited (the “**Company**”) and its subsidiaries (the “**Group**”) offer apparel and accessories for men and women. Its main brands include Cabbeen and 2AM. The Group derives its revenue from sales of its products through franchise stores and online shops. Most of the products sold under its brand names are designed by the Group and majority of the products sold are manufactured by independent manufacturers in the People’s Republic of China (the “**PRC**”).

As of 31 December 2023, the Group had 4 wholesale distributors, 26 consignment distributors and 83 sub-distributors operating a total of 568 (2022: 649) retail shops in mainland China, and the Group also operated 6 (2022: 4) retail shops in Hong Kong. In addition, the Group operates WeChat store and other online shops on e-commerce platforms including T-mall, JD.com, vipshop, Tiktok and also sells products to other online distributors.

As of 31 December 2023, the Group had four design workshops in Guangzhou City, Hong Kong, Milan and Paris, respectively, with a team of 36 (2022: 40), including 27 designers (2022: 30) joining from mainland China, other Asia countries, Hong Kong and Europe. The Group also works with design institutes and contract designers from around the world. It offered over 2,000 new stock-keeping-units (SKUs) for 2023 product collections (over 3,200 SKUs for 2022 product collections).

業務回顧

概覽

卡賓是中國的設計師品牌。卡賓服飾有限公司（「**本公司**」）及其附屬公司（「**本集團**」）提供男士及女士服裝及配飾。其主要品牌包括卡賓及凌晨兩點。本集團所得收益乃通過特許經營店舖及網店銷售其產品。旗下品牌銷售的絕大部分產品均由本集團設計，且銷售的大部分產品均為中華人民共和國（「**中國**」）獨立生產商所生產。

截至二零二三年十二月三十一日，本集團有4名批發分銷商、26名代銷分銷商及83名二級分銷商，在中國內地共經營568間（二零二二年：649間）零售店舖，而本集團亦在香港經營六間（二零二二年：四間）零售店舖。此外，本集團亦經營微商城及在天貓、京東、唯品會、抖音等電商平台經營其他網店及向其他線上分銷商銷售產品。

截至二零二三年十二月三十一日，本集團分別於廣州市、香港、米蘭及巴黎有四間工作室，團隊共有36名（二零二二年：40名）成員，包括27名（二零二二年：30名）來自中國內地、其他亞洲國家、香港及歐洲的設計師。本集團亦與世界各地的設計機構及合約設計師合作。本集團的二零二三年產品系列有超過2,000個新款（二零二二年產品系列：超過3,200個新款）。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

Retail channel performance

Retail performance of physical retail stores and online shops operated by the Group, its distributors or sub-distributors for the year ended 31 December 2023 are summarized below.

- Total retail revenue from all retail channels for the year ended 31 December 2023 remained flat as compared to the year ended 31 December 2022.
- Retail sales revenue from physical stores for the year ended 31 December 2023 increased by 3.3% as compared to the year ended 31 December 2022.
- Retail revenue from online platforms decreased by approximately 6.5% for the year ended 31 December 2023 as compared to the year ended 31 December 2022.
- Cabbeen had 4.1 million WeChat fans and members as of 31 December 2023.
- Average retail discount at physical stores for the year ended 31 December 2023 was approximately 25.9%. (2022: 29.4%)
- Up to 31 January 2024, sell-through rate of the Group's 2023 collections was over 73.0%.

零售渠道表現

下文概述由本集團、分銷商或二級分銷商經營的實體零售店舖及線上店舖於截至二零二三年十二月三十一日止年度的表現。

- 截至二零二三年十二月三十一日止年度，來自所有零售渠道的零售收益總額較截至二零二二年十二月三十一日止年度持平。
- 截至二零二三年十二月三十一日止年度的實體店舖所產生的零售收益較截至二零二二年十二月三十一日止年度增加3.3%。
- 截至二零二三年十二月三十一日止年度的網上平台所產生的零售收益較截至二零二二年十二月三十一日止年度減少約6.5%。
- 截至二零二三年十二月三十一日，卡賓微信粉絲及會員人數為4.1百萬。
- 截至二零二三年十二月三十一日止年度，實體店舖平均零售折扣約為25.9%（二零二二年：29.4%）。
- 截至二零二四年一月三十一日，本集團二零二三年系列產品的售罄率超過73.0%。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED) 管理層討論及分析(續)

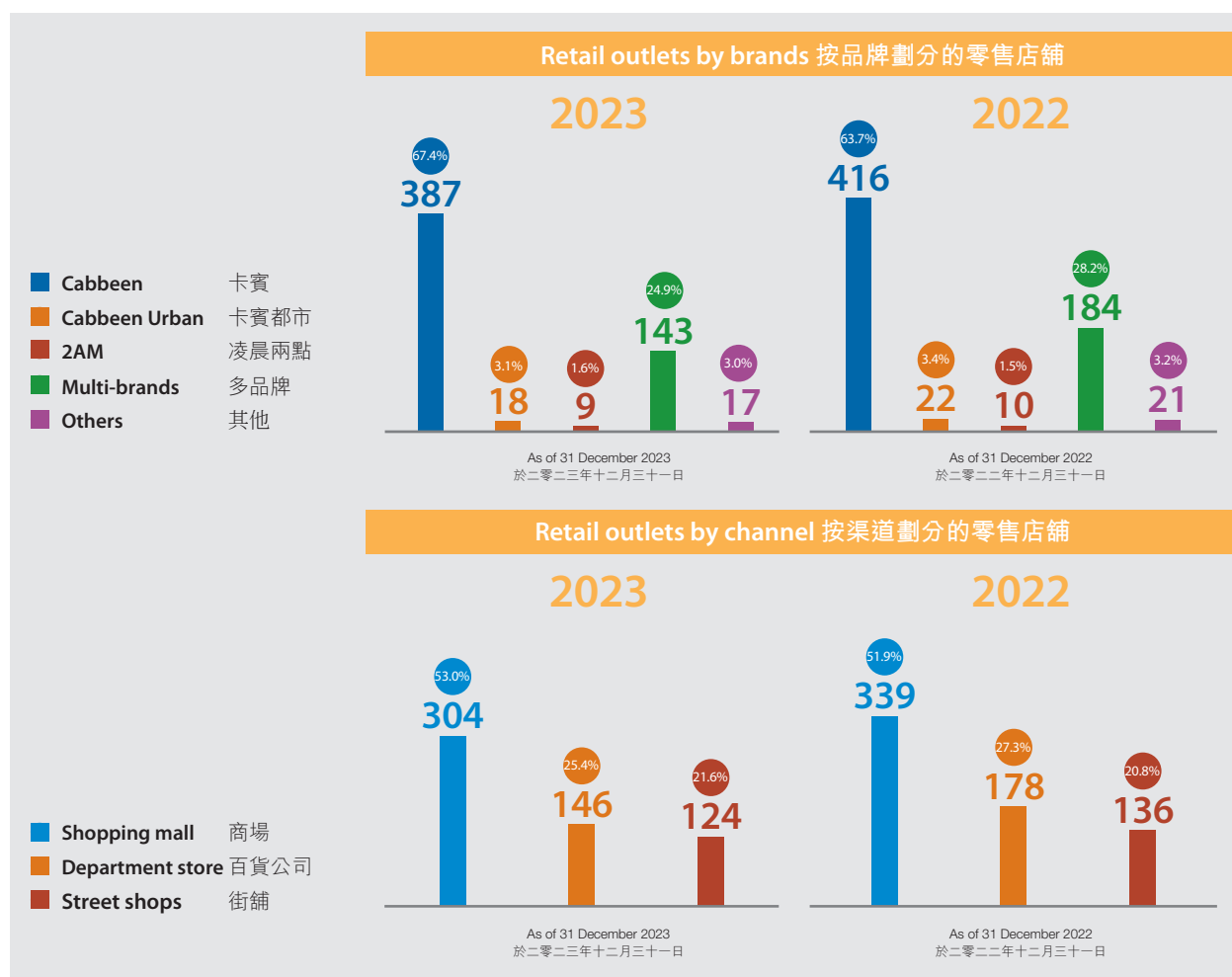
PHYSICAL STORES NETWORK

Physical stores network by geographical regions

		At 31 December 2023 於二零二三年十二月三十一日				At 31 December 2022 於二零二二年十二月三十一日			
		Wholesale 批發	Consignment 代銷	Self-operated 自營	Total 總計	Wholesale 批發	Consignment 代銷	Self-operated 自營	Total 總計
Geographical	地區								
Central China	華中	128	27	-	155	148	32	-	180
Southwestern China	西南	31	66	-	97	34	74	-	108
Southern China	華南	21	196	-	217	19	207	-	226
Eastern China	華東	-	40	-	40	1	53	-	54
Northern China	華北	3	25	-	28	5	38	-	43
Northwestern China	西北	8	20	-	28	10	21	-	31
Northeastern China	東北	-	3	-	3	-	7	-	7
Hong Kong	香港	-	-	6	6	-	-	4	4
Total	總計	191	377	6	574	217	432	4	653

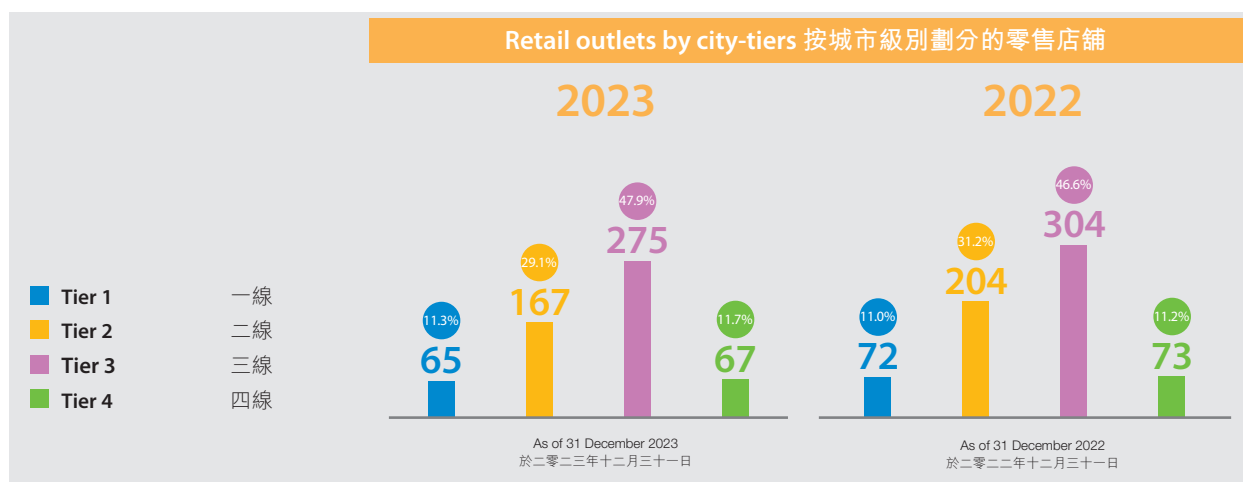
實體店網絡

按地理區域劃分的零售網絡



MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)



INDUSTRY OVERVIEW

Retail performance for the first quarter of 2023 improved as compared to the same period in 2022. However, the post pandemic spending boom did not sustain to the second half of 2023. Economic recovery was stalling and consumer confidence was severely affected with the negative wealth effect from a steeper drop in real estate market. Consumption for discretionary items and mid-end fashion products were affected particularly hard. We believe the market downturn driven by property market slump may be structural and it may not be able to turn around in the near future.

Competition among fashion brands become more intense under current market environment. Considering the tough environment, the Group adjusted its pricing strategies to reduce markup multiples for its products and will continue to focus on enhancing its product quality.

On the other hand, traditional e-commerce sales growth was slowing while livestreaming e-commerce gained remarkable prominence in recent years. The Group expects livestreaming e-commerce will continue to grow. The Group, therefore, will continue to allocate more resources on livestreaming e-commerce and collaborate with KOLs or influencers to promote its products and brands.

行業概覽

雖然二零二三年第一季的零售表現比二零二二年同期有所改善，惟疫情後的消費潮並無持續至二零二三年下半年。房地產市場下滑加劇所帶來的負財富效應，更導致經濟復蘇停滯不前及嚴重影響消費者信心。非必需品及中端時裝產品消費所受的影響尤其嚴重。我們相信物業市場下行所帶來的市場低迷，可能屬於結構性和不能在短期內得以扭轉。

在現時的市場環境下，時裝品牌之間的競爭越發激烈。考慮到環境艱難，本集團已調整其定價策略降低產品的加價幅度，並繼續專注提高其產品的質量。

另一方面，近年傳統電商銷售的增長有所放緩，而直播帶貨的銷售增長則非常突出。本集團預期直播帶貨將會持續增長。因此，本集團將會繼續分配資源至直播帶貨業務，並與關鍵意見領袖(KOL)或網絡紅人合作推廣本集團的產品及品牌。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

PROSPECTS

The Group is cautious about the market outlook and will be prudent and selective in expanding its physical stores network and investment decisions. It will focus the markets in the second and third-tier cities. In addition, the Group will continue to focus on enhancing its supply chain efficiency in order to minimize production costs and lead time, and be more responsive to the changing market conditions and product demand. We will also continue to focus on enhancing product value for money and brand building.

前景

本集團對於市場前景持謹慎態度，並在擴展實體店網絡及作出投資決策時持更審慎及嚴格的態度。其將會聚焦二三線城市。另外，本集團將繼續專注提高供應鏈的效率以降低生產成本及縮短生產時間，快速應對多變的市場情況及產品需求。我們亦將繼續專注提高產品的性價比及品牌建設。

FINANCIAL REVIEW

Revenue

Revenue by sales channel

		Year ended 31 December 截至十二月三十一日止年度			
		2023 二零二三年		2022 二零二二年	
		RMB'000 人民幣千元	%	RMB'000 人民幣千元	%
Online shops	線上店鋪	623,029	52.4%	665,052	56.1%
Offline shops	線下店鋪				
Wholesale	批發	145,265	12.2%	136,288	11.5%
Consignment	代銷	341,175	28.7%	327,371	27.6%
Self-operated	自營	24,641	2.1%	6,784	0.6%
		511,081	43.0%	470,443	39.7%
OEM	代加工	54,538	4.6%	49,554	4.2%
Net revenue	淨收益	1,188,648	100.0%	1,185,049	100.0%

財務回顧

收益

按銷售渠道劃分的收益

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

Revenue by brands

按品牌劃分的收益

		Year ended 31 December 截至十二月三十一日止年度			
		2023 二零二三年		2022 二零二二年	
		RMB'000 人民幣千元	%	RMB'000 人民幣千元	%
Cabbeen	卡賓	764,792	64.3%	773,007	65.2%
Cabbeen Urban	卡賓都市	270,032	22.7%	305,847	25.8%
2AM	凌晨兩點	34,888	2.9%	34,991	3.0%
Other brands	其他品牌	64,398	5.5%	21,650	1.8%
OEM	代加工	54,538	4.6%	49,554	4.2%
		1,188,648	100.0%	1,185,049	100.0%

Gross profit and gross profit margin

The gross profit was RMB511.6 million for the year ended 31 December 2023 compared to RMB507.0 million for the year ended 31 December 2022. Gross profit margin remained stable at approximately of 43.0% for the year ended 31 December 2022 and 31 December 2023.

Other income

Other income primarily consists of interest income from bank deposits, government grants and net foreign exchange differences. The increase in other income from RMB14.1 million for the year ended 31 December 2022 to RMB49.8 million for the year ended 31 December 2023 was mainly attributable to a decrease in net foreign exchange loss in 2023.

Selling and distribution expenses

Selling and distribution expenses consist of mainly operating cost for e-commerce sales channels, advertising and promotion, and logistics and delivery expenses. Selling and distribution expenses for the year ended 31 December 2023 amounted to RMB245.2 million, representing an increase of RMB9.3 million or 4.0%, from that of the year ended 31 December 2022.

毛利及毛利率

截至二零二三年十二月三十一日止年度之毛利為人民幣511.6百萬元，而截至二零二二年十二月三十一日止年度為人民幣507.0百萬元。截至二零二二年十二月三十一日止年度及截至二零二三年十二月三十一日止年度的毛利率維持穩定，約為43.0%。

其他收入

其他收入主要包括銀行存款的利息收入、政府補助及淨匯兌差額。其他收入由截至二零二二年十二月三十一日止年度的人民幣14.1百萬元增加至截至二零二三年十二月三十一日止年度的人民幣49.8百萬元，主要由於二零二三年的淨匯兌虧損減少所致。

銷售及分銷開支

銷售及分銷開支主要包括電商銷售渠道的經營成本、廣告及推廣以及物流及付運費用。截至二零二三年十二月三十一日止年度，銷售及分銷開支為人民幣245.2百萬元，較截至二零二二年十二月三十一日止年度增加人民幣9.3百萬元或4.0%。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

Selling and distribution expense for the year ended 31 December 2023 and 31 December 2022 mainly comprised the following items:

截至二零二三年及二零二二年十二月三十一日止年度之銷售及分銷開支主要由以下組成：

		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
Staff costs	員工成本	42,574	57,527
Advertising and promotion	廣告及推廣	86,851	77,778
Delivery and logistics	付運及物流	48,597	39,989
e-commerce platform and operating expenses	電商平台佣金及營運開支	50,767	40,589
Others	其他	16,450	20,018
		245,239	235,901

Administrative and other operating expenses

Administrative and other operating expenses mainly comprise staff costs, design, research and development expenses, management consulting expenses, provision for inventories and doubtful debts, office rental, depreciation and amortization charges and other miscellaneous expenses. Administrative and other operating expenses for the year ended 31 December 2023 amounted to RMB227.5 million representing a significant decrease of RMB113.8 million or 33.3% from the year ended 31 December 2022. The decrease in administrative expenses for the year ended 31 December 2023 as mainly attributable to the decrease in staff costs, impairment of inventories and trade receivables.

行政及其他營運開支

行政及其他營運開支主要包括員工成本、設計、研發開支、管理諮詢費用、存貨及呆賬撥備、辦公室租金、折舊及攤銷費用及其他雜項開支。截至二零二三年十二月三十一日止年度，行政及其他營運開支為人民幣227.5百萬元，較截至二零二二年十二月三十一日止年度大幅減少人民幣113.8百萬元或33.3%。截至二零二三年十二月三十一日止年度，行政開支減少乃主要由於員工成本、存貨減值及貿易應收款項減值減少所致。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

Administrative and other operating expenses for the year ended 31 December 2023 and 2022 mainly comprised the following items:

截至二零二三年及二零二二年十二月三十一日止年度之行政及其他營運開支主要由以下組成：

		Year ended 31 December 截至十二月三十一日止年度	
		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Staff costs, exclude termination benefits	員工成本(辭退福利除外)	44,356	54,142
Termination benefits	辭退福利	2,617	17,493
Research and development expenses, exclude staff costs	研發開支(員工成本除外)	17,636	16,149
Amortization and depreciation	攤銷及折舊	32,229	30,813
Auditors' remuneration	核數師酬金	3,144	3,056
Legal and professional fee	法律及專業費用	1,663	1,304
Impairment loss of trade receivables	貿易應收款項的減值虧損	18,527	97,462
(Reverse of impairment loss)/ Impairment loss of other receivables	其他應收款項的(減值虧損撥回)/減值虧損	(4,432)	8,375
Impairment loss of interest in an associate (note i)	於一間聯營公司之權益的減值虧損(附註i)	7,098	—
Inventory write-down	存貨撇減	62,343	67,228
Donations	捐贈	273	11,583
Others	其他	42,027	33,644
		227,481	341,249

(i) Impairment loss of interest in an associate was mainly attributable to the reduction in market value of an office premises in Guangzhou held by the associate.

(i) 於一間聯營公司之權益的減值虧損主要屬聯營公司所持廣州的辦公物業市值減少。

Profit/(loss) from operations

The Group recorded a profit from operations of RMB88.7 million (2022: loss of RMB56.1 million) for the year ended 31 December 2023. Profit from operations for the year ended 31 December 2023 was mainly attributable to the decrease in impairment loss for inventories and trade receivables and increase in net revenue as compared to 2022.

經營溢利/(虧損)

截至二零二三年十二月三十一日止年度，本集團錄得經營溢利人民幣88.7百萬元(二零二二年：虧損人民幣56.1百萬元)。截至二零二三年十二月三十一日止年度的經營溢利乃主要由於與二零二二年相比，存貨及貿易應收款項減損虧損減少，以及收益淨額增加。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

Finance costs

For the year ended 31 December 2023, the Group's finance costs amounted to RMB18.7 million (2022: RMB21.3 million) or 1.6% (2022: 1.8%) of the Group's revenue. Finance costs represent primarily interest expenses for short term bank loans. Reduction in finance costs was because the Group had more onshore bank loans denominated in RMB which borne relatively lower lending rates.

Share of loss of an associate

The associated company is engaged in property development, in which the Group has 33.33% (2022: 33.33%) effective equity interest. The property held by this associated company is an office complex in Guangzhou City, the PRC.

Income tax

For the year ended 31 December 2023, income tax expenses of the Group amounted RMB37.1 million and the effective tax rate was 57.5%. Since the Group recorded loss before tax for the year ended 31 December 2022, there was an income tax credit of RMB5.2 million.

Profit/(loss) for the year

Profit for the year ended 31 December 2023 amounted to RMB27.4 million (2022: loss of RMB75.2 million). Net profit margin for the year ended 31 December 2023 was 2.3%.

Basic and diluted earnings per share for the year ended 31 December 2023 were RMB3.11 cents (2022: loss per share of RMB12.73 cents) and RMB3.11 cents (2022: loss per share of RMB12.73 cents), respectively.

融資成本

截至二零二三年十二月三十一日止年度，本集團的融資成本為人民幣18.7百萬元(二零二二年：人民幣21.3百萬元)或佔本集團收益1.6%(二零二二年：1.8%)。融資成本主要為短期銀行貸款的利息開支。融資成本減少乃由於本集團擁有較多以人民幣計值的境內銀行貸款，其貸款利率相對較低所致。

分佔一間聯營公司的虧損

聯營公司從事物業開發，其中本集團擁有33.33%(二零二二年：33.33%)實際股權。由此聯營公司持有的物業為一幢於中國廣州市的辦公大樓。

所得稅

截至二零二三年十二月三十一日止年度，本集團的所得稅開支為人民幣37.1百萬元及實際稅率為57.5%。由於本集團於截至二零二三年十二月三十一日止年度錄得除稅前虧損，故所得稅抵免為人民幣5.2百萬元。

年內溢利／(虧損)

截至二零二三年十二月三十一日止年度的溢利為人民幣27.4百萬元(二零二二年：虧損人民幣75.2百萬元)。截至二零二三年十二月三十一日止年度的純利率為2.3%。

截至二零二三年十二月三十一日止年度，每股基本及攤薄盈利為人民幣3.11分(二零二二年：每股虧損人民幣12.73分)及人民幣3.11分(二零二二年：每股虧損人民幣12.73分)。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

LIQUIDITY AND FINANCIAL RESOURCES

Cash and bank balances and cashflows

As at 31 December 2023, the Group held cash and cash equivalents, pledged deposits, financial assets and time deposits with initial terms of over three months totaling RMB516.9 million (31 December 2022: RMB429.8 million).

At 31 December 2023, the Group was in net debt position of RMB136.4 million (31 December 2022: RMB57.4 million). Net debt includes all borrowings net of cash and cash equivalents.

The Group recorded net operating cash inflow of RMB95.9 million (2022: net operating cash outflow of RMB90.0 million) for the year ended 31 December 2023. Operating cash inflow for the year ended 31 December 2023 was mainly from reduction of inventories.

Net cash used in investing activities for the year ended 31 December 2023 was RMB121.3 million (2022: net cash generated from investing activities of RMB110.3 million), which represented mainly an increase in fixed deposits and capital expenditure for property, plant and equipment.

Net cash generated from financing activities was RMB12.6 million (2022: net cash used in financing activities of RMB59.9 million) for the year ended 31 December 2023. This mainly consisted of a net increase of bank loans of approximately RMB66.4 million.

流動資金及財務資源

現金及銀行結餘及現金流

於二零二三年十二月三十一日，本集團持有現金及現金等價物、已抵押存款、金融資產及原到期日逾三個月的定期存款合共人民幣516.9百萬元(二零二二年十二月三十一日：人民幣429.8百萬元)。

於二零二三年十二月三十一日，本集團的淨債務狀況為人民幣136.4百萬元(二零二二年十二月三十一日：人民幣57.4百萬元)。債務淨額包括扣除現金及現金等價物的所有借款。

截至二零二三年十二月三十一日止年度，本集團錄得經營現金流入淨額人民幣95.9百萬元(二零二二年：經營現金流出淨額人民幣90.0百萬元)。截至二零二三年十二月三十一日止年度的經營現金流入主要來自存貨減少。

截至二零二三年十二月三十一日止年度，投資活動所用現金淨額為人民幣121.3百萬元(二零二二年：投資活動所得現金淨額人民幣110.3百萬元)，主要為定期存款增加以及物業、廠房及設備的資本開支。

截至二零二三年十二月三十一日止年度，融資活動所得現金淨額為人民幣12.6百萬元(二零二二年：融資活動所用現金淨額人民幣59.9百萬元)，主要包括銀行貸款增加淨額約人民幣66.4百萬元。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

Short term bank loans and bank facilities

Short term bank loans as of 31 December 2023 and 31 December 2022 were denominated in the following currencies.

短期銀行貸款及銀行融資

截至二零二三年十二月三十一日及二零二二年十二月三十一日的短期銀行貸款按以下貨幣計值。

		As at 31 December 2023 於二零二三年 十二月 三十一日 RMB'000 人民幣千元	As at 31 December 2022 於二零二二年 十二月 三十一日 RMB'000 人民幣千元
Short term bank loans	短期銀行貸款		
Hong Kong Dollar	港元	141,035	-
Renminbi	人民幣	195,603	270,218
		336,638	270,218

Loan denominated in Hong Kong dollar of RMB141.0 million as at 31 December 2023 was at floating interest rate, unsecured and drawn under a one-year revolving loan facility of HK\$190.0 million maturing in March 2024 offered by a licensed bank in Hong Kong. Pursuant to the facility, the controlling shareholder shall maintain his equity interest and voting rights in the Company at a certain level, and at the same time it is subject to the fulfilment of covenants relating to certain of the Group's financial ratios. A breach of these undertakings would result in the drawn down facilities and interest becoming payable on demand. As of 31 December 2023, none of the undertakings was breached.

Short term bank loans denominated in Renminbi of RMB190.2 million as at 31 December 2023 (2022: RMB270.2 million) were at fixed rate, secured by land use rights and certain properties of the Group with aggregated carrying value of RMB255.9 million (2022: RMB206.0 million).

Short term banks loans denominated in Renminbi of RMB5.4 million (2022: nil) were at fixed rate and unsecured.

於二零二三年十二月三十一日，以港元計值的貸款人民幣141.0百萬元按浮動利率計息，並屬無抵押及根據香港一家持牌銀行授出於二零二四年三月到期金額為190.0百萬港元的一年期循環貸款融資提取。根據該融資，控股股東將保持其於本公司的股權及投票權於若干水平，同時，其須達成有關若干本集團財務比率的契諾。違反該等承諾將導致所提取融資及利息須按要求償還。截至二零二三年十二月三十一日，概無違反該等承諾。

於二零二三年十二月三十一日，以人民幣計值的短期銀行貸款人民幣190.2百萬元(二零二二年：人民幣270.2百萬元)以固定利率計息並以本集團的土地使用權及若干物業作抵押，總賬面值為人民幣255.9百萬元(二零二二年：人民幣206.0百萬元)。

以人民幣計值的短期銀行貸款人民幣5.4百萬元(二零二二年：無)以固定利率計值且無抵押。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

As at 31 December 2023, the Group had total banking facilities of RMB638.9 million (2022: RMB360.6 million), of which RMB155.9 million (2022: RMB0.7 million) were unutilized.

Working capital

Inventory

Average inventory turnover days of the Group were 182 days for the year ended 31 December 2023, as compared to 246 days in 2022. Inventory turnover days for the year ended 31 December 2023 improved as value of inventory as at 31 December 2023 decreased.

Trade and bills receivables

Ageing and expected credit loss (“ECL”) allowance of trade and bills receivables as at 31 December 2022 and 31 December 2023 are set in note 26(a) to the consolidated financial statements.

The Company’s business operations and that of its distributors were affected by the prolonged COVID pandemic and lock down during 2020 to 2022. Retail shops operated by the Group’s distributors were ordered to close whenever there were cases reported in the neighborhood area. The COVID control restrictions severely disrupted their operations and adversely affected their liquidity. Such adverse circumstances, as they persisted over time, had been putting increased pressure on the working capital of the Group’s distributors. In order to alleviate their liquidity pressure, the Group accommodated their demand for postponing settlements during such difficult times, particularly for the year ended 31 December 2022. Accordingly, the ageing analysis of trade and bills receivables deteriorated during the year ended 31 December 2022. Nevertheless, the Group expected retail performance and distributors’ liquidity position would recover steadily when the business and economic activities in the mainland China resumed to normal gradually after December 2022.

於二零二三年十二月三十一日，本集團擁有總銀行融資人民幣638.9百萬元(二零二二年：人民幣360.6百萬元)，其中人民幣155.9百萬元(二零二二年：人民幣0.7百萬元)尚未動用。

營運資金

存貨

截至二零二三年十二月三十一日止年度，本集團平均存貨周轉天數為182日，而二零二二年則為246日。截至二零二三年十二月三十一日止年度的存貨周轉天數改善乃由於存貨價值於二零二三年十二月三十一日下降。

貿易應收款項及應收票據

於二零二二年十二月三十一日及二零二三年十二月三十一日，貿易應收款項及應收票據之賬齡及預期信貸虧損(「預期信貸虧損」)撥備載列於綜合財務報表附註26(a)。

於二零二零至二零二二年，本公司及其分銷商之業務營運受COVID疫情及封城延續之影響。每當鄰近區域出現呈報個案，本集團分銷商經營的零售店隨即遭勒令停運。COVID管控措施嚴重擾亂其經營，並對其流動資金造成不利影響。隨著不利形勢持續，本集團分銷商的營運資金壓力與日俱增。為了緩解其流動資金壓力，在此艱難時候，本集團因應其需求延遲清償，特別是截至二零二二年十二月三十一日止年度。相應地，於截至二零二二年十二月三十一日止年度，貿易應收款項及應收票據之賬齡分析因而惡化。然而，隨著中國內地業務及經濟活動於二零二二年十二月後逐漸回復正常，本集團預期零售表現及分銷商流動資金狀況將穩步恢復。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

Trade and bills receivables are generally due within 180-270 days from the date of billing. Average turnover days of trade and bills receivables increased to 186 days for the year ended 31 December 2023 as compared to 171 days for 2022, which was attributable to an increase in average balance of trade and bills receivables.

Approximately 80% of trade and bills receivables as at 31 December 2022 was subsequently settled during the year ended 31 December 2023. The Group has been in ongoing negotiation with customers about the repayment plan. The Group also has periodic communications with its customers about their business plan in order to increase their retail revenue, which include the plan for reshuffle their retail network, inventory management, merchandise order strategies, collaboration with shopping malls or other platforms for promotion activities. The Company also formed a committee led by an executive Director to closely monitor the progress of subsequent settlements.

The Directors of the Company assessed the credit loss allowances using a provision matrix and took into account factors including the ageing of the trade and bills receivables balances, repayment history of the customers, current market condition and expected retail performance of shops operated by the Group's distributors. Taking into account all these factors, Directors of the Company considered the loss allowances were adequate as at 31 December 2022 and 31 December 2023.

Trade and bills payables

Average trade and bills payable turnover days decreased from 228 days for the year ended 31 December 2022 to 157 days for the year ended 31 December 2023. This was attributable to the decrease in total purchase value and the shortened average credit period offered by trade creditors during the year ended 31 December 2023.

貿易應收款項及應收票據一般於開票日期起計180至270日內到期。截至二零二三年十二月三十一日止年度，貿易應收款項及應收票據平均周轉天數增至186日，而二零二二年則為171日，乃由於貿易應收款項及應收票據的平均結餘增加所致。

於二零二二年十二月三十一日的約80%貿易應收款項及應收票據其後已於截至二零二三年十二月三十一日止年度期間清償。本集團仍在與客戶協商還款計劃。本集團亦定期與客戶交流分銷商之業務計劃，以增加其零售收益，包括調整零售網絡的計劃、存貨管理、商品訂單策略及與商場或其他平台合作進行促銷活動。本公司亦已成立由執行董事領導的委員會，以密切監察隨後結清之過程。

本公司董事以撥備矩陣評估信貸虧損撥備，並考慮到包括貿易應收款項及應收票據結餘之賬齡、客戶還款記錄、當前市況及本集團分銷商所經營的零售店之預期表現等因素。經考慮所有該等因素，本公司董事認為於二零二二年十二月三十一日及二零二三年十二月三十一日的虧損撥備屬充足。

貿易應付款項及應付票據

貿易應付款項及應付票據平均周轉天數由截至二零二二年十二月三十一日止年度的228日減少至截至二零二三年十二月三十一日止年度的157日。主要由於截至二零二三年十二月三十一日止年度購買總值減少及貿易債權人提供的平均信貸期縮短減少所致。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

Gearing ratio

The Group's gearing ratio was 25.2% as at 31 December 2023 (31 December 2022: 20.4%), being a ratio of sum of bank loans of RMB336.6 million (31 December 2022: RMB270.2 million) to equity. The increase in gearing ratio as at 31 December 2023 was due to an increase in bank loans.

FINANCING AND TREASURY POLICIES

The Group adopts centralized financing and treasury policies in order to ensure the Group's funding is utilized efficiently. The Group's liquidity position remains healthy and the Group possesses sufficient cash and available banking facilities to meet its commitments and working capital requirements.

The Group's primary objectives for managing its capital are to safeguard the Group's ability to provide returns to 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 actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder's returns that might be possible with higher level of borrowings and the advantages and security based on a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

FOREIGN CURRENCY RISKS

The Group mainly operates in mainland China with most of the transactions originally denominated and settled in RMB. However, the Group pays dividends in Hong Kong dollars and the majority of its bank loans are also denominated in Hong Kong dollars. Accordingly, the Group is exposed to foreign exchange risk arising from Hong Kong dollar against RMB.

資產負債比率

本集團於二零二三年十二月三十一日的資產負債比率為25.2% (二零二二年十二月三十一日：20.4%)，即銀行貸款人民幣336.6百萬元 (二零二二年十二月三十一日：人民幣270.2百萬元)對股權的比率。於二零二三年十二月三十一日，資產負債比率上升因為銀行貸款增加。

融資及庫務政策

本集團採納集中式融資及庫務政策以確保有效運用本集團資金。本集團維持健全的流動資金狀況，備有充足現金及可動用銀行融資以應付其承擔及營運資金所需。

本集團管理資本的首要目標為保障本集團透過因應風險水平為產品定價以及以合理成本取得融資，從而為股東帶來回報及為其他權益持有人帶來利益的能力。本集團積極定期審視及管理其資本架構，以期在可能須透過增加借款而爭取更高股東回報與維持穩健資本狀況帶來的好處及安全之間取得平衡，並且因應經濟情況的變化調整資本架構。

外匯風險

本集團主要於中國內地營運業務，大部分交易以人民幣計值及結算。然而，本集團以港元派付股息，而本集團大部分的銀行貸款亦以港元計值。因此，本集團面臨主要由港元兌換人民幣所產生的外匯風險。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and to mitigate the impact on exchange rate fluctuations by entering into currency hedge arrangement if necessary. During the year ended 31 December 2022 and 31 December 2023, no forward foreign exchange or hedging contracts had been entered into by the Group.

PLEDGE OF ASSETS

As at 31 December 2023, deposits with certain banks totaling RMB68.2 million (31 December 2022: RMB72.0 million) and certain land and properties thereon located in Fujian Province of the PRC with carrying amount of RMB187.7 million (31 December 2022: RMB206.0 million) were pledged as securities for bank loans and bills payable facilities. The pledged bank deposits will be released upon the settlement of relevant bank loans and bills payable.

SIGNIFICANT INVESTMENTS HELD BY THE GROUP

Except for interest in an associate accounted for RMB31.9 million (2022: RMB44.6 million), there was no significant investment held by the Group as of 31 December 2023. The reduction of interest in an associate was mainly attributable to an impairment loss of goodwill amounted to RMB7.1 million and share of loss in the associate of RMB5.5 million for the year ended 31 December 2023. Please refer to note 13 to the Company's financial statements as of 31 December 2023 and for the year then ended contained in this report for details of such investment in an associate. The associated company is holding an office premises in Guangzhou City, the PRC for sales and rental purposes. The Group's investment in this associate is for long term capital appreciation.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

There was no material acquisition and disposal of subsidiaries and associated companies by the Company during the year ended 31 December 2023.

本集團管理其外匯風險之方式為定期審視其淨外匯風險，並於有需要時訂立貨幣對沖安排，以減輕匯率波動帶來的影響。截至二零二二年十二月三十一日及二零二三年十二月三十一日止年度，本集團概無訂立任何遠期外匯或對沖合約。

資產抵押

於二零二三年十二月三十一日，合共人民幣68.2百萬元(二零二二年十二月三十一日：人民幣72.0百萬元)的若干銀行存款及賬面值人民幣187.7百萬元(二零二二年十二月三十一日：人民幣206.0百萬元)位於中國福建省的若干土地及其上的物業已抵押作為銀行貸款及應付票據融資的擔保。已抵押銀行存款將於清償相關銀行貸款及應付票據後解除。

本集團所持重大投資

除了於一間聯營公司之權益入賬為人民幣31.9百萬元(二零二二年：人民幣44.6百萬元)之外，本集團於截至二零二三年十二月三十一日概無持有重大投資。於聯營公司的權益減少主要由於截至二零二三年十二月三十一日止年度的商譽減值虧損人民幣7.1百萬元及分佔聯營公司虧損人民幣5.5百萬元。有關於聯營公司的投資詳情請參閱本報告所載於二零二三年十二月三十一日及截至該日止年度之本公司財務報表附註13。聯營公司擁有一幢位於中國廣州市的辦公大樓，乃用作銷售及出租用途。本集團於該聯營公司的投資旨在長期資本增值。

附屬公司及聯營公司之重大收購及出售

於截至二零二三年十二月三十一日止年度，本公司並無進行任何附屬公司及聯營公司之重大收購及出售。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

FUTURE PLAN FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in section “Capital Commitments and Contingencies”, as of the date of this report, the Group did not have plans for material investments and capital assets in the coming year.

CAPITAL COMMITMENTS AND CONTINGENCIES

As at 31 December 2023, the Group had no capital commitments. The Group had capital commitments of RMB15.9 million as at 31 December 2022 which were primarily related to investments in a logistics centre.

As at 31 December 2022 and 31 December 2023, the Group had no material contingent liabilities.

HUMAN RESOURCES

As at 31 December 2023, the Group had 225 employees (2022: 333 employees). Total staff costs, including directors emoluments, for the year ended 31 December 2023 amounted to approximately RMB89.5 million (2022: RMB129.2 million). The decrease of workforce was primarily related to lay-off of employees. Annual increment and year-end performance bonus mechanism were incorporated in the Group’s remuneration policy to retain, reward and motivate individuals for their contributions to the Group.

重大投資及資本資產之未來計劃

除「資本承擔及或然事項」章節所披露外，於本報告日期，本集團於來年並無重大投資及資本資產之其他計劃。

資本承擔及或然事項

於二零二三年十二月三十一日，本集團並無資本承擔。本集團於二零二二年十二月三十一日有資本承擔總額人民幣15.9百萬元，主要與投資物流中心有關。

於二零二二年十二月三十一日及二零二三年十二月三十一日，本集團並無重大或然負債。

人力資源

於二零二三年十二月三十一日，本集團有225名僱員(二零二二年：333名僱員)。截至二零二三年十二月三十一日止年度，總員工成本(包括董事薪酬)約為人民幣89.5百萬元(二零二二年：人民幣129.2百萬元)。員工減少主要與裁員有關。本集團薪酬政策內設有年度薪酬遞增及年終表現獎勵機制，藉此挽留人才、獎償及激勵員工對本集團所作的貢獻。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED) 管理層討論及分析(續)

CLOSURE OF REGISTER OF MEMBERS

For Determining the Eligibility to Attend and Vote at the 2024 AGM

The register of members of the Company will be closed from Tuesday, 2 April 2024 to Monday, 8 April 2024 (both days inclusive) for the purpose of determining the shareholders who are entitled to attend and vote at the forthcoming annual general meeting of the Company (the “2024 AGM”). In order to qualify for attending and voting at the 2024 AGM, all transfers accompanied by the relevant share certificate must be lodged with the Company’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 28 March 2024.

For Determining the Eligibility to the Proposed Final Dividend

In addition, subject to the approval of the proposed final dividend by the shareholders at the 2024 AGM on Tuesday, 9 April 2024, the register of members will be closed on Monday, 15 April 2024 for the purpose of determining shareholders who qualify for the proposed final dividend. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificate must be lodged with the Company’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 12 April 2024.

暫停股份過戶登記

釐定出席二零二四年股東週年大會及投票資格

本公司將於二零二四年四月二日(星期二)至二零二四年四月八日(星期一)(首尾兩天包括在內)暫停辦理股份過戶登記手續,以確定符合資格出席本公司應屆股東週年大會(「二零二四年股東週年大會」)並於會上投票的股東的身份。為符合資格出席二零二四年股東週年大會並於會上投票,股東最遲須於二零二四年三月二十八日(星期四)下午四時三十分前,將所有過戶文件連同有關股票一併送達本公司的股份過戶登記處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

釐定建議末期股息資格

此外,倘股東於二零二四年四月九日(星期二)舉行的二零二四年股東週年大會批准建議末期股息,本公司將於二零二四年四月十五日(星期一)暫停辦理股份過戶登記手續,以確定符合資格收取建議末期股息的股東。為符合資格收取建議末期股息,股東最遲須於二零二四年四月十二日(星期五)下午四時三十分前,將所有過戶文件連同有關股票一併送達本公司的股份過戶登記處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

FINAL DIVIDEND

The Board recommended the payment of a final dividend of HK0.7 cent (2022: Nil) per ordinary share for the financial year. Including the interim dividend paid for the year ended 31 December 2023, total dividend payout for the year is approximately HK\$9.4 million (equivalent to approximately RMB8.6 million) (2022: HK\$6.7 million, equivalent to approximately RMB5.8 million) or a dividend payout ratio of 40% (2022: Not applicable). Subject to shareholders' approval at the forthcoming annual general meeting of the Company, the final dividend will be paid in cash on or around 25 April 2024 to shareholders whose names appear on the register of members of the Company on Monday, 15 April 2024.

DIVIDEND POLICY

The declaration, payment and amount of dividends will be subject to the Company's discretion. Dividends may be paid only out of its distributable reserves as permitted under the relevant laws. Holders of the shares will be entitled to receive such dividends pro rata according to the amounts paid up or credited as paid up on the shares. Subject to the factors described above, the Company has adopted a general dividend policy since the financial year ended 31 December 2018 of declaring and paying dividends on semi-annual basis of not more than 50% of its total net profit attributable to equity holders of the Company. The Board would review the Company's dividend policy from time to time considering factors including but not limited to debt covenants, capital investment and business plan.

末期股息

董事會建議就本財政年度派付末期股息每股普通股0.7港仙(二零二二年：無)。計及截至二零二三年十二月三十一日止年度派付的中期股息，全年共派息約9.4百萬港元(相當於約人民幣8.6百萬元)(二零二二年：6.7百萬港元，相當於約人民幣5.8百萬元)或派息率40%(二零二二年：不適用)。本公司將於二零二四年四月二十五日或前後以現金向於二零二四年四月十五日(星期一)名列本公司股東名冊的股東派付末期股息，惟須待股東於本公司即將舉行的股東週年大會批准。

股息政策

股息之宣派、派付及款額將由本公司酌情決定。股息僅可自有關法例許可下，其可供分派儲備派付。股份持有人將有權按股份之繳足或入賬列作繳足股款為比例收取有關股息。於上述因素規限下，本公司自截至二零一八年十二月三十一日止財政年度已採納一般股息政策，以半年基準宣派及派付不超過本公司股權持有人應佔純利總額50%之股息。董事會將不時審閱本公司的股息政策，當中考慮的因素包括但不限於債務契諾、資本投資及業務計劃。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board is committed to upholding a high standard of corporate governance and business ethics in the firm belief that they are essential for enhancing investors' confidence and maximizing shareholders' returns. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of stakeholders, and to comply with increasingly stringent regulatory requirements as well as fulfill its commitment to excellence in corporate governance.

After reviewing the Company's corporate governance practices and the relevant regulations of the Corporate Governance Code as set out in Appendix C1 (the "**CG Code**") to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the Board is satisfied that save for the deviation from code Provision C.2.1 as disclosed below, the Company complied with the code provisions as set out in Appendix C1 of the Listing Rules for the entire year ended 31 December 2023.

BOARD OF DIRECTORS

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

The Board currently comprises two executive Directors, namely Mr. Ziming Yang and Mr. Rongqin Ke and three independent non-executive Directors, namely, Mr. Yung Kwok Tsui, Mr. Ming Shu Leung and Ms. Jing Gu.

董事會致力秉持高水平的企業管治及商業道德標準，堅信此乃提升投資者信心及增加股東回報的必然舉措。董事會不時檢討其企業管治慣例以符合權益持有人日益提高的期望、遵守愈發嚴格的監管規定並履行其對卓越企業管治的承擔。

經審閱本公司的企業管治慣例以及香港聯合交易所有限公司證券上市規則(「上市規則」)附錄C1所載企業管治守則(「企業管治守則」)的相關規例，董事會信納除下文提及偏離守則條文第C.2.1條外，本公司於截至二零二三年十二月三十一日止整個年度已遵守上市規則附錄C1所載之守則條文。

董事會

董事會承諾為本公司提供有效及負責任的領導。董事須個別及共同地為本公司及其股東最佳利益真誠行事。董事會已成立四個董事會委員會，即審核委員會、薪酬委員會、提名委員會及企業管治委員會(各自稱為「**董事會委員會**」及統稱為「**該等董事會委員會**」)，以監察本公司事務的不同範疇。

董事會現時包括兩名執行董事楊紫明先生及柯榕欽先生，以及三名獨立非執行董事徐容國先生、梁銘樞先生及谷晶女士。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

Their biographical details and (where applicable) their family relationships are set out in the section headed “Biographical Details of Directors and Senior Management” on pages 61 to 67 in this annual report. A list of the Directors identifying their roles and functions are available on the websites of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Mr. Ziming Yang, the chairman of the Board (the “**Chairman**”) and an executive Director of the Company, is the brother-in-law of Mr. Rongqin Ke, who is an executive Director of the Company. Save as disclosed herein, there are no other financial, business, family or other material/relevant relationships among members of the Board.

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

The Board is also responsible for developing, reviewing and monitoring the policies and practices on corporate governance and legal and regulatory compliance of the Group, and the training and continuous professional development of directors and senior management. The Board also reviews the disclosures in the Corporate Governance Report to ensure compliance.

All Board members have separate and independent access to the Group’s senior management to fulfill their duties. Independent professional advice can be sought to assist the relevant Directors to discharge their duties at the Group’s expense upon their reasonable request. The Board reviews the implementation and effectiveness of such mechanism annually.

彼等的履歷詳情及(如適用)彼等的親屬關係載於本年報第61至67頁「董事及高級管理層履歷詳情」一節。列明董事角色及職能的董事名單可於本公司及香港聯合交易所有限公司(「**聯交所**」)網站查閱。

本公司董事會主席(「**主席**」)兼執行董事楊紫明先生為本公司執行董事柯榕欽先生的姻兄。除本年報所披露者外，董事會成員之間概無其他財務、業務、親屬或其他重大／相關關係。

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

董事會亦負責制定、檢討及監察本集團的企業管治政策及慣例與遵守法律及法規情況，以及董事及高級管理層的培訓及持續專業發展。董事會亦審閱企業管治報告內的披露資料以確保符合要求。

各董事會成員可分別獨立接觸本集團的高級管理層，以履行彼等的職責。相關董事亦可合理要求徵詢獨立專業意見，協助彼等履行職責，費用由本集團承擔。董事會每年審閱有關機制的實行及有效性。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

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

BOARD COMMITTEES

The Board is supported by a number of committees, including the Audit Committee, Nomination Committee, Remuneration Committee and Corporate Governance Committee. Each Board Committee has its defined and written terms of reference approved by the Board covering its duties, powers and functions. Their terms of reference are available on the websites of the Company and the Stock Exchange.

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

(i) Audit Committee

The Audit Committee was established on 8 October 2013. The Audit Committee comprises three independent non-executive Directors, namely Mr. Yung Kwok Tsui, Mr. Ming Shu Leung and Ms. Jing Gu. Mr. Yung Kwok Tsui, who has appropriate professional qualifications and experience in accounting matters, was appointed as the chairman of the Audit Committee.

The principal responsibilities of the Audit Committee are to assist the Board in providing an independent view of the effectiveness of the financial reporting process, internal control and risk management systems, and relationship with external auditors of the Group, overseeing the audit process and performing other duties and such responsibilities as assigned by the Board. The Audit Committee meets with the Company's external auditors and reviews their audit plans, the effectiveness of the internal audit function performed by external professional expert, the results of their examinations as well as their evaluations of the system of risk management and internal control.

全體董事須於首次獲委任時向董事會申報彼等同時在其他公司或機構擔任的董事或其他職務。有關利益申報每年或於需要時更新。

董事會委員會

董事會獲得多個委員會包括審核委員會、提名委員會、薪酬委員會及企業管治委員會支援。各董事會委員會均設經董事會批准的明確書面職權範圍，涵蓋其職責、權力及職能。彼等的職權範圍於本公司及聯交所網站可供查閱。

所有該等董事會委員會均獲提供足夠資源以履行其職務，包括於需要時取得管理層或專業意見。

(i) 審核委員會

審核委員會於二零一三年十月八日成立。審核委員會包括三名獨立非執行董事徐容國先生、梁銘樞先生及谷晶女士。徐容國先生擁有合適專業資格且具備會計事務經驗，獲委任為審核委員會主席。

審核委員會的主要職責為協助董事會，就財務申報過程、內部監控及風險管理系統是否有效及維持與本集團外聘核數師關係提供獨立意見、監督審核過程及履行董事會委派的其他職責及有關責任。審核委員會與本公司之外聘核數師會晤，並審閱其審核計劃、外部專業專家履行內部審核職能的效力、其審查及評估風險管理及內部監控系統之結果。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

The Audit Committee held 2 meetings during the year ended 31 December 2023. Major work completed by the Audit Committee during the year includes:

- reviewed the Group's annual report, interim financial information and annual financial statements;
- reviewed significant accounting and audit issues;
- reviewed the external auditor's qualifications, independence and performance;
- reviewed the external auditor's management letter and the management's response;
- reviewed the effectiveness of the internal audit function performed by the external professional expert;
- assisted the Board to evaluate on the effectiveness of financial reporting procedures and internal control system;
- advised on material event or drawing the attention of the management on related risks;
- reviewed the adequacy and effectiveness of the Group's systems of internal control and risk management;
- reviewed connected transactions entered into by the Group or subsisting during the year; and
- reviewed the effectiveness of the Group's risk management and internal control systems in respect of the previous fiscal year annually.

審核委員會於截至二零二三年十二月三十一日止年度舉行兩次會議。審核委員會於年內完成的重要工作包括：

- 審閱本集團的年報、中期財務資料及年度財務報表；
- 審閱主要會計及核數事宜；
- 審閱外聘核數師的資格、獨立身份及表現；
- 審閱外聘核數師的管理層函件及管理層的回應；
- 審閱外聘專業專家履行內部審核職能的效力；
- 協助董事會評估財務申報流程及內部監控系統的有效性；
- 就重大事件提供意見或敦請管理層垂注有關風險；
- 審閱本集團內部監控及風險管理系統的合適性及有效性；
- 審閱於本年度由本集團訂立或存續之關連交易；及
- 每年審閱本集團有關上一個財政年度之風險管理及內部監控系統之成效。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

(ii) Remuneration Committee

The Remuneration Committee was established on 8 October 2013. The Remuneration Committee comprises two independent non-executive Directors and one Executive Director, namely Mr. Yung Kwok Tsui, Mr. Ming Shu Leung and Mr. Ziming Yang. Mr. Yung Kwok Tsui is the chairman of the Remuneration Committee. The principal responsibilities of the Remuneration Committee are to review and make recommendations to the Board on the overall remuneration structure and policy for all Directors and senior management as well as the specific remuneration packages for the executive Directors and senior management and on the establishment of a formal and transparent process for developing such remuneration policy. No Director takes part in any discussion on his own remuneration. The Company's objective for its remuneration policy is to maintain fair and competitive packages based on business requirements and industry practice. In order to determine the level of remuneration and fees paid to members of the Board, market rates and factors such as each director's workload, performance, responsibility, job complexity and the Group's performance are taken into account.

The remuneration policy for the Directors and our senior management members is based on their experience, level of responsibility, length of service and general market conditions. Any discretionary bonus and other merit payments are linked to the financial results of the Group and the individual performance of the directors and senior management members.

(ii) 薪酬委員會

薪酬委員會於二零一三年十月八日成立。薪酬委員會包括兩名獨立非執行董事徐容國先生及梁銘樞先生以及一名執行董事楊紫明先生。徐容國先生為薪酬委員會主席。薪酬委員會的主要職責為檢討全體董事及高級管理層的整體薪酬架構及政策以及執行董事及高級管理層的個別薪酬組合，及就制定此等薪酬政策設立正規而具透明度的程序，並就以上事項向董事會提供建議。概無董事參與有關其本身薪酬的任何討論。本公司對薪酬政策的目標是根據業務所需及行業慣例，確保薪酬待遇公平及具競爭力。本公司因應市場水準、各董事的工作量、表現、職責、工作難度及本集團表現等因素，釐定向董事會成員支付的薪酬及袍金水平。

董事及高級管理人員之薪酬計劃乃基於彼等之經驗、責任水平、服務年期及一般市況。任何酌情花紅及其他績效獎金均與本集團財務業績以及董事及高級管理人員之個人表現掛鉤。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

The Remuneration Committee held one meeting during the year ended 31 December 2023. Major work completed by the Remuneration Committee during the year includes:

- reviewed the remuneration policy and structure relating to the Directors and senior management of the Company;
- reviewed the Company's share option scheme; and
- assessed performance of our executive Directors, discussed and approved the terms of executive Directors' service contracts.

The remuneration of the members of the senior management of the Group by band for the year ended 31 December 2023 is set out below:

薪酬委員會於截至二零二三年十二月三十一日止年度舉行了一次會議。薪酬委員會於年內完成之主要工作包括：

- 審閱有關董事及本公司高級管理人員之薪酬政策及架構；
- 審閱本公司之購股權計劃；及
- 評估執行董事表現，討論並批准執行董事服務合約之條款。

截至二零二三年十二月三十一日止年度按範圍劃分本集團高級管理層成員的酬金載列如下：

Remuneration bands 酬金範圍	Number of persons 人數
HK\$1,500,001 to HK\$2,000,000 1,500,001 港元至 2,000,000 港元	1

Further particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix D2 to the Listing Rules are set out in notes 7 and 8 to the financial statements.

根據上市規則附錄D2須予披露的有關董事酬金及五名最高薪酬僱員的進一步詳情載於財務報表附註7及8。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

(iii) Nomination Committee

The Nomination Committee was established on 8 October 2013. It comprises one executive Director and two independent non-executive Directors, namely Mr. Ziming Yang, Mr. Ming Shu Leung and Ms. Jing Gu. Mr. Ziming Yang is the chairman of the Nomination Committee. The principal responsibilities of the Nomination Committee are to review the composition of the Board, including its structure, size and diversity at least annually to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Group. It is also responsible for considering and recommending to the Board suitably qualified persons to become a member of the Board, monitor the succession planning of Directors and assess the independence of independent non-executive Directors. The Nomination Committee will also give consideration to the Board Diversity Policy (as defined below) when identifying suitably qualified candidates to become members of the Board, and the Board will review the Board Diversity Policy (as defined below), so as to develop and review measurable objectives for the implementing the Board Diversity Policy (as defined below) and to monitor the progress on achieving these objectives.

The Nomination Committee held two meetings during the year ended 31 December 2023 and reviewed the size, diversity and composition of the Board, and discussed the policy for the nomination of directors, which includes the nomination procedures and the process and criteria adopted to select and recommend candidates for directorship.

(iii) 提名委員會

提名委員會於二零一三年十月八日成立。委員會包括一名執行董事楊紫明先生以及兩名獨立非執行董事梁銘樞先生及谷晶女士。楊紫明先生為提名委員會主席。提名委員會的主要職責為最少每年檢討董事會的組成一次，內容包括其架構、規模及多元化，以確保董事會在切合本集團業務所需的專業知識、技能及經驗方面取得平衡。提名委員會亦負責考慮及向董事會推薦適當合資格人士加入董事會、監察董事繼任安排以及評估獨立非執行董事的獨立身份。提名委員會於物色適當合資格人選成為董事會成員時，亦考慮董事會多元化政策(定義見下文)，而董事會將檢討董事會多元化政策(定義見下文)以為執行董事會多元化政策(定義見下文)訂立及檢討可計量目標，並監察達成該等目標的進度。

提名委員會於截至二零二三年十二月三十一日止年度內舉行兩次會議，檢討董事會的規模、多元化及組成，並討論提名董事之政策，當中包括提名程序以及篩選及推薦董事候選人所採納之過程及標準。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

(iv) Corporate Governance Committee

The Corporate Governance Committee was established on 8 October 2013. It comprises one executive Director and two independent non-executive Directors, namely Mr. Ziming Yang, Mr. Yung Kwok Tsui and Mr. Ming Shu Leung. Mr. Ziming Yang is the chairman of the Corporate Governance Committee. The principal responsibilities of the Corporate Governance Committee are to review and monitor the Company's policies and practices on corporate governance, the training and continuous professional development of the Company's Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, and to review the Company's compliance with the CG Code set out in Appendix C1 to the Listing Rules.

The Corporate Governance Committee held one meeting during the year ended 31 December 2023 and has reviewed the Group's corporate governance policies and practices and sufficiency of training to the Company's Directors and senior management, and reviewed duties performed by the Board under code provision A.2.1 of the CG Code set out in Appendix C1 to the Listing Rules.

(iv) 企業管治委員會

企業管治委員會於二零一三年十月八日成立。委員會包括一名執行董事楊紫明先生以及兩名獨立非執行董事徐容國先生及梁銘樞先生。楊紫明先生為企業管治委員會主席。企業管治委員會的主要職責為檢討及監察本公司的企業管治政策及慣例、本公司董事及高級管理層的培訓及持續專業發展、本公司的政策及慣例是否遵守法律及監管規定，並檢討本公司遵守上市規則附錄C1所載企業管治守則的合規情況。

企業管治委員會於截至二零二三年十二月三十一日止年度內舉行一次會議，檢討本集團的企業管治政策及慣例以及向本公司董事及高級管理層提供的培訓是否充足，並審閱董事會根據上市規則附錄C1所載企業管治守則條文第A.2.1條所履行的職責。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

BOARD MEETINGS

Board meetings are held regularly and at least four times a year at approximately quarterly intervals. For regular Board meetings, notices of at least 14 days are given to facilitate maximum attendance of the Directors and agenda with supporting papers are sent to Directors not less than 3 days before the relevant meeting is held. Directors may propose to the Chairman or the Company Secretary to include matters in the agenda for regular board meetings. At the meeting, the Directors are provided with the relevant documents to be considered and approved. Draft and final versions of minutes are sent to all Directors for their comments and records respectively within a reasonable time after the board meeting is held. Minutes of Board meetings are taken by the Company Secretary or a duly appointed secretary of the Board meeting and are open for inspection by any Director.

The table below sets out the attendance of each Director at the annual general meeting (the “AGM”) and the meetings of the Board and other Board committees held during the year:

董事會會議

董事會會議定期舉行，每年至少四次，約每季度舉行一次。就定期董事會會議而言，董事於舉行相關會議前最少14天接獲通知，以便更多董事出席會議，而議程(連同開會文件)於相關會議舉行前最少3天送呈各董事。董事可向主席或公司秘書建議於定期董事會會議議程內增加事項。於會議上，董事獲提供相關文件以供考慮及批准。於董事會會議召開後合理時間內，全體董事均獲發會議記錄的初稿及定稿，以供彼等提供意見和記錄存檔。董事會會議記錄由公司秘書或正式委任的董事會會議秘書負責保存，可公開由任何董事查閱。

下表載列各董事出席年內舉行的股東週年大會(「股東週年大會」)、董事會會議及其他董事會委員會會議的情況：

		Meetings attended/held 出席/舉行會議					Corporate governance Committee 企業管治委員會
		AGM 股東週年大會	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	
Executive Directors	執行董事						
Mr. Ziming Yang	楊紫明先生	1/1	4/4	N/A 不適用	1/1	2/2	1/1
Mr. Siu Keung Ng (resigned on 1 September 2023)	吳少強先生 (於二零二三年 九月一日辭任)	1/1	3/3	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Rongqin Ke	柯榕欽先生	0/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Independent non-executive Directors	獨立非執行董事						
Mr. Yung Kwok Tsui	徐容國先生	1/1	4/4	2/2	1/1	N/A 不適用	1/1
Mr. Ming Shu Leung	梁銘樞先生	0/1	4/4	2/2	1/1	2/2	1/1
Mr. Honghui Chen (resigned on 28 April 2023)	陳宏輝先生 (於二零二三年 四月二十八日 辭任)	0/1	0/1	1/1	N/A 不適用	0/1	N/A 不適用
Ms. Jing Gu (appointed on 27 April 2023)	谷晶女士 (於二零二三年 四月二十七日 獲委任)	N/A 不適用	2/3	0/1	N/A 不適用	1/1	N/A 不適用

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the executive Directors and independent non-executive Directors of the Company has entered into a service contract with the Company for a term of three years, subject to his retirement and re-election at annual general meeting in accordance with the Company's articles of association.

In accordance with the Company's articles of association, a person may be appointed as a Director either by the shareholders in general meeting or by the Board. Any Directors appointed by the Board as additional Directors or to fill casual vacancies shall hold office until the next following general meeting, and are eligible for re-election by the shareholders. In addition, all Directors are required to retire by rotation at least once every three years at the annual general meeting, and are eligible for re-election by the shareholders.

BOARD NOMINATION POLICY

The Nomination Committee shall endeavor to find individuals of high integrity who have a solid record of accomplishment in their chosen fields and who possess the qualifications, qualities and skills to effectively represent the best interests of the Group and its shareholders. Candidates will be selected for their ability to exercise good judgment, and to provide practical insights and diverse perspectives. Candidates also will be assessed in the context of the then-current composition of the Board, the operating requirements of the Group. In conducting this assessment, the Nomination Committee will, in connection with its assessment and recommendation of candidates for director, consider diversity (including, but not limited to, gender, race, ethnicity, age, experience and skills) and such other factors as it deems appropriate given the then current and anticipated future needs of the Board and the Company, and to maintain a balance of perspectives, qualifications, qualities and skills on the Board.

委任及重選董事

本公司各執行董事及獨立非執行董事均與本公司訂有服務合約，任期為三年，惟須根據本公司的組織章程細則於股東週年大會退任及重選。

根據本公司的組織章程細則，任何人士均可由股東於股東大會上或由董事會委任為董事。任何獲董事會委任為新增董事或委任以填補臨時空缺的董事的任期僅直至下屆股東大會為止，惟彼等符合資格由股東重選。此外，全體董事均須最少每隔三年於股東週年大會上輪值告退，並符合資格由股東重選。

董事會提名政策

提名委員會致力於物色誠實守信並在彼等從事之領域擁有紮實成就及相關資格、資質及技能的人士加入本公司的董事會，以有效代表本集團及其股東的最佳權益。提名委員會甄選候選人時，將考慮及評估候選人的判斷力、提供實際及多元角度意見的能力、當時的董事會成員的架構和本集團的業務需求。於進行有關評估時，提名委員會不僅考慮有關董事候選人的評估及推薦建議，亦考慮董事會成員的多樣性（包括但不限於性別、人種、民族、年齡、經驗及技能）及其認為符合董事會及本公司當時及預期未來需求的有關其他因素，以保持董事會觀點、資格、資質及技能的平衡。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

The Nomination Committee considers the following qualifications at a minimum to be required of any Board members in recommending to the Board potential new board members, or the continued service of existing members:

- the highest professional and personal ethics;
- broad experience in business;
- ability to provide insights and practical wisdom based on their experience and expertise;
- commitment to enhancing shareholder value;
- sufficient time to effectively carry out their duties; their service on other boards of public companies should be limited to a reasonable number;
- compliance with legal and regulatory requirements; and
- ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with senior management of the Group.

在向董事會建議潛在新董事會成員或留任現有成員時，提名委員會認為董事會成員至少須滿足以下資格：

- 最高的職業及個人道德；
- 豐富的從業經驗；
- 能夠根據彼等之經驗及專業知識提供意見及實踐智慧；
- 致力於提升股東價值；
- 有效履行職責的充足時間；彼等對其他公眾公司董事會的服務應限制在合理數目內；
- 遵守法律及法規的規定；及
- 能夠與其他董事會成員建立良好工作關係並促進董事會與本集團高級管理層的工作關係。

BOARD DIVERSITY POLICY

Pursuant to the CG Code, the Board adopted a board diversity policy (the “**Board Diversity Policy**”) on 8 October 2013. The Company recognizes and embraces the benefits of diversity of Board members. While all Board appointments will continue to be made on a merit basis, the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company's business. Selection of candidates will be based on the Company's Board Nomination Policy and a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge. The Board also aspires to having an appropriate proportion of directors who have direct experience in the Group's core markets and distribution channels.

董事會多元化政策

根據企業管治守則，董事會於二零一三年十月八日採納董事會多元化政策（「**董事會多元化政策**」）。本公司明白並深信董事會成員多元化所帶來的裨益。在董事會所有任命將繼續奉行任人唯才的原則的同時，本公司將確保董事會在切合本公司業務所需的技能、經驗、不同觀點方面取得平衡。挑選候選人時會基於本公司的董事會提名政策及從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業或其他經驗、技術及知識。董事會亦有意維持適當比例的具有本集團的核心市場及分銷渠道經驗的董事。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

The Board considered that Independent Directors can enhance the effectiveness and decision-making of the Board by providing independent view, objective judgement and constructive challenge to the Board and management of the Group.

The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board, having due regard to the benefits of diversity on the Board and also the needs of the Board without focusing on a single diversity aspect.

Having reviewed the Board composition, the Board recognises the importance and benefits of gender diversity at the Board level and shall continue to take initiatives to identify female candidate(s) to enhance the gender diversity among the Board members. We will continue with our endeavor to increase female representation in our Board.

Our diversity philosophy including the gender diversity was generally followed in the workforce throughout the Group for the year ended 31 December 2023. As of the date of this report, 4 out of 5 Directors and 43.1% of our total workforce were male.

DIRECTORS' AND OFFICERS' INSURANCE

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors and officers.

DIRECTORS' CONTINUOUS TRAINING AND PROFESSIONAL DEVELOPMENT

All Directors are aware of their responsibilities to the shareholders and have exercised their duties with care, skill and diligence, in pursuit of the development of the Group. All Directors are provided with monthly updates on the Company's performance and financial position to enable the Board as a whole and each Director to discharge their duties. In addition, briefings and updates on the latest development regarding the Listing Rules and other applicable regulatory requirements are provided to the Board during Board meetings to ensure compliance and enhance their awareness of good corporate governance practices. In November 2023, the Company, together with its legal adviser, organized a training session to provide the Directors with an update on the Listing Rules.

董事會認為獨立董事憑藉向董事會及本集團管理層提供獨立觀點、客觀判斷及建設性挑戰，能夠提升董事會之有效性及決策能力。

最終決定乃基於選定候選人的能力及將會董事會帶來的貢獻作出，其中充分考慮董事會多元化的裨益及董事會的需要，而非專注於單一層面。

經審閱董事會的組成，董事會意識到董事會層面性別多元化的重要性及益處，並應繼續採取措施物色女性候選人以加強董事會成員的性別多元化。於遵守上述規定之前提下，我們將繼續致力於董事會內增加女性代表。

截至二零二三年十二月三十一日止年度，本集團之員工普遍遵循包括性別多元化在內之多元化理念。於本報告日期，五名董事中有四名董事及43.1%的員工為男性。

董事及行政人員的保險

本公司已就其董事及行政人員可能會面對的法律訴訟作出適當的投保安排。

董事持續培訓及專業發展

全體董事均知悉彼等對股東的責任，履行彼等的職責時以應有的謹慎、技能和勤勉行事，致力推動本集團的發展。全體董事每月均獲提供有關本公司表現及財務狀況的最新資料，以便董事會整體及各董事履行職務。此外，於董事會會議期間，各董事獲提供有關上市規則及其他適用監管規定的最新發展簡介及最新資料，確保有關規定獲得遵守及加強董事對良好企業管治常規的意識。於二零二三年十一月，本公司連同其法律顧問舉辦了一次培訓，向各董事提供上市規則的最新資料。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Ziming Yang holds the positions of Chairman and chief executive officer. Such practice deviates from Code Provision C.2.1 which stipulates that the roles of Chairman and chief executive officer should be separate and should not be performed by the same individual.

In view of Mr. Yang's extensive experience in the industry and deep understanding of the Group's businesses, the Board believes that vesting the roles of both Chairman and chief executive officer in Mr. Yang provides the Group with strong and consistent leadership, allows for more effective planning and execution of long-term business strategies and enhances efficiency in decision-making.

As all major decisions are made in consultation with members of the Board and relevant Board committees, and there are independent non-executive Directors on the Board offering independent perspectives, the Board is therefore of the view that there are adequate safeguards in place to ensure sufficient balance of powers within the Board. The Board will continue to review and monitor the practices of the Company for the purpose of complying with the CG Code and maintaining a high standard of corporate governance practices of the Company.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

In compliance with Rules 3.10(1) and 3.10A of the Listing Rules, the Company has appointed three independent non-executive Directors, representing more than one-third of the Board. One of the independent non-executive Directors has the appropriate professional qualifications in accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

主席及行政總裁

楊紫明先生擔任主席及行政總裁的職位。此做法偏離守則條文第C.2.1條，該條文列明主席與行政總裁的角色應分開，不應由同一人擔任。

鑑於楊先生在行業中擁有豐富經驗，並對本集團業務具有深厚知識，董事會相信由楊先生兼任主席及行政總裁的職位可為本集團提供強而有力且貫徹一致的領導，並可更有效規劃及執行長期業務策略並提升作出決策的效率。

由於所有主要決策均經諮詢董事會成員及相關董事委員會後作出，且董事會的獨立非執行董事會提出獨立見解，故董事會認為已有足夠保障措施確保董事會權力足夠平衡。董事會將持續檢討及監督本公司的常規，以遵守企業管治守則並維持本公司高水平的企業管治常規。

獨立非執行董事的獨立身份

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

為遵守上市規則第3.10(1)條及3.10A條，本公司已委任三名獨立非執行董事，超過董事會人數三分之一。按上市規則第3.10(2)條的規定，其中一名獨立非執行董事具備合適會計專業資格或相關財務管理專業知識。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

During the tenure of office, all of the independent non-executive Directors have performed their duties and responsibility to the satisfaction of the Board. In addition, each independent non-executive Director has submitted annual confirmation of his independence to the Company pursuant to rule 3.13 of the Listing Rules. The Board is of the opinion that Mr. Yung Kwok Tsui and Mr. Ming Shu Leung maintain their independence even they have served the Board for more than eleven years since February 2013, and believes that their valuable knowledge and experience continue to generate significant contribution to the Board, the Company and the Shareholders as a whole.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules as the Company’s code of conduct regarding Directors’ securities transactions (the “**Securities Dealing Code**”). Upon specific enquiries, all Directors confirmed that they have complied with the relevant provisions of the Securities Dealing Code throughout the year ended 31 December 2023.

Senior management who, because of their office in the Company, are likely to be in possession of inside information, have also been requested to comply with the provisions of the Securities Dealing Code when dealing in the Company’s shares.

全體獨立非執行董事在其任職期間均已履行彼等的職務及責任，並已獲令董事會信納。此外，各獨立非執行董事已根據上市規則第3.13條向本公司提交其年度獨立身份確認書。董事會認為，即使徐容國先生及梁銘樞先生自二零一三年二月起，已於董事會任職超過十一年，但彼等仍能保持其獨立性，同時相信彼等的寶貴知識及經驗將繼續為董事會、本公司及股東整體帶來重大貢獻。

董事進行證券交易

本公司已採納上市規則附錄C3所載上市發行人董事進行證券交易的標準守則(「**標準守則**」)作為本公司有關董事進行證券交易的行為守則(「**證券交易守則**」)。經作出特定查詢後，全體董事均已確認彼等於截至二零二三年十二月三十一日止整個年度一直遵守證券交易守則的相關條文。

因受聘於本公司而可能獲得內幕消息的高級管理層，於買賣本公司股份時亦須遵守證券交易守則的條文。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

COMPANY SECRETARY

Ms. Lai Wah Wong, the Company Secretary of the Company, is a full-time employee of the Group and has day-to-day knowledge of the Company's affairs. She also serves as the secretary of the Audit Committee, the Nomination Committee, the Remuneration Committee, the Corporate Governance Committee and other Board Committees as organised by the Board from time to time. Ms. Wong is responsible for advising the Board through the Chairman and/or the chief executive officer on governance matters.

During the financial year, the Company Secretary complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules. The biographical details of the Company Secretary is set out in the section headed "Biographical Details of Directors and Senior Management" on pages 61 to 67 in the annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board recognizes its responsibility to ensure the Company maintains a sound and effective risk management and internal control system. The system include a defined management structure with limits of authority, and are designed to help the Group identify, evaluate and manage the significant risks to achieve its business objectives, safeguard its assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant laws and regulations. The Group's internal control system is designed to safeguard assets against misappropriation and unauthorized disposition and to manage operational risks. Review of the Group's internal controls covering major financial, operational and compliance controls, as well as risk management functions. The controls built into the risk management system are intended to manage, not eliminate, significant risks in the Group's business environment.

公司秘書

本公司公司秘書黃麗華女士為本集團全職僱員，熟悉本公司的日常事務。彼亦擔任審核委員會、提名委員會、薪酬委員會、企業管治委員會及董事會不時組織的其他董事委員會的秘書。黃女士負責就管治事宜透過主席及／或行政總裁向董事會提供意見。

於財政年度內，公司秘書已遵守上市規則第3.29條下相關專業培訓規定。公司秘書的履歷詳情載於本年報第61至67頁「董事及高級管理層履歷詳情」一節。

風險管理及內部監控

董事會確認其確保本公司維持健全有效風險管理及內部監控系統的責任。該系統包括確立一個完善管理層授權體系，並能有助本集團識別、評估及管理各項重大風險，以達到管理層實現其經營目標、保護資產免遭未經授權使用或處置，確保維護適當會計記錄以提供予內部使用或發佈之可靠之財務信息，並確保符合相關法律法規。本集團的內部監控系統乃為確保資產不會被不當挪用及未經授權處理以及管理經營風險而設計。本集團的內部監控檢討涵蓋主要財務、營運及合規監控以及風險管理職能。風險管理系統中設立的監控乃為管理而非消除本集團業務環境的重大風險。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

The Board engaged external professional expert to carry out the internal audit functions to assess the effectiveness of the Group's risk management and internal control systems periodically which covered all material controls, including financial, operational and compliance controls as well as risk management functions.

The Group's risk management framework includes the following elements:

- identify significant risks in the Group's operation environment and evaluate the impacts of those risks on the Group's business;
- develop necessary measures to manage those risks;
- monitor and review the effectiveness of such measures; and
- review the effectiveness of the Group's risk management and internal control systems in respect of the previous fiscal year annually.

Audit committee reported to the Board the implementation of the Group's risk management and internal control policy which, among other things, included the determination of risk factors, evaluation of risk level the Group could take and effectiveness of risk management measures. Based on the reports from the Audit Committee, the Board considers the Group's risk management and internal control systems are adequate and effective and the Group has complied with the provisions on risk management and internal controls as set out in the CG Code throughout the year ended 31 December 2023.

董事會已委聘外部專業專家履行內部審核職能、定期評估本集團之風險管理及內部監控系統之成效，其涵蓋素有重要監控，包括財務、營運及合規之監控，以及風險管理之功能。

本集團的風險管理框架包括以下部分：

- 識別本集團業務環境的重大風險及評估該等風險對本集團業務的影響；
- 制定必要措施以管理該等風險；
- 監察及檢討有關措施的有效性；及
- 每年審閱本集團有關上一個財政年度之風險管理及內部監控系統之成效。

審核委員會向董事會呈報本集團的風險管理及內部監控政策的執行情況，其中包括釐定風險因素、評估本集團能承受的風險級別及風險管理措施的有效性。根據審核委員會報告，董事會認為，本集團的風險管理及內部監控系統屬適當及有效且本集團已於截至二零二三年十二月三十一日止整個年度遵守企業管治守則所載之風險管理及內部監控條文。

CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

DIRECTORS' RESPONSIBILITY IN PREPARING FINANCIAL STATEMENTS

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

EXTERNAL AUDITOR

KPMG has been appointed as the external auditor of the Company. The Audit Committee has been notified of the nature and the service charges of non-audit services performed by KPMG and considered that such services have no adverse effect on the independence of the external auditor.

董事負責編製財務報表

董事會明白本身有責任根據國際會計準則理事會頒佈的國際財務報告準則及公司條例編製本公司賬目，真實公平反映本集團於本年度的事務狀況、業績及現金流量。本公司已根據審慎及合理的判斷及估計選擇合適的會計政策並貫徹採用。董事會認為本集團備有充足資源於可見未來繼續經營業務，且並不知悉任何可能影響本公司業務或致令本公司持續經營能力成疑的事件或狀況的重大不確定因素。

外聘核數師

畢馬威會計師事務所已獲委任為本公司的外聘核數師。審核委員會已獲知會畢馬威會計師事務所提供非核數服務的性質及服務收費，認為有關服務對外聘核數師的獨立身份並無不利影響。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

During the year, the fees payable to KPMG or its affiliated firms comprise service charges for the following:

於本年度，應付畢馬威會計師事務所或其聯屬公司的費用包括下列項目的服務費：

		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
Statutory audit	法定審核	1,900	1,900
Review of interim results	審閱中期業績	800	800
Internal control review	內部監控審閱	180	180

There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditor during the year under review.

於回顧年度，董事會與審核委員會就挑選及委任外聘核數師並無任何意見分歧。

NON-COMPETE UNDERTAKING BY CONTROLLING SHAREHOLDERS

Mr. Ziming Yang, Acute Result Holdings Limited (“**Acute Result**”), Ascend Fame Limited (“**Ascend Fame**”), Prime Ascend Limited (“**Prime Ascend**”) are the controlling shareholders (within the meaning of the Listing Rules) of the Company (the “**Controlling Shareholders**”). Each of the Controlling Shareholders has confirmed to the Company that none of them is engaged in, or interested in any business (other than the Group) which directly or indirectly competes or may compete with the business of the Group. To protect the Group from any potential competition, the Controlling Shareholders have given an irrevocable non-compete undertaking in the Group’s favour on 8 October 2013 (the “**Deed of Non-competition**”).

控股股東作出的不競爭承諾

楊紫明先生、銳成控股有限公司(「銳成」)、昇譽有限公司(「昇譽」)及元陞有限公司(「元陞」)為本公司控股股東(「控股股東」，具上市規則涵義)。各控股股東已向本公司確認，彼等概無從事任何與本集團業務直接或間接構成或可能構成競爭的業務(本集團業務除外)，亦無於該等業務中擁有權益。為保障本集團免於面對任何潛在競爭，控股股東已於二零一三年十月八日向本集團作出不可撤回不競爭承諾(「不競爭契據」)。

CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

In order to properly manage any potential or actual conflict of interests between the Group and the Controlling Shareholders in relation to the compliance and enforcement of the non-compete undertaking, the Company has adopted the following corporate governance measures:

- (a) the independent non-executive Directors will review, on an annual basis, the compliance with the undertaking given by the Controlling Shareholders under the Deed of Non-competition;
- (b) the Controlling Shareholders undertake to provide all information requested by the Company which is necessary for the annual review by the independent non-executive Directors and the enforcement of the Deed of Non-competition;
- (c) the Company will disclose decisions on matters reviewed by the independent non-executive Directors relating to compliance and enforcement of the non-compete undertaking of the Controlling Shareholders under the Deed of Non-competition in the annual reports of the Company; and
- (d) the Controlling Shareholders will make an annual declaration on compliance with their undertaking under the Deed of Non-competition in the annual report of the Company.

The Directors consider that the above corporate governance measures are sufficient to manage any potential conflict of interests between the Controlling Shareholders and their respective associates and the Group and to protect the interests of the shareholders, in particular, the minority shareholders.

Each of the Controlling Shareholders has confirmed to the Company that he/it has complied with the Deed of Non-competition. The independent non-executive Directors of the Company have reviewed the status of compliance and enforcement of the Deed of Non-competition and confirmed that all the undertakings thereunder have been complied with.

為妥善管理本集團與控股股東之間有關遵守及執行不競爭承諾的任何潛在或實際利益衝突，本公司已採納以下企業管治措施：

- (a) 獨立非執行董事將每年檢討控股股東遵守不競爭契據項下承諾的情況；
- (b) 控股股東承諾提供本公司所要求就獨立非執行董事進行年度檢討及不競爭契據執行情況所必要的一切資料；
- (c) 本公司將透過本公司年報披露獨立非執行董事有關檢討控股股東遵守及執行不競爭契據項下不競爭承諾事宜的任何決定；及
- (d) 控股股東將每年於本公司年報內就遵守彼等於不競爭契據項下承諾作出聲明。

董事認為，上述企業管治措施足以管理控股股東及彼等各自的聯繫人與本集團之間任何潛在利益衝突，以及保障股東(尤其是少數股東)的利益。

各控股股東已向本公司確認，其已遵守不競爭契據。本公司獨立非執行董事已檢討不競爭契據的遵守及執行情況，並確認契據項下一切承諾已獲遵守。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

COMMUNICATION WITH SHAREHOLDERS AND SHAREHOLDERS' RIGHTS

The Company aims to, via its corporate governance structure, enable all its shareholders an equal opportunity to exercise their rights in an informed manner and allow all shareholders to engage actively with the Company. Under the Company's articles of association, the shareholder communication policy and other relevant internal procedures of the Company, the shareholders of the Company enjoy, among others, the following rights:

(i) Participation at general meetings

The general meetings of the Company provide an opportunity for direct communication between the Board and the shareholders. The Company encourages the participation of the shareholders through annual general meetings and other general meetings where the shareholders meet and exchange views with the Board, and to exercise their right to vote at meetings. The Company shall arrange notices of meetings and circulars containing details on proposed resolutions to be sent to the shareholders no less than 21 clear days (for annual general meeting) and 14 clear days (for extraordinary general meeting) before the meeting. At general meetings, separate resolutions are proposed on each substantial issue, including the election of individual Directors.

(ii) Enquiries and proposals to the Board

The Company encourages shareholders to attend shareholders' meetings and make proposals by either directly raising questions on both operational and governance matters to the Board and Board Committees at the general meetings or providing written notice of such proposals for the attention of the Company Secretary at the registered office of the Company in Hong Kong currently situated at Unit A&B, 26 Floor, Billion Plaza II, 10 Cheung Yue Street, Cheung Sha Wan, Kowloon or via email to ir@cabbeen.com.

與股東溝通及股東權利

本公司旨在透過其企業管治架構，讓全體股東有平等機會在知情情況下行使其權利，並讓全體股東積極參與本公司事務。根據本公司的組織章程細則、股東溝通政策及本公司其他相關內部程序，本公司股東可享(其中包括)以下權利：

(i) 參加股東大會

本公司的股東大會提供機會讓董事會與股東直接溝通。本公司鼓勵股東透過出席股東週年大會及其他股東大會參與本公司事務，會上股東可與董事會會面及交流意見，及行使其投票權利。本公司將安排於舉行大會前不少於21個整日(就股東週年大會而言)及14個整日(就股東特別大會而言)向股東發出大會通告及載有提呈決議案詳情的通函。於股東大會上，將就各重大事項(包括選舉個別董事)提呈獨立決議案。

(ii) 向董事會查詢及提出建議

本公司鼓勵股東出席股東大會，並透過以下方式作出建議：於股東大會向董事會及董事會委員會就有關營運及管治事宜直接提問，或將有關建議以書面形式送交本公司的香港註冊辦事處，現時地址為九龍長沙灣長裕街10號億京廣場二期26樓A及B室，或電郵至 ir@cabbeen.com 以呈交公司秘書。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

(iii) Convening extraordinary general meetings

The Directors may, whenever they think fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid-up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Directors or the Company Secretary and deposited at the registered office of the Company in Hong Kong currently situated at Unit A&B, 26 Floor, Billion Plaza II, 10 Cheung Yue Street, Cheung Sha Wan, Kowloon for the purpose of requiring an extraordinary general meeting to be called by the Directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.

There are no provisions under the Company's articles of association or the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands regarding procedures for shareholders to put forward proposals at general meetings other than a proposal of a person for election as director. Shareholders may follow the procedures set out above to convene an extraordinary general meeting for any business specified in such written requisition.

(iii) 召開股東特別大會

董事可酌情隨時召開股東特別大會。於提呈有關要求當日擁有權利於股東大會投票的本公司繳足股本不少於十分之一的一名或多名股東亦可要求召開股東特別大會。有關要求應以書面方式向董事或公司秘書提出，並送交本公司的香港註冊辦事處，現時地址為九龍長沙灣長裕街10號億京廣場二期26樓A及B室，以要求董事就處理有關要求所指任何事務召開股東特別大會。有關大會須於提出有關要求後兩個月內舉行。倘於提出有關要求後二十一(21)日內董事仍未著手召開有關大會，則提出要求的人士可以相同形式召開大會，而提出要求人士因董事未有因應要求召開大會而產生的一切合理開支將由本公司向提出要求的人士償付。

本公司組織章程細則或開曼群島第22章公司法(一九六一年第3號法案，經綜合及修訂)概無有關股東在股東大會提出建議的程序的規定(提名候選董事的建議除外)。股東可根據上文所載程序召開股東特別大會以處理有關書面要求提出的任何事務。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

The notice of extraordinary general meeting together with the accompanying circular setting out the relevant information as required under the Listing Rules are sent to shareholders at least 14 clear days prior to the meeting. Poll voting has been adopted for decision-making at shareholders' meetings to ensure that each share is entitled to one vote. Details of the poll voting procedures are set out in the circular sent to shareholders prior to the meeting and explained at the commencement of the meeting. Voting results are posted on the Company's website on the day of the general meeting.

(iv) Procedures for proposing a person for election as a Director

Pursuant to the Article 85 of the articles of associations of the Company, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice (as defined therein) signed by a Member (as defined therein) (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

股東特別大會通告連同上市規則規定須列明相關資料的隨附通函於大會前至少14個整日向股東發出。於股東大會上的決定乃採納按股數投票表決方式，以確保每股股份均有一票投票權。投票表決程序的詳情載於在大會前寄發予股東的通函，並於大會開始時加以解釋。投票表決結果於股東大會當日在本公司網站公佈。

(iv) 提名人士參選董事的程序

根據本公司的組織章程細則第85條，除非獲董事推薦參選，或由正式合資格出席大會並可於會上投票的股東（定義見組織章程細則）（並非擬參選者）簽署通知（定義見組織章程細則），表明擬提名相關人士參選，且獲提名人士簽署該通知表明願意參選，否則除會上退任董事外，概無任何人士有資格於任何股東大會上參選董事。上述通知須呈交總辦事處或過戶登記處，通知期不得少於七(7)日，如該等通知是於就選舉董事而召開股東大會的通告寄發後始呈交，則呈交該(等)通知的期間為就選舉董事而召開股東大會的通告寄發後翌日起計至不遲於該股東大會舉行日期前七(7)日。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

SHAREHOLDERS' COMMUNICATION POLICY

The Company considers that effective communication with the Shareholders and stakeholders is essential for enhancing investor relations and understanding of the Group's business, performance and strategies.

The Company is committed to enhancing long-term shareholder value through regular communication with its shareholders, both individual and institutional. The Company strives to ensure that all shareholders have ready, equal and timely access to all publicly available information of the Company that is accurate, comprehensible and informative. The shareholders' communication policy sets out the framework in place to promote effective communication with shareholders so as to enable them to engage actively with the Company and exercise their rights as shareholders in an informed manner.

The Company endeavours to maintain an ongoing dialogue with the Shareholders and in particular, through annual general meeting and extraordinary general meeting (the "EGM"). In respect of each matter to be considered at the annual general meeting and the EGM, including the reelection of Directors, a separate resolution will be proposed by the chairman of the Board. The chairman of the Board and the chairmen of the Board Committees and, in their absence, other members of the respective committees, will be available at the annual general meeting and the EGM to meet with the Shareholders and answer their enquiries. The Company will also invite representatives of the auditor of the Company to attend the annual general meeting of the Company to answer Shareholders' questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor's independence.

股東通訊政策

本公司認為與股東及持份者之有效溝通對增進投資者關係及了解本集團業務、表現及策略而言乃屬必要。

本公司致力透過與個別及機構股東定期溝通以提高股東之長遠價值。本公司力求確保所有股東可隨時、平等並及時取得本公司所有公開提供的準確、可理解及內容豐富的資訊。股東通訊政策載列促進與股東之間有效溝通的框架，從而讓股東積極與本公司溝通並以知情方式行使其股東權利。

本公司盡力維持與股東之間持續之溝通，尤其是透過股東週年大會及股東特別大會（「股東特別大會」）。就於股東週年大會及股東特別大會所審議之各項事宜（包括重選董事），董事會主席將另行提呈決議案。董事會主席及各董事會委員會之主席以及各委員會其他成員（倘主席未克出席）將在股東週年大會及股東特別大會上會見股東並回應其查詢。本公司亦將邀請本公司核數師代表出席本公司股東週年大會，以回答股東有關進行核數工作、編製核數師報告及其內容、會計政策及核數師獨立性等方面之問題。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

The communication strategies under the shareholders' communication policy are as follows:

根據股東通訊政策的通訊途徑如下：

(i) Shareholders' Enquiries

Shareholders may direct their questions about their shareholdings to the Company's share registrars.

Shareholders and the investment community may at any time make a request for the Company's information to the extent such information is publicly available.

Shareholders and the investment community can contact the secretary of the Company by email, fax, phone or mail via designated contacts of the Company during office hours in order to enable them to make any query in respect of the Company.

(ii) Corporate Communications

Corporate communication documents (including annual report, interim report, notice of meeting, circular and proxy form) would be provided to shareholders in plain language and in both English and Chinese versions to facilitate Shareholders' understanding. Shareholders have the right to choose the language (either English or Chinese) or means of receipt of the corporate communications (in hard copy or through electronic means).

Shareholders are encouraged to provide, amongst other things, in particular, their email addresses to the Company in order to facilitate timely and effective communications.

(iii) Corporate Website

Information on the Company's investor relations website (ir.cabbeen.com) is updated on a regular basis.

(i) 股東查詢

股東如對名下持股有任何問題，可直接向本公司股份過戶登記處提出。

股東及廣大投資者可隨時要求索取本公司的公開信息。

股東及廣大投資者可透過本公司的指定聯絡方式以電郵、傳真、電話或郵件於辦公時間聯絡本公司秘書，以便彼等就本公司提出任何查詢。

(ii) 公司通訊

向股東發放的公司通訊文件(包括年報、中期報告、會議通告、通函及代表委任表格)會以淺白中英雙語編寫，以便股東易於了解內容。股東有權選擇收取公司通訊的語言(英文或中文)或收取方法(印刷本或電子形式)。

建議股東向本公司提供其中方式(尤其是其電郵地址)，以助提供適時有效通訊。

(iii) 公司網站

本公司投資者關係網站(ir.cabbeen.com)上登載的信息定期更新。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

Corporate communications are posted on the Company website as soon as practicable following their publication on the website of Stock Exchange. Such information includes, but not limited to, financial statements, results announcements, ESG reports, circulars and notices of general meetings and associated explanatory documents.

All presentation materials provided in conjunction with the Company's annual and interim results announcement will be made available on the Company's investor relations website as soon as practicable after their release.

All press releases issued by the Company would be made available on the Company's investor relations website as soon as practicable after their releases.

A dedicated Corporate Governance section is also available on the Company website, which included director nomination policy and shareholder communication policy, and updated on a regular basis.

(iv) Shareholders' Meetings

Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend the meetings.

The process of the Company's general meeting will be monitored and reviewed on a regular basis, and, if necessary, changes will be made to ensure that shareholders' needs are best served.

Board members, in particular, the chairmen of Board Committees or their delegates and external auditor would, where appropriate, attend annual general meetings to answer shareholders' questions.

聯交所網站所刊發的公司通訊亦會盡快登載在本公司網站。有關信息包括(但不限於)財務報表、業績公告、ESG報告、通函、股東大會通告及相關說明文件。

本公司的全年及中期業績公告所連帶提供的簡報材料均會在發佈後盡快登載在本公司投資者關係網站。

本公司刊發的所有新聞稿會盡快登載在本公司投資者關係網站。

本公司網站亦專門設有企業管治部分，當中包括董事提名政策及股東通訊政策，並定期更新。

(iv) 股東大會

建議股東出席股東大會，或倘未克出席有關大會，可委任代表代其出席大會並於會上投票。

本公司將定期監察及審閱股東大會程序，如有需要時將作出改動，以確保切合股東所需。

董事會成員(尤其是董事會委員會主席或其代表)及外聘核數師(倘適用)出席股東週年大會回應股東提問。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

(v) Investment Market Communications

Investor/analyst briefings and one-on-one meetings, roadshows, media interviews, company visits and marketing activities would be available when and if appropriate, in order to facilitate communication between the Company, shareholders and the investment community.

Directors and employees who have contacts or dialogues with investors, analysts, media or other interested outside parties are required to comply with the disclosure obligations and requirements under the Company's information disclosure policy.

The Company continues to promote investor relations and enhance communication with the existing shareholders and potential investors. The Company welcomes suggestions from investors, stakeholders and the public. Enquiries to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong. The Board reviewed the implementation and effectiveness of the shareholders' communication policy and considered the policy was properly carried out during the year.

(v) 與投資市場的溝通

本公司會適時舉辦各種活動，包括舉行投資者／分析員簡介會及與其單獨會面、路演、傳媒採訪、訪問公司及宣傳推廣活動，以促進本公司與股東及廣大投資者之間的溝通。

董事及僱員但凡與投資者、分析員、傳媒或其他外界相關人士聯絡接觸或溝通對話，均須遵守本公司資訊披露政策的披露責任及規定。

本公司繼續促進投資者關係，並加強與現有股東及有意投資者之溝通。本公司歡迎投資者、持份者及公眾人士提供意見。向董事會或本公司作出之查詢可郵寄至本公司之香港主要營業地點。董事會已檢討股東溝通政策的執行情況及成效，並認為該政策於年內獲妥善執行。

CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

MISSION, CORE VALUE AND CORPORATE CULTURE

Vision

Leveraging Chinese culture to build a fashion brand for the world.

Mission

Focus on quality, pursue creative design, and continue to fulfil customer's dressing needs for different occasions.

Core value

We work in fashion and pursue a quality life style;

Constantly improve and surpass ourselves;

We aim to create a harmonious and simple working environment that demonstrates individuality;

We are grateful and dedicated to serve our society while working hard to create a new fashion trend in China.

Business Philosophy

Our operation is our outline for enhancing our brand value, and our management is our foundation for building our human resources.

Management Principles

Share responsibilities and results, more pay for more work, refuse mediocrity.

使命、核心價值及公司文化

願景

用中華文化，樹世界時尚品牌。

使命

專注品質，追求創意設計，持續滿足人們多場景穿搭的需求。

核心價值

我們從事時尚工作，追求有品位的生活；

不斷提升和超越自己；

我們營造展現個性、和諧簡單的工作環境；

我們心懷感恩、服務社會，為中國創造時尚新生力量而努力。

經營理念

經營以提升品牌價值為綱，管理以建設人力資源為本。

管理原則

共擔共享，多勞多得，拒絕平庸。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

ANTI-CORRUPTION POLICY

The Group highly values honesty and integrity. The Group provides each employee with clear guidelines in staff handbook and organizes annual training on prevention of corruption. Employees of the Group may never offer, give, or accept gifts of cash (or cash equivalents) in any business relationship because these could be considered an illegal bribe or kickback. Gifts and hospitality from business partners to members of employees' family, to those with whom the employee has a close personal relationship, would be treated as if they were given to that employee as well and thus be prohibited.

The Group requires all of its distributors and suppliers to sign anti-bribery sub-agreements when they enter into agreements with the Group. These anti-bribery sub-agreements impose obligations on the distributors or suppliers and the Group to comply with applicable laws and regulations in relation to unfair competition and antibribery. The Group is entitled to terminate the agreements with distributors or suppliers for their non-compliance with the terms of the anti-bribery sub-agreements.

The Group encourages whistle-blowing of suspected corruption, fraud or money laundering cases and offers rewards to whistle-blower if the case is proved to be valid. Whistle-blower can report suspected cases to any one of the directors or vice-presidents of the Group who will then work with the Board and/or our senior management team to carry out necessary approaches to investigate and solve these cases.

反貪污政策

本集團非常重視誠實守信。本集團的員工手冊及年度培訓就防止貪污為每位員工提供明確的指引。本集團員工於任何業務關係中不得提供、給予或接受現金(或現金等價物)餽贈，這些可能會被視為非法賄賂或回佣。商業夥伴向員工家屬或與員工存在緊密關係的人士贈送禮品及進行招待會被視為猶如向該員工贈送禮品及進行招待故被禁止。

本集團要求其所有的經銷商及供應商於與本集團簽訂協議時同步簽署防止賄賂附帶協議。上述防止賄賂的附帶協議規定，經銷商或供應商及本集團有責任遵守有關不正當競爭及防止賄賂的適用法律法規。本集團有權因經銷商或供應商不遵守防止賄賂協議的條款而終止與彼等的合作。

本集團鼓勵舉報涉嫌貪污、欺詐或洗錢個案，並會向舉報人提供獎勵(倘舉報屬實)。舉報人可向本集團任何董事或副總裁報告懷疑個案，該董事或副總裁隨後將與董事會及／或高級管理層團隊合作，執行必要措施調查並解決有關個案。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

WHISTLEBLOWING POLICY

The Group has whistleblowing procedures (“**Whistleblowing Policy**”) sets out for dealing with allegations of illegal, unethical and improper conduct in the workplace. Whistleblowing Policy is intended to provide a means of making serious allegations about standards, conduct, financial irregularity or possible unlawful action in a way that will ensure confidentiality and protect those making such allegations in the reasonable belief that it is right to do so from being victimised, discriminated against or disadvantaged. Whistleblowing Policy applies to all employees and business partners of the Group. The identity of the whistleblower will be treated with strict confidence.

Whistleblowing Policy is not designed to question financial or business decisions undertaken by the management, nor should it be used to reconsider any other matters which have been already addressed under other procedures. Whistleblowing Policy does not replace other complaints procedures.

Anonymous allegation

The Group encourages whistleblowers to put their name to an allegation wherever possible as anonymous allegations may often be difficult to substantiate/prove. Allegations made anonymously are much less powerful but anonymous allegations will be considered at the discretion of the Audit Committee or the Board. In exercising discretion to accept an anonymous allegation the factors to be taken into account:

- The seriousness of the issue raised;
- The credibility of the allegation; and
- Whether the allegation can realistically be investigated from factors or sources other than the complainant.

舉報政策

本集團已制定舉報程序(「**舉報政策**」)，當中載列如何處理工作場所有關非法、不道德及不當行為等指控的方法。舉報政策旨在提供對標準、操守、財務違規行為或可能的非法行為提出嚴重指控的方式，同時確保保密並保護合理相信提出該等指控屬該做之事者免受傷害、歧視或處於不利境況。舉報政策適用於本集團所有僱員及業務夥伴。舉報人的身份將受到嚴格保密。

舉報政策並非旨在質疑管理層作出的財務或業務決策，亦不應用於重新考慮已按其他程序處理的任何其他事項。舉報政策不會取代其他投訴程序。

匿名指控

本集團鼓勵舉報人盡可能在指控中署名，因為匿名指控往往難以證實／證明。匿名指控影響較小，審核委員會或董事會將酌情考慮匿名指控。在行使酌情權接受匿名指控時，應考慮以下因素：

- 所提出的問題的嚴重程度；
- 指控的可信度；及
- 指控是否可從投訴人以外的因素或來源進行實際調查。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

Untrue Allegations

No disciplinary or other action will be taken against a whistleblower who makes an allegation in the reasonable belief that it is a right thing to do even if the allegation is not substantiated by an investigation. However, disciplinary action may be taken against a whistleblower who makes an allegation without reasonable belief that it is true and in the interest of the Group (e.g. making an allegation frivolously, maliciously or for personal gain where there is no element of public interest).

Procedure for Making an Allegation

It is preferable for allegations to be made to an employee's immediate manager to whom they report. However, this may depend on the seriousness and sensitivity of the issues involved and who is suspected of the malpractice. The whistleblower may make an allegation direct to the chairman of Audit Committee or to the chairman of the Board (the "**Chairman**"). Persons making a report should exercise due care in ensuring accuracy of the information they report. If the report concerns the chairman of Audit Committee or a member of Audit Committee, the whistleblower should raise his concerns to the Chairman. If the report concerns the Chairman, the person should raise his concerns to the chairman of Audit Committee.

Action on receipt of an Allegation

The Audit Committee or the Board will appoint a team to record and investigate details of the allegation. If the allegation discloses evidence of a criminal offence, it will immediately be reported to the Audit Committee or the Board and a decision will be made as to whether to inform the police.

不實指控

倘舉報人合理相信作出指控而即使有關指控未獲調查證實亦屬該做之事，則本集團不會對其採取紀律處分或其他行動。然而，舉報人若在沒有合理理由相信有關指稱屬實及符合本集團利益的情況下作出有關指控(例如作出有關指控屬輕率、惡意或為個人利益而作出，且並無涉及公眾利益)，本集團或會對有關舉報人採取紀律行動。

提出指控的程序

員工提出指控的最好方法為向其直接匯報的直屬上司提出。然而，這可能取決於所涉及問題的嚴重性和敏感程度，以及何人涉嫌瀆職。舉報人可直接向審核委員會主席或董事會主席(「**主席**」)提出指控。作出舉報的人應謹慎行事，以確保彼等報告的資料準確無誤。如舉報涉及審核委員會主席或審核委員會成員，舉報人應向主席提出其疑慮。倘有關報告與主席有關，有關人士應向審核委員會主席提出其疑慮。

收到指控後採取的行動

審核委員會或董事會將委任團隊記錄及調查有關指控的詳情。倘有關指控披露刑事罪行證據，則會即時向審核委員會或董事會匯報，並決定應否報警。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

The Group accepts that whistleblowers need to be assured that the matter has been properly addressed. Thus, subject to legal constraints, the Group will inform those making allegations of the outcome of any investigation. The Board has overall responsibility for the operation of this policy and for determining the administrative processes to be followed and the format of the records to be kept. The Audit Committee will report annually to the Board on the operation of the policy and on the whistleblowing allegations made during the period covered by the report. The report will be in a form which does not identify whistleblowers.

DISSEMINATION OF INSIDE INFORMATION

The Group is committed to a consistent practice of timely, accurate and sufficiently detailed disclosure of material information about the Group. The Group has in place a policy on disclosure of inside information which sets out the procedures and internal controls for handling and dissemination of inside information. Such policy provides guidelines to the Directors, officers and all relevant employees of the Group to ensure proper safeguards exist to prevent the Company from breaching the statutory disclosure requirements. It also includes appropriate internal control and reporting systems to identify and assess potential inside information.

Key procedures in place include:

- define the requirements of periodic financial and operational reporting to the Board and Company Secretary to enable them to assess inside information and make timely disclosures, if necessary;
- controls the access to inside information by employees on a need-to-know basis, and safeguarding the confidentiality of the inside information before it is properly disclosed to public; and
- procedures of communicating with the Group's stakeholders, including shareholders, investors, analysts, etc. in ways which are in compliance with the Listing Rules.

本集團同意，需向舉報人保證有關事件已得到恰當處理。因此，在受到法律限制的情況下，本集團將向提出指控者通報任何調查的結果。董事會對該政策的實施及釐定須遵循的行政程序及須保存的記錄格式負有全面責任。審核委員會將每年向董事會報告政策之執行情況及於報告所涵蓋期間作出之舉報指控。報告將採用不指明舉報人的形式。

發佈內幕消息

本集團致力貫徹執行及時、準確及充足地詳細披露本集團之重大消息。本集團已採納內幕消息披露政策，當中載有處理及發佈內幕消息之程序及內部監控。有關政策向董事、本集團最高行政人員及所有相關僱員提供指引確保存在適當保障措施防止本公司違反法定披露要求。其亦包括適當內部監控及匯報系統以識別及評估潛在內幕消息。

所設主要步驟包括：

- 向董事會及公司秘書界定定期財務及經營申報的規定，使彼等可評估內幕消息及(如必要)作出適時披露；
- 按須知基準控制僱員獲悉內幕消息的途徑，向公眾恰當披露時前確保內幕消息絕對保密；及
- 與本集團持份者(包括股東、投資者、分析師等)溝通步驟，方式均遵從上市規則。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

The Group has also established and implemented procedures to handle enquiries from external parties related to the market rumours and other Group's affairs.

To avoid uneven dissemination of inside information, the dissemination of inside information of the Company shall be conducted by publishing the relevant information on the Stock Exchange's website and on the Company's website.

CONSTITUTIONAL DOCUMENTS

In order to (i) bring the Company's Articles of association (the “**Articles**”) in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; (ii) provide flexibility to the Company in relation to the conduct of general meetings; and (iii) make other consequential and housekeeping amendments, an amended Articles were approved by the Company's shareholders at its AGM on 27 April 2023. Please refer to the Company's circular dated 24 March 2023 for details of the amendments.

本集團亦已設立及實行步驟以處理外部人士有關市場傳言及其他本集團事務之查詢。

未免出現不公平公佈內幕消息，本公司公佈內部消息時，應於聯交所網站及本公司網站看有有關資料。

章程文件

為了 (i) 使本公司的組織章程細則(「**細則**」)符合開曼群島適用法律及上市規則的相關規定；(ii) 讓本公司在召開股東大會方面更靈活；及(iii) 作出其他相關內務修訂，經修訂細則已由本公司股東於其二零二三年四月二十七日舉行之股東週年大會上批准。修訂之詳情請參閱本公司日期為二零二三年三月二十四日之通函。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷詳情

EXECUTIVE DIRECTORS

Mr. Ziming Yang (楊紫明), aged 52, is the founder of the Group. He was appointed as an executive Director of the Company on 3 November 2011. He is the chairman of the Board of the Company since November 2011 and has been the chief executive officer of the Company since March 2020. Mr. Yang is primarily responsible for overall corporate strategies, planning and business development, investor relations and leads the Group's design and research and development team.

Mr. Yang first started his fashion and wholesale of apparel business in April 1992. In October 1997, Mr. Yang began to design and wholesale Cabbeen branded apparel. Mr. Yang has over 20 years of experience in design. He has been one of the most famous designers in China, who won the award for "Best Menswear Designer"* (最佳男裝設計師) at the China International Fashion Week* (中國國際時裝週) in 2009 and "The 14th China Fashion Design Top Award"* (第14屆中國時裝設計金頂獎), which is the top honor in apparel design in China in 2010. Mr. Yang was accredited as "2010 Quanzhou Economic Figure" (2010年度泉州經濟人物) and was the member of the 10th China Young Entrepreneurs Association (第十屆中國青年企業家協會會員) in 2010. In 2011, he was the honorable president of Shishi Textile & Garments Commerce Chamber's Council (石獅市紡織服裝商會理事會名譽會長) and a committee member of the 11th Committee of All-China Youth Federation (中華全國青年聯合會第十一屆委員會委員). In 2012, Mr. Yang was the first president of the Fashion Designers' Association of Fujian Province* (福建省服裝設計師協會第一屆會長) and the honorable president of Quanzhou APEC Commerce Chamber's Council* (泉州APEC商務協會名譽會長). In March 2013, Mr. Yang became the consulting professor of Beijing Institute of Fashion Technology (北京服裝學院). In April 2014, Fujian Normal University (福建師範大學) appointed Mr. Yang as a guest professor. In addition, Mr. Yang is currently the vice president and a member of the standing committee and the arts committee of the China Fashion Designers

執行董事

楊紫明先生，52歲，本集團創辦人。彼於二零一一年十一月三日獲委任為本公司執行董事。彼自二零一一年十一月起擔任本公司董事會主席以及自二零二零年三月起擔任本公司行政總裁。楊先生主要負責我們的整體公司策略、規劃及業務發展以及投資者關係並領導本集團的設計及研發團隊。

楊先生最初於一九九二年四月開始其時裝及服裝批發業務。一九九七年十月，楊先生開始設計及批發Cabbeen品牌服裝。楊先生在設計方面擁有逾二十年經驗。彼為中國最知名設計師之一，於二零零九年中國國際時裝週榮獲「最佳男裝設計師」獎，並於二零一零年榮獲中國服裝設計最高榮譽的「第14屆中國時裝設計金頂獎」。楊先生於二零一零年獲評為「2010年度泉州經濟人物」，並為第十屆中國青年企業家協會會員。二零一一年，彼為石獅市紡織服裝商會理事會名譽會長及中華全國青年聯合會第十一屆委員會委員。二零一二年，楊先生擔任福建省服裝設計師協會第一屆會長及泉州APEC商務協會名譽會長。二零一三年三月，楊先生出任北京服裝學院顧問教授。二零一四年四月，楊先生獲福建師範大學聘任為客座教授。此外，楊先生現為中國服裝設計師協會副主席及常務理事會理事和藝術委員會委員。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

董事及高級管理層履歷詳情(續)

Association (中國服裝設計師協會). Mr. Yang has been the vice president of the standing committee of the China Garment Association* (中國服裝協會) since October 2013. In April 2013, Mr. Yang was awarded as 2012 Innovative person of China textile industry* (2012中國紡織行業年度創新人物) by The Association of China Textile Industry* (中國紡織工業聯合會). In 2015, Mr. Yang was awarded the “New China Annual Award for Artistic Innovation”* (新中國藝術創新年度大獎) by the China Fashion Designers Association and New China Clothing Industry Innovation & Development Fund* (新中國服裝產業創新發展基金會). Since August 2019, Mr. Yang has been a consultant for the Guangdong branch of the China Fashion Designers Association. He also participated in the design and production of the apparel used for the civilian parade held during the 70th anniversary of the People’s Republic of China. In 2020, Mr. Yang was awarded as 2020 Best of the Best Designer of the Year* (羅博之選2020「年度設計師」), and awarded as Outstanding Individual in National Textile and Apparel Industry for Fighting Novel Coronavirus Epidemic* (全國紡織行業抗擊新冠肺炎疫情先進個人) by China National Textile and Apparel Council* (中國紡織工業聯合會). In the same year, he served as the anti-drug ambassador for Shishi city. In 2021, Mr. Yang was invited to be the chief costume designer of the “Long March-5B Y2” and “Long March-7 Y3” rocket launch team, and became an honorary team member. Since February 2022, Mr. Yang has been serving as the chairman of the Shishi Industrial and Commercial Commission* (石獅市工商業聯合會) and the president of the Shishi General Chamber of Commerce*(石獅市總商會).

Mr. Yang received his EMBA in Sun Yat-Sen University (中山大學) in June 2011. Mr. Yang is the brother-in-law of Mr. Rongqin Ke (柯榕欽) who is also our executive Director.

楊先生亦自二零一三年十月起擔任中國服裝協會理事會副會長。在二零一三年四月，楊先生獲中國紡織工業聯合會評為2012中國紡織行業年度創新人物。二零一五年，楊先生榮獲中國服裝設計師協會和新中國服裝產業創新發展基金會共同頒發的「新中國藝術創新年度大獎」。二零一九年八月起，楊先生擔任中國服裝設計師協會廣東代表處顧問，並參與設計、製作慶祝中華人民共和國成立70周年大會群眾遊行服裝。二零二零年，楊先生榮獲羅博之選2020「年度設計師」獎項、中國紡織工業聯合會授予楊先生「全國紡織行業抗擊新冠肺炎疫情先進個人」榮譽稱號，同年擔任石獅市禁毒宣傳形象大使。二零二一年，楊先生受邀成為了「長征五號B遙二」及「長征七號遙三」火箭發射任務隊員服裝總設計師，並成為榮譽隊員。二零二二年二月起，楊先生擔任石獅市工商業聯合會主席及石獅市總商會會長。

楊先生於二零一一年六月取得中山大學EMBA。楊先生為執行董事柯榕欽先生的姻兄。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED) 董事及高級管理層履歷詳情(續)

Mr. Rongqin Ke (柯榕欽), aged 49, is one of the founding members of the Group and has been an executive Director of the Company since 18 February 2013. Mr. Rongqin Ke is primarily responsible for supply chain and financial management. Mr. Ke has over 20 years of experience in various aspects, including manufacturing, product design and research and development and procurement.

Mr. Ke obtained his diploma certificate in business administration from Hunan University of Technology (湖南工業大學) in January 2008. Mr. Ke was accredited as “2011-2012 Top Ten Professional Managers of Apparel Industry in Guangdong Province”* (2011-2012年度廣東省服裝行業十佳職業經理人) in August 2012. He completed the EMBA program at Lingnan College of Sun Yat-Sen University (中山大學嶺南學院) in June 2013.

Mr. Rongqin Ke is the brother-in-law of Mr. Ziming Yang.

柯榕欽先生，49歲，本集團創辦人之一，自二零一三年二月十八日獲委任為本公司執行董事。柯榕欽先生主要負責供應鏈及財務管理。柯先生於包括製造、產品設計、研發及採購等多個範疇擁有逾二十年經驗。

柯先生於二零零八年一月取得湖南工業大學工商管理文憑。柯先生於二零一二年八月獲評為「2011-2012年度廣東省服裝行業十佳職業經理人」。彼於二零一三年六月在中山大學嶺南學院完成EMBA課程。

柯榕欽先生為楊紫明先生的姻弟。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

董事及高級管理層履歷詳情(續)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yung Kwok Tsui (徐容國), aged 55, is an independent non-executive Director and was appointed to the Board on 18 February 2013. Mr. Tsui has over 20 years of extensive experience in auditing and accounting, including experience from corporations and an international accounting firm. Mr. Tsui joined Ju Teng International Holdings Limited (巨騰國際控股有限公司) (stock code: 3336) in August 2004 and has been the company's executive director and chief financial officer since its listing in the Stock Exchange and served as the company secretary from August 2004 to March 2017.

He has also respectively been an independent non-executive director of Shenguan Holdings (Group) Limited (神冠控股(集團)有限公司) (stock code: 829) since September 2009 and Intron Technology Holdings Limited (英恒科技控股有限公司) (stock code: 1760) since July 2018, both of which are listed on the Stock Exchange. Mr. Tsui was also an independent non-executive director of 361 Degrees International Limited (361度國際有限公司) (stock code: 1361) from September 2012 to May 2019 and SITC International Holdings Company Limited (海豐國際控股有限公司) (stock code: 1308) from September 2010 to December 2020.

Mr. Tsui obtained his bachelor's degree of business in accounting from Curtin University of Technology in August 1992 and his master's degree of corporate governance from The Hong Kong Polytechnic University in December 2007. Mr. Tsui has been a member of Hong Kong Institute of Certified Public Accountants since February 1997, a member of Chartered Accountants Australia and New Zealand since June 2000, and a member of CPA Australia since September 1996. He has also been a member of The Hong Kong Institute of Chartered Secretaries since December 2007.

獨立非執行董事

徐容國先生，55歲，獨立非執行董事，於二零一三年二月十八日獲委任加入董事會。徐先生於審計及會計方面擁有逾二十年豐富經驗，曾任職多家企業及一家國際會計師事務所。徐先生於二零零四年八月加入巨騰國際控股有限公司(股份代號：3336)，並自該公司於聯交所上市後擔任其執行董事及財務總監，並於二零零四年八月至二零一七年三月擔任該公司之公司秘書。

彼亦分別自二零零九年九月及二零一八年七月起出任聯交所上市公司神冠控股(集團)有限公司(股份代號：829)及英恒科技控股有限公司(股份代號：1760)的獨立非執行董事。徐先生分別自二零一二年九月至二零一九年五月及自二零一零年九月至二零二零年十二月亦擔任361度國際有限公司(股份代號：1361)及海豐國際控股有限公司(股份代號：1308)的獨立非執行董事。

徐先生於一九九二年八月獲Curtin University of Technology的會計商業學士學位，並於二零零七年十二月獲香港理工大學的企業管治碩士學位。徐先生自一九九七年二月起為香港會計師公會會員、自二零零零年六月起為澳洲及紐西蘭特許會計師協會會員及自一九九六年九月起為澳洲會計師公會會員。彼亦自二零零七年十二月起為香港特許秘書公會會員。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

董事及高級管理層履歷詳情(續)

Mr. Ming Shu Leung (梁銘樞), aged 48, was appointed as an independent non-executive Director on 18 February 2013. Since April 2021, Mr. Leung has been serving as group chief financial officer, a member of strategy committee of 58.com Inc. and Managing Partner of 58 Industrial Fund (58產業基金), where he is mainly responsible for overseeing overall financial and legal functions and strategic investment of 58.com Inc.

Mr. Leung has been an independent non-executive director of Sun King Power Electronics Group Limited (賽晶科技集團有限公司) (stock code: 580) since March 2017, Renrui Human Resources Technology Holdings Limited (人瑞人才科技控股有限公司) (stock code: 6919) since November 2019, Infinities Technology International (Cayman) Holding Limited (多牛科技國際(開曼)集團有限公司)(stock code: 1961) since May 2022, and Gala Technology Holding Limited (望塵科技控股有限公司) (stock code: 2458) since January 2023, all of which are listed on the Stock Exchange. Mr. Leung has also been a non-executive director of Gogox Holdings Limited (快狗打車控股有限公司) (stock code: 2246) since August 2021, which is listed on the Stock Exchange.

From January 2013 to January 2017, he served as chief financial officer of Visual China Group (視覺(中國)文化發展股份有限公司), a company listed on the Main Board of the Shenzhen Stock Exchange (stock code: 000681). Since 2017, he has been serving as a founding and managing partner at Harmony Capital, a family office PE fund with a focus on internet and consumer sectors in China. From January 2008 to December 2012, he served as the CFO of China ITS (Holdings) Co., Ltd. (中國智能交通系統(控股)有限公司), a company listed on the Stock Exchange (stock code: 01900). From February 2003 to March 2006, he served as a senior manager in the mergers and acquisitions department and subsequently as CFO at CDC Corporation, a company formerly listed on the NASDAQ. From October 1999 to December 2000, he served as a senior consultant at Arthur Andersen & Co. From September 1998 to August 1999, he served as an auditor at PricewaterhouseCoopers.

梁銘樞先生，48歲，於二零一三年二月十八日獲委任為獨立非執行董事。自二零二一年四月起，梁先生擔任58同城的集團首席財務官、其策略委員會成員以及58產業基金執行合夥人，彼主要負責監督58同城之整體財務及法律職能以及策略投資。

梁先生自二零一七年三月、二零一九年十一月、二零二二年五月及二零二三年一月起分別擔任賽晶科技集團有限公司(股份代號：580)、人瑞人才科技控股有限公司(股份代號：6919)、多牛科技國際(開曼)集團有限公司(股份代號：1961)及望塵科技控股有限公司(股份代號：2458)的獨立非執行董事，而上述所有公司均於聯交所上市。梁先生自二零二一年八月起亦為聯交所上市公司快狗打車控股有限公司(股份代號：2246)的非執行董事。

於二零一三年一月至二零一七年一月，彼擔任深圳證券交易所主板上市公司視覺(中國)文化發展股份有限公司(股份代號：000681)首席財務官。自二零一七年起，彼一直擔任和諧資本的創辦人及執行合夥人，而和諧資本為專注於中國互聯網及消費者領域的家族辦公室私募股權基金。於二零零八年一月至二零一二年十二月，彼在聯交所上市公司中國智能交通系統(控股)有限公司(股份代號：01900)擔任財務總監。於二零零三年二月至二零零六年三月，彼在一間曾經於納斯達克上市的公司CDC Corporation擔任兼併收購部高級經理，隨後擔任其首席財務官。於一九九九年十月至二零零零年十二月，彼擔任安達信會計師事務所的高級顧問。於一九九八年九月至一九九九年八月，彼擔任羅兵咸永道會計師事務所的核數師。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

董事及高級管理層履歷詳情(續)

Mr. Leung has been a fellow member of Association of Chartered Certified Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants since February 2007 and June 2010, respectively. Mr. Leung obtained a First-Class Honor bachelor's degree in accounting from the City University of Hong Kong in November 1998 and a master's degree in accounting from The Chinese University of Hong Kong in November 2001.

Ms. Jing Gu (谷晶), aged 54, was appointed as an independent non-executive Director on 28 April 2023. She has over 30 years of experience in the field of corporate branding strategies. Ms. Gu has been a founder and the chief executive officer of Beijing Baiyue Culture Development Co., Ltd.* (北京百悅文化發展有限公司) since March 2014, which operates a celebrity club founded consisting of more than 100 domestic elite leaders from various industries.

Ms. Gu served as the vice president of Jaguar Land Rover (China) Investment Co., Ltd. (捷豹路虎(中國)投資有限公司) in China from October 2010 to March 2014, the director of public relation department of BMW Brilliance Automotive Ltd. (華晨寶馬汽車有限公司) from September 2008 to October 2010, the public relation manager of the corporate public relation department and digital imaging department of Kodak (China) Investment Co., Ltd. (柯達(中國)投資有限公司) in Greater China from June 2003 to September 2008, and the manager of marketing communication department of Ericsson (China) Co., Ltd.* (愛立信(中國)有限公司) from January 1998 to June 2003.

Ms. Gu obtained a bachelor's degree in Chinese language and literature from Liaoning Normal University (遼寧師範大學) in 1993 and completed the business leadership management program at Guanghua School of Management, Peking University (北京大學) in 2017.

梁先生自二零零七年二月及二零一零年六月起分別為英國特許公認會計師公會資深會員及香港會計師公會資深會員。梁先生於一九九八年十一月獲香港城市大學頒發會計學第一級榮譽文學學士學位，並於二零零一年十一月獲香港中文大學頒發會計學碩士學位。

谷晶女士，54歲，於二零二三年四月二十八日獲委任為獨立非執行董事。彼在企業品牌策略方面擁有逾30年經驗。谷女士自二零一四年三月起為北京百悅文化發展有限公司的創辦人及行政總裁，該公司經營一個由百餘位國內各行業精英組成的人名俱樂部。

谷女士於二零一零年十月至二零一四年三月期間擔任捷豹路虎(中國)投資有限公司中國區副總裁、於二零零八年九月至二零一零年十月期間擔任華晨寶馬汽車有限公司公共關係事務部總監、於二零零三年六月至二零零八年九月期間擔任柯達(中國)投資有限公司大中華區企業公關部及數碼影像部公共關係經理以及於一九九八年一月至二零零三年六月擔任愛立信(中國)有限公司市場傳訊部經理。

谷女士於一九九三年獲得遼寧師範大學中國語言文學系學士學位，並於二零一七年就讀北京大學光華管理學院商業領袖管理課程並結業。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

董事及高級管理層履歷詳情(續)

TENURE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Two of the three independent non-executive Directors have served the Company for more than nine years. The lengths of their tenure as of the date of this report are set out below:

獨立非執行董事的任期

三名獨立非執行董事中有兩名獨立非執行董事均已在本公司任職超過九年。截至本報告日期，彼等的任期載列如下：

Name 姓名	Date of appointment 獲委任日期	Length of tenure 任期
Mr. Yung Kwok Tsui 徐容國先生	18 February 2013 二零一三年二月十八日	11 years 十一年
Mr. Ming Shu Leung 梁銘樞先生	18 February 2013 二零一三年二月十八日	11 years 十一年

SENIOR MANAGEMENT

Ms. Lai Wah Wong (黃麗華), aged 49, is the chief financial officer of the Group. Ms. Wong is also the company secretary and one of the authorized representatives of the Company. Ms. Wong joined the group in April 2012 and is primarily responsible for overall financial management and company secretarial affairs and coordination of investor relations. Ms. Wong has over 20 years of experience in auditing, tax and financial management. Prior to joining us, she had worked in international accounting firms and other companies listed on the main board of the Stock Exchange. Ms. Wong obtained her bachelor's degree of arts in accountancy at The Hong Kong Polytechnic University in 1997 and master's degree of science in financial analysis at The Hong Kong University of Science and Technology in 2014. She is a fellow member of The Hong Kong Institute of Certified Public Accountants.

高級管理層

黃麗華女士，49歲，為本集團財務總監。黃女士亦為公司秘書及本公司其中一名授權代表。黃女士於二零一二年四月加入本集團，主要負責整體財務管理、公司秘書事宜及統籌投資者關係。黃女士於審計、稅務及財務管理方面擁有逾二十年經驗。加入我們之前，彼曾任職於國際會計師行及其他聯交所主板上市公司。黃女士於一九九七年取得香港理工大學會計文學學士學位及於二零一四年取得香港科技大學財務分析學理學碩士學位。彼為香港會計師公會資深會員。

REPORT OF THE DIRECTORS

董事會報告

The Directors are pleased to present the annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2023.

PRINCIPAL PLACE OF BUSINESS

The Company was incorporated in the Cayman Islands and is domiciled in Hong Kong and has its registered office at Unit A&B, 26/F, Billion Plaza II, 10 Cheung Yue Street, Cheung Sha Wan, Kowloon, Hong Kong. The Group's principal place of business is in the PRC.

PRINCIPAL ACTIVITIES

The principal activities of the Group are wholesaling and retailing of branded menswear and related accessories in the PRC. The principal activities and other particulars of the subsidiaries are set out in note 14 to the financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2023, aggregate sales to the Group's largest and five largest customers of apparel products accounted for 5.1% (2022: 6.6%) and 19.4% (2022: 21.5%), respectively, of the Group's total revenue for the year.

Aggregate purchases from the Group's largest and five largest suppliers of apparel products accounted for 11.3% (2022: 6.3%) and 38.3% (2022: 23.9%), respectively, of the Group's total purchases from suppliers for the year ended 31 December 2023.

At no time during the year have the Directors, their associates or any shareholder of the Company (who or which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers and suppliers.

董事欣然提呈本集團截至二零二三年十二月三十一日止年度的年報，連同經審核綜合財務報表。

主要營業地點

本公司在開曼群島註冊成立，並以香港為居駐地，其註冊辦事處位於香港九龍長沙灣長裕街10號億京廣場二期26樓A及B室。本集團的主要營業地點位於中國。

主要業務

本集團的主要業務為於中國批發及零售男裝及相關配飾。附屬公司的主要業務及其他資料載於財務報表附註14。

主要客戶及供應商

截至二零二三年十二月三十一日止年度，向本集團服裝產品的最大及五大客戶銷售總額分別佔本集團年內總營業額的5.1%（二零二二年：6.6%）及19.4%（二零二二年：21.5%）。

向本集團服裝產品的最大及五大供應商採購總額分別佔本集團截至二零二三年十二月三十一日止年度自供應商採購總額的11.3%（二零二二年：6.3%）及38.3%（二零二二年：23.9%）。

董事、彼等的聯繫人或本公司任何股東（就董事所知擁有本公司已發行股本超過5%的股東）於年內任何時間概無於本集團五大客戶及供應商中擁有任何權益。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the latest five financial years is set out on page 232 of the annual report. This summary does not form part of the audited consolidated financial statements.

FINANCIAL STATEMENTS

The profit of the Group for the year ended 31 December 2023 and the state of the Company's and the Group's affairs as at that date are set out in the consolidated financial statements on pages 102 to 231 of the annual report.

RESERVES

Details of movements in reserves of the Company and the Group are set out in note 25 to the financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Group's reserves available for distribution, calculated in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to approximately RMB38.9 million.

DIVIDEND

On 4 August 2023, the Company declared an interim dividend of HK0.7 cent (2022: HK1 cent) per ordinary share for the six months ended 30 June 2023. The Directors recommend the payment of a final dividend of HK0.7 cent (2022: Nil) in respect of the year ended 31 December 2023.

五年財務概要

本集團於最近五個財政年度的業績及資產以及負債概要載於本年報第232頁。該概要並不屬於經審核綜合財務報表的組成部分。

財務報表

本集團截至二零二三年十二月三十一日止年度的溢利以及本公司及本集團於該日的事務狀況載於本年報第102至231頁的綜合財務報表內。

儲備

本公司及本集團的儲備變動詳情分別載於財務報表附註25及綜合權益變動表內。

可供分派儲備

於二零二三年十二月三十一日，本集團的可供分派儲備約為人民幣38.9百萬元，乃根據開曼群島法律第22章公司法（一九六一年第3號法例，經綜合及修訂）計算所得。

股息

本公司已於二零二三年八月四日宣派截至二零二三年六月三十日止六個月的中期股息每股普通股0.7港仙（二零二二年：1港仙）。董事建議就截至二零二三年十二月三十一日止年度派付末期股息每股普通股0.7港仙（二零二二年：無）。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

CHARITABLE DONATIONS

Charitable donations made by the Group during the year amounted to RMB0.3 million (2022: RMB11.3 million).

NON-CURRENT ASSETS

Details of acquisitions and other movements of non-current assets (including investment properties, other property, plant and equipment and intangible assets) are set out in notes 10, 11 and 12 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 25 to the consolidated financial statements.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

BUSINESS REVIEW

Business overview and financial performance

The review of the Group's business and financial performance for the year ended 31 December 2023 and an indication of likely future developments in the Group's business are provided in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" in this annual report.

Principal risks and uncertainties

A number of factors may affect the results and business operations of the Group, some of which are inherent to fashion business and some are from external sources. Major risks are summarized below.

慈善捐款

本集團於年內的慈善捐款為人民幣0.3百萬元(二零二二年：人民幣11.3百萬元)。

非流動資產

非流動資產(包括投資物業、其他物業、廠房及設備及無形資產)的購置及其他變動詳情載於綜合財務報表附註10、11及12。

股本

本公司股本年內變動詳情載於綜合財務報表附註25。

購買、出售或贖回本公司的上市證券

截至二零二三年十二月三十一日止年度，本公司或其任何附屬公司均無購回、贖回或出售本公司任何上市證券。

業務回顧

業務回顧及財務表現

截至二零二三年十二月三十一日止年度，有關本集團業務及財務表現的回顧及有關本集團業務未來可能發展的指示載於本年報「主席報告」及「管理層討論及分析」等節。

主要風險及不確定因素

本集團的業績及業務營運受多個因素的影響，若干為服裝業所固有，若干則來源於外界。主要風險概述如下。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

(i) Fashion risk

Our success depends on our ability to define products trends and anticipate, gauge and react to changing consumer demands in a timely manner. Failure to anticipate and respond timely to changing consumer preferences could lead to lower sales and excess inventory levels. With respect to each design concept, it is important to have the right volume of stocks and strike the right balance in the mix between fashion basics and the latest trends. To track the acceptance of our fashion concept in the market closely, we introduce products in different batches throughout the season and will further shorten the product development cycle in order to reduce the lead time between production and delivery to customers. In addition, shopping patterns and the length of product seasons can vary in different parts of mainland China. Fashion designs which are popular in one province of mainland China at a given time may not be as popular in another local market.

(ii) Intense competition

We compete not only with local Chinese apparel brands, but also with other international fashion brands. Areas of competition include product designs, production costs, marketing programs, customer services. If we do not respond timely to our competitors, our costs may increase or the consumer demand for our products may decline and our revenue and profits would decrease.

(i) 時尚風險

我們的成功取決於我們把握時尚趨勢、預測、評估並及時應對不斷變化的消費者需求的能力。未能預測並及時應對不斷變化的消費者喜好可能降低我們的銷售額及導致過高的存貨水平。就各項產品設計而言，掌握適當的存貨量，及於服裝設計元素及時裝流行趨勢之間取得適當平衡至關重要。為密切追蹤我們的時裝理念在市場上的接受程度，我們於一季內分批推出產品，並將進一步縮短產品開發週期，以減少產品生產與交付予客戶之間的時間。此外，購物模式及產品銷售季節長度因中國內地不同省份地域而異。於特定時間在中國內地某個省份流行的時裝設計不一定會在另一個當地市場流行。

(ii) 競爭激烈

我們的競爭對手不僅來自中國本土服裝品牌，亦來自其他國際時裝品牌。競爭的領域包括產品設計、生產成本、營銷計劃及客戶服務。倘我們無法及時應對競爭對手的挑戰，或會導致我們的成本增加或客戶對我們的產品需求下降，以及我們的收益及溢利減少。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

(iii) Macroeconomic and social environment

The risk exists that negative macroeconomic changes may result in negative changes in the business environment. Fashion products may be considered as discretionary items for customers. Slower consumer spending may result in reduced demand for our products, reduced orders from our distributors, order cancellations, higher discounts, increased inventories, lower revenue and margins. It is therefore important that the Group is aware of any such changes of economic environment and adjusts its store opening plan, buying volume and business plan under different market conditions.

In addition, if any event which materially and adversely affect the social environment of the markets where we operate arises, such as the outbreak of novel coronavirus in the PRC in January 2020, such event may cause a significant impact on our ability to operate business in a normal manner. Such event may cause disruptions to our normal business activities, manufacturing of products by us and/or our suppliers, logistics involved in distributing our products, among other aspects of our business. The Group's operating results and financial condition may be materially and adversely affected as a result.

(iii) 宏觀經濟及社會環境

存在不利的宏觀經濟變化或會導致業務環境發生不利變動的風險。消費者可能將時裝產品視為非必需消費品。消費支出放緩或會導致對我們產品的需求減少、來自分銷商的訂單減少、取消訂單、增加銷售折扣、存貨增加、收益及利潤下降。因此，本集團需及時關注經濟環境的任何變化，並根據不同市況調整開店計劃、產品購買量及業務規劃。

此外，倘發生任何對我們經營所在市場的社會環境造成重大不利影響的事件(如二零二零年一月中國爆發新冠肺炎)，則有關事件可能會對我們正常經營業務的能力造成重大影響。有關事件或會導致我們正常的業務活動、我們及／或我們供應商生產產品、涉及分銷我們產品的物流及我們業務的其他方面遭到中斷。本集團的經營業績及財務狀況可能會因此而受到重大不利影響。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

(iv) Supply chain

We operate manufacturing facilities in Fujian, the PRC for producing some of our core products. We still depend upon independent manufacturers to produce majority of our products and materials. Any disruption in the supply of fabric, raw materials and products from suppliers may cause problems in our supply chain. We have no long-term contracts with any of our suppliers and we may need to compete with other companies for fabrics, raw materials and apparel products. Nevertheless, we have developed long-standing relationships with a number of our vendors so as to minimize the impact from any supply disruptions and ensure we can locate alternative suppliers of comparable quality at a reasonable price all the time. For the year ended 31 December 2023, 38.3% (2022: 23.9%) of our products were produced by our top five suppliers and we have at least three years' business relationship with these suppliers.

(v) Financial conditions of our distributors

We extend credit to our distributors based on as assessments of their financial conditions, repayment history and sales performance of the retail outlets operated by them, generally without requiring collateral. To assist in the scheduling of production of our products, our customers could place orders four to five months ahead of delivery under our sales fair ordering system. These advance orders may be cancelled and the risk of cancellation may increase when dealing with distributors struggling with financial difficulties. A slowing economy could also adversely affect the financial conditions of our customers, which in turn could have an adverse effect on our results of operation. In addition, product sales are dependent in part on an appealing store environment to attract consumers, which requires continuing investments by distributors. Distributors that experience financial difficulties may fail to make such investments and result in lower sales and orders for our products.

(iv) 供應鏈

我們於中國福建就供生產我們某些核心產品經營生產設施，並依賴獨立生產商生產我們大部分產品及材料。供應商中斷供應任何面料、原材料及產品可能導致我們的供應鏈出現問題。我們並無與任何供應商訂有長期合約，故我們可能需就面料、原材料及服裝產品與其他公司進行競爭。然而，我們已與多家供應商建立長期的合作關係，以盡力減少任何供應中斷的影響，並確保我們能夠隨時按合理價格找到類似質素的其他供應商。截至二零二三年十二月三十一日止年度，我們38.3%（二零二二年：23.9%）的產品由五大供應商生產，而我們與該等供應商已擁有至少三年的業務合作關係。

(v) 分銷商的財務狀況

我們根據分銷商財務狀況、支付記錄及其營運的零售店舖的銷售表現，來評估彼等可獲得的信用期。我們一般不會要求分銷商提供抵押品。為配合產品的生產安排，客戶可根據我們的展銷會訂單系統於貨品交付前四至五個月下單。該等預訂單可能被取消，而當與遭遇財務困難的分銷商交易時，取消的風險將會增加。經濟放緩亦對我們客戶的財務狀況造成不利影響，從而對我們的經營業績造成不利影響。此外，產品銷售在一定程度上依賴具吸引力的店舖環境以吸引消費者，這需要分銷商的持續投資。遭遇財務困難的分銷商可能無法作出有關投資，並會導致我們的產品銷售量及訂單減少。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

(v) Information system

We are dependent on information technology systems and networks, including the internet and third-party hosted services across many of our operating activities, including sales and distribution, ordering and purchases, sales and distribution, inventory management in all retail outlets, e-commerce business, customer relationship management, digital marketing and financial reporting. Any material disruption or slowdown of our IT systems, including a disruption or slowdown caused by our failure to successfully upgrade our systems, system failures, viruses or cyber attacks could cause a loss of data or operation interruption. Therefore, we invest continuously in our IT and ERP system so as to keep up with the technology security and availability and integrity of critical operation data.

(vi) Reputational risk

Cabbeen is one of the leading Chinese fashion causal designer brands and our success depends on our ability to maintain and enhance our brand image and reputation. Maintaining and promoting our brands will depend on our product design, marketing efforts and product quality. In addition, effect of our marketing activities depends on our ability to adapt to the rapid changing media environment, including social media and online advertising campaigns. Should existing and potential customers lose confidence in Cabbeen/or one of its brands, or in the industry in general, because of negative publicity, the Group's sales would decrease. To safeguard and manage the brand, it is important that the Group continues to uphold its brand value, corporate image, product safety and maintain high business ethics. In addition, it is also important that communication with our shareholders, customers and other stakeholders is accurate, transparent and reliable.

(vii) Weather

Extreme weather conditions in the areas in which our retail stores, suppliers and customers are located could adversely affect our operating results and financial condition.

(vi) 資訊系統

我們依賴資訊科技系統及網絡，包括互聯網及外包雲端服務，涉及我們的眾多經營活動，包括銷售及分銷、採購、所有零售店鋪的銷售及分銷、存貨管理、電子商務、客戶關係管理、數字營銷及財務報告。我們的資訊科技系統如出現任何嚴重中斷或減速，包括因我們未能成功更新我們的系統、系統故障、病毒或網絡攻擊而引起的中斷或減速，均可能導致數據丟失或運作中斷。因此，我們持續投資於資訊科技及ERP系統，以確保技術安全以及重要營運數據的可用性與完整性。

(vii) 聲譽風險

卡賓為中國領先的時尚休閒設計師品牌之一，我們的成功取決於我們維持並提升我們品牌形象及聲譽的能力。維持並提升我們的品牌將取決於我們的產品設計、營銷力度及產品質素。此外，我們的營銷活動的效果將取決於我們適應快速變化的媒體環境的能力，包括社交媒體及網絡廣告活動。倘由於負面宣傳，現有及潛在客戶對卡賓／或其任何品牌或整個行業失去信心，本集團的銷售將會下降。為維護及管理品牌，本集團繼續維護其品牌價值、公司形象、產品安全及維持高度的商業道德至關重要。此外，與我們的股東、客戶及其他持份者保持準確、透明及可靠的溝通亦相當重要。

(viii) 天氣

我們的零售店鋪、供應商及客戶所在地區的極端天氣狀況可能對我們的經營業績及財務狀況造成不利影響。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

Key Relationships

(i) Employees

To remain competitive in the retail apparel industry, we must attract, develop, and retain skilled employees in our design, merchandising, supply chain, marketing, and other functions.

We strive to motivate employees with a clear career path and opportunities for advancement and improvement of their skills. We provide pre-employment and on-the-job training and development opportunities to our staff members. The training programs cover areas such as managerial skills, sales and production, customer services, quality control, sales fairs planning, workplace ethics and training of other areas relevant to the industry.

We conduct employee engagement survey across its Hong Kong and mainland China operations once a year. We seriously consider all those valuable feedback from our employees for enhancing workplace productivity and harmony.

In addition, we offer competitive remuneration packages to employees and have also adopted share option schemes to recognize and reward the contribution of the employees to the growth and development of the Group.

(ii) Suppliers

We have developed long-standing relationships with a number of our vendors and take great care to ensure that they share our commitment to quality and ethics. We carefully select our suppliers and require them to satisfy certain assessment criteria including track record, experience, financial strength, reputation, ability to produce high-quality products and quality control effectiveness. We also require our suppliers to comply with our anti-bribery policy.

重要關係

(i) 僱員

為維持在服裝零售業的競爭優勢，我們必須在我們的設計、銷售、供應鏈、市場推廣以及其他方面吸引、發展並挽留有才能的僱員。

我們致力以清晰的事業發展路徑以及提高及完善技能的機會激勵僱員。我們為員工提供職前及在職培訓及發展機會。培訓課程包括管理技能、銷售與生產、客戶服務、質量監控、展銷會策劃、工作操守及其他與行業相關範疇的培訓。

我們每年就其香港及中國內地業務進行一次僱員滿意度調查。我們會慎重考慮僱員有關提升工作效率及和諧工作氣氛的所有寶貴反饋意見。

此外，我們為僱員提供具競爭力的薪酬待遇及亦已採納購股權計劃，以表揚及獎勵對本集團增長與發展作出貢獻的員工。

(ii) 供應商

我們已與多家供應商建立長期的合作關係，並盡力確保其遵守我們對質素及道德的承諾。我們審慎挑選供應商，並要求其滿足若干評估標準，包括往績記錄、經驗、財務實力、聲譽、生產高質素產品的能力及質量控制效力。我們亦要求供應商遵守我們的反賄賂政策。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

(iii) Distributors

We sell our products to end customers through third-party distributors. We work with our distributors like we are business partners and ensure we share the view for upholding our brand value and customer services, specifically focusing on attracting and retaining customers in order to drive sales growth. We and our distributors reach an agreement on retail sales target and store expansion plan before they place their orders. We require our distributors and sub-distributors to comply with our retail policies, including but not limited to nationwide product retail selling price, standard store images, promotional activities and use of our ERP system. We also monitor the financial condition and repayment history of our distributors, and retail sales performance of the stores operated by them.

(iv) Customers

We are committed to offer a broad and diverse range of inspiring, value-for money, good-quality fashion with our various brands to our customers. We also stay connected with our customers. We maintain our VIP database and have ongoing communications with our customers through mainly social media. We also work with our distributors and provide training to their key sales personnel to provide quality and value-added customer services at retail channel.

Environmental Policies

We are committed to building an environmentally-friendly corporation that pays close attention to conserving natural resources. We strive to minimize our environmental impact by saving electricity and encouraging recycle of office supplies and other materials. We also require our own factory and factories of our suppliers to operate in strict compliance with the relevant environmental regulations and rules and possess all necessary permission and approval from the relevant Chinese regulators.

(iii) 分銷商

我們透過第三方分銷商向終端客戶出售產品。我們與分銷商緊密合作開展業務，確保於提升我們的品牌價值及客戶服務方面，尤其是專注於吸引和維繫顧客促進銷售增長，達成一致觀點。分銷商向我們下單之前，首先會與我們就零售目標及店鋪擴張計劃達成一致意見。我們要求分銷商及二級分銷商遵守我們的零售政策，包括但不限於全國產品零售價格、標準店鋪形象、促銷活動及使用我們的ERP系統。我們亦會監督分銷商的財務狀況及支付記錄以及其經營店鋪的零售表現。

(iv) 客戶

我們旗下的品牌均致力為客戶提供多元化、啟發靈感的、物有所值的優質時裝產品。我們亦與客戶保持聯繫。我們維護VIP數據庫，並主要透過社交媒體與客戶保持溝通。我們亦與分銷商合作，提供培訓予其主要銷售人員，以於零售店鋪提供優質及增值的客戶服務。

環保政策

我們關注保護自然資源並致力創建環保型的工作環境。我們透過節約用電及鼓勵回收辦公用品及其他材料，努力降低對環境的影響。我們亦要求我們的自有廠房及供應商經營廠房時嚴格遵守有關環保法規及規則，並取得有關中國監管機構的所有必要許可及批文。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

Compliance with Laws and Regulations

The Group's operations are mainly carried out by the Company's subsidiaries in mainland China while the Company itself is listed on the Stock Exchange. Our establishment and operations accordingly shall comply with relevant laws and regulations in mainland China and Hong Kong. During the year ended 31 December 2023 and up to the date of this report, the Group has complied with all the relevant laws and regulations in mainland China and Hong Kong.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company as at the date of this annual report, the Company has maintained the prescribed public float under the Listing Rules throughout the year ended 31 December 2023 and at any time up to the date of this annual report.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands where the Company is incorporated.

DIRECTORS

The Directors during the financial year were:

Executive Directors

Mr. Ziming Yang (*Chairman*)
Mr. Siu Keung Ng (*resigned on 1 September 2023*)
Mr. Rongqin Ke

Independent non-executive Directors

Mr. Yung Kwok Tsui
Mr. Honghui Chen (*resigned on 28 April 2023*)
Mr. Ming Shu Leung
Ms. Jing Gu (*appointed on 27 April 2023*)

遵守法律及法規

本集團的業務主要由本公司於中國內地的附屬公司進行，而本公司本身於聯交所上市。我們的成立及營運須遵守中國內地及香港的有關法律及法規。截至二零二三年十二月三十一日止年度及直至本報告日期，本集團已遵守中國內地及香港的所有有關法律及法規。

足夠公眾持股量

根據本公司可取得的公開資料及就本公司董事於本年報日期所知，本公司於截至二零二三年十二月三十一日止年度及於截至本年報日期的任何時間一直維持上市規則所指定的公眾持股量。

優先購股權

根據本公司組織章程細則或開曼群島(即本公司註冊成立地點)的法律，概無有關優先購股權的條文。

董事

本財政年度的董事為：

執行董事

楊紫明先生(*主席*)
吳少強先生(*於二零二三年九月一日辭任*)
柯榕欽先生

獨立非執行董事

徐容國先生
陳宏輝先生(*於二零二三年四月二十八日辭任*)
梁銘樞先生
谷晶女士(*於二零二三年四月二十七日獲委任*)

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

Each of the executive Directors and independent non-executive Directors of the Company has entered into a service contract with the Company for a term of three years subject to his retirement and re-election at annual general meeting in accordance with the Company's articles of association. The details of the remuneration of each of the Directors are revealed on note 7 to the consolidated financial statements.

Details of the Directors' biographies have been set out on pages 61 to 67 of the annual report. In accordance with article 84 of the Company's articles of association, Mr. Rongqin Ke and Ms. Jing Gu will retire from the Board by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

No Director proposed for re-election at the forthcoming annual general meeting has an unexpired service contract with the Group which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or in existence during the year ended 31 December 2023.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive Directors to be independent.

本公司各執行董事及獨立非執行董事已與本公司訂立服務合約，任期為三年，惟須根據本公司的組織章程細則於股東週年大會退任及重選。各董事的薪酬詳情已於綜合財務報表附註7披露。

董事的履歷詳情載於年報第61至67頁。根據本公司組織章程細則第84條，柯榕欽先生及谷晶女士將於應屆股東週年大會自董事會輪值告退，惟彼等符合資格並願意膺選連任。

本集團概無與擬將於應屆股東週年大會膺選連任的董事訂有不可於一年內由本公司或其任何附屬公司終止而免付賠償(法定賠償除外)的未屆滿服務合約。

管理合約

截至二零二三年十二月三十一日止年度，概無就本集團整體或任何業務重大部分的管理及行政工作訂立或存有任何合約。

獨立身份確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的年度獨立身份確認書，並認為全體獨立非執行董事均為獨立人士。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

DIRECTORS' INTERESTS IN CONTRACTS

There was no contract of significance to which the Company, or any of its holding company, subsidiaries or fellow subsidiaries was a party, and in which a Director of the Company had a material interest, subsisted at the end of the year or at any time during the year under review.

CONTRACTS OF SIGNIFICANCE

There had been no contract of significance (i) between the Company or any of its subsidiaries and a controlling shareholder (as defined in the Listing Rules) of the Company or any of its subsidiaries or (ii) for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries.

RELATED PARTY TRANSACTIONS

Details of the Group's related party transactions are set out in note 28 to the consolidated financial statements. The Board confirms that the Company has complied with the applicable disclosure requirements in accordance with Chapter 14A of the Listing Rules (if any).

COMPETING BUSINESS

None of the Directors of the Company had any interest in any competing business with the Company or any of its subsidiaries during the year under review. Each of the Controlling Shareholders has complied with the non-compete undertaking given by them to the Company under the Deed of Non-competition on 8 October 2013. The independent non-executive Directors of the Company have reviewed the status of compliance and enforcement of the non-compete undertaking and confirmed that all the undertakings thereunder have been complied with throughout the year ended 31 December 2023.

董事所佔合約權益

概無於年終結算日或回顧年度任何時間存續、由本公司或其任何控股公司、附屬公司或同系附屬公司所訂立而本公司董事於當中擁有重大權益的重大合約。

重大合約

(i) 本公司或其任何附屬公司概無與本公司或其任何附屬公司的控股股東(定義見上市規則)或(ii) 控股股東或其任何附屬公司概無就向本公司或其任何附屬公司提供服務訂立重大合約。

關聯方交易

有關本集團關聯方交易的詳情載於綜合財務報表附註28。董事會確認，本公司已遵守上市規則第14A章項下的適用披露規定(如有)。

競爭業務

於回顧年度，本公司董事概無於與本公司或其任何附屬公司競爭的任何業務中擁有任何權益。各控股股東已遵守其於二零一三年十月八日根據不競爭契據向本公司出具的不競爭承諾。本公司獨立非執行董事已檢討不競爭承諾的遵守及執行情況，並確認於截至二零二三年十二月三十一日止整個年度所有相關承諾已獲得遵守。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

PERMITTED INDEMNITY

Pursuant to the Articles of Association of the Company, applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in the execution of their duties in their offices. Such permitted indemnity provision has been in force throughout the year under review. The Company has arranged appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Group.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES

As at 31 December 2023, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Long positions in the Company

Name of director		Number of shares held	Approximate percentage of shares in issue ⁽⁴⁾
董事姓名		所持有股份數目	佔已發行股份概約百分比 ⁽⁴⁾
Mr. Ziming Yang ⁽¹⁾⁽²⁾⁽³⁾	楊紫明先生 ⁽¹⁾⁽²⁾⁽³⁾	430,619,209	64.41%
Mr. Rongqin Ke	柯榕欽先生	3,850,000	0.5758%

(1) Acute Result, Ascend Fame and Prime Ascend are wholly-owned and controlled by Mr. Ziming Yang and Mr. Ziming Yang is therefore deemed to be interested in all the shares in which Acute Result, Ascend Fame and Prime Ascend are interested.

獲准許彌償

根據本公司組織章程細則、適用法律及法規，各董事就彼等或彼等任何一人基於其職位履行其職務而產生或蒙受的所有訴訟、費用、收費、損失、損害及開支，均可自本公司的資產及溢利獲得彌償，確保避免就此受損。該等獲准許彌償條文已於整個回顧年度內生效。本公司已就本集團董事及最高行政人員購買合適的董事及最高行政人員的責任保險。

董事及主要行政人員於證券的權益

於二零二三年十二月三十一日，董事及本公司主要行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中擁有記錄於本公司根據證券及期貨條例第352條須存置之登記冊內的權益及淡倉，或根據標準守則須另行知會本公司及聯交所的權益及淡倉如下：

於本公司的好倉

(1) 銳成、昇譽及元陞由楊紫明先生全資擁有及控制，因此，楊紫明先生被視為於銳成、昇譽及元陞享有權益的全部股份中擁有權益。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

- (2) Multiplus International Limited (“Multiplus”) is owned as to 99% by Ms. Liting Ke and 1% by Mr. Ziming Yang. By virtue of a shareholders’ agreement dated 31 July 2012 by and between Ms. Liting Ke and Mr. Ziming Yang in addition to the voting right attached to the share Mr. Ziming Yang holds in Multiplus, he also has the right to control the exercise of the voting rights attached to all the shares in Multiplus held by Ms. Liting Ke. Accordingly, Mr. Ziming Yang is deemed to be interested in all the shares in which Multiplus is interested.
- (2) 豐衡國際有限公司(「豐衡」)由柯麗婷女士擁有99%權益及由楊紫明先生擁有1%權益。根據柯麗婷女士與楊紫明先生所訂立日期為二零一二年七月三十一日的股東協議，除楊紫明先生於豐衡持有的股份所附投票權外，彼亦有權控制行使由柯麗婷女士持有的豐衡全部股份所附投票權。因此，楊紫明先生被視為於豐衡享有權益的全部股份中擁有權益。
- (3) Mr. Ziming Yang is the spouse of Ms. Liting Ke. Accordingly, Mr. Yang is deemed to be interested in all the shares in which Ms. Liting Ke is interested.
- (3) 楊紫明先生為柯麗婷女士的配偶。因此，楊先生被視為於柯麗婷女士擁有權益的全部股份中擁有權益。
- (4) Based on a total of 668,593,000 issued shares of the Company as at 31 December 2023.
- (4) 基於本公司於二零二三年十二月三十一日的合共668,593,000股已發行股份計算。

Saved as disclosed above, as at 31 December 2023, none of the Directors and the chief executives of the Company and their respective associates had any interests and 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 SFO) as recorded in the register of the Company required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文披露者外，於二零二三年十二月三十一日，概無董事及本公司主要行政人員以及彼等各自的聯繫人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)的股份、相關股份及債權證中擁有記錄於本公司根據證券及期貨條例第352條須存置之登記冊內的任何權益及淡倉，或根據標準守則須另行知會本公司及聯交所的任何權益及淡倉。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 31 December 2023, the persons or corporations (not being a Director or chief executive of the Company) who had an interest or short position in the shares and underlying shares of the Company which were required to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO were as follows:

主要股東的權益及淡倉

於二零二三年十二月三十一日，以下人士或法團（非董事或本公司主要行政人員）於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露或記錄於按證券及期貨條例第336條規定須予存置登記冊的權益或淡倉：

Name	Capacity/Nature of interest	Number of Shares	Approximate percentage of shareholding interest ⁽⁴⁾
姓名	身份／權益性質	股份數目	持股權概約百分比 ⁽⁴⁾
Ms. Liting Ke ⁽¹⁾⁽²⁾⁽³⁾ 柯麗婷女士 ⁽¹⁾⁽²⁾⁽³⁾	Interest in a controlled corporation/Interest of spouse 於受控法團的權益／配偶的權益	430,619,209	64.41%
Acute Result ⁽²⁾ 銳成 ⁽²⁾	Beneficial owner 實益擁有人	267,869,209	40.06%
Ascend Fame ⁽²⁾ 昇譽 ⁽²⁾	Beneficial owner 實益擁有人	52,500,000	7.85%
Multiplus ⁽³⁾ 豐衡 ⁽³⁾	Beneficial owner 實益擁有人	78,750,000	11.78%

(1) Ms. Liting Ke is the spouse of Mr. Ziming Yang. Accordingly, Ms. Liting Ke is deemed to be interested in all the shares in which Mr. Ziming Yang is interested.

(1) 柯麗婷女士為楊紫明先生的配偶。因此，柯麗婷女士被視為於楊紫明先生享有權益的全部股份中擁有權益。

(2) Acute Result, Ascend Fame and Prime Ascend are wholly-owned and controlled by Mr. Ziming Yang and Mr. Ziming Yang is therefore deemed to be interested in all the shares in which Acute Result, Ascend Fame and Prime Ascend are interested.

(2) 銳成、昇譽及元陞由楊紫明先生全資擁有及控制，因此，楊紫明先生被視為於銳成、昇譽及元陞享有權益的全部股份中擁有權益。

(3) Multiplus is owned as to 99% by Ms. Liting Ke and 1% by Mr. Ziming Yang. By virtue of a shareholders' agreement dated 31 July 2012 by and between Ms. Liting Ke and Mr. Ziming Yang, in addition to the voting right attached to the share Mr. Ziming Yang holds in Multiplus, he also has the right to control the exercise of the voting rights attached to all the shares in Multiplus held by Ms. Liting Ke. Accordingly, Mr. Ziming Yang is deemed to be interested in all the shares in which Multiplus is interested.

(3) 豐衡由柯麗婷女士擁有99%權益及由楊紫明先生擁有1%權益。根據柯麗婷女士與楊紫明先生所訂立日期為二零一二年七月三十一日的股東協議，除楊紫明先生於豐衡持有的股份所附投票權外，彼亦有權控制行使由柯麗婷女士持有的豐衡全部股份所附投票權。因此，楊紫明先生被視為於豐衡享有權益的全部股份中擁有權益。

(4) Based on a total of 668,593,000 issued shares of the Company as at 31 December 2023.

(4) 基於本公司於二零二三年十二月三十一日的合共668,593,000股已發行股份計算。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

Save as disclosed above, as at 31 December 2023, the Directors were not aware of any other person or corporation having an interest or short position in shares and underlying shares of the Company which were required to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO.

SHARE OPTION SCHEMES

The Company adopted a pre-initial public offering share option scheme (the “**Pre-IPO Share Option Scheme**”) and a share option scheme (the “**Share Option Scheme**”) on 8 October 2013 for the purpose of providing incentives and rewards to eligible participants who contribute to the Group.

Pre-IPO Share Option Scheme

The Company adopted the Pre-IPO Share Option Scheme on 8 October 2013 for the purpose of rewarding certain eligible persons for their past contributions and attracting and retaining, or otherwise maintaining on-going relationships with, such eligible persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group. Options to subscribe for an aggregate of 8,520,000 shares of the Company (the “**Pre-IPO Share Options**”) were granted on 8 October 2013. The exercise price per Share is HK\$2.024, being 80% of the initial public offering price. No further option could be granted under the Pre-IPO Share Option Scheme after 8 October 2013. All Pre-IPO Share Options granted under the Pre-IPO Share Option Scheme may be exercised during the option period commencing from the first anniversary of the Listing Date to the date falling 10 years from the grant date of the Pre-IPO Share Options and can only be exercised in the following manner:

- (i) 30% of each Pre-IPO Share Options may be exercised from 28 October 2014;
- (ii) 60% of each Pre-IPO Share Options may be exercised from 28 October 2015; and

除上文披露者外，於二零二三年十二月三十一日，董事並不知悉有任何其他人士或法團於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露或記錄於按證券及期貨條例第336條規定須予存置登記冊的權益或淡倉。

購股權計劃

本公司於二零一三年十月八日採納首次公開發售前購股權計劃(「**首次公開發售前購股權計劃**」)及購股權計劃(「**購股權計劃**」)，為對本集團作出貢獻的合資格參與者提供鼓勵及獎賞。

首次公開發售前購股權計劃

本公司於二零一三年十月八日採納首次公開發售前購股權計劃，旨在獎勵若干合資格人士過往的貢獻，吸引及留聘對本集團的表現、增長或成功屬重要及／或其貢獻現時或將會對本集團的表現、增長或成功有利的合資格人士或以其他方式維持與彼等的持續關係。於二零一三年十月八日，已授出可認購合共8,520,000股本公司股份之購股權(「**首次公開發售前購股權**」)。每股股份之行使價為2.024港元，為初步公開發售價80%。於二零一三年十月八日後不可根據首次公開發售前購股權計劃授出其他購股權。所有根據首次公開發售前購股權計劃授出的首次公開發售前購股權可於購股權期間(自上市日期首週年起至首次公開發售前購股權授出日期起滿十年當日)行使，且僅可按以下方式行使：

- (i) 各項首次公開發售前購股權的30%可於二零一四年十月二十八日起行使；
- (ii) 各項首次公開發售前購股權的60%可於二零一五年十月二十八日起行使；及

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

(iii) 100% of each Pre-IPO Share Options may be exercised from 28 October 2016.

(iii) 各項首次公開發售前購股權的100%可於二零一六年十月二十八日起行使。

Movement of outstanding Pre-IPO Share Options during the year ended 31 December 2023 are as follows:

下表載列截至二零二三年十二月三十一日止年度尚未行使的首次公開發售前購股權變動：

		Date of grant	Exercise price (HK\$)	Exercise period	Outstanding options at 1 January 2023	Granted/ Exercised	Cancelled	Lapsed	Outstanding options at 31 December 2023	Weighted average closing price immediately before the exercise date
		授出日期	行使價 (港元)	行使期間		已授出/ 已行使	已註銷	已失效	於二零二三年十二月三十一日尚未行使	緊接行使日前的加權平均收市價 (港元)
Directors	董事									
Mr. Siu Keung Ng	吳少強先生	8 October 2013 二零一三年十月八日	2.024	From the first anniversary of the Listing Date to the date falling	900,000	-	(900,000)	-	-	N/A 不適用
Mr. Rongqin Ke	柯榕欽先生	8 October 2013 二零一三年十月八日	2.024	10 years from the grant date	700,000	-	-	(700,000)	-	N/A 不適用
Others	其他	8 October 2013 二零一三年十月八日	2.024	自上市日期首週年起至授出日期起滿十年當日	1,150,000	-	(200,000)	(950,000)	-	N/A 不適用
Total	總計				2,750,000		(1,100,000)	(1,650,000)	-	

The total number of shares available for issue under the Pre-IPO Share Option Scheme was 2,750,000, representing approximately 0.41% of the total number of Company's issued shares as at the beginning of the year ended 31 December 2023 and the expiration date of the Pre-IPO Share Option Scheme and the weighted average number of the shares in issue for the period from 1 January 2023 to the expiration date of the Pre-IPO Share Option Scheme, i.e. 668,593,000 shares. The Pre-IPO Share option Scheme was expired on 28 October 2023.

根據首次公開發售前購股計劃可予發行的股份總數為2,750,000股，佔截至二零二三年十二月三十一日止年初及首次公開發售前購股權計劃到期日本公司已發行股份總數及自二零二三年一月一日起至首次公開發售前購股權計劃到期日期間已發行股份加權平均數（即668,593,000股股份）約0.41%。首次公開發售前購股權計劃已於二零二三年十月二十八日屆滿。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

Share Option Scheme

The Company adopted the Share Option Scheme on 8 October 2013 for the purpose of rewarding certain eligible persons for their past contributions and attracting and retaining, or otherwise maintaining on-going relationships with, such eligible persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group. Subject to the earlier termination of the Share Option Scheme in accordance with the rules thereof, the Share Option Scheme shall remain in force for a period of ten years commencing on 28 October 2013.

Eligible participants of the Share Option Scheme include any proposed, full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; any Directors or proposed Director (including non-executive Director and independent non-executive Directors) of the Company or any of its subsidiaries; any direct or indirect shareholder of the Company or any of its subsidiaries; and any advisers, consultants, suppliers, customers and agents to the Company or any of its subsidiaries*. The maximum number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme (the “**Share Options**”) and any other schemes of the Group shall not in aggregate exceed 10% of the shares in issue as at the Listing Date, i.e. 70,000,000 shares.

No option may be granted to any participant of the Share Option Scheme such that the total number of Shares issued and to be issued upon exercise of the options granted and to be granted to that person in any 12-month period up to the date of the latest grant exceeds 1% of the Company's issued share capital from time to time.

Note:

* Pursuant to the amendments to Listing Rules with effect from 1 January 2023, the participants eligible for grants under the Share Option Scheme is subject to Rule 17.03A of the Listing Rules.

購股權計劃

本公司於二零一三年十月八日採納購股權計劃，旨在獎勵若干合資格人士過往的貢獻，吸引及留聘對本集團的表現、增長或成功屬重要及／或其貢獻現時或將會對本集團的表現、增長或成功有利的合資格人士或以其他方式維持與彼等的持續關係。購股權計劃自二零一三年十月二十八日起計十年期間內維持有效，惟購股權計劃可根據本身的規則提前終止。

購股權計劃的合資格參與者包括本公司或其任何附屬公司的任何建議、全職或兼職僱員、行政人員或高級職員；本公司或其任何附屬公司的任何董事或建議董事（包括非執行董事及獨立非執行董事）；本公司或其任何附屬公司的任何直接或間接股東；及本公司或其任何附屬公司的任何諮詢人、顧問、供應商、客戶及代理*。因行使根據購股權計劃（「**購股權計劃**」）及本集團任何其他計劃將予授出的所有購股權而可能發行的最高股份數目，合共不得超過於上市日期已發行股份的10%（即70,000,000股股份）。

倘因任何購股權計劃參與者行使在截至最近授出日期起計任何12個月期間內已向該名人士授出及將向其授出的購股權而已發行及將予發行的股份總數超過本公司不時已發行股本的1%，則不得向該名人士授出任何購股權。

附註：

* 根據自二零二三年一月一日生效的上市規則修訂，根據購股權計劃合資格獲授購股權的參與者須遵守上市規則第17.03A條。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as determined by the Board and not exceeding 10 years from the date of the grant. There is no minimum period for which an option must be held before it can be exercised; however, the Board may, subject to the provisions of the Listing Rules, in its absolute discretion when offering the grant of an Option impose any conditions, restrictions or limitations in relation thereto in addition to those set forth in the Share Option Scheme as it may think fit. Participants of the Share Option Scheme are required to pay the Company a nominal consideration in total HK\$1.00 upon acceptance of the grant on or before 30 days after the offer date. The exercise price of the options is determined by the Board in its absolute discretion and shall not be less than whichever is the highest of:

- (a) the nominal value of a share;
- (b) the closing price of a share as stated in the Stock Exchange's daily quotations sheets on the offer date; and
- (c) the average closing price of a share as stated in the Hong Kong Stock Exchange's daily quotation sheets for the five Business Days (as defined in the Listing Rules) immediately preceding the offer date.

As at 1 January 2023 and the expiration date of the Share Option Scheme, there was no share options outstanding under the Share Option Scheme. No share options was granted, exercised, cancelled or lapsed under the Share Option Scheme during the year ended 31 December 2023.

As at 1 January 2023 and the expiration date of the Share Option Scheme, the total number of shares available for issue under the Share Option Scheme was 56,600,000, representing approximately 8.47% of the Company's issued share capital. The Share Option Scheme was expired on 28 October 2023.

購股權可於董事會釐定的期間根據購股權計劃的條款隨時行使，惟有關期間不得超過授出日期起計10年。購股權毋須被持有一定期限方可行使；然而，根據上市規則規定，如董事會認為恰當，可全權酌情於提呈授出購股權時在購股權計劃所載之上施加有關購股權的任何條件、約束或限制。購股權計劃參與者須於要約日期起計30日或之前接納所獲授購股權時向本公司支付合共1.00港元之名義代價。購股權行使價乃由董事會全權酌情釐定，惟不得低於下列最高者：

- (a) 股份面值；
- (b) 於要約日期聯交所每日報價表所列股份收市價；及
- (c) 緊接要約日期前五個營業日(定義見上市規則)香港聯交所每日報價表所列股份平均收市價。

於二零二三年一月一日及首次公開發售前購股權計劃到期日，購股權計劃項下概無尚未行使之購股權。截至二零二三年十二月三十一日止年度，概無購股權根據購股權計劃授出、行使、註銷或失效。

於二零二三年一月一日及首次公開發售前購股權計劃到期日，根據購股權計劃可供發行的股份總數為56,600,000股，相當於本公司已發行股本約8.47%。購股權計劃已於二零二三年十月二十八日屆滿。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

ARRANGEMENT FOR DIRECTORS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed in “Share Option Schemes” above, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director of the Company or their respective spouses or minor children, or were such rights exercised by them, or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of the Company or any other body corporate.

RETIREMENT SCHEMES

The Group participates in defined contribution retirement benefit schemes organized by the PRC municipal and provincial government authorities for the Group’s eligible employees in the PRC, and operates a Mandatory Provident Fund scheme for the employees in Hong Kong. Particulars of these retirement plans are set out in note 23 to the consolidated financial statements.

EVENTS AFTER THE REPORTING PERIOD

There were no significant events after the reporting period of the Group.

AUDITOR

The consolidated financial statements for the year ended 31 December 2023 have been audited by KPMG, who shall retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditor of the Company is to be proposed at the forthcoming annual general meeting.

By order of the Board

Ziming YANG
Chairman

Hong Kong, 1 March 2024

董事購買股份或債權證的安排

除上文「購股權計劃」所披露者外，於年內任何時間，概無向任何本公司董事或彼等各自的配偶或未成年子女授出透過收購本公司股份或債權證而獲益的權利，亦無該等權利獲彼等行使，本公司、其控股公司或其任何附屬公司並無參與訂立任何安排讓本公司董事可透過收購本公司或任何其他法團的股份或債務證券(包括債權證)而獲利。

退休計劃

本集團就本集團合資格的中國僱員參與由中國省及市政府機關組織的界定供款退休福利計劃，並為香港僱員安排參與強制性公積金計劃。該等退休計劃的詳情載於綜合財務報表附註23。

報告期後事件

本集團於報告期後概無任何重大事件。

核數師

截至二零二三年十二月三十一日止年度的綜合財務報表已獲畢馬威會計師事務所審核，其將退任並符合資格及願意接受續聘。本公司將於應屆股東週年大會提呈決議案，以續聘畢馬威會計師事務所為本公司核數師。

承董事會命

楊紫明
主席

香港，二零二四年三月一日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



**Independent auditor's report
to the shareholders of Cabbeen Fashion Limited**
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Cabbeen Fashion Limited (“**the Company**”) and its subsidiaries (“**the Group**”) set out on pages 102 to 231, which comprise the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes comprising material accounting policy information and other explanatory information.

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

獨立核數師報告
致卡賓服飾有限公司股東
(於開曼群島註冊成立的有限公司)

意見

我們已審核列載於第 102 頁至 231 頁卡賓服飾有限公司(「**貴公司**」)及其附屬公司(「**貴集團**」)的綜合財務報表，此綜合財務報表包括於二零二三年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及包括主要會計政策資料及其他詮釋之附註。

我們認為，綜合財務報表已根據國際會計準則理事會(「**國際會計準則理事會**」)頒佈的國際財務報告準則(「**國際財務報告準則**」)真實而公平地反映貴集團於二零二三年十二月三十一日的綜合財務狀況，及貴集團截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為編製。

INDEPENDENT AUDITOR'S REPORT (CONTINUED) 獨立核數師報告(續)

BASIS FOR OPINION

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

意見的基礎

我們已根據香港會計師公會(「香港會計師公會」)頒佈的香港核數準則(「香港核數準則」)進行審核。我們於該等準則項下的責任在本報告「核數師就審核綜合財務報表須承擔的責任」一節中詳述。根據香港會計師公會之專業會計師道德守則(「守則」)及開曼群島中任何與我們審核綜合財務報表有關的道德要求，我們獨立於貴集團，並已遵循該等要求及守則履行其他道德責任。我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

關鍵審核事項

根據我們的專業判斷，關鍵審核事項為我們審核本期綜合財務報表中最重要的事項。我們在整體審核綜合財務報表和就此形成意見時處理此等事項，而不會就此等事項單獨發表意見。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

Revenue recognition 收益確認	
<i>Refer to note 2 to the consolidated financial statements and the accounting policies on pages 156 to 160.</i> 參閱綜合財務報表附註2及第156至160頁的會計政策。	
The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 在審核中的處理方法
<p>Revenue principally comprises sales of apparel goods to distributors and via consignees. 收益主要包括向分銷商及透過代銷商銷售服裝貨品。</p> <p>Each year, the Group enters into a framework distribution agreement or a consignment agreement with each distributor or consignee and manufactures and sells its products in accordance with the terms of separate purchase orders. 貴集團每年與各分銷商或代銷商訂立框架分銷協議或代銷協議，並根據各採購訂單的條款製造及銷售其產品。</p> <p>For sales to distributors, once the products are collected from the designated warehouse by the distributor, the control of the goods is considered to have been transferred to the distributor and revenue is recognised at that point. 就向分銷商作出的銷售而言，產品一旦由分銷商從指定倉庫提取，有關貨品的控制權將視為已轉移予分銷商，並於該時間點確認收益。</p>	<p>Our audit procedures to assess the recognition of revenue included the following: 我們評估收益確認的審核程序包括以下方面：</p> <ul style="list-style-type: none"> assessing the design, implementation and operating effectiveness of management's key internal controls over revenue recognition; 評估管理層有關收益確認的關鍵內部控制的設計、實施及運作成效； inspecting agreements with distributors and consignees, on a sample basis, to understand the terms of the sales transactions including the terms of delivery and acceptance, applicable rebates arrangements and any sales return arrangements to assess the Group's revenue recognition criteria with reference to the requirements of the prevailing accounting standards; 按樣本基準檢查與分銷商及代銷商的協議，以了解銷售交易的條款，包括交付及接受的條款、適用的回扣安排及任何銷貨退回安排，從而參考現行會計準則的規定評估貴集團的收益確認標準；

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

Revenue recognition 收益確認	
<i>Refer to note 2 to the consolidated financial statements and the accounting policies on pages 156 to 160.</i> 參閱綜合財務報表附註2及第156至160頁的會計政策。	
The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 在審核中的處理方法
<p>For sales via consignees, once the products are sold to end users by the consignee, the control of the goods is considered to have been transferred to the consignee and revenue is recognised at that point. The Group receives confirmations from consignees on a monthly basis of both the transaction amounts and balances due to the Group.</p> <p>就透過代銷商作出的銷售而言，產品一旦透過代銷商售予終端用戶，有關貨品的控制權將視為已轉移予代銷商，並於該時間點確認收益。貴集團每月接收代銷商有關交易金額及應付貴集團款項結餘的確認書。</p> <p>We identified the recognition of revenue as a key audit matter because revenue is one of the key performance indicators of the Group and because there is an inherent risk of manipulation of the timing of recognition of revenue by management to meet specific targets or expectations.</p> <p>我們把收益確認列為關鍵審核事項，因為收益是貴集團的關鍵績效指標之一，而當中涉及管理層為達到特定目標或預期而操控收益確認時間的固有風險。</p>	<ul style="list-style-type: none"> • assessing, on a sample basis, whether revenue transactions recorded during the financial year had been recognised in the appropriate financial period by comparing the transactions selected with relevant underlying documentation, including goods delivery notes or monthly confirmations from consignees and the terms of sale as set out in the distribution or consignment agreements; 按樣本基準透過比較所選交易與相關支持文件，包括發貨單或來自代銷商的每月確認書及分銷或代銷協議所載的銷售條款，評估於財政年度內記錄的收益交易是否已於適當的財政期間確認； • assessing, on a sample basis, whether specific revenue transactions around the financial year end had been recognised in the appropriate financial period by comparing the transactions selected with relevant underlying documentation, including goods delivery notes or monthly confirmations from consignees and the terms of sale as set out in the distribution or consignment agreements; 按樣本基準透過比較所選交易與相關支持文件，包括發貨單或來自代銷商的每月確認書及分銷或代銷協議所載的銷售條款，評估於財政年度末前後的特定收益交易是否已於適當的財政期間確認；

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

Revenue recognition 收益確認	
<i>Refer to note 2 to the consolidated financial statements and the accounting policies on pages 156 to 160.</i> 參閱綜合財務報表附註2及第156至160頁的會計政策。	
The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 在審核中的處理方法
	<ul style="list-style-type: none"> assessing, on a sample basis, whether sales rebates during the financial year had been recognised in the appropriate financial period by reconciling the movements in sales rebates accruals, recalculating the sales rebates recognised during the financial year on the basis of the terms as set out in the distribution or consignment agreements and comparing sales rebates payments during the financial year to confirmations from distributors or consignees and other relevant underlying documentation; 按樣本基準透過協調應計銷售回扣變動、根據分銷或代銷協議所載的條款重新計算於財政年度內確認的銷售回扣，及比較財政年度內的銷售回扣付款與來自分銷商或代銷商的確認書及其他相關支持文件，評估於財政年度內的銷售回扣是否已於適當的財政期間確認； identifying significant credit notes issued and sales returns from the sales ledger after the financial year end and inspecting relevant underlying documentation to assess if the related revenue had been accounted for in the appropriate financial period in accordance with the requirements of the prevailing accounting standards; 識別於財政年度末後從銷貨賬中所發出的重要貸記單及銷貨退回，並檢查相關支持文件，從而評估相關收益是否已根據現行會計準則的規定於適當的財政期間入賬；

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

Revenue recognition 收益確認	
Refer to note 2 to the consolidated financial statements and the accounting policies on pages 156 to 160. 參閱綜合財務報表附註2及第156至160頁的會計政策。	
The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 在審核中的處理方法
	<ul style="list-style-type: none"> • inspecting significant manual adjustments to revenue during the reporting period, enquiring of management as to the reasons for such adjustments and comparing details of the adjustments with relevant underlying documentation. 檢查於報告期內對收益所作的重要手動調整，向管理層查詢作出有關調整的理由及比較調整詳情與相關支持文件。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

Expected credit loss allowances for trade receivables 貿易應收款項的預期信貸虧損撥備	
Refer to note 17 to the consolidated financial statements and the accounting policies on pages 137 to 144, and page 149. 參閱綜合財務報表附註 17 及第 137 至 144 頁，及第 149 頁的會計政策。	
The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 審核中的處理方法
<p>As at 31 December 2023, the Group's gross trade receivables arose from sales of apparel goods amounted to RMB765,574,000, against which an allowance of RMB117,359,000 for expected credit losses (ECLs) was recorded.</p> <p>於二零二三年十二月三十一日，貴集團由銷售服裝貨品形成的貿易應收款項總額為人民幣 765,574,000 元，就此錄得預期信貸虧損撥備人民幣 117,359,000 元。</p> <p>Allowance for impairment of trade receivables reflected management's best estimate to determine the expected credit losses. For trade receivables that do not share same risk characteristics with others, management assessed their expected credit losses on an individual basis. For trade receivables that share same risk characteristics with others, management calculated the expected credit losses mainly using the expected credit risk model. The model measures the loss allowance at an amount equal to lifetime ECLs of the trade receivables based on estimated loss rates for each category of trade receivables grouped according to shared credit risk characteristics. The estimated loss rates take into account the ageing of trade receivable balances, the repayment history of the Group's customers, current market conditions, and forward-looking information. Such assessment involves significant management judgement and estimation.</p> <p>貿易應收款項的虧損撥備反映管理層釐定預期信貸虧損的最佳估計。就與其他款項具有不同風險特徵的貿易應收款項而言，管理層按照個別基準評估其預期信貸虧損。就與其他款項具有相同風險特徵的貿易應收款項而言，管理層採用預期信貸虧損模式計算預期信貸虧損。該模式按照相同信貸風險特徵的每類貿易應收款項的估計虧損率計量虧損撥備，撥備金額相等於貿易應收款項整個存續期的預期信貸虧損。估計虧損率乃經考慮貿易應收款項結餘的賬齡、貴集團客戶的還款記錄、當前市況及前瞻性資料而釐定。相關評估涉及管理層的重大判斷及估計。</p>	<p>Our audit procedures to assess the expected credit loss allowance for trade receivables included the following: 我們評估貿易應收款項的預期信貸虧損撥備的審核程序包括以下方面：</p> <ul style="list-style-type: none"> evaluating the Group's policy for estimating the credit loss allowance with reference to the requirements of the prevailing accounting standard; 參考現行會計準則的規定，評價貴集團估計信貸虧損撥備的政策； understood management's rationale for distinguishing individual impaired and grouped impaired trade receivables, and assessed the reasonableness based on the credit risk drivers; 了解管理層區分個別計提及組合計提貿易應收款項虧損撥備的理由，並基於信用風險驅動因素評估其合理性； for individual impaired trade receivables, evaluated the appropriateness of the judgements used by management based on the examination of the historical payment documentation or checking the financial position and creditworthiness of customers; 對於個別計提的貿易應收款項，基於過往付款記錄及客戶財務狀況及信譽的檢查，評估管理層所適用判斷的適當性；

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

Expected credit loss allowances for trade receivables 貿易應收款項的預期信貸虧損撥備	
<p>Refer to note 17 to the consolidated financial statements and the accounting policies on pages 137 to 144, and page 149.</p> <p>參閱綜合財務報表附註17及第137至144頁，及第149頁的會計政策。</p>	
The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 審核中的處理方法
<p>We identified the expected credit loss allowance for trade receivables as a key audit matter because determining the level of the loss allowance requires the exercise of significant management judgement, which is inherently subjective.</p> <p>我們將貿易應收款項的預期信貸虧損撥備識別為關鍵審核事項，乃由於管理層於釐定虧損撥備水平時須作出主觀重大判斷。</p>	<ul style="list-style-type: none"> • for grouped impaired trade receivables, (1) obtaining an understanding on the key data and assumptions of the expected credit loss model adopted by the Group, including the historical default data and management's estimated loss rate; (2) assessing the appropriateness of the Group's estimates of loss allowances by examining the information used by management to derive such estimates, including testing the accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current market conditions and forward-looking information, and assessing, on a sample basis, whether items in the trade receivables ageing reports were classified in the appropriate ageing category by comparing individual items therein with relevant underlying documentation, including goods delivery notes or monthly confirmations from consignees; and 對於組合計提的貿易應收款項，(1)了解貴集團在採納預期信貸虧損模式時使用的關鍵參數及假設，包括歷史違約數據以及管理層估計虧損率；(2)透過審閱貴集團用於得出有關估計的資料評估管理層估計虧損撥備的適當性，包括測試歷史違約數據的準確性、評估歷史虧損率是否根據當前市況及前瞻性資料進行適當調整，及將貿易應收款項賬齡報告內的獨立項目與相關支持文件(包括發貨單或來自代銷商的每月確認書)比較，抽樣評估相關賬齡報告內項目是否分類至適當的賬齡類別；及 • re-performing the calculation of the loss allowance as at 31 December 2023 based on the Group's ECL allowance policies. 根據貴集團預期信貸虧損撥備政策，重新計算於二零二三年十二月三十一日的虧損撥備。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

Valuation of inventories 存貨估值	
<i>Refer to note 16 to the consolidated financial statements and the accounting policies on page 148.</i> 參閱綜合財務報表附註16及第148頁的會計政策。	
The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 在審核中的處理方法
<p>Sales of inventories in the fashion industry can be volatile with consumer demand changing according to current fashion trends. 由於消費者需求會因應當前的潮流趨勢而不斷變動，時裝行業的存貨銷售可能出現波動。</p> <p>The Group typically sells or disposes of off-season inventories at a markdown from the original price to make room for new season inventories in its stores. Accordingly, the actual future selling prices of some inventories may fall below their purchase costs. 貴集團一般折價出售或處理過季存貨，以於其店舖為新季存貨騰出空間。因此，若干存貨的實際未來售價或會低於其採購成本。</p> <p>Management considers several factors in determining the appropriate level of inventory provisions, including inventory ageing, historical rates of sales at normal price levels and at markdown prices, and the channels available for selling off-season inventories. 管理層於釐定適當的存貨撥備水平時考慮多項因素，包括存貨賬齡、於正常價格水平及按減價價格的歷史銷售率以及銷售過季存貨的可用渠道。</p>	<p>Our audit procedures to assess the valuation of inventories included the following: 我們評估存貨估值的審核程序包括以下方面：</p> <ul style="list-style-type: none"> assessing whether the inventory provisions at the reporting date were calculated in a manner consistent with the Group's inventory provision policy by recalculating the inventory provisions based on percentages and other parameters in the Group's inventory provision policy and considering the application of the Group's inventory provision policy with reference to the requirements of the prevailing accounting standards; 根據貴集團存貨撥備政策的百分比及其他參數重新計算存貨撥備及參考現行會計準則的規定考慮貴集團存貨撥備政策的應用，藉以評估於報告日期的存貨撥備是否按與貴集團存貨撥備政策一致的方式計算； assessing, on a sample basis, whether items in the inventory ageing report were classified within the appropriate ageing bracket by comparing the barcode tags for the inventory items selected with relevant purchase documents; 按樣本基準透過比較所選存貨項目的條碼標籤與相關採購文件，評估存貨賬齡報告中的項目是否歸入適當的賬齡組別； performing a retrospective review by comparing the carrying values of inventories as at 31 December 2022 with sales prices achieved during the current year, to assess the reliability of management's write-down and provisioning process; 透過將二零二二年十二月三十一日之存貨賬面值與本年度之售價進行比較，作出追溯檢討以評估管理層撇減及撥備流程之可靠性；

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

Valuation of inventories 存貨估值	
Refer to note 16 to the consolidated financial statements and the accounting policies on page 148. 參閱綜合財務報表附註 16 及第 148 頁的會計政策。	
The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 在審核中的處理方法
<p>We identified the valuation of inventories as a key audit matter because of the significant judgement exercised by management in determining the appropriate levels of inventory provisions which involves predicting the amounts of inventories which will be unsold at the end of each season and the markdowns necessary to sell such off-season inventories on a discounted basis through outlets and other channels in future years. Both of these factors can be inherently uncertain and could be subject to management bias.</p> <p>我們把存貨估值列為關鍵審核事項，因為管理層在釐定適當的存貨撥備水平時行使重大判斷，而當中涉及預測於各個季度末未售的存貨數量及於未來數年透過折扣店及其他渠道降價出售該等過季存貨所需作出的折扣。該等因素均存在固有不确定性，並可能受管理層偏好所規限。</p>	<ul style="list-style-type: none"> • evaluating the Group's inventory provision policy by comparing management's expectation of the amounts of inventories which are unlikely to be sold in the foreseeable future at current prices and the corresponding expectation of markdowns with historical sales amounts and markdown data for the current and prior years provided by management; and 透過比較管理層對不大可能於可見將來按當前價格出售的存貨數量的預期及相應的折扣預期與管理層所提供的當前及過往年度的歷史銷售數額及折扣數據，評估貴集團的存貨撥備政策；及 • enquiring of the management and senior members of the sales team about any expected changes in plans for markdowns or disposals of off-season inventories and comparing the carrying value of inventories to actual prices for sales transactions subsequent to the reporting date on a sample basis. 向管理層及銷售團隊的高級管理人員詢問有關折扣或處理過季存貨計劃的任何預期變動，並按樣本基準比較存貨賬面值與報告日期後銷售交易的實際價格。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB 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.

綜合財務報表以外的其他資料及我們就此發出的核數師報告

董事須對其他資料承擔責任。其他資料包括年報中所包含的所有資料，但不包括綜合財務報表及我們就此發出的核數師報告。

我們對綜合財務報表作出的意見並未考慮其他資料。我們不對其他資料發表任何形式的核證結論。

就審核綜合財務報表而言，我們的責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。

倘若我們基於已完成的工作認為其他資料出現重大錯誤陳述，我們須報告此一事實。我們就此並無須報告事項。

董事就綜合財務報表須承擔的責任

董事須負責根據國際會計準則理事會頒佈的國際財務報告準則及香港公司條例的披露規定編製及真實而公允地列報該等綜合財務報表，並負責董事認為編製綜合財務報表所必需的有關內部控制，以確保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。

INDEPENDENT AUDITOR'S REPORT (CONTINUED) 獨立核數師報告(續)

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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

董事獲審核委員會協助履行其監督貴集團財務報告流程的責任。

核數師就審核綜合財務報表須承擔的責任

我們的目標是合理確定整體而言此等綜合財務報表是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出包含審核意見的核數師報告。本報告僅為閣下(作為整體)而編製，並無其他用途。我們並不就本報告之內容對任何其他人士承擔任何義務或負上任何責任。

合理確定屬高層次的核證，但不能擔保根據香港核數準則進行的審核工作總能發現所存在的重大錯誤陳述。重大錯誤陳述可源於欺詐或錯誤，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，被視為重大錯誤陳述。

我們根據香港核數準則進行審核的工作之一，是運用專業判斷，在整個審核過程中抱持職業懷疑態度。我們亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應這些風險設計及執行審核程序，以及獲得充足及適當的審核憑證為我們的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部控制，因此未能發現由此造成的重大錯誤陳述風險比未能發現由於錯誤而導致的重大錯誤陳述風險更高。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 了解與審核有關的內部控制，以設計恰當的審核程序，但並非旨在對貴集團的內部控制的有效性發表意見。
- 評估所用會計政策是否恰當，以及董事所作出的會計估算和相關披露是否合理。
- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審核憑證，總結是否有可能對貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘若我們總結認為有重大不確定因素，我們需要在核數師報告中提請注意綜合財務報表內的相關資料披露，或如果相關披露不足，則出具非標準無保留意見。我們的結論是基於截至核數師報告日期所獲得的審核憑證。然而，未來事件或情況可能導致貴集團不再具有持續經營的能力。
- 評估綜合財務報表(包括資料披露)的整體列報、架構和內容，以及綜合財務報表是否已公允地反映相關交易及事項。
- 就貴集團內各實體或業務活動的財務資料獲得充足的審核憑證，以就綜合財務報表發表意見。我們須負責指導、監督和執行集團的審核工作。我們須為我們的審核意見承擔全部責任。

INDEPENDENT AUDITOR'S REPORT (CONTINUED) 獨立核數師報告(續)

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Cheng Chu Fai.

KPMG

Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

1 March 2024

我們就(其中包括)審核工作的計劃範圍和時間以及重大審核發現(包括我們在審核過程中發現的任何內部控制的重大缺失)與審核委員會進行溝通。

我們亦向審核委員會作出聲明, 確認我們已遵守有關獨立性的道德要求, 並就所有被合理認為可能影響我們獨立性的關係和其他事宜以及為消除威脅而採取的行動或相關的防範措施(如適用), 與審核委員會進行溝通。

我們通過與審核委員會溝通, 確定哪些是本期綜合財務報表審核工作的最重要事項, 即關鍵審核事項。除非法律或法規不容許公開披露此等事項或在極罕有的情況下, 我們認為披露此等事項可合理預期的不良後果將超過公眾知悉此等事項的利益而不應在報告中予以披露, 否則我們會在核數師報告中描述此等事項。

負責此審核項目與簽發獨立核數師報告的項目合夥人為鄭曙輝。

畢馬威會計師事務所

執業會計師
香港中環
遮打道十號
太子大廈八樓

二零二四年三月一日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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

(Expressed in Renminbi) (以人民幣列示)

			2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
		Note 附註		
Revenue	收益	2	1,188,648	1,185,049
Cost of sales	銷售成本		(677,018)	(678,055)
Gross profit	毛利		511,630	506,994
Other income	其他收入	4	49,783	14,084
Selling and distribution expenses	銷售及分銷開支		(245,239)	(235,901)
Administrative and other operating expenses	行政及其他營運開支		(227,481)	(341,249)
Profit/(loss) from operations	經營溢利／(虧損)		88,693	(56,072)
Finance costs	融資成本	5(a)	(18,652)	(21,332)
Share of loss of an associate	分佔一間聯營公司之虧損		(5,527)	(2,991)
Profit/(loss) before taxation	除稅前溢利／(虧損)	5	64,514	(80,395)
Income tax	所得稅	6(a)	(37,111)	5,160
Profit/(loss) for the year	年內溢利／(虧損)		27,403	(75,235)
Attributable to:	以下各方應佔：			
Equity shareholders of the Company	本公司權益股東		20,813	(85,120)
Non-controlling interests	非控股權益		6,590	9,885
Profit/(loss) for the year	年內溢利／(虧損)		27,403	(75,235)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

綜合損益及其他全面收益表(續)

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

(Expressed in Renminbi) (以人民幣列示)

	Note 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Other comprehensive income for the year	年內其他全面收益		
Item that are or may be reclassified subsequently to profit or loss:	於或可能於其後重新分類到損益的項目：		
– Exchange differences on translation of the financial statements of operations outside the Mainland China	– 換算中國內地境外業務的財務報表的匯兌差額	(1,013)	1,163
Total comprehensive income for the year	年內全面收益總額	26,390	(74,072)
Attributable to:	以下各方應佔：		
Equity shareholders of the Company	本公司權益股東	19,800	(83,957)
Non-controlling interests	非控股權益	6,590	9,885
Total comprehensive income for the year	年內全面收益總額	26,390	(74,072)
Earnings/(loss) per share (RMB cents)	每股盈利/(虧損) (人民幣分)		
	9		
Basic	基本	3.11	(12.73)
Diluted	攤薄	3.11	(12.73)

The notes on pages 109 to 231 form part of these financial statements. Details of dividends payable to equity shareholders of the Company are set out in note 25(b).

第109至231頁所載附註為該等財務報表組成部分。有關應付本公司權益股東的股息詳情載於附註25(b)。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

(Expressed in Renminbi) (以人民幣列示)

		Note	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
		附註		
Non-current assets	非流動資產			
Investment properties	投資物業	10	100,993	113,242
Property, plant and equipment	物業、廠房及設備	11	284,261	302,725
Intangible assets	無形資產	12	29,098	40,734
Interest in an associate	於一間聯營公司之權益	13	104,833	119,592
Deferred tax assets	遞延稅項資產	15(b)	89,935	83,281
			609,120	659,574
Current assets	流動資產			
Inventories	存貨	16	293,778	381,575
Trade and other receivables	貿易及其他應收款項	17	806,525	727,067
Deposits with banks with original maturity date over three months	原到期日逾三個月的銀行存款		248,384	145,000
Pledged bank deposits	已抵押銀行存款	18	68,202	72,010
Cash and cash equivalents	現金及現金等價物	19	200,265	212,784
			1,617,154	1,538,436
Current liabilities	流動負債			
Bank borrowings	銀行借款	20	336,638	270,218
Trade and other payables	貿易及其他應付款項	21	490,481	519,467
Contract liabilities	合約負債		1,740	3,665
Current taxation	即期稅項	15(a)	30,819	31,298
Lease Liabilities	租賃負債	22	17,012	15,398
			876,690	840,046
Net current assets	流動資產淨值		740,464	698,390
Total assets less current liabilities	資產總值減流動負債		1,349,584	1,357,964
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	22	15,825	31,550
			15,825	31,550
NET ASSETS	資產淨值		1,333,759	1,326,414

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

綜合財務狀況表(續)

(Expressed in Renminbi) (以人民幣列示)

		Note 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
CAPITAL AND RESERVES	資本及儲備	25		
Share capital	股本		5,214	5,214
Reserves	儲備		1,313,331	1,297,858
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔總權益		1,318,545	1,303,072
Non-controlling interests	非控股權益		15,214	23,342
TOTAL EQUITY	總權益		1,333,759	1,326,414

Approved and authorised for issue by the board of directors on 1 March 2024.

經董事會於二零二四年三月一日批准及授權刊發。

Mr. Ziming Yang

楊紫明先生

Chief Executive Officer and Executive Director

行政總裁兼執行董事

Mr. Rongqin Ke

柯榕欽先生

Executive Director

執行董事

The notes on pages 109 to 231 form part of these financial statements.

第109至231頁所載附註為該等財務報表組成部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

(Expressed in Renminbi) (以人民幣列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔									
		Share capital	Share premium	Capital redemption reserve	Capital reserves	Statutory reserve	Exchange reserve	Retained profits	Total	Non-controlling interests	Total
		股本	股份溢價	贖回儲備	資本儲備	法定儲備	匯兌儲備	保留溢利	總計	非控股權益	總計
Note		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 31 December 2021 and As at 1 January 2022	於二零二一年十二月三十一日及於二零二二年一月一日	5,214	9,195	384	20,068	142,678	(428)	1,234,878	1,411,989	13,331	1,425,320
Changes in equity for 2022:	於二零二二年的權益變動：										
Loss for the year	年內虧損	-	-	-	-	-	-	(85,120)	(85,120)	9,885	(75,235)
Other comprehensive income for the year	年內其他全面收益	-	-	-	-	-	1,163	-	1,163	-	1,163
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	-	-	1,163	(85,120)	(83,957)	9,885	(74,072)
Dividend declared	已宣派股息	25(b)	-	-	-	-	-	(24,960)	(24,960)	-	(24,960)
Equity-settled share-based transactions	權益結算以股份為基礎的交易	5(b)	-	-	-	-	-	-	-	126	126
Appropriation to statutory reserves	轉至法定儲備	-	-	-	-	103	-	(103)	-	-	-
As at 31 December 2022	於二零二二年十二月三十一日	5,214	9,195	384	20,068	142,781	735	1,124,695	1,303,072	23,342	1,326,414
As at 31 December 2022 and As at 1 January 2023	於二零二二年十二月三十一日及於二零二三年一月一日	5,214	9,195	384	20,068	142,781	735	1,124,695	1,303,072	23,342	1,326,414
Changes in equity for 2023:	於二零二三年的權益變動：										
Profit for the year	年內溢利	-	-	-	-	-	-	20,813	20,813	6,590	27,403
Other comprehensive income for the year	年內其他全面收益	-	-	-	-	-	(1,013)	-	(1,013)	-	(1,013)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	(1,013)	20,813	19,800	6,590	26,390
Dividend declared	已宣派股息	25(b)	-	-	-	-	-	(4,327)	(4,327)	(15,000)	(19,327)
Transfer between reserves	儲備間調撥	-	-	-	(1,759)	-	-	1,759	-	-	-
Equity-settled share-based transactions	權益結算以股份為基礎的交易	5(b)	-	-	-	-	-	-	-	282	282
Appropriation to statutory reserves	轉至法定儲備	-	-	-	-	10,105	-	(10,105)	-	-	-
As at 31 December 2023	於二零二三年十二月三十一日	5,214	9,195	384	18,309	152,886	(278)	1,132,835	1,318,545	15,214	1,333,759

The notes on pages 109 to 231 form part of these financial statements.

第 109 至 231 頁所載附註為該等財務報表組成部分。

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

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

(Expressed in Renminbi) (以人民幣列示)

		Note 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Operating activities	經營活動			
Cash generated from/(used in) operations	經營活動所得／(所用)現金	19(b)	138,155	(56,717)
Income tax paid	已付所得稅		(42,255)	(33,236)
Net cash generated from/ (used in) operating activities	經營活動所得／(所用)淨現金		95,900	(89,953)
Investing activities	投資活動			
Payment for the purchase of property, plant and equipment	購買物業、廠房及設備付款		(29,187)	(84,066)
Payment for the purchase of intangible assets	購買無形資產付款		(2,654)	(3,490)
Proceeds from disposal of property, plant and equipment	處置物業、廠房及設備所得款項		776	4,544
Net (increase)/decrease of deposits with banks with original maturity date over three months	原到期日逾三個月的銀行存款(增加)／減少淨額		(100,391)	140,000
Net decrease in pledged bank deposits	已抵押銀行存款減少淨額		3,982	42,133
Loans to an associate	向一間聯營公司提供貸款		–	(3,300)
Interest received	已收利息		6,196	14,500
Net cash (used in)/ generated from investing activities	投資活動(所用)／所得淨現金		(121,278)	110,321

CONSOLIDATED CASH FLOW STATEMENT (CONTINUED)

綜合現金流量表(續)

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

(Expressed in Renminbi) (以人民幣列示)

		Note 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Financing activities	融資活動			
Proceeds from bank borrowings	銀行借款所得款項	19(c)	336,638	270,218
Repayment of bank borrowings	償還銀行借款	19(c)	(270,218)	(275,455)
Dividends paid	已付股息	25(b)	(19,327)	(24,960)
Interest paid	已付利息	19(c)	(16,717)	(18,801)
Capital element of lease rentals paid	已付租金的資本部分	19(c)	(15,810)	(8,882)
Interest element of lease rentals paid	已付租金的利息部分	19(c)	(1,953)	(2,002)
Net cash generated from/(used in) financing activities	融資活動所得／(所用)淨現金	19(c)	12,613	(59,882)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額		(12,765)	(39,514)
Cash and cash equivalents at 1 January	於一月一日的現金及現金等價物		212,784	251,671
Effect of foreign exchange rate changes	外匯匯率變動影響		246	627
Cash and cash equivalents at 31 December	於十二月三十一日的現金及現金等價物	19(a)	200,265	212,784

The notes on pages 109 to 231 form part of these financial statements.

第109至231頁所載附註為該等財務報表組成部分。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable International Financial Reporting Standards (“IFRSs”), which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations issued by the International Accounting Standards Board (“IASB”). These financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“SEHK”). Material accounting policies adopted by the Group are disclosed below.

The IASB has issued certain amendments to IFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) 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 periods reflected in these financial statements.

1 主要會計政策

(a) 合規聲明

該等財務報表乃按照所有適用國際財務報告準則(「國際財務報告準則」)而編製。國際財務報告準則包括由國際會計準則理事會(「國際會計準則理事會」)頒佈的所有適用的個別國際財務報告準則、國際會計準則(「國際會計準則」)及詮釋。該等財務報表亦符合香港公司條例的適用披露規定以及香港聯合交易所有限公司(「香港聯交所」)證券上市規則的適用披露規定。本集團所採用主要會計政策披露如下。

國際會計準則理事會已頒佈若干國際財務報告準則修訂本，該等準則於本集團現行會計期間首次生效或可提早採納。附註1(c)載列有關首次應用該等發展導致的任何會計政策變動的資料，前提為其於該等財務報表所反映的當前及過往會計期間與本集團相關。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2023 comprise the Company and its subsidiaries (together referred to as the “**Group**”) and the Group’s interest in an associate.

These financial statements are presented in Renminbi (“**RMB**”), rounded to the nearest thousand, as the Group’s principal activities were carried out in the People’s Republic of China (the “**PRC**”). RMB is the functional currency for the Company’s subsidiaries established in the Mainland China. The functional currency of the Company and the Company’s subsidiaries outside the Mainland China are Hong Kong dollars.

These financial statements are prepared on the historical cost basis except that financial assets at fair value through profit or loss which are stated at their fair value as explained in the accounting policies below (note 1(g)).

1 主要會計政策(續)

(b) 編製財務報表的基準

截至二零二三年十二月三十一日止年度的綜合財務報表包括本公司及其附屬公司(統稱「**本集團**」)及本集團於一間聯營公司的權益。

由於本集團於中華人民共和國(「**中國**」)進行主要業務活動，該等財務報表以人民幣(「**人民幣**」)呈列，湊整至最接近千元。人民幣為本公司於中國內地成立的附屬公司的功能貨幣。本公司及本公司於中國內地境外附屬公司的功能貨幣為港元。

該等財務報表按歷史成本基準編製，惟下文會計政策所述按公平值計入損益的金融資產按公平值呈列(附註1(g))除外。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

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

The preparation of financial statements in conformity with IFRSs 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 IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 29.

1 主要會計政策(續)

(b) 編製財務報表的基準(續)

管理層在編製符合國際財務報告準則的財務報表時，須作出判斷、估計及假設，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基於過往經驗及因應當時情況相信為合理的多項其他因素，而所得結果構成用作判斷顯然無法透過其他來源得知資產及負債賬面值的基準。實際結果可能有別於該等估計。

各項估計及相關假設會持續檢討。會計估計的修訂如僅影響修訂期間，則有關修訂於該期間內確認。如該項會計估計的修訂影響該期間及未來期間，則有關修訂會於該期間及未來期間內確認。

有關管理層在應用國際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，乃於附註29論述。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies

(i) New and amended IFRSs

The group has applied the following new and amended IFRSs issued by the IASB to these financial statements for the current accounting period:

- IFRS 17, *Insurance contracts*
- Amendments to IAS 8, *Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates*
- Amendments to IAS 1, *Presentation of financial statements and IFRS Practice Statement 2, Making materiality judgements: Disclosure of accounting policies*
- Amendments to IAS 12, *Income taxes: Deferred tax related to assets and liabilities arising from a single transaction*
- Amendments to IAS 12, *Income taxes: International tax reform – Pillar Two model rules*

1 主要會計政策(續)

(c) 會計政策變動

(i) 新訂及經修訂國際財務報告準則

本集團已將國際會計準則理事會頒佈的下列新訂及經修訂國際財務報告準則應用於當前會計期間的該等財務報表：

- 國際財務報告準則第17號，*保險合約*
- 國際會計準則第8號修訂本，*會計政策、會計估計變動及差錯：會計估計的定義*
- 國際會計準則第1號修訂本「*財務報表之呈列*」及國際財務報告準則實務聲明第2號修訂本「*作出重大判斷：會計政策的披露*」
- 國際會計準則第12號修訂本，*所得稅：與單一交易產生的資產及負債相關的遞延稅項*
- 國際會計準則第12號修訂本，*所得稅：國際稅務改革 – 第二支柱範本規則*

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies

(Continued)

(i) New and amended IFRSs (Continued)

The group has not applied any new standard or interpretation that is not yet effective for the current accounting period. Impacts of the adoption of the new and amended IFRSs are discussed below:

IFRS 17, *Insurance contracts*

IFRS 17, which replaces IFRS 4, sets out the recognition, measurement, presentation and disclosure requirements applicable to issuers of insurance contracts. The standard does not have a material impact on these financial statements as the group does not have contracts within the scope of IFRS 17.

Amendments to IAS 8, *Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates*

The amendments provide further guidance on the distinction between changes in accounting policies and changes in accounting estimates. The amendments do not have a material impact on these financial statements as the group's approach in distinguishing changes in accounting policies and changes in accounting estimates is consistent with the amendments.

1 主要會計政策(續)

(c) 會計政策變動(續)

(i) 新訂及經修訂國際財務報告準則(續)

本集團並未應用任何於當前會計期間尚未生效的新訂準則或詮釋。採納該等新訂及經修訂國際財務報告準則的影響所述如下：

國際財務報告準則第17號，*保險合約*

國際財務報告準則第17號取代國際財務報告準則第4號，載列適用於保險合約發行人的確認、計量、呈列及披露規定。該準則概無對該等財務報表造成重大影響，乃由於本集團概無屬國際財務報告準則第17號範圍內的合約。

國際會計準則第8號修訂本，*會計政策、會計估計變動及差錯：會計估計的定義*

該等修訂本就區分會計政策變動及會計估計變動提供進一步指引。該等修訂本概無對該等財務報表造成重大影響，乃由於本集團區分會計政策變動及會計估計變動的方法與該等修訂本一致。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies

(Continued)

(i) New and amended IFRSs (Continued)

Amendments to IAS 1, *Presentation of financial statements and IFRS Practice Statement 2, Making materiality judgements: Disclosure of accounting policies*

The amendments require entities to disclose material accounting policy information and provide guidance on applying the concept of materiality to accounting policy disclosure. The group has revisited the accounting policy information it has been disclosing and considered it is consistent with the amendments.

1 主要會計政策(續)

(c) 會計政策變動(續)

(i) 新訂及經修訂國際財務報告準則(續)

國際會計準則第1號修訂本「財務報表之呈列」及國際財務報告準則實務聲明第2號修訂本「作出重大判斷：會計政策的披露」

該等修訂本要求實體披露主要會計政策資料及就於會計政策披露應用重要性概念提供指引。本集團已重審所披露的會計政策資料，並認為其與修訂本相符。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies

(Continued)

(i) New and amended IFRSs (Continued)

Amendments to IAS 12, *Income taxes: Deferred tax related to assets and liabilities arising from a single transaction*

The amendments narrow the scope of the initial recognition exemption such that it does not apply to transactions that give rise to equal and offsetting temporary differences on initial recognition such as leases and decommissioning liabilities. For leases and decommissioning liabilities, the associated deferred tax assets and liabilities are required to be recognised from the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to retained earnings or other components of equity at that date. For all other transactions, the amendments are applied to those transactions that occur after the beginning of the earliest period presented.

1 主要會計政策(續)

(c) 會計政策變動(續)

(i) 新訂及經修訂國際財務報告準則(續)

國際會計準則第12號修訂本，*所得稅：與單一交易產生的資產及負債相關的遞延稅項*

該等修訂本收窄初始確認豁免之範圍，致使其不適用於初步確認時產生相等及抵銷暫時差異之交易(如租賃及清拆負債)。就租賃及清拆負債而言，相關遞延稅項資產及負債將須自己呈列的最早比較期間開始時確認，並於該日將任何累計影響確認為保留盈利或其他權益組成部分的調整。就所有其他交易而言，該等修訂本適用於已呈列的最早期間開始後進行的交易。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies

(Continued)

(i) New and amended IFRSs (Continued)

Amendments to IAS 12, *Income taxes: Deferred tax related to assets and liabilities arising from a single transaction* (Continued)

Prior to the amendments, the group did not apply the initial recognition exemption to lease transactions and had recognised the related deferred tax, except that the group previously determined the temporary difference arising from a right-of-use asset and the related lease liability on a net basis on the basis they arise from a single transaction. Following the amendments, the group has determined the temporary differences in relation to right-of-use assets and lease liabilities separately. The change primarily impacts disclosures of components of deferred tax assets and liabilities in note 15(b), but does not impact the overall deferred tax balances presented in the consolidated statement of financial position as the related deferred tax balances qualify for offsetting under IAS 12.

1 主要會計政策(續)

(c) 會計政策變動(續)

(i) 新訂及經修訂國際財務報告準則(續)

國際會計準則第12號修訂本，*所得稅：與單一交易產生的資產及負債相關的遞延稅項*(續)

作出修訂前，本集團並無就租賃交易應用初始確認豁免，並已確認相關遞延稅項，惟本集團過往就源自單一交易的使用權資產及相關租賃負債按淨額釐定暫時性差異。作出修訂後，本集團單獨釐定使用權資產及相關租賃負債的暫時性差異。該變動主要影響附註15(b)中遞延稅項資產及負債組成部分的披露，但由於相關遞延稅項餘額符合國際會計準則第12號所訂明的抵銷資格，故其概不影響綜合財務狀況表所呈列的整體遞延稅項餘額。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies

(Continued)

(i) New and amended IFRSs (Continued)

Amendments to IAS 12, *Income taxes: International tax reform – Pillar Two model rules*

The amendments introduce a temporary mandatory exception from deferred tax accounting for the income tax 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 (“OECD”) (income tax arising from such tax laws is hereafter referred to as “**Pillar Two income taxes**”), including tax laws that implement qualified domestic minimum top-up taxes described in those rules. The amendments also introduce disclosure requirements about such tax including the estimated tax exposure to Pillar Two income taxes. The amendments are immediately effective upon issuance and require retrospective application. After assessment, the amendments does not have a material impact on these financial statements.

1 主要會計政策(續)

(c) 會計政策變動(續)

(i) 新訂及經修訂國際財務報告準則(續)

國際會計準則第12號修訂本，*所得稅：國際稅務改革 – 第二支柱範本規則*

該等修訂本就執行由經濟合作與發展組織(「經濟合作與發展組織」)發佈的第二支柱範本規則而頒布或實質頒布的税法所產生的所得稅引進遞延所得稅會計臨時強制性豁免(該等税法所產生的所得稅於下文簡稱「**第二支柱所得稅**」)，當中包括實施該等規則所描述的合資格國內最低補足稅的税法。該等修訂本亦引進有關該等稅項的披露規定，包括第二支柱所得稅的估計稅務風險。該等修訂本一經發佈後即時生效，並須追溯應用。經評估後，該等修訂本對該等財務報表並無重大影響。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies

(Continued)

(ii) New HKICPA guidance on the accounting implications of the abolition of the MPF-LSP offsetting mechanism

In June 2022 the Hong Kong SAR Government (the “**Government**”) gazetted the Hong Kong Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the “**Amendment Ordinance**”), which will come into effect from 1 May 2025 (the “**Transition Date**”). Once the Amendment Ordinance takes effect, an employer can no longer use any of the accrued benefits derived from its mandatory contributions to mandatory provident fund (“**MPF**”) scheme to reduce the long service payment (“**LSP**”) in respect of an employee’s service from the Transition Date (the abolition of the “**offsetting mechanism**”). In addition, the LSP in respect of the service before the Transition Date will be calculated based on the employee’s monthly salary immediately before the Transition Date and the years of service up to that date.

1 主要會計政策(續)

(c) 會計政策變動(續)

(ii) 香港會計師公會就取消強積金 – 長期服務金對沖機制的會計影響的新指引

於二零二二年六月，香港特區政府(「**政府**»)刊憲香港《2022年僱傭及退休計劃法例(抵銷安排)(修訂)條例》(「**修訂條例**」)，將自二零二五年五月一日(「**過渡日期**»)起生效。一旦修訂條例生效，僱主自過渡日期(取消「**對沖機制**»)起概不得使用其於強制性公積金(「**強積金**»)計劃之強制性供款所產生之任何累計權益減少有關僱員服務年期之長期服務金(「**長期服務金**»)。另外，於過渡日期前就服務年期之長期服務金將按僱員緊接過渡日期前之月薪及截至過渡日期之服務年期計算。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies

(Continued)

(ii) New HKICPA guidance on the accounting implications of the abolition of the MPF-LSP offsetting mechanism (Continued)

In July 2023, the HKICPA published “Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong” that provides accounting guidance relating to the offsetting mechanism and the abolition of the mechanism. In particular, the guidance indicates that entities may account for the accrued benefits derived from mandatory MPF contributions that are expected to be used to reduce the LSP payable to an employee as deemed contributions by that employee towards the LSP.

However, applying this approach, upon the enactment of the Amendment Ordinance in June 2022, it is no longer permissible to apply the practical expedient in paragraph 93(b) of HKAS 19 that previously allowed such deemed contributions to be recognised as reduction of service cost (negative service cost) in the period the contributions were made; instead these deemed contributions should be attributed to periods of service in the same manner as the gross LSP benefit.

1 主要會計政策(續)

(c) 會計政策變動(續)

(ii) 香港會計師公會就取消強積金－長期服務金對沖機制的會計影響的新指引(續)

於二零二三年七月，香港會計師公會頒佈《取消強積金－長期服務金對沖機制之會計影響》，提供有關對沖機制及取消該機制之會計指引。該指引特別指出實體可將預期用於減少應付予僱員長期服務金之強制性強積金供款所產生之累計權益視為該僱員對長期服務金之供款而入賬。

然而，倘採用此方法，則於二零二二年六月修訂條例頒佈後，將不再允許應用香港會計準則第19號第93(b)段之可行權宜方法，該方法之前准許將此類視同供款確認為期內服務成本(負服務成本)之扣減；取而代之，此類視同供款應按照與長期服務金福利總額相同的方式計入服務期間。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies

(Continued)

(ii) New HKICPA guidance on the accounting implications of the abolition of the MPF-LSP offsetting mechanism (Continued)

To better reflect the substance of the abolition of the offsetting mechanism, the group has changed its accounting policy in connection with its LSP liability and has applied the above HKICPA guidance retrospectively. The cessation of applying the practical expedient in paragraph 93(b) of HKAS 19 in conjunction with the enactment of the Amendment Ordinance resulted in a catch-up profit or loss adjustment in June 2022 for the service cost up to that date and consequential impacts on current service cost, interest expense and remeasurement effects from changes in actuarial assumptions for the rest of 2022 with the corresponding adjustment to the comparative carrying amount of the LSP liability. This change in accounting policy did not have any impact on the opening balance of equity at 1 January 2022, and the cash flows and earnings per share amounts for the year ended 31 December 2022. It also did not have a material impact on the company-level statement of financial position as at 31 December 2022 and 31 December 2023.

1 主要會計政策(續)

(c) 會計政策變動(續)

(ii) 香港會計師公會就取消強積金－長期服務金對沖機制的會計影響的新指引(續)

為了更能反映取消對沖機制的實質，本集團已就其長期服務金負債更改會計政策，並已不可撤回地應用上述香港會計師公會的指引。隨著修訂條例頒佈而停止應用香港會計準則第19號第93(b)段之可行權宜方法，致使截至當日的服務成本於二零二二年六月進行追補損益調整，繼而影響當前服務成本、利息開支以及二零二二年剩餘時間精算假設變動的重新計量影響，並對長期服務金負債的比較賬面值作出相應調整。此會計政策變動對二零二二年一月一日的期初權益結餘以及截至二零二二年十二月三十一日止年度的現金流量及每股盈利並無任何影響。其亦無對二零二二年十二月三十一日及二零二三年十二月三十一日的公司財務狀況表產生重大影響。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

For each business combination, the group can elect to measure any non-controlling interests (“**NCI**”) either at fair value or at the NCI’s proportionate share of the subsidiary’s net identifiable assets.

1 主要會計政策(續)

(d) 附屬公司及非控股權益

附屬公司指本集團控制的實體。倘本集團因參與實體而面對回報有所不同的風險或有權享有回報，並且有能力透過其權力影響實體的該等回報，則本集團控制該實體。附屬公司的財務報表自控制權開始之日起至控制權終止當日計入綜合財務報表。

集團內公司間結餘及交易，以及集團內公司間交易所產生任何未變現收益及開支(外幣交易之收益或虧損除外)，將予以對銷。集團內公司間交易所產生的未變現虧損則僅在並無出現減值證據的情況下按與對銷未變現收益相同的方法對銷。

就每項業務合併而言，本集團可選擇以公平值或按非控股權益(「**非控股權益**」)分佔附屬公司可識別資產淨值的份額計量任何非控股權益。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(d) Subsidiaries and non-controlling interests (Continued)

NCI are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. NCI in the results of the Group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between NCI and the equity shareholders of the Company.

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

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

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (note 1(l)(ii)).

1 主要會計政策(續)

(d) 附屬公司及非控股權益(續)

非控股權益在綜合財務狀況表的權益中呈列，獨立於本公司權益股東應佔權益。非控股權益應佔本集團業績於綜合損益及其他全面收益表賬面呈列，作為年內損益總額及全面收益總額在非控股權益與本公司權益股東之間的分配結果。

本集團於附屬公司之權益變動倘不會導致失去控制權，則入賬列為股權交易。

倘本集團失去對一間附屬公司的控制權，則終止確認附屬公司的資產及負債，以及任何相關非控股權益及其他權益組成。任何產生的收益或虧損將於損益確認。失去控制權時，以公平值計量於前附屬公司的任何保留權益。

於本公司的財務狀況表中，於附屬公司的投資按成本減減值虧損(附註1(l)(ii))列賬。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(e) Associates

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

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

When the group's share of losses exceeds its interest in the associate, the group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the group's interest is the carrying amount of the investment under the equity method, together with any other long-term interests that in substance form part of the group's net investment in the associate, after applying the ECL model to such other long-term interests where applicable (see note 1(l)(i)).

1 主要會計政策(續)

(e) 聯營公司

聯營公司是指本集團或本公司可以對其發揮重大影響力但並非控制或共同控制其財務及經營之實體。

於聯營公司或合營企業之權益以權益法入賬，除非分類為持作出售(或計入分類為持作出售的出售集團)。其最初以成本確認，包括交易成本。隨後，綜合財務報表包括本集團分佔該等投資對象的損益及其他全面收益(「其他全面收益」)，直至失去重大影響力或共同控制之日。

當本集團所佔的虧損超過其於該聯營公司的權益時，本集團的權益會減至零，並且不再確認進一步虧損，惟本集團須履行法定或推定義務，或代投資對象作出付款則除外。就此而言，本集團的權益乃按權益法得出的投資賬面值，連同實質上組成本集團於該聯營公司的淨投資的任何其他長期權益(就有關其他長期權益應用預期信貸虧損模式後，倘適用)(見附註1(l)(i))。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(e) Associates (Continued)

Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent there is no evidence of impairment.

In the company's statement of financial position, an investment in an associate or a joint venture is stated at cost less impairment losses (see note 1(l)), unless it is classified as held for sale (or included in a disposal group classified as held for sale).

(f) Goodwill

Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 1(l)).

1 主要會計政策(續)

(e) 聯營公司(續)

與按權益法入賬投資對象進行交易所產生的未變現收益與投資對銷，惟以本集團於投資對象的權益為限。未變現虧損的抵銷方法與未變現收益相同，但抵銷額只限於沒有證據顯示已出現減值的部分。

於本公司的財務狀況表，於聯營公司或合營企業的投資列示為成本減減值虧損(見附註1(l))，除非分類為持作出售(或計入分類為持作出售的出售集團)。

(f) 商譽

業務合併產生之商譽分配至各現金產生單位或各組現金產生單位(預期會產生合併協同效益)，並須每年作減值測試(見附註1(l))。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(g) Other investments in securities

The Group's policies for investments in securities, other than investments in subsidiaries and an associate, are set out below.

Investments in securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at FVPL for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 26(e). These investments are subsequently accounted for as follows, depending on their classification.

Non-equity investments

Non-equity investments are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Expected credit losses, interest income calculated using the effective interest method (see note 1(v)(ii)), foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

1 主要會計政策(續)

(g) 其他證券投資

本集團於證券投資(於附屬公司及聯營公司的投資除外)的政策載列於下文。

本集團在承諾購入/出售投資當日確認/終止確認證券投資。投資初步按公平值加直接應佔交易成本列報，惟按公平值計入損益列賬之投資除外，該等投資之交易成本直接於損益內確認。有關本集團釐定金融工具公平值的方法的解釋，見附註26(e)。該等投資隨後根據其分類按以下方法入賬。

非股本投資

非股本投資歸入以下其中一個計量類別：

- 按攤銷成本，倘持有投資的目的為收取合約現金流量，即純粹為支付本金及利息。預期信貸虧損、使用實際利率法計算的利息收入(見附註1(v)(ii))、匯兌收益及虧損於損益確認。任何終止確認的收益或虧損於損益確認。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(g) Other investments in securities

(Continued)

Non-equity investments (Continued)

- FVOCI – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses are recognised in profit or loss and computed in the same manner as if the financial asset was measured at amortised cost. The difference between the fair value and the amortised cost is recognised in OCI. When the investment is derecognised, the amount accumulated in OCI is recycled from equity to profit or loss.
- FVPL if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

1 主要會計政策(續)

(g) 其他證券投資(續)

非股本投資(續)

- 按公平值計入其他全面收益(可劃轉)，倘投資的合約現金流量僅包括本金及利息付款，且投資乃於其目的為同時收取合約現金流量及出售的業務模式中持有。預期信貸虧損、利息收入(使用實際利率法計算)及匯兌收益及虧損於損益確認，並按攤銷成本計量的金融資產的相同方式計算。公平值與攤銷成本的差額於其他全面收益確認。當投資被取消確認，於其他全面收益累計的金額從權益劃轉至損益。
- 按公平值計入損益，倘投資不符合按攤銷成本計量或按公平值計入其他全面收益(可劃轉)的標準。投資的公平值變動(包括利息)於損益確認。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(g) Other investments in securities

(Continued)

Equity investments

An investment in equity securities is classified as FVPL unless the investment is not held for trading purposes and on initial recognition the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in OCI. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. If such election is made for a particular investment at the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings and not recycled through profit or loss.

1 主要會計政策(續)

(g) 其他證券投資(續)

股本投資

於股本證券的投資分類為按公平值計入損益，除非投資並非持作買賣用途，且於初次確認時，本集團不可撤回地選擇指定投資為按公平值計入其他全面收益(不可劃轉)，以致公平值的後續變動於其他全面收益確認。有關選擇乃按工具個別作出，惟僅當發行人認為投資符合權益定義時方可作出。倘特定投資出售時作出有關選擇，於公平值儲備(不可劃轉)累計的金額轉撥至保留盈利，而非透過損益劃轉。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

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1 MATERIAL ACCOUNTING POLICIES (Continued)

(h) Investment property

Investment properties are buildings and land which are owned or held under a leasehold interest (see note 1(k)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are measured initially at cost. The cost of purchased investment properties comprises their purchases price and any direct attributable expenditures. Investment properties are accounted for using the cost model and stated in the statement of financial position at cost less accumulated depreciation and impairment loss (see note 1(l)(ii)). The cost of investment properties, less their estimated residual value and accumulated impairment loss, is depreciated using the straight-line method over its estimated useful life as follow:

- Interests in leasehold land remaining term of the lease
- Buildings 20 years

Rental income from investment properties is accounted for as described in note 1(v)(iv).

1 主要會計政策(續)

(h) 投資物業

投資物業乃為賺取租金收入及／或為資本升值而根據租賃權益(見附註1(k))而擁有或持有的樓宇及土地。投資物業包括為目前尚未確定的未來用途而持有的土地，以及為未來投資物業用途而正在施工或發展的物業。

投資物業初步以成本計量。已購買投資物業的成本包括其購買價及任何直接應佔開支。投資物業使用成本模型入賬，並於財務狀況表內按成本減累計折舊及減值虧損列賬(見附註1(l)(ii))。投資物業成本減估計剩餘價值及累計減值虧損使用直線法於其估計可使用年期(如下所述)內折舊：

- 租賃土地 租賃剩餘租期
- 樓宇 20年

投資物業的租金開支乃按附註1(v)(iv)所述入賬。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(i) Property, plant and equipment

The following items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (note 1(l)(ii)):

- buildings, including buildings held for own use which are situated on leasehold land and right-of-use assets arising from leases of underlying building; and
- other items of plant and equipment.

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (note 1(x)).

Items may be produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management. The proceeds from selling any such items and the related costs are recognised in profit or loss.

No depreciation is provided in respect of construction in progress.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components).

1 主要會計政策(續)

(i) 物業、廠房及設備

以下物業、廠房及設備項目按成本減去累計折舊及減值虧損(附註1(l)(ii))列賬：

- 樓宇(包括持作自用之樓宇(位於租賃土地上)及產生自相關樓宇的租賃的使用權資產；及
- 其他廠房及設備項目。

自建物業、廠房及設備項目的成本包括物料成本、直接勞工成本，及如適用，初步估計拆卸及搬遷項目以及恢復項目所在地原貌的成本，以及適當比例的生產經常費用及借款成本(附註1(x))。

在物業、廠房、設備達到管理層預期之使用狀態或用途之前，物品已被製造。企業根據適用之準則於損益表中確認此類物品之銷售收益及成本。出售該等物品之所得款項及相關成本於損益中確認。

概無就在建工程計提任何折舊。

倘物業、廠房及設備項目之主要部分有不同可使用年期，其將入賬作個別項目(主要組成部分)。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(i) Property, plant and equipment

(Continued)

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss. Any related revaluation surplus is transferred from the revaluation reserve to retained profits and is not reclassified to profit or loss.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual values, if any, using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

The estimated useful lives for the current and comparative periods are as follows:

- Buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years after the date of completion.
 - Ownership interests in land and other properties held for own use carried at cost
 - Leasehold improvements
 - Plant and machinery
 - Motor vehicles
 - Furniture, fixtures and equipment
- | | |
|---|--|
| Remaining term of the lease | |
| Shorter of 3 – 5 years or remaining term of the lease | |
| 5 – 10 years | |
| 4 – 5 years | |
| 3 – 5 years | |

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

1 主要會計政策(續)

(i) 物業、廠房及設備(續)

出售物業、廠房及設備項目產生的任何收益或虧損在損益內確認。任何有關重估盈餘自重估儲備轉撥至保留溢利，且不會重新分類至損益。

物業、廠房及設備項目的折舊按估計可使用年期，以直線法撇銷其成本減其估計剩餘價值(如有)計算，且一般於損益內確認。

本期及比較期間的估計可使用年期如下：

- 位於租賃土地上的樓宇按未屆滿租期及其估計可使用年期(即不超過完工日期後50年)(以較短者為準)折舊。
 - 按成本入賬的持作自用之土地及其他物業之擁有權權益
 - 租賃物業裝修
 - 廠房及機器
 - 汽車
 - 傢俬、裝置及設備
- | | |
|-----------------|--|
| 租賃剩餘租期 | |
| 3至5年或租賃剩餘租期的較短者 | |
| 5至10年 | |
| 4至5年 | |
| 3至5年 | |

折舊方法、可使用年期及剩餘價值於各報告日期審閱及調整(倘適用)。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(j) Intangible assets

Intangible assets, including patents and trademarks, that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (note 1(l)(ii)).

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, if any, and is generally recognised in profit or loss.

The estimated useful lives for the current and comparative periods are as follows:

Computer software	5 - 10 years
Trademark	10 years

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

(k) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. This is the case if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

1 主要會計政策(續)

(j) 無形資產

本集團購入的無形資產(包括專利及商標)按成本減累計攤銷(如估計可使用年期屬有限)及減值虧損(附註1(l)(ii))列賬。

無形資產的攤銷按估計可使用年期，以直線法撇銷其成本減其估計剩餘價值(如有)計算，且一般於損益內確認。

本期及比較期間的估計可使用年期如下：

電腦軟件	5至10年
商標	10年

攤銷方法、可使用年期及剩餘價值於各報告日期審閱及調整(倘適用)。

(k) 租賃資產

於合約開始時，本集團評估合約是否屬於或包括租賃。倘合約為換取代價而轉移已識別資產在一段期間內的使用控制權，則該合約屬於或包括租賃。倘客戶既有權主導已識別資產的使用又有權從有關使用中獲取絕大部分經濟利益，則表示控制權已經轉移。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

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1 MATERIAL ACCOUNTING POLICIES (Continued)

(k) Leased assets (Continued)

(i) As a lessee

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for leases that have a short lease term of 12 months or less and leases of low-value items such as laptops and office furniture. When the Group enters into a lease in respect of a low-value item, the Group decides whether to capitalise the lease on a lease-by-lease basis. If not capitalised, the associated lease payments are recognised in profit and loss on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is recognised using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and are charged to profit or loss, as incurred.

1 主要會計政策(續)

(k) 租賃資產(續)

(i) 作為承租人

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租期為十二個月或以下的短期租賃及低價值項目(如筆記本電腦及辦公室傢具)的租賃除外。倘本集團就低價值項目訂立租賃，則本集團決定是否要按個別情況資本化租賃。倘並無資本化，相關的租賃付款於租期內有系統地於損益內確認。

倘租賃已資本化，則租賃負債初步按租賃期內應付租賃款項的現值確認，並使用租賃隱含的利率或(倘該利率難以釐定)相關增量借款利率貼現。於初步確認後，租賃負債按攤銷成本計量，而利息開支則使用實際利率法確認。並非視乎指數或利率而定的可變租賃付款不計入租賃負債的計量，於其產生時在損益中扣除。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

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1 MATERIAL ACCOUNTING POLICIES (Continued)

(k) Leased assets (Continued)

(i) As a lessee (Continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, and plus initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 1(i) and 1(l)(ii)).

Refundable rental deposits are accounted for separately from the right-of-use assets in accordance with the accounting policy applicable to investments in non-equity securities carried at amortised cost (see notes 1(g), 1(v)(ii) and 1(l)(i)). Any excess of the nominal value over the initial fair value of the deposits is accounted for as additional lease payments made and is included in the cost of right-of-use assets.

1 主要會計政策(續)

(k) 租賃資產(續)

(i) 作為承租人(續)

於租賃資本化時確認的使用權資產初步按成本計量，其中包括租賃負債的初始金額(已就於開始日期或之前作出的任何租賃付款進行調整)，加上已產生的初始直接成本以及為拆卸並移除相關資產或復修相關資產或該資產所在地點的估計成本，再減去任何已收租賃優惠。使用權資產其後按成本減累計折舊及減值虧損列賬(見附註1(i)及1(l)(ii))。

可退還租賃按金乃按照適用於以攤銷成本計量的非股本證券投資的會計政策與使用權資產分開入賬(見附註1(g)、1(v)(ii)及1(l)(i))。按金的名義價值超過初始公平值的任何部分作為額外租賃付款入賬，並計入使用權資產成本。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(k) Leased assets (Continued)

(i) As a lessee (Continued)

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

1 主要會計政策(續)

(k) 租賃資產(續)

(i) 作為承租人(續)

倘指數或利率有變導致未來租賃付款有變，倘本集團預期根據剩餘價值擔保應付的估計金額有變，或倘本集團更改評估其是否將行使購買、延期或終止選擇權，則重新計量租賃負債。倘在此等情況下重新計量租賃負債，則應對使用權資產的賬面值作相應調整，或倘使用權資產的賬面值已調減至零，則相應調整於損益入賬。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(k) Leased assets (Continued)

(i) As a lessee (Continued)

The lease liability is also remeasured when there is a lease modification, which means a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract, if such modification is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are rent concessions that occurred as a direct consequence of the COVID-19 pandemic and met the conditions set out in paragraph 46B of IFRS 16 *Leases*. In such cases, the Group has taken advantage of the practical expedient not to assess whether the rent concessions are lease modifications, and recognised the change in consideration as negative variable lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

1 主要會計政策(續)

(k) 租賃資產(續)

(i) 作為承租人(續)

當有租賃修訂(即租賃範疇或租賃合約原先並無規定的租賃代價發生變化)時，倘有關修訂未作為單獨的租賃入賬，則亦要對租賃負債進行重新計量。在此情況，租賃負債根據經修訂的租賃付款及租賃期限，使用經修訂的貼現率在修訂生效日重新計量。唯一例外為因COVID-19疫情而直接產生的租金減免，並且符合國際財務報告準則第16號租賃第46B段所載的條件。在此情況下，本集團利用實際權宜之計不評估租金減免是否為租賃修改，並於觸發租金減免的事件或情況發生的期間，將代價變動於損益中確認為負浮動租賃付款。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

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1 MATERIAL ACCOUNTING POLICIES (Continued)

(k) Leased assets (Continued)

(i) As a lessee (Continued)

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

(ii) As a lessor

The Group determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. Otherwise, the lease is classified as an operating lease.

1 主要會計政策(續)

(k) 租賃資產(續)

(i) 作為承租人(續)

在綜合財務狀況表中，長期租賃負債的即期部分釐定為須於報告期後十二個月內清償之合約付款現值。

(ii) 作為出租人

本集團於租賃開始時釐定各項租賃屬於融資租賃或經營租賃。倘租賃將絕大部分附帶於相關資產所有權的風險及回報轉移至承租人，則分類為融資租賃。否則，有關租賃分類為經營租賃。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

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1 MATERIAL ACCOUNTING POLICIES (Continued)

(I) Credit losses and impairment of assets

(i) Credit losses from financial instruments, contract assets and lease receivables

The Group recognises a loss allowance for expected credit losses (“ECL”s) on:

- financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables, including those loans to an associate, that are held for the collection of contractual cash flows which represent solely payments of principal and interest);
- lease receivables.

1 主要會計政策(續)

(I) 信貸虧損及資產減值

(i) 金融工具、合約資產及租賃應收款項之信貸虧損

本集團就預期信貸虧損(「預期信貸虧損」)確認虧損撥備：

- 按攤銷成本計量的金融資產(包括現金及現金等價物、貿易及其他應收款項，包括向一間聯營公司提供的該等貸款，其是為了收取合約現金流量而持有，僅代表本金及利息的支付)；
- 租賃應收款項。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(I) Credit losses and impairment of assets

(Continued)

(i) Credit losses from financial instruments, contract assets and lease receivables (Continued)

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.

1 主要會計政策(續)

(I) 信貸虧損及資產減值(續)

(i) 金融工具、合約資產及租賃應收款項之信貸虧損(續)

預期信貸虧損計量

預期信貸虧損乃以概率加權估計的信貸虧損。一般而言，信貸虧損以合約與預期金額之間的所有預期現金短缺的現值計量。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(I) Credit losses and impairment of assets

(Continued)

(i) Credit losses from financial instruments, contract assets and lease receivables (Continued)

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

- fixed-rate financial assets, trade and other receivables and contract assets: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate;
- lease receivables: discount rate used in the measurement of the lease receivable.

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

1 主要會計政策(續)

(I) 信貸虧損及資產減值(續)

(i) 金融工具、合約資產及租賃應收款項之信貸虧損(續)

倘影響屬重大，預期短缺現金將使用貼現率貼現：

- 固定利率金融資產、貿易及其他應收款項及合約資產：初始確認釐定時的實際利率或其近似值；
- 浮動利率金融資產：當前實際利率；
- 租賃應收款：計量租賃應收款而使用的折現率。

於估計預期信貸虧損時考慮的最長期間為本集團承受信貸風險的最長合約期間。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(I) Credit losses and impairment of assets

(Continued)

(i) Credit losses from financial instruments, contract assets and lease receivables (Continued)

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.

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

1 主要會計政策(續)

(I) 信貸虧損及資產減值(續)

(i) 金融工具、合約資產及租賃應收款項之信貸虧損(續)

預期信貸虧損基於下列其中一個基準計量：

- 12個月預期信貸虧損：報告日期後12個月(或較短期間，倘工具的預期年期少於12個月)內可能發生的違約事件而導致的預期信貸虧損部分；及
- 整個存續期的預期信貸虧損：採用預期信貸虧損模式的項目在預期年期內所有可能發生的違約事件而導致的預期信貸虧損。

貿易應收款項及合約資產的虧損撥備一般乃按等同於整個存續期的預期信貸虧損的金額計量。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(I) Credit losses and impairment of assets

(Continued)

(i) Credit losses from financial instruments, contract assets and lease receivables (Continued)

Significant increases in credit risk

When determining whether the credit risk of a financial instrument (including a loan commitment) 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.

1 主要會計政策(續)

(I) 信貸虧損及資產減值(續)

(i) 金融工具、合約資產及租賃應收款項之信貸虧損(續)

信貸風險大幅上升

當釐定金融工具(包括貸款承諾)的信貸風險自初始確認以來有否大幅上升以及計量預期信貸虧損時，本集團會考慮合理可靠且在無需付出過多成本或努力下即可獲得的相關資料。其包括基於本集團過往經驗及知情信貸評估(含前瞻性資料)之定量及定性資料以及分析。

倘逾期超過30日，本集團假設金融資產的信貸風險已大幅上升。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(I) Credit losses and impairment of assets

(Continued)

(i) Credit losses from financial instruments, contract assets and lease receivables (Continued)

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 180 days past due.

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.

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.

1 主要會計政策(續)

(I) 信貸虧損及資產減值(續)

(i) 金融工具、合約資產及租賃應收款項之信貸虧損(續)

於下列情況，本集團將金融資產視為違約：

- 債務人不可能在本集團對如變現抵押(如持有)等行為無追索權的情況下向本集團悉數支付其信貸義務；或
- 該金融資產逾期超過180日。

預期信貸虧損於各報告日期進行重新計量以反映金融工具自初始確認以來的信貸風險變動。預期信貸虧損金額的任何變動均於損益中確認為減值收益或虧損。本集團就所有金融工具確認減值收益或虧損，並通過虧損撥備賬對彼等之賬面值作出相應調整。

信貸減值的金融資產

於各報告日期，本集團評估金融資產是否出現信貸減值。當發生一項或多項對金融資產估計未來現金流量有不利影響的事件時，金融資產出現信貸減值。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(I) Credit losses and impairment of assets

(Continued)

(i) Credit losses from financial instruments, contract assets and lease receivables (Continued)

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 delinquency in interest or principal payments;
- 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;
- the disappearance of an active market for a security because of financial difficulties of the issuer.

1 主要會計政策(續)

(I) 信貸虧損及資產減值(續)

(i) 金融工具、合約資產及租賃應收款項之信貸虧損(續)

金融資產出現信貸減值的證據包括以下可觀察事件：

- 債務人有重大財務困難；
- 違約，例如拖欠或未能償還利息或本金；
- 本集團於其他情況下不會考慮重組本集團提供的貸款或墊款之條款；
- 債務人可能破產或進行其他財務重組；
- 由於發行人出現財務困難，證券活躍市場消失。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(I) Credit losses and impairment of assets

(Continued)

(i) Credit losses from financial instruments, contract assets and lease receivables (Continued)

Write-off policy

The gross carrying amount of a financial asset, lease receivable or contract asset is written off to the extent that there is no realistic prospect of recovery. This is generally the case when the Group otherwise 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.

1 主要會計政策(續)

(I) 信貸虧損及資產減值(續)

(i) 金融工具、合約資產及租賃應收款項之信貸虧損(續)

撇銷政策

若日後實際上不可收回款項，則會撇銷金融資產、租賃應收款項或合約資產的總賬面值。該情況通常出現在本集團以其他方式確定債務人沒有資產或可產生足夠現金流量的收入來源來償還應撇銷的金額。

隨後收回先前撇銷之資產於收回期間在損益內確認為減值撥回。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(I) Credit losses and impairment of assets

(Continued)

(ii) Impairment of other non-current assets

At each reporting date, the group reviews the carrying amounts of its non-financial assets (other than property carried at revalued amounts, investment property, inventories and other contract costs, contract assets and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units ("CGUs"). Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

1 主要會計政策(續)

(I) 信貸虧損及資產減值(續)

(ii) 其他非流動資產減值

於各報告日期，本集團審閱非金融資產(以重估金額計量的物業、投資物業、存貨及其他合約成本、合約資產及遞延稅項資產除外)的賬面值，以確定是否存在任何減值跡象。倘存在任何此類跡象，則估計資產的可收回金額。商譽每年進行減值測試。

就減值測試而言，資產納入持續使用產生現金流入的最小組別，該組別基本獨立於其他資產或現金產生單位(「現金產生單位」)的現金流入。業務合併產生之商譽分配至各個現金產生單位或各組現金產生單位(預期會產生合併協同效益)。

資產或現金產生單位的可收回金額為其使用價值及公平值減去出售成本之較高者。使用價值乃基於估計未來現金流量，按能反映現時市場對貨幣時間價值及資產或現金產生單位特定風險的評估的稅前貼現率貼現至其現值。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(I) Credit losses and impairment of assets

(Continued)

(ii) Impairment of other non-current assets (Continued)

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the resulting carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1 主要會計政策(續)

(I) 信貸虧損及資產減值(續)

(ii) 其他非流動資產減值 (續)

倘資產或現金產生單位的賬面值超過其可收回金額，則確認減值虧損。

減值虧損於損益確認。其首先獲分配以削減現金產生單位所獲分配之任何商譽的賬面值，其後按比例削減該現金產生單位內其他資產的賬面值。

商譽的減值虧損不會撥回。就其他資產而言，倘並無確認減值虧損，僅在產生的賬面值不超過應已釐定的賬面值(扣除折舊或攤銷)的情況下撥回減值虧損。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(I) Credit losses and impairment of assets

(Continued)

(iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with IAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see note 1(l)(i)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

1 主要會計政策(續)

(I) 信貸虧損及資產減值(續)

(iii) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須根據國際會計報告準則第34號中期財務報告，就財政年度首六個月編製中期財務報告。於中期期末，本集團應用的減值測試、確認及撥回標準與其將於財政年度末所應用者相同(見附註1(l)(i))。

在中期期間就商譽所確認之減值虧損不會在其後期間撥回。即使僅在該中期所屬的財政年度終結時才評估減值並確認沒有虧損或所確認的虧損較少，也不會撥回減值虧損。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(m) Inventories

Inventories are measured at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

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.

Net realisable value represents the estimated selling price less any estimated costs of completion and costs to be incurred in selling the property.

1 主要會計政策(續)

(m) 存貨

存貨以成本及可變現淨值兩者中的較低者計量。

成本乃使用加權平均成本公式計算，並包括所有採購成本、轉換成本及將存貨運至現址及使其達至現時狀況所產生的其他成本。

可變現淨值乃於日常業務過程中的估計售價，減去估計完成的成本及進行銷售所需的估計成本。

可變現淨值指估計售價減任何估計完成成本及出售物業產生的成本。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(n) Contract liabilities

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 1(v)). A contract liability is also recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such latter cases, a corresponding receivable is also recognised (see note 1(o)).

(o) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration and only the passage of time is required before payment of that consideration is due.

Trade receivables that do not contain a significant financing component are initially measured at their transaction price. Trade receivables that contain a significant financing component and other receivables are initially measured at fair value plus transaction costs. All receivables are subsequently stated at amortised cost (see note 1(l)(i)).

1 主要會計政策(續)

(n) 合約負債

合約負債乃於客戶在本集團確認相關收益前支付不可退還的代價時確認(見附註1(v))。倘本集團於本集團確認相關收益前有無條件接納代價的權利，則合約負債亦予以確認。於後者情況下，相應的應收款項亦予以確認(見附註1(o))。

(o) 貿易及其他應收款項

應收款項於本集團有無條件權利收取代價及代價僅隨時間推移即會成為到期應付時予以確認。

不包含重大融資成分的貿易應收款項按其交易價格進行初始計量。包含重大融資成分的貿易應收款項及其他應收款項按公平值加交易成本進行初始計量。所有應收款項其後按攤銷成本列賬(見附註1(l)(i))。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(p) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequently, these borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with note 1(x).

(q) Trade and other payables (other than refund liabilities)

Trade and other payables are initially recognised at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

(r) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECL (see note 1(l)(i)).

1 主要會計政策(續)

(p) 計息借款

計息借款初始按公平值減交易成本計量。隨後，該等借款乃使用實際利率法按攤銷成本呈列。利息費用乃根據附註1(x)確認。

(q) 貿易及其他應付款項(退款負債除外)

貿易及其他應付款項初始按公平值確認。初始確認後，貿易及其他應付款項按攤銷成本列賬，除非貼現的影響並不重大，在此情況下則按發票金額列賬。

(r) 現金及現金等價物

現金及現金等價物包括銀行存款及手頭現金、銀行及其他金融機構的活期存款，以及可隨時兌換為已知數額現金的其他短期高流動性投資，該等投資所面對的價值變動風險並不重大，並於購入起計三個月內到期。現金及現金等價物乃就預期信貸虧損評估(見附註1(l)(i))。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(s) 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) Share-based payments

The grant-date fair value of equity-settled share-based payments granted to employees is measured using the binomial lattice model. The amount is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service conditions at the vesting date.

1 主要會計政策(續)

(s) 僱員福利

(i) 短期僱員福利及界定供款退休計劃的供款

短期僱員福利於提供相關服務時支銷。倘因僱員過往提供服務而本集團須承擔現有法律或推定責任，並在責任金額能可靠估算之情況下，本集團需為預期支付的金額作負債確認。

界定供款退休計劃的供款責任於提供相關服務時支銷。

(ii) 以股份為基礎付款

授予僱員以股份為基礎的股權結算付款的授出日期公平值採用二項式點陣模式計量。該金額一般確認為開支，並在獎勵的歸屬期內相應增加權益。確認為開支的金額予以調整，以反映預期滿足相關服務條件的獎勵數量，從而令最終確認的金額以歸屬日滿足相關服務條件的獎勵數量為基礎。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(s) Employee benefits (Continued)

(iii) Termination benefits

Termination benefits are expensed at the earlier of when the group can no longer withdraw the offer of those benefits and when the group recognises costs for a restructuring.

(t) Income tax

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

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.

1 主要會計政策(續)

(s) 僱員福利(續)

(iii) 辭退福利

辭退福利乃於以下之較早者支銷：當本集團不再可以撤回該等福利之提供時與當本集團確認重組成本時。

(t) 所得稅

所得稅開支包括即期稅項及遞延稅項。除與業務合併或直接於權益或其他全面收益確認的項目相關的部分外，其於損益確認。

即期稅項包括就年內應課稅收入或虧損而估計的應付或應收稅項，以及就過往年度之應付或應收稅項作出的任何調整。即期應付或應收稅項的金額為預期將支付或收取稅項金額之最佳估計，其反映與所得稅有關的任何不確定因素。即期稅項按報告日期已實施或實際上已實施的稅率計算。即期稅項亦包括宣派股息導致的任何稅項。

即期稅項資產及負債僅於達成若干條件後抵銷。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(t) Income tax (Continued)

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

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- temporary differences related to investment in subsidiaries, associates and joint venture 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.

1 主要會計政策(續)

(t) 所得稅(續)

遞延稅項根據財務報告所用的資產及負債的賬面值與納稅所用的金額之間的暫時差額予以確認。不就下列確認遞延稅項：

- 初步確認交易中的資產或負債的暫時差額，該交易並非業務合併且不影響會計或應課稅損益，亦不產生相等的應課稅及可抵扣暫時差額；
- 有關投資附屬公司、聯營公司及合營企業的暫時差額，前提是本集團能控制暫時差額之撥回時間且在可預見未來很可能不會撥回；
- 初步確認商譽而產生的應課稅暫時差額；及
- 執行由經濟合作與發展組織發佈的第二支柱範本規則而頒布或實質頒布的稅法所產生的所得稅相關者。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(t) Income tax (Continued)

The group has determined the temporary differences in relation to right-of-use assets and lease liabilities separately. The change primarily impacts disclosures of components of deferred tax assets and liabilities in the annual financial statements, but does not impact the overall deferred tax balances presented in the consolidated statement of financial position as the related deferred tax balances qualify for offsetting under IAS 12.

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.

1 主要會計政策(續)

(t) 所得稅(續)

本集團已分別釐定有關使用權資產及租賃負債的暫時差額。該變動主要影響於年度財務報表披露遞延稅項資產及負債的組成，但不影響呈列於綜合財務狀況表的整體遞延稅項結餘，乃由於相關遞延稅項結餘合資格根據國際會計準則第12號抵銷。

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稅暫時差額確認，惟以有可能動用未來應課稅溢利的情況為限。未來應課稅溢利乃基於撥回相關應課稅暫時差額而確定。倘應課稅暫時差額的金額不足以全額確認遞延稅項資產，則根據本集團內各附屬公司的業務計劃考慮未來應課稅溢利，並根據現有暫時差額的撥回進行調整。遞延稅項資產於各報告日審閱，倘不再可能變現相關稅項利益時，則予以減少；當未來應課稅溢利可能提高時，將撥回有關減少。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(t) Income tax (Continued)

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.

(u) Provisions and contingent liabilities

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

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

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under that contract and an allocation of other costs directly related to fulfilling that contract. Before a provision is established, the group recognises any impairment loss on the assets associated with that contract (see note 1(l)(ii)).

1 主要會計政策(續)

(t) 所得稅(續)

遞延稅項的計量反映本集團於報告日期時預期收回或結算其資產及負債賬面值的方式會帶來的稅務影響。

僅於達成若干條件時，抵銷遞延稅項資產及負債。

(u) 撥備及或有負債

一般而言，撥備由反映貨幣時間價值之現行市場評估及負債特定風險之稅前利率貼現預期未來現金流而釐定。

保養撥備於潛在產品或服務出售時確認，乃基於過往保養數據及權衡可能出現之結果及有關之可能性。

虧損合約之撥備由終止合約的預期成本及繼續合約的預期成本淨額(以較低者為準)的現值計量，其由履行合約責任之增量成本及與履行合約直接相關的其他成本分配而釐定。於計提撥備前，本集團就該合約相關資產確認任何減值虧損(見附註1(l)(ii))。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(u) Provisions and contingent liabilities

(Continued)

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.

(v) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of Group's assets under leases in the ordinary course of the Group's business.

Further details of the group's revenue and other income recognition policies are as follows:

1 主要會計政策(續)

(u) 撥備及或有負債(續)

當須付出經濟效益的可能性不大，或其金額未能可靠估計時，便會將該責任披露為或有負債，惟經濟效益流出的可能性極低者除外。倘可能責任僅視乎一項或多項未來事項是否發生才能確定是否存在，亦會披露為或有負債，惟經濟效益流出的可能性極低者除外。

倘結算撥備所需的部分或全部支出預計將由另一方償付，則就實質確定有任何預期償付款項時確認個別資產。就償付款項確認的金額以撥備的賬面值為限。

(v) 收益及其他收入

本集團將其日常業務過程中源自銷售貨品、提供服務或租賃項下讓渡本集團資產使用權的收入分類為收入。

有關本集團收益及其他收入確認政策的進一步詳情載列如下：

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

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1 MATERIAL ACCOUNTING POLICIES (Continued)

(v) Revenue and other income (Continued)

The group is the principal for its revenue transactions and recognises revenue on a gross basis. In determining whether the group acts as a principal or as an agent, it considers whether it obtains control of the products before they are transferred to the customers. Control refers to the group's ability to direct the use of and obtain substantially all of the remaining benefits from the products.

Revenue is recognised when control over a product or service is transferred to the customers at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties such as value added tax ("VAT") or other sales taxes.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Sale of goods

Revenue is recognised when the customer takes possession of and accepts the products. Revenue represented the sales value of goods sold less returns, discounts, rebates and VAT.

Payment terms and conditions vary by customers and are based on the billing schedule established in the contracts or purchase orders with customers, but the Group generally provides credit terms to customers within nine months upon customer acceptance. The Group takes advantage of the practical expedient in paragraph 63 of IFRS 15 and does not adjust the consideration for any effects of a significant financing component as the period of financing is 12 months or less.

1 主要會計政策(續)

(v) 收益及其他收入(續)

本集團為其收益交易的委託人，並按總額確認收益。在釐定本集團是否擔任委託人或代理人時，其考慮是否在產品轉讓予客戶之前獲得有關產品的控制權。控制權指本集團能夠主導產品的使用並從中獲得大部分所有剩餘利益。

當產品或服務的控制權按本集團預期有權獲取的承諾代價數額(不包括代表第三方收取的金額(如增值稅(「增值稅」)或其他銷售稅))轉移至客戶時，收入予以確認。

有關本集團收益及其他收入確認政策的進一步詳情載列如下：

(i) 銷售貨品

收益在客戶獲得並接收產品時確認。收益指已售貨品的銷售價值，扣除退貨、折扣、回扣及增值稅。

付款條款及細則因客戶而異，並基於與客戶訂立的合約中制訂的付款時間表，惟本集團一般於客戶接納後九個月內向客戶提供信貸條款。本集團利用國際財務報告準則第15號第63段中的實際權宜之計，不就重大融資部分的任何影響調整對價，原因為融資期限為十二個月或更短。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

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1 MATERIAL ACCOUNTING POLICIES (Continued)

(v) Revenue and other income (Continued)

(i) Sale of goods (Continued)

For sales to distributors or on e-commerce platforms, the Group offers customers rights of return for a specific period upon acceptance. It also offers sales rebates to certain major customers when their purchases reach an agreed threshold. Such rights of return and sales rebates give rise to variable consideration. The Group uses an expected value approach to estimate variable consideration based on the Group's current and future performance expectations and all information that is reasonably available. This estimated amount is included in the transaction price to the extent it is highly probable that a significant reversal of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is resolved. At the time of sale, the Group recognises revenue after taking into account adjustment to transaction price arising from returns and rebates as mentioned above. A refund liability is recognised for the expected returns and rebates, and is included in other payables (see note 21). A right to recover returned goods (included in inventories, see note 16) and corresponding adjustment to cost of sales are also recognised for the right to recover products from customers. This right to recover returned goods is measured at the former carrying amount of the inventory less any expected costs to recover goods (including potential decreases in the value of the returned goods).

1 主要會計政策(續)

(v) 收益及其他收入(續)

(i) 銷售貨品(續)

對於向分銷商或在電子商務平台銷售，本集團向客戶提供在接納後的特定期限內的退貨權。當若干主要客戶的購買量達到協定的門檻時，亦會向彼等提供銷售回扣。該等退貨權及銷售回扣會產生可變對價。本集團根據本集團當前及未來的業績預期以及所有可合理獲得的信息，採用預期價值法估計可變對價。該估計金額包含在交易價格中，前提是當與可變對價相關的不確定性得到解決時，已確認的累計收入很可能不會發生重大轉回。在銷售時，本集團在考慮到上述因退貨和回扣引起的交易價格調整後確認收入。退貨負債乃針對預期退貨及回扣而進行確認，並計入其他應付款項(見附註21)。收回退回貨物的權利(包括在存貨中，見附註16)及相應的銷售成本調整亦被確認為從客戶收回產品的權利。收回退回貨物的權利按存貨的前賬面價值減去收回貨物的任何預期成本(包括退回貨物價值的潛在減少)計量。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

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1 MATERIAL ACCOUNTING POLICIES (Continued)

(v) Revenue and other income (Continued)

(i) Sale of goods (Continued)

In addition, the group has applied the following practical expedients:

For sales contracts that had an original expected duration of one year or less, the Group has not disclosed the information related to the aggregated amount of the transaction price allocated to the remaining performance obligations in accordance with paragraph 121(a) of IFRS 15.

(ii) Interest income

Interest income is recognised using the effective interest method. The “effective interest rate” is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

1 主要會計政策(續)

(v) 收益及其他收入(續)

(i) 銷售貨品(續)

此外，本集團已應用下列實際權宜方法：

就原訂預期期限為一年或以內之銷售合約，本集團已根據國際財務報告準則第15號第121(a)段並無披露有關分配予剩餘履約責任交易價之總額之資料。

(ii) 利息收入

利息收入以實際利率法確認。「實際利率」為將於金融資產的預期使用壽命內估計的未來現金收入準確折現至該金融資產的賬面總值的比率。於計算利息收入時，將實際利率應用於資產的總賬面值(當資產並無信貸減值時)。然而，就初始確認後出現信貸減值的金融資產而言，利息收入以金融資產的攤銷成本應用實際利率計算。倘資產不再信貸減值，則恢復使用總額基準計算利息收入。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(v) Revenue and other income (Continued)

(iii) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful lives of the asset by way of reduced depreciation expense.

(iv) Rental income from operating leases

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

1 主要會計政策(續)

(v) 收益及其他收入(續)

(iii) 政府補助

政府補助將於收到合理保證及本集團將符合附帶條件時，初步於財務狀況表確認。補償本集團所產生開支的補助，於產生開支的相同期間按系統基準在損益內確認為收入。補償本集團一項資產成本的補助會於資產的賬面值中扣減，然後於資產的可使用年期內採用降低折舊費用法於損益內確認。

(iv) 經營租賃租金收入

來自經營租賃之租金收入於租賃期內以直線法基準於損益確認。於租賃期內，獲授予的租賃優惠確認為租金收入總額的一部分。不取決於指數或利率的可變租賃付款在賺取的會計期間確認為收入。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(w) Translation of foreign currencies

Transactions in foreign currencies are translated into the respective functional currencies of group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into Hong Kong dollars at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into Hong Kong dollars at the exchange rates at the dates of the transactions.

Foreign currency differences are recognised in OCI and accumulated in the exchange reserve, except to the extent that the translation difference is allocated to NCI.

1 主要會計政策(續)

(w) 外幣換算

外幣交易按交易日期之匯率換算為集團公司各功能貨幣。

於報告日期以外幣計值之貨幣資產及負債按當日匯率換算為功能貨幣。按公平值計量的外幣計值的非貨幣資產及負債按該公平值釐定時的匯率換算為功能貨幣。以外幣列值按歷史成本計量的非貨幣資產及負債按交易當日的匯率換算。外匯差額一般於損益確認。

海外業務之資產及負債(包括收購產生之商譽及公平值調整)按報告日期之匯率換算為港元。海外業務之收入及開支按交易日期之匯率換算為港元。

外匯差額於其他全面收益確認並於匯兌儲備內累計，惟分配至非控股權益之匯兌差額除外。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(w) Translation of foreign currencies

(Continued)

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the exchange reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. On disposal of a subsidiary that includes a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation that have been attributed to the NCI shall be derecognised, but shall not be reclassified to profit or loss. If the group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to NCI. When the group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

(x) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

1 主要會計政策(續)

(w) 外幣換算(續)

倘全部或部分出售海外業務而喪失控制權、重大影響力或共同控制權，與海外業務相關之匯兌儲備累計金額重新分類為損益，作為出售收益或虧損之一部分。出售包括海外業務之附屬公司時，應終止確認有關分配予非控股權益之海外業務之匯兌差額累計金額，而非重新分類為損益。倘本集團出售附屬公司的部分權益並保留控制權，累計金額之相關部分應歸屬於非控股權益。當本集團僅出售部分聯營公司或合營企業並保留重大影響力或共同控制權，累計金額之相關部分重新分類為損益。

(x) 借款成本

收購、建造或生產需要長時間方可投入擬定用途或銷售的資產直接應佔的借款成本，將予資本化為該資產成本的一部分。其他借款成本則於產生期間支銷。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(y) Research and development

Expenditure on research and development activities is recognised as an expense in the period in which it is incurred.

(z) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or the Group's parent.

(b) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.

1 主要會計政策(續)

(y) 研發

研發活動產生的開支在其產生期間確認為支出。

(z) 關聯方

(a) 倘屬以下人士，即該人士或該人士的近親與本集團有關聯：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響力；或
- (iii) 為本集團或本集團母公司的主要管理層成員。

(b) 倘符合下列任何條件，即實體與本集團有關聯：

- (i) 該實體與本集團屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關聯)。
- (ii) 一間實體為另一間實體的聯營公司或合營企業(或另一實體為成員公司的集團旗下成員公司的聯營公司或合營企業)。
- (iii) 兩間實體均為同一第三方的合營企業。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(z) Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
(Continued)
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

1 主要會計政策(續)

(z) 關聯方(續)

- (b) 倘符合下列任何條件，即實體與本集團有關聯：
(續)
- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
- (v) 實體為本集團或與本集團有關聯的實體就僱員利益設立的離職福利計劃。
- (vi) 實體受(a)所識別人土控制或共同控制。
- (vii) (a)(i)所識別人土對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (viii) 實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供主要管理人員服務。

一名人士的近親是指與該實體交易時預期可影響該人士或受該人士影響的家庭成員。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

2 REVENUE

The principal activities of the Group are the sale of apparel and related accessories in the PRC. Revenue represents the sales value of goods sold less returns, discounts, rebates and VAT.

Disaggregation of revenue from contracts with customers within the scope of IFRS 15 by sales channels is as follows:

2 收益

本集團之主要活動為於中國銷售服裝及相關飾品。收益指貨品的銷售價值減去退貨、折讓、回扣及增值稅。

按銷售渠道區分的在國際財務報告準則第15號範圍內客戶合約的收益：

		Year ended 31 December 截至十二月三十一日止年度	
		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Online shops	線上店舖	623,029	665,052
Offline shops	線下店舖		
Wholesales	批發	145,265	136,288
Consignment	代銷	341,175	327,371
Self-operated	自營	24,641	6,784
		511,081	470,443
OEM	代加工	54,538	49,554
		1,188,648	1,185,049

During the year ended 31 December 2023, no single customer contributed to 10% or more of the Group's revenue (2022: nil). Details of concentrations of credit risk arising from these customers are set out in note 26(a).

The Group has applied practical expedient in paragraph 121(a) of IFRS 15, *Revenue from Contracts with Customers*, to exempt the disclosure of revenue expected to be recognised in the future arising from contracts with the customers in existence at the end of reporting period as the performance obligation is part of a contract that has an original expected duration of one year or less.

截至二零二三年十二月三十一日止年度，概無單一客戶佔本集團收益10%或以上(二零二二年：無)。有關該等客戶所產生的集中信貸風險詳情載於附註26(a)。

本集團應用國際財務報告準則第15號客戶合約的收益第121段的權宜計策，以豁免披露於報告期末與客戶簽訂合約預計未來所確認的收益，因履約責任為合同的一部分，初始預計期限為一年或更短。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

3 SEGMENT REPORT

The group manages its businesses by divisions, which are organised by a mixture of both business lines (products and services) and geography. In a manner consistent with the way in which information is reported internally to the group's most senior executive management for the purposes of resource allocation and performance assessment, the Group operates in a single business segment, manufacturing and sale of apparel and related accessories in the PRC. Accordingly, no segmental analysis is presented.

3 分部報告

本集團按不同分部管理其業務，分部乃同時按業務線(產品和服務)及地理位置的方式組織。按照向本集團的最高行政管理層作資源分配及表現評估的內部呈報資料方式，本集團以單一業務分部營運，於中國製造及銷售服裝與相關配飾。因此，並無呈列分部分析。

4 OTHER INCOME

4 其他收入

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Interest income	利息收入	11,226	11,398
Government grants (Note)	政府補助(附註)	29,006	28,577
Rental income from investment property	投資物業租金收入	9,530	5,673
Depreciation of investment property	投資物業折舊	(14,927)	(11,598)
Net gain on sale of promotion and display materials	銷售推廣及展示材料的淨收益	4,540	1,479
Net foreign exchange gain/(loss)	外匯收益/(虧損)淨額	1,225	(27,029)
Net gain on disposal of property, plant and equipment and other non-current assets	處置物業、廠房及設備以及其他非流動資產的收益淨額	-	364
Others	其他	9,183	5,220
		49,783	14,084

Note:

Government grants in the years ended 31 December 2023 and 2022 represented unconditional cash awards granted by government authorities.

附註：

於截至二零二三年及二零二二年十二月三十一日止年度的政府補助指政府部門授予的無條件現金獎勵。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

5 PROFIT/(LOSS) BEFORE TAXATION

Profit/(loss) before taxation is arrived at after charging:

5 除稅前溢利／(虧損)

除稅前溢利／(虧損)已扣除：

		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
(a) Finance costs	融資成本		
Interest on bank borrowings and discounting of bank acceptance bills	銀行借款利息及銀行承兌票據貼現	16,699	19,330
Interest on lease liabilities	租賃負債利息	1,953	2,002
		18,652	21,332
		<hr/>	
		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
(b) Staff costs	員工成本		
Salaries, wages and other benefits	薪金、工資及其他福利	81,716	104,107
Contributions to defined contribution retirement plans (note 23)	界定供款退休計劃供款(附註23)	4,932	7,436
Termination benefits	辭退福利	2,617	17,493
Equity settled share-based payment expenses (note 24)	權益結算以股份為基礎的付款開支(附註24)	282	126
		89,547	129,162

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

5 PROFIT/(LOSS) BEFORE TAXATION (Continued) 5 除稅前溢利／(虧損)(續)

Profit/(loss) before taxation is arrived at after charging:

除稅前溢利／(虧損)已扣除：

		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
(c) Other items	其他項目		
Amortisation	攤銷		
– intangible assets (note 12)	– 無形資產(附註12)	5,293	5,955
Depreciation	折舊		
– owned property, plant and equipment (note 11)	– 自有物業、廠房及設備 (附註11)	30,783	30,303
– investment property (note 10)	– 投資物業 (附註10)	14,927	11,598
– right-of-use asset (note 11)	– 使用權資產 (附註11)	17,117	14,270
Provision of impairment loss	減值虧損撥備		
– trade and other receivables (note 17)	– 貿易及其他應收款項 (附註17)	14,095	105,837
– goodwill of an associate	– 一間聯營公司的商譽	7,098	–
Inventory write-down (note 16(b), (ii))	存貨撇減(附註16(b)、(ii))	62,343	67,228
Auditors' remuneration	核數師酬金	3,144	3,056
Research and development cost (i)	研發成本(i)	27,499	29,238
Cost of inventories (note 16(b), (ii))	存貨成本(附註16(b)、(ii))	739,361	745,283

Notes:

- (i) For the year ended 31 December 2023, research and development costs include staff costs of employees in the design, research and development department of RMB9,863,000 (2022: RMB13,089,000) which are included in the staff costs as disclosed in note 5(b).
- (ii) For the year ended 31 December 2023, cost of inventories includes inventory write-down of RMB62,343,000 (2022: RMB67,228,000).

附註：

- (i) 截至二零二三年十二月三十一日止年度，研發成本分別包括設計、研究及開發部門僱員的員工成本人民幣9,863,000元(二零二二年：人民幣13,089,000元)，有關金額計入附註5(b)所披露員工成本內。
- (ii) 於截至二零二三年十二月三十一日止年度，存貨成本包括存貨撇減人民幣62,343,000元(二零二二年：人民幣67,228,000元)。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

(a) Income tax in the consolidated statement of profit or loss and other comprehensive income represents:

		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
Current tax	即期稅項		
PRC Corporate Income Tax (iii)	中國企業所得稅(iii)	36,116	30,643
Under/(over) provision in respect of prior years	過往年度的撥備不足／(超額撥備)	1,000	(849)
Hong Kong Profits Tax (ii)	香港利得稅(ii)	2,155	1,434
PRC withholding tax	中國預扣稅		
– dividend (iv)	– 股息(iv)	3,386	–
– others	– 其他	1,108	1,297
		43,765	32,525
Deferred tax	遞延稅項		
Origination of temporary differences and deductible tax losses (note 15(b))	產生暫時性差額及可抵扣稅務虧損(附註15(b))	(6,654)	(37,685)
		37,111	(5,160)

Notes:

- (i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (“BVI”), the Group is not subject to any income tax in the Cayman Islands and the BVI.
- (ii) For the years ended 31 December 2023 and 2022, the provision for Hong Kong Profits Tax was calculated at 16.5% of the estimated assessable profits for the year, except for one of the Company’s subsidiaries which is taxed at 8.25% on assessable profits up to HK\$2,000,000; and 16.5% on any part of assessable profits over HK\$2,000,000.

附註：

- (i) 根據開曼群島及英屬處女群島(「英屬處女群島」)的規則及法規，本集團毋須繳納開曼群島及英屬處女群島的任何所得稅。
- (ii) 截至二零二三年及二零二二年十二月三十一日止年度，香港利得稅撥備按年內估計應課稅溢利的16.5%計算，惟本公司其中一間附屬公司除外，其須就最多2,000,000港元的應課稅溢利繳納8.25%稅項；及就2,000,000港元以上任何部分的應課稅溢利繳納16.5%稅項。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Continued)

(a) Income tax in the consolidated statement of profit or loss and other comprehensive income represents:

(Continued)

Notes: (Continued)

- (iii) The statutory income tax rate applicable to the Company's subsidiaries in the Mainland China is 25% for the year ended 31 December 2023 (2022: 25%).
- (iv) According to the Corporate Income Tax Law and its implementation rules, dividends receivable by non-PRC corporate residents from PRC enterprises are subject to withholding tax at a rate of 10%, unless reduced by tax treaties or arrangements, for profits earned since 1 January 2008. In addition, under the Sino-Hong Kong Double Tax Arrangement and its relevant regulations, a qualified Hong Kong tax resident will be liable for withholding tax at the rate of 5% for dividend income derived from the PRC if the Hong Kong tax resident is the "beneficial owner" and holds 25% or more of the equity interests of the PRC company. Deferred tax liabilities have been provided for in this regard based on the expected dividends to be distributed from these subsidiaries in the foreseeable future in respect of the profits generated since 1 January 2008. The Group adopted 5% withholding tax rate for the years ended 31 December 2023.

Dividend withholding tax represents tax charged by the PRC tax authority and dividend distributed by the Group and subsidiary in the Mainland China during the year.

6 綜合損益及其他全面收益表中的所得稅(續)

(a) 綜合損益及其他全面收益表中的所得稅指：(續)

附註：(續)

- (iii) 截至二零二三年十二月三十一日止年度適用於本公司附屬公司之中國大陸法定所得稅率為25%(二零二二年：25%)。
- (iv) 根據企業所得稅法及其實施細則，非中國企業居民就自二零零八年一月一日起產生的溢利應收中國企業的股息須按10%的稅率繳納預扣稅，除非經稅收協定或安排削減。此外，根據內地與香港避免雙重徵稅安排及其有關法規，倘香港稅務居民為「實益擁有人」並持有中國公司的25%或以上的股權，則合資格的香港稅務居民將須就於中國產生的股息收入按5%的稅率繳納預扣稅。已根據該等附屬公司就自二零零八年一月一日起產生的溢利於可預見未來將予分派預期股息就此計提遞延稅項負債。本集團已就截至二零二三年十二月三十一日止年度採納5%的預扣稅。

股息預扣稅指中國稅務機關就本集團及於中國內地的附屬公司年內分派的股息扣除的稅項。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Continued)

6 綜合損益及其他全面收益表中的所得稅(續)

(b) Reconciliation between tax expense/(credit) and accounting profit/(loss) at applicable tax rates:

(b) 稅項開支／(抵免)與按適用稅率計算的會計溢利／(虧損)的對賬：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Profit/(loss) before taxation	除稅前溢利／(虧損)	64,514	(80,395)
Notional tax on profit/(loss) before taxation, calculated at the standard tax rates applicable to the respective tax jurisdictions	按適用於各稅務權區標準稅率計算的除稅前溢利／(虧損)的名義稅項	17,701	(18,954)
Effect of non-deductible expenses	不可扣稅開支的影響	6,632	9,871
Effect of tax losses not recognised	未確認稅項虧損的影響	6,337	3,643
Under/(over) provision in prior years	過往年度的撥備不足／(超額撥備)	1,000	(849)
Other withholding tax	其他預扣稅	4,494	1,297
Others	其他	947	(168)
Actual tax expense/(credit)	實際稅項開支／(抵免)	37,111	(5,160)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

7 DIRECTORS' EMOLUMENTS

The details of directors' emoluments are disclosed as follows:

7 董事薪酬

董事薪酬詳情披露如下：

	Directors' fee	Salaries, allowances and benefits in kind	Retirement scheme contributions	2023 Total
	董事袍金	薪金、津貼及實物福利	退休計劃供款	二零二三年總計
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive directors 執行董事				
Mr. Ziming Yang 楊紫明先生	654	654	33	1,341
Mr. Siu Keung Ng 吳少強先生 (resigned on 1/9/2023) (於二零二三年九月一日辭任)	218	109	26	353
Mr. Rongqin Ke 柯榕欽先生	176	360	41	577
Independent non-executive directors 獨立非執行董事				
Mr. Yung Kwok Tsui 徐容國先生	327	-	-	327
Mr. Honghui Chen 陳宏輝先生 (resigned on 28/4/2023) (於二零二三年四月二十八日辭任)	109	-	-	109
Mr. Ming Shu Leung 梁銘樞先生	327	-	-	327
Ms. Jing Gu 谷晶女士 (appointed on 27/4/2023) (於二零二三年四月二十七日獲委任)	222	-	-	222
Total 總計	2,033	1,123	100	3,256

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

7 DIRECTORS' EMOLUMENTS (Continued)

7 董事薪酬(續)

	Directors' fee	Salaries, allowances and benefits in kind	Retirement scheme contributions	2022 Total
	薪金、津貼及董事袍金	薪金、津貼及實物福利	退休計劃供款	二零二二年總計
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive directors 執行董事				
Mr. Ziming Yang 楊紫明先生	575	575	30	1,180
Mr. Siu Keung Ng 吳少強先生	305	–	28	333
Mr. Rongqin Ke 柯榕欽先生	158	140	61	359
Independent non-executive directors 獨立非執行董事				
Mr. Yung Kwok Tsui 徐容國先生	305	–	–	305
Mr. Honghui Chen 陳宏輝先生	305	–	–	305
Mr. Ming Shu Leung 梁銘樞先生	305	–	–	305
Total 總計	1,953	715	119	2,787

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

8 INDIVIDUAL WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, two (2022: one) are the directors whose emoluments are disclosed in note 7 above. The aggregate of the emoluments in respect of the remaining three (2022: four) individuals are as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Salaries and other emoluments	薪金及其他薪酬	3,632	5,682
Contributions to retirement benefit scheme	退休福利計劃供款	104	183
Equity settled share-based payments	以股份為基礎的股權結算付款	282	126
		4,018	5,991

The emoluments of the three (2022: four) individuals with the highest emoluments are within the following bands:

		2023 二零二三年 Number of individuals 人數	2022 二零二二年 Number of individuals 人數
Below HK\$500,000	500,000 港元以下	1	-
HK\$500,001 to HK\$1,000,000	500,001 港元至 1,000,000 港元	-	2
HK\$1,500,001 to HK\$2,000,000	1,500,001 港元至 2,000,000 港元	1	1
HK\$2,000,001 to HK\$2,500,000	2,000,001 港元至 2,500,000 港元	1	-
HK\$4,000,001 to HK\$4,500,000	4,000,001 港元至 4,500,000 港元	-	1

8 最高薪酬人士

五名最高薪酬人士中包括兩名董事(二零二二年：一名)，彼等的薪酬於上文附註7披露。餘下三名(二零二二年：四名)個別人士的薪酬總額如下：

三名(二零二二年：四名)最高薪酬人士的薪酬介乎下列範圍：

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

9 EARNINGS/(LOSS) PER SHARE

The calculation of basic earnings/(loss) per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB20,813,000 (2022: loss of RMB85,120,000) and the weighted average number of 668,593,000 ordinary shares (2022: 668,593,000) in issue during the year, calculated as follows:

Weighted average number of ordinary shares

		2023 二零二三年 '000 千股	2022 二零二二年 '000 千股
Issued ordinary shares at 1 January and 31 December	於一月一日及十二月三十一 日的已發行 普通股	668,593	668,593

For the years ended 31 December 2022 and 2023, since there were no dilutive potential ordinary shares of the Company, diluted earnings/(loss) per share was the same as basic earnings/(loss) per share.

9 每股盈利／(虧損)

每股基本盈利／(虧損)乃以本公司普通權益持有人應佔溢利人民幣20,813,000元(二零二二年：虧損人民幣85,120,000元)及年內的已發行普通股加權平均數668,593,000股(二零二二年：668,593,000股)為基準計算如下：

普通股加權平均數

由於本公司在截至二零二二年及二零二三年十二月三十一日止年度並無具攤薄性的潛在普通股，所以攤薄每股盈利／(虧損)與基本每股盈利／(虧損)是相同。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

10 INVESTMENT PROPERTIES

10 投資物業

		RMB'000 人民幣千元
Cost:	成本：	
At 1 January 2022	於二零二二年一月一日	134,884
Reclassification from property, plant and equipment	自物業、廠房及設備重新分類	23,197
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日 及二零二三年一月一日	158,081
Reclassification from property, plant and equipment	自物業、廠房及設備重新分類	2,678
At 31 December 2023	於二零二三年十二月三十一日	160,759
Accumulated depreciation:	累計折舊：	
At 1 January 2022	於二零二二年一月一日	31,766
Charge for the year	年內扣除	11,598
Reclassification from property, plant and equipment	自物業、廠房及設備重新分類	1,475
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日 及二零二三年一月一日	44,839
Charge for the year	年內扣除	14,927
At 31 December 2023	於二零二三年十二月三十一日	59,766
Net book value:	賬面淨值：	
At 31 December 2023	於二零二三年十二月三十一日	100,993
At 31 December 2022	於二零二二年十二月三十一日	113,242

Investment properties of the Group are situated in the PRC.

本集團的投資物業位於中國。

The carrying amount of the investment properties was not materially different from its fair value as at 31 December 2023 and 31 December 2022.

於二零二三年十二月三十一日及二零二二年十二月三十一日，投資物業的賬面值與其公平值相比並無重大差異。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

10 INVESTMENT PROPERTIES (Continued)

Assets leased out under operating leases

The Group leases out investment properties under operating leases. The leases typically run for an initial period of 1 to 5 years, with an option to renew the lease after that date at which time all terms are renegotiated. Lease payments are usually adjusted every year to reflect market rentals. None of the leases includes variable lease payments.

Undiscounted lease payments under non-cancellable operating leases in place at the reporting date will be receivable by the Group in future periods as follows:

10 投資物業(續)

經營租賃項下租出的資產

本集團根據經營租賃租出投資物業。租賃一般初步為期1至5年，並可在重新商討所有條款後的日期重續租賃。租賃付款一般每年調整以反映市場租金。概無租賃包括可變動租賃付款。

不可撤銷經營租賃項下未貼現租賃付款將由本集團於以下未來期間收取：

	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Within 1 year 一年內	7,008	4,654
After 1 year but within 5 years 一年後但五年內	9,342	5,632
	16,350	10,286

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

11 PROPERTY, PLANT AND EQUIPMENT

(a) Reconciliation of carrying amount

11 物業、廠房及設備

(a) 賬面值對賬

		Ownership interests in land and other properties held for own use carried at cost 按成本入賬的持作自用之土地及其他物業之擁有權益 RMB'000 人民幣千元	Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Plant and machinery 廠房及機器設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Furniture, fixtures and equipment 傢私、裝置及設備 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost:	成本：							
At 1 January 2022	於二零二二年一月一日	108,108	33,283	148,130	17,817	32,564	33,643	373,545
Additions	添置	24,522	-	3,880	-	4,956	83,189	116,547
Disposals	處置	(16,226)	-	(142)	-	(5,444)	(3,850)	(25,662)
Transfer	轉撥	-	59,130	-	-	-	(59,130)	-
Reclassification to investment properties	重新分類至投資物業	-	-	(19,115)	-	-	(4,082)	(23,197)
Exchange adjustment	匯兌調整	-	316	-	327	178	-	821
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及二零二三年一月一日	116,404	92,729	132,753	18,144	32,254	49,770	442,054
Additions	添置	1,699	-	123	1,783	1,087	27,715	32,407
Disposals	處置	-	-	(645)	(780)	(1,414)	(49)	(2,888)
Transfer	轉撥	-	35,063	36,663	-	2,973	(74,699)	-
Reclassification to investment properties	重新分類至投資物業	-	-	-	-	-	(2,678)	(2,678)
Exchange adjustment	匯兌調整	-	220	-	142	73	-	435
At 31 December 2023	於二零二三年十二月三十一日	118,103	128,012	168,894	19,289	34,973	59	469,330
Accumulated depreciation:	累計折舊：							
At 1 January 2022	於二零二二年一月一日	13,429	29,075	28,500	12,838	23,264	-	107,106
Charge for the year	年內扣除	14,270	12,241	12,028	2,415	3,619	-	44,573
Written back on disposals	處置撥回	(6,150)	-	(78)	-	(5,107)	-	(11,335)
Reclassification to investment properties	重新分類至投資物業	-	-	(1,475)	-	-	-	(1,475)
Exchange adjustment	匯兌調整	-	41	-	248	171	-	460
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及二零二三年一月一日	21,549	41,357	38,975	15,501	21,947	-	139,329
Charge for the year	年內扣除	17,117	12,405	13,171	1,330	3,877	-	47,900
Written back on disposals	處置撥回	-	-	(380)	(742)	(1,299)	-	(2,421)
Exchange adjustment	匯兌調整	-	67	-	121	73	-	261
At 31 December 2023	於二零二三年十二月三十一日	38,666	53,829	51,766	16,210	24,598	-	185,069
Net book value:	賬面淨值：							
At 31 December 2023	於二零二三年十二月三十一日	79,437	74,183	117,128	3,079	10,375	59	284,261
At 31 December 2022	於二零二二年十二月三十一日	94,855	51,372	93,778	2,643	10,307	49,770	302,725

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

11 PROPERTY, PLANT AND EQUIPMENT (Continued)

(a) Reconciliation of carrying amount

(Continued)

The aggregated net book value of property, plant and equipment and investment properties (note 10) pledged to secure the Group's banking facilities for issuing bills payable and short-term bank borrowing was amounted to RMB187,702,000 as at 31 December 2023 (2022: RMB206,043,000).

(b) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

11 物業、廠房及設備(續)

(a) 賬面值對賬(續)

於二零二三年十二月三十一日，賬面淨值合共人民幣187,702,000元的物業、廠房及設備及投資物業(附註10)已抵押，作為本集團用於發行應付票據及短期銀行借款之銀行融資的擔保(二零二二年：人民幣206,043,000元)。

(b) 使用權資產

按相關資產級別劃分之使用權資產賬面淨值分析如下：

	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	31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元
Ownership interests in leasehold land held for own use, carried at the depreciated cost	(i)	50,938	52,369
Other properties leased for own use, carried at the depreciated cost	(ii)	28,499	42,486
		79,437	94,855

Notes: (i) Ownership interests in leasehold land held for own use

Ownership interests in leasehold land held for own use represented the Group's land use rights on leasehold land located in the PRC. Lump sum payments were made upfront to acquire these land use rights.

(ii) Other properties leased for own use

The Group has obtained the right to use other properties as its warehouses, office and retail stores through tenancy agreements. The leases typically run for an initial period of 2 to 5 years. Lease payments are usually increased every year to reflect market rentals.

附註：(i) 持作自用之租賃土地之擁有權權益

持作自用之租賃土地之擁有權權益指本集團位於中國的租賃土地的土地使用權。收購該等土地使用權前已作出一次性付款。

(ii) 租賃作自用的其他物業

本集團已透過租賃協議獲得使用其他物業作為倉庫、辦公室及零售店舖的權利。該租賃一般初步為期2至5年。租賃付賃通常每年增加以反映市場租金。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

11 PROPERTY, PLANT AND EQUIPMENT (Continued)

(b) Right-of-use assets (Continued)

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Depreciation charge of right-of-use assets by class of underlying asset:	按相關資產類別劃分的使用權資產折舊支出：		
Ownership interests in leasehold land held for own use	持作自用之租賃土地之擁有權權益	1,431	1,431
Other properties leased for own use	租賃作自用的其他物業	15,686	12,839
Interest on lease liabilities (note 5(a))	租賃負債利息(附註5(a))	1,953	2,002
Expense relating to short-term leases	與短期租賃相關的開支	1,591	1,109

During the years ended 31 December 2023 and 31 December 2022, additions to right-of-use assets were primarily related to the capitalised lease payments payable under new tenancy agreements.

Details of total cash outflow for leases, the maturity analysis of lease liabilities and the future cash outflows arising from leases that are not yet commenced are set out in notes 19(d), 22 and 26(b) respectively.

11 物業、廠房及設備(續)

(b) 使用權資產(續)

與於損益確認的租賃相關的開支項目分析如下：

截至二零二三年十二月三十一日及二零二二年十二月三十一日止年度，使用權資產的添置主要與根據新租賃協議應付之已資本租賃付款有關。

有關租賃現金流出總額、租賃負債的到期日分析及尚未開始租賃產生之未來現金流出之詳情，請分別參閱附註19(d)、22及26(b)。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

12 INTANGIBLE ASSETS

12 無形資產

		Computer software 電腦軟件 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost:	成本：			
At 1 January 2022	於二零二二年一月一日	84,472	12,303	96,775
Additions	添置	3,490	–	3,490
Disposals	處置	(452)	–	(452)
At 31 December 2022 and 1 January 2023	於二零二二年 十二月三十一日及 二零二三年一月一日	87,510	12,303	99,813
Additions	添置	2,654	–	2,654
Disposals	處置	(52,109)	–	(52,109)
At 31 December 2023	於二零二三年 十二月三十一日	38,055	12,303	50,358
Accumulated amortisation:	累計攤銷：			
At 1 January 2022	於二零二二年一月一日	50,974	2,481	53,455
Charge for the year	年內扣除	5,602	353	5,955
Written back on disposals	處置撥回	(331)	–	(331)
At 31 December 2022 and 1 January 2023	於二零二二年 十二月三十一日及 二零二三年一月一日	56,245	2,834	59,079
Charge for the year	年內扣除	4,935	358	5,293
Written back on disposals	處置撥回	(43,112)	–	(43,112)
At 31 December 2023	於二零二三年 十二月三十一日	18,068	3,192	21,260
Net book value:	賬面淨值：			
At 31 December 2023	於二零二三年 十二月三十一日	19,987	9,111	29,098
At 31 December 2022	於二零二二年 十二月三十一日	31,265	9,469	40,734

As at 31 December 2023 and 2022, other intangible assets include golf and yacht club memberships totally amounted to RMB6,813,000. The Group considers that the useful lives of above memberships are infinite.

於二零二三年及二零二二年十二月三十一日，其他無形資產包括高爾夫及遊艇會所會籍合共人民幣6,813,000元。本集團認為上述會籍並無使用年限。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

12 INTANGIBLE ASSETS (Continued)

The Group considers that there is no impairment indication of the intangible assets with infinite useful lives, as the fair value of such assets exceeded their carrying amount as at 31 December 2023 and 31 December 2022.

The amortisation charge of intangible assets for the year is included in “administrative and other operating expenses”, “selling and distribution expenses” and “cost of sales” in the consolidated statement of profit or loss and other comprehensive income.

13 INTEREST IN AN ASSOCIATE

Particulars of the associate which is an unlisted domestic enterprise incorporated and with business in the PRC whose quoted market price is not available:

Name of associate	Particulars of issued and paid up capital 已發行及已繳足資本詳情	Proportion of ownership interest 擁有權權益比例			Principal activity 主要活動
		Group's effective interest 本集團的實際權益	Held by the Company 本公司所持有	Held by a subsidiary 附屬公司所持有	
Guangzhou Huazhi Investments Co., Ltd. ("Huazhi Investments")* 廣州華智投資有限公司(「華智投資」)*	RMB100,000,000 人民幣 100,000,000 元	33%	-	33%	Properties construction 物業建造

* The English translation of the Company name is for reference only. The official name of the Company is in Chinese.

The associate is accounted for using the equity method in the consolidated financial statements. Summarised financial information of the associate, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

12 無形資產(續)

於二零二三年十二月三十一日及二零二二年十二月三十一日，由於可使用年期為無限的無形資產的公平值超過其賬面值，故本集團認為有關資產並無出現減值跡象。

年內無形資產攤銷費用乃計入綜合損益及其他全面收益表的「行政及其他營運開支」、「銷售及分銷開支」及「銷售成本」。

13 於一間聯營公司的權益

該聯營公司(為一間於中國註冊成立並進行業務的非上市境內企業，其市場報價並不可得)的詳情如下：

* 公司名稱的英文翻譯僅供識別。正式的官方公司名稱為中文。

該聯營公司乃使用權益法在綜合財務報表內入賬。該聯營公司的財務資料概要於作出任何會計政策差異調整，並與綜合財務報表的賬面值進行對賬後披露如下：

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

13 INTEREST IN AN ASSOCIATE (Continued)

13 於一間聯營公司的權益(續)

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Gross amounts of the associate	聯營公司的總金額		
Current assets	流動資產	148,819	141,810
Non-current assets	非流動資產	433,283	446,012
Current liabilities	流動負債	(263,977)	(236,950)
Non-current liabilities	非流動負債	(233,000)	(249,000)
Equity	權益	85,125	101,872
Revenue	收益	12,821	5,094
Loss for the year	年內虧損	(16,749)	(9,064)
Total comprehensive loss	全面虧損總額	(16,749)	(9,064)
Reconciled to the Group's interests in the associate	與本集團於聯營公司的權益對賬		
Gross amounts of net assets of the associate	聯營公司資產淨值總額	85,125	101,872
Group's effective interest	本集團的實際權益	33%	33%
Group's share of net assets of the associate	本集團應佔聯營公司資產淨值	28,091	33,618
Goodwill	商譽	10,932	10,932
Accumulated impairment loss on goodwill (iii)	商譽累計減值虧損 (iii)	(7,098)	-
Carrying amount in the consolidated financial statements	於綜合財務報表內的賬面值	31,925	44,550
Loans to an associate (note i)	向一間聯營公司提供貸款(附註i)	32,757	36,333
Other assets (ii)	其他資產(ii)	40,151	38,709
		104,833	119,592

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

13 INTEREST IN AN ASSOCIATE (Continued)

- Note: (i) Loans to an associate are unsecured and interest bearing at an interest rate ranging from 5.66% to 8%. The loans will be due in 2025. Besides, The Group provided a guarantee to a bank in the PRC, which lent a long-term loan to Huazhi Investments maturing in 2034, that the Group will not demand repayment of the loans receivables and related interests from Huazhi Investments until Huazhi Investments has fully repaid its loans due to that bank. The carrying amount of above loans to an associate are measured at amortised cost.
- (ii) In addition, the Group and Huazhi Investments agreed to settle part of the loans as purchase considerations payable by the Group if the Group decides to acquire an office premises located in Guangzhou City held by Huazhi Investments. The selling price of the property will be determined with reference to 95% of a valuation provided by an independent appraiser. According to the agreement, the Group has discretion to acquire the property upon completion or demand a full repayment of the outstanding balance of the loan with the interest due from Huazhi Investments. The carrying amount of above prepayments for acquisition of plant and equipment is measured at amortised cost.
- (iii) For the year ended 31 December 2023, the Group assessed the recoverable amounts of the interest in Huazhi Investments at 31 December 2023 and as a result the carrying amount of the interest in Huazhi Investments was written down to the recoverable amount. An impairment loss of RMB7,098,000 was recognised in "Impairment loss of goodwill of an associate".

13 於一間聯營公司的權益(續)

- 附註：(i) 向一間聯營公司提供之貸款為無抵押，並按介乎5.66%至8%的利率計息。該等貸款將於二零二五年到期。此外，本集團向一間中國銀行提供承諾(該銀行向華智投資借出一筆於二零三四年到期之長期貸款)，在華智投資悉數償還應付該銀行之貸款之前，本集團不會要求華智投資償還應收貸款及利息。上述向一間聯營公司提供之貸款賬面值已按攤銷成本計量。
- (ii) 此外，倘本集團決定收購華智投資持有位於廣州市的辦公物業，本集團與華智投資同意以上述方式清償部分貸款，作為本集團應付的購買代價。該物業的售價將參考獨立估值師所提供估值的95%釐定。根據該協議，本集團可於物業建成後酌情收購該物業，或要求華智投資悉數償還貸款的未償還結餘連同利息。上述收購廠房及設備之預付款項已按攤銷成本計量。
- (iii) 截至二零二三年十二月三十一日止年度，本集團評估於二零二三年十二月三十一日華智投資權益之可收回金額，就此華智投資之權益賬面值撇減至可收回金額。減值虧損人民幣7,098,000元於「對一間聯營公司的商譽的減值虧損」內確認。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

14 INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

14 於附屬公司的投資

下表僅載列對本集團業績、資產或負債有重大影響的附屬公司詳情。除另有指明外，所持股份屬普通股。

Name of company 公司名稱	Place of incorporation and business 註冊成立及營業地點	Particulars of issued and paid up capital 已發行及繳足資本詳情	Proportion of ownership interest 擁有權益比例			Principal activities 主要活動
			Group's effective interest 本集團的實際權益	Held by the Company 本公司所持有	Held by the subsidiaries 附屬公司所持有	
Cabbeen Clothing China Co., Ltd.* (i) ("Cabbeen China") 卡賓服飾(中國)有限公司*(i) (「卡賓中國」)	PRC 中國	HK\$260,000,000 260,000,000港元	100%	-	100%	Wholesale of apparel 批發服裝
Guangzhou Cabbeen Clothing Co., Ltd.* (i) 廣州市卡賓服飾有限公司*(i)	PRC 中國	HK\$20,000,000 20,000,000港元	100%	-	100%	Wholesale of apparel 批發服裝
Quanzhou Mijie Electronic Commerce Co., Ltd.* 泉州市邁捷電子商務有限公司*	PRC 中國	Nil 零	100%	-	100%	Wholesale of apparel 批發服裝
Guangzhou Zixi Enterprise Management Co., Ltd.* (i) 廣州市紫曦企業管理有限公司*(i)	PRC 中國	HK\$250,000,000 250,000,000港元	100%	-	100%	Trademark holding and retail of apparel 商標持有及服裝零售
Guangzhou Cabbeen Clothing Trading Co., Ltd.* 廣州卡賓服飾貿易有限公司*	PRC 中國	RMB60,000,000 人民幣60,000,000元	100%	-	100%	Online sales of apparel 電商服裝銷售
Guangzhou Huazhi Development Co., Ltd.* 廣州華智置業發展有限公司*	PRC 中國	RMB65,000,000 人民幣65,000,000元	96.27%	-	96.27%	Real estate development 房地產開發
Shishi City Junyuan Development Co., Ltd.* 石獅市駿源發展有限公司*	PRC 中國	RMB6,616,885 人民幣6,616,885元	100%	-	100%	Properties holding 物業持有
Shishi City Yijin Electronic Commerce Co., Ltd. (ii) 石獅市逸津電子商務有限公司*(ii)	PRC 中國	RMB2,000,000 人民幣2,000,000元	25%	-	25%	Online sales of apparel 電商服裝銷售

Notes: (i) The subsidiaries are wholly foreign-owned enterprises in the PRC.

(ii) In accordance with the article of association, Cabbeen China has control over Shishi City Yijin Electronic Commerce Co., Ltd, who as a result, is consolidated in the financial statements of the Company as a subsidiary.

* The English translation of the companies' names is for reference only. The official names of these companies are in Chinese.

附註：(i) 該等附屬公司為中國外商獨資企業。

(ii) 根據組織章程細則，卡賓中國擁有石獅市逸津電子商務有限公司的控制權，因此，其將作為附屬公司綜合入賬至本公司的財務報表。

* 該等公司的英文譯名僅供參考。該等公司的中文名稱為官方名稱。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

15 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Current taxation in the consolidated statement of financial position represents:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
PRC Corporate Income Tax	中國企業所得稅	28,140	24,068
Hong Kong Profits Tax	香港利得稅	2,679	7,230
		30,819	31,298

(b) Deferred tax assets and liabilities recognised:

(i) Movement of each component of deferred tax assets and liabilities

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

Deferred tax arising from: 以下各項所產生遞延稅項：		Inventory provision 存貨撥備 RMB'000 人民幣千元	Allowances for doubtful debts 呆賬撥備 RMB'000 人民幣千元	Accrued expenses 應計開支 RMB'000 人民幣千元	Unrealised profits 未變現溢利 RMB'000 人民幣千元	Tax losses 稅務虧損 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Right-of- use assets 使用權資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日	22,590	540	18,314	2,098	1,860	9,617	(9,423)	45,596
(Debited)/credited to profit or loss (note 6(a))	(扣除)/計入損益 (附註6(a))	(2,567)	26,460	8,692	2,913	1,394	(349)	1,142	37,685
At 31 December 2022	於二零二二年十二月 三十一日	20,023	27,000	27,006	5,011	3,254	9,268	(8,281)	83,281
At 31 December 2022 and 1 January 2023	於二零二二年十二月 三十一日 及二零二三年一月一日	20,023	27,000	27,006	5,011	3,254	9,268	(8,281)	83,281
(Debited)/credited to profit or loss (note 6(a))	(扣除)/計入損益 (附註6(a))	(2,255)	3,524	7,422	(3,688)	1,732	(2,707)	2,626	6,654
At 31 December 2023	於二零二三年十二月 三十一日	17,768	30,524	34,428	1,323	4,986	6,561	(5,655)	89,935

15 綜合財務狀況表內的所得稅

(a) 綜合財務狀況表內的即期稅項指：

(b) 已確認的遞延稅項資產及負債：

(i) 遞延稅項資產及負債的各組成部分變動

於綜合財務狀況表確認的遞延稅項資產／(負債)的組成部分及年內變動如下：

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

15 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Continued)

(b) Deferred tax assets and liabilities recognised: (Continued)

(ii) Reconciliation to the consolidated statement of financial position

	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Net deferred tax asset recognised in the consolidated statement of financial position	89,935	83,281
於綜合財務狀況表 確認之遞延 稅項資產淨額		

(c) Deferred tax assets not recognised

The Group did not recognise deferred tax assets in respect of cumulative tax losses of certain subsidiaries and mainly generated from PRC subsidiaries amounted to RMB39,329,000 (2022: RMB18,389,000), which will expire in five years under the current tax legislation. The tax effect on such tax losses has not been recognised as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity.

(d) Deferred tax liabilities not recognised

Deferred tax liabilities in respect of the PRC dividend withholding tax relating to certain undistributed profits of the Company's PRC subsidiaries were not recognised as the Company controls the dividend policy of these subsidiaries. Based on the assessment made by management as at the end of each reporting period, it was determined that the undistributed profits of RMB896,524,000 (2022: RMB878,640,000) of the Company's PRC subsidiaries would not be distributed in the foreseeable future.

15 綜合財務狀況表內的所得稅 (續)

(b) 已確認的遞延稅項資產及負債：(續)

(ii) 綜合財務狀況表對賬

(c) 未確認的遞延稅項資產

本集團並無確認有關若干附屬公司的累計稅項虧損，其中主要產生自中國附屬公司金額為人民幣39,329,000元(二零二二年：人民幣18,389,000元)的遞延稅項資產，其在現行稅法項下將於五年後屆滿。由於相關實體日後不大可能於相關稅務權區有能用以抵銷虧損的應課稅溢利，故並無確認有關該等稅項虧損的稅務影響。

(d) 未確認的遞延稅項負債

並無確認與本公司中國附屬公司的若干未分派溢利有關的中國股息預扣稅的遞延稅項負債，原因為本公司控制該等附屬公司的股息政策。按照管理層於各報告期結束時作出的評估，已決定本公司中國附屬公司的未分派溢利人民幣896,524,000元(二零二二年：人民幣878,640,000元)將不會於可見將來分派。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

16 INVENTORIES

(a) Inventories in the consolidated statement of financial position comprise:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Raw materials	原材料	11,471	12,031
Work in progress	在製品	3,622	8,297
Finished goods	製成品	278,685	361,247
		293,778	381,575

16 存貨

(a) 綜合財務狀況表的存貨包括：

(b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Carrying amount of inventory sold	已出售存貨的賬面值		
– apparel and accessories	– 服裝及配飾	677,018	678,055
Inventories write-down	存貨撇減		
– apparel and accessories	– 服裝及配飾	62,343	67,228
		739,361	745,283

(b) 確認為開支並計入損益的存貨金額分析如下：

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

17 TRADE AND OTHER RECEIVABLES

17 貿易及其他應收款項

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Trade receivables*	貿易應收款項*	765,574	747,830
Less: Loss allowance	減：虧損撥備	(117,359)	(98,832)
Trade receivables, net of loss allowance	貿易應收款項 (扣除減值撥備)	648,215	648,998
Bank acceptance bills	銀行承兌票據	69,270	-
Trade and bills receivables	貿易應收款項及應收票據	717,485	648,998
Prepayments to suppliers	向供應商預付款項	51,814	43,401
Other deposits, prepayments and receivables	其他按金、預付款項及 應收款項	41,962	43,836
Less: Loss allowance	減：減值撥備	(4,736)	(9,168)
		806,525	727,067

* As at 31 December 2022, trade receivables include commercial acceptance bills of RMB168,703,000.

All of the current trade and other receivables are expected to be recovered or recognised as expense within one year, except for certain deposits amounted to RMB5,540,000 (2022: RMB6,938,000).

The Group accepts bank acceptance bills from major banks in the PRC for settlement of trade debts. The Group considers that the credit risk associated with bank acceptance bills issued by major banks in the PRC to be insignificant.

* 於二零二二年十二月三十一日，貿易應收款項包括應收商業承兌票據人民幣168,703,000元。

所有即期貿易及其他應收款項預期將於一年內收回或確認為開支，惟若干按金人民幣5,540,000元(二零二二年：人民幣6,938,000元)除外。

本集團接納中國主要銀行的銀行承兌票據，以清償貿易債務。本集團認為，與中國主要銀行簽發的銀行承兌票據相關的信貸風險並不重大。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

17 TRADE AND OTHER RECEIVABLES (Continued)

As at 31 December 2023, the Group had transferred bank acceptance bills totalling RMB104,020,000 (2022: RMB132,230,000), which were derecognised as financial asset. The transferees have recourse right to the Group in case of default by the issuing banks. In such cases, the Group would have to repurchase these bank acceptance bill at face value. These bank acceptance bills mature six months from respective dates of issue and the Group's maximum loss in case of default are RMB104,020,000 as at 31 December 2023 (2022: RMB132,230,000).

(a) Ageing analysis

Ageing analysis of trade receivables based on invoice date and net of loss allowance as at 31 December 2023 and 2022 are as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Within 3 months	三個月以內	205,529	193,902
More than 3 months but within 6 months	三個月以上六個月以內	94,982	84,688
More than 6 months but within 1 year	六個月以上一年以內	224,078	228,534
More than 1 year	一年以上	123,626	141,874
		648,215	648,998

Trade receivables are generally due within 180 - 270 days from the date of billing.

Further details on the Group's credit policy and credit risk arising from trade debtors receivables are set out in note 26(a).

17 貿易及其他應收款項(續)

於二零二三年十二月三十一日，本集團已轉讓銀行承兌票據合共人民幣104,020,000元(二零二二年：人民幣132,230,000元)，該等銀行承兌票據已終止確認為金融資產。倘發證銀行違約，承讓人對本集團有追索權。在此情況下，本集團將不得不按面值購回該等銀行承兌票據。該等銀行承兌票據自其各自的發行日期起計六個月到期，如出現違約，本集團於二零二三年十二月三十一日承受的最大虧損為人民幣104,020,000元(二零二二年：人民幣132,230,000元)。

(a) 賬齡分析

於二零二三年及二零二二年十二月三十一日的貿易應收款項扣除虧損撥備後根據發票日期的賬齡分析如下：

貿易應收款項一般於開票日期起計180至270日內到期。

有關本集團的信貸政策及因應收賬款產生的信貸風險載於附註26(a)。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

17 TRADE AND OTHER RECEIVABLES (Continued)**(b) Impairment of trade receivables**

The movement in the loss allowance account for trade receivables during the year is as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
At 1 January	於一月一日	98,832	1,370
Impairment loss recognised	確認減值虧損	18,527	97,462
At 31 December	於十二月三十一日	117,359	98,832

18 PLEDGED BANK DEPOSITS

Bank deposits have been pledged mainly as security for bills payable (note 21) and banking facilities (note 20). The pledged bank deposits will be released upon the settlement of relevant bills payable and expiration of banking facilities.

17 貿易及其他應收款項(續)**(b) 貿易應收款項的減值**

年內之貿易應收款項虧損撥備賬變動如下：

18 已抵押銀行存款

銀行存款已主要抵押作為應付票據(附註21)及銀行融資(附註20)的擔保。已抵押銀行存款將於清償有關應付票據及銀行融資到期後解除。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

19 CASH AND CASH EQUIVALENTS

19 現金及現金等價物

(a) Cash and cash equivalents comprise:

(a) 現金及現金等價物包括：

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Cash at bank and on hand	銀行存款及手頭現金	186,286	207,339
Other deposit	其他存款	13,979	5,445
Cash and cash equivalents in the consolidated statement of financial position and consolidated cash flow statement	於綜合財務狀況表及綜合現金流量表的現金及現金等價物	200,265	212,784

At 31 December 2023, cash and cash equivalents placed with banks in Mainland China amounted to RMB183,547,000 (2022: RMB201,034,000). Remittance of funds out of Mainland China is subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

於二零二三年十二月三十一日，存置於中國內地銀行的現金及現金等價物為人民幣183,547,000元（二零二二年：人民幣201,034,000元）。自中國內地匯出的資金須遵守中國政府頒佈的外匯管制的相關規則及法規。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

19 CASH AND CASH EQUIVALENTS (Continued)

(b) Reconciliation of profit/(loss) before taxation to cash generated from operations:

		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
Profit/(loss) before taxation	除稅前溢利／(虧損)	64,514	(80,395)
Adjustments for:	調整：		
Depreciation	折舊	62,827	56,171
Amortisation of intangible assets	無形資產攤銷	5,293	5,955
Share of loss of an associate	分佔一間聯營公司虧損	5,527	2,991
Impairment loss of goodwill of an associate	對一間聯營公司的商譽的減值虧損	7,098	-
Finance costs	融資成本	18,652	21,332
Net foreign exchange (gain)/loss	外匯(收益)／虧損淨額	(1,431)	23,507
Interest income	利息收入	(11,226)	(11,398)
Net loss/(gain) on disposal of property, plant and equipment and other non-current assets	處置物業、廠房及設備以及其他非流動資產的虧損／(收益)淨額	8,688	(364)
Equity settled share-based payment expenses	權益結算以股份為基礎的付款開支	282	126
Changes in working capital:	營運資金變動：		
Decrease in inventories	存貨減少	87,797	149,380
Increase in trade and other receivables	貿易及其他應收款項增加	(84,111)	(22,523)
Decrease in trade and other payables	貿易及其他應付款項減少	(25,755)	(201,499)
Cash generated from/ (used in) operations	經營活動所得／(所用)現金	138,155	(56,717)

19 現金及現金等價物(續)

(b) 除稅前溢利／(虧損)與經營活動所得現金的對賬：

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

19 CASH AND CASH EQUIVALENTS (Continued)

(c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

19 現金及現金等價物(續)

(c) 融資活動所產生負債之對賬

下表載列融資活動所產生本集團負債之變動詳情，包括現金及非現金變動。融資活動產生之負債指現金流量已或未來現金流量將於本集團綜合現金流量表分類為融資活動產生之現金流量的負債。

		Bank loans and other borrowings 銀行貸款及 其他借款 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Interests payable 應付利息 RMB'000 人民幣千元	Dividends payable 應付股息 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	270,218	46,948	18	-	317,184
Changes from financing cash flows:	融資現金流量之變動：					
Proceeds from new bank loans	新銀行貸款之所得款項	336,638	-	-	-	336,638
Repayment of bank loans	償還銀行貸款	(270,218)	-	-	-	(270,218)
Capital element of lease rentals paid	已付租金之資本部分	-	(15,810)	-	-	(15,810)
Interest element of lease rentals paid	已付租金之利息部分	-	(1,953)	-	-	(1,953)
Interests paid	已付利息	-	-	(16,717)	-	(16,717)
Dividends paid	已付股息	-	-	-	(19,327)	(19,327)
Total changes from financing cash flows	融資現金流量之變動總額	66,420	(17,763)	(16,717)	(19,327)	12,613
Other changes:	其他變動：					
Interest expense	利息開支	-	1,953	16,699	-	18,652
Increase in lease liabilities from entering into new leases during the period	期內來自訂立新租賃之租賃負債增加	-	1,699	-	-	1,699
Addition on dividends payable	應付股息增加	-	-	-	19,327	19,327
Total other changes	其他變動總額	-	3,652	16,699	19,327	39,678
At 31 December 2023	於二零二三年十二月三十一日	336,638	32,837	-	-	369,475

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

19 CASH AND CASH EQUIVALENTS (Continued)**(c) Reconciliation of liabilities arising from financing activities (Continued)****19 現金及現金等價物(續)****(c) 融資活動所產生負債之對賬(續)**

		Bank loans and other borrowings 銀行貸款及 其他借款 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Interests payable 應付利息 RMB'000 人民幣千元	Dividends payable 應付股息 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日	251,174	41,576	438	-	293,188
Changes from financing cash flows:	融資現金流量之變動：					
Proceeds from new bank loans	新銀行貸款之所得款項	270,218	-	-	-	270,218
Repayment of bank loans	償還銀行貸款	(275,455)	-	-	-	(275,455)
Capital element of lease rentals paid	已付租金之資本部分	-	(8,882)	-	-	(8,882)
Interest element of lease rentals paid	已付租金之利息部分	-	(2,002)	-	-	(2,002)
Interests paid	已付利息	-	-	(18,801)	-	(18,801)
Dividends paid	已付股息	-	-	-	(24,960)	(24,960)
Total changes from financing cash flows	融資現金流量之變動總額	(5,237)	(10,884)	(18,801)	(24,960)	(59,882)
Exchange adjustments	匯兌調整	23,332	-	-	-	23,332
Other changes:	其他變動：					
Amortisation on other borrowings cost	其他借款成本攤銷	949	-	-	-	949
Interest expense	利息開支	-	2,002	18,381	-	20,383
Increase in lease liabilities from entering into new leases during the period	期內來自訂立新租賃之租賃負債增加	-	24,522	-	-	24,522
Decrease in lease liabilities due to early termination of lease contracts	租賃合約提前終止導致租賃負債減少	-	(10,268)	-	-	(10,268)
Addition on dividends payable	應付股息增加	-	-	-	24,960	24,960
Total other changes	其他變動總額	949	16,256	18,381	24,960	60,546
At 31 December 2022	於二零二二年十二月三十一日	270,218	46,948	18	-	317,184

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

19 CASH AND CASH EQUIVALENTS (Continued)

(d) Total cash outflow for leases

Amounts included in the cash flow statement for leases comprise the following:

	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Within operating cash flows 於經營現金流量內	(1,591)	(1,109)
Within financing cash flows 於融資現金流量內	(17,763)	(10,884)
	(19,354)	(11,993)

These amounts relate to the following:

	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Lease rentals paid 已付租賃租金	(19,354)	(11,993)
	(19,354)	(11,993)

19 現金及現金等價物(續)

(d) 有關租賃現金流出總額

就租賃計入現金流量表之款項包括下列各項：

該等金額與下列各項有關：

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

20 BANK BORROWINGS

Bank borrowings are repayable as follows:

20 銀行借款

銀行借款乃按以下所示償還：

		At 31 December 於十二月三十一日	
		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Repayable within one year	於一年內償還		
Unsecured and denominated in Renminbi	無抵押並以人民幣計值	5,367	—
Unsecured and denominated in Hong Kong Dollar	無抵押並以港元計值	141,035	—
Secured and denominated in Renminbi	有抵押並以人民幣計值	190,236	270,218
		336,638	270,218

Bank borrowings as at 31 December 2023 and 31 December 2022 were carried at amortised cost.

As at 31 December 2023, secured short term bank loans of RMB190,236,000 (31 December 2022: RMB270,218,000) were secured by pledged bank deposits (see note 18) and land use rights and certain properties of the Group (see note 10 and 11).

於二零二三年十二月三十一日及二零二二年十二月三十一日的銀行借款皆按攤銷成本入賬。

於二零二三年十二月三十一日，有抵押短期銀行貸款人民幣190,236,000元（二零二二年十二月三十一日：人民幣270,218,000元）以已抵押銀行存款（見附註18）及土地使用權及本集團的若干物業作抵押（見附註10及11）。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

20 BANK BORROWINGS (Continued)

As at 31 December 2023, banking facilities of the Group were amounted to RMB638,881,000 (31 December 2022: RMB360,558,000), of which facilities amounted to RMB482,965,000 were utilised (31 December 2022: RMB359,814,000).

20 銀行借款(續)

於二零二三年十二月三十一日，本集團的銀行融資為人民幣638,881,000元(二零二二年十二月三十一日：人民幣360,558,000元)，當中融資人民幣482,965,000元已動用(二零二二年十二月三十一日：人民幣359,814,000元)。

21 TRADE AND OTHER PAYABLES

21 貿易及其他應付款項

		At 31 December 2023 於二零二三年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2022 於二零二二年 十二月三十一日 RMB'000 人民幣千元
Trade payables	貿易應付款項	103,614	138,954
Bills payable (note (a))	應付票據(附註(a))	178,238	159,949
Trade and bills payables (note (b))	貿易應付款項及 應付票據(附註(b))	281,852	298,903
Refund liabilities:	退款負債：		
– arising from rebates	– 來自回扣	118,302	86,928
– arising from right of return	– 來自退貨權	450	3,183
Other payables and accruals	其他應付款項及應計費用	89,877	130,453
		490,481	519,467

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

21 TRADE AND OTHER PAYABLES (Continued)

All of the trade and other payables are expected to be settled or recognized as income within one year or are repayable on demand.

- (a) Bills payable as at 31 December 2023 were secured by pledged bank deposits of RMB66,010,000 (2022: RMB70,354,000) (note 18) and land use rights and properties of RMB187,702,000 (2022: RMB206,043,000) (notes 10 and 11).
- (b) An ageing analysis of the trade and bills payables based on the invoice date is as follows:

21 貿易及其他應付款項(續)

所有貿易及其他應付款項預期將於一年內結付或確認為收入或按需求償還。

- (a) 二零二三年十二月三十一日的應付票據以已抵押銀行存款人民幣66,010,000元(二零二二年：人民幣70,354,000元)(附註18)以及土地使用權及物業人民幣187,702,000元(二零二二年：人民幣206,043,000元)作抵押(附註10及11)。
- (b) 貿易應付款項及應付票據根據發票日期的賬齡分析如下：

		At 31 December 2023 於二零二三年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2022 於二零二二年 十二月三十一日 RMB'000 人民幣千元
Within 3 months	三個月以內	177,160	186,202
More than 3 months but within 6 months	三個月以上六個月以內	101,450	109,522
More than 6 months but within 1 year	六個月以上一年以內	1,001	797
More than 1 year	一年以上	2,241	2,382
		281,852	298,903

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

22 LEASE LIABILITIES

22 租賃負債

		At 31 December 2023 於二零二三年 十二月三十一日 Present value of the minimum lease payments 最低租賃 付款現值 RMB'000 人民幣千元	At 31 December 2022 於二零二二年 十二月三十一日 Present value of the minimum lease payments 最低租賃 付款現值 RMB'000 人民幣千元
Within 1 year	一年內	17,012	15,398
After 1 year but within 2 years	一年後但兩年內	11,059	16,168
After 2 years but within 5 years	兩年後但五年內	4,766	15,382
		32,837	46,948

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

23 EMPLOYEE RETIREMENT BENEFITS

Defined contribution retirement plans

The PRC subsidiaries of the Group participate in defined contribution retirement benefit schemes (the “Schemes”) organised by the PRC municipal and provincial government authorities whereby the PRC subsidiaries are required to make contributions at the rate of 14% to 16% of the eligible employees’ salaries to the Schemes. The Group has accrued for the required contributions which are remitted to the respective local government authorities when the contributions become due. The local government authorities are responsible for the pension obligations payable to the retired employees covered under the Schemes.

The Group also operates a Mandatory Provident Fund Scheme (the “MPF scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

There is no forfeited contributions that may be used by the Group to reduce the existing level of contribution.

The Group has no other material obligation for the payment of pension benefits beyond the contributions described above.

23 僱員退休福利

界定供款退休計劃

本集團的中國附屬公司參與由中國市級及省級政府機構所成立的界定供款退休福利計劃(「該計劃」)，據此，中國附屬公司須以合資格僱員薪金的14%至16%的比率向該計劃作出供款。本集團已積累所需供款，於供款到期時匯付予各地方政府機關。地方政府機關就向該計劃涵蓋的退休僱員支付退休金承擔責任。

本集團亦根據香港強制性公積金計劃條例，為於香港僱傭條例項下司法權區僱用的僱員提供強制性公積金計劃(「強積金計劃」)。強積金計劃為由獨立受託人管理的界定供款退休計劃。根據強積金計劃，僱主及其僱員各自須向計劃供款，供款額為僱員有關收入的5%，惟不得超過每月相關收入30,000港元的上限。向計劃作出的供款即時歸屬。

概無可供本集團降低現有供款水平之已沒收供款。

除上文所述供款外，本集團於退休金福利付款方面並無其他重大責任。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

24 EQUITY SETTLED SHARE-BASED TRANSACTIONS

(a) Share-based Payment

A subsidiary of the Company entered into an arrangement in January 2021 to acquire a trademark and to collaborate with the trademark seller and another independent third party to develop a business for sale and marketing of branded fashion apparels.

The arrangement included the issue of 41% shares in that subsidiary to the trademark seller and the independent third party at a nominal consideration of HK\$41. In addition, the subsidiary has the rights to repurchase the 41% equity interest from trademark seller and the independent third party at a nominal consideration of HK\$41 unless specific performance conditions are achieved by them. In August 2022, the independent third party withdrew from the fashion apparel business and confirmed that he forfeited all the rights under the share-based payment arrangement as mentioned above. As at 31 December 2022 and 31 December 2023, the specific performance conditions were not met.

24 權益結算以股份為基礎的交易

(a) 以股份為基礎付款

本公司一間附屬公司已於二零二一年一月訂立一項安排，以收購一項商標以及與商標賣方及另一名獨立第三方合作發展業務以銷售及營銷品牌時裝服飾。

有關安排包括發行該附屬公司之41%股份予商標賣方及獨立第三方，名義代價為41港元。此外，該附屬公司有權向商標賣方及獨立第三方以名義代價41港元購回該41%股權，惟彼等已達致特定履行條件則除外。於二零二二年八月，該名獨立第三方退出上述品牌時裝服飾的業務，並確認放棄其在上文提及一項以股份為基礎付款的安排中的所有權利。於二零二二年十二月三十一日及二零二三年十二月三十一日，該等特定履行條件尚未達致。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

24 EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

(b) Pre-IPO Employee Share Option Scheme (the Pre-IPO Share Option Scheme)

On 8 October 2013, the Company granted options to subscribe for an aggregate of 8,520,000 shares of the Company to its directors, employees and one of its distributors, under the Pre-IPO Share Option Scheme at an exercise price of HK\$2.024, being 80% of the initial public offering price. No further option could be granted under the Pre-IPO Share Option Scheme after 8 October 2013. Options granted had vesting periods of 1 to 3 years commencing from 28 October 2013, being the date of the listing of the Company on the Main Board of the Stock Exchange. Each option gives the holders the right to subscribe for one ordinary share in the Company.

Pursuant to the rules of the share option scheme, options will lapse when the grantee ceases to be an employee of the Group for reasons other than death, permanent disability, retirement and transfer of employment to related parties, or terminates the business with the Group.

24 權益結算以股份為基礎的交易 (續)

(b) 首次公開發售前僱員購股權計劃(首次公開發售前購股權計劃)

於二零一三年十月八日，本公司根據首次公開發售前購股權計劃向其董事、僱員及其分銷商之一授出可認購合共8,520,000股本公司股份之購股權，行使價為2.024港元(即首次公開發售價之80%)。於二零一三年十月八日後不可根據首次公開發售前購股權計劃授出其他購股權。已授出購股權之歸屬期為自二零一三年十月二十八日(即本公司於聯交所主板上市日期)起計1至3年。每份購股權賦予持有人權利認購一股本公司普通股。

根據購股權計劃的規則，倘承授人因身故、永久殘障、退休及調職至關聯方以外的原因而不再為本集團僱員或其終止與本集團的業務，則購股權將告失效。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

24 EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

(b) Pre-IPO Employee Share Option Scheme (the Pre-IPO Share Option Scheme)

(Continued)

There were 200,000 pre-IPO share options cancelled in March 2023 and 900,000 pre-IPO share options (which pertained to a then director Mr. Siu Keung Ng) cancelled in September 2023. All other pre-IPO share options were lapsed upon expiry of the Pre-IPO Share Option Scheme on 28 October 2023. There was no pre-IPO share options exercised during the year ended 31 December 2023 (There were 2,750,000 pre-IPO share options outstanding and exercisable as at 31 December 2022. There was no pre-IPO share options lapsed, exercised or cancelled during the year ended 31 December 2022).

24 權益結算以股份為基礎的交易 (續)

(b) 首次公開發售前僱員購股權計劃(首次公開發售前購股權計劃)(續)

200,000份首次公開發售前購股權於二零二三年三月註銷，而900,000份首次公開發售前購股權(從屬當時的董事吳少強先生)於二零二三年九月註銷。所有其他首次公開發售前購股權於二零二三年十月二十八日首次公開發售前購股權計劃到期後失效。於截至二零二三年十二月三十一日止年度，概無首次公開發售前購股權獲行使(於二零二二年十二月三十一日，尚未行使及可予行使之首次公開發售前購股權數目為2,750,000份。於截至二零二二年十二月三十一日止年度，概無首次公開發售前購股權失效、行使或註銷)。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

25 CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

Company		Share capital	Share premium	Capital redemption reserves	Capital reserves	Exchange reserve	Retained profits	Total	
本公司		股本	股份溢價	贖回儲備	資本儲備	匯兌儲備	保留溢利	總計	
	Note	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	附註	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	
Balance at 1 January 2022	於二零二二年一月一日的結餘	5,214	9,195	384	1,898	(3,510)	37,755	50,936	
Changes in equity for 2022:	二零二二年的權益變動：								
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	4,319	21,572	25,891	
Dividends declared	已宣派股息	-	-	-	-	-	(24,960)	(24,960)	
Balance at 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及二零二三年一月一日的結餘	30	5,214	9,195	384	1,898	809	34,367	51,867
Changes in equity for 2023:	二零二三年的權益變動：								
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	1,705	(4,599)	(2,894)	
Dividends declared	已宣派股息	-	-	-	-	-	(4,327)	(4,327)	
Transfer between reserves	儲備間調撥	-	-	-	(1,759)	-	1,759	-	
Balance at 31 December 2023	於二零二三年十二月三十一日的結餘	30	5,214	9,195	384	139	2,514	27,200	44,646

25 資本、儲備及股息

(a) 權益部分變動

本集團綜合權益各部分的年初及年終結餘的對賬載於綜合權益變動表。本公司權益個別部分於年初至年終的變動詳情載列如下：

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

25 CAPITAL, RESERVES AND DIVIDENDS (Continued)

(b) Dividends

- (i) Dividends payable to equity shareholders of the Company attributable to the year

25 資本、儲備及股息(續)

(b) 股息

- (i) 歸屬於本年度應付本公司權益股東的股息

		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
Interim dividend declared and paid of HK0.7 cent per ordinary share (2022: HK1 cent per ordinary share)	已宣派及已支付的中期股息每股普通股0.7港仙(二零二二年：每股普通股1港仙)	4,327	5,858
Final dividend proposed after the end of 2023, HK0.7 cent per ordinary share	於二零二三年結束後擬派的末期股息每股普通股0.7港仙	4,310	—
		8,637	5,858

The final dividend proposed after the end of the reporting period had not been recognised as a liability at the end of the reporting period.

於報告期結束後擬派的末期股息並無在報告期末確認為負債。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

25 CAPITAL, RESERVES AND DIVIDENDS (Continued)

25 資本、儲備及股息(續)

(b) Dividends (Continued)

- (ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

(b) 股息(續)

- (ii) 歸屬於上一財政年度但於本年度批准及派付的應付本公司權益股東的股息

	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
Final dividend in respect of the previous financial year, approved and paid the year, of HK3.4 cents per ordinary share	-	19,102

(c) Share capital

(c) 股本

(i) Authorised and issued share capital

(i) 法定及已發行股本

	2023 二零二三年			2022 二零二二年		
	No. of shares 股份數目	HK\$'000 千港元	RMB'000 人民幣千元	No. of shares 股份數目	HK\$'000 千港元	RMB'000 人民幣千元
Authorised: Ordinary shares of HK\$0.01 each	法定： 每股面值0.01港元 之普通股					
	10,000,000,000	100,000	79,208	10,000,000,000	100,000	79,208
Ordinary shares, issued and fully paid: At 1 January and 31 December	已發行繳足普通股： 於一月一日及 十二月三十一日					
	668,593,000	6,686	5,214	668,593,000	6,686	5,214

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

25 CAPITAL, RESERVES AND DIVIDENDS (Continued)

(c) Share capital (Continued)

(i) Authorised and issued share capital (Continued)

The equity shareholders are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

(ii) Shares issued under share option scheme

There was no share options granted or exercised during the year ended 31 December 2023 and 31 December 2022.

25 資本、儲備及股息(續)

(c) 股本(續)

(i) 法定及已發行股本(續)

權益股東有權收取不時宣派的股息，並有權就每股股份於本公司股東大會上投一票。所有普通股就本公司剩餘資產享有同等地位。

(ii) 根據購股權計劃發行股份

概無購股權於截至二零二三年十二月三十一日及二零二二年十二月三十一日止年度獲授出或行使。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

25 CAPITAL, RESERVES AND DIVIDENDS (Continued)

(d) Nature and purpose of reserves

(i) Share premium

Under the Companies Law of the Cayman Islands, the funds in the Company's share premium account are distributable to the shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the course of business.

(ii) Capital reserve

The capital reserve comprises the following:

- (i) The excess of net asset value of subsidiaries acquired over the nominal amount of shares issued upon the group reorganisation in 2009 and 2012.
- (ii) The portion of the grant date fair value of unexercised share options granted that has been recognised in accordance with the accounting policy adopted for the share-based payments in note 1(s)(ii).
- (iii) The excess of purchase consideration over carrying value of non-controlling interest in a subsidiary acquired in 2020.

25 資本、儲備及股息(續)

(d) 儲備的性質及用途

(i) 股份溢價

根據開曼群島公司法，本公司股份溢價賬上的資金可分派予股東，前提為緊隨建議派發股息當日之後，本公司仍有能力在業務過程中清償到期欠債。

(ii) 資本儲備

資本儲備包括以下項目：

- (i) 於二零零九年及二零一二年集團重組後所收購附屬公司之資產淨值超過已發行股份面值的差額。
- (ii) 已授出但尚未行使的購股權(已根據附註1(s)(ii)中就以股份為基礎付款而採納的會計政策確認)的授出日期公平值部分。
- (iii) 購買代價超過於二零二零年所收購附屬公司的非控股權益的賬面值的差額。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

25 CAPITAL, RESERVES AND DIVIDENDS (Continued)

(d) Nature and purpose of reserves

(Continued)

(iii) Capital redemption reserve

Capital redemption reserve represents the nominal amount of the shares repurchased.

(iv) Statutory reserve

As stipulated by regulations in the PRC, the Company's subsidiaries established and operated in the Mainland China are required to appropriate 10% of their after-tax-profit (after offsetting prior year losses) as determined in accordance with the PRC accounting rules and regulations, to the statutory surplus reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before distribution of profits to parent companies.

The statutory reserve can be utilised, upon approval by the relevant authorities, to offset accumulated losses or to increase capital of the subsidiary, provided that the balance after such issue is not less than 25% of its registered capital.

(v) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Mainland China which are dealt with in accordance with the accounting policies set out in note 1(w).

25 資本、儲備及股息(續)

(d) 儲備的性質及用途(續)

(iii) 資本贖回儲備

資本贖回儲備指購回股份之面值。

(iv) 法定儲備

按中國的法規規定，本公司於中國內地成立及營運的附屬公司須將其按中國會計規則及法規釐定的除稅後溢利(經抵銷往年虧損後)的約10%撥入法定盈餘儲備，直至儲備結餘達註冊資本的50%為止。撥款予該儲備須於向母公司分派溢利前進行。

法定儲備待相關機構批准後方可用以抵銷累計虧損或增加附屬公司的資本，惟於有關使用後的結餘不得低於其註冊資本的25%。

(v) 匯兌儲備

匯兌儲備包括因換算中國內地境外業務財務報表而產生的所有外匯差額，此換算乃根據附註1(w)所載會計政策處理。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

25 CAPITAL, RESERVES AND DIVIDENDS (Continued)

(d) Nature and purpose of reserves

(Continued)

(v) Distributability of reserves

At 31 December 2023, the aggregate amount of reserves available for distribution to equity shareholders of the Company was RMB39,048,000 (2022: RMB46,269,000). The directors recommend a payment of final dividend of HK0.7 cent per ordinary share for the year ended 31 December 2023 (note 25(b)).

(e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for its equity 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 actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

25 資本、儲備及股息(續)

(d) 儲備的性質及用途(續)

(v) 儲備的分派能力

於二零二三年十二月三十一日，可供分派予本公司權益股東的儲備總額為人民幣39,048,000元(二零二二年：人民幣46,269,000元)。董事建議就截至二零二三年十二月三十一日止年度派付末期股息每股普通股0.7港仙(附註25(b))。

(e) 資本管理

本集團管理資本的首要目標為保障本集團持續經營的能力，透過因應風險水平為產品定價以及以合理成本取得融資，繼續為權益股東帶來回報及為其他權益股東帶來利益。

本集團積極定期審視及管理其資本架構，以期在爭取在更高水平的借款下可能實現的更高股東回報與維持穩健資本狀況的好處及安全之間維持平衡，並且因應經濟情況的變化調整資本架構。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

25 CAPITAL, RESERVES AND DIVIDENDS (Continued)

(e) Capital management (Continued)

The Group monitors its capital structure with reference to its debt position. The Group's strategy which is unchanged from 2022, is to maintain the equity and debt in a balanced position and ensure there are adequate working capital to service its debt obligations. The Group's debt to asset ratio, being the Group's total liabilities over its total assets, at 31 December 2023 was 40% (2022: 40%).

The Group's adjusted net debt-to-assets ratio at the end of the current and previous reporting periods were as follows:

		31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元	31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元
Current liabilities	流動負債	876,690	840,046
Non-current liabilities	非流動負債	15,825	31,550
Current assets	流動資產	1,617,154	1,538,436
Non-current assets	非流動資產	609,120	659,574
Debt to asset ratio	債務資產比率	40%	40%

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

25 資本、儲備及股息(續)

(e) 資本管理(續)

本集團參照其債務情況監察資本架構。本集團的策略與二零二二年一致，其為保持權益與債務的適當平衡，確保有足夠營運資金支付債務。於二零二三年十二月三十一日，本集團的債務資產比率(即本集團的總負債除以總資產所得比率)為40%(二零二二年：40%)。

本集團於本報告期間末及過往報告期間末的經調整債務與資產淨比率如下：

本公司或其任何附屬公司均不受外界施加的資本規定所限制。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables, deposits with banks and loans to an associate. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairment allowance. As at 31 December 2023, the Group does not provide any guarantees which would expose the Group to credit risk (31 December 2022: nil).

26 金融工具的金融風險管理及公平值

本集團於日常業務過程中產生信貸、流動資金、利率及貨幣風險。下文說明本集團面臨該等風險的狀況及本集團管理該等風險所採用的金融風險管理政策及慣例。

(a) 信貸風險

信貸風險指交易對手未能履行其合約義務而使本集團產生財務虧損的風險。本集團的信貸風險主要來自貿易應收款項、銀行存款及向一間聯營公司提供貸款。管理層已實施信貸政策，並持續監察該等信貸風險。

最高信貸風險指經扣除任何減值撥備後綜合財務狀況表內各金融資產的賬面值。於二零二三年十二月三十一日，本集團未提供將使本集團承受信貸風險的任何擔保(二零二二年十二月三十一日：無)。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(a) Credit risk (Continued)

(i) Trade receivables

Credit evaluations are performed on customers requiring credit terms. These evaluations focus on the customer's history of making payments and current abilities to pay and take into account information specific to the customer as well as to the economic environment.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 14% (2022: 16%), 9% (2022: 12%) and 46% (2022: 51%) of the total trade receivables was due from the group's largest customer, the second largest customer and the five largest customers respectively.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs. The following tables provide information about the Group's exposure to credit risk and loss allowance for trade receivables as at 31 December 2023 and 31 December 2022.

26 金融工具的金融風險管理及公平值(續)

(a) 信貸風險(續)

(i) 貿易應收款項

本公司對要求信用期的客戶進行信貸評估。該等評估的重點在於客戶的支付記錄及現時的支付能力，並考慮客戶以及經濟環境的特定資料。

本集團承受的信貸風險主要受各客戶個人特徵的影響，因此倘本集團承受個別客戶的重大風險，則會使信貸風險重大集中。於報告期末，14%（二零二二年：16%）、9%（二零二二年：12%）及46%（二零二二年：51%）的貿易應收款項總額分別來自本集團的最大客戶、第二大客戶及五大客戶。

本集團按照相當於整個存續期的預期信貸虧損金額計量貿易應收款項的虧損撥備。下表載列於二零二三年十二月三十一日及二零二二年十二月三十一日本集團面臨信貸風險敞口的資料及貿易應收款項的虧損撥備。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(a) Credit risk (Continued)

(i) Trade receivables (Continued)

26 金融工具的金融風險管理及公平值(續)

(a) 信貸風險(續)

(i) 貿易應收款項(續)

As at 31 December 2023 於二零二三年十二月三十一日		Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元	Expected loss rate 預期虧損率 % %	Net balance 淨結餘 RMB'000 人民幣千元
Trade receivables for which the loss allowance is measured using a provision matrix	使用撥備矩陣計量虧損撥備之貿易應收款項	658,422	87,143	13.24%	571,279
Trade receivables for which the loss allowance is measured on an individual basis	按各別基準計量虧損撥備之貿易應收款項	107,152	30,216	28.20%	76,936
		765,574	117,359		648,215
As at 31 December 2022 於二零二二年十二月三十一日					
Trade receivables for which the loss allowance is measured using a provision matrix	使用撥備矩陣計量虧損撥備之貿易應收款項	747,830	98,832	13.22%	648,998

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(a) Credit risk (Continued)

(i) Trade receivables (Continued)

When a provision matrix is used to measure the loss allowance, the Group did not distinguish between its different customer bases, because the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments. The following table provides information about ECL allowances that are calculated using a provision matrix.

As at 31 December 2023 於二零二三年十二月三十一日		Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元	Expected loss rate 預期虧損率 % %	Net balance 淨結餘 RMB'000 人民幣千元
Current (not past due)	即期(未逾期)	351,808	30,436	8.65%	321,372
1 - 90 days past due	逾期1至90日	157,594	16,832	10.68%	140,762
91 - 180 days past due	逾期91至180日	83,930	13,576	16.18%	70,354
181 - 270 days past due	逾期181至270日	35,437	8,307	23.44%	27,130
271 - 365 days past due	逾期271至365日	21,038	9,377	44.57%	11,661
Over 1 year past due	逾期超過一年	8,615	8,615	100.00%	-
		658,422	87,143		571,279

As at 31 December 2022 於二零二二年十二月三十一日		Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元	Expected loss rate 預期虧損率 % %	Net balance 淨結餘 RMB'000 人民幣千元
Current (not past due)	即期(未逾期)	278,131	5,952	2.14%	272,179
1 - 90 days past due	逾期1至90日	224,499	11,696	5.21%	212,803
91 - 180 days past due	逾期91至180日	156,844	21,597	13.77%	135,247
181 - 270 days past due	逾期181至270日	34,509	12,362	35.82%	22,147
271 - 365 days past due	逾期271至365日	23,176	16,554	71.43%	6,622
Over 1 year past due	逾期超過一年	30,671	30,671	100.00%	-
		747,830	98,832		648,998

26 金融工具的金融風險管理及公平值(續)

(a) 信貸風險(續)

(i) 貿易應收款項(續)

當撥備矩陣用於計量虧損撥備，則本集團不會區分不同的客戶群，因本集團過往的信貸虧損記錄並未就不同客戶分部顯示重大不同虧損模式。下表載列使用撥備矩陣計量之預期信貸虧損撥備之資料。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(a) Credit risk (Continued)

(i) Trade receivables (Continued)

The Group made individual loss allowance of RMB30,216,000 (31 December 2022: Nil) on trade receivables due from two of its customers as at 31 December 2023. The individual loss allowance is measured based on the difference between the contractual cash flows that are due and cash flows expected to be received.

The movement of the loss allowance account is set out in note 17.

(ii) Loans and other assets to an associate

As at 31 December 2023, the loans and other assets to an associate are disclosed in note 13.

(iii) Deposits with banks

The Group mitigates its exposure to credit risk by placing deposits with financial institutions with established credit rating. Given the high credit ratings of the banks, management does not expect any counterparty to fail to meet its obligations.

26 金融工具的金融風險管理及公平值(續)

(a) 信貸風險(續)

(i) 貿易應收款項(續)

於二零二三年十二月三十一日，本集團就應收其中兩名客戶的貿易應收款項作出個別虧損撥備人民幣30,216,000元(二零二二年十二月三十一日：無)。個別虧損撥備乃根據到期合約現金流量與預期收取現金流量之間的差額計量。

虧損撥備賬的變動載於附註17。

(ii) 向聯營公司提供貸款和其他資產

於二零二三年十二月三十一日，向聯營公司提供貸款和其他資產於附註13中披露。

(iii) 銀行存款

本集團透過在信貸評級卓越的金融機構存款減低信貸風險。由於銀行信貸評級良好，管理層預計任何對手方均不會不履行其責任。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the management and directors when the borrowings exceed certain predetermined levels of authority.

The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, if any, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

All non-interest bearing financial liabilities and discounted bills of the Group are carried at amount not materially different from their contractual undiscounted cash flow as all the financial liabilities are with maturities within one year or repayable on demand at the end of the reporting period.

26 金融工具的金融風險管理及公平值(續)

(b) 流動資金風險

本集團內的個別經營實體負責其本身的現金管理，包括現金盈餘的短期投資及募集貸款以應付預期的現金需求，惟倘借款超出若干預定的授權水平，則須取得管理層及董事批准。

本集團的政策乃定期監察流動資金需求及其借貸契諾(如有)的遵守情況，以確保其維持充裕現金儲備及自主要金融機構取得足夠的承諾資金，以應付短期及長期的流動資金需求。

由於所有金融負債於一年內屆滿或須於報告期結束時應要求償還，故本集團的所有免息金融負債及貼現票據均按與其合約未貼現現金流量相近的金額計算。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(b) Liquidity risk (Continued)

The contractual undiscounted cash flow and carrying amount of financial liabilities as at the end of the reporting period are set out as follows:

26 金融工具的金融風險管理及公平值(續)

(b) 流動資金風險(續)

於報告期末，金融負債的合約未貼現現金流量及賬面值載列如下：

31 December 2023 二零二三年十二月三十一日	Contractual undiscounted cash flow 合約未貼現現金流量				
	Carrying amount 賬面值 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Within 1 year or on demand 一年內或應要求 RMB'000 人民幣千元	More than 1 year but less than 2 year 一年以上兩年以內 RMB'000 人民幣千元	More than 2 year but less than 5 years 兩年以上五年以內 RMB'000 人民幣千元
Bank borrowings 銀行借款	336,638	340,531	340,531	-	-
Trade and bills payables 貿易應付款項及應付票據	281,852	281,852	281,852	-	-
Other payables and accruals 其他應付款項及應計費用	89,877	89,877	89,877	-	-
Lease liabilities 租賃負債	32,837	34,587	18,267	11,508	4,812
	741,204	746,847	730,527	11,508	4,812

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(b) Liquidity risk (Continued)

31 December 2022 二零二二年十二月三十一日	Carrying amount 賬面值 RMB'000 人民幣千元	Contractual undiscounted cash flow 合約未貼現現金流量			
		Total 總計 RMB'000 人民幣千元	Within 1 year or on demand 一年內或應要求 RMB'000 人民幣千元	More than 1 year but less than 2 year 一年以上兩年以內 RMB'000 人民幣千元	More than 2 year but less than 5 years 兩年以上五年以內 RMB'000 人民幣千元
Bank borrowings 銀行借款	270,218	275,223	275,223	-	-
Trade and bills payables 貿易應付款項及應付票據	298,903	298,903	298,903	-	-
Other payables and accruals 其他應付款項及應計費用	130,453	130,453	130,453	-	-
Lease liabilities 租賃負債	46,948	50,549	17,301	17,307	15,941
	746,522	755,128	721,880	17,307	15,941

(c) Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's borrowings and lease liabilities issued at variable and fixed interest rates expose the Group to cash flow interest rate risk and fair value interest rate risk, respectively.

At 31 December 2022, all borrowings and lease liabilities were carried at fixed interest rates.

At 31 December 2023, RMB141,035,000 borrowing were carried at variable interest rate.

26 金融工具的金融風險管理及公平值(續)

(b) 流動資金風險(續)

(c) 利率風險

利率風險指金融工具的公平值或未來現金流量因市場利率變動而發生波動的風險。本集團按浮動利率及固定利率發行的借款及租賃負債分別使本集團面臨現金流量利率風險及公平值利率風險。

於二零二二年十二月三十一日，所有借款及租賃負債均按固定利率計息。

於二零二三年十二月三十一日，借款人民幣141,035,000元按浮動利率計息。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(c) Interest rate risk (Continued)

At 31 December 2023, it is estimated that a general increase/decrease of 1% in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after tax for the year and retained profits by approximately RMB1,178,000 (2022: nil). Other components of equity would not be affected by the changes in interest rates.

The sensitivity analysis above indicates the instantaneous change in the group's profit/loss after tax (and retained profits) and other components of consolidated equity that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the group which expose the group to fair value interest rate risk at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the group at the end of the reporting period, the impact on the group's profit/loss after tax (and retained profits) and other components of consolidated equity is estimated as an annualised impact on interest expense of such a change in interest rates. The analysis is performed on the same basis as 2022.

26 金融工具的金融風險管理及公平值(續)

(c) 利率風險(續)

於二零二三年十二月三十一日，估計利率整體增加／減少1%而所有其他變量保持不變的情況下，本集團年內除稅後溢利及保留溢利將減少／增加約人民幣1,178,000元(二零二二年：無)。股權的其他組成部分不會受到利率變動影響。

上述敏感度分析顯示本集團的除稅後溢利／虧損(及保留溢利)以及綜合股權其他組成部分可能產生的即時變動，當中假設利率變動於報告期末已經發生，並已用於重新計量本集團於報告期末所持有並使本集團面臨公平值利率風險的金融工具。就本集團於報告期末持有的浮息非衍生工具所產生之現金流量利率風險而言，對本集團除稅後溢利／虧損(及保留溢利)及綜合股權其他組成部分的影響，乃按該等利率變動對利息開支的年化影響進行估算。該分析乃按與二零二二年相同的基準進行。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(d) Currency risk

The Group is exposed to currency risk primarily through bank borrowing, which give rise to loan balance that are denominated in Hong Kong Dollar. Except for that, individual companies within the Group have limited foreign currency risk as most of the transactions are denominated in the same currency as the functional currency of the operation in which they relate. The Group's functional currency is RMB as all the turnover are within the PRC. With the natural hedging of the revenue and costs being denominated in RMB, the Group's transactional foreign exchange exposure was insignificant.

The Group's major exposure as at 31 December 2023 to currency risk arising from bank borrowing balance of RMB141,035,000 (2022: Nil) denominated in Hong Kong Dollar which is other than the functional currency of the Group. The instantaneous decrease/increase in the Group's profit after tax and retained profits of RMB1,178,000 that would arise if foreign exchange rates has increased/decrease by 1% at that date, assuming all other risk variables remained constant. Other component of equity would not be affected by the change of exchange rate.

26 金融工具的金融風險管理及公平值(續)

(d) 貨幣風險

本集團主要透過銀行借款面臨貨幣風險，該借款產生以港元計值之貸款結餘。除此以外，本集團旗下個別公司的外幣風險有限，原因為大多數交易均以與其經營相關的功能貨幣相同的貨幣計賬。本集團的功能貨幣為人民幣，原因為其所有交易均在中國進行。由於收益及成本均以人民幣計賬已自然對沖，本集團之交易外匯風險微不足道。

於二零二三年十二月三十一日，本集團面臨的貨幣風險主要來自以港元(本集團功能貨幣以外)計值的銀行借款餘額人民幣141,035,000元(二零二二年：無)。假設所有其他風險變數保持不變，倘該日匯率上升/下降1%，則本集團的除稅後溢利及保留溢利即時減少/增加人民幣1,178,000元。權益的其他組成部分將不受匯率變動所影響。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

(e) Fair value

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The fair value of the Group's financial instruments were measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

26 金融工具的金融風險管理及公平值(續)

(e) 公平值

(i) 按公平值計量的金融資產和金融負債

公平值等級

本集團金融工具於報告期末按經常性準則計量的公平值，按國際財務報告準則第13號公平值計量所界定分為三個公平值等級。公平值計量所歸入的等級參照估值技術所用輸入數據的可觀察性及重要性釐定如下：

- 第一級估值：僅使用第一級輸入數據，即相同資產或負債於計量日於活躍市場的報價(未經調整)計量的公平值。
- 第二級估值：使用第二級輸入數據，即不符合第一級標準的可觀察輸入數據，且不使用重要不可觀察輸入數據計量的公平值。不可觀察輸入數據指並無可得市場數據的輸入數據。
- 第三級估值：使用重要不可觀察輸入數據計量的公平值。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(e) Fair value (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

As at 31 December 2023 and 31 December 2022, the Group has no financial asset and liabilities measured at fair value.

(ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at amortised cost were not materially different from their fair values as at 31 December 2023 and 2022.

27 COMMITMENTS

Capital commitments outstanding at 31 December 2023 and 2022 not provided for in the financial statements were as follows:

	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Contracted for – acquisition of property, machinery and equipment	已訂約 – 收購物業、機器及設備 –	15,882

In addition, the Group was not committed to enter into any long-term lease that is not yet commenced at 31 December 2023 (2022: Nil).

26 金融工具的金融風險管理及公平值(續)

(e) 公平值(續)

(i) 按公平值計量的金融資產和金融負債(續)

公平值等級(續)

於二零二三年十二月三十一日及二零二二年十二月三十一日，本集團並無任何按公平值計量的金融資產和金融負債。

(ii) 並非按公平值列賬之金融資產及負債的公平值

於二零二三年及二零二二年十二月三十一日，本集團按攤銷成本列賬之金融工具的賬面值與其公平值並無重大差異。

27 承擔

於二零二三年及二零二二年十二月三十一日，未於財務報表計提撥備的未履行資本承擔如下：

此外，本集團並無承諾訂立任何於二零二三年十二月三十一日尚未開始的長期租賃(二零二二年：無)。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

28 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed elsewhere in the financial statements, the Group entered into the following material related party transactions.

(a) Transactions with a related party

- (i) During the year of 2022, a loan of RMB3,300,000 was lent to Huazhi Investments, which was unsecured, carried an interest of 8% per annum and repayable by June 2025. The Group will not demand repayment of the loans receivables and related interests from Huazhi Investments until Huazhi Investments has fully repaid its loans due to bank as mentioned in note 13.
- (ii) The Group leased properties from Huazhi Investments as office premises in December 2021 for three years. The lease term was subsequently extended to five years. The balances of the respective right-of-use assets and lease liabilities were RMB11,200,000 and RMB13,430,000 as at 31 December 2023 (2022: the balance of the respective right-of-use assets and lease liabilities were RMB14,900,000 and RMB17,500,000).

None of the above related party transactions falls under the definition of connected transaction as defined in Chapter 14A of the Listing Rules.

28 重大關聯方交易

除財務報表其他部分披露的關聯方資料外，本集團訂立以下重大關聯方交易。

(a) 與一名關聯方交易

- (i) 於二零二二年，一筆人民幣3,300,000元的貸款已貸予華智投資，為無抵押、按年利率8%計息並須於二零二五年六月前償還。在華智投資悉數償還附註13所述之應付銀行貸款之前，本集團不會要求華智投資償還應收貸款及相關利息。
- (ii) 本集團於二零二一年十二月租出華智投資之物業以作為辦公室物業，為期三年。租期隨後延長至五年。於二零二三年十二月三十一日，使用權資產及租賃負債之結餘分別為人民幣11,200,000元及人民幣13,430,000元(二零二二年：使用權資產及租賃負債各別結餘為人民幣14,900,000元及人民幣17,500,000元)。

上述關聯方交易均不符合上市規則第14A章所界定的關連交易定義。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

28 MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(b) Balances with a related party

The Group lent loans and made other assets to Huazhi Investments, as at 31 December 2023, the balances of the respective amounts were RMB32,757,000 and RMB40,151,000 as mentioned in note 13.

(c) Key management personnel compensation

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 7 and certain of the highest paid employees as disclosed in note 8, is as follows:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	4,717	4,121
Contributions to retirement benefit scheme	退休福利計劃供款	116	133
		4,833	4,254

Total remuneration is included in "staff costs" (note 5(b)).

28 重大關聯方交易(續)

(b) 關聯方結餘

本集團向華智投資提供貸款及其他產資，於二零二三年十二月三十一日，相應結餘為人民幣32,757,000元及人民幣40,151,000元(如附註13所述)。

(c) 主要管理人員薪酬

本集團主要管理人員酬金(包括支付予附註7所披露的本公司董事及附註8所披露的若干最高薪僱員的款項)如下：

薪酬總額載於「員工成本」(附註5(b))。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

29 SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The selection of critical accounting policies, the judgements and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in condition and assumptions are factors to be considered when reviewing the financial statements. The principal accounting policies are set forth in note 1. The Group believes the following critical accounting policies involve the most significant judgements and estimates used in the preparation of the financial statements.

(a) 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 the estimated costs necessary to make the sale. These estimates are based on the current market conditions and the historical experience of selling products with similar nature. It could change significantly as a result of change in customer preference and competitor actions in response to the industry situation. Any change in the assumptions would increase or decrease the amount of inventories write-down or the related reversals of write-down made in prior years and affect the Group's net assets value. The Group reassesses these estimates at the end of each reporting period.

29 重大會計估計及判斷

估計及判斷會以經驗及其他因素(包括因應當時情況認為屬對未來事件的合理預期)為基準持續評估。

重要會計政策的選擇、影響該等政策應用的判斷及其他不明朗因素以及所呈報業績對條件及假設變動的敏感度均為審閱財務報表時考慮的因素。主要會計政策載列於附註1。本集團相信，以下重要會計政策涉及編製財務報表所使用最為重要的判斷及估計。

(a) 存貨的可變現淨值

存貨的可變現淨值乃於日常業務過程中的估計售價，減估計完成的成本及進行銷售所需的估計成本。該等估計乃基於目前市況及銷售類似性質產品的過往經驗。其可能因客戶偏好的變動及競爭對手針對行業狀況採取的行動而出現重大變化。假設的任何變動將增加或減少過往年度作出的存貨撇減的金額或有關撇減撥回，並影響本集團的資產淨值。本集團於各報告期末重新評估該等估計。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

29 SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(b) Impairment of trade receivables

The Group estimates the loss allowances for trade receivables by assessing the ECLs. This requires the use of estimates and judgements. ECLs are based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, and an assessment of both the current and forecast general economic conditions at the end of reporting period. Where the estimation is different from the original estimate, such difference will affect the carrying amounts of trade receivables and thus the impairment loss in the period in which such estimate is changed. The Group keeps assessing the expected credit loss of trade receivables during their expected lives.

29 重大會計估計及判斷(續)

(b) 貿易應收款項減值

本集團透過評估預期信貸虧損估計貿易應收款項的虧損撥備。這需要運用估計及判斷。預期信貸虧損乃根據跟集團的過往信貸虧損經驗，就具體債務人的因素作出之調整及於報告期末對當前及預期整體經濟狀況作出的評估得出。倘估計與初始估計出現差異，有關差異將影響貿易應收款項的賬面值，因此，有關估計期間的減值虧損會出現變動。本集團會在預期期限內不斷評估貿易應收款項的預期信貸虧損。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

30 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

30 公司財務狀況表

		Note	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Non-current asset	非流動資產			
Investments in subsidiaries	於附屬公司的投資	14	14,065	14,065
Current assets	流動資產			
Dividend receivables	應收股息		–	88,190
Amounts due from subsidiaries	應收附屬公司款項		50,583	3,894
Other receivables	其他應收款項		226	274
Cash and cash equivalents	現金及現金等價物		55	152
			50,864	92,510
Current liability	流動負債			
Amounts due to subsidiaries	應付附屬公司款項		20,043	54,697
Other payables and accruals	其他應付款項及 應計費用		240	11
			20,283	54,708
Net current assets	流動資產淨值		30,581	37,802
NET ASSETS	資產淨值		44,646	51,867
CAPITAL AND RESERVES	資本及儲備	25(a)		
Capitals	資本		5,214	5,214
Reserves	儲備		39,432	46,653
NET ASSETS	資產淨值		44,646	51,867

Approved and authorised for issue by the board of directors on 1 March 2024.

經董事會於二零二四年三月一日批准及授權刊發。

Mr. Ziming Yang

楊紫明先生

Chief Executive Officer and Executive Director

行政總裁兼執行董事

Mr. Rongqin Ke

柯榕欽先生

Executive Director

執行董事

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

31 ULTIMATE CONTROLLING PARTY

As at 31 December 2023, the directors consider the ultimate controlling party of the Company to be Mr. Ziming Yang.

31 最終控股方

於二零二三年十二月三十一日，董事認為本公司的最終控股方為楊紫明先生。

32 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2023

Up to the date of issue of these financial statements, the IASB has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2023 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

32 截至二零二三年十二月三十一日止年度已頒佈惟尚未生效的修訂、新訂準則及詮釋的可能影響

截至本財務報表刊發日期，國際會計準則理事會已頒佈多項新訂或經修訂的準則，該等修訂於截至二零二三年十二月三十一日止年度尚未生效，且於本財務報表並未採用。以下為可能與本集團相關的該等發展。

Effective for
accounting
periods
beginning on
or after
於下列日期或之後
開始的會計期間生效

Amendments to HKAS 1, <i>Presentation of financial statements: Classification of liabilities as current or non-current</i> (“ 2020 amendments ”) 香港會計準則第1號修訂本，財務報表之呈列：負債分類為流動或非流動 (「二零二零年修訂本」)	1 January 2024 二零二四年一月一日
Amendments to HKAS 1, <i>Presentation of financial statements: Non-current liabilities with covenants</i> (“ 2022 amendments ”) 香港會計準則第1號修訂本，財務報表之呈列：附帶契諾的非流動負債 (「二零二二年修訂本」)	1 January 2024 二零二四年一月一日
Amendments to HKFRS 16, <i>Leases: Lease liability in a sale and leaseback</i> 香港財務報告準則第16號修訂本，租賃：售後租回的租賃負債	1 January 2024 二零二四年一月一日
Amendments to HKAS 7, <i>Statement of cash flows and HKFRS 7, Financial Instruments: Disclosures: Supplier finance arrangements</i> 香港會計準則第7號修訂本，現金流量表及香港財務報告準則第7號， 金融工具：披露：供應商融資安排	1 January 2024 二零二四年一月一日
Amendments to HKAS 21, <i>The effects of changes in foreign exchange rates: Lack of exchangeability</i> 香港會計準則第21號修訂本，外匯匯率變動影響：缺乏互通性	1 January 2025 二零二五年一月一日

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

32 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2023 (Continued)

The Group is 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.

32 截至二零二三年十二月三十一日止年度已頒佈惟尚未生效的修訂、新訂準則及詮釋的可能影響(續)

本集團正評估該等發展於首次應用期間所產生之影響。現階段本集團認為該等發展不大可能對綜合財務報表構成重大影響。

FIVE YEARS SUMMARY

五年概要

		2023 二零二三年	2022 二零二二年	2021 二零二一年	2020 二零二零年	2019 二零一九年
Operating results (RMB'000)	經營業績 (人民幣千元)					
Revenue	收益	1,188,648	1,185,049	1,372,662	1,288,422	1,274,966
Gross profit	毛利	511,630	506,994	628,837	608,465	560,091
Profit/(loss) from operations	經營溢利/(虧損)	88,693	(56,072)	255,300	292,844	243,440
Profit/(loss) before taxation	除稅前溢利/(虧損)	64,514	(80,395)	237,513	273,383	221,786
Net profit/(loss) for the year	年內淨溢利/(虧損)	27,403	(75,235)	168,641	195,041	158,142
EBITDA	EBITDA	151,286	3,063	294,891	331,362	273,758
Assets and liabilities (RMB'000)	資產及負債 (人民幣千元)					
Non-current assets	非流動資產	609,120	659,574	575,858	476,354	428,286
Current assets	流動資產	1,617,154	1,538,436	1,892,843	1,916,430	1,812,649
Current liabilities	流動負債	876,690	840,046	1,015,673	797,794	994,300
Non-current liabilities	非流動負債	15,825	31,550	27,708	265,258	10,813
Net current assets	流動資產淨值	740,464	698,390	877,170	1,118,636	818,349
Total assets	資產總值	2,226,274	2,198,010	2,468,701	2,392,784	2,240,935
Capital and reserves attributable to equity shareholders	權益股東應佔資本及儲備	1,318,545	1,303,072	1,411,989	1,321,635	1,204,741
Key financial indicators	關鍵財務指標					
Gross profit margin	毛利率	43.0%	42.8%	45.8%	47.2%	43.9%
Operating margin	經營利潤率	7.5%	N/A 不適用	18.6%	22.7%	19.1%
Net profit margin	純利率	2.3%	N/A 不適用	12.3%	15.1%	12.4%
EBITDA ratio	EBITDA 比率	12.7%	0.3%	21.5%	25.7%	21.5%
Gearing ratio	資產負債比率	25.2%	20.4%	17.6%	26.5%	28.7%
Earnings/(loss) per share (RMB cents)	每股盈利/(虧損) (人民幣分)					
-basic	-基本	3.11	(12.73)	24.56	29.05	23.58
-diluted	-攤薄	3.11	(12.73)	24.52	29.05	23.58
Dividend per share (HK cents)	每股股息 (港仙)	1.4	1.0	11.9	12.9	10.5

全年業績的審閱

審核委員會已審閱本集團截至二零二三年十二月三十一日止年度的全年業績。

二零二四年股東週年大會

二零二四年股東週年大會將於二零二四年四月九日(星期二)在香港舉行。根據上市規則及本公司組織章程細則，二零二四年股東週年大會通告將於適當時候刊發及寄交本公司股東。

刊登業績公告及年報

二零二三年年報將於適當時候寄發予股東，並於香港聯合交易所有限公司(「聯交所」)網站 www.hkexnews.hk 及本公司網站 www.ir.cabbeen.com 刊登。本公告亦可於上述網站查閱。

刊登環境、社會及管治報告

本集團截至二零二三年十二月三十一日止年度的環境、社會及管治報告將於二零二四年三月十八日或之前刊登，並可於聯交所網站 www.hkexnews.hk 及本公司網站 www.ir.cabbeen.com 查閱。

承董事會命
卡賓服飾有限公司
主席
楊紫明

香港，二零二四年三月一日

於本公告日期，本公司執行董事為楊紫明先生及柯榕欽先生；及本公司獨立非執行董事為徐容國先生、梁銘樞先生及谷晶女士。