



Shenghui Cleanness Group Holdings Limited 升輝清潔集團控股有限公司

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

Stock Code 股份代號 : 2521



2024 年報
Annual Report

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CORPORATE INFORMATION

EXECUTIVE DIRECTORS

Mr. Li Chenghua (*Chairman and Chief Executive Officer*)
Mr. Chen Liming

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Wang Hui
Ms. Cheung Bo Man
Ms. Yau Yin Hung

COMPANY SECRETARY

Mr. Lau Kai San

AUTHORISED REPRESENTATIVES

Mr. Li Chenghua
Mr. Lau Kai San

AUDIT COMMITTEE

Dr. Wang Hui (*Chairperson*)
Ms. Cheung Bo Man
Ms. Yau Yin Hung

REMUNERATION COMMITTEE

Ms. Cheung Bo Man (*Chairperson*)
Dr. Wang Hui
Ms. Yau Yin Hung

NOMINATION COMMITTEE

Ms. Yau Yin Hung (*Chairperson*)
Dr. Wang Hui
Ms. Cheung Bo Man

INVESTMENT COMMITTEE

Dr. Wang Hui (*Chairperson*)
Ms. Cheung Bo Man
Ms. Yau Yin Hung

公司資料

執行董事

李承華先生(*主席兼行政總裁*)
陳黎明先生

獨立非執行董事

王輝博士
張寶文女士
邱燕虹女士

公司秘書

劉啟樂先生

授權代表

李承華先生
劉啟樂先生

審核委員會

王輝博士(*主席*)
張寶文女士
邱燕虹女士

薪酬委員會

張寶文女士(*主席*)
王輝博士
邱燕虹女士

提名委員會

邱燕虹女士(*主席*)
王輝博士
張寶文女士

投資委員會

王輝博士(*主席*)
張寶文女士
邱燕虹女士

CORPORATE INFORMATION (continued)**公司資料(續)****REGISTERED OFFICE**

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

註冊辦事處

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

**HEADQUARTERS AND PRINCIPAL PLACE OF
BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA**

3/F, Office Block
36 Xinguang Road
Xinzao Town
Panyu District
Guangzhou
The People's Republic of China

總部及中華人民共和國主要營業地點

中華人民共和國
廣州市
番禺區
新造鎮
新廣路36號(辦公樓)3樓

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

15th Floor, YF Life Centre
No. 38 Gloucester Road,
Wanchai,
Hong Kong

香港主要營業地點

香港灣仔
告士打道38號
萬通保險中心15樓

**PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE
IN CAYMAN ISLANDS**

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

開曼群島主要股份過戶登記處

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

CORPORATE INFORMATION (continued)

公司資料(續)

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

AUDITOR

CL Partners CPA Limited
Certified Public Accountants
Registered Public Interest Entity Auditor
3203A-05, Tower 2
Lippo Centre
Admiralty
Hong Kong

核數師

先機會計師行有限公司
執業會計師
註冊公眾利益實體核數師
香港
金鐘
力寶中心
2座3203A-05室

PRINCIPAL BANKER

Industrial and Commercial Bank of China Limited,
Guangzhou Huanan Sub-branch

主要往來銀行

中國工商銀行股份有限公司
(廣州市華南支行)

COMPANY'S WEBSITE

www.gzshqj.com

公司網站

www.gzshqj.com

STOCK CODE

2521

股份代號

2521

CHAIRMAN'S STATEMENT

Dear Shareholders,

Shenghui Cleanness Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) was successfully listed (the “**Listing**”) on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 5 December 2023, marking the official standing of our Company in the global capital market and a milestone of the Group’s development and continued success in the future. I would like to thank all stakeholders for their trust and support, including our customers, suppliers, business partners, employees and shareholders (the “**Shareholders**”).

Upon Listing, it is my privilege to represent the board (the “**Board**”) of directors (the “**Directors**”) of the Company and to communicate with all stakeholders on a regular basis about our Group’s business review and prospects. I am pleased to present this letter to Shareholders and I hope it will give all of you a better understanding of our performance during the year ended 31 December 2024 (the “**Reporting Period**”) and the direction of our Group’s future development.

RESULTS AND BUSINESS REVIEW

Challenges and opportunities coexist in 2024 under the uncertain global economic outlook and the violet circumstance brought by the fluctuations of real estates industry in the People’s Republic of China (“**PRC**”). During the Reporting Period, we have recorded the total revenue of approximately RMB673.6 million, representing an increase of approximately 6.9% as compared to approximately RMB630.2 million for the year ended 31 December 2023 (the “**FY2023**”). In this connection, the revenue was mainly generated from property cleaning which includes commercial building, residential building, shopping mall and etc. Gross profit for the Reporting Period amounted to approximately RMB100.7 million, as compared to approximately RMB93.4 million for FY2023.

The net profit after tax amounted to approximately RMB49.2 million for the Reporting Period, as compared to adjusted net profit (excluding the non-recurring listing expenses of RMB12 million) approximately RMB39.9 million for FY2023. We maintained healthy cash flow with cash and cash equivalents at approximately RMB92.5 million as at 31 December 2024.

主席報告

謹致各位股東：

升輝清潔集團控股有限公司(「**本公司**」，連同其附屬公司統稱「**本集團**」)於二零二三年十二月五日在香港聯合交易所有限公司(「**聯交所**」)主板成功上市(「**上市**」)，標誌著本公司正式屹立於全球資本市場，亦為本集團未來發展及持續成功的里程碑。本人謹此感謝客戶、供應商、業務夥伴、僱員及股東(「**股東**」)等全體持份者的信任及支持。

上市後，本人有幸代表本公司董事(「**董事**」)會(「**董事會**」)，定期就本集團的業務回顧及前景與所有持份者溝通。本人向股東欣然呈遞本信函，期望能藉此幫助股東更好地了解本集團截至二零二四年十二月三十一日止年度(「**報告期間**」)的業績表現以及本集團的未來發展方向。

業績及業務回顧

二零二四年，在全球經濟前景不明朗及中華人民共和國(「**中國**」)房地產行業波動所帶來的嚴峻形勢下，挑戰與機遇並存。報告期間，我們錄得總收益約人民幣673.6百萬元，較截至二零二三年十二月三十一日止年度(「**二零二三財年**」)約人民幣630.2百萬元增長約6.9%。其中，收益主要來自物業清潔，包括商業樓宇、住宅樓宇、購物商場等。報告期內毛利約為人民幣100.7百萬元，而二零二三財年的毛利約為人民幣93.4百萬元。

於報告期間，除稅後純利約為人民幣49.2百萬元，而二零二三財年的經調整純利(剔除非經常性上市開支人民幣12百萬元)則約為人民幣39.9百萬元。我們的現金流維持穩健，截至二零二四年十二月三十一日，現金及現金等價物約為人民幣92.5百萬元。

CHAIRMAN'S STATEMENT (continued)

主席報告(續)

OUTLOOK

Since our Group's establishment in 2000 and foothold in Guangzhou, we have built a strong position in Guangdong province. In view of the PRC's continuous growth in the economy and urbanisation, as well as the expected increase in the number of new properties, apart from growing the business through organic growth initiatives, we plan to leverage on our extensive experience in cleaning and maintenance services and expand our presence in both existing and new markets. We intend to replicate our model to other regions in the PRC with a strong demand for property cleaning services. Our Group also explore and pursue opportunities to expand the customer base and bolster the geographic presence in other provinces by potential acquisition and/or investment in cleaning and maintenance service provider(s) in the Greater Bay Area to enable us to expand the geographic reach and tender for cleaning services provision in major infrastructures to be completed in the near future.

ACKNOWLEDGEMENT

Our development is inseparable from the trust and support of all Shareholders, investors, business partners, employees and the community. On behalf of the Board, I would like to express my sincere gratitude and respect for the contributions of our management team and all staff members of the Group. In the future, our Group will continue to strive for development and creating maximum value in return for our clients and Shareholders' support.

Mr. Li Chenghua

Chairman, Chief Executive Officer and Executive Director

28 March 2025

展望

自本集團於二零零零年成立並進駐廣州以來，我們已在廣東省建立穩固地位。鑒於中國經濟和城鎮化進程持續增長，以及新建物業數目的預期增加，除了通過內生增長措施實現業務增長外，我們亦計劃利用自身在清潔及維護服務領域的豐富經驗，擴大我們在現有市場和新市場的業務影響。我們有意將模式複製至中國其他對物業清潔服務需求旺盛的地區。此外，本集團亦可能透過收購及／或投資大灣區的清潔及維護服務供應商，探索及尋求機會擴大客戶基礎，並加強我們在其他省份的地理覆蓋面，從而擴大地理覆蓋範圍，並為即將完工的大型基礎設施提供清潔服務參與競標。

致謝

我們的發展離不開全體股東、投資者、商業夥伴、員工和社會各界的信任與支持。在此，本人謹代表董事會對本集團管理團隊和全體員工的貢獻表示衷心感謝及崇高敬意。未來，本集團將繼續全力前進，創造最大價值，回報客戶及股東的大力支持。

李承華先生

主席、行政總裁兼執行董事

二零二五年三月二十八日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述與分析

BUSINESS REVIEW

The Company was successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 5 December 2023 (the “**Listing**”).

The Group is a reputable cleaning and maintenance services provider in the People’s Republic of China (the “**PRC**”). With industry experience of over 21 years, we have steadily developed our business to offer a wide range of services to customers and extend the coverage of our operations to 14 provincial-level regions in the PRC.

Our service capabilities include the provision of basic cleaning and maintenance service, garbage collection and transportation service, waste collection and transportation service, water tank cleaning service and ancillary services. We also offer specialised cleaning services such as stone cleaning and restoration and high-altitude cleaning with mobile elevated platforms.

Our Group is committed to providing high quality service. We have a number of qualifications and adopt relevant quality control measures, which enable us to respond to the service requests and feedback of our customers in an efficient manner. Currently we hold, among others, the Guangzhou Sanitation Industry Operating Service Company Industry Grade Certificate – A Grade* (廣州環衛行業經營服務-企業資質等級證書), the Operational Cleaning, Collection and Transportation Services of Municipal Solid Waste Licence* (城市生活垃圾經營性清掃、收集、運輸服務許可證), the Stone & Floor Application Conservation Specialty Qualification Certificate – AAAAA Grade* (石材地坪應用護理專業資質證書-AAAAA級), Sewage, Septic Tank, Pipeline Unclogging Treatment Cleaning Service Enterprise Qualification Certificate – National Level 1* (污水、化糞池、管道疏通處理清洗服務企業資質證書-國家一級) and Secondary Water Supply Cleaning Service Enterprise Qualification Certificate* (二次供水清潔服務企業資質證書).

業務回顧

本公司於二零二三年十二月五日於香港聯合交易所有限公司(「**聯交所**」)主板成功上市(「**上市**」)。

本集團是中華人民共和國(「**中國**」)一家知名的清潔及維護服務供應商。憑藉超過21年的行業經驗，我們已將業務穩步發展至向客戶提供廣泛的服務，並將業務覆蓋範圍擴大至中國14個省級地區。

我們的服務能力包括提供基本清潔及維護服務、垃圾收集及運輸服務、廢物收集及運輸服務、水箱清潔服務及配套服務。我們亦提供專門清潔服務，如石材清潔和修復，以及使用移動高架平台的高空清潔。

本集團致力於提供高品質的服務。我們擁有多項資格和採用相關品質監控措施，讓我們可高效回應客戶的服務要求及反饋。目前，我們持有(其中包括)廣州環衛行業經營服務-企業資質等級證書-A級、城市生活垃圾經營性清掃、收集、運輸服務許可證、石材地坪應用護理專業資質證書-AAAAA級、污水、化糞池、管道疏通處理清洗服務企業資質證書-國家一級及二次供水清潔服務企業資質證書。

* The English translation is for identification purpose only

* 該英文翻譯僅供識別

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

管理層論述與分析(續)

PROSPECTS

The Board considers that the Listing has impacted the perception of customers towards our Group and believes that the public listing status is a form of complementary advertising which will further enhance the corporate profile, assist in reinforcing the brand awareness and market reputation, promote the business opportunities and cooperation with the potential business partners and offer the Company a broader shareholder base which will provide liquidity in the trading of the shares of the Company (the “Shares”). In addition, in the event of future business expansion and long-term development needs and goals, the Listing will enable us to gain access to the capital market for future fund raising in the form of equity and/or debt, which would be in the interests of the Company and its shareholders.

Since our Group’s establishment in 2000 and foothold in Guangzhou, we have built a strong position in Guangdong province. In view of the PRC’s continuous growth in the economy and urbanisation, as well as the expected increase in the number of new properties, apart from growing the business through organic growth initiatives, we plan to leverage on our extensive experience in cleaning and maintenance services and expand our presence in both existing and new markets. We intend to replicate our model to other regions in the PRC with a strong demand for property cleaning services. Our Group also explore and pursue opportunities to expand business in recycling of waste materials for manufacturing of packaging materials, and design, manufacture and sale of environmentally friendly biodegradable materials. And expand the customer base and bolster the geographic presence in other provinces by potential acquisition and/or investment in cleaning and maintenance service provider(s) in the Greater Bay Area to enable us to expand the geographic reach and tender for cleaning services provision in major infrastructures to be completed in the near future.

前景

董事會認為上市已影響客戶對本集團的看法，並認為公開上市是一種補充推廣形式，將進一步提升企業形象、有助加強品牌知名度及市場聲譽、促進商業機會及與潛在業務合作夥伴合作，並為本公司提供更廣泛的股東基礎，以提高本公司股份（「股份」）交易流動性。此外，倘有未來業務擴展及長期發展需求和目標，上市將使我們能夠進入資本市場，以便未來以股本及／或債務的形式籌集資金，符合本公司及其股東的利益。

自本集團於二零零零年成立並立足廣州以來，我們已在廣東省建立穩固的地位。鑒於中國經濟及城市化的持續增長，及新物業數量預期增加，除透過有機增長措施外，我們計劃利用我們在清潔及維護服務方面的豐富經驗，以及擴大我們在現有市場及新市場的影響力以發展業務。我們擬將我們的模式複製至中國其他對物業清潔服務有強勁需求的地區。本集團亦探討及尋求機會，擴張回收廢棄材料用於包裝材料生產的業務，設計、製造及銷售可生物降解的環保材料，並透過潛在收購及／或投資大灣區的清潔及維護服務供應商，擴大客戶群及加強在其他省份的地區影響力，使我們能夠擴大地理覆蓋面以及就將於不久將來落成的主要基建所需清潔服務進行競投。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

管理層論述與分析(續)

FINANCIAL REVIEW

Revenue

Our revenue was derived from property cleaning which includes commercial building, residential building, shopping mall and etc and public space cleaning which primarily consists of road sweeping and cityscape cleaning.

財務回顧

收益

我們的收益來自物業清潔服務(包括商業樓宇、住宅樓宇及購物商場等)以及公共空間清潔服務，主要為道路清掃及城市景觀清潔。

		Year ended 31 December 截至十二月三十一日止年度			
		2024 二零二四年		2023 二零二三年	
		RMB million 人民幣百萬元	Approximate % of total revenue 佔總收益 概約百分比(%)	RMB million 人民幣百萬元	Approximate % of total revenue 佔總收益 概約百分比(%)
Property cleaning	物業清潔	644.6	95.7	606.7	96.3
Public space cleaning	公共空間清潔	29.0	4.3	23.5	3.7
Total	總計	673.6	100	630.2	100.0

We recorded an increase in revenue from approximately RMB630.2 million for the year ended 31 December 2023 (the “FY2023”) to approximately RMB673.6 million for the year ended 31 December 2024 (the “Reporting Period”), representing an increase of approximately 6.9%. The increase in revenue was mainly due to the increase in number of projects during the Reporting Period in property cleaning service.

我們錄得的收益由截至二零二三年十二月三十一日止年度(「二零二三財年」)約人民幣630.2百萬元增加至截至二零二四年十二月三十一日止年度(「報告期間」)約人民幣673.6百萬元，增幅約為6.9%。收益增加主要是由於報告期間物業清潔服務項目數量增加所致。

Cost of services

Our cost of services increased from approximately RMB536.7 million for FY2023 to approximately RMB572.9 million for the Reporting Period, representing an increase of approximately 6.7%. The increase in cost of services was in line with the revenue growth for the same period.

服務成本

我們的服務成本由二零二三財年約人民幣536.7百萬元增加至報告期間約人民幣572.9百萬元，增幅約為6.7%。服務成本的增長與同期收益增長幅度一致。

Gross profit and gross profit margin

We generated gross profit of approximately RMB100.7 million for the Reporting Period as compared to approximately RMB93.4 million for FY2023. During the Reporting Period, our Group's gross profit margins remained stable at approximately 14.9% as compared to approximately 14.8% for FY2023.

毛利及毛利率

於報告期間，我們產生的毛利約為人民幣100.7百萬元，而二零二三財年則約為人民幣93.4百萬元。於報告期間，本集團的毛利率維持穩定於約14.9%，而二零二三財年則約為14.8%。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

管理層論述與分析(續)

FINANCIAL REVIEW (continued)

Other income, gains and losses

Other income, gains and losses decreased from approximately RMB6.4 million for FY2023 to approximately RMB2.4 million for the Reporting Period, representing a decrease of approximately 62.5%. The decrease in other income, gains and losses was primarily due to decrease in value-added tax refund and net exchange loss recorded during the Reporting Period.

財務回顧(續)

其他收入、收益及虧損

我們的其他收入、收益及虧損由二零二三財年約人民幣6.4百萬元減至報告期間約人民幣2.4百萬元，減幅約為62.5%。其他收入、收益及虧損減少主要是由於報告期間的增值稅退稅及匯兌虧損淨額減少。

Selling and marketing expenses

We recorded a decrease in the selling and marketing expenses from approximately RMB5.1 million for FY2023 to approximately RMB4.0 million for the Reporting Period, representing a decrease of approximately 21.6%. Such decrease was due to the decrease in marketing and entertainment expenses as well as tendering expenses.

銷售及營銷開支

我們的銷售及營銷開支由二零二三財年約人民幣5.1百萬元減至報告期間約人民幣4.0百萬元，減幅約為21.6%。有關減少是由於營銷及招待開支以及競投開支減少。

Administrative and other expenses

Our administrative and other expenses increased from approximately RMB61.1 million for FY2023 to approximately RMB68.1 million for the Reporting Period, representing an increase of 11.5% which was primarily due to increase in staff costs during the Reporting Period.

行政及其他開支

我們的行政及其他開支由二零二三財年約人民幣61.1百萬元增加至報告期間約人民幣68.1百萬元，增幅為11.5%，乃主要由於報告期間員工成本增加。

Finance income (expenses), net

Our net finance income amounted to approximately RMB1.5 million for the Reporting Period as compared to a net finance expenses of approximately RMB0.5 million for FY2023.

財務收入(開支)淨額

於報告期間，我們的財務收入淨額約為人民幣1.5百萬元，而於二零二三財年則錄得財務開支淨額約人民幣0.5百萬元。

Income tax expenses

Our income tax expenses increased from approximately RMB4.5 million for FY2023 to approximately RMB10.0 million for the Reporting Period due to deferred tax effect arise from the fair value gain on financial assets at fair value through profit or loss.

所得稅開支

我們的所得稅開支由二零二三財年約人民幣4.5百萬元增加至報告期間約人民幣10.0百萬元，乃由於按公平值計入損益的金融資產的公平值收益產生的遞延稅項影響。

Net profit and net profit margin

As a result of the foregoing, our Group recorded an increase in the net profit from approximately RMB27.9 million for FY2023 to approximately RMB49.2 million during the Reporting Period, whilst our net profit margin increase from 4.4% for FY2023 to 7.3% for the Reporting Period. The increase in net profit is due to the recognition of fair value gain on financial assets at fair value through profit or loss and offset by the increase in impairment losses on financial assets under expected credit loss model.

純利及純利率

由於上述原因，本集團於報告期間錄得純利由二零二三財年約人民幣27.9百萬元增加至約人民幣49.2百萬元，而純利率由二零二三財年的4.4%上升至報告期間的7.3%。純利增加，歸因於就按公平值計入損益的金融資產確認公平值收益，並經按預期信貸虧損模式計量的金融資產減值虧損增加所抵銷。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

管理層論述與分析(續)

FINANCIAL REVIEW (continued)

Capital structure

The change of capital structure of the Group during the year ended 31 December 2024 are summarized as below:

Issue of Placing Shares

On 13 December 2024, an aggregate of 130,980,000 new shares of the Company (the “**Shares**”) were successfully placed to not less than six placees at price of HK\$0.305 each (the “**Placing**”) under a general mandate granted by the Shareholders at its annual general meeting held on 29 June 2024. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, each of the placees and their respective ultimate beneficial owners (if applicable) are independent third-parties. The net proceeds from the Placing (after deducting related placing commissions and related expenses) were approximately HK\$39.35 million and the Company intended to utilize for (1) acquisition of target(s) in cleaning and maintenance services providers in the PRC (including further acquisition of shares of BTI); (2) making investment or acquisition of potential target(s) which is/are in the upstream or downstream along the value chain of the business of the Group, which could bring integration and/or synergy effects to the Group, which in aggregate accounted for approximately 90% of the net proceeds from the issue of the Placing Shares; and/or (3) general working capital of the Group which accounted for the remaining balance of approximately 10% of the net proceeds from issue of the Placing which has been fully utilised as intended as at the date of this annual report. Details of the Placing were disclosed in the Company’s announcements dated 22 November 2024 and 13 December 2024.

財務回顧(續)

資本結構

本集團於截至二零二四年十二月三十一日止年度的資本結構變動概述如下：

發行配售股份

於二零二四年十二月十三日，根據股東於二零二四年六月二十九日舉行的股東週年大會授出的一般授權，成功按每股0.305港元的價格向不少於六名承配人配售合共130,980,000股本公司新股份（「**股份**」）（「**配售事項**」）。就董事作出一切合理查詢後深知、全悉及確信，各承配人及彼等各自最終實益擁有人（如適用）為獨立第三方。配售事項所得款項淨額（經扣除相關配售佣金及相關開支後）約為39.35百萬港元，而本公司擬將用作（1）收購中國清潔及維護服務供應商的目標（包括進一步收購百事達股份）；（2）投資或收購本集團業務價值鏈的上游或下游潛在目標，此可為本集團帶來整合及／或協同效應，合共佔發行配售股份所得款項淨額約90%；及／或（3）本集團一般營運資金，佔發行配售股份所得款項淨額約10%的餘額，配售股份已於本年報日期獲全數動用。配售事項的詳情披露於本公司日期為二零二四年十一月二十二日及二零二四年十二月十三日的公告。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

管理層論述與分析(續)

FINANCIAL REVIEW (continued)

Liquidity and financial resources

For the Reporting Period, our Group mainly financed the operations with our own working capital and bank borrowings. As at 31 December 2024, our Group's net asset amounted to approximately RMB384.9 million (31 December 2023: RMB298.8 million). The increase was mainly due to recognition of fair value gain on financial assets at fair value through profit or loss and receipt from the equity interest in an entity whose shares are vested on National Equities Exchange and Quotations ("NEEQ").

We had cash, bank balances and restricted bank deposits amounted to approximately RMB92.5 million as at 31 December 2024 (31 December 2023: RMB150.4 million). The total borrowings consisting of lease liabilities and bank borrowings amounted to approximately RMB59.7 million (31 December 2023: RMB6.9 million).

財務回顧(續)

流動資金狀況及財務資源

於報告期間，本集團主要以其自身營運資金及銀行借款為營運撥付資金。於二零二四年十二月三十一日，本集團的資產淨值約為人民幣384.9百萬元(二零二三年十二月三十一日：人民幣298.8百萬元)。有關增加主要是由於就按公平值計入損益的金融資產確認公平值收益及自一間實體的股權收取款項，該實體的股份於全國中小企業股份轉讓系統(「新三板」)上市。

於二零二四年十二月三十一日，我們的現金、銀行結餘及受限制銀行存款約為人民幣92.5百萬元(二零二三年十二月三十一日：人民幣150.4百萬元)。借款總額(包括租賃負債及銀行借款)約為人民幣59.7百萬元(二零二三年十二月三十一日：人民幣6.9百萬元)。

		As at 31 December 於十二月三十一日	
		2024 二零二四年	2023 二零二三年
Current ratio (times) ¹	流動比率(倍) ¹	2.3	3.0
Gearing ratio (%) ²	資產負債比率(%) ²	15.5	2.3
Net debt to equity ratio (%) ³	淨負債權益比率(%) ³	Net cash 淨現金	Net cash 淨現金

Notes:

- Current ratio is calculated based on the total current assets divided by the total current liabilities as at the end of the respective financial year.
- Gearing ratio is calculated based on the total borrowings and lease liabilities divided by total equity as at the end of the respective financial year and multiplied by 100.0%.
- Net debt to equity ratio is calculated based on the net debts (total debts net of cash and cash equivalents) divided by total equity as at the end of the respective year and multiplied by 100.0%.

附註：

- 流動比率乃將各財年末的流動資產總額除以流動負債總額計算得出。
- 資產負債比率乃將各財年末的總借款及租賃負債除以總權益，再乘以100.0%計算得出。
- 淨負債權益比率乃將各年末的淨負債(扣除現金及現金等價物的總負債)除以總權益，再乘以100.0%計算得出。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

管理層論述與分析(續)

FINANCIAL REVIEW (continued)

Capital expenditure and commitments

Our capital expenditure for the Reporting Period amounted to approximately RMB18.7 million (FY2023: RMB11.7 million), comprising mainly expenditures for the purchase of property, plant and equipment.

No capital commitments to be incurred as at 31 December 2024 (31 December 2023: RMB9.1 million).

Pledge of assets

As at 31 December 2024, we did not pledge any assets (31 December 2023: nil) as securities for any facilities granted to our Group.

Contingent liabilities

Our Group did not have material contingent liabilities as at 31 December 2024 and 2023.

Treasury policies

We adopt prudent treasury policies. The Group's management closely monitors our liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

Foreign exchange exposure

Substantially all of our Group's financial assets and liabilities are primarily denominated RMB. As at 31 December 2024, our foreign exchange risk on financial assets and liabilities denominated in foreign currencies was insignificant to the Group. The Group currently does not undertake any foreign currency hedging and does not use any financial instrument for hedging purposes. However, our management will closely monitor the foreign exchange exposure of the Group and will consider hedging the foreign exchange exposure if it becomes significant to our Group.

Furthermore, the conversion of RMB into foreign currencies is subject to rules and regulations of exchange control enforced by the government.

財務回顧(續)

資本開支及承擔

於報告期間，我們的資本開支約為人民幣18.7百萬元(二零二三財年：人民幣11.7百萬元)，主要包括購買物業、廠房及設備的開支。

截至二零二四年十二月三十一日，並無產生資本承擔(二零二三年十二月三十一日：人民幣9.1百萬元)。

資產抵押

於二零二四年十二月三十一日，我們並無抵押任何資產(二零二三年十二月三十一日：無)作為授予本集團任何融資的擔保。

或然負債

於二零二四年及二零二三年十二月三十一日，本集團並無重大或然負債。

庫務政策

我們採取審慎的庫務政策。本集團管理層密切監察我們的流動資金狀況，以確保本集團的資產、負債及承擔的流動資金架構可滿足其資金要求。

外匯風險

本集團絕大部分金融資產及負債主要以人民幣計值。於二零二四年十二月三十一日，我們有關以外幣計值的金融資產及負債之外匯風險對本集團而言微不足道。本集團目前並無進行任何外幣對沖，亦無就對沖目的使用任何金融工具。然而，我們的管理層將密切監察本集團的外匯風險敞口，並將於外匯風險敞口變得對本集團屬重大時考慮進行對沖。

再者，以人民幣兌換外幣須遵守政府強制執行之外匯控制規例及法規。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

管理層論述與分析(續)

OTHER INFORMATION

Use of proceeds from the global offering

On 27 November 2023, the Company offered 414,375,000 Shares for subscription in the global offering. The offer price per Share was determined at HK\$0.32 and the Shares were successfully listed on the Main Board of the Stock Exchange on 5 December 2023. The net proceeds (after deduction of underwriting fees and commissions and other listing expenses) from the Listing were approximately HK\$73.5 million. The estimated net proceeds under the section headed “Future plans and use of proceeds” to the prospectus of the Company dated 27 November 2023 (the “Prospectus”) was HK\$87.4 million. The difference of approximately HK\$13.9 million has been adjusted in the same proportion to the use of proceeds as disclosed in the Prospectus.

The below table sets out the planned application of the net proceeds:

其他資料

全球發售所得款項用途

於二零二三年十一月二十七日，本公司提呈發售 414,375,000 股股份，以於全球發售進行認購。發售價釐定為每股股份 0.32 港元，而股份於二零二三年十二月五日成功在聯交所主板上市。上市所得款項淨額（經扣除包銷費用及佣金以及其他上市開支）約為 73.5 百萬港元。本公司日期為二零二三年十一月二十七日的招股章程（「招股章程」）「未來計劃及所得款項用途」一節項下估計所得款項淨額為 87.4 百萬港元。差額約 13.9 百萬港元已按比例對招股章程所披露所得款項用途作出調整。

下表載列所得款項淨額的計劃用途：

Intended application of the net proceeds		Approximate percentage of total net proceeds	Adjusted planned allocation	Utilised amount during the Reporting Period	Unutilised amount as at 31 December 2024	Expected timetable for full utilisation (Note)
		佔總所得款項淨額概約百分比	經調整計劃分配	於報告期間的未動用金額	於二零二四年十二月三十一日的未動用金額	全數動用的預期時間表 (附註)
所得款項淨額的擬定用途			HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	
Establishment of new branch offices	新建辦事分處	48.9%	36.0	–	36.0	December 2026 二零二六年十二月
Acquisition or investment in cleaning and maintenance service provider(s)	收購或投資環境清潔及維護服務供應商	21.4%	15.7	15.7	–	December 2026 二零二六年十二月
Enhancing service capabilities in the public space cleaning sector	加強於公共空間清潔界別的服務實力	19.4%	14.3	5.7	8.6	December 2026 二零二六年十二月
Adopting technological advances and upgrading information technology system	採納技術改革及升級資訊科技系統	7.6%	5.6	1.1	4.5	December 2026 二零二六年十二月
Expanding marketing department	擴展營銷部	2.5%	1.8	0.7	1.1	December 2026 二零二六年十二月
General working capital	一般營運資金	0.2%	0.1	0.1	–	
Total	總計	100.0%	73.5	23.3	50.2	

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

管理層論述與分析(續)

OTHER INFORMATION (continued)

Use of proceeds from the global offering (continued)

Note: The expected timeline for the usage of the remaining proceeds is made based on the best estimate of our Group's future market conditions, which is subject to the current and future development of the market conditions.

As at 31 December 2024, the unutilised net proceeds have been placed in interest-bearing accounts with licensed banks in Hong Kong.

其他資料(續)

全球發售所得款項用途(續)

附註：動用餘下所得款項的預期時間表乃基於本集團對未來市場狀況(受市場狀況的目前及未來發展所限)的最佳估計而編製。

於二零二四年十二月三十一日，未動用所得款項淨額已存放香港持牌銀行的計息賬戶。

Significant investments held and material acquisitions and disposals

Financial assets at fair value through profit or loss represents the Group's investments in Best Technology (Shenzhen) Inc. ("BTI"), a company that is listed on the National Equities Exchange and Quotations (NEEQ). BTI is principally engaged in recycling of waste materials for manufacturing of packaging materials, and design, manufacture and sale of environmentally friendly biodegradable materials. As at 31 December 2024, the Group had significant investments representing 5% or more of the Group's total assets in BTI.

Summary of investee company of the significant investments held by the Group:

所持重大投資以及重大收購及出售事項

按公平值計入損益的金融資產指本集團於全國中小企業股份轉讓系統(新三板)上市公司深圳市百事達卓越科技股份有限公司(「百事達」)的投資。百事達主要從事回收廢棄材料用於包裝材料生產的業務，設計、製造及銷售可生物降解的環保材料。於二零二四年十二月三十一日，本集團擁有本集團於百事達的總資產5%或以上之重大投資。

本集團持有重大投資的投資對象公司概要：

		For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度						
Name of investee company	Number of shares head at 31 December 2024	% of shares head at 31 December 2024	Investment cost	Dividend income	Fair value gain	Carrying value	% of carrying value to the Group's total assets	
投資對象公司名稱	於二零二四年十二月三十一日持有的股份數目	於二零二四年十二月三十一日持有的股份百分比	投資成本	股息收入	公平值收益	賬面值	賬面值佔本集團總資產的百分比	
			RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元		
BTI	百事達	15,563,138	19.5%	63,902	–	37,258	101,160	17.7%

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

管理層論述與分析(續)

OTHER INFORMATION (continued)

Significant investments held and material acquisitions and disposals (continued)

Our investment in BTI generated a fair value gain of RMB37,258,000 with carrying value as at 31 December 2024 of RMB101,160,000 represented approximately 17.7% of the total assets of the Group. No dividend is received from the investment in BTI during the Reporting Period.

This investment aligns strategically with the Group's objectives to leverage BTI's recycling technology and enhance its operational capabilities in waste management and environmentally friendly initiatives.

This acquisition was executed with independent third-party vendors and is aimed at consolidating the Group's position in the recycling sector. The Board believes that this acquisition is integral to the Company's growth strategy, as it enhances its capacity to utilize advanced recycling technologies and expand its business operations in the cleaning and maintenance services industry.

Save as disclosed above, the Group did not have other significant investments, material acquisitions and/or disposals of subsidiaries, associates or joint ventures.

Future plans for material investments or capital assets

Save as disclosed in the Prospectus and this report, there was no specific plan for material investments or capital assets as at 31 December 2024.

其他資料(續)

所持重大投資以及重大收購及出售事項(續)

我們於百事達的投資帶來公平值收益人民幣37,258,000元，於二零二四年十二月三十一日的賬面值人民幣101,160,000元佔本集團總資產約17.7%。於報告期間，並無自於百事達的投資收取股息。

此項投資在策略上與本集團的目標一致，即利用百事達的回收技術及提升其在廢物管理及環保措施方面的營運能力。

是次收購由獨立第三方賣方執行，旨在鞏固本集團在回收行業的地位。董事會相信，是次收購對本公司的增長策略不可或缺，因為此舉可提升本公司運用先進回收技術的能力，並擴展其於清潔及維護服務行業的業務營運。

除上文所披露者外，本集團並無其他重大投資，亦無涉及附屬公司、聯營公司或合營企業的重大收購及／或出售。

重大投資或資本資產的未來計劃

除招股章程及本報告所披露者外，於二零二四年十二月三十一日，概無重大投資或資本資產的特定計劃。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

管理層論述與分析(續)

OTHER INFORMATION (continued)

Human resources

The total employee benefit expenses was RMB379.9 million during the Reporting Period (FY2023: RMB351.3 million). The number of staff was 8,160 as at 31 December 2024 (31 December 2023: 7,086). Each employee's remuneration was determined in accordance with the individual's responsibility, competence and skills, experience and performance, as well as market pay levels. All employees of the Group participate in employee social insurance plans established in the PRC, which cover pension, medical and other welfare benefits. Training programmes, including environmental protection, quality and occupational safety and health training, emergency response and rescue training, specialised cleaning skills training and management skills training, are regularly provided or arranged to our employees. We has also adopted a share option scheme to provide incentives or rewards to the staff.

Events after reporting period

Save as disclosed in this announcement, there were no other significant events that may affect our Group since the end of the Reporting Period.

其他資料(續)

人力資源

於報告期間，僱員福利開支總額為人民幣379.9百萬元(二零二三財年：人民幣351.3百萬元)。於二零二四年十二月三十一日，員工人數為8,160名(二零二三年十二月三十一日：7,086名)。各僱員的薪酬乃根據個人職責、才幹及技能、經驗及表現以及市場薪酬水平而釐定。本集團全體僱員均參與中國的僱員社會保險計劃，當中包括退休金、醫療及其他福利。我們定期向僱員提供或安排培訓計劃，包括環境保護、品質及職業安全與健康培訓、應急及救援培訓、專門清潔技能培訓及管理技能培訓。我們亦已採納購股權計劃以向員工提供激勵及獎勵。

報告期後事項

除本報告所披露者外，自報告期末以來並無其他可能影響本集團的重大事項。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷詳情

EXECUTIVE DIRECTORS

Mr. Li Chenghua, aged 52, is the chairman of the board (the “Chairman”), chief executive officer and an executive director of the Company. He joined the Group in August 2000 and is one of the founders of the Group. He was appointed as a Director on 4 January 2021 and re-designated as the Chairman, chief executive officer and an executive director of the Company on 16 March 2021. Mr. Li is responsible for overall strategic planning, management, operation and business development of the Group. He is currently also a director of the subsidiaries of the Company, Shenghui Cleanness (BVI) Limited (“Shenghui Cleanness (BVI)”), Shenghui Cleanness (HK) Limited (“Shenghui Cleanness (HK)”), Guangzhou Xinhui Technology Property Co., Ltd.* (廣州市昕輝科技物業有限公司) and Guangzhou Shenghui Cleanness Service Co., Ltd.* (廣州市升輝清潔服務有限公司) (“Guangzhou Shenghui”).

Mr. Li is an entrepreneur with over 26 years of management and operational experience in the cleaning service industry and has led the growth of the Group over the years.

Mr. Li completed an on-job CEO Training Course (Executive Master of Business Administration)* (EMBA課程總裁研修班) at Sun Yat-sen University in the PRC in April 2014. Mr. Li is also an active member of the sanitation industry in Guangzhou as he served as the president of the Industry Association of Sanitation of Panyu District of Guangzhou City* (廣州市番禺區環衛行業協會) from October 2016 to October 2020 and was elected as the vice president of the Guangzhou Industry Association of Sanitation (廣州環衛行業協會) for three consecutive terms from December 2011 to December 2023 and was elected as the president of the Guangzhou Industry Association of Sanitation with effect from 27 August 2024.

執行董事

李承華先生，52歲，為本公司董事會主席（「主席」）、行政總裁及執行董事。彼於二零零零年八月加入本集團，為本集團創始人之一。彼於二零二一年一月四日獲委任為本公司董事，於二零二一年三月十六日調任為主席、行政總裁及執行董事。李先生負責本集團整體策略規劃、管理、營運及業務發展。彼現時亦為本公司附屬公司升輝清潔（英屬維爾京群島）有限公司（「升輝清潔（BVI）」）、升輝清潔（香港）有限公司（「升輝清潔（香港）」）、廣州市昕輝科技物業有限公司及廣州市升輝清潔服務有限公司（「廣州升輝」）的董事。

李先生是一位企業家，於清潔服務行業擁有超過26年管理及營運經驗，多年來帶領本集團發展。

李先生於二零一四年四月在中國中山大學完成在職CEO培訓課程（EMBA課程總裁研修班）。李先生亦是廣州環衛行業的活躍成員，彼於二零一六年十月至二零二零年十月擔任廣州市番禺區環衛行業協會會長，並於二零一一年十二月至二零二三年十二月連續三屆當選為廣州環衛行業協會副會長，並自二零二四年八月二十七日起當選為廣州環衛行業協會會長。

* for identification purposes only

* 僅供識別

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

EXECUTIVE DIRECTORS (continued)

Mr. Chen Liming, aged 54, is the executive Director. He joined the Group in August 2000 and is one of the founders of the Group. He was appointed as a Director on 16 March 2021 and re-designated as an executive Director on the same day. Mr. Chen is responsible for providing industrial advice to the Group, as well as strategic management of and formulating business strategies for the Group. He is also a director of the subsidiaries of the Company, Shenghui Cleanness (BVI) and Shenghui Cleanness (HK).

Mr. Chen is an entrepreneur with over 24 years of management and operational experience in the cleaning service industry and has led the growth of the Group over the years. Prior to the establishment of the Group, Mr. Chen had experience in the cleaning industry. Since April 1999, he has been operating Guangzhou Panyu Nancun Qikai Construction Engineering Services Department* (廣州市番禺區南村啟凱建築工程服務部) (formerly known as Guangzhou Panyu Nancun Zhujiang Sanitation Cleaning Services Department* (廣州市番禺區南村珠江環衛清潔服務部) (“**Zhujiang Sanitation**”) as a sole proprietor, which principally provided waste transfer and disposal services since its establishment and during most of the period of financial years ended 31 December 2020 to 2022 and six months ended 30 June 2023. For the purpose of focusing the operations of cleaning related businesses by the Group, Mr. Chen ceased the operation of the domestic waste transfer and disposal business of Zhujiang Sanitation on 11 December 2020.

In August 2000, Mr. Chen co-founded Guangzhou Shenghui with Mr. Li and has been responsible for overseeing the daily operations of Guangzhou Shenghui. He also provided strategic advice to the Group since establishment. Mr. Chen also gained managerial and operational experience when he served as an executive director and manager of Guangzhou Shuoguo Property Management Co., Ltd.* (廣州碩果物業管理有限公司), a property management company, since April 2007; an executive director of Wuhan Chuangsheng Environmental Technology Co., Ltd.* (武漢創盛環保科技有限公司), an environmental technology company, from June 2014 to April 2018; as well as the executive director and manager of Guangzhou Yuneng Environmental Technology Co., Ltd.* (廣州市鈺能環保科技有限公司), an environmental technology company, from May 2016 to December 2020.

Mr. Chen also completed three on-job courses conducted by Sun Yat-sen University (中山大學) in the PRC, namely the Executive Master of Business Administration Course for Corporate CEOs (企業CEO總裁EMBA課程研修班) in June 2011; the CEO Training Course (Executive Master of Business Administration) (EMBA課程總裁研修班) in May 2013; and the Advanced Training Course on Corporate Entrepreneurship and Innovation* (企業創業創新高級研修班) in December 2013.

* for identification purpose only

董事及高級管理層履歷詳情(續)

執行董事(續)

陳黎明先生，54歲，為執行董事。彼於二零零零年八月加入本集團，為本集團創始人之一。彼於二零二一年三月十六日獲委任為董事，並於同日調任為執行董事。陳先生負責向本集團提供行業意見，以及為本集團進行策略管理及制定業務策略。彼亦為本公司附屬公司升輝清潔(BVI)及升輝清潔(香港)的董事。

陳先生是一位企業家，在清潔服務行業擁有超過24年管理及營運經驗，多年來一直引領本集團發展。於本集團成立前，陳先生擁有清潔行業經驗。自一九九九年四月起，彼一直獨資經營廣州市番禺區南村啟凱建築工程服務部(前稱廣州市番禺區南村珠江環衛清潔服務部)〔**珠江環衛**〕，該公司自其成立起計於截至二零二零年至二零二二年十二月三十一日止財政年度以及截至二零二三年六月三十日止六個月期間主要提供廢物轉運及處置服務。為專注於本集團經營的清潔相關業務，陳先生於二零二零年十二月十一日將珠江環衛的家居廢物轉運及處置業務終止。

於二零零零年八月，陳先生與李先生共同創立廣州升輝，一直負責監督廣州升輝的日常營運。自成立以來，彼亦為本集團提供策略諮詢。陳先生亦自二零零七年四月起擔任廣州碩果物業管理有限公司(物業管理公司)執行董事兼經理，自二零一四年六月至二零一八年四月擔任武漢創盛環保科技有限公司(環境技術公司)執行董事以及自二零一六年五月至二零二零年十二月擔任廣州市鈺能環保科技有限公司(環境技術公司)執行董事兼經理，期間獲得管理及營運經驗。

陳先生亦分別於二零一一年六月、二零一三年五月及二零一三年十二月在中國完成中山大學開辦的三個在職課程，即企業CEO總裁EMBA課程研修班、EMBA課程總裁研修班及企業創業創新高級研修班。

* 僅供識別

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

Dr. Wang Hui aged 46, was appointed as an independent non-executive Director on 26 July 2024 and is responsible for providing independent judgement on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct. She is the chairperson of the audit committee and the investment committee of the Company; and a member of the remuneration committee and the nomination committee of the Company.

Dr. Wang has over 25 years experience in corporate finance and accounting, project investment and decision-making, risk management and control. Dr. Wang was appointed as the chief financial officer of China First Capital Group Limited (stock code: 1269) on 31 December 2015. Dr. Wang obtained a bachelor's and a master's degrees in economics from Shanghai University of Finance and Economics in 2000 and 2003, respectively. Then, he obtained a doctoral degree in management from Shanghai University of Finance and Economics in 2007. Dr. Wang is a non-practising member of China Association of Certified Public Accountants.

Ms. Cheung Bo Man, aged 36, was appointed as an independent non-executive Director on 14 November 2023 and is responsible for providing independent judgement on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct. She is the chairperson of the remuneration committee of the Company and a member of the audit committee, the nomination committee and the investment committee of the Company.

Ms. Cheung is a practising solicitor in Hong Kong and a partner of Messrs. Ronald Tong & Co. She has over 12 years of experience in the legal industry and experience in corporate transactions involving listed companies. Since 25 April 2017, she has been the company secretary of China Display Optoelectronics Technology Holdings Limited (stock code: 334), a company listed on the Main Board of the Stock Exchange.

Ms. Cheung obtained a Bachelor of Business Administration (Law) degree and a Bachelor of Laws degree from the University of Hong Kong in December 2009 and November 2011 respectively, and further obtained a Postgraduate Certificate in Laws from the University of Hong Kong in June 2012.

獨立非執行董事

王輝博士，46歲，於二零二四年七月二十六日獲委任為獨立非執行董事，負責就策略、政策、業績、問責、資源、主要任命及行為標準等事宜提供獨立判斷。彼為本公司審核委員會及投資委員會主席以及薪酬委員會及提名委員會成員。

王博士於企業財務與會計、項目投資與決策、風險管理與控制等方面擁有逾25年經驗。於二零一五年十二月三十一日，王博士獲委任為中國首控集團有限公司(股份代號：1269)財務總監。王博士分別於二零零零年及二零零三年取得上海財經大學經濟學學士及碩士學位，繼而於二零零七年取得上海財經大學管理學博士學位。王博士為中國註冊會計師協會非執業會員。

張寶文女士，36歲，於二零二三年十一月十四日獲委任為獨立非執行董事，負責就策略、政策、業績、問責、資源、主要任命及行為標準等事宜提供獨立判斷。彼為本公司薪酬委員會主席以及審核委員會、提名委員會及投資委員會成員。

張寶文女士為香港執業律師，現為唐匯棟律師行的合夥人。彼於法律界擁有超過12年經驗，亦擁有處理上市公司企業交易的經驗。自二零一七年四月二十五日起，彼擔任華顯光電技術控股有限公司(一家於聯交所主板上市的公司，股份代號：334)的公司秘書。

張寶文女士分別於二零零九年十二月及二零一一年十一月獲得香港大學工商管理(法學)及法律學士學位，並於二零一二年六月獲得香港大學法學專業證書。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

Ms. Yau Yin Hung, aged 38, was appointed as an independent non-executive Director on 14 November 2023 and is responsible for providing independent judgement on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct. She is the chairperson of the nomination committee of the Company and a member of the audit committee, the remuneration committee and the investment committee of the Company.

Ms. Yau has approximately 13 years of experience in the banking industry with a focus on providing securities and asset management services. She started her career as an account executive trainee at HSBC Broking Securities (Asia) Limited in December 2009, where she was responsible for handling client account matters, with her last position as an account executive when she left the firm in February 2011. From March 2011 to April 2011, Ms. Yau worked as a securities officer of Citibank (Hong Kong) Limited, where she provided securities dealing services to bank retail customers. From April 2011 to February 2016, Ms. Yau served in Nomura International (Hong Kong) Limited, an investment firm, where her last position was wealth manager. Ms. Yau then worked for Credit Suisse AG Hong Kong Branch from March 2016 to December 2018 and provided services on Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities as defined under the Securities and Futures Ordinance (the “SFO”). From September 2019 to September 2020, she was employed by Parksong Mining and Resource Recycling Limited, a subsidiary of Greentech Technology International Limited (a company listed on the Main Board (stock code: 195) (“Greentech”), and was a responsible officer of Ocean Cedar Asset Management Company Limited, also a subsidiary of Greentech, for Type 4 (advising on securities) and Type 9 (asset management) regulated activities defined under the SFO from May 2020 to September 2020. Since then, Ms. Yau has been devoting her time to managing accounts for her family business. Ms. Yau was appointed as director of Green Education Foundation Limited since October 2021.

Ms. Yau obtained a Bachelor of Science with a major in Environmental Economics and Policy from the University of California, Berkeley in December 2008. She further obtained a Master of Finance from the University of Hong Kong in November 2012.

董事及高級管理層履歷詳情(續)

獨立非執行董事(續)

邱燕虹女士，38歲，於二零二三年十一月十四日獲委任為獨立非執行董事，負責就策略、政策、業績、問責、資源、主要任命及行為標準等事宜提供獨立判斷。彼為本公司提名委員會主席以及審核委員會、薪酬委員會及投資委員會成員。

邱女士於銀行業擁有約13年經驗，專門提供證券及資產管理服務。彼於二零零九年十二月於滙豐金融證券(亞洲)有限公司開展事業，擔任客戶經理培訓生，負責處理客戶賬戶事宜，於二零一一年二月離任時的最後職位為客戶經理。於二零一一年三月至二零一一年四月，邱女士於花旗銀行(香港)有限公司任職證券主任，負責向銀行零售客戶提供證券買賣服務。於二零一一年四月至二零一六年二月，邱女士於投資公司野村國際(香港)有限公司任職，離職前職位為理財經理。其後，邱女士於二零一六年三月至二零一八年十二月於瑞士信貸集團香港分行任職，提供證券及期貨條例(「證券及期貨條例」)所界定第1類(證券交易)及第4類(就證券提供意見)受規管活動的服務。於二零一九年九月至二零二零年九月，彼受聘於Parksong Mining and Resource Recycling Limited，該公司為綠科科技國際有限公司(於主板上市的公司(股份代號：195)(「綠科」))之附屬公司，並於二零二零年五月至二零二零年九月擔任Ocean Cedar Asset Management Company Limited(亦為綠科之附屬公司)就證券及期貨條例所界定第4類(就證券提供意見)及第9類(提供資產管理)受規管活動的負責人員。此後，邱女士一直投身打理家族生意的賬戶。自二零二一年十月起，邱女士獲委任為綠識人仁教育基金有限公司的董事。

邱女士於二零零八年十二月獲柏克萊加利福尼亞大學頒發科學學士學位(主修環境經濟及政策)。彼再於二零一二年十一月獲得香港大學的金融學碩士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

董事及高級管理層履歷詳情(續)

SENIOR MANAGEMENT

Mr. Xing Guojun, aged 45, is the managing director of the Group. He joined the Group as a head of administration in November 2002 where he was responsible for managing the daily operation of the domestic cleaning services department. In January 2006, Mr. Xing was promoted as an administrative assistant manager and was thereafter promoted to general manager in January 2010. He became a managing director of Guangzhou Shenghui in March 2017. He has approximately 20 years of managerial experience in the cleaning service industry and is responsible for the overall management and operation of the Group.

Mr. Xing started off his career as a trainee civilian policeman of Hubei Zaoyang Public Security Bureau Criminal Police Brigade* (湖北省棗陽市公安局刑警大隊直屬中隊) from June 2001 to October 2002, prior to joining the Group.

Mr. Xing keeps abreast with industrial development and completed vocational training courses between December 2005 to December 2019 conducted by the Guangzhou Industry Association of Sanitation* (廣州環衛行業協會), the Senior Civil Servant Training Centre of the PRC* (中國高級公務員培訓中心) and the Talent Exchange Centre of Ministry of Industry and Information Technology of the PRC* (中國工業和信息化部人才交流中心). He was also accredited as a third level/senior skill level cleaner* (三級/高級技能保潔員) in November 2014 by the Ministry of Human Resources and Social Security of the PRC* (人力資源和社會保障部).

Mr. Xing completed his studies in criminal investigation at Hubei Public Security College* (湖北公安高等專科學校) (now known as Hubei University of Police* (湖北警官學院)) in June 2001.

高級管理層

邢國軍先生，45歲，為本集團董事總經理。彼於二零零二年十一月加入本集團擔任行政業務主管，負責管理家居清潔服務部的日常營運。於二零零六年一月，邢先生獲晉升為行政業務助理經理，其後於二零一零年一月獲晉升為總經理。彼於二零一七年三月擔任廣州升輝的董事總經理。彼於清潔服務行業擁有約20年的管理經驗，負責本集團的整體管理及營運。

於加入本集團前，邢先生於湖北省棗陽市公安局刑警大隊直屬中隊開展事業，於二零零一年六月至二零零二年十月擔任見習民警。

邢先生緊貼行業發展，於二零零五年十二月至二零一九年十二月期間完成由廣州環衛行業協會、中國高級公務員培訓中心及中國工業和信息化部人才交流中心舉辦的職業培訓課程。彼亦於二零一四年十一月獲中國人力資源和社會保障部認可為三級／高級技能保潔員。

邢先生於二零零一年六月在湖北公安高等專科學校(現名湖北警官學院)完成刑事調查的課程。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

董事及高級管理層履歷詳情(續)

SENIOR MANAGEMENT (continued)

Mr. Cao Zuoping, aged 48, is the merchandising manager of the Group. He joined the Group in November 2010 as project manager and was promoted to his current position in May 2011. Mr. Cao is primarily responsible for the supervision and management of the procurement of cleaning products and equipment of the Group.

Prior to joining the Group, Mr. Cao started his career as a fire and security foreman at Guangdong Weibo Communication Bureau* (廣東省微波通信局), from January 1997 to December 2001, where he was responsible for handling fire safety matters. He then gained over seven years of managerial experience as a property manager and head of security at Guangdong Gongcheng Property Management Co., Ltd.* (廣東省公誠物業管理有限公司) from January 2002 to October 2009, during which he was mainly responsible for property management and security of the management office.

Mr. Cao completed the property management programme at China Central Radio and TV University* (中央廣播電視大學) (now known as the Open University of China* (國家開放大學)) in the PRC in January 2011. He also obtained a completion certificate (結業證書) from the Guangzhou Property Management Association* (廣州市物業管理協會) in November 2003.

Ms. Chen Chiqiong, aged 40, is the administrative manager of the Group. She has approximately 13 years of experience in administrative management. Ms. Chen first joined the Group in December 2009 as an administrative assistant. She was then promoted to administrative supervisor in May 2011 where she was responsible for settling payment and arranging employment contracts. In March 2018, Ms. Chen was promoted to her current position and she is primarily responsible for the overall supervision of the operations as well as managing internal relationships of the Group.

Ms. Chen completed her computer studies at Hubei Huangshi Institute of Education* (湖北省黃石教育學院) (now known as Huangshi Polytechnic College* (黃石高等專科學校)) in July 2004. She was also accredited a second level labour relations coordinator* (二級勞動關係協調員) by the Ministry of Human Resources and Social Security of the PRC* (中國人力資源和社會保障部) in January 2019.

高級管理層(續)

曹祚平先生，48歲，為本集團的採購經理。彼於二零一零年十一月加入本集團，擔任項目經理，並於二零一一年五月獲晉升至現職。曹先生主要負責監督和管理本集團的清潔用品及設備採購。

於加入本集團前，曹先生於一九九七年一月至二零零一年十二月在廣東省微波通信局開展事業，擔任消防及保安工頭，負責處理消防安全事宜。彼隨後於二零零二年一月至二零零九年十月在廣東省公誠物業管理有限公司擔任物業經理及保安主任，積累超過七年的管理經驗，期間主要負責管理處的物業管理及保安工作。

曹先生於二零一一年一月完成中國中央廣播電視大學(現名國家開放大學)的物業管理課程。彼亦於二零零三年十一月取得廣州市物業管理協會的結業證書。

陳熾瓊女士，40歲，為本集團的行政經理。彼於行政管理方面擁有約13年經驗。陳女士最初於二零零九年十二月加入本集團擔任行政助理。及後，彼於二零一一年五月晉升為行政主管，負責結算付款及安排僱傭合約。二零一八年三月，陳女士獲晉升至現職，彼主要負責全面監督營運，以及管理本集團的內部關係。

陳女士於二零零四年七月於湖北省黃石教育學院(現名黃石高等專科學校)完成計算機課程。彼亦於二零一九年一月獲中國人力資源和社會保障部認證為二級勞動關係協調員。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

董事及高級管理層履歷詳情(續)

SENIOR MANAGEMENT (continued)

Mr. Li Langquan, aged 40, is the marketing director of the Group. He has over 7 years of tendering and marketing experience and is primarily responsible for overseeing and supervising tendering and marketing activities as well as business development of the Group.

Mr. Li first joined the Group as a marketing manager in May 2013 but left the Group in May 2014. He re-joined the Group in May 2016 as a marketing manager and was promoted to vice marketing director in August 2018. Mr. Li was further promoted to his current position in March 2021.

Mr. Li completed his studies in plant protection* (植物保護) at the South China University of Tropical Agriculture* (華南熱帶農業大學) in the PRC in June 2007. He was accredited as a fifth level/primary skill level pest control officer* (五級/初級技能有害生物防制員) by the Ministry of Human Resources and Social Security in Guangzhou of the PRC* (廣州市人力資源和社會保障局) in May 2014. Mr. Li has also obtained a Stone Application Conservation and Floor Project Manager Certificate of Post Training* (石材應用護理、地坪項目經理任職培訓證書) accredited by the Guangdong Stone Materials Association Stone Application Specialised Committee* (廣東省石材行業協會石材應用護理專業委員會) in June 2019. He has further obtained a Certificate of Training Project for Urgent and Shortage Talents in the Industry and Information Technology Field* (工業和信息化領域急需緊缺人才培養工程證書) as an Urban Sanitation Engineer* (城市環衛工程師) accredited by the Ministry of Industry and Information Technology Talent Exchange Center* (工業和信息化部人才交流中心) of the PRC in December 2019.

高級管理層(續)

李浪全先生，40歲，為本集團市場部總監。彼擁有逾七年招標及營銷經驗，主要負責監督監管本集團的招標及營銷活動以及業務發展。

李浪全先生最初於二零一三年五月加入本集團擔任市場部經理，但於二零一四年五月離開本集團。彼於二零一六年五月重返本集團擔任市場部經理，並於二零一八年八月晉升為市場部副總監。李浪全先生於二零二一年三月再獲晉升至現職。

李浪全先生於二零零七年六月在中國華南熱帶農業大學完成植物保護課程。彼於二零一四年五月獲中國廣州市人力資源和社會保障局認證為五級／初級技能有害生物防制員。李浪全先生亦於二零一九年六月取得廣東省石材行業協會石材應用護理專業委員會認可的石材應用護理、地坪項目經理任職培訓證書。彼於二零一九年十二月進一步取得中國工業和信息化部人才交流中心認可的工業和信息化領域急需緊缺人才培養工程證書，擔任城市環衛工程師。

CORPORATE GOVERNANCE REPORT

企業管治報告

Corporate governance provides the framework within which the Board forms their decisions and build their businesses. The Company is committed to achieving good corporate governance, focusing on creating long-term sustainable growth for the Shareholders and delivering long-term values to all stakeholders. An effective corporate governance structure allows the Company to have a better understanding of, evaluate and manage, risks and opportunities. The Company adopted all the code provisions in the Corporate Governance Code (the “CG Code”) in Appendix C1 of the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange as its own code on corporate governance practices.

Throughout the year and up to the date of this report, the Company complied with the code provisions set out in part 2 of the CG Code with the exception of the code provision C.2.1. Details of such deviation is explained below.

BOARD OF DIRECTORS

The Company is governed by the Board which is responsible for overall strategic planning, management, operation and business development of the Group; providing industrial advice to the Group as well as strategic management of and formulating business strategies for the Group; providing independent judgement on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct; and devising the risk management strategies and operational plans as well as appointing the senior management of the Group. The Board sets the overall strategy and directions for the Group with a view to developing its business and enhancing the Shareholder value.

The Board meets regularly throughout the year to formulate overall strategy, monitor business development as well as the financial performance of the Group. The Board has delegated certain duties and authorities to the management of the Company for overall management and operation of the Group; supervision and management of the procurement of cleaning products and equipment of the Group; overall supervision of the operations as well as managing internal and external relationships of the Group; and overseeing and supervising tendering and marketing activities as well as business development of the Group.

企業管治為董事會制定決策及開展業務提供框架。本公司致力於實現良好的企業管治，專注於為股東創造長期可持續增長，並為所有持份者締造長期價值。有效的企業管治結構可使本公司能夠更好地瞭解、評估及管理風險與機遇。本公司採納聯交所證券上市規則（「上市規則」）附錄C1企業管治守則（「企業管治守則」）內所有守則條文，作為本身的企業管治常規守則。

於整個年度及直至本報告日期，本公司一直遵守企業管治守則第2部所載的守則條文，惟守則條文第C.2.1條除外。有關偏離的詳情將於下文闡釋。

董事會

本公司由董事會管理，董事會負責本集團的整體戰略規劃、管理、運營和業務發展；為本集團提供行業建議以及戰略管理，並為本集團制定業務戰略；就戰略、政策、業績、問責、資源、主要委任及行為準則等事宜提供獨立判斷；及制定風險管理戰略及運營計劃，以及委任本集團高級管理人員。董事會為本集團制定整體戰略及方向，以發展業務，提升股東價值。

董事會全年定期召開會議，以制定整體戰略、監督業務發展及本集團財務表現。董事會已授予本公司管理層若干職責及授權，負責全面管理本集團營運；監督及管理本集團清潔用品及設備的採購；全面監督本集團的營運及管理內部及對外關係；以及監視及督查本集團的招標、市場推廣活動及業務發展。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

BOARD OF DIRECTORS (continued)

The Board established mechanism to ensure independent views and input are available to the Board. The independent non-executive Directors (the “INEDs”) support the effective discharge of the duties and responsibilities of the Board and bring independent views and input to the Board. In addition, the Board, Board committees or individual Directors may seek independent professional advice, views and input, which shall include but not limited to legal advice, advice of accountants and advice of other professional financial advisors, as considered necessary to fulfil their responsibilities and in exercising independent judgment when making decisions in furtherance of their Directors’ duties at the Company’s expense.

The Board is responsible for determining the appropriate corporate governance practices applicable to the Company’s circumstances and ensuring systems, processes and procedures in place to achieve the Company’s corporate governance objectives; reviewing and monitoring the training and continuous professional development of the Directors and senior management and the Company’s policies, practices and guidelines on compliance with legal and regulatory requirements; and etc. The Board may discharge its corporate governance duties by establishment of board committees of the Company and delegation of certain management and administration functions to the management. Throughout the year and up to the date of this report, the Board reviewed the compliance with the CG Code, the disclosure in the corporate governance report and the effectiveness of the risk management and internal controls systems of the Group.

The Board currently comprises two executive Directors, namely Mr. Li Chenghua (the Chairman and the chief executive officer of the Company) and Mr. Chen Liming, and three INEDs, namely Dr. Wang Hui, Ms. Cheung Bo Man and Ms. Yau Yin Hung.

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Group, and to review and approve the Group’s annual and interim results and other ad hoc matters which need to be dealt with. A board meeting of the Company was held on 28 March 2025 to consider and approve the annual results of the Company for the Reporting Period and convene the annual general meeting of the Company.

董事會(續)

董事會已建立機制，確保董事會能夠獲提供獨立意見和建議。獨立非執行董事（「獨立非執行董事」）支持董事會有效履行職責及責任，並向董事會提供獨立意見和建議。此外，董事會、董事會委員會或個別董事可在其認為必要時尋求獨立的專業建議、意見及見解，包括但不限於法律意見、會計師意見和其他專業財務顧問意見，以履行其職責，並在作出決策以促進其董事職責時行使獨立判斷，費用由本公司承擔。

董事會負責確定適用於本公司情況的適當企業管治常規，並確保建立相關系統、流程及程序，以實現本公司的企業管治目標；審查及監督董事及高級管理層的培訓和持續專業發展，以及本公司在遵守法律及監管要求方面的政策、常規及指引等。董事會可透過成立本公司董事委員會及授權管理層執行若干管理及行政職能，以履行其企業管治職責。於整個年度及直至本報告日期，董事會已審視企業管治守則的遵守情況、企業管治報告的披露及本集團風險管理及內部控制系統的成效。

董事會目前包括兩名執行董事，即李承華先生（主席兼本公司行政總裁）及陳黎明先生，以及三名獨立非執行董事，即王輝博士、張寶文女士及邱燕虹女士。

董事會定期舉行會議，討論本集團之整體策略以及營運及財政表現，並審閱及批准本集團之全年及中期業績及其他須處理之個別事項。本公司董事會於二零二五年三月二十八日舉行會議，以考慮及批准本公司於報告期內的年度業績及召開本公司股東週年大會。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

BOARD OF DIRECTORS (continued)

During the year, four Board meetings were held and the individual attendance records of each Director at the meetings of the Board, Audit and Risk Management Committee, Remuneration Committee and general meeting during the year ended 31 December 2024 are set out below:

董事會(續)

年內，已舉行四次董事會會議，而各董事於截至二零二四年十二月三十一日止年度內於董事會、審核及風險管理委員會、薪酬委員會及股東大會的個別出席記錄載列如下：

		Meeting attended/held 出席／舉行會議次數						
			Audit committee	Remuneration committee	Nomination committee	Investment committee	AGM	EGM
Name of Directors	董事姓名	Board 董事會	審核委員會	薪酬委員會	提名委員會	投資委員會	股東週年大會	股東特別大會
Executive Directors								
Mr. Li Chenghua	李承華先生	6/6	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	1/1	1/1
Mr. Chen Liming	陳黎明先生	6/6	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	1/1	1/1
Independent Non-Executive Directors								
Ms. Yau Yin Hung	邱燕虹女士	6/6	5/5	2/2	2/2	1/1	1/1	1/1
Ms. Cheung Bo Man	張寶文女士	6/6	5/5	2/2	2/2	1/1	1/1	1/1
Ms. Chong Sze Pui Joanne, MH (resigned with effect from 1 June 2024)	張詩培女士，MH (自二零二四年 六月一日起辭任)	1/6	1/5	1/2	1/2	0/1	0/1	0/1
Dr. Wang Hui (appointed with effect from 26 July 2024)	王輝博士 (自二零二四年 七月二十六日 起獲委任)	5/6	3/5	0/2	0/2	1/1	1/1	1/1

The Board has reserved for its decision or consideration matters covering mainly the Group's overall strategy, annual operating budget, annual and interim results, approval of Directors' appointment or reappointment (based on the recommendations made by the Nomination Committee), material contracts and transactions, corporate governance as well as other significant policy and financial matters. The Board has delegated the day-to-day management and operation responsibility to the executive management. The respective functions of the Board and management of the Company have been formalised and set out in writing and will be reviewed and updated by the Board from time to time to ensure that they are consistent with the existing rules and regulations.

經董事會決定或考慮之事宜主要包括本集團整體策略、年度營運預算、年度及中期業績、董事委任或重新委任之批准(按提名委員會之建議)、重大合約及交易、企業管治，以及其他重大政策及財務等事宜。董事會已將日常管理及營運職責委派予行政管理人員。董事會及本公司管理層之職能已分別確立並以書面列載，並不時由董事會作出檢討並更新，以確保其職能與現行規則及規例一致。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

BOARD OF DIRECTORS (continued)

Regular Board meetings each year are scheduled in advance to facilitate maximum attendance of Directors. At least 14 days' notice of a Board meeting is normally given to all Directors who are given an opportunity to include matters for discussion in the agenda. The company secretary of the Company ("Company Secretary") assist the Chairman of the Board in preparing the agenda for meetings and ensures that all applicable rules and regulations are complied with. The agenda and the accompanying Board papers are normally sent to all Directors at least 3 days before the intended date of a regular Board meeting (and so far as practicable for such other Board meetings). Draft minutes of each Board meeting are circulated to all Directors for their comment before being tabled at the following Board meeting for approval. All minutes are kept by the Company Secretary and are open for inspection at any reasonable time on reasonable notice by any Director.

According to the current Board practice, if a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by the Board at a duly convened Board meeting and INEDs who, and whose close associates, have no material interest in the transaction should be present at that Board meeting. The constitution of the Company also stipulates that save for the exceptions as provided therein, a Director shall abstain from voting on any Board resolution and not be counted in the quorum at meetings for approving any contract or arrangement in which such Director or any of his/her close associates has a material interest.

董事會(續)

董事會每年定期會議的舉行日期預先編定，以便更多董事出席會議。舉行董事會會議一般會給予全體董事至少14天之通知，以便彼等皆有機會提出商討事項列入會議議程內。本公司的公司秘書（「公司秘書」）協助董事會主席編製會議議程，以及確保已遵守所有適用規則及規例。議程及隨附之董事會文件一般在擬舉行董事會定期會議日期（及就可行情況下，亦適用於其他董事會會議）前至少3天呈送予全體董事。每份董事會會議記錄之初稿於提交下一次董事會會議審批前，先供全體董事傳閱並提出意見。所有會議記錄均由公司秘書保存，並供任何董事於發出合理通知時，於任何合理時間內查閱。

根據董事會現行慣例，倘主要股東或董事在董事會將予考慮之事項中存有董事會認為屬重大之利益衝突，則有關事項會於正式召開之董事會會議上由董事會處理，而獨立非執行董事及其緊密聯繫人並無重大權益，須出席該董事會會議。本公司之公司章程亦規定，除當中所述之例外情況外，董事須就批准彼或其任何緊密聯繫人擁有重大利益之任何合約或安排之會議上就任何董事會決議案放棄投票，彼亦不會被計算於該等會議之法定人數內。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

BOARD OF DIRECTORS (continued)

Every Director is entitled to have access to Board papers and related materials and has access to the advice and services of the Company Secretary. The Board and each Director also have separate and independent access to the Company's management. Directors will be continuously updated on the major developments of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices. In addition, as part of the mechanism to encourage independent views and input from Directors, a written procedure has been established and reviewed annually to enable the Directors, in discharge of their duties, to seek external independent professional advice in appropriate circumstances at a reasonable cost to be borne by the Company.

Directors' Continuous Professional Development

For continuous professional development, in addition to Directors' attendance at meetings and review of papers and circulars sent by the management of the Company, during the year ended 31 December 2024, Directors participated in the activities including the following:

董事會(續)

每位董事均有權查閱董事會文件及相關資料，並可向公司秘書尋求意見及服務。董事會及各董事亦可個別及獨立地接觸本公司之管理層。董事將獲持續提供上市規則及其他適用監管規定之最新重大發展之資料，以確保彼等遵守及維持良好的企業管治常規。此外，作為鼓勵董事發表獨立意見及投入的機制的一環，我們已制定書面程序並進行年度檢討，讓各董事在履行其職務時，可在適當之情況下尋求外部獨立專業意見，有關合理費用由本公司承擔。

董事持續專業發展

在持續專業發展方面，董事除出席會議及審閱由本公司管理層發出之文件及通函外，於截至二零二四年十二月三十一日止年度，董事參與之活動包括如下：

		Participation in Continuous Professional Development Activities 參與持續專業發展活動	
		Reading regulatory updates	Attending trainings/briefings/seminars/conferences relevant to the Directors' duties 出席與董事職責有關的培訓／簡報會／座談會／會議
Name of Directors	董事姓名	閱讀監管最新發展	
Executive Directors	執行董事		
Mr. Li Chenghua	李承華先生	Y	Y
Mr. Chen Liming	陳黎明先生	Y	Y
Independent Non-Executive Directors	獨立非執行董事		
Ms. Yau Yin Hung	邱燕虹女士	Y	Y
Ms. Cheung Bo Man	張寶文女士	Y	Y
Ms. Chong Sze Pui Joanne, MH (resigned with effect from 1 June 2024)	張詩培女士，MH (自二零二四年六月一日起辭任)	Y	Y
Dr. Wang Hui (appointed with effect from 26 July 2024)	王輝博士(自二零二四年七月二十六日起獲委任)	Y	Y

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

BOARD OF DIRECTORS (continued)

In compliance with the Listing Rules, the Company appointed INEDs with at least one of them having appropriate professional qualifications or accounting or related financial management expertise. The INEDs, together with the executive Directors, ensure that the Board prepares its financial and other mandatory reports in strict compliance with the relevant standards. The Company received annual confirmation of independence under Rule 3.13 of the Listing Rules from each of the INEDs and believes that their independence is in compliance with the Listing Rules.

The non-executive Directors are subject to the requirement that one-third of all the Directors shall retire from office by rotation at each annual general meeting of the Company pursuant to the amended and restated articles of association of the Company (the “**Articles of Association**”).

Under the code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Li Chenghua currently holds the positions of the Chairman and chief executive officer of the Company. Throughout the history of the Group, Mr. Li, the Chairman, chief executive officer, executive director and controlling shareholder of the Company, has held key leadership position of the Group and has been responsible for overseeing all aspects of the operations of the Group including strategic planning, management, operation and business development. The Directors (including the INEDs) consider that Mr. Li is the best candidate for both positions and the present structure is conducive to strong and consistent leadership, enabling the Group to make and implement decisions efficiently, and thus is in the best interests of the Group and the Shareholders as a whole.

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

During the Reporting Period, according to the records provided by the Directors, all Directors, Mr. Li Chenghua, Mr. Chen Liming, Dr. Wang Hui, Ms. Cheung Bo Man and Ms. Yau Yin Hung, participated in continuous professional development activities by way of attending training and reading materials covering topics including continuing obligations of listed companies, prospectus liability of directors, connected transactions and corporate governance.

董事會(續)

為遵守上市規則，本公司委任的獨立非執行董事中至少有一人具備適當的專業資格或會計或相關財務管理專業知識。獨立非執行董事，連同執行董事，共同確保董事會嚴格按照相關準則編製財務報告和其他強制性報告。本公司已收到各獨立非執行董事根據上市規則第3.13條提交的年度獨立性確認書，並相信彼等的獨立性符合上市規則規定。

非執行董事須遵守本公司經修訂及重列組織章程細則(「**組織章程細則**」)的規定，即三分之一的董事須於本公司每屆股東週年大會上輪值退任。

根據企業管治守則守則條文第C.2.1條，主席及行政總裁的角色應區分開來，不應由同一人擔任。李承華先生目前擔任主席及本公司行政總裁職務。縱觀本集團的發展歷程，李先生作為本公司主席、行政總裁、執行董事及控股股東，一直擔任本集團的主要領導職務，負責監督本集團各方面運作，包括策略規劃、管理、營運及業務發展。董事(包括獨立非執行董事)認為，李先生乃上述兩個職位的最佳人選，現時架構有利於強而有力且貫徹一致的領導，使本集團有效制定及實施決策，從而符合本集團及股東的整體最佳利益。

董事持續專業發展

報告期內，根據董事提供的記錄，全體董事(即李承華先生、陳黎明先生、王輝博士、張寶文女士及邱燕虹女士)已透過參加培訓及閱讀材料參與持續專業發展活動，主題包括上市公司的持續義務、董事對招股章程之責任、關連交易及企業管治。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

SECURITIES TRANSACTIONS BY DIRECTORS

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 of the Listing Rules as its codes of conduct regarding securities transactions by the Directors and by relevant employees of the Group. All Directors have confirmed, following specific enquiries by the Company, that they fully complied with the Model Code and its code of conduct regarding the Directors’ securities transactions throughout the year and up to the date of this report.

REMUNERATION COMMITTEE

The Company established a remuneration committee of the Company (the “**Remuneration Committee**”) with written terms of reference in compliance with the CG Code of the Listing Rules. The Remuneration Committee comprises three INEDs, namely Ms. Cheung Bo Man, Dr. Wang Hui and Ms. Yau Yin Hung. The Remuneration Committee is chaired by Ms. Cheung Bo Man.

The primary duties of the Remuneration Committee are to make recommendation to the Board on the Company’s policy and structure for all the remuneration packages, bonuses and other compensation payable to the Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy; review and approve the management’s remuneration proposals with reference to the Board’s corporate goals and objectives; and make recommendations to the Board on the remuneration of non-executive Directors. The Directors are remunerated with reference to their respective duties and responsibilities with the Company, the Company’s performance, salaries paid by comparable companies and current market situation. The Remuneration Committee adopted the model under the CG Code to determine, with delegated responsibility, the specific remuneration packages of individual executive Directors and senior management.

The remuneration committee shall meet at least once a year in accordance with its terms of reference. During the year ended 31 December 2024, one remuneration committee meeting was held and the attendance of each member is set out in the section headed “Board of directors” of this report.

Details of Directors’ emoluments and the retirement benefit schemes for the Reporting Period are disclosed in Note 8 to the consolidated financial statements.

董事證券交易

本公司已採納上市規則附錄C3所載的上市發行人董事進行證券交易的標準守則(「**標準守則**」)，作為董事及本集團相關僱員進行證券交易的行為守則。經本公司作出具體查詢後，所有董事均已確認於整個年度及直至本報告日期，彼等完全遵守標準守則及其有關董事進行證券交易的行為守則。

薪酬委員會

本公司已成立本公司薪酬委員會(「**薪酬委員會**」)，並根據上市規則企業管治守則訂立書面職權範圍。薪酬委員會由三名獨立非執行董事組成，即張寶文女士、王輝博士及邱燕虹女士。薪酬委員會主席為張寶文女士。

薪酬委員會的主要職責包括就本公司應付予董事及高級管理層的所有薪酬待遇、花紅及其他報酬的相關政策及架構以及就制定薪酬政策建立正式及具透明度的程式向董事會提出建議；參照董事會的企業目標，審批管理層的薪酬建議，並就非執行董事的薪酬向董事會作出建議。董事的薪酬已參考彼等各自在本公司的職責及責任、本公司表現、可資比較公司所支付的薪金及當前市況。薪酬委員會採用企業管治守則所規定的模式，在獲授權情況下釐定個別執行董事及高級管理層的具體薪酬待遇。

根據其職權範圍，薪酬委員會每年須最少舉行一次會議。截至二零二四年十二月三十一日止年度，薪酬委員會已舉行一次會議，而各成員之出席情況載於本報告「董事會」一節內。

報告期內的董事酬金及退休福利計劃詳情披露於綜合財務報表附註8。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

NOMINATION COMMITTEE

The Company established a nomination committee of the Company (the “**Nomination Committee**”) with written terms of reference in compliance with the CG Code of the Listing Rules. The Nomination Committee comprises three INEDs, namely Ms. Yau Yin Hung, Dr. Wang Hui and Ms. Cheung Bo Man. The Nomination Committee is chaired by Ms. Yau Yin Hung.

The primary duties of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board; identify individuals suitably qualified to become Board members; assess the independence of INEDs; make recommendations to the Board on the composition of the audit committee, remuneration committee and other Board committees of the Company and the appointment or re-appointment of Directors and succession planning for Directors; and monitor the execution of the board diversity policy of the Company (the “**Board Diversity Policy**”) and review the implementation and effectiveness of the Board Diversity Policy.

The Nomination Committee shall identify director candidates with appropriate qualifications in accordance with the provisions under the Listing Rules, the Articles of Association and applicable laws and regulations and shall review the structure, size and composition of the Board annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy.

提名委員會

本公司已成立本公司提名委員會(「**提名委員會**」)，並根據上市規則企業管治守則訂立書面職權範圍。提名委員會由三名獨立非執行董事組成，即邱燕虹女士、王輝博士及張寶文女士。提名委員會主席為邱燕虹女士。

提名委員會的主要職責包括對董事會的架構、規模及組成(包括技能、知識、經驗及多元性)進行檢討，物色合適的合資格人士成為董事會成員，評估獨立非執行董事的獨立性，就本公司審核委員會、薪酬委員會及其他董事委員會的組成及委任或重新委任董事以及董事繼任計劃向董事會提出建議，以及監察本公司董事會成員多元化政策(「**董事會成員多元化政策**」)的執行情況及檢討董事會成員多元化政策的實施及有效性。

提名委員會應根據上市規則、組織章程細則及適用法律法規的規定，物色具備適當資格的董事候選人，並應每年檢討董事會的架構、規模及組成，就任何為配合本公司企業戰略而擬對董事會作出的任何變動提出建議。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

NOMINATION COMMITTEE (continued)

The Nomination Committee shall consider the following factors when assessing the candidates:

- Integrity and reputation;
- Educational background, professional qualifications and work experience (including part-time jobs);
- Whether or not they have the necessary skills and experience;
- Whether or not they are able to spend sufficient time and energy to handle the Company's affairs;
- Whether or not they will promote the diversity of the Board in all aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and term of office;
- Whether or not the candidates for independent Directors meet the requirements for independence under Rule 3.13 of the Listing Rules; and
- Any other relevant factors as determined by the Nomination Committee or the Board from time to time.

The Nomination Committee shall convene committee meetings and invite the Board members to nominate candidates (if any) for the Nomination Committee to consider before convening the meeting. The Nomination Committee may also nominate candidates who have not been nominated by the Board members.

For the appointment of any director candidate, the Nomination Committee shall conduct adequate due diligence in respect of such candidate and make recommendations to the Board for consideration. Where necessary, the Nomination Committee shall seek independent professional advice, at the Company's expense, to perform its responsibilities.

For the re-appointment of any existing members of the Board, the Nomination Committee shall make recommendations to the Board for consideration. For every Director including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

提名委員會(續)

提名委員會在評估候選人時應考慮以下因素：

- 誠信及聲譽；
- 教育背景、專業資格和工作經驗(包括兼職)；
- 是否具備必要的技能及經驗；
- 是否能夠花費足夠時間及精力處理本公司事務；
- 是否能促進董事會各方面多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識和任期；
- 獨立董事候選人是否符合上市規則第3.13條項下的獨立性要求；及
- 提名委員會或董事會不時釐定的任何其他相關因素。

提名委員會應召開委員會會議，並在會議召開前邀請董事會成員提名候選人(如有)供提名委員會審議。提名委員會亦可提名未獲董事會成員提名的候選人。

於委任任何董事候選人時，提名委員會應對該候選人進行充分的盡職調查，並向董事會提出建議以供考慮。如有必要，提名委員會應尋求獨立專業意見以履行其職責，費用由本公司承擔。

對於重新委任任何現有董事會成員，提名委員會應向董事會提出建議供其考慮。每名董事(包括有特定任期的董事)應至少每三年一次輪值退任。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

NOMINATION COMMITTEE (continued)

If an INED has served more than nine years, such Director's further appointment should be subject to a separate resolution to be approved by the Shareholders. The papers to the Shareholders accompanying that resolution should state why the Board (or the Nomination Committee) believes that the Director is still independent and should be re-elected, including the factors considered, the process and the discussion of the Board (or the Nomination Committee) in arriving at such determination.

Where all the INEDs have served more than nine years on the Board, the Company should disclose the length of tenure of each existing INED on a named basis in the circular to the Shareholders and/or explanatory statement accompanying the notice of the annual general meeting; and appoint a new INED on the Board at the forthcoming annual general meeting of the Company.

For the procedures for the Shareholders to nominate any director candidates, the procedures for the Shareholders to propose a person for election as a Director are posted on the Company's website.

The Board shall have the right of final decision on all matters relating to the election of recommended candidates or re-appointed Directors at a general meeting of the Company.

Each of the executive Directors entered into a service agreement with the Company for an initial term of three years commencing from 5 December 2023 and shall continue thereafter unless and until terminated by either the Company or the executive Directors giving to the other not less than three months' notice in writing. Each of the INEDs entered into a letter of appointment with the Company for a term of one year commencing from 5 December 2023. All Directors are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

提名委員會(續)

倘獨立非執行董事的任期已超過九年，則該董事的進一步任命應由股東另行通過決議案批准。隨同該決議案提交予股東的文件應說明董事會(或提名委員會)為何認為該董事仍具備獨立性並應重新當選，包括董事會(或提名委員會)於作出該決定時所考慮的因素、過程及討論。

若所有獨立非執行董事在董事會的任期已超過九年，本公司應在致股東通函及／或隨附股東週年大會通告的說明陳述中，以具名方式披露各現任獨立非執行董事的任期；並於即將舉行的本公司股東週年大會上委任新的獨立非執行董事加入董事會。

關於股東提名任何董事候選人的程序，股東提名個人選舉董事的程序已於本公司網站公佈。

董事會有權於本公司股東大會上就所有有關選舉推薦候選人或重新委任董事的事宜作出最終決定。

各執行董事均已與本公司訂立服務協議，由二零二三年十二月五日起初步為期三年，其後將繼續有效，除非及直至本公司或執行董事向另一方發出不少於三個月的書面通知終止協議。各獨立非執行董事均已與本公司訂立委任函，由二零二三年十二月五日起為期一年。根據組織章程細則，所有董事均須在本公司股東週年大會上輪值退任及膺選連任。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

NOMINATION COMMITTEE (continued)

According to Articles 84(1)-(2) of the Articles of Association, at each annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting of the Company at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

According to Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

The nomination committee shall meet at least once a year in accordance with its terms of reference. During the year ended 31 December 2024, two nomination committee meetings was held and the attendance of each member is set out in the section headed "Board of directors" of this report.

AUDIT COMMITTEE

The Company established an audit committee of the Company (the "Audit Committee") with written terms of reference in compliance with the CG Code of the Listing Rules. The Audit Committee comprises three INEDs, namely Dr. Wang Hui, Ms. Cheung Bo Man and Ms. Yau Yin Hung. The Audit Committee is chaired by Dr. Wang Hui.

The primary duties of the Audit Committee are to review the risk management and internal control systems of the Group and the financial information, including accounting policies and practices and financial reporting of the Company; the financial statements and reports of the Group; and the terms of engagement and the scope of audit work of the auditor.

提名委員會(續)

根據組織章程細則第84(1)至(2)條，在每屆本公司股東週年大會上，當時三分之一的董事(或如董事人數並非三的倍數，則為最接近但不少於三分之一的董事人數)須輪值退任，惟每名董事須至少每三年在本公司股東週年大會上退任一次。退任董事有資格膺選連任，並在其退任的整個會議期間繼續擔任董事。輪值退任的董事應包括(就確定輪值退任的董事人數而言屬必要)任何希望退任且不願膺選連任的董事。如此退任的任何其他董事應為自上次連任或委任以來任期最長而須輪值退任的其他董事，因此，對於在同日成為或連任董事的人士，將退任的董事(除非彼等之間另有協定)應由抽籤決定。董事會根據細則第83(3)條委任的任何董事在確定輪值退任的特定董事或董事人數時不應考慮在內。

根據組織章程細則第83(3)條細則，董事有權不時及隨時委任任何人士為董事，以填補董事會臨時空缺或增加現有董事會成員。按上述方式委任的任何董事僅任命至其獲委任後的本公司首屆股東週年大會為止，屆時有資格膺選連任。

根據其職權範圍，提名委員會每年須最少舉行一次會議。截至二零二四年十二月三十一日止年度，提名委員會已舉行兩次會議，而各成員之出席情況載於本報告「董事會」一節內。

審核委員會

本公司已成立本公司審核委員會(「審核委員會」)，並根據上市規則企業管治守則訂立書面職權範圍。審核委員會由三名獨立非執行董事組成，即王輝博士、張寶文女士及邱燕虹女士。審核委員會主席為王輝博士。

審核委員會的主要職責包括檢討本集團風險管理及內部控制系統，審閱其財務資料，包括會計政策及慣例以及財務匯報；審閱本集團財務報表及報告；檢討核數師的聘用條款及核數工作範疇。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

AUDIT COMMITTEE (continued)

The audit committee shall meet at least twice a year in accordance with its terms of reference. During the year ended 31 December 2024, five audit committee meetings was held and the attendance of each member is set out in the section headed “Board of directors” of this report.

INVESTMENT COMMITTEE

The Company established an investment committee of the Company (the “Investment Committee”) with written terms of reference. The Investment Committee comprises three INEDs, namely Dr. Wang Hui, Ms. Cheung Bo Man and Ms. Yau Yin Hung. The Investment Committee is chaired by Dr. Wang Hui.

The Investment Committee is responsible for the regular review of the investment management policy. The primary duties of the Investment Committee are:

- (a) reviewing and evaluating the performance of the Group’s past investment projects and making recommendations to the Directors;
- (b) monitoring and prohibiting the Group from participating in short-term securities transactions, including stocks, bonds, options, futures, derivatives, etc, except commercial mergers or acquisition and equity investment;
- (c) monitoring and prohibiting the Group from the use of margin financing;
- (d) researching and reviewing the Group’s future development investment projects (including mergers and acquisitions, joint ventures, equity investments, etc.), ensuring that the Group can only invest in business related to its principal business and make recommendations to the Directors; and
- (e) implementing investment decision-making procedures within the scope of the authority of the Directors, and supervising the implementation of the investment decision-making procedures.

The investment committee shall meet at least once a year in accordance with its terms of reference. During the year ended 31 December 2024, one investment committee meeting was held and the attendance of each member is set out in the section headed “Board of directors” of this report.

審核委員會(續)

根據其職權範圍，審核委員會每年須最少舉行兩次會議。截至二零二四年十二月三十一日止年度，審核委員會已舉行五次會議，而各成員之出席情況載於本報告「董事會」一節內。

投資委員會

本公司已成立本公司投資委員會（「投資委員會」），並訂立書面職權範圍。投資委員會由三名獨立非執行董事組成，即王輝博士、張寶文女士及邱燕虹女士。投資委員會主席為王輝博士。

投資委員會負責定期審查投資管理政策。投資委員會的主要職責包括：

- (a) 檢討及評估本集團以往投資項目的表現，並向董事提出建議；
- (b) 監察及禁止本集團參與短期證券交易，包括股票、債券、期權、期貨、衍生工具等，惟商業併購及股本投資除外；
- (c) 監察及禁止本集團使用保證金融資；
- (d) 研究及檢討本集團未來的發展投資項目（包括併購、合營、股權投資等），確保本集團僅能投資與其主營業務相關的業務，並向董事提出建議；及
- (e) 在董事授權範圍內執行投資決策程序，並監督投資決策程序的執行。

根據其職權範圍，投資委員會每年須最少舉行一次會議。截至二零二四年十二月三十一日止年度，投資委員會已舉行一次會議，而各成員之出席情況載於本報告「董事會」一節內。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for overseeing the preparation of the consolidated financial statements which give a true and fair view of the consolidated financial position of the Group. The Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

董事對財務報表的責任

董事確認有責任監督綜合財務報表的編製，使其真實、公平地反映本集團的綜合財務狀況。董事概不知悉任何重大不確定事件或情況可能會對本集團的持續經營能力產生重大懷疑。

AUDITOR AND THEIR REMUNERATION

The statement of the auditor of the Company about their reporting responsibilities on the Group's consolidated financial statements for the Reporting Period is set out in the section "Independent Auditor's Report" of this report. During the Reporting Period, remuneration paid and payable to the auditor of the Group is approximately HK\$1,000,000 for annual audit and non-audit services in connection with agreed upon procedures for results announcement.

核數師及其薪酬

本公司核數師關於其對本集團於報告期內的綜合財務報表的報告責任的聲明載於本報告「獨立核數師報告」一節。於報告期內，就業績公告的商定程序已付及應付本集團核數師的薪酬約為年核數及非核數服務費1,000,000港元。

BOARD DIVERSITY POLICY

The Company adopted the Board Diversity Policy which sets out the approach to diversity on the Board and recognizes and embraces the benefits of having a diverse Board, and sees diversity at Board level as an essential element in maintaining a competitive advantage.

董事會成員多元化政策

本公司採納董事會成員多元化政策，當中載列達致多元化董事會的方針，認可並擁護董事會多元化的裨益，並將董事會層面的多元化視為保持競爭優勢的基本要素。

A truly diverse Board will include and make good use of differences in the talents, skills, regional and industry experience, background, gender and other qualities of the members of the Board. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. All appointments of the members of the Board are made on merit, in the content of the talents, skills and experience the Board as a whole requires to be effective.

一個真正多元化的董事會將容納並充分利用董事會成員在才能、技能、地區和行業經驗、背景、性別以及其他質素方面的差異。該等差異將於確定董事會的最佳構成時予以考慮，並在可能的情況下適當平衡。所有董事會成員的委任均是依據董事會作為整體所需的才能、技能及經驗，擇優錄用。

The Nomination Committee will discuss and agree annually all measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption. At any given time, the Board may seek to improve one or more aspects of its diversity and measure progress accordingly. The Board would ensure that appropriate balance of gender diversity is achieved with reference to stakeholders' expectation and international and local recommended best practices. The Board also aspires to having an appropriate proportion of Directors who have direct experience in the core markets of the Group, with different ethnic backgrounds, and reflecting the Group's strategy.

提名委員會將每年討論並商定為實現董事會多元化所需的所有可衡量目標，並建議董事會予以採納。無論何時，董事會均可能尋求改善其多元化的一個或多個方面，並相應地衡量進展。董事會將參照持份者的期望以及國際和本地的推薦最佳慣例，確保實現適當的性別多元化平衡。董事會亦希望配備適當比例的成員，彼等具有本集團核心市場的直接經驗、具有不同種族背景並能反映本集團戰略。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

BOARD DIVERSITY POLICY (continued)

The Nomination Committee reviews and assesses the composition of the Board and makes recommendations to the Board on appointment of new directors of the Company. The Nomination Committee also oversees the conduct of the annual review of the effectiveness of the Board.

In reviewing and assessing the composition of the Board, the Nomination Committee will consider the benefits of all aspects of diversity, including without limitation, those described above, in order to maintain an appropriate range and balance of talents, skills, experience and background on the Board.

In recommending candidates for appointment to the Board, the Nomination Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board. A comprehensive induction programme will be provided to each new director of the Company to ensure that he/she has a thorough understanding of the Group's operations and policies as well as his/her role and responsibilities and to address any gaps in his/her knowledge. Relevant training will also be provided to the Directors from time to time to equip themselves with the attributes and competencies required for the Board.

In overseeing the conduct of the annual review of the effectiveness of the Board, the Nomination Committee will consider the balance of talents, skills, experience, independence and knowledge on the Board and the diversity representation of the Board.

The Nomination Committee will review the Board Diversity Policy annually, which will include an assessment of the effectiveness of the Board Diversity Policy. The Nomination Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

The Board currently comprises three female Directors and two male Directors. The Board is of the view that the existing gender diversity in respect of the Board is sufficient, and that the Board Diversity Policy and the nomination policy of the Company can ensure that there will be a pipeline of potential successors to the Board which continues the existing gender diversity in the Board.

The Company has also taken, and continues to take, steps to promote diversity at all levels of its workforce (including senior management). Opportunities for employment, training and career development are equally opened to all eligible employees without discrimination. As at 31 December 2024, the gender ratio of the Group's workforce (including senior management) is 25.7% male and 74.3% female.

董事會成員多元化政策(續)

提名委員會檢討及評估董事會的組成，並就委任本公司新董事向董事會提出建議。提名委員會亦負責監督落實董事會有效性的年度檢討。

在檢討及評估董事會的組成時，提名委員會將考慮各方面多元化的益處，包括但不限於上述益處，以保持董事會在人才、技能、經驗及背景方面的適當範圍和平衡。

在推薦董事會成員候選人時，提名委員會將根據客觀標準對候選人的能力進行考量，並充分考慮董事會成員多元化的益處。本公司將為每位新董事提供全面的入職培訓，以確保其充分瞭解本集團的運營及政策以及其角色及職責，並彌補其知識上的不足。本公司亦將不時為董事提供相關培訓，使彼等具備董事會所需的素質和能力。

在監督落實董事會有效性的年度檢討時，提名委員會將考慮董事會在人才、技能、經驗、獨立性和知識方面的平衡，以及董事會的多元化代表性。

提名委員會將每年檢討董事會成員多元化政策，其中包括對董事會成員多元化政策的有效性進行評估。提名委員會將討論任何可能需要的修訂，並向董事會建議有關修訂以供批准。

董事會目前由三名女性董事及兩名男性董事組成。董事會認為，董事會現有的性別多樣性經已足夠，董事會成員多元化政策及本公司的提名政策可確保董事會具備途徑物色潛在繼任者，從而延續董事會現有的性別多樣性。

本公司亦已並將繼續採取措施，促進各級員工隊伍(包括高級管理層)維持多元化。本公司一視同仁地為所有合資格僱員提供就業、培訓及職業發展機會。於二零二四年十二月三十一日，本集團的男女員工(包括高級管理層)比例分別為25.7%及74.3%。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

NON-COMPETITION UNDERTAKING

The Company confirms that the deed of non-competition dated 14 November 2023 and entered into by Mr. Chen Liming, Mr. Li Chenghua, Prosperity Cleanness Investment Holdings Limited and Sunrise Cleanness Investment Holdings Limited in favour of the Company, details of which were set out in the Prospectus, has been fully complied with and enforced for the Reporting Period. The Board also confirms that there is no other matter in relation to the aforesaid non-competition undertaking which should be brought to the attention of the Shareholders and the potential investors.

RISK MANAGEMENT AND INTERNAL CONTROL

The Company is aiming to develop a sound and good internal control system and build risk awareness and control responsibility into the Group. The Board acknowledges its responsibility for maintaining a sound and effective risk management and internal control systems and reviewing their effectiveness in order to safeguard the interests of the Shareholders and the assets of the Company against unauthorized use or disposition, ensuring maintenance of proper books and records for the provision of reliable financial information, and ensuring compliance with the relevant rules and regulations.

The objectives of risk management and internal control systems are to maintain the highest possible integrity and continuity for services provided by the Company; safeguard the assets, including people, property and financial resources; ensure the uninterrupted availability of resources for the Company to perform continuously the critical business functions to support its critical objectives; ensure to appropriately deal with disruption; demonstrate responsible business continuity management processes to align with applicable accepted best practice standards and methods; and ensure the accurate and timely provision of information to staff, business partners, stakeholders and other relevant levels of government during an outage event.

The Board is responsible to identify, analyse, evaluate and monitor risks associated with any activity, function or process within their relevant scope of responsibility and authority for all activities and processes associated with the normal operation. The Company has established a risk management policy and procedures for the Group setting out the risk management process and risk assessment matrix.

不競爭承諾

本公司確認，由陳黎明先生、李承華先生、豐盛清潔投資控股有限公司及日出清潔投資控股有限公司訂立的日期為二零二三年十一月十四日且以本公司為受益人的不競爭契據(其詳情載於招股章程)已於報告期內已獲全面遵守並執行。董事會亦確認，概無其他有關上述不競爭承諾事宜須提請股東及潛在投資者注意。

風險管理及內部控制

本公司矢志建立健全良好的內部控制系統，在本集團內部樹立風險意識及控制責任。董事會確認其有責任維護健全有效的風險管理及內部控制系統，並檢討其有效性，以保障股東權益及本公司資產不會被擅自使用或處置，確保存置妥當的賬簿及記錄以提供可靠的財務資料，並確保遵守相關規則及規定。

風險管理及內部監控制度目的為保持本公司所提供服務有最高完整性及持續性；保障資產(包括人才、物業及財務資源)；確保本公司可用資源不受中斷，以持續執行重大業務職能，支持其關鍵目標；確保適當處理干擾；展示負責任業務持續管理過程，以遵守適用公認最佳慣例標準及方法；及確保發生停機事件時準確及時向員工、業務夥伴、持份者及其他政府相關部門提供資訊。

董事會負責識別、分析、評估及監察相關責任及權力範圍內日常運作之所有活動及過程中任何活動、職能或過程相關的風險。本公司已為本集團制訂風險管理政策及程序，列出風險管理過程及風險管理矩陣。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

RISK MANAGEMENT AND INTERNAL CONTROL
(continued)

風險管理及內部控制(續)

The main elements of the risk management process are to communicate and consult with internal and external stakeholders as appropriate at each stage of the risk management process and concerning the process as a whole; establish the external, internal and risk management context and the criteria against which risk to be evaluated; identify where, when, why and how events to prevent, degrade, delay or enhance the achievement of the objectives; determine consequences and likelihood of the level of risk by analysing the range of potential consequences to be occurred; compare estimated levels of risk against the pre-established criteria and consider the balance between potential benefits and adverse outcomes; develop and implement specific cost-effective strategies and action plans for increasing potential benefits and reducing potential costs; and monitor the effectiveness of all steps of the risk management process. Risks are effectively managed by the Group through the effective implementation of various controls including board approved risk management framework; maintenance of risk register; and regular review of risks and controls, particularly as the business changes. The Board would, at least annually, review the adequacy and effectiveness of the Group's risk management and internal control systems, including financial, operational and compliance controls.

管理風險程序的主要元素為：於每個風險管理過程階段及整體過程在適當時候與內部及外部持份者溝通及諮詢；確定外部、內部及風險管理情況以及用於評估風險的標準；識別地點、時間、原因及方法事項，以防止、降低、延遲或提升目標的實現；透過分析一系列會發生潛在後果，確定風險的後果及可能程度；與事先制訂標準比較估計風險程度，並考慮潛在利益及不利結果；制定及推行具成本效益的策略及行動計劃，增加潛在利益及減少潛在成本；及監察所有風險管理過程階段的有效程度。本集團透過有效實施若干管控（包括獲董事會批准的風險管理計劃；維持風險管理表；及定期檢討風險及管控尤其是業務變動）有效管理風險。董事會每年至少一次檢討本集團風險管理及內部控制系統（包括財務、營運及合規管控）是否充足及有效。

Action items to mitigate the identified risks are developed for implementation. The Group's risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

本公司已為降低已識別風險而制定行動項目，並付諸實施。本集團的風險管理及內部控制系統旨在管理而非消除無法實現業務目標的風險，僅能合理而非絕對保證不會出現重大錯報或損失。

The procedures and internal controls of the Company for handling and dissemination of inside information includes conducting the affairs of the Company with close regard to the Guidelines on Disclosure of Inside Information published by Securities and Futures Commission, the Listing Rules and the policy of the Company relating inside information management and reminding the Directors and employees of the Group regularly about due compliance with all policies regarding the inside information.

本公司處理及傳播內幕消息的程式及內部控制包括：處理本公司事務時，密切留意證券及期貨事務監察委員會刊發的內幕消息披露指引、上市規則及本公司有關內幕消息管理的政策，並定期提醒本集團董事及僱員適當遵守所有有關內幕消息的政策。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

RISK MANAGEMENT AND INTERNAL CONTROL (continued)

Risk management and internal control systems are reviewed on an annual basis. During the Reporting Period, the Board reviewed the effectiveness of the Group's risk management and internal control systems. The Company considered the Group's risk management and internal control systems are effective and adequate.

The Company does not have an internal audit function. The Company is currently of the view that there is no immediate need to set up an internal audit function in light of the Group's simple corporate and operation structure. Review on the need for an internal audit function will be performed, at least, an annual basis. The Audit Committee will, when necessary, make an assessment and then recommend to the Board for the appointment of internal audit professionals (with the requisite qualifications and experience) to undertake the internal audit function of the Group for the relevant financial years.

COMPANY SECRETARY

The Company engages Mr. Lau Kai San, as its company secretary (the "Company Secretary"). Its primary corporate contact person at the Company is Mr. Li Chenghua, the executive Director.

SHAREHOLDERS' RIGHTS

Pursuant to the Articles of Association, any 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 carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting of the Company to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the principal place of the meeting determined by the Board, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

風險管理及內部控制(續)

本公司每年均會檢討風險管理及內部控制系統。於報告期內，董事會已檢討本集團風險管理及內部控制系統的有效性。本公司認為，本集團的風險管理及內部控制系統屬有效而充分。

本公司並無內部審計職能。本公司目前認為鑒於本集團的企業及營運架構簡單，本公司無須即時設立內部審計職能。本公司將每年檢討設立內部審計職能的需要。審核委員會將於必要時作出評估，其後向董事會建議委任內部審計專業人員(具備必要資格及經驗)，以承擔本集團於相關財務年度的內部審計職能。

公司秘書

本公司聘請劉啟榮先生擔任公司秘書(「公司秘書」)，本公司的主要公司聯繫人是李承華先生，其為執行董事。

股東權利

根據組織章程細則，任何於遞交要求當日持有不少於本公司實繳股本十分之一，並有權在本公司股東大會上以每股一票的方式投票的一名或多名股東，有權隨時通過向董事會或公司秘書發出書面請求，要求董事會召開本公司股東特別大會，以處理該請求指明的任何事務或決議案；而有關大會須於遞呈該請求後兩個月內舉行。倘董事會未有於遞呈請求後二十一日內召開有關大會，則遞呈請求人士可自行在董事會釐定的唯一地點(即大會主要地點)召開大會，而遞呈請求人士因董事會未有召開大會而產生的所有合理開支應由本公司向遞呈請求人士償付。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

SHAREHOLDERS' RIGHTS (continued)

The Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph. The written requisition should be signed by the requisitionists and deposited at the Company's principal place of business in Hong Kong, specifying the Shareholders' contact details and the resolution intended to be put forward at general meeting of the Company.

For including a resolution to propose a person for election as a Director at general meeting of the Company, the Shareholders are requested to follow the Articles of Association. A written notice signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting of the Company for which such notice is given of his intention to propose such person for election and also a written notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the Company's principal place of business in Hong Kong or at the Company's branch share registrar and transfer office in Hong Kong provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven days and that (if the notices are submitted after the despatch of the notice of the general meeting of the Company 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 of the Company appointed for such election and end no later than seven days prior to the date of such general meeting of the Company. The written notice must state that person's biographical details as required by Rule 13.51(2) of the Listing Rules. The procedures for the Shareholders to propose a person for election as a Director are posted on the Company's website.

股東權利(續)

有意提出決議案的股東可按照前段所述程式要求本公司召開股東大會。書面請求應由請求人士簽署，並遞呈至本公司的香港主要營業地點，同時列明股東的詳細聯繫方式以及擬於本公司股東大會上提呈的決議案。

股東須遵守組織章程細則，以於本公司股東大會上提呈決議案，藉以提議候選人選舉董事。由正式合資格出席本公司股東大會並於會上投票的股東(擬提議的人士除外)簽署的書面通知(當中表明其擬提議有關人士參選董事)，以及由擬提議人士簽署並表明其願意參選的書面通知，須送交本公司於香港的主要營業地點或本公司於香港的股份過戶登記分處，惟發出有關通知的最短期限須為最少七天，及倘通知於寄發本公司就有關選舉指定的股東大會通告後遞交，則遞交有關通知的期限應由本公司就有關選舉指定的股東大會通告翌日起計，至不遲於本公司舉行有關股東大會日期前七日為止。根據上市規則第13.51(2)條，書面通知須註明該人士的詳細履歷。股東提名參選董事的程式已於本公司網站上公佈。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)

INVESTOR RELATIONS

The objective of the Shareholders' communication is to ensure that the Shareholders, both individual and institutional, and, in appropriate circumstances, the investment community at large, are provided with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile), in order to enable the Shareholders to exercise their rights in an informed manner, and to allow the Shareholders and the investment community to engage actively with the Company.

Information shall be communicated to the Shareholders and the investment community mainly through the Company's financial reports (interim and annual reports), annual general meetings and other general meetings that may be convened, as well as by making available all the disclosures submitted to the Stock Exchange and its corporate communications and other corporate publications on the Company's website. Information on the Company's website (www.gzshqj.com) is updated on a regular basis.

The Shareholders should direct their questions about their shareholdings to the Company's branch share registrar and transfer office in Hong Kong. The 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. The Shareholders and the investment community may also make enquiries to the Board by writing to the Company Secretary at the Company's principal place of business in Hong Kong at 5th Floor Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong.

Upon reviewing the implementation and effectiveness of the Shareholders' communication policy of the Company, the Board considers the policy and its implementation are effective as the policy provides effective channels for the Shareholders to communicate their views with the Company and the Company complied with the principles and required practices as set out in the policy during the Reporting Period.

The amended and restated memorandum and articles of association of the Company was adopted on 14 November 2023 and took effect from the Listing Date. There had been no significant change in the Company's constitutional documents since the Listing Date.

投資者關係

股東通訊的目的是確保個人與機構股東以及(在適當情況下)整個投資界，能夠隨時、平等和及時地獲得有關本公司的均衡、易懂的資料(包括本公司財務表現、戰略目標和規劃、重大發展、治理及風險狀況)，以便股東能在知情情況下行使其權利，並使股東及投資界能夠積極參與公司活動。

向股東及投資人士傳達資訊的主要途徑為本公司的財務報告(中期及年度報告)、股東週年大會及可能召開的其他股東大會，以及於本公司網站上刊載所有提交予聯交所的披露資料及其企業通訊和其他企業刊物。本公司網站(www.gzshqj.com)上刊載的資料會定期更新。

股東如對其所持股份有任何疑問，應直接問詢本公司的香港股份過戶登記分處。股東及投資人士可隨時索取本公司的公開資料。股東及投資人士亦可致函位於本公司香港主要營業地點之公司秘書，向董事會作出查詢，地址為香港中環畢打街11號置地廣場告羅士打大廈5樓。

經檢討本公司股東通訊政策的實施情況及成效後，董事會認為該政策及其實施均屬有效，因為政策提供了能讓股東與本公司溝通的有效途徑，而本公司於報告期內已遵守該政策所載的原則及規定常規。

本公司經修訂及重列組織章程大綱及細則於二零二三年十一月十四日獲採納及自上市日期起生效。自上市日期以來，本公司的章程文件並未發生重大變化。

REPORT OF THE DIRECTORS

The Directors present their annual report and the audited consolidated financial statements of the Group for the Reporting Period.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the activities of its principal subsidiaries are shown on pages 175 to 177.

BUSINESS REVIEW

A discussion and analysis of the Group's performance during the Reporting Period, the key factors affecting its results and financial position, and the information on the compliance with laws and regulations that have a significant impact on the Company, performance and relationships with stakeholders that have a significant impact on the Company are set out in the section headed "Management Discussion and Analysis" of this report. Save as disclosed in this report, since the end of the Reporting Period, no significant event affecting the Group has occurred.

GROUP PROFIT

The Group's results for the Reporting Period are set out in the Group's consolidated statement of comprehensive income on page 111 of this report.

FINAL DIVIDEND

The Board has resolved not to recommend the declaration of any final dividend for the Reporting Period.

RESERVES

Movements in the reserves of the Group and the Company during the Reporting Period are set out in note 22 and note 28(c) to the consolidated financial statements, respectively.

SHARE CAPITAL

Details of the shares movement during the Reporting Period are set out in note 21 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the Reporting Period, the Group's largest and five largest customers represented approximately 2.1% and 12.2% of the Group's total revenue respectively, and the Group's largest and five largest suppliers represented approximately 14.0% and 28.4% of the Group's total cost of sales respectively.

董事會報告書

董事謹此提交彼等於報告期內之年度報告書及本集團之經審核綜合財務報表。

主要業務

本公司的主要業務為投資控股，且其主要附屬公司的業務載於第175至177頁。

業務回顧

對本集團於報告期內的表現、影響其業績及財務狀況的關鍵因素以及對本公司、業績及對本公司產生重大影響的與持份者關係產生重大影響的法律法規合規資料的討論與分析載於本報告「管理層論述與分析」一節。除本報告所披露者外，自報告期末起，並未發生對本集團產生影響的重大事件。

本集團溢利

本集團於報告期內的業績載於本報告第111頁之本集團綜合全面收益表。

末期股息

董事會議決不建議就報告期宣派任何末期股息。

儲備

本集團及本公司於報告期內的儲備變動載於綜合財務報表附註22及附註28(c)。

股本

於報告期內的股份變動詳情載於綜合財務報表附註21。

主要客戶及供應商

於報告期內，本集團最大及五大客戶分別約佔本集團總收益的2.1%及12.2%，且本集團最大及五大供應商分別約佔本集團總銷售成本的14.0%及28.4%。

REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

MAJOR CUSTOMERS AND SUPPLIERS (continued)

None of the Directors nor any of their close associates (as defined in the Listing Rules) nor any Shareholders (which, to the knowledge of the Directors, owns more than 5% of the issued Shares) had any beneficial interest in the Group's five largest customers and/or five largest suppliers during the Reporting Period.

主要客戶及供應商(續)

於報告期內，董事或其任何緊密聯繫人(定義見上市規則)或任何股東(據董事所知，擁有已發行股本超過5%者)概無於本集團五大客戶及／或五大供應商中擁有任何重大實益權益。

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities since the Listing Date.

購買、出售或贖回本公司上市證券

自上市日期起，本公司及其任何附屬公司均未購買、出售或贖回本公司任何上市證券。

CORPORATE GOVERNANCE

Information on the corporate governance practices adopted by the Company are set out in the "Corporate Governance Report" on pages 26 to 44 of this report.

企業管治

有關本公司採用的企業管治常規的資料載於本報告第26至44頁之「企業管治報告」。

DIVIDEND POLICY

The Company adopted a policy on payment of dividends (the "Dividend Policy") in compliance with code provision F.1.1 of the CG Code. The Company will declare and/or recommend the payment of dividends to Shareholders after considering the Company's ability to pay dividends, which will depend upon, among other things, its actual and expected financial results, cash flow, general business conditions and strategies, current and future operations, statutory, contractual and regulatory restrictions and so on. The Board has the discretion on whether to pay a dividend, subject to Shareholders' approval, where applicable. Even if the Board decides to recommend and pay dividends, the form, frequency and amount will depend upon the operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors of and affecting the Group. The Board may also consider declaring special dividends from time to time, in addition to the interim and/or final dividends.

股息政策

本公司已遵照企業管治守則之守則條文第F.1.1條採納有關派付股息的政策(「股息政策」)。本公司將於考慮本公司派付股息的能力後，向股東宣派及／或建議派付股息。有關能力視乎(其中包括)其實際及估計財務業績、現金流量、整體業務狀況及策略、現時及未來營運以及法律、合約及監管限制等。董事會就是否派付股息擁有酌情權，惟須經股東批准(倘適用)。即使董事會決定建議及派付股息，有關形式、次數及金額將視乎營運及盈利、資金需求及盈餘、整體財務狀況、合約限制及本集團本身及蒙受影響的其他因素而定。除中期及／或末期股息外，董事會亦可能不時考慮宣派特別股息。

The Dividend Policy will be reviewed by the Board for its effectiveness on a regular basis or as required.

董事會將定期或根據需要審閱股息政策的有效性。

REPORT OF THE DIRECTORS (continued)

DIRECTORS

The Directors during the Reporting period and up to the date of this report are:

Executive Directors:

Mr. Li Chenghua (*Chairman and Chief Executive Officer*)
Mr. Chen Liming

Independent Non-Executive Directors:

Ms. Chong Sze Pui Joanne, MH
(*resigned with effect from 1 June 2024*)
Ms. Cheung Bo Man
Ms. Yau Yin Hung
Dr. Wang Hui
(*appointed with effect from 26 July 2024*)

In accordance with Articles 83–84 of the Articles of Association, all the Directors will retire by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

The Company received annual confirmations of independence from each of the INEDs as required under Rule 3.13 of the Listing Rules. The Company considered all INEDs to be independent.

Biographical details of the Directors and the senior management of the Group are set out on pages 18 to 25 of this report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date and shall continue thereafter unless and until terminated by either the Company or the executive Directors giving to the other not less than three months' notice in writing.

Each of the INEDs entered into a letter of appointment with the Company for a term of one year commencing from the Listing Date.

None of the Directors, including those to be re-elected at the annual general meeting of the Company, has a service contract or letter of appointment with the Company or any of its subsidiaries which is not determinable by the employing company within one year without the payment of compensation (other than statutory compensation).

董事會報告書(續)

董事

於報告期內及直至本報告日期的董事名單如下：

執行董事：

李承華先生(主席兼行政總裁)
陳黎明先生

獨立非執行董事：

張詩培女士，MH
(自二零二四年六月一日起辭任)
張寶文女士
邱燕虹女士
王輝博士
(自二零二四年七月二十六日起獲委任)

根據組織章程細則第83及84條，所有董事均將於本公司應屆股東週年大會上輪值退任，並符合資格膺選連任。

本公司已接獲各獨立非執行董事根據上市規則第3.13條的規定提交的年度獨立性確認書。本公司認為全體獨立非執行董事均屬獨立。

董事及本集團高級管理層的履歷詳情載於本報告第18至25頁。

董事服務合約

各執行董事已與本公司訂立服務協議，自上市日期起計初步為期三年，其後將繼續生效，除非及直至本公司或執行董事向另一方發出不少於三個月的書面通知終止協議。

各獨立非執行董事已與本公司簽訂委任書，自上市日期起計為期一年。

概無董事(包括將於本公司股東週年大會上膺選連任的董事)與本公司或其任何附屬公司訂有僱用公司不可於一年內免付賠償(法定賠償除外)而終止的服務合約或委任書。

REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

DIRECTORS' MATERIAL INTERESTS IN SIGNIFICANT TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in Note 27 to the consolidated financial statements, there were no transactions, arrangements or contracts that are significant in relation to the businesses of the Group to which the Company or any of its subsidiary was a party and in which a Director or his/her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the Reporting Period or at any time during the Reporting Period.

PERMITTED INDEMNITY PROVISIONS

Under the Articles of Association, and subject to the applicable laws and regulations, the Directors and officers of the Group shall be indemnified out of the assets and profits of the Company from or against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in or about the execution of their duty in their offices. During the Reporting Period and up to the date of this report, such indemnity provision was in force. The Company has taken out and maintained appropriate insurance cover in respect of potential legal actions against the Directors.

董事於重大交易、安排及合約之重大權益

除綜合財務報表附註27所披露者外，本公司或其任何附屬公司概無訂立任何就本集團業務而言屬重大而董事或其關連實體於當中直接或間接擁有重大權益且於報告期末或於報告期內任何時間仍然生效的交易、安排及合約。

獲准彌償條文

根據組織章程細則，並受適用法律及法規所規限，本集團董事及高級行政人員就因履行其任內職責而產生或蒙受或與之有關的所有訴訟、費用、收費、損失、損害及開支，均可獲得本公司以其資產及溢利彌償。於報告期內及直至本報告日期，有關彌償條文已生效。本公司已就董事可能會面對的法律訴訟作出及維持適當的投保安排。

REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2024, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix C3 of the Listing Rules were as follows:

董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉

於二零二四年十二月三十一日，董事及本公司最高行政人員於本公司或其任何相聯法團(定義見香港證券及期貨條例第XV部)的股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例該等條文，彼等被當作或視為擁有的任何權益及淡倉)，或將須根據證券及期貨條例第352條登記於該條所述的登記冊內的權益及淡倉，或根據上市規則附錄C3所載標準守則須知會本公司及聯交所的權益及淡倉如下：

(a) Long positions in the Shares

(a) 於股份的好倉

Name of Directors	Nature of interest	Number of Shares held	Percentage of issued share capital
董事姓名	權益性質	所持股份數目	佔已發行股本百分比
Mr. Li Chenghua ("Mr. Li") (Notes 1 to 3)	Interest in controlled corporation 受控制法團權益	586,543,750	33.4%
李承華先生(「李先生」) (附註1至3)	Interest of controlled corporation 受控制法團權益	586,543,750	33.4%
Mr. Chen Liming ("Mr. Chen") (Notes 1 to 3)	Interest in controlled corporation 受控制法團權益	586,543,750	33.4%
陳黎明先生(「陳先生」) (附註1至3)	Interest of controlled corporation 受控制法團權益	586,543,750	33.4%

REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (continued)

董事及最高行政人員於本公司及其相關法團的股份、相關股份及債權證的權益及淡倉(續)

(a) Long positions in the Shares (continued)

(a) 於股份的好倉(續)

Notes:

1. 586,543,750 Shares are held by Prosperity Cleanness Investment Holdings Limited ("**Prosperity Cleanness**") which is wholly owned by Mr. Li. Therefore, Mr. Li is deemed to be interested in all the Shares held by Prosperity Cleanness under the SFO.
2. 586,543,750 Shares are held by Sunrise Cleanness Investment Holdings Limited ("**Sunrise Cleanness**") which is wholly owned by Mr. Chen. Therefore, Mr. Chen is deemed to be interested in all the Shares held by Sunrise Cleanness under the SFO.
3. On 16 March 2021, Mr. Li and Mr. Chen executed the confirmation, pursuant to which Mr. Li and Mr. Chen confirmed that they have been a group of controlling shareholders of the Company under the Listing Rules. Accordingly, each of Mr. Li, Prosperity Cleanness, Mr. Chen and Sunrise Cleanness is deemed to be interested in 1,173,087,500 Shares which are 586,543,750 Shares held by Prosperity Cleanness and 586,543,750 Shares held by Sunrise Cleanness.

附註：

1. 586,543,750股股份由豐盛清潔投資控股有限公司(「**豐盛清潔**」)持有，而豐盛清潔由李先生全資擁有。因此，根據證券及期貨條例，李先生被視為於豐盛清潔持有的所有股份中擁有權益。
2. 586,543,750股股份由日出清潔投資控股有限公司(「**日出清潔**」)持有，而日出清潔由陳先生全資擁有。因此，根據證券及期貨條例，陳先生被視為於日出清潔持有的所有股份中擁有權益。
3. 於二零二一年三月十六日，李先生及陳先生簽立確認書，據此，李先生及陳先生確認彼等為上市規則項下本公司一組控股股東。因此，李先生、豐盛清潔、陳先生及日出清潔各自被視為於1,173,087,500股股份中擁有權益，其中586,543,750股股份由豐盛清潔持有及586,543,750股股份由日出清潔持有。

REPORT OF THE DIRECTORS (continued) 董事會報告書(續)

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (continued)

董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉(續)

(b) Long positions in the shares of associated corporations

(b) 於相聯法團股份的好倉

Name of Directors	Name of associated corporation	Nature of interest	Number of shares held	Percentage of interest in associated corporation 於相聯法團的權益百分比
董事姓名	相聯法團名稱	權益性質	所持股份數目	
Mr. Li (Note 1) 李先生(附註1)	Prosperity Cleanness 豐盛清潔	Beneficial owner 實益擁有人	1	100%
Mr. Chen (Note 2) 陳先生(附註2)	Sunrise Cleanness 日出清潔	Beneficial owner 實益擁有人	1	100%

Notes:

附註：

- The Company is owned as to 36.095% by Prosperity Cleanness which is wholly owned by Mr. Li.
- The Company is owned as to 36.095% by Sunrise Cleanness which is wholly owned by Mr. Chen.

- 本公司由李先生全資擁有的豐盛清潔持有33.4%。
- 本公司由陳先生全資擁有的日出清潔持有33.4%。

Save as disclosed above, as at 31 December 2024, none of the Directors or chief executives of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix C3 of the Listing Rules.

除上文所披露者外，於二零二四年十二月三十一日，董事或本公司最高行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例該等條文，彼等被當作或視為擁有的權益或淡倉)，或將須根據證券及期貨條例第352條登記於該條所述的登記冊內的權益或淡倉，或根據上市規則附錄C3所載標準守則須知會本公司及聯交所的權益或淡倉。

REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

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

主要股東於本公司股份及相關股份的權益及淡倉

As at 31 December 2024, the following persons had interests or short positions in the shares and underlying shares of the Company which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO and entered in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

於二零二四年十二月三十一日，以下人士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分部知會本公司及聯交所以及根據證券及期貨條例第336條登記於本公司根據該條存置的登記冊內的權益或淡倉：

Long positions in the Shares

於股份的好倉

Name of Shareholders	Nature of interest	Number of Shares held	Percentage of issued share capital
股東姓名／名稱	權益性質	所持股份數目	佔已發行股本百分比
(a) Prosperity Cleanness (Notes 1 to 3) 豐盛清潔(附註1至3)	Beneficial owner 實益擁有人	586,543,750	33.4%
	Others (Interest of controlling shareholders) 其他(控股股東權益)	586,543,750	33.4%
Mr. Li (Notes 1 to 3) 李先生(附註1至3)	Interest in controlled corporation 受控制法團權益	586,543,750	33.4%
	Interest of controlled corporation 受控制法團權益	586,543,750	33.4%
Ms. Tang Yongzhen (Note 4) 唐永珍女士(附註4)	Interest of spouse 配偶權益	586,543,750	33.4%
(b) Sunrise Cleanness (Notes 1 to 3) 日出清潔(附註1至3)	Beneficial owner 實益擁有人	586,543,750	33.4%
	Others (Interest of controlling shareholders) 其他(控股股東權益)	586,543,750	33.4%
Mr. Chen (Notes 1 to 3) 陳先生(附註1至3)	Interest in controlled corporation 受控制法團權益	586,543,750	33.4%
	Interest of controlled corporation 受控制法團權益	586,543,750	33.4%

REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (continued)

主要股東於本公司股份及相關股份的權益及淡倉(續)

Long positions in the Shares (continued)

於股份的好倉(續)

Notes:

附註：

1. 586,543,750 Shares are held by Prosperity Cleanness which is wholly owned by Mr. Li. Therefore, Mr. Li is deemed to be interested in all the Shares held by Prosperity Cleanness under the SFO.
2. 586,543,750 Shares are held by Sunrise Cleanness which is wholly owned by Mr. Chen. Therefore, Mr. Chen is deemed to be interested in all the Shares held by Sunrise Cleanness under the SFO.
3. On 16 March 2021, Mr. Li and Mr. Chen executed the confirmation, pursuant to which Mr. Li and Mr. Chen confirmed that they have been a group of controlling shareholders of the Company under the Listing Rules. Accordingly, each of Mr. Li, Prosperity Cleanness, Mr. Chen and Sunrise Cleanness is deemed to be interested in 1,173,087,500 Shares which are 586,543,750 Shares held by Prosperity Cleanness and 586,543,750 Shares held by Sunrise Cleanness.
4. Ms. Tang Yongzhen is the spouse of Mr. Li. By virtue of the SFO, Ms. Tang Yongzhen is deemed to be interested in the Shares which Mr. Li has interest in.

1. 586,543,750股股份由豐盛清潔持有，而豐盛清潔由李先生全資擁有。因此，根據證券及期貨條例，李先生被視為於豐盛清潔持有的所有股份中擁有權益。
2. 586,543,750股股份由日出清潔持有，而日出清潔由陳先生全資擁有。因此，根據證券及期貨條例，陳先生被視為於日出清潔持有的所有股份中擁有權益。
3. 於二零二一年三月十六日，李先生及陳先生簽立確認書，據此，李先生及陳先生確認彼等為上市規則項下本公司一組控股股東。因此，李先生、豐盛清潔、陳先生及日出清潔各自被視為於1,173,087,500股股份中擁有權益，其中586,543,750股股份由豐盛清潔持有及586,543,750股股份由日出清潔持有。
4. 唐永珍女士為李先生的配偶。根據證券及期貨條例，唐永珍女士被視為於李先生擁有權益的股份中擁有權益。

Save as disclosed above, as at 31 December 2024, the Company had not been notified by any persons who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register maintained by the Company pursuant to Section 336 of the SFO.

除上文所披露者外，於二零二四年十二月三十一日，本公司並無獲任何人士告知，表示其於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露的權益或淡倉，或根據證券及期貨條例第336條記錄於本公司根據該條存置的登記冊內的權益或淡倉。

EQUITY-LINKED AGREEMENTS

股票掛鈎協議

Save as disclosed in the sections headed "Share Option Scheme" in this report, no equity-linked agreements that will or may result in the Company issuing shares nor require the Company to enter into an agreement that will or may result in the Company issuing shares was entered into by the Company during the Reporting Period or subsisted at the end of the Reporting Period.

除本報告「購股期權計劃」一節所披露者外，於報告期內本公司概無訂立或於報告期末存在任何股票掛鈎協議而將會或可能導致本公司發行股份，或致使本公司須訂立協議而將會或可能導致本公司發行股份。

REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

SHARE OPTION SCHEME

The Company has adopted the share option scheme (the “**Share Option Scheme**”) on 14 November 2023. The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees, directors, advisers, consultants, distributors, contractors, suppliers, agents and service providers of the Group and to promote the success of the business of the Group.

The Board may, at its absolute discretion, invite any person belonging to any of the following classes of participants to take up options to subscribe for Shares:

- (a) any director and employee of the Company or any of its subsidiaries (including persons who are granted options as an inducement to enter into employment contracts with the Company or any of its subsidiaries)(the “**Employee Participants**”);
- (b) any director and employee of the holding companies, fellow subsidiaries or associated companies of the Company;
- (c) any person who provides services to the Group on a continuing and recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group, including but not limited to person(s) who work for the Company as independent contractors (including advisers, consultants, distributors, contractors, suppliers, agents and service providers of any member of the Group) where the continuity and frequency of their services are akin to those of employees, but excluding (i) placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions; and (ii) professional service providers such as auditors or valuers who provide assurance, or are required to perform their services with impartiality and objectivity (the “**Service Providers**”).

The exercise price shall be a price solely determined by the Board and notified to a Participant and shall be at least the higher of: (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the offer date; (ii) the average of the closing prices of the Shares as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the offer date; and (iii) the nominal value of the Shares on the offer date.

購股權計劃

本公司於二零二三年十一月十四日採納本公司購股權計劃(「**購股權計劃**」)。購股權計劃旨在吸引及挽留最稱職的人員，並向本集團僱員、董事、顧問、諮詢人士、分銷商、承包商、供應商、代理及服務供應商提供額外獎勵以及推動本集團業務創出佳績。

董事會可能全權酌情邀請屬於以下任何類別參與者的任何人士接納購股權以認購股份：

- (a) 本公司或其任何附屬公司的任何董事及僱員(包括獲授購股權以促成其與本公司或其任何附屬公司訂立僱傭合約的人士)(「**僱員參與者**」)；
- (b) 本公司的控股公司、同系附屬公司或聯營公司的任何董事及僱員；
- (c) 一直並持續向本集團在其日常業務過程中提供對其長遠發展有利之服務的人士，包括但不限於以獨立承包人的身份為本公司工作的人士(包括本集團任何成員公司的顧問、諮詢人員、分銷商、承包商、供應商、代理及服務提供者)，而其服務的持續性及頻密程度與僱員相若，但不包括(i)配售代理或就集資、合併或收購事宜提供顧問服務的財務顧問；及(ii)提供鑒證服務又或須公正客觀地執行服務的專業服務提供者，例如核數師或估值師(「**服務提供者**」)。

行使價由董事會全權釐定並通知參與者，且不得低於下列較高者：(i)股份於要約日期在聯交所每日報價表所報的收市價；(ii)股份於緊接要約日期前五個營業日在聯交所每日報價表所報的平均收市價；及(iii)股份於要約日期的面值。

REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

SHARE OPTION SCHEME (continued)

The total number of Shares which may be issued in respect of all options and awards to be granted under the Share Option Scheme and any other share option scheme(s) and share award scheme(s) of the Company shall not exceed 10% of the total number of Shares in issue as at the Listing Date, being up to 162,500,000 Shares as at 31 December 2024. The total number of Shares which may be issued in respect of all options granted to Service Providers shall not exceed 1% of the total number of Shares in issue. The total number of Shares issued and to be issued in respect of all options and awards granted to each participant (excluding any options or awards lapsed in accordance with the terms of the relevant schemes) under the Share Option Scheme and any other share option scheme(s) and share award scheme(s) of the Company in any 12-month period up to and including the date of grant shall not exceed 1% of the Shares in issue.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof. The amount payable by the grantee of an option to the Company on acceptance of the offer is HK\$1.

The vesting period for the options shall not be less than 12 months from the offer date, provided that where the participant is an Employee Participants, the Board will have the authority to determine a shorter vesting period under some specific circumstances.

The Share Option Scheme will remain in force for a period of 10 years commencing on 14 November 2023 and shall expire at the close of business on the business day immediately preceding the tenth anniversary thereof.

As at 31 December 2024, there was no option outstanding, granted, cancelled, exercised or lapsed.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the businesses of the Company were entered into or existed during the Reporting Period.

購股權計劃(續)

就根據購股權計劃及本公司任何其他購股權計劃及股份獎勵計劃授出的所有購股權及獎勵可予發行的股份總數，不得超過於上市日期已發行股份總數的10%，及最多為於二零二四年十二月三十一日之162,500,000股股份。就向服務供應商授出的所有購股權可予發行的股份總數不應超過於上市日期已發行股份總數的1%。截至授出日期(包括當日)的任何12個月期間，就根據購股權計劃及本公司任何其他購股權計劃及股份獎勵計劃向各參與者授出的所有購股權及獎勵(不包括根據相關計劃條款失效的任何購股權或獎勵)已發行及將發行的股份總數不得超過已發行股份的1%。

購股權可於董事會可能釐定不超過授出日期起計10年時限內，隨時根據購股權計劃的條款行使，惟須受有關提前終止條文所規限。購股權承授人在接納授出要約時應向本公司支付的金額為1港元。

購股權的歸屬期須不少於自要約日期起12個月，惟倘參與者為僱員參與者，董事會於若干特定情況有權釐定較短的歸屬期。

購股權計劃將於二零二三年十一月十四日起計10年內維持有效，並將於緊接該計劃第十週年前的營業日當天營業時間結束時屆滿。

於二零二四年十二月三十一日，概無購股權尚未行使、已授出、註銷、行使或失效。

管理合約

於報告期內，本公司並無就有關整體全部或任何重要部分業務的管理及行政工作簽訂或訂有任何合約。

REPORT OF THE DIRECTORS (continued)

董事會報告書(續)

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules.

充足公眾持股量

於本報告日期，根據本公司公開可得的資料及據董事所知，本公司一直維持上市規則所訂明的公眾持股量。

AUDITOR

During the year, PricewaterhouseCoopers resigned as the auditor of the Company and CL Partners CPA Limited (“**CL Partners CPA**”) was appointed as the auditor of the Company on 28 November 2024 to fill the causal vacancy following the resignation of PricewaterhouseCoopers. Please refer to the Company’s announcement on 13 November 2024 for more details regarding the change of auditor.

核數師

年內，羅兵咸永道會計師事務所辭任本公司核數師，而先機會計師行有限公司(「**先機會計師行**」)於二零二四年十一月二十八日獲委任為本公司核數師，以填補羅兵咸永道會計師事務所辭任後之臨時空缺。有關更換核數師的更多詳情，請參閱本公司日期為二零二四年十一月十三日的公告。

The consolidated financial statements for the year ended 31 December 2024 have been audited by CL Partners CPA Limited and Registered Public Interest Entity Auditor, who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

截至二零二三年十二月三十一日止年度之綜合財務報表已由執業會計師及註冊公眾利益實體核數師先機會計師行有限公司審核，其將於本公司應屆股東週年大會上退任且合資格並願意重新獲委任。

By Order of the Board
Shenghui Cleanness Group Holdings Limited

承董事會命
升輝清潔集團控股有限公司

Li Chenghua
Chairman and Executive Director
28 March 2025

李承華
主席兼執行董事
二零二五年三月二十八日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THIS REPORT

Shenghui Cleanness Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is principally engaged in the provision of environmental cleaning and maintenance services. The Group serves a wide range of premises, including commercial buildings, transportation hubs such as airports, residential properties, shopping malls and commercial complexes, streets, parks and other public spaces, mainly providing basic cleaning and maintenance services, garbage collection and transportation services, waste collection and transportation services, as well as water tank cleaning services and ancillary services. The Group also offers specialised cleaning services such as stone cleaning and restoration, and high-altitude cleaning using mobile elevated platform.

This environmental, social and governance report (the “**ESG Report**”) summarises the practises, plans, performances and other relevant information of the Group in environmental, social and governance (“**ESG**”) aspects.

Reporting Period

Unless specially stated otherwise, this ESG Report covers the ESG activities, challenges and measures of the Group for the year ended 31 December 2024 (“**Year 2024**” or the “**Reporting Period**”).

Reporting Scope

The disclosure of the report covers the Group’s major operating sites in the PRC. The reporting scope is determined based on the materiality and environmental and social risks of the businesses under the Group’s direct operational control.

報告簡介

升輝清潔集團控股有限公司(「**本公司**」，連同其附屬公司統稱「**本集團**」)主要從事提供環境清潔及維護服務。本集團服務的場所廣泛，包括商業樓宇、機場等交通樞紐、住宅物業、購物商場及商業綜合大樓、街道、公園及其他公共空間，主要提供基本清潔及維護服務、垃圾收集及運輸服務、廢物收集及運輸服務、水箱清潔服務及配套服務。本集團亦提供專門清潔服務，如石材清潔和修復，以及使用移動高架平台的高空清潔。

本環境、社會及管治報告(「**環境、社會及管治報告**」)概述本集團於環境、社會及管治(「**環境、社會及管治**」)方面的實務、規劃、績效以及其他相關信息。

匯報期間

除另有指明外，本環境、社會及管治報告涵蓋了本集團在截至二零二四年十二月三十一日止年度(「**二零二四年度**」或「**匯報期間**」)的環境、社會及管治活動、挑戰和措施。

匯報範圍

報告披露涵蓋本集團位於中國的主要運營地點。匯報範圍是根據本集團有直接運營控制的業務的重要性以及其環境及社會風險而釐定。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

Reporting Framework

This ESG Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “**ESG Reporting Guide**”) set out in Appendix C2 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

During the preparation of this ESG Report, the Group has applied the reporting principles in the ESG Reporting Guide. The reporting principles that the Group applied are set out below:

Materiality: Materiality assessment was conducted with key stakeholders to identify material issues during the Reporting Period, thereby adopting the confirmed material issues as the focus for the preparation of this ESG Report. The materiality of the issues was reviewed and confirmed by the board (the “**Board**”) of directors (the “**Directors**”) of the Company and the Environmental, Social and Governance Working Group (the “**ESG Working Group**”). For further details, please refer to the sections headed “STAKEHOLDER ENGAGEMENT” and “MATERIALITY ASSESSMENT”.

Quantitative: To measure the effectiveness of ESG-related policies, the Group has adopted the ESG Reporting Guide and the relevant guidelines published by the Stock Exchange and other international organisations to quantify and present a number of quantitative environmental and social KPIs (“**KPIs**”). Details of the standards used are described in the relevant sections of this ESG Report.

Balance: This ESG Report aims to provide a balanced and unbiased representation of the Group’s performance.

Consistency: The Group will adopt consistent statistical methods for ESG reports in subsequent years, facilitating meaningful data comparisons.

環境、社會及管治報告(續)

匯報框架

本環境、社會及管治報告乃根據香港聯合交易所有限公司(「**聯交所**」)證券上市規則附錄C2《環境、社會及管治報告指引》(「**環境、社會及管治報告指引**」)編製。

編製本環境、社會及管治報告過程中，本集團已應用環境、社會及管治報告指引中的匯報原則。本集團採用的匯報原則如下：

重要性：重要性評估乃聯同主要持份者進行，以確定匯報期間內的重大事宜，從而採納所識別的重大事宜作為本環境、社會及管治報告的編制重點。有關事宜的重要性已由本公司董事會(「**董事會**」)以及環境、社會及管治工作小組(「**環境、社會及管治工作小組**」)審視及確認。更多詳情請參閱「持份者參與」及「重要性評估」章節。

量化：為衡量環境、社會及管治相關政策的有效性，本集團已採納由聯交所和其他國際組織刊發的環境、社會及管治報告指引及相關指引，以量化和呈列不同定量環境及社會關鍵績效指標(「**關鍵績效指標**」)。所用準則詳情已於本環境、社會及管治報告相關章節闡述。

平衡：本環境、社會及管治報告旨在不偏不倚地匯報本集團的表現。

一致性：本集團將於往後各年度的環境、社會及管治報告使用一致的統計方法，促進有意義的數據比較。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

BOARD STATEMENT

Dear stakeholders,

On behalf of the Board, I am pleased to present the Group's ESG Report for Year 2024, which demonstrates the Group's growing commitment to sustainable development. As a company principally engaged in the provision of environmental cleaning and maintenance services, sustainability is one of the key elements in the Group's development.

The Board is committed to driving sustainable development in the Group's business operations. The Board has overall responsibility for the Group's ESG strategy and reporting, while both the members of the Board and the ESG Working Group support the Board in establishing and implementing ESG-related policies and procedures, as well as monitor and collect ESG-related information. The Board continuously monitors and reviews the key risks affecting the sustainability of the Group's business. The risk management and internal control frameworks provide a structured approach for the Board to formulate policies and ensure effective execution. Where appropriate, external advisors would be engaged to provide expertise and professional advice for the ESG management process. More information about the Group's governance structure is stated in the section headed "GOVERNANCE FOR SUSTAINABILITY".

The Group continuously communicates with its stakeholders to understand their concerns and fulfil their expectations. In order to identify and assess the material concerns of the Group's stakeholders, the Group has conducted materiality assessment surveys through stakeholder engagement. The assessment helped the Group determine the factors that have material impacts on the Group's sustainable growth, so as to incorporate them in the ESG strategies and targets.

董事會聲明

各位持份者：

本人謹代表董事會欣然提呈本集團二零二四年度的環境、社會及管治報告，闡明本集團對可持續發展日益增長的承諾。作為主要從事提供環境清潔及維護服務的企業，可持續發展乃本集團發展的關鍵元素之一。

董事會致力在本集團業務運營中推動可持續發展。董事會對本集團環境、社會及管治策略及匯報負有整體責任，而董事會成員與環境、社會及管治工作小組成員均會支持董事會建立及實施與環境、社會及管治相關的政策及程序，並監察及收集與環境、社會及管治相關的資訊。董事會持續監察並審視影響本集團業務可持續發展的主要風險，而風險管理和內部控制框架為董事會提供制度化的途徑，以制訂政策並確保其有效執行。在適當情況下，外部顧問將會獲委聘就環境、社會及管治管理流程提供專門知識及專業意見。有關本集團管治架構的更多資料可參閱「可持續發展管治」章節。

本集團與持份者保持溝通，以了解彼等的關注及滿足彼等的期望。為識別及評估本集團持份者的重大關切，本集團通過持份者參與進行重要性評估調查。該評估幫助本集團確定對本集團可持續增長有重大影響的因素，從而將相關因素納入在其環境、社會及管治策略和目標發展內。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

The Group has set various targets on particular KPIs. The environmental targets were approved by the Board and the progress is reviewed by the ESG Working Group annually. Aiming to achieve the targets, the Group is committed to implementing various measures mentioned in this ESG Report. The Board believes that the ESG-related targets can raise employees' awareness of ESG, drive behavioural changes and facilitate the incorporation of ESG initiatives into the Group's operational strategy.

On behalf of the Board, I would like to express my gratitude to my fellow Directors, the management team, all employees and stakeholders for their contributions to the Group's sustainable development.

Mr. Li Chenghua

Chairman of the Board, Chief Executive Officer and Executive Director

Hong Kong, 16 March 2025

本集團已就特定的關鍵績效指標設定不同目標。環境目標經董事會批准，並由環境、社會及管治工作小組每年審視進展情況。為實現該等目標，本集團致力落實於本環境、社會及管治報告提及的各種措施。董事會相信與環境、社會及管治相關的目標可以提高員工的環境、社會及管治意識，推動行為改變，以及促進將環境、社會及管治倡議納入本集團運營策略。

本人謹代表董事會，感謝董事們、管理團隊、全體員工及持份者為本集團可持續發展所作之貢獻。

李承華先生

董事會主席、行政總裁兼執行董事

香港，二零二五年三月十六日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

GOVERNANCE FOR SUSTAINABILITY

The Group considers ESG management as part of its fiduciary duty and strives to embed ESG considerations into daily operations and management. All of the involved personnel possess relevant expertise and skills and is committed to keeping abreast of ESG updates.

The Board holds the overall responsibility for the Group's strategy, reporting, overseeing and management of ESG-related issues. To ensure the effectiveness of ESG risk management measures and related internal control systems, the Board is and will be responsible for overseeing the formulation and reporting of ESG strategies and determining ESG-related risks. The Board will continuously assess or engage qualified independent third parties to assess the risks and the existing strategies, indicators, objectives and internal control of the Group and will implement necessary improvements to mitigate such risks. The Board discusses and reviews the Group's ESG-related risks, opportunities, performance, progress, goals and targets at least once per year. The Board also ensures the effectiveness of ESG risk management and internal control mechanism.

The ESG Working Group supports the Board in establishing and implementing ESG-related policies and procedures, as well as monitors and collects ESG-related information. The ESG Working Group shall also report the implementation of ESG-related risk management to the Board on a regular basis. The ESG Working Group conducts risk assessment at least once a year, covering the current and potential risks faced by the Group's business, including but not limited to the risks arising from ESG and climate-related issues, and then reports the results to the Board.

In addition, the management regularly conducts review and supervision on the progress and effectiveness of ESG initiatives to identify the risks brought by ESG issues such as climate change. During the implementation of ESG initiatives, the management identifies material ESG-related opportunities and reports their analysis, recommendations and action plans to the ESG Working Group at least once a year for review.

可持續發展管治

本集團將環境、社會及管治管理視為其受託責任的一部分，並致力將環境、社會及管治考慮納入日常運營和管理。所有有關人員均具備相關專業知識及技能，並致力於關注環境、社會及管治更新。

董事會對本集團環境、社會及管治事宜相關的策略、匯報、監督和管理負有整體責任。為確保環境、社會及管治風險管理措施及相關內部控制系統的有效性，董事會現在及將來都會負責監督環境、社會及管治策略的制定及報告，並釐定環境、社會及管治相關的風險。董事會將持續評估或聘請合資格獨立第三方評估本集團的風險及現有策略、指標、目標以及內部控制，並將實施必要的改進措施以減輕該等風險。每年至少一次討論並審視本集團的環境、社會及管治相關風險、機遇、績效、進展、目標及指標。董事會亦須確保環境、社會及管治風險管理和內部控制機制的效用。

環境、社會及管治工作小組協助董事會建立及實施與環境、社會及管治相關的政策及程序，以及監察及收集與環境、社會及管治相關的信息。環境、社會及管治工作小組應定期向董事會報告環境、社會及管治相關風險管理的實施情況。環境、社會及管治工作小組每年至少進行一次涵蓋本集團業務當前及潛在風險的風險評估，包括但不限於環境、社會及管治及氣候相關事宜所產生的風險，並向董事會匯報結果。

此外，管理層定期對環境、社會及管治舉措的進展及成效進行檢討及監督，以識別氣候變化等環境、社會及管治事宜帶來的風險。在環境、社會及管治舉措的實施過程中，管理層識別環境、社會及管治相關的重大機遇，並每年至少一次向環境、社會及管治工作小組匯報其分析、建議及行動計劃作審閱。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

STAKEHOLDER ENGAGEMENT

Effective and ongoing stakeholder engagement is an integral part of the Group's business development and commitment to the environment and society. By understanding the Group's stakeholders' views, the Group can align its business practices with their needs and expectations. This approach enables the Group to build trust and mutual beneficial relationships with its stakeholders and promote sustainability.

The Group has formulated its engagement approach based on the engagement objectives and stakeholders' level of interest and influence. As part of its business strategy, the Group engages with its stakeholders via different channels. The Group's stakeholders, the communication channels, and stakeholders' expectations and concerns are set out below:

持份者參與

有效而持續的持份者參與是本集團業務發展及對環境和社會的承諾不可或缺的一部分。藉著了解本集團持份者的意見，本集團能使業務實踐與持份者需求和期望保持一致，從而與持份者建立信任與互利關係並促進可持續發展。

本集團根據參與目標以及持份者利益和影響程度制訂其參與方法。作為業務策略一部分，本集團透過不同渠道與持份者接觸。本集團的持份者、溝通渠道以及持份者期望和關注如下：

Stakeholders 持份者	Communication Channels 溝通渠道	Expectations and Concerns 期望及關注
Investors and shareholders	<ul style="list-style-type: none"> Annual general meeting and other shareholders' meetings Regular corporate publications including financial statements Notices, circulars and announcements when necessary 	<ul style="list-style-type: none"> Compliant operation Financial results Corporate sustainable development
投資者及股東	<ul style="list-style-type: none"> 股東週年大會及其他股東會議 定期的公司刊物(包括財務報表) 於需要時發出通知、通函及公告 	<ul style="list-style-type: none"> 合規經營 財務業績 企業可持續發展
Customers	<ul style="list-style-type: none"> Customer activities Satisfaction survey Telephone and in-person meetings 	<ul style="list-style-type: none"> Service quality Protection of customer information and Privacy Business integrity and ethics
客戶	<ul style="list-style-type: none"> 客戶活動 滿意度調查 電話及當面會議 	<ul style="list-style-type: none"> 服務質量 客戶信息及隱私保護 商業誠信及道德

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

Stakeholders 持份者	Communication Channels 溝通渠道	Expectations and Concerns 期望及關注
Employees	<ul style="list-style-type: none"> Training activities Team building activities Regular performance appraisal Employee meetings Daily communication and reporting 	<ul style="list-style-type: none"> Career development Health and safety Compensation and benefits Equal opportunity
員工	<ul style="list-style-type: none"> 培訓活動 團建活動 定期績效考核 員工大會 日常溝通及匯報 	<ul style="list-style-type: none"> 職業發展 健康與安全 薪酬與福利 平等機會
Suppliers and business partners	<ul style="list-style-type: none"> Meetings Site visits Regular evaluation Exchanges and visits 	<ul style="list-style-type: none"> Fair competition Business ethics and reputation Service quality Win-win cooperation
供應商及商業夥伴	<ul style="list-style-type: none"> 會議 實地考察 定期評估 交流互訪 	<ul style="list-style-type: none"> 公平競爭 商業道德及信譽 服務質量 合作共贏

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

Stakeholders 持份者	Communication Channels 溝通渠道	Expectations and Concerns 期望及關注
Government departments and regulators	- Daily communication and reporting	- Policy implementation
	- Compliance management	- Compliance with laws and regulations
	- Proactive tax payment	- Tax payment in accordance with the law
	- Information disclosure	- Business ethics
	- Written communication when necessary	- Community engagement
政府部門及監管機構	- 日常溝通與匯報	- 政策執行
	- 合規管理	- 遵紀守法
	- 主動納稅	- 依法納稅
	- 信息披露	- 商業道德
	- 有需要時以書面形式溝通	- 社區參與
Media, community and non-governmental organisations	- Community activities	- Compliant operation
	- Investment and donation	- Promoting community development
	- Company website	- Environmental protection
	- Circulars and announcements	- Business ethics
	- ESG report	- Health and safety
傳媒、社區及非政府組織	- 社區活動	- 合規經營
	- 投資及捐助	- 促進社區發展
	- 公司網站	- 環境保護
	- 通函及公告	- 商業道德
	- 環境、社會及管治報告	- 健康與安全

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

MATERIALITY ASSESSMENT

In hope of understanding the views and expectations of stakeholders on the Group's ESG performance effectively, the Group has adopted a systematic approach in conducting the annual materiality assessment. With reference to the Group's business development strategy and industry practices, the Group identified and determined a list of material ESG issues. The Group prepared a questionnaire based on the list and invited relevant stakeholder representatives to rate the material issues according to the level of importance to the stakeholders and to the Group. The results of the survey were analysed and a materiality matrix was developed. The materiality matrix and the identified material topics were reviewed and confirmed by the Board and the ESG Working Group and disclosed in this ESG Report. The Group's materiality matrix is set out below:

重要性評估

為有效了解持份者對本集團環境、社會及管治表現的意見及期望，本集團在進行年度重要性評估時已採用系統化方法。參照本集團業務發展策略及行業慣例，本集團識別並確定了一份重大環境、社會及管治事宜清單。本集團根據該清單擬定調查問卷，邀請持份者代表根據清單的事宜對持份者及本集團的重要性評分，並透過分析調查結果建立重要性矩陣。董事會及環境、社會及管治工作小組審查和確認重要性矩陣及已識別重大議題，並且在本環境、社會及管治報告中披露。本集團重要性矩陣列示如下：

Materiality Matrix
重要性矩陣圖



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

Label 標記	Material ESG issues	重大環境、社會及管治事宜
1	Air emissions	廢氣排放
2	Greenhouse gas emissions	溫室氣體排放
3	Waste management	廢棄物管理
4	Energy consumption	能源消耗
5	Water management	耗水管理
6	Use of chemicals	化學品使用
7	Climate risk response actions	氣候風險應對行動
8	Employee compensation and benefits	員工薪酬及福利
9	Recruitment, promotion and dismissal	招聘、晉升及解僱
10	Equal opportunity	平等機會
11	Occupational health and safety	職業健康與安全
12	Employee development and training	員工發展及培訓
13	Child and forced labour prevention	防止童工及強制勞工
14	Supply chain management	供應鏈管理
15	Service quality	服務質量
16	Customer privacy protection	客戶隱私保護
17	Responsible marketing	負責任營銷
18	Anti-corruption	反貪污
19	Social welfare	社會公益

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

CONTACT THE GROUP

The Group welcomes stakeholders' opinions and suggestions. You can provide valuable advice in respect of this ESG Report or the Group's performance in sustainable development through the following means.

Email: tys0903@gzshqj.com

Postal address: 5F, Building 1, Dongjun Plaza, No. 836, Dongfeng East Road, Yuexiu District, Guangzhou

聯絡本集團

本集團歡迎持份者提出意見及建議。閣下可透過以下方式對本環境、社會及管治報告或本集團在可持續發展方面的表現提供寶貴意見。

郵箱：tys0903@gzshqj.com

郵寄地址：廣州市越秀區東風東路836號東峻廣場1座5F

A. ENVIRONMENTAL

Emissions

The Group recognises the importance of environmental protection as the starting point for sustainability. The Group is committed to reducing the environmental impact of its operations and promoting environmental protection within the Group and the supply chain. The Group has developed the Environmental, Social and Governance Policy (the “**ESG Policy**”) to meet its environmental objectives in carbon reduction, waste reduction and emission reduction.

The Group recognises that its operations have an impact on the environment and acknowledges that addressing environmental issues is a collective responsibility shared by every member of the community. The Group is committed to minimising the adverse impact that its operations may have on the environment. The Group continually improves its environmental management practices and measures to reduce energy and other resource consumption, minimise waste and promote a recycling culture within the Group.

A. 環境

排放

本集團深明環境保護作為實現可持續發展起點的重要性。本集團致力減少其運營對環境的影響，並於本集團及供應鏈內推動環保。本集團已制訂環境、社會及管治政策（「**環境、社會及管治政策**」），以達成其於減碳、減廢及減排方面的環境目標。

本集團認識其業務對環境造成的影響，並承認解決環境事宜是社會每個成員的共同責任。本集團致力盡可能減少運營可能造成的環境負面影響。本集團不斷改良其環境管理實務和措施，以降低能源和其他資源的消耗，盡量減少廢棄物，並在本集團內推廣循環回收文化。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

In Year 2024, the Group was not aware of any material noncompliance with relevant laws and regulations that have a significant impact on itself relating to air and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. The relevant laws and regulations include, but are not limited to, the Environmental Protection Law of the PRC, the Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Waste, the Law of the PRC on the Prevention and Control of Water Pollution and the Law of the PRC on the Prevention and Control of Atmospheric Pollution.

Air Pollutants Emissions

The Group's air pollutants emissions are mainly generated from the Group's daily operations.

During the Reporting Period, the Group's air emissions were as follows:

於二零二四年度，本集團沒有發現任何重大違反對其有重大影響有關廢氣和溫室氣體排放、水土排污以及有害及無害廢棄物產生的相關法律法規。相關法律法規包括但不限於《中華人民共和國環境保護法》、《中華人民共和國固體廢物污染環境防治法》、《中華人民共和國水污染防治法》及《中華人民共和國大氣污染防治法》。

空氣污染物排放

本集團的空氣污染物排放主要來自本集團的日常運營。

於匯報期間，本集團的廢氣排放如下：

Indicator ¹	指標 ¹	Unit 單位	The year ended 31 December 2023 ("Year 2023") 截至二零二三年十二月三十一日止年度	
			Year 2024 二零二四年度	(「二零二三年度」)
Nitrogen oxides	氮氧化物	kilograms ("kg") 公斤(「公斤」)	487.72	592.25
Sulphur oxides	硫氧化物	kg 公斤	1.01	0.93
Particulates	顆粒物	kg 公斤	37.65	44.92

Note :

- The calculation of air emissions is based on the emission factors in the "How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs" published by the Stock Exchange.

附註：

- 廢氣排放之計算是基於聯交所發佈的《如何編備環境、社會及管治報告-附錄二：環境關鍵績效指標匯報指引》中的排放因子。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

GHG Emissions

The Group's GHG emissions are mainly attributable to direct GHG emissions (Scope 1) and energy indirect GHG emissions (Scope 2). Direct GHG emissions (Scope 1) are from the fuel consumption of the Group's vehicles. Energy indirect GHG emissions (Scope 2) are from the Group's consumption of electricity purchased from external sources. During the Reporting Period, the Group's total GHG emissions were approximately 273.68 metric tons ("MT") of carbon dioxide equivalent ("tCO₂e").

During the Reporting Period, the Group's GHG emissions were as follows:

溫室氣體排放

本集團的溫室氣體排放主要來自直接溫室氣體排放(範圍1)和能源間接溫室氣體排放(範圍2)。直接溫室氣體排放(範圍1)來自本集團的車輛燃料消耗。能源間接溫室氣體排放(範圍2)來自本集團的外購電力消耗。於匯報期間，本集團的溫室氣體排放總量約為273.68公噸(「公噸」)二氧化碳當量(「噸二氧化碳當量」)。

於匯報期間，本集團的溫室氣體排放如下：

Indicator ¹	指標 ¹	Unit 單位	Year 2024 二零二四年度	Year 2023 二零二三年度
Direct GHG emissions (Scope 1)	直接溫室氣體排放(範圍1)	tCO ₂ e 噸二氧化碳當量	174.04	173.61 ³
Energy indirect GHG emissions (Scope 2)	能源間接溫室氣體排放(範圍2)	tCO ₂ e 噸二氧化碳當量	99.64	166.48
Total GHG Emissions	溫室氣體排放總量	tCO₂e 噸二氧化碳當量	273.68	340.09³
Total GHG emission intensity²	溫室氣體排放總量強度²	tCO₂e/RMB million 噸二氧化碳當量／ 人民幣百萬元收益	0.41	0.54³

Notes :

1. GHG emissions data are presented in tonnes of carbon dioxide equivalent and are based on, including but not limited to, "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards" issued by the World Resources Institute and the World Business Council for Sustainable Development, "Global Warming Potential Values" in the IPCC Sixth Assessment Report (AR6) and the "Announcement on the Release of the 2022 Electricity Carbon Emission Factor" issued by the Ministry of Ecological Environment of the PRC;
2. During the Reporting Period, the Group's revenue was approximately RMB 673,558,000 and the revenue in Year 2023 was approximately RMB 630,172,000. The data are also used for calculating other intensity data; and
3. The data has been restate to reflect the actual situation.

附註：

1. 溫室氣體排放數據以噸二氧化碳當量為單位並根據包括但不限於世界資源研究所和世界可持續發展工商理事會發佈的《溫室氣體盤查議定書：企業會計與報告標準》、IPCC第六次評估報告(AR6)內的「全球暖化潛能值」及中國生態環境部發佈的《關於發佈2022年電力二氧化碳排放因子的公告》呈列；
2. 於匯報期間，本集團的收益為約人民幣673,558,000元，而二零二三年度的收益為約人民幣630,172,000元。有關數據亦用於計算其他密度數據；及
3. 數據已重述以反映實際情況。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

The Group has set a target to limit the Group's total GHG emission intensity growth to not more than 10% from Year 2023 to the year ending 31 December 2025 ("Year 2025"), with the year ending 31 December 2022 ("Year 2022") as the baseline, which was approximately 0.83 tCO₂e per RMB million revenue. Attributed to the Group's efforts, the Group's total GHG emission intensity in Year 2024 met the target and will strive to continue to maintain the progress. The Group actively implements energy-saving measures and strives to reduce greenhouse gas emissions. Please refer to the section headed "ENERGY MANAGEMENT" for details of the Group's energy-saving measures.

Wastewater Discharge

The Group is committed to ensuring that the discharged water pollutants do not exceed the national or local standards for the discharge of water pollutants and the indices for control of the total discharge of major water pollutants. During the Reporting Period, the sewage discharged by the Group were discharged into the municipal sewage pipe network.

Waste Management

The Group has formulated the ESG policy to ensure all hazardous and non-hazardous waste is properly and safely managed. The workers of the Group carry out work on the customers' premises when providing cleaning services. The cleaning services provided by the Group include helping customers dispose of the waste they generate. Since the relevant waste is not generated by the Group, the waste that the Group disposes of on behalf of its customers is not included in the disclosed data of the Group.

Hazardous Waste

The Group does not generate substantial hazardous waste in daily operations directly. If hazardous waste is involved, the Group engages third parties with relevant licences to collect hazardous waste.

本集團已定下目標，以截至二零二二年十二月三十一日止年度(「二零二二年度」)為基準，即每人民幣百萬元收益約0.83噸二氧化碳當量，將二零二三年度至截至二零二五年十二月三十一日止年度(「二零二五年度」)內本集團的總溫室氣體排放強度增長限制在不超過10%。鑒於本集團的努力，本集團二零二四年度的總溫室氣體排放強度符合目標，並將致力繼續保持進度。本集團積極落實節能措施，致力減少溫室氣體排放。有關本集團的節能措施的詳情請參閱「能源管理」章節。

廢水排放

本集團致力確保所排放的廢水污染物不超過國家或地方的水污染物排放標準及主要水污染物排放總量控制指標。於匯報期間，本集團所排放污水均排入市政污水管網。

廢棄物管理

本集團已制訂環境、社會及管治政策，以確保所有有害及無害廢棄物得到適當安全的管理。本集團的工人在客戶的場所內提供清潔服務，包括幫助客戶棄置他們產生的廢棄物。由於相關廢棄物並非由本集團產生，本集團幫助客戶棄置的廢棄物不包括在本集團的披露數據之內。

有害廢棄物

本集團的日常運營不會直接產生大量有害廢棄物。若有涉及有害廢棄物的情況，本集團會聘請持有相關牌照的第三方收集有害廢棄物。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

Non-hazardous Waste

The Group's non-hazardous waste mainly includes office papers. During the Reporting Period, the Group's generation of non-hazardous waste was approximately 2.06 MT.

During the Reporting Period, the Group's generation of non-hazardous waste was as follows:

Indicator	指標	Unit 單位	Year 2024 二零二四年度	Year 2023 二零二三年度
Total non-hazardous waste	無害廢棄物總量	MT 公噸	2.06	1.30
Total non-hazardous waste intensity	無害廢棄物總量強度	kg/RMB million revenue 公斤／人民幣百萬元收益	3.06	2.06

The Group has set a target to limit the intensity growth of the Group's total non-hazardous waste from Year 2024 to Year 2025 to not more than 10%, with Year 2022 as the baseline, which was approximately 2.06 kg per RMB million revenue. The Group proactively implements environmentally friendly measures to strive to achieve its waste reduction target. Among all, the Group has adopted the following waste reduction measures:

- Establish a waste sorting and recycling plan to classify, collect, and treat recyclable materials and valuable waste;
- Provide regular training and education to raise employees' awareness on waste reduction and environmental protection measures; and
- Use reusable cleaning tools and equipment as much as possible to reduce the use of disposables.

無害廢棄物

本集團的無害廢棄物主要包括辦公室紙張。於匯報期間，本集團產生的無害廢棄物總量約為2.06公噸。

於匯報期間，本集團的無害廢棄物產生情況如下：

本集團已定下目標，以二零二二年度為基準，即每人民幣百萬元收益約2.06公斤，將二零二四年度至二零二五年度內本集團的無害廢棄物總量強度增長限制在不超過10%。本集團積極執行環保措施，致力實現減廢目標。其中，本集團已採取以下減廢措施：

- 建立垃圾分類和回收計劃，將可回收物料和有價值的廢棄物進行分類、收集和處理；
- 提供定期培訓和教育，以提高員工對減廢和環保措施的意識；及
- 盡量使用可重覆使用的清潔工具及設備以減少一次性用品的使用。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

Use of Resources

The Group has established the ESG Policy to manage the use of resources to uphold its commitment to achieve high energy efficiency and optimise the use of other resources during its business operations.

Energy Management

While the Group consumes energy for its daily business operations, it actively identifies aspects that can reduce energy consumption. The Group's energy consumption is mainly focused on office uses and does not include the energy consumption directly generated from the provision of services to customers. During the Reporting Period, the Group's total energy consumption was approximately 666.40 MWh.

During the Reporting Period, the Group's energy consumption was as follows:

Indicator	指標	Unit 單位	Year 2024 二零二四年度	Year 2023 二零二三年度
Direct energy consumption ^{1, 2}	直接能源消耗 ^{1, 2}	MWh 兆瓦時	666.40	671.57 ⁴
Indirect energy consumption ³	間接能源消耗 ³	MWh 兆瓦時	185.69	291.92
Total energy consumption	能源消耗總量	MWh 兆瓦時	852.09	963.49 ⁴
Total energy consumption intensity	能源消耗總量強度	MWh/revenue in RMB million 兆瓦時／人民幣百萬元 收益	1.27	1.53 ⁴

Notes :

1. Direct energy consumption represents diesel and petrol consumed by the Group for the use of vehicles;
2. The unit conversion calculation is based on the conversion factors in "Energy Statistics Manual" issued by the International Energy Agency;
3. Indirect energy consumption represents electricity purchased from external sources and consumed by the Group; and
4. The data has been restated to reflect the actual situation.

資源使用

本集團已制訂環境、社會及管治政策管理資源使用，以持守其在業務運營中實現高能源效益和優化其他資源使用的承諾。

能源管理

本集團在其日常業務運營中會消耗能源，因此積極識別可降低能耗的方面。本集團的能耗主要集中在辦公室用途，並不包括向客戶提供服務直接產生的資源消耗。於匯報期間，本集團的能源消耗總量約為666.40兆瓦時。

於匯報期間，本集團的能源消耗如下：

附註：

1. 直接能源消耗指本集團為使用車輛消耗的柴油和汽油；
2. 單位轉換是根據國際能源署頒佈的《能源統計說明》所定明的轉換係數計算；
3. 間接能源消耗指本集團從外部來源購買並使用的電能；及
4. 數據已重述以反映實際情況。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

The Group has set a target of maintaining the increase in total energy consumption intensity from Year 2023 to Year 2025 to not more than 10%, with Year 2022 as the baseline, which was approximately 2.67 MWh per revenue in RMB million. In Year 2024, the Group's total energy consumption intensity was in line with the target and the Group will strive to continue to maintain the progress. The Group proactively implements energy-saving measures to strive to achieve its energy use efficiency target. Among all, the Group has adopted the following energy-saving measures:

- Monitor and review the environmental performance indicators, such as fuel, electricity and water consumption levels;
- Encourage employees to reduce the use of unnecessary lighting and turn off unused machinery and equipment to save energy and costs; and
- Develop machinery and equipment management plans, including regular inspections, repairs and maintenance, to ensure that they are in ideal and reliable condition.

Water Management

The Group's water consumption is mainly derived from the offices and facilities. During the Reporting Period, the Group's total water consumption was approximately 6,989.05 m³.

During the Reporting Period, the Group's water consumption was as follows:

本集團已定下目標，以二零二二年度為基準，即每人民幣百萬元收益約2.67兆瓦時，將二零二三年度至二零二五年度內本集團的能源消耗總量強度增長限制在不超過10%。於二零二四年度，本集團的能源消耗總量強度符合目標，而本集團將致力繼續保持進度。本集團積極執行節能措施以實現其能源使用效益目標。其中，本集團已採取以下節能措施：

- 監察及檢視環境績效指標，如燃料、電力及水資源消耗水平；
- 鼓勵員工減少使用不必要的照明和關閉不使用的機器及設備，以節省能源和成本；及
- 設定機器及設備管理計劃，包括定期檢查、維修及保養，以確保其狀態理想及可靠。

耗水管理

本集團的水資源消耗主要來自辦公室及設施。於匯報期間，本集團的耗水總量約為6,989.05立方米。

於匯報期間，本集團的耗水量如下：

Indicators	指標	Units 單位	Year 2024 二零二四年度	Year 2023 二零二三年度
Total water consumption	耗水總量	m ³ 立方米	6,989.05	15,922.91
Total water consumption intensity	耗水總量強度	m ³ /revenue in RMB million 立方米／人民幣百萬元收益	10.38	25.27

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

The Group has set a target of maintaining the increase in total water consumption intensity from Year 2023 to Year 2025 to not more than 10%, with Year 2022 as the baseline, which was approximately 26.89 m3 per revenue in RMB million. In Year 2024, the Group's total water consumption intensity was in line with the target and the Group will strive to continue to maintain the progress. The Group proactively implements water-saving measures to achieve its water efficiency target. For example, the Group has reminded employees of the importance of water conservation while all employees are required to turn off water faucets when they are not in use, so as to encourage all employees to develop the habit of conserving water consciously.

The Group attaches great importance to water resource conservation. During the Reporting Period, the water supply of the Group was from municipal governments and there was no difficulty in obtaining water resources.

Use of cleaning chemicals

We place a high priority on the responsible use of cleaning chemicals, recognising that improper handling poses risks not only to the occupational health and safety of our employees, but also damages the environment. Therefore, we provide our employees with training on adhering to guidelines for the proper usage of chemicals.

During the Reporting Period, the Group's common use of cleaning chemicals was as follows:

本集團已定下目標，以二零二二年度為基準，即每人民幣百萬元收益約26.89立方米，將二零二三年度至二零二五年度內本集團的耗水總量強度增長限制在不超過10%。於二零二四年度，本集團的耗水總量強度符合目標，而本集團將致力繼續保持進度。本集團積極執行節省耗水措施，以實現其耗水效益目標，例如本集團已提醒員工關注節約用水，並規定所有員工在不使用時必須關上水龍頭，以鼓勵所有員工養成自覺節約用水的習慣。

本集團非常重視保護水資源。於匯報期間，本集團的用水來自市政府供水設施，而在獲得水資源方面沒有任何困難。

清潔化學品使用

我們高度重視負責任地使用清潔化學品，因為我們明白不當的處理方式不但對員工的職業健康與安全帶來風險，還會破壞環境。因此，我們為員工提供培訓，指導其遵從正確使用化學品的指引。

於匯報期間，本集團的常用清潔化學品如下：

Indicators	指標	Units 單位	Year 2024 二零二四年度	Year 2023 二零二三年度
Total bleach use	漂白水使用總量	litres 升	198,865.80	180,952.96
Total bleach use intensity	漂白水使用總量強度	litres/revenue in RMB million 升／人民幣百萬元收益	295.25	287.15
Total detergents use	洗滌劑使用總量	litres 升	23,925.60	32,041.50
Total detergents use intensity	洗滌劑使用總量強度	litres/revenue in RMB million 升／人民幣百萬元收益	35.52	50.85

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

The Group has set the following targets of efficiency in use of cleaning materials:

- Maintaining the increase in total bleach use intensity from Year 2023 to Year 2025 to not more than 10%, with Year 2022 as the baseline, which was approximately 326.76 litres per revenue in RMB million; and
- Maintaining the increase in total detergents use intensity from Year 2023 to Year 2025 to not more than 10%, with Year 2022 as the baseline, which was approximately 134.87 litres per revenue in RMB million.

In Year 2024, the Group's total bleach use intensity and total detergents use intensity were in line with the targets and the Group will strive to continue to maintain the progress. The Group actively implements cleaning chemicals saving measures and is committed to achieving its targets of cleaning chemicals efficiency. The Group provides guidelines to its employees so that they understand the reasonable usage of cleaning chemicals when providing environmental cleaning and maintenance services. In addition, the Group also carries out regular inspections to ensure that employees comply with the regulations on the use of cleaning chemicals.

Use of Packaging Materials

Due to the nature of the Group's business, the Group does not have any industrial production or manufacturing facilities. Therefore, the Group does not consume a substantial amount of packaging materials.

本集團已制定以下清潔化學品使用效益目標：

- 以二零二二年度為基準，即每人民幣百萬元收益約326.76升，將二零二三年度至二零二五年度內本集團的漂白水使用總量強度增長限制在不超過10%；及
- 以二零二二年度為基準，即每人民幣百萬元收益約134.87升，將二零二三年度至二零二五年度內本集團的洗滌劑使用總量強度增長限制在不超過10%。

於二零二四年度，本集團的漂白水使用總量強度及洗滌劑使用總量強度符合目標，而本集團將致力繼續保持進度。本集團積極執行節省清潔化學品措施，致力實現其清潔化學品效益目標。本集團為其員工提供指引，以便他們了解提供環境清潔及維護服務的合理清潔化學品使用量。此外，本集團亦定期進行檢查，確保員工遵守有關使用化學清潔品的規定。

包裝物料使用

基於本集團業務性質，本集團並無任何工業生產或製造設施，故此本集團不會消耗大量包裝物料。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

The Environment and Natural Resources

The Group has attached great importance to the potential destructive influence of its operations on the environment and aims to conduct activities in an environmentally responsible and sustainable manner. Although the Group's operations do not pose material and irreversible impacts to the environment and natural resources, the Group has established the ESG Policy to improve the management in environmental and resource aspects continuously, so as to lower the environmental impacts of its activities. In the future, the Group will continue to actively make its operations more environmentally friendly and take effort to accomplish its duties as a member of the community through innovation.

Environmental Awareness

Apart from strictly requiring employees to put the environmental protection measures formulated by the Group into practice, the Group proactively raises environmental awareness among its employees. The Group frequently reminds its employees to recycle waste, conserve water, and reduce energy usage to save natural resources in a long-term basis. There are also environmental protection campaigns for employees to participate, as well as internal communication channels for them to exchange their ideas regarding the environmental issues. In addition, the Group has adopted environmental management systems and been accredited with ISO 14001 (environmental management) since 2009. The Group promotes environmentally commendable corporate behaviour and strives to optimise the use of natural resources, the treatment and disposal of waste and the control of energy consumption. The Group will continue to review and reduce the impact of its daily operations on the environment.

環境及天然資源

本集團非常重視其運營的潛在破壞性環境影響，並銳意按照對環境負責和可持續發展的方式開展活動。雖然本集團的業務並沒有對環境及天然資源帶來重大且不可逆轉的影響，但本集團已建立環境、社會及管治政策，持續地改善環境及資源方面的管理，以降低其活動對環境的影響。未來，本集團將繼續積極使其運營更環保，並致力透過技術創新履行其社會成員的責任。

環保意識

除嚴格要求員工落實執行本集團所制訂環保措施外，本集團亦積極提高員工環保意識。本集團經常提醒員工要回收廢棄物、節約用水及減少能源使用，以長遠減少天然資源損耗。本集團亦安排環保活動讓員工參與，並設立內部溝通渠道供彼等交流環保相關事項。此外，本集團採用環境管理體系，並自二零零九年起獲得ISO 14001(環境管理)認證。本集團推行對環境而言可取的企業行為，致力優化自然資源使用、廢棄物處置以及能源消耗控制。本集團將繼續審查和減少其日常運營對環境的影響。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

Climate Change

Climate change creates extensive risks and challenges to the global economy, and such hazards may threaten or adversely impact the Group's business. With the expanding threat of climate change and related physical change, the market and the public's preference for more environmentally friendly products and services are becoming increasingly prominent. In response to the community's gradual concern on climate changes and associated issues, the Group has formulated the Climate Change Policy to make their impact less severe. The policy indicates the Group's management approach on climate-related issues and commitment to the mitigation, adaptation and resilience towards climate change across its operations and along the value chain.

Physical Risks

For physical risks, extreme weather such as flooding, typhoons and extreme heat has become more frequent and severe due to climate change. This might lead to adverse effect and disruption on the delivery of the services of the Group, particularly the provision of services at outdoor locations, as well as subsequent increase in the cleaning service workload. In addition, extreme weather events may directly or indirectly affect multiple entities within the supply chain network such as physical infrastructure and assets, natural resources and workforce, and its ripple effect can lead to risk propagation along the supply chain network. Therefore, climate change can cause a reduction in the Group's production and thus hamper the Group's operations.

The Group has taken different actions to manage the above-mentioned acute physical risks. For example, the Group has business continuity measures stipulated in our ESG policy, which outlines the mitigation measures of enabling our key operation to be resumed under such extreme weather events. For the extreme heat circumstances, the Group has adopted occupational health and safety guidelines, work arrangement plan which is in line with the requirements stipulated under the High Temperature Labour Protection Measures of Guangdong Province (廣東省高溫天氣勞動保護辦法), respective protection measures and high temperature allowance for our operational employees. Regular training is also provided to operational employees to ensure their occupational safety. The Group believes that the potential financial impacts can be minimised with adequate preparations for extreme weather events.

氣候變化

氣候變化對全球經濟帶來廣泛的風險及挑戰，並會危害或對本集團的業務產生不利影響。隨著氣候變化的威脅和相關實體改變不斷增加，市場和公眾對環保產品及服務的偏好也日益明顯。有見社會大眾對氣候變化和相關事宜日漸關注，本集團已制訂氣候變化政策以降低其影響之嚴重性。該政策顯示本集團管理層處理氣候相關事宜的方法，以及表明於業務和價值鏈上減緩、適應和抵禦氣候變化的承擔。

實體風險

實體風險方面，氣候變化使極端天氣日益頻繁及愈趨嚴重，如水災和颱風以及極端高溫。這現象可能導致本集團的服務交付，特別是在戶外地點提供的服務，受到不利影響及干擾，以及清潔服務的工作量會隨之增加。此外，極端天氣事件可直接或間接影響供應鏈網絡內眾多單位，如實體基礎設施和資產、天然資源和勞動力，其連鎖反應會導致風險沿供應鏈網絡散播。因此，氣候變化可導致本集團生產減少，令本集團運營受阻。

本集團已採取多項行動以管理上述嚴重實體風險。例如本集團已在環境、社會及管治政策中定明業務延續措施，當中概述在此種極端天氣事件下使本集團的主要業務得以恢復的緩解措施。針對極端高溫的情況，本集團已採取職業健康及安全指引、符合《廣東省高溫天氣勞動保護辦法》要求的工作安排計劃、相關保護措施以及為操作員工提供高溫津貼。本集團亦為操作員工提供定期培訓，以確保其職業安全意識。本集團相信，透過對極端天氣事件作出充足準備，可將潛在財務影響降到最低。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

Transition Risks

For transition risks, the Group foresees the change in our customers' preference in terms of increasing demand of environmental and social risk assessment on their suppliers and more stringent requirements on environmentally friendly services. Furthermore, the implementation of strict fuel economy and emissions standards by the PRC government in the medium and long term may raise the leasing and purchase costs of machinery, equipment and vehicles, which may adversely impact on the financial performance of the Group. The Group continues to monitor the regulatory environment to ensure that the services of the Group meet the demands and expectations of our customers and regulatory authorities.

The Group will continue to assess the effectiveness of its actions on climate change and enhance its resilience against climate-related issues.

B. SOCIAL Employment

Employment Practices

The Group considers its employees to be its most valuable asset and takes effort to recruit and retain the best talent for its sustainable growth. The Group has established a fair labour practices policy to ensure that employees are treated fairly and equally in the long-term basis regarding recruitment, training and development, appraisal, promotions, compensation and benefits. Regular discussion with employees on how they are meeting their targets and refresher training are also provided.

In Year 2024, the Group did not experience any work suspension or interruptions towards its operations as a result of labour strikes or disputes, nor did the Group face any challenges in the recruitment process or retention of skilled employees. In Year 2024, the Group was not aware of any material non-compliance relevant laws and regulations that have a significant impact on itself relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. The relevant laws and regulations include, but are not limited to, the PRC Labour Law (《中華人民共和國勞動法》), the PRC Labour Contract Law (《中華人民共和國勞動合同法》) and the PRC Social Insurance Law (《中華人民共和國社會保險法》).

過渡風險

過渡風險方面，本集團預視客戶的喜好將改變，即對其供應商的環境及社會風險評估的需求越來越高，以及對環保服務的要求亦越來越嚴格。此外，中國政府在中長期內實施的嚴格燃油經濟及排放標準，可能會提高機器、設備及車輛的租賃及購買成本，這或會對本集團的財務表現造成不利影響。本集團將繼續監察監管環境，以確保本集團的服務符合客戶及監管機構的要求和期望。

本集團將持續評估其在氣候變化方面行動的成效，並加強抵禦氣候相關事件影響的能力。

B. 社會 僱傭

招聘慣例

本集團認為員工是其最寶貴的資產並致力招攬留聘最優秀的人才以實現可持續增長。本集團已制訂公平勞工慣例政策，確保僱員長期在招聘、培訓及發展、評核、晉升、薪酬和福利方面獲得公正平等的待遇。本集團亦會定期與員工討論如何讓彼等達成自身目標，並提供進修培訓。

於二零二四年度，本集團未遇上任何因罷工或勞資糾紛導致業務暫停或中斷的情況，在招聘過程或挽留熟練員工上亦無面臨任何挑戰。於二零二四年度，本集團沒有發現任何重大違反對其有重大影響有關薪酬與解僱、招聘與晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的相關法律法規。相關法律法規包括但不限於《中華人民共和國勞動法》、《中華人民共和國勞動合同法》及《中華人民共和國社會保險法》。

ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

As of 31 December 2024, the Group had a total of 8,160 employees. The employees' composition by gender, employment type, age group and geographical region is as follows:

截至二零二四年十二月三十一日，本集團共有8,160名員工。按性別、僱用類別、年齡組別及地域劃分的員工組成情況如下：

		As of 31 December 2024 截至二零二四年 十二月三十一日	
Indicator	指標	Unit 單位	
Total number of employees	員工總數	Number 人數	8,160
By gender	按性別		
Female	女性	number 人數	6,066
Male	男性	number 人數	2,094
By employment type	按僱用類別		
Full-time	全職	number 人數	8,160
Part-time	兼職	number 人數	0
By age group	按年齡組別		
18-35 years old	18至35歲	number 人數	162
36-49 years old	36至49歲	number 人數	338
Over 50 years old	50歲以上	number 人數	7,660
By geographical region	按地域		
The PRC	中國	number 人數	8,160

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

Recruitment, Compensation, Promotion and Dismissal

The Group is committed to providing a positive work environment that values diverse workforce and fosters the achievement of business goals through implementing the fair labour practices policy and relevant measures. The Group's policy aims to provide equal opportunities for employees regardless of gender, age, race or any other social or personal characteristics. The measures taken by the Group include but are not limited to:

- Adopting fair labour practices among the workforce and prohibiting discrimination against individuals; and
- Establishing communication channels such as opinion collection box and email.

The Group enters into labour contracts when it establishes labour relationships with the employees, so as to ensure that the interest of the employees is protected. The employment relationship will be confirmed by signing a labour contract after both the employee and the Group have clarified their rights and obligations and agreed to the written employment terms. The Group abides by local laws and regulations regarding employment practices such as compensation, rest periods and working hours.

Either employees or the Group can propose to terminate the labour contract in accordance with the provisions of the labour contract and the specific notice period. The Human Resources Department conducts voluntary exit interviews with resigning employees to understand their reasons for resigning.

招聘、薪酬、晉升和解僱

本集團致力於提供一個重視多元化勞工團隊的積極工作環境，並通過實施公平勞工慣例政策及相關措施促進達成業務目標。本集團的政策旨在為僱員提供不分性別、年齡、種族或任何其他社會或個人特徵的平等機會。本集團採取的措施包括但不限於：

- 在勞工團隊中採用公平勞工慣例，禁止作出個人歧視；及
- 建立意見收集箱及電郵等溝通渠道。

當本集團與僱員建立勞動關係時，會簽訂勞動合同，以確保僱員的權益得到保護。僱傭關係將在僱員及本集團明確自己的權利及義務並同意書面僱傭條款後，通過簽署勞動合同確認。本集團遵守當地有關報酬、假期及工作時數等僱傭措施的法律及法規。

不論是員工或本集團，均可根據勞動合同規定及具體通知期提出終止勞動合同。人力資源部門會對辭職員工進行自願離職面談，以了解彼等辭職的理由。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

In Year 2024, the Group recorded a turnover rate of employees of approximately 106.67%. The turnover rate of employees by gender, age group and geographical region is as follows:

於二零二四年度，本集團錄得員工流失率約106.67%。按性別、年齡組別及地域劃分的員工流失率如下：

Indicator	指標	Unit 單位	Year 2024 二零二四年度
Turnover rate of employees^{1, 2}	員工流失率^{1, 2}	%	51.61
By gender	按性別		
Female	女性	%	51.67
Male	男性	%	51.44
By age group	按年齡組別		
18–35 years old	18至35歲	%	25.00
36–49 years old	36至49歲	%	36.23
Over 50 years old	50歲以上	%	52.47
By geographical region	按地域		
The PRC	中國	%	106.65

Notes :

1. The calculation method is enhanced to provide meaningful data. The calculation method of the overall turnover rate: the total number of departures in the year ÷ (the total number of employees at the end of the year + the total number of departure in the year) × 100%;
2. Since the Group hires employees on a project basis, employees will leave the Group when the project ended; and
3. The calculation method of the employee turnover rate by category: (the number of departures in the category in the year ÷ the total number of employees in the category at the end of the year) × 100%.

附註：

1. 計算方法已提升以提供有意義數據。整體流失率的計算方法：該年總離職人數 ÷ (該年年底的員工總數 + 該年總離職人數) × 100%；
2. 由於本集團以項目為基礎聘用員工，因此當項目結束員工將會離開本集團；及
3. 按類別劃分員工流失率的計算方法：(該年有關員工類別的離職人數 ÷ 該年年底有關員工類別的員工總數) × 100%。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

Equal Opportunity, Diversity and Anti-discrimination

Creating a working environment without discrimination and harassment is the responsibility of every employee and one of the major objectives of the Group. The Group recognises the value of diversity and strives to provide equal opportunities in all aspects of employment for all employees and candidates, including recruitment, hiring, job assignments, promotions, working conditions, scheduling, benefits, salary, disciplinary action, termination, and social, educational and recreational programmes. All employees are assessed based on their ability, job performance and contribution. The Group does not tolerate any forms of discrimination with regard to gender, race, nationality, marital status, disability, religious belief, sexual orientation or any other characteristics as recognised by relevant anti-discriminatory regulations. The Group also forbids discrimination or harassment in the workplace, whether committed by or against employees and workers in the supply chain, operational communities and other stakeholders, in order to protect their legitimate rights and interests. The Group will examine any claims of discrimination or harassment promptly, and strive to eliminate improper behaviour.

The Group is committed to complying with all applicable laws providing equal employment opportunities. This commitment applies to all individuals involved in the Group's operations. The Group will make reasonable accommodations for the known physical or mental limitations of a qualified individual or employee with disabilities unless undue hardship would result.

Health and Safety

The Group is committed to achieving excellence in occupational health and safety management through a dynamic process and continually strives to improve its performance. The Group believes health and safety is the foundation for continuous improvement in its facilities, products and services. The Group has developed and adopted the occupational health and safety standards system to provide its employees with a safe and healthy working environment that has zero tolerance for unsafe acts or conditions.

平等機會、多元性和反歧視

創建一個沒有歧視和滋擾的工作環境是每位員工的責任，也是本集團的重要目標之一。本集團認同多元化的價值，並致力為所有員工及求職者在各僱傭方面提供平等機會，包括招聘、僱用、工作分配、晉升、工作條件、日程安排、福利、工資、紀律處分、解僱，以及社會、教育及康樂活動。所有員工均根據能力、工作表現及貢獻接受評估。本集團絕不容忍任何形式的性別、種族、國籍、婚姻狀況、殘疾、宗教信仰、性取向或相關反歧視法規所認定之任何其他特徵的歧視。本集團亦禁止工作場所發生歧視或騷擾，無論是員工和供應鏈的工人、運營社區及其他持份者所犯或受如此對待，以保護彼等的合法權利和利益。本集團將迅速調查任何聲稱歧視或騷擾個案，並致力消除失當行為。

本集團致力遵守所有提供平等就業機會的適用法律。此項承諾適用於所有參與本集團業務的人員。除非此舉會帶來極大艱難，否則本集團會對符合資格但身患殘疾的申請人或員工，為其已知的身體或精神限製作合理調節。

健康與安全

本集團致力透過動態過程實現卓越職業健康和安全管理，並不斷努力提高績效。本集團認為健康與安全是持續改進其設施及服務的基礎。本集團已制訂並採納職業健康與安全標準體系，為所有員工提供一個安全健康，以及對不安全行為或狀況零容忍的工作環境。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

In Year 2024, the Group was not aware of any material noncompliance with relevant laws and regulations that have a significant impact on itself relating to providing a safe working environment and protecting employees from occupational hazards. The relevant laws and regulations include, but are not limited to, the Law of the PRC on the Prevention and Treatment of Occupational Diseases (《中華人民共和國職業病防治法》) and the Fire Protection Law of the PRC (《中華人民共和國消防法》).

The Group complies with all health and safety laws as mandated by government agencies applicable to its business. Employees have the duty to comply with the health and safety standards that are established by the Group for the protection of employees and to work as safely as possible. The Group provides the workers with work safety training where appropriate.

In Year 2024, the lost days due to work injury was 4,140. Employees must report any dangerous or potentially dangerous situations to their superiors. During Year 2022, Year 2023 and Year 2024, the number of work-related fatalities are 1, 4 and 5 respectively. Meanwhile, in Year 2022, Year 2023 and Year 2024, the rate of work-related fatalities¹ are 0.02%, 0.06% and 0.06% respectively. The work-related fatalities of the Group occurred in the past three years were caused by traffic accidents, sudden illnesses and workplace accidents. The Group actively handles the aftermath for each accident, including reporting the incident to relevant departments, assisting employees' families to handle work-related death recognition procedures, as well as applying for social security fund compensation for work-related fatalities. In order to minimise the occurrence of accidents, the Group regularly conducts safety hazard inspections, promptly rectifies safety loopholes and eliminates safety risks. In addition, the Group advocates the concept of safety first and is committed to improving the safety awareness of employees.

於二零二四年度，本集團沒有發現任何重大違反對其有重大影響有關提供安全工作環境和保護員工免受職業危害的相關法律法規。相關法律法規包括但不限於《中華人民共和國職業病防治法》及《中華人民共和國消防法》。

本集團遵守所有政府機關規定而適用於其業務的健康與安全法例。員工有責任遵守本集團為保護員工而制訂的健康與安全標準，並盡量安全地工作。在適當情況下，本集團為員工提供工作安全培訓。

於二零二四年度，因工傷而損失的日數為4,140日。當員工察覺到任何危險或有潛在危險的情況時，必須向上級匯報。本集團於二零二二年度、二零二三年度及二零二四年度的因工亡故的人數分別為1、4及5，而二零二二年度、二零二三年度及二零二四年度的因工亡故的比率¹分別為0.02%、0.06%及0.06%。本集團過去三年的因工亡故事件的成因包括交通事故、突發疾病以及工作場所意外。本集團積極處理每宗事故的善後事宜，包括向相關部門報告事件、協助員工家屬處理工亡認定手續，以及申請社保基金賠付工亡等。為了盡量減少事故，本集團定期開展安全隱患排查，及時整改安全漏洞，以及消除安全風險。此外，本集團倡導安全至上理念，致力提高員工安全意識。

Note :

1. The calculation method of the rate of work-related fatalities: (the number of work-related fatalities in the year ÷ the total number of employees at the end of the year) × 100%.

附註：

1. 因工亡故的比率的計算方法：(該年因工亡故的人數 ÷ 該年年底的員工總數) × 100%。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

Measures on Occupational Health and Safety

As the majority of the Group's employees are retired persons, the occupational health and safety of the employees is of paramount importance. To protect employees' occupational health and safety, the Group has implemented the health and safety standards system and relevant measures. The management department is responsible for managing the occupational health and safety standards system to reduce the risk of workplace accidents. The occupational health and safety standards system meets ISO45001 standards and includes features such as the provision of protective gears, safety-awareness education, safety signs and symbols, occupational safety and health training, emergency response and rescue training, implementation of safety officers' supervision and the adoption of a major incidents reporting system. The measures taken by the Group include but are not limited to:

- Providing employees with appropriate personal protective equipment during the provision of cleaning and maintenance services;
- Allocating on-spot emergency treatment materials; and
- Requiring employees to comply with occupational health and safety guidelines which cover machinery operation, chemical handling, use of electrical appliances, carrying heavy objects and working at height.

The Human Resources Department regularly monitors the changes in regulations and best practices to ensure that the Group's occupational health and safety standard system continues to be effective. All employees of the Group may, from time to time, raise any occupational health and safety related issues through various channels.

職業健康與安全措施

由於本集團的員工大部分是退休人員，因此員工的職業健康與安全至為重要。為保護員工的職業健康與安全，本集團已實施健康安全標準體系及相關措施。管理部負責管理職業健康安全標準體系，以減少工作場所的事故風險。職業健康安全標準體系符合ISO45001標準，包括提供防護裝備、安全意識教育、安全標示及標誌、職業安全與健康培訓、應急及救援培訓、實施安全主任監督及採用重大事故報告制度等特點。本集團採取的措施包括但不限於：

- 在提供清潔及維護服務時，為員工提供適當的個人防護設備；
- 配備現場應急處理材料；及
- 要求員工遵守職業健康與安全指引，該等指引涵蓋機械操作、化學品處理、電器使用、重物搬運及高空作業。

人力資源部門定期監察法規及最佳實踐的變動，以確保本集團的職業健康安全標準體系持續有效。本集團所有員工可不時通過多種渠道提出任何與職業健康及安全有關事宜。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

Development and Training

The Group adopts a philosophy of continuous improvement and endeavours to keep its technical professionals abreast of the latest technology developments. To always stay at the technological forefront in an ever-changing market, the Group encourages employees to continuously improve and further develop their skill sets.

Training Programmes

The Group has established a training management system to provide corresponding specialised training plans based on the needs and requirements of different employees. The Group regularly provides or arranges training programmes for employees, including topics on environmental protection, service quality, occupational safety and health, emergency and rescue, specialised cleaning skills and management skills, to ensure that the Group's employees understand the latest developments in the industry in which the Group operates.

The percentage of employees trained by gender and employee category is as follows:

發展及培訓

本集團採納不斷改進的理念，致力讓其專業技術人員緊貼最新技術發展。為了在不停演變的市場始終保持技術領先，本集團鼓勵員工不斷提升及進一步發展他們的技能。

培訓課程

本集團已建立一個培訓管理體系，針對不同員工的需求及要求，提供相應的專門培訓計劃。本集團定期向員工提供或安排培訓課程，包括環境保護、服務品質、職業安全與健康、應急及救援、專門清潔技能及管理技能等主題，以確保本集團員工了解本集團經營行業的最新發展。

受訓員工按性別和員工類別劃分的百分比如下：

Indicators	指標	Unit 單位	Year 2024 二零二四年度
By gender¹	按性別¹		
Percentage of female employees trained	受訓女性員工百分比	%	100.00
Percentage of male employees trained	受訓男性員工百分比	%	100.00
By employee category¹	按員工類別¹		
Percentage of senior management trained	受訓高級管理人員百分比	%	100.00
Percentage of middle management trained	受訓中層管理人員百分比	%	100.00
Percentage of general employees trained	受訓普通員工百分比	%	100.00

Note :

1. The calculation method of the percentage of employees trained by category in the year: (the number of employees trained in the category in the year ÷ the number of employees in the category at the end of the year) × 100%.

附註：

1. 年內按類別劃分的受訓員工百分比計算方法：(年內該類別下的受訓員工人數 ÷ 年底時該類別下的員工人數) × 100%。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

The average training hours per employee by gender and employee category are set out below:

按性別和員工類別劃分的每人平均受訓時數如下：

Indicators	指標	Unit 單位	Year 2024 二零二四年度
By gender¹	按性別¹		
Average training hours per female employee	每名女性員工平均受訓時數	hour 小時	3.07
Average training hours per male employee	每名男性員工平均受訓時數	hour 小時	3.11
By employee category¹	按員工類別¹		
Average training hours per senior management	每名高級管理人員平均受訓時數	hour 小時	3.00
Average training hours per middle management	每名中層管理人員平均受訓時數	hour 小時	3.81
Average training hours per general employee	每名普通員工平均受訓時數	hour 小時	3.00

Note :

1. The calculation method of the average training hours per employee by category in the year: the training hours of employees in the category in the year ÷ the number of employees in the category at the end of the year.

附註：

1. 年內按類別劃分的每名員工平均受訓時數的計算方法：年內該類別下員工的受訓時數 ÷ 年底時該類別下的員工人數。

Labour Standards

The Group strictly prohibits human rights abuses over the entire business operations. In Year 2024, the Group was not aware of any material non-compliance with relevant laws and regulations that has a significant impact on itself relating to the prevention of child and forced labour. The relevant laws and regulations include, but are not limited to, Labour Law of the People's Republic of China, Labour Contract Law of the People's Republic of China and Provisions on the Prohibition of Using Child Labour of People's Republic of China.

勞工準則

本集團的整個商業運營中均嚴禁侵犯人權。於二零二四年度，本集團沒有發現任何重大違反對其有重大影響有關防止童工和強制勞工的相關法律法規。相關法律法規包括但不限於《中華人民共和國勞動法》、《中華人民共和國勞動合同法》及《中華人民共和國禁止使用童工規定》。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

Prevention of Child and Forced Labour

To avoid child labour, the Human Resources Department is responsible for checking the applicants' identification documents and other supporting documents such as academic certificates and reference letters from previous employers. All of the Group's employees must have reached the statutory age and possess identification documents before the commencement of work. To avoid forced labour, the Group encourages employees to complete their work duties within the working hours and discourages overtime work unless it is necessary. The Group also prohibits any punitive measures, management methods, and behaviours including, but not limited to, verbal abuse, physical punishment, violence, mental oppression, or sexual harassment against its employees for any reason.

In case child labour or forced labour is discovered as a result of a breach of the recruitment procedures and requirements, the Group will immediately stop the work of the respective child labour or forced labour and provide the necessary assistance for the affected individuals.

Supply Chain Management

Building trust in the relationship between the Group and its suppliers (including subcontractors of the Group) helps the Group manage its potential environmental and social risk while enhancing the efficiency of its operations. The Group has established a strict procurement management system to ensure fairness and transparency in the procurement process and to obtain high-quality consumables and services. The Group also regularly reviews the procurement management system to ensure its effectiveness and efficiency. In Year 2024, the Group implemented supplier practices to all suppliers, so as to evaluate their supplier qualifications. During the Reporting Period, the Group had a total of 671 suppliers, of which all of them are located in the PRC.

防止童工及強制勞工

為防止使用童工，人力資源部門負責查核申請人的身份識別文件及其他證明文件，如學歷證明和前僱主推薦信。本集團所有員工開始上工前須達法定年齡並持有身份證明文件。為防止強制勞工，本集團鼓勵員工在工作時間內完成其工作職責，除非必要本集團不鼓勵加班。本集團亦禁止任何懲罰性的措施、管理方法和行為，包括但不限於以任何理由對員工作出辱罵、體罰、暴力、精神壓逼或性騷擾。

一旦發現由於違反招聘程序及規定而使用童工或強制勞工，本集團會即時停止相關童工或強制勞工的工作，並為受影響個人提供所需協助。

供應鏈管理

與供應商(包括本集團的分包商)建立信任的關係有助本集團管理其潛在的環境和社會風險，同時有助提升其運營效率。本集團制定了嚴格的採購管理制度，以確保採購過程是公平和透明，並獲得優質的貨品及服務。本集團還定期對採購管理制度進行審查，以確保其有效性和效率。於二零二四年度，本集團對全部主要供應商實施供應商慣例以審查其供應商資格。於匯報期間，本集團共有671家供應商，全部均位於中國。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

Procurement Mechanism

The Group is very cautious when selecting suppliers and generally selects suppliers of consumables and services based on various factors, including their background, quality and price of consumables and services, supply capacity, delivery time, reputation and track record. Regarding the quality of purchased consumables, the Group will check upon delivery whether the consumables comply with the Group's specifications and whether there are any defects that require return. The Group reviews the qualified suppliers list on an annual basis with a view to getting the best commercial terms on its future orders.

Environmental and Social Risk Management

The Group strives to minimise the environmental and social risks along its supply chain. The Group performs close monitoring on the suppliers' or subcontractors' business practices. The Group reviews its supply chain periodically with regard to the suppliers' performance and environmental and social standards. While the Group continuously evaluates the environmental and social performance of its suppliers, it may terminate contracts if the suppliers refuse to comply with the relevant environmental and social laws and regulations. The senior management of the Group regularly monitors changes in supply chain management best practices to ensure that the Group's environmental and social risk management practices continue to be effective.

Promoting Environmentally Preferable Products and Services

The Group gives priority to suppliers who have established a sound environmental management system such as suppliers who have obtained environmental certificates. While the Group continuously evaluates the environmental performance of its suppliers, it may terminate contracts if the suppliers refuse to address situations that seriously harm the environment. The senior management of the Group regularly monitors changes in best practices for promoting environmentally friendly products and services in the supplier selection process to ensure that the Group's regular works in promoting environmentally friendly products and services remains effective.

採購運作機制

本集團在選擇供應商時非常謹慎，一般會根據各種因素選擇提供貨品及服務的供應商，包括其背景、貨品及服務的質量和價格、供應能力、交付期、聲譽及往績。就已採購的貨品質量而言，本集團會於交付時檢查貨品是否符合本集團的規格，以及是否有任何缺陷而需要退回。本集團每年檢視合資格供應商名單，以在未來訂單獲得最佳商業條款。

環境及社會風險管理

本集團致力將其供應鏈上的環境和社會風險降至最低。本集團密切監察供應商及分包商的業務慣例。本集團定期審查供應鏈上各供應商的表現和環境及社會準則。本集團持續評估供應商的環保和社會責任表現，若供應商拒絕遵守相關環境及社會法律法規，本集團或會終止合同。本集團的高級管理層定期監察供應鏈管理最佳實踐的更改，以確保本集團的環境及社會風險管理實踐持續有效。

推廣更環保的產品及服務

本集團會優先委聘已建立健全環境管理體系的供應商，譬如已獲得環境認證的供應商。本集團持續地評估供應商的環保表現，若供應商拒絕處理嚴重損害環境的情況，本集團或會終止合同。本集團高級管理層定期監督供應商選擇過程中推廣環保產品和服務的最佳實踐的更改，確保本集團推廣環保產品及服務的常規工作持續有效。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

Service Responsibility

We believe that the quality, consistency and reliability of its products are essential to maintain customer loyalty and to uphold its reputation which contribute to its success and business expansion.

In Year 2024, the Group was not aware of any material noncompliance with relevant laws and regulations that has a significant impact on itself relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of rectification. The relevant laws and regulations include, but are not limited to, Advertising Law of the People's Republic of China, Law of the People's Republic of China on the Protection of Consumer Rights and Interests and Patent Law of the People's Republic of China.

Quality Assurance

The Group takes pride in the quality of its services and therefore it puts strong emphasis on it. The Group believes that a stringent quality control over its services is crucial to its continued success. The Group has developed and adopted a strict quality management system and has obtained ISO 9001 certification since 2009.

The Group's quality control team is responsible for overseeing the quality control of the Group's consumables and services. Besides, stringent quality control systems and procedures are implemented, including the following:

- **Overall quality management:** The management department is responsible for the overall quality management of the operation and implementation of the quality management system. Internal audits of the quality management system are conducted annually to review and assess compliance with ISO 9001 requirements.
- **Project-specific quality management:** The Regional Deputy General Manager is responsible for project-specific quality management, including the implementation of work plans customised for the project, in particular, the compliance with any standards specified by the client and monitoring of project service quality.

服務責任

本集團相信其服務質量、穩定性及可靠性對保持客戶忠誠度和維護其聲譽至關重要，並有助本集團取得成功及擴展業務。

於二零二四年度，本集團沒有發現任何重大違反對其有重大影響有關所提供產品和服務的健康與安全、廣告、標籤及隱私事宜以及補救方法的相關法律法規。相關法律法規包括但不限於《中華人民共和國廣告法》、《中華人民共和國消費者權益保護法》及《中華人民共和國專利法》。

質量檢定

本集團以服務質量優秀而感到自豪，因而對此亦十分重視。本集團認為嚴格的服務質量控制是其持續成功的關鍵。本集團已制訂並採納嚴謹的質量管理體系，並自二零零九年起獲得ISO 9001認證。

本集團的質量控制團隊負責監督本集團貨品及服務的質量控制。此外，本集團亦已實施嚴格的質量控制體系及程序，包括以下各項：

- **整體質量管理：**管理部負責運營的整體質量管理和實施質量管理體系。對質量管理體系的內部審核乃每年進行以檢討及評估對ISO 9001規定的合規情況。
- **針對特定項目的質量管理：**地區副總經理負責特定項目的質量管理，包括實施為項目定製的工作計劃，特別是遵守客戶規定的任何標準及監察項目的服務質量。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

- **Periodic Inspections:** The Inspection Officer is responsible for conducting periodic inspections and preparing inspection reports detailing findings for follow-up.
- **Procuring consumables and services:** The Group is very cautious when selecting suppliers and generally selects suppliers of consumables and services based on various factors, including their background, quality and price of consumables and services, supply capacity, delivery time, reputation and their track record. Regarding the quality of purchased consumables, the Group will check upon delivery whether the consumables comply with the Group's specifications and whether there are any defects that require return.
- **Customer relationship and complaint management procedures:** The Group maintains continuous communication with customers or their agents to keep them informed of project status and handle complaints and feedback.

As the Group's business is mainly the provision of environmental cleaning and maintenance services and it is not engaged in the sale of any tangible products, product recalls and any related disclosures are not applicable. During the Reporting Period, the Group did not receive any complaints relating to unanticipated abnormalities of the Group's service. If there are any issues regarding the quality of the Group's products, the personnel of the Group will understand the needs of the customers and actively assist the customers to resolve the issues.

- **定期檢查：**檢查主任負責進行定期檢查，並編製檢驗報告，詳細說明調查結果以進行跟進。
- **採購耗材和服務：**本集團在選擇供應商時非常謹慎，一般會根據各種因素選擇耗材及服務的供應商，包括其背景、耗材及服務的質量及價格、供應能力、交付期、聲譽及往績。就已採購的耗材質量而言，本集團會於交付時檢查耗材是否符合本集團的規格，以及是否有任何缺陷而需要退回。
- **客戶關係及投訴管理程序：**本集團與客戶或其代理維持持續溝通以讓彼等知悉項目狀況以及處理投訴及反饋意見。

由於本集團的業務主要為提供環境清潔及維護服務，其並無從事任何有形產品銷售，因此產品召回及任何相關披露並不適用。於匯報期間，本集團沒有收到有關本集團服務出現非預期異常狀況的投訴。如客戶有任何關於本集團服務質量的問題，本集團的人員將了解客戶的需要，並積極協助客戶解決該等問題。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

Privacy and Data Security

Employees are required to follow and comply with the requirements on consumer information protection. Employees are prohibited from copying, transferring and disclosing the confidential information, such as clients' information and intellectual property information without prior consent from the management or customers. Employees are restricted from disclosing sensitive information to external parties. In case of breaching confidentiality, the Group will take corrective actions promptly and the employees involved may be subject to warnings or dismissal. The Group has separated customer data from other ordinary information to protect their privacy. Meanwhile, the Group regulates that only authorised personnel can access the personal data collected from the Group's customers. The management team regularly reviews the effectiveness of the requirements on consumer information protection of the Group to meet the Group's privacy and data protection obligations.

Intellectual Property Rights

To protect the Group's intellectual property rights, the Group has registered its patents, registered copyrights and trademarks in China. The Group will continue to monitor to ensure that its intellectual property rights are not being infringed upon and it does not infringe others' intellectual property rights.

Advertising and Labelling

The Group's global sales and marketing department is responsible for the Group's sales and marketing activities and is led by the Group's management. The Group's management is responsible for formulating the overall sales strategies, collecting and analysing market data, negotiating and management of the Group's marketing activities and determining the price of products. In terms of the advertisement for products and services, the Group strictly regulates and monitors the promotion activities of its products and services to ensure that they comply with advertising and labelling related laws and regulations. Such marketing and promotion must accurately reflect the performance of the Group's services.

隱私及資料安全

員工必須跟從並遵守本集團關於消費者資料保護的要求。未經管理層或客戶事先同意，員工不得複製、轉讓和披露機密資料，例如客戶資料和知識產權資料。員工不得向外部人士披露敏感資料。若有違反保密規定，本集團會迅速採取糾正行動，而相關員工可能會被警告或解僱。本集團將客戶資料與其他普通資料分開，以保障其隱私。同時，本集團規定只有經授權人員才可接觸從本集團收集的客戶個人資料。管理團隊定期審查本集團客戶資料保護規定的效用，以履行本集團保障隱私和資料的義務。

知識產權

為保護本集團的知識產權，本集團已在中國註冊專利、版權及商標。本集團將持續監察以確保其知識產權不被侵犯及其不侵犯他人的知識產權。

廣告及標籤

本集團全球銷售及市場推廣部門負責本集團銷售及市場推廣活動，並由本集團管理層領導。本集團管理層負責制訂整體銷售策略，收集及分析市場數據，磋商及管理本集團營銷活動，以及釐定價格。就產品服務的廣告宣傳，本集團嚴格規範及監察其產品服務的推廣活動，以確保符合廣告及標籤相關法律法規。該等營銷和推廣必須準確反映本集團服務的效能。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

Anti-corruption

In order to earn the trust of customers, government authorities, shareholders and society, the Group is dependent upon professionalism, expertise and high ethical standards in all aspects of the Group's work. The Group supports a culture of integrity, ethical conduct, fairness, honesty and openness when doing business, and adopts a zero-tolerance attitude towards any bribery, fraud and money laundering. The Group is committed to ensuring that no bribes, kickbacks or similar gifts, payments and advantages are solicited from or given or offered to any person, for any purposes. Thus, the Group has set up the Anticorruption and Anti-bribery Management System and the Anti-Money Laundering Management System to ensure its Directors and employees comply with anti-corruption laws of the countries in which it operates, as well as with the Group's values and principles.

In Year 2024, the Group was not aware of any material noncompliance with relevant laws and regulations that have a significant impact on itself relating to bribery, extortion, fraud and money laundering. The relevant laws and regulations include, but are not limited to, Criminal Law of the People's Republic of China and Anti-Unfair Competition Law of the People's Republic of China. During the Reporting Period, there was no concluded legal cases regarding corrupt practices brought against the Group or its employees.

Preventive Measures

The Group provides anti-fraud and ethics training, which covers legal knowledge on anti-corruption and integrity behaviour in the workplace, to the Group's employees and Directors at least once every year. Anti-corruption training can help cultivate employees' awareness of anti-corruption and a high standard of professional conduct to comply with the relevant laws and regulations. During the Reporting Period, the Group provided approximately 10 hours and 25,161 hours of anti-corruption and professional ethics training to 5 directors and 8,160 employees respectively. The Group has established anti-corruption and anti-bribery policies to prohibit any form of bribery, extortion, fraud or money laundering. The Group also distributes its anti-corruption and anti-bribery policies to all employees to ensure that all employees are aware of the Group's requirements. The Group's senior management regularly monitors changes in regulations and best practices to ensure that the anti-corruption and anti-bribery policies continue to be effective.

反貪污

本集團倚托其在工作方面展現專業精神、專業知識及高道德水準以贏取客戶、政府當局、股東及社會的信任。在開展業務時，本集團支持誠信、道德操守、公平、誠實和開放的文化，並對任何賄賂、欺詐及洗黑錢行為採取零容忍態度。本集團致力確保無論基於任何目的，均不會向任何人索取、給予或提供賄賂、回扣或類似的禮物、款項及好處。因此，本集團已制訂反腐敗反賄賂管理制度及反洗錢管理制度，以確保其董事及僱員遵守運營所在國的反貪污法律以及本集團的價值觀和原則。

於二零二四年度，本集團沒有發現任何重大違反對其有重大影響有關賄賂、勒索、欺詐及洗黑錢的相關法律法規。相關法律法規包括但不限於《中華人民共和國刑法》及《中華人民共和國反不正當競爭法》。於匯報期間，沒有任何針對本集團或其員工的有關貪污行為的法律案件結案。

防範措施

本集團每年最少為其員工及董事提供一次反欺詐及道德培訓，其中包括反貪污法律知識及工作場所誠信行為。反貪污培訓有助培養員工的反貪意識和高標準職業操守，以遵守相關法律法規。於匯報期間，本集團為5名董事及8,160名員工分別提供了約10小時及25,161小時反貪污及職業道德相關培訓。本集團已制訂反貪污及反賄賂政策以禁止任何形式的賄賂、勒索、欺詐或洗黑錢。本集團亦向所有員工分發反貪污及反賄賂政策，以確保所有員工知悉本集團的規定。本集團的高級管理層定期監察法規及最佳實踐的更變，以確保反貪污及反賄賂政策持續有效。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

環境、社會及管治報告(續)

Whistle-blowing Procedures

The Group has set up guidelines on whistle-blowing procedures to enable all individuals and stakeholders to voice concerns in a responsible and effective manner in situations they believe showing irregularities, misconduct or malpractice. The Group's management would investigate every single possible misconduct case and carry out follow-up actions if necessary. For any individuals being ascertained to be involved in the misconduct, depending on the seriousness, they may face termination of employment or be reported to local legal authorities. The use and effectiveness of the whistle-blowing procedures will be monitored and reviewed regularly by the relevant personnel.

Community Investment

The Group is committed to emboldening and supporting the public by various means of social participation and contribution as part of its community investment. Therefore, the Group encourages its employees to engage in community services and voluntary activities. To fulfil the Group's corporate social responsibility, the Group has formulated environmental, social and governance policies and is committed to participating in different social welfare undertakings. The Group's focus areas include education and healthcare. In Year 2024, the Group donated RMB150,000 to support different charitable organisations, healthcare centres and schools to enhance people's living quality and raise social cohesion.

舉報程序

本集團已制訂舉報程序指引，以使任何個人及持份者在認為有違規、不當行為或弊端時負責任而有效地提出顧慮。本集團管理層將調查每宗潛在不當行為個案，並於必要時採取後續行動。任何人員若被確定涉及不當行為，根據涉事嚴重程度，其可能會面臨被解僱或被舉報給當地法律部門。相關人員會就舉報程序的使用及效能進行定期監察及審視。

社區投資

本集團致力透過各種社會參與及貢獻給予大眾鼓勵和支持，並以此作為社區投資的一部分。因此，本集團鼓勵其員工參與社區服務及義工活動。為履行本集團企業社會責任，本集團已制定環境、社會及管治政策，致力參與不同的社會公益事業。本集團的專注範疇包括教育及醫療。於二零二四年度，本集團捐贈了人民幣150,000元，以支援不同慈善組織、保健院及學校，從而提高人們生活品質及增加社會和諧。

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Aspect A1: Emissions 層面A1：排放物		
General Disclosure 一般披露	<p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to air and greenhouse gas emissions, discharges into water and land, and generation.</p> <p>有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例</p> <p>的資料。</p>	Emissions 排放

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Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Descriptions 描述	Sections/Declarations 章節／聲明
KPI A1.1 關鍵績效指標A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Emissions – Air Pollutants Emissions 排放-空氣污染物排放
KPI A1.2 關鍵績效指標A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Emissions – GHG Emissions 排放-溫室氣體排放
KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Emissions – Waste Management – Hazardous Waste 排放-廢物管理-有害廢棄物
KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Emissions – Waste Management – Non-hazardous Waste 排放-廢物管理-無害廢棄物
KPI A1.5 關鍵績效指標A1.5	Description of emissions target(s) set and steps taken to achieve them. 描述所訂立的排放量目標及為達到這些目標所採取的步驟。	Emissions – GHG Emissions 排放-溫室氣體排放
KPI A1.6 關鍵績效指標A1.6	Description of how hazardous and nonhazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them. 描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	Emissions – Waste Management 排放-廢物管理

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Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Descriptions 描述	Sections/Declarations 章節／聲明
Aspect A2: Use of Resources 層面A2：資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Use of Resources 資源使用
KPI A2.1 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	Use of Resources – Energy Management 資源使用-能源管理
KPI A2.2 關鍵績效指標A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	Use of Resources – Water Management 資源使用-耗水管理
KPI A2.3 關鍵績效指標A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	Use of Resources – Energy Management 資源使用-能源管理
KPI A2.4 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them. 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	Use of Resources – Water Management 資源使用-耗水管理
KPI A2.5 關鍵績效指標A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	Use of Resources – Use of Packaging Materials (Not applicable and explained) 資源使用-包裝物料使用(不適用及已解釋)

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環境、社會及管治報告(續)

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Aspect A3: The Environment and Natural Resources 層面A3：環境及天然資源		
General Disclosure 一般披露	Policies on minimizing the issuer's significant impacts on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	The Environment and Natural Resources 環境及天然資源
KPI A3.1 關鍵績效指標A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	The Environment and Natural Resources – Environmental Awareness 環境及天然資源-環保意識
The Environment and Natural Resources – Environmental Awareness 環境及天然資源-環保意識		
General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	Climate Change 氣候變化
KPI A4.1 關鍵績效指標A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	Climate Change – Physical Risks; Climate Change –Transition Risks 氣候變化-實體風險；氣候變化-過渡風險

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Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Descriptions 描述	Sections/Declarations 章節／聲明
Aspect B1: Employment 層面B1：僱傭		
General Disclosure 一般披露	<p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.</p> <p>有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例</p> <p>的資料。</p>	Employment – Employment Practices 僱傭-招聘慣例
KPI B1.1 關鍵績效指標B1.1	<p>Total workforce by gender, employment type (for example, full-or part-time), age group and geographical region.</p> <p>按性別、僱傭類型(如全職或兼職)、年齡組別及地區劃分的僱員總數。</p>	Employment – Employment Practices 僱傭-招聘慣例
KPI B1.2 關鍵績效指標B1.2	<p>Employee turnover rate by gender, age group and geographical region.</p> <p>按性別、年齡組別及地區劃分的僱員流失比率。</p>	Employment – Recruitment, Compensation, Promotion and Dismissal 僱傭-招聘、薪酬、晉升和解僱

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環境、社會及管治報告(續)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Descriptions 描述	Sections/Declarations 章節／聲明
Aspect B2: Health and Safety 層面B2：健康與安全		
General Disclosure 一般披露	<p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to providing a safe working environment and protecting employees from occupational hazards.</p> <p>有關提供安全工作環境及保障僱員避免職業性危害的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例</p> <p>的資料。</p>	Health and Safety 健康與安全
KPI B2.1 關鍵績效指標B2.1	<p>Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.</p> <p>過去三年(包括匯報年度)每年因工亡故的人數及比率。</p>	Health and Safety 健康與安全
KPI B2.2 關鍵績效指標B2.2	<p>Lost days due to work injury.</p> <p>因工傷損失工作日數。</p>	Health and Safety 健康與安全
KPI B2.3 關鍵績效指標B2.3	<p>Description of occupational health and safety measures adopted, and how they are implemented and monitored.</p> <p>描述所採納的職業健康與安全措施，以及相關執行及監察方法。</p>	Health and Safety – Measures on Occupational Health and Safety 健康與安全-職業健康與安全措施

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環境、社會及管治報告(續)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Descriptions 描述	Sections/Declarations 章節／聲明
Aspect B3: Development and Training 層面B3：發展及培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Development and Training 發展及培訓
KPI B3.1 關鍵績效指標B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別(如高級管理層、中級管理層)劃分的受訓僱員百分比。	Development and Training –Training Programmes 發展及培訓–培訓課程
KPI B3.2 關鍵績效指標B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	Development and Training –Training Programmes 發展及培訓–培訓課程
Aspect B4: Labour Standards 層面B4：勞工準則		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例 的資料。	Labour Standards 勞工準則

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Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Descriptions 描述	Sections/Declarations 章節／聲明
KPI B4.1 關鍵績效指標B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	Labour Standards – Prevention of Child and Forced Labour 勞工準則-防止童工及強制勞工
KPI B4.2 關鍵績效指標B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	Labour Standards – Prevention of Child and Forced Labour 勞工準則-防止童工及強制勞工
Aspect B5: Supply Chain Management 層面B5：供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Supply Chain Management 供應鏈管理
KPI B5.1 關鍵績效指標B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	Supply Chain Management 供應鏈管理
KPI B5.2 關鍵績效指標B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。	Supply Chain Management 供應鏈管理
KPI B5.3 關鍵績效指標B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	Supply Chain Management –Environmental and Social Risk Management 供應鏈管理-環境及社會風險管理
KPI B5.4 關鍵績效指標B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	Supply Chain Management –Promoting Environmentally Preferable Products and Services 供應鏈管理-推廣更環保的產品及服務

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Aspect B6: Product Responsibility 層面B6：產品責任		
General Disclosure 一般披露	<p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.</p> <p>有關所提供產品和服務的健康與安全、廣告、標籤及隱私事宜以及補救方法的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例</p> <p>的資料。</p>	Service Responsibility 服務責任
KPI B6.1 關鍵績效指標B6.1	<p>Percentage of total products sold or shipped subject to recalls for safety and health reasons.</p> <p>已售或已運送產品總數中因安全與健康理由而須回收的百分比。</p>	Product Responsibility – Quality Assurance (Not applicable and explained) 服務責任-質量檢定(不適用及已解釋)
KPI B6.2 關鍵績效指標B6.2	<p>Number of products and service related complaints received and how they are dealt with.</p> <p>接獲關於產品及服務的投訴數目以及應對方法。</p>	Product Responsibility – Quality Assurance 服務責任-質量檢定

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KPI B6.3 關鍵績效指標B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	Product Responsibility – Intellectual Property Rights 服務責任-知識產權
KPI B6.4 關鍵績效指標B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	Product Responsibility – Quality Assurance (Not applicable and explained) 服務責任-質量檢定(不適用及已解釋)
KPI B6.5 關鍵績效指標B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored. 描述消費者資料保障及隱私政策，以及相關執行及監察方法。	Product Responsibility – Privacy and Data Security 服務責任-隱私及資料安全
Aspect B7: Anti-corruption 層面B7：反貪污		
General Disclosure 一般披露	<p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例</p> <p>的資料。</p>	Anti-corruption 反貪污

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環境、社會及管治報告(續)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Descriptions 描述	Sections/Declarations 章節／聲明
KPI B7.1 關鍵績效指標B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	Anti-corruption 反貪污
KPI B7.2 關鍵績效指標B7.2	Description of preventive measures and whistleblowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	Anti-corruption – Preventive Measures; Anti-corruption – Whistle-blowing Procedures 反貪污-防範措施；反貪污-舉報程序
KPI B7.3 關鍵績效指標B7.3	Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓。	Anti-corruption – Preventive Measures 反貪污-防範措施
Aspect B8: Community Investment 層面B8：社區投資		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解運營所在社區需要和確保其業務活動會考慮社區利益的政策。	Community Investment 社區投資
KPI B8.1 關鍵績效指標B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	Community Investment 社區投資
KPI B8.2 關鍵績效指標B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源(如金錢或時間)。	Community Investment 社區投資

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書



To the shareholders of Shenghui Cleanness Group Holdings Limited
(incorporated in the Cayman Islands with limited liability)

致升輝清潔集團控股有限公司列位股東
(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Shenghui Cleanness Group Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 111 to 193, which comprise the consolidated statement of financial position as at 31 December 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

意見

我們已審計升輝清潔集團控股有限公司(以下簡稱「**貴公司**」)及其附屬公司(以下統稱「**貴集團**」)載列於第111至193頁的綜合財務報表，包括於二零二四年十二月三十一日的綜合財務狀況表、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，以及綜合財務報表附註，包括重大會計政策信息及其他解釋信息。

我們認為，該等綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈的香港財務報告準則會計準則真實而中肯地反映了 貴集團於二零二四年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「**香港審計準則**」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「**守則**」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對該等事項提供單獨的意見。

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Revenue recognition

收入確認

Refer to Note 5 to the consolidated financial statements.
請參閱綜合財務報表附註5。

For the year ended 31 December 2024, the Group's revenue as derived from the provision of cleaning and maintenance services amounted to approximately RMB673,558,000 which were recognised over time when the related services were rendered.

截至二零二四年十二月三十一日止年度，貴集團來自提供清潔及維護服務的收入約為人民幣673,558,000元，於提供相關服務時隨時間確認。

We identified revenue recognition from cleaning and maintenance services as a key audit matter due to the large volume of the revenue transactions and number of customers involved, and therefore significant effort was spent on auditing this area.

我們將清潔及維護服務所得的收入確認識別為關鍵審計事項，乃由於所涉及大量收入交易及客戶數量，及因此於該領域投入大量資源。

Our procedures in relation to revenue recognition of the Group included:

我們有關 貴集團收入確認的程序包括：

- Obtaining an understanding of the Group's revenue recognition process, evaluated management's key controls over revenue recognition and validating these key controls on a sample basis;
- 了解 貴集團的收入確認流程、評估管理層對收入確認的關鍵控制及抽樣驗證該等關鍵控制；
- Evaluating the appropriateness of the Group's revenue recognition policies in accordance with the requirement of prevailing applicable accounting standards; and
- 根據當前適用會計準則規定評估 貴集團的收入確認政策之適當性；及
- Testing revenue recognised during the year, on a sample basis, by tracing to relevant underlying supporting documents, including service contracts, records of customer's acceptance on service delivered and service invoices, where applicable.
- 透過追蹤有關相關支持文件(包括服務合約、客戶接受所提供服務的記錄及服務發票，如適用)，抽樣測試年內確認的收入。

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

KEY AUDIT MATTERS (continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Impairment assessment of trade receivables

貿易應收款項的減值評估

As at 31 December 2024, the Group's gross carrying amount of trade receivables amounting to approximately RMB292,599,000, which represented 51.3% of total assets of the Group. Loss allowances for expected credit losses ("ECL") amounting to approximately RMB24,525,000 has been provided on these trade receivables.

於二零二四年十二月三十一日，貴集團的貿易應收款項約為人民幣292,599,000元，佔貴集團總資產的51.3%。已就該等貿易應收款項計提預期信貸虧損（「預期信貸虧損」）之虧損撥備約人民幣24,525,000元。

Significant degree of estimation was involved in evaluating the ECL of the Group's trade receivables. Management of the Group estimates the amount of lifetime ECL on (i) credit impaired trade receivables individually; and (ii) remaining trade receivables based on a provision matrix through grouping of various debtors that have similar loss patterns, after considering the past due status of respective trade receivables, historical default rates and adjusting for forward-looking information.

於估計貴集團貿易應收款項的預期信貸虧損時已作出重大估計。貴集團管理層(i)個別估計信貸減值貿易應收款項的全期預期信貸虧損金額；及(ii)經考慮各項貿易應收款項過往到期狀況、過往違約率及就前瞻性資料作出調整後，按各個擁有類似虧損模式的債務人分組的撥備矩陣就餘下貿易應收款項估計全期預期信貸虧損金額。

Our procedures in relation to impairment assessment of trade receivables included:

我們就貿易應收款項的減值評估進行的程序包括：

- Understanding key controls on how the management estimates the loss allowances for trade receivables; 了解管理層在估計貿易應收款項虧損撥備時的關鍵控制措施；
- Understanding and assessing the appropriateness of management's methodology for identifying credit impaired trade receivables; 了解及評估管理層識別已出現信貸減值的貿易應收款項所使用方法的恰當性；
- Testing the accuracy of trade receivables past due ageing analysis, on a sample basis, by comparing individual items in the analysis with the relevant sales invoices; and 透過將分析過程中的各個項目與相關銷售發票進行比較，抽樣測試貿易應收款項逾期賬齡分析的準確性；及
- Evaluating the reasonableness of the credit loss allowances on trade receivables with reference to historical observed default rate and forward-looking information, 經參考過往觀察違約率及前瞻性資料評估就貿易應收款項計提信貸虧損撥備的合理性。

INDEPENDENT AUDITOR'S REPORT(continued)

獨立核數師報告書(續)

OTHER MATTERS

The consolidated financial statements of the Group for the year ended 31 December 2023 were audited by another auditor who expressed an unqualified opinion on those statements on 28 March 2024.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our 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 DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

其他事項

本集團截至二零二三年十二月三十一日止年度的綜合財務報表已由另一名核數師審核，該核數師於二零二四年三月二十八日對該等綜合財務報表發表無保留意見。

其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的信息，惟不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在該方面，我們沒有任何報告。

董事及治理層就綜合財務報表須承擔的責任

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

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

治理層須負責監督 貴集團的財務報告過程。

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion 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 HKSAs 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 HKSAs, we exercise professional judgment 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.
- 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.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。

INDEPENDENT AUDITOR'S REPORT(continued)

獨立核數師報告書(續)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

核數師就審計綜合財務報表承擔的責任(續)

- 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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日期所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 計劃及執行集團審計，以獲取關於集團內實體或業務單位財務信息的充足、適當的審計憑證，作為構成集團財務報表意見的基礎。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

我們與治理層溝通了(其中包括)計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

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

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

CL PARTNERS CPA LIMITED

Certified Public Accountants

Fong Ho Keung

Practising Certificate Number: P08079

Hong Kong, 28 March 2025

核數師就審計綜合財務報表承擔的責任(續)

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，用以消除對獨立性產生威脅的行動或採取的防範措施。

從與治理層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述該等事項，除非法律法規不允許公開披露該等事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

先機會計師行有限公司

執業會計師

方浩強

執業證書編號：P08079

香港，二零二五年三月二十八日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2024

綜合損益及其他全面收益表

截至二零二四年十二月三十一日止年度

			2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
		Notes 附註		
Revenue	收益	5	673,558	630,172
Cost of services	服務成本	6	(572,858)	(536,727)
Gross profit	毛利		100,700	93,445
Other income, gains and losses	其他收入、收益及虧損	7	2,433	6,389
Fair value gain on financial assets at fair value through profit or loss	按公平值計入損益的金融資產之公平值收益		37,258	—
Impairment losses on financial assets under expected credit loss model, net	按預期信貸虧損模式計量的金融資產減值虧損淨額		(10,521)	(731)
Selling and marketing expenses	銷售及營銷開支	6	(4,023)	(5,148)
Administrative and other expenses	行政及其他開支	6	(68,067)	(61,099)
Finance income (expenses), net	財務收入(開支)淨額	9	1,451	(466)
Profit before income tax	除所得稅前溢利		59,231	32,390
Income tax expenses	所得稅開支	10	(10,005)	(4,501)
Profit and total comprehensive income for the year attributable to owners of the Company	本公司擁有人應佔年內溢利及全面收益總額		49,226	27,889
Earnings per share attributable to owners of the Company (expressed in RMB cents per share)	本公司擁有人應佔每股盈利(每股以人民幣分列示)			
– Basis and diluted	– 基本及攤薄	12	3.02	2.18

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

綜合財務狀況表

於二零二四年十二月三十一日

			2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
	Notes 附註			
Assets		資產		
Non-current assets		非流動資產		
Property, plant and equipment	13	物業、廠房及設備	36,200	15,645
Investment properties	14	投資物業	905	5,981
Right-of-use assets	15	使用權資產	17,908	—
Financial assets at fair value through profit or loss	20	按公平值計入損益的金融資產	101,160	—
Deferred tax assets	16	遞延稅項資產	6,653	5,075
Deposits and prepayments	18	按金及預付款項	26,996	13,786
			189,822	40,487
Current assets		流動資產		
Trade and other receivables and prepayments	18	貿易及其他應收款項以及預付款項	287,969	249,476
Restricted bank deposits	19	受限制銀行存款	1,423	1,817
Cash and cash equivalents	19	現金及現金等價物	91,109	148,573
			380,501	399,866
Total assets		資產總值	570,323	440,353
Equity		權益		
Equity attributable to owners of the Company		本公司擁有人應佔權益		
Share capital	21	股本	15,953	14,726
Reserves	22	儲備	368,949	284,092
Total equity		總權益	384,902	298,818

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

AS AT 31 DECEMBER 2024

綜合財務狀況表(續)

於二零二四年十二月三十一日

			2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
	Notes 附註			
Liabilities		負債		
Non-current liabilities		非流動負債		
Lease liabilities	15	租賃負債	14,280	6,234
Deferred tax liabilities	16	遞延稅項負債	6,538	–
			20,818	6,234
Current liabilities		流動負債		
Trade and other payables	23	貿易及其他應付款項	102,869	113,699
Tax payables		應付稅項	16,265	20,901
Bank borrowings	24	銀行借款	39,714	–
Lease liabilities	15	租賃負債	5,755	701
			164,603	135,301
Total liabilities		負債總額	185,421	141,535
Total equity and liabilities		總權益及負債	570,323	440,353

The consolidated financial statement on pages 111 to 193 were approved and authorised for issue by the board of directors on 28 March 2025 and are signed by:

第111至193頁的該等綜合財務報表已於二零二五年三月二十八日由董事會批准及授權刊發，並由下列董事代表簽署：

Mr. Li Chenghua

李承華先生

Director

董事

Mr. Chen Liming

陳黎明先生

Director

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2024

綜合權益變動表

截至二零二四年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔		
		Share capital 股本	Reserves 儲備 (Note 22) (附註22)	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	—	177,032	177,032
Issuance of shares (Note 21)	發行股份(附註21)	14,726	93,656	108,382
Share issuance costs	股份發行成本	—	(14,485)	(14,485)
Profit for the year	年內溢利	—	27,889	27,889
Total profit and other comprehensive income for the year	年內溢利及其他全面收益總額	—	27,889	27,889
Balance at 31 December 2023	於二零二三年十二月三十一日的結餘	14,726	284,092	298,818
At 1 January 2024	於二零二四年一月一日	14,726	284,092	298,818
Issuance of shares (Note 21)	發行股份(附註21)	1,227	36,192	37,419
Share issuance costs	股份發行成本	—	(561)	(561)
Profit for the year	年內溢利	—	49,226	49,226
Total profit and other comprehensive income for the year	年內溢利及其他全面收益總額	—	49,226	49,226
Balance at 31 December 2024	於二零二四年十二月三十一日的結餘	15,953	368,949	384,902

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2024

綜合現金流量表

截至二零二四年十二月三十一日止年度

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Profit before income tax	除所得稅前溢利	59,231	32,390
Adjustments for	就以下各項調整		
– Interest income	– 利息收入	(2,456)	(131)
– Interest expenses	– 利息開支	1,005	597
– Depreciation of right-of-use assets	– 使用權資產折舊	1,569	–
– Depreciation of property, plant and equipment	– 物業、廠房及設備折舊	5,429	3,306
– Depreciation of investment properties	– 投資物業折舊	212	517
– Impairment losses on financial assets, net	– 金融資產減值虧損，淨額	10,521	731
– Fair value gain on financial assets at fair value through profit or loss	– 按公平值計入損益的金融資產之公平值收益	(37,258)	–
Changes in working capital	營運資金變動		
– Increase in trade and other receivables and prepayments	– 貿易及其他應收款項以及預付款項增加	(69,474)	(23,011)
– Decrease in trade and other payables	– 貿易及其他應付款項減少	(15,444)	(3,630)
Cash (used in) generated from operations	經營(所用)所得現金	(46,665)	10,769
Income tax refund	所得稅退款	982	–
Income tax paid	已付所得稅	(7,415)	(3,897)
Net cash (used in) generated from operating activities	經營活動(所用)所得現金淨額	(53,098)	6,872
Cash flows from investing activities	來自投資活動的現金流量		
Purchase of financial assets at fair value through profit or loss	購買按公平值計入損益的金融資產	(63,902)	–
Purchase of property, plant and equipment	購買物業、廠房及設備	(18,716)	(4,480)
Interest income received	已收利息收入	2,456	131
Decrease (increase) in restricted bank deposits	受限制銀行存款減少(增加)	394	(37)
Increase in prepayment for acquisition of plant and equipment	收購廠房及設備的預付款項增加	–	(7,250)
Disposal of property, plant and equipment	出售物業、廠房及設備	–	6
Net cash used in investing activities	投資活動所用現金淨額	(79,768)	(11,630)

CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2024

綜合現金流量表(續)

截至二零二四年十二月三十一日止年度

			2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
	Notes 附註			
Cash flows from financing activities		來自融資活動的現金流量		
Proceeds from bank borrowings		來自銀行借款的所得款項	97,104	9,472
Proceeds from issuance of shares	21	發行股份所得款項	37,419	108,382
Advances from Controlling Shareholders		墊款自控股股東	4,614	13,881
Repayments of bank borrowings		償還銀行借款	(57,390)	(9,472)
Repayments to Controlling Shareholders		償還予控股股東	–	(11,515)
Listing expenses paid		已付上市開支	(3,252)	(11,277)
Principal repayments of lease liabilities		租賃負債本金還款	(1,515)	(265)
Transaction costs attributable to issue of shares	21	發行股份應佔交易成本	(561)	–
Interest payments of lease liabilities		租賃負債利息付款	(517)	(412)
Bank borrowings interest paid		已付銀行借款利息	(488)	(185)
Net cash from financing activities		融資活動所得現金淨額	75,414	98,609
Net (decrease) increase in cash and cash equivalents		現金及現金等價物(減少)增加淨額	(57,452)	93,851
Cash and cash equivalents at beginning of the year		年初現金及現金等價物	148,573	54,722
Effect of foreign exchange rate changes, net		外幣匯率變動的影響淨額	(12)	–
Cash and cash equivalents at end of the year		年末現金及現金等價物	91,109	148,573

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1 GENERAL INFORMATION

Shenghui Cleanness Group Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands on 4 January 2021 as an exempted company with limited liability under the Companies Act (Cap. 22, Act 3 of 1961, as consolidated and revised) of the Cayman Islands. The Company’s shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 5 December 2023. The address of the Company’s registered office is at the office of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company in Hong Kong is 15th Floor, YF Life Centre, No. 38 Gloucester Road, Wanchai, Hong Kong.

The Company is an investment holding company and its subsidiaries (collectively the “**Group**”) are principally engaged in the provision of cleaning and maintenance services in the People’s Republic of China (the “**PRC**”). The controlling shareholders of the Company are Mr. Li Chenghua (“**Mr. Li**”) and Mr. Chen Liming (“**Mr. Chen**”) (the “**Controlling Shareholders**”).

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

1 一般資料

升輝清潔集團控股有限公司(「**本公司**」)根據開曼群島公司法(第22章一九六一年第3號法例，經綜合及修訂)於二零二一年一月四日在開曼群島註冊成立為獲豁免有限公司。本公司股份於二零二三年十二月五日在香港聯合交易所有限公司(「**聯交所**」)主板上市。本公司的註冊辦事處位於Conyers Trust Company (Cayman) Limited辦事處，地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司的香港主要營業地點為香港灣仔告士打道38號萬通保險中心15樓。

本公司為投資控股公司，連同其附屬公司(統稱為「**本集團**」)主要從事在中華人民共和國(「**中國**」)提供清潔及維護服務。本公司控股股東為李承華先生(「**李先生**」)及陳黎明先生(「**陳先生**」)(「**控股股東**」)。

綜合財務報表以人民幣(「**人民幣**」)呈列，其亦為本公司的功能貨幣。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

2 APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

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

In the current year, the Group has applied the following amendments to HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 January 2024 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

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

2 應用新訂及經修訂香港財務報告準則會計準則

於本年度強制生效的經修訂香港財務報告準則會計準則

編製綜合財務報表時，本集團已於本年度首次應用以下由香港會計師公會（「香港會計師公會」）頒佈並於本集團二零二四年一月一日開始的年度期間強制生效的經修訂香港財務報告準則會計準則：

香港財務報告準則第16號（修訂本）	售後租回的租賃負債
香港會計準則第1號（修訂本）	負債分類為流動負債或非流動負債及香港詮釋第5號之相關修訂（二零二零年）
香港會計準則第1號（修訂本）	附帶契諾的非流動負債
香港會計準則第7號及香港財務報告準則第7號（修訂本）	供應商融資安排

於本年度應用經修訂香港財務報告準則會計準則並無對本集團於本年度及過往年度的財務狀況及表現及／或載列於該等綜合財務報表的披露造成重大影響。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

2 APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (continued)

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

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

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments ³
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature – Dependent Electricity ³
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11 ³
Amendments to HKAS 21	Lack of Exchangeability ²
HKFRS 18	Presentation and Disclosure in Financial Statements ⁴

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

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

3 Effective for annual periods beginning on or after 1 January 2026.

4 Effective for annual periods beginning on or after 1 January 2027.

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

2 應用新訂及經修訂香港財務報告準則會計準則(續)

已頒佈但尚未生效的新訂及經修訂香港財務報告準則會計準則

本集團並未提早採納下列已頒佈但尚未生效的新訂及經修訂香港財務報告準則會計準則：

香港財務報告準則第9號及香港財務報告準則第7號(修訂本)	金融工具的分類及計量之修訂本 ³
香港財務報告準則第9號及香港財務報告準則第7號(修訂本)	涉及依賴自然能源生產電力的合約 ³
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資人及其聯營公司或合營企業之間之資產出售或注資 ¹
香港財務報告準則會計準則(修訂本)	香港財務報告準則會計準則年度改進-第11卷 ³
香港會計準則第21號(修訂本)	缺乏可兌換性 ²
香港財務報告準則第18號	財務報表之呈列及披露 ⁴

1 於待定期或之後開始的年度期間生效。

2 於二零二五年一月一日或之後開始的年度期間生效。

3 於二零二六年一月一日或之後開始的年度期間生效。

4 於二零二七年一月一日或之後開始的年度期間生效。

除下文所述新訂及經修訂香港財務報告準則會計準則外，本公司董事預期應用所有其他新訂及經修訂香港財務報告準則會計準則於可見將來將不會對綜合財務報表造成重大影響。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

2 APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (continued)

HKFRS 18 Presentation and Disclosure in Financial Statements

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

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

2 應用新訂及經修訂香港財務報告準則會計準則(續)

香港財務報告準則第18號「財務報表之呈列及披露」

香港財務報告準則第18號「財務報表之呈列及披露」載列對財務報表中之呈列及披露要求，將取代香港會計準則第1號「財務報表之呈列」。本新訂香港財務報告準則會計準則，於延續香港會計準則第1號眾多要求同時，引入於損益表中呈列指定類別及定義小計的新要求；於財務報表附註中提供管理層定義的表現計量之披露，並改善財務報表中將予披露之合併及分類資料。此外，香港會計準則第1號之部分段落已移至香港會計準則第8號及香港財務報告準則第7號。對香港會計準則第7號「現金流量表」及香港會計準則第33號「每股盈利」亦作出細微修訂。

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

3 BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

The material accounting policies applied in preparation of the consolidated financial statements have been consistently applied by the Group to all the years presented, unless otherwise stated.

Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with HKFRS Accounting Standards issued by the HKICPA and the disclosure requirements of the Companies Ordinance Cap. 622. The consolidated financial statements of the Group have been prepared under the historical cost convention.

The preparation of consolidated financial statements in conformity with HKFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are material to the consolidated financial statements are disclosed in Note 4.

Principles of consolidation

Subsidiaries

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group 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. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

3 綜合財務報表的編製基準及重大會計政策資料

除另有說明外，本集團於編製綜合財務報表時所採納的重大會計政策一直適用於所有呈報年度。

編製基準

本公司之綜合財務報表乃按照香港會計師公會頒佈的香港財務報告準則會計準則及第622章《公司條例》的披露要求編製。本集團的綜合財務報表乃根據歷史成本法編製。

編製符合香港財務報告準則會計準則的綜合財務報表須運用若干關鍵會計估算，同時亦需要管理層在應用本集團的會計政策過程中作出判斷。在本綜合財務報表中涉及高度判斷或複雜程度或重要假設及估計的範疇於附註4披露。

綜合入賬原則

附屬公司

附屬公司指本集團對其有控制權的實體(包括結構性實體)。當本集團通過參與一實體而對可變回報承擔風險或享有權利，且有能力透過對該實體擁有的權力影響該等回報時，則本集團對該實體擁有控制權。附屬公司在控制權轉移至本集團之日起綜合入賬，並於該控制權終止之日起終止綜合入賬。公司間的交易、結餘及集團公司間交易的未變現收益均予對銷。除非該項交易有證據顯示所轉讓資產出現減值，否則未變現虧損亦予對銷。附屬公司的會計政策已按需要作出更改，以確保與本集團所採用的政策一致。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

3 BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Business combinations

Non-common control business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Foreign currencies

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign exchange gains and losses, if any, are presented in the consolidated statement of profit or loss and other comprehensive income.

3 綜合財務報表的編製基準及重大會計政策資料(續)

業務合併

非共同控制業務合併

業務收購乃採用收購法入賬。業務合併所轉讓的代價乃按公平值計量，計算方式為本集團所轉讓的資產、本集團對被收購方原所有人產生的負債及本集團為交換被收購方的控制權所發行的股權於收購日期的公平值的總和。收購相關成本一般於產生時在損益中確認。

在業務合併中所收購的可識別資產及所承擔的負債及或然負債，均按收購日期的公平值初步計量，若干例外情況除外。本集團按每宗收購基準，按公平值或按非控股權益於所收購實體可識別資產淨值的比例確認所收購實體的任何非控股權益。

外幣

交易及結餘

外幣交易均按交易當日的現行匯率或項目重新計量時的估值換算為功能貨幣。因上述交易結算及按年底匯率換算以外幣計值的貨幣資產及負債而產生的匯兌收益及虧損，均於損益內確認。

匯兌收益及虧損(如有)於綜合損益及其他全面收益表呈列。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

3 BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Leases

The group as a lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

3 綜合財務報表的編製基準及重大會計政策資料(續)

租賃

本集團為承租人

租賃在租賃資產可供本集團使用當日確認為使用權資產及相應負債。租賃產生的資產及負債初步以現值基準計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款(包括實質固定付款)減任何應收租賃獎勵；
- 基於指數或利率的可變租賃付款，於開始日期初步使用該指數或利率計量；
- 剩餘價值擔保下的本集團預期應付款項；
- 購買權的行使價(倘本集團合理地確定行使該選擇權)；及
- 支付終止租賃的罰款(倘租賃條款反映本集團行使該選擇權)。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

3 BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Leases (continued)

The group as a lessee (continued)

Payments associated with short-term leases are recognised on a straight-line basis as an expense in the consolidated statement of comprehensive income. Short-term leases are leases with a lease term of 12 months or less.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

The Group's right-of-use assets consist of leases for building and machinery.

Right-of-use assets resulted from lease payments are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost represents consideration paid for the rights to use the assets and other direct related costs from the date when the respective rights were granted. Depreciation of lease payments is calculated on a straight-line basis over the lease terms as stated in the lease contracts and is charged to profit or loss.

3 綜合財務報表的編製基準及重大會計政策資料(續)

租賃(續)

本集團為承租人(續)

與短期租賃相關的付款以直線法於綜合全面收益表中確認為開支。短期租賃指租期為12個月或以下的租賃。

根據合理確定延期權作出的租賃付款亦包括在負債的計量之內。

租賃付款採用租賃隱含的利率貼現。若不能輕易釐定利率(本集團內租賃通常如此)，則使用承租人的增量借貸利率，即個別承租人於類似經濟環境中根據類似條款、抵押及條件借入所需資金以獲得與使用權資產價值相若的資產的利率。

本集團的使用權資產包括樓宇及機器租賃。

源於租賃付款的使用權資產乃按成本減累計折舊及累計減值虧損(如有)列賬。成本指自獲授相關權利當日起就資產使用權所支付的代價及其他直接相關成本。租賃付款的折舊按直線法於租賃合約所列租期內計算，並於損益內扣除。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

3 BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Leases (continued)

The group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease. Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases, otherwise, they are classified as finance leases.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative standalone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Lease income from operating leases where the Group acts as the lessor is recognised on a straight-line basis over the lease term. Initial direct costs incurred in obtaining the operating lease are added to the carrying amount of the underlying asset and recognised as expenses over the lease term on the same basis as lease income. The respective leased assets are included in the consolidated statement of financial position based on their nature.

3 綜合財務報表的編製基準及重大會計政策資料(續)

租賃(續)

本集團為出租人

當本集團作為出租人時，應在租賃開始時（或當現有租賃條約修改時）將其每一項租賃劃分為經營租賃或融資租賃。本集團未將資產所有權所附帶的所有風險及回報大幅轉移的租賃被歸類為經營租賃，否則分類為融資租賃。

當合約包含租賃及非租賃部分時，本集團將合約中的代價按相對獨立的價格分配予每個部分。租金收入按租賃期限以直線方式入賬，並按其經營性質計入損益內的收益。在磋商及租賃安排過程中產生的初始直接成本，將計入租賃資產的賬面值，並在租賃期內按與租金收入相同的基礎予以確認。或有租金於取得租金期間確認為收益。

倘本集團為出租人，則經營租賃的租賃收入按直線法於租期內確認。為取得經營租賃而產生的初步直接成本加至相關資產的賬面值，並按與租賃收入相同的基準於租期內確認為開支。各租賃資產按其性質計入綜合財務狀況表。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

3 BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Property, plant and equipment

Property, plant and equipment are stated in the consolidated financial statement at historical cost less subsequent accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the item.

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposal are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

3 綜合財務報表的編製基準及重大會計政策資料(續)

物業、廠房及設備

物業、廠房及設備按歷史成本減其後累計折舊及累計減值虧損(如有)於綜合財務報表列賬。歷史成本包括收購該項目直接應佔的開支。

僅當與項目有關的未來經濟利益可能流入本集團，而該項目的成本能夠可靠地計量時，方會將該項目其後產生的成本計入該項資產的賬面值內或確認為獨立資產(如適當)。已取代部份的賬面值已取消確認。所有其他維修及保養乃於其產生的財政期間內自損益扣除。

倘資產賬面值高於其估計可收回金額時，該項資產的賬面值將即時撇減至其可收回金額。

出售的收益及虧損乃透過比較所得款項與賬面值而釐定，並於損益內確認。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

3 BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Investment properties

Investment properties are interests in land and/or buildings in respect of which construction work and development have been completed and which are held for long-term rental yields and are not occupied by the Group. Investment properties are stated in the consolidated statement of financial position at cost less accumulated depreciation and accumulated impairment, if any.

The gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the investment properties and is recognised in profit or loss.

Impairment of non-financial assets

Assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised in profit or loss for the amount by which the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

3 綜合財務報表的編製基準及重大會計政策資料(續)

投資物業

投資物業指已完成建築工程及發展的土地及／或樓宇權益，該等土地及樓宇乃為賺取長期租金收益而持有，且並非由本集團佔用。投資物業按成本減累計折舊及累計減值(如有)於綜合財務狀況表列賬。

出售投資物業的收益或虧損為銷售所得款項淨額與投資物業賬面值之差額，並於損益中確認。

非金融資產減值

具有無限可使用年期的資產或尚未可使用的無形資產毋須攤銷，但會每年進行減值測試。當發生事件或情況變化顯示須予攤銷資產的賬面值未必可收回時，會檢討該資產是否出現減值。減值虧損按資產賬面值超出其可收回金額的差額於損益中確認。可收回金額為資產公平值減出售成本及使用價值的較高者。就評估減值而言，資產按獨立可識別現金流量的最低水平(現金產生單位)分類。商譽以外的非金融資產如出現減值，則會於各報告日期檢討可否撥回減值。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

3 BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial assets

(i) Classification

The Group classifies its financial assets measured at amortised cost or at fair value through profit or loss ("FVTPL").

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset.

Debt instruments

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is determined using the effective interest rate method.

3 綜合財務報表的編製基準及重大會計政策資料(續)

金融資產

(i) 分類

本集團的金融資產分類是以攤銷成本或按公平值計入損益(「按公平值計入損益」)計量。

(ii) 確認及終止確認

一般金融資產之買賣乃於本集團承諾買賣該資產當日，即交易日確認。倘收取金融資產的現金流量的權利屆滿或已被轉讓，且本集團已轉讓擁有權的絕大部分風險及回報，金融資產即終止確認。

(iii) 計量

於初步確認時，本集團按其公平值加上收購金融資產直接應佔的交易成本計量金融資產。

債務工具

為收取合約現金流量而持有，且現金流量僅為支付本金及利息之資產按攤銷成本計量。其後按攤銷成本計量且並非對沖關係的一部分的債務投資的收益或虧損，於該資產終止確認或出現減值時在損益中確認。該等金融資產的利息收入乃按實際利率法釐定。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

3 BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial assets (continued)

(iv) Impairment

The Group assesses on a forward-looking basis the expected credit losses (“ECL”) associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

3 綜合財務報表的編製基準及重大會計政策資料(續)

金融資產(續)

(iv) 減值

本集團按前瞻性基準評估與其按攤銷成本列賬的債務工具相關的預期信貸虧損(「預期信貸虧損」)。所採用的減值方法取決於信貸風險是否顯著增加。

就貿易應收款項而言，本集團採用香港財務報告準則第9號所允許的簡化方法，其要求自初步確認應收款項時起確認預期全期虧損。

抵銷金融工具

若有法定可執行權利將金融資產與負債的確認金額相互抵銷，又有意以淨額基準結算或同時變現資產及結清負債，則可將金融資產與負債互相抵銷，並在綜合財務狀況表呈報所得淨額。這項可在法律上強制執行的權利不得取決於未來的事件，且必須是日常業務過程中以至萬一公司或對手方違責、無力償債或破產時均可強制執行的權利。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

3 BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Cash and cash equivalents

Cash and cash equivalents include cash on hand and at banks, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition as loans and borrowings and payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables and bank borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost

After initial recognition, financial liabilities are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the consolidated statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the consolidated statement of profit or loss.

3 綜合財務報表的編製基準及重大會計政策資料(續)

現金及現金等價物

現金及現金等價物包括手頭及銀行現金、銀行通知存款及原到期日為三個月或以下的其他短期高流動性投資。

金融負債

初始確認及計量

於初始確認時，金融負債分類為貸款及借款以及應付款項(如適當)。

所有金融負債初始按公平值確認，若屬貸款及借款以及應付款項，須扣減直接應佔交易成本。

本集團的金融負債包括貿易及其他應付款項以及銀行借款。

其後計量

金融負債按其分類的其後計量如下：

按攤銷成本計量的金融負債

於初始確認後，金融負債其後按攤銷成本及使用實際利率法計量，除非貼現影響並不重大，則按成本列賬。於負債終止確認及完成負債的實際利率攤銷流程後，收益及虧損於綜合損益表中確認。

攤銷成本已計及收購的任何折讓或溢價，及構成實際利率組成部分的費用或成本。實際利率攤銷計入綜合損益表的融資成本中。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

3 BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liabilities simultaneously.

Borrowing costs

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

3 綜合財務報表的編製基準及重大會計政策資料(續)

終止確認金融負債

於負債項下之責任獲解除或註銷或屆滿時終止確認金融負債。

抵銷金融工具

倘當前存在法律上可強制執行的抵銷已確認金額的權利，且本集團擬定按淨值清算或同時變現資產及清算負債，則金融資產及金融負債可相互抵銷，且其淨額計入綜合財務狀況表中。

借貸成本

直接歸屬於收購、興建或生產合資格資產（指必須經一段長時間處理以作其預定用途或銷售的資產）的一般及特定借貸成本，加入該等資產的成本內，直至資產幾近可供其預定用途或銷售為止。

就特定借貸而言，因有待合資格資產的支出而臨時投資賺取的投資收入，應自合資格進行資本化的借貸成本中扣除。

所有其他借貸成本於產生期間在損益中確認。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

3 BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Current and deferred tax

The income tax expense or credit for the years is the tax payable on the current year's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Current and deferred income tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the PRC where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

3 綜合財務報表的編製基準及重大會計政策資料(續)

即期及遞延稅項

年內所得稅開支或抵免乃根據各司法管轄區適用所得稅稅率按當年應課稅收入計算的應付稅項，有關稅項乃根據暫時差額及未動用稅項虧損產生的遞延稅項資產及負債變動作出調整。即期及遞延所得稅乃在損益中確認，但與其他全面收益中或直接在權益中確認的項目有關者則除外。在該情況下，稅項亦分別在其他全面收益或直接在權益中確認。

(i) 即期所得稅

即期所得稅開支根據本集團營運及產生應課稅收入的中國於報告期末已頒佈或實質頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

3 BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Current and deferred tax (continued)

(ii) *Deferred tax*

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amount will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the companies are able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred taxes assets and liabilities relate to the same taxation authority. Current income tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

3 綜合財務報表的編製基準及重大會計政策資料(續)

即期及遞延稅項(續)

(ii) *遞延稅項*

遞延稅項使用負債法，就資產及負債的稅基與其於綜合財務報表內之賬面值所產生的暫時差額悉數計提撥備。然而，倘遞延稅項在交易(不包括業務合併)中初步確認資產或負債，而在交易時不影響會計損益或應課稅損益，則不作記賬。遞延稅項乃按報告期末已頒佈或實質頒佈，及預期於相關遞延稅項資產變現或遞延稅項負債結清時使用的稅率及法例釐定。

僅於很可能有未來應課稅金額可供抵銷暫時差額及虧損時，方會確認遞延稅項資產。

若公司能控制暫時差額的撥回時間，且該等差額在可預見的將來很可能不會撥回，則不會就海外業務投資的賬面值與稅基之間的暫時差額確認遞延稅項負債及資產。

當有法定可執行權利將即期稅項資產與即期稅項負債相互抵銷，且遞延稅項資產及負債涉及同一稅務機關時，則可將遞延稅項資產與負債互相抵銷。當實體有法定可執行權利抵銷且有意以淨額基準結算或同時變現資產及結算負債時，則可將即期所得稅資產與負債互相抵銷。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

3 BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Employee benefits

(a) Pension obligations

The Group only operates defined contribution pension plans. In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organised by the relevant municipal and provincial governments in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees' payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administrated funds managed by the governments.

The Group's contributions to the defined contribution retirement scheme are expensed as incurred.

(b) Housing funds, medical insurances and other social insurances

Employees of the Group in the PRC are entitled to participate in various government-supervised housing funds, medical insurances and other social insurances. The Group contributes on a monthly basis to these funds based on certain percentages of the salaries of the employees, subject to certain ceiling. The Group's liability in respect of these funds is limited to the contributions payable in each year. Contributions to the housing funds, medical insurances and other social insurances are expensed as incurred.

3 綜合財務報表的編製基準及重大會計政策資料(續)

僱員福利

(a) 退休金責任

本集團僅管理定額供款退休金計劃。根據中國相關規則及法規，本集團的中國僱員須參加中國有關市級與省級政府組織的多項定額供款退休福利計劃，據此，本集團及其中國僱員須每月按僱員薪金的特定百分比向該等計劃供款。市級與省級政府承諾承擔根據上述計劃應付的全部現有及未來中國退休僱員的退休福利責任。除每月供款外，本集團無須就其僱員承擔退休及其他退休後福利的支付責任。該等計劃的資產與本集團其他資產分開持有，並由政府獨立管理的基金保管。

本集團就定額供款退休金計劃作出的供款於產生時支銷。

(b) 住房公積金、醫療保險及其他社會保險

本集團中國僱員有權參與政府承辦的多項住房公積金、醫療保險及其他社會保險。本集團每月基於僱員薪金的若干百分比向該等基金供款(受若干上限規限)。本集團有關該等基金的負債限於各年度應付的供款。對住房公積金、醫療保險及其他社會保險的供款於產生時支銷。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

3 BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Employee benefits (continued)

(c) Employee leave entitlements

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

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

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provisions due to passage of time is recognised as interest expense.

3 綜合財務報表的編製基準及重大會計政策資料(續)

僱員福利(續)

(c) 僱員休假權

僱員年假權於僱員應享有時確認。就僱員直至報告期末所提供服務而產生的估計年假負債作出撥備。

僱員病假及產假權於休假時方予確認。

撥備

撥備於下列情況下確認：本集團因過往事件擁有當前法律或推定責任；很可能須資源外流以償付責任；且已可靠地估計該金額。惟未來經營虧損不確認撥備。

倘若出現多項類似責任，則於釐定履行該責任導致資源外流的可能性時，須對組別內的責任作出整體考慮。即使在同一組別內任何一項責任會出現資源外流的可能性很低，亦須確認撥備。

撥備按預期償付責任所需開支的現值，使用可反映貨幣時間價值及責任特定風險的現時市場評估的稅前比率計量。隨時間推移而增加的撥備被確認為利息開支。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

3 BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate. Government grants relating to the purchase of assets are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets.

Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in financial statements in the period when the dividends are approved by the Company's shareholders or declared by the Company's directors where appropriate.

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 Company's parent.

3 綜合財務報表的編製基準及重大會計政策資料(續)

政府補助

當能夠合理地保證政府補助將可收取且本集團將會符合所有附帶條件時，政府補助按其公平值確認。有關成本的政府補助於需要匹配其擬補償的成本期間遞延及於損益確認。有關購買資產的政府補助列入非流動負債作為遞延收入，並按有關資產之預期年期以直線法在損益中確認。

股息分派

向本公司股東分派股息於本公司股東批准及本公司董事宣派股息期間(如適用)在財務報表中確認為負債。

關聯方

- (a) 倘一名人士符合下列情況，則該名人士或其近親家屬為與本集團有關聯：
- (i) 對本集團具有控制權或共同控制權；
 - (ii) 對本集團具有重大影響力；或
 - (iii) 為本集團或本公司母公司的主要管理人員。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

3 BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Related parties (continued)

(b) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or a joint venture of the other entity (or an associate or a joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (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) above.
- (vii) A person identified in (a)(i) above 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 the company of which it is a part, provides key management personnel services to the Company or to the Company'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.

3 綜合財務報表的編製基準及重大會計政策資料(續)

關聯方(續)

(b) 倘任何下列條件適用，則一間實體乃與本集團有關聯：

- (i) 該實體與本公司為同一集團的成員公司(即指母公司、附屬公司及同系附屬公司各自之間互有關聯)。
- (ii) 一間實體為另一間實體的聯營公司或合資企業(或屬於另一間實體身為成員公司的集團的成員公司的聯營公司或合資企業)。
- (iii) 兩間實體均為同一第三方的合資企業。
- (iv) 一間實體為一間第三方實體的合資企業，而另一間實體則為該第三方實體的聯營公司。
- (v) 該實體屬為本集團或與本集團有關聯實體的僱員的利益而設的退休福利計劃。
- (vi) 該實體乃由上文第(a)項所識別的人士控制或共同控制。
- (vii) 上文第(a)(i)項所識別的人士對該實體具有重大影響力或為該實體(或該實體的母公司)的主要管理人員。
- (viii) 該實體或其所屬公司的任何成員公司向本公司或本公司的母公司提供主要管理人員服務。

一名人士的近親家庭成員為可能預期將在其與該實體之間的交易中影響該人士或受到該人士影響的家屬。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year or period are addressed below.

4.1 Provision for ECL on trade receivables

The Group makes allowances on trade receivables based on assumptions about risk of default and expected loss rates. The Group used judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's debtors' credit history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Where the expectation is different from the original estimates, such differences will impact the carrying amounts of trade receivables and the related loss allowances in the period in which such estimates are changed.

4.2 Current taxation and deferred taxation

The Group is subject to corporate income taxes in the PRC. Judgment is required in determining the amount of the provision for taxation and the timing of payment of the related taxations. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current income tax and deferred income tax provisions in the period in which such determination is made.

4 重大會計估計及判斷

本集團作出有關未來的估計及判斷。所得會計估計在本質上甚少與相關實際結果相符。具有於下一財政年度或期間內對資產及負債賬面值造成重大調整的重大風險的估計及假設列載如下。

4.1 貿易應收款項的預期信貸虧損撥備

本集團基於有關違約風險及預期損失率的假設作出貿易應收款項撥備。基於本集團債務人的信貸記錄、現有的市況及於各報告期末的前瞻性估計，本集團於作出該等假設及選擇減值計算的輸入數據時會運用判斷。

倘最後結果與原本的估計有差異，該等差異將影響相關估計出現變動期間的貿易應收款項的賬面值及相關虧損撥備。

4.2 即期稅項及遞延稅項

本集團在中國須繳納企業所得稅。釐定稅項撥備金額及有關稅項的支付時限時須作出判斷。有多項交易及計算無法於日常業務過程中釐定其最終稅額。倘該等事項的最終稅額與最初記錄的金額不同，該等差額將會影響作出有關決定期間的即期所得稅及遞延所得稅撥備。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

5 REVENUE AND SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the chief operating decision-maker (“CODM”). The CODM, who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the executive directors of the Company.

During the years ended 31 December 2024 and 2023, the Group is principally engaged in the provision of cleaning and maintenance services in the PRC. CODM reviews the operating results of the business as one operating segment to make decisions about resources to be allocated. Therefore, the CODM regards that there is only one identified segment, under the requirement of HKFRS 8 *Operating Segments*, which is used to make strategic decisions. No geographical segment is disclosed.

Revenue recognised during the years ended 31 December 2024 and 2023 are as follows:

5 收益及分部資料

管理層已根據主要營運決策者（「主要營運決策者」）審閱的報告釐定經營分部。已經識別出負責分配資源和評定經營分部表現的主要營運決策者為本公司的執行董事。

於截至二零二四年及二零二三年十二月三十一日止年度，本集團主要在中國從事提供清潔及維護服務。主要營運決策者將業務的經營業績作為一個經營分部進行檢討，以作出有關資源分配的決策。因此，主要營運決策者認為，根據香港財務報告準則第8號「經營分部」的規定，僅有一個已確定的分部用於作出戰略決策。概無地區分部予以披露。

於截至二零二四年及二零二三年十二月三十一日止年度確認的收益如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Revenue from contracts with customers recognised over time	隨時間確認的客戶合約收益		
Cleaning and maintenance services income	清潔及維護服務收入	673,558	630,172

The Group offers comprehensive cleaning and maintenance services for commercial and residential buildings, shopping malls, and public spaces.

本集團為商住樓宇、購物商場及公共場所提供全面的清潔及維護服務。

The major operating entities of the Group are domiciled in the PRC. Accordingly, all of the Group's revenue were derived in the PRC during the years ended 31 December 2024 and 2023. None of the individual customer of the Group contributed 10% or more of the Group's revenue for the years ended 31 December 2024 and 2023.

本集團的主要經營實體位於中國。因此，於截至二零二四年及二零二三年十二月三十一日止年度，本集團的全部收益均來自中國。於截至二零二四年及二零二三年十二月三十一日止年度，本集團概無個別客戶貢獻本集團10%或以上的收益。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

5 REVENUE AND SEGMENT INFORMATION (continued)

The non-current assets information is based on the locations of the assets and excludes financial assets and deferred tax assets.

5 收益及分部資料(續)

非流動資產資料以資產所在地為基準，不包括金融資產和遞延稅項資產。

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Non-current assets	非流動資產		
The PRC	中國	40,710	28,876
Hong Kong	香港	14,303	—
		55,013	28,876

Revenue is recognised when control over a service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

當服務的控制權轉移至客戶時，收益按本集團預期有權獲得的承諾代價金額確認，不包括代第三方收取的金額。收益不包括增值稅或其他銷售稅，並已扣除任何商業折扣。

The revenue of the Group is arisen from the provision of cleaning and maintenance services. Depending on the terms of the contract, control of the service may be transferred over time or at a point in time. Control of the service is transferred over time if the Group's performance:

本集團的收益乃源自提供清潔及維護服務。視乎合約條款，服務控制權可能在一段時間內或於某個時間點轉移。倘本集團滿足下列條件時，服務控制權在一段時間內轉移：

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.
- 客戶在本集團履約同時取得且消耗所有利益；
- 創建或提升本集團履約過程中由客戶控制的資產；或
- 本集團履約過程中所產出的資產具有不可替代用途，且本集團有權就累計至今已完成的履約部分收取款項。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

5 REVENUE AND SEGMENT INFORMATION (continued)

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

When either party to a contract has performed, the Group presents the contract in the consolidated statement of financial position as a contract asset or a contract liability, depending on the relationship between the Group's performance and the customer's payment.

Unsatisfied performance obligations

For the provision of cleaning and maintenance services, the Group recognises revenue in the amount that equals to the right to invoice which corresponds directly with the value to the customer of the Group's performance to date, on a regular basis. The Group has elected the practical expedient for not to disclose the remaining performance obligations for these contracts.

5 收益及分部資料(續)

倘服務控制權在一段時間內轉移，則收益參照完成履約責任的進度而於合約期間內確認。否則，收益於客戶取得服務控制權的時間點確認。

當合約的任何一方已履約，本集團根據本集團履行履約責任及客戶付款之間的關係將該合約於綜合財務狀況表中呈列為合約資產或合約負債。

未履行的履約責任

就提供清潔及維護服務而言，在有權開立發票金額與本集團迄今履約對於客戶的價值直接相關時，本集團定期按相等於有權開立發票的金額確認收益。本集團已選擇可行權宜辦法，以致毋須披露該等合約的剩餘履約責任。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

6 EXPENSES BY NATURE

6 按性質劃分的開支

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Employee benefit expenses (Note 8)	僱員福利開支(附註8)	379,910	351,267
Subcontracting labor costs	分包勞工成本	198,685	187,641
Cost of cleaning materials consumed	已消耗的清潔材料成本	19,003	17,349
Insurance expenses	保險開支	3,127	1,795
Auditor's remuneration	核數師酬金	880	1,100
Depreciation	折舊	7,210	3,823
Donation	捐款	1,074	—
Taxes and surcharges	稅項及附加費	3,211	2,812
Uniform expenses	制服開支	1,205	1,255
Marketing and entertainment expenses	營銷及酬酢開支	3,550	4,359
Motor vehicle expenses	汽車開支	1,547	1,674
Maintenance and utilities expenses	維修及水電費	2,884	1,811
Office and communication expenses	辦公及通信開支	2,813	2,542
Travelling expenses	差旅開支	2,837	2,045
Tendering expenses	招標開支	469	789
Expenses relating to short-term leases	短期租賃相關開支	3,881	3,381
Professional services fees	專業服務費	5,866	250
Listing expenses	上市開支	—	12,033
Other expenses	其他開支	6,796	7,048
Total cost of services, selling and marketing expenses and administrative and other expenses	總服務成本、銷售及營銷開支以及行政及其他開支	644,948	602,974

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

7 OTHER INCOME, GAINS AND LOSSES

7 其他收入、收益及虧損

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Rental income (<i>Note</i>)	租賃收入(附註)	2,451	3,201
Value-added tax refund	增值稅退款	–	1,402
Government grant	政府補助	60	136
Exchange loss, net	匯兌虧損淨額	(1,851)	–
Others	其他	1,773	1,650
		2,433	6,389

Notes: Rental income arising from the investment properties and the leased shops is recognised on a straight-line basis over the terms of the lease agreements. The rental income arising from the leased car park is recognised over the lease period.

附註：來自投資物業及租賃商舖的租金收入在租賃協議的期限內以直線法確認。來自租賃停車場的租金收入於租期內確認。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

8 EMPLOYEE BENEFIT EXPENSES

8 僱員福利開支

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Salaries, wages and bonuses	薪金、工資及花紅	362,818	333,722
Social insurance and housing provident fund contribution	社會保險及住房公積金供款	15,093	16,025
Other employee benefits	其他僱員福利	1,999	1,520
		379,910	351,267

All employees of the Group participate in employee social insurance plans established in the PRC, which cover pension, medical and other welfare benefits. The plans are organised and administered by the governmental authorities. Except for the contributions made to these social insurance plans, the Group has no other material commitments owing to the employees. According to the relevant regulations, the portion of premium and welfare benefit contributions that should be borne by the companies within the Group as required by the above social insurance plans are principally determined based on percentages of the basic salaries of employees, subject to certain ceilings imposed. These contributions are expensed as incurred.

During the years ended 31 December 2024 and 2023, no forfeited contributions were utilised by the Group to reduce its contributions to the above-mentioned social insurance plans.

本集團全體僱員均參與中國的僱員社會保險計劃，當中包括退休金、醫療及其他福利。該計劃由政府機關組織及管理。除向該等社會保險計劃供款外，本集團並無對僱員作出其他重大承擔。根據有關規則，上述社會保障計劃所規定的本集團轄下公司須支付的保費及福利供款，主要按僱員基本薪金百分比釐定，惟有特定上限。該等供款於產生時支銷。

於截至二零二四年及二零二三年十二月三十一日止年度，本集團並無利用沒收的供款來減低其上述社會保險計劃供款。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

8 EMPLOYEE BENEFIT EXPENSES (continued)

(a) Directors' emoluments

For the year ended 31 December 2024

8 僱員福利開支(續)

(a) 董事酬金

截至二零二四年十二月三十一日止年度

		Fee	Salary and bonuses	Social insurance and housing provident fund contribution 社會保險及住房公積金供款	Total
		袍金 RMB'000 人民幣千元	薪金及花紅 RMB'000 人民幣千元	RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Executive directors:	執行董事：				
Mr. Li	李先生	–	639	40	679
Mr. Chen	陳先生	–	477	19	496
Independent non-executive directors:	獨立非執行董事：				
Chong Sze Pui Joanne, MH (Note (a))	張詩培，MH(附註(a))	46	–	–	46
Cheung Bo Man^ (Note (b))	張寶文^(附註(b))	111	–	–	111
Yau Yin Hung^ (Note (b))	邱燕虹^(附註(b))	111	–	–	111
Wang Hui (Note (c))	王輝(附註(c))	46	–	–	46
		314	1,116	59	1,489

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

8 EMPLOYEE BENEFIT EXPENSES (continued)

(a) Directors' emoluments (continued)

For the year ended 31 December 2023

		Fee	Salary and bonuses	Social insurance and housing provident fund contribution 社會保險及住房公積金供款	Total
		袍金 RMB'000 人民幣千元	薪金及花紅 RMB'000 人民幣千元	社會保險及住房公積金供款 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Executive directors:	執行董事：				
Mr. Li	李先生	–	283	69	352
Mr. Chen	陳先生	–	128	34	162
Independent non-executive directors:	獨立非執行董事：				
Chong Sze Pui Joanne, MH [^] (Note (a))	張詩培，MH [^] (附註(a))	–	–	–	–
Cheung Bo Man [^] (Note (b))	張寶文 [^] (附註(b))	–	–	–	–
Yau Yin Hung [^] (Note (b))	邱燕虹 [^] (附註(b))	–	–	–	–
		–	411	103	514

Notes:

- (a) Ms Chong Sze Pui Joanne, MH was appointed as an independent non-executive director of the Company on 14 November 2023 and resigned as an independent non-executive director of the Company on 1 June 2024.
- (b) Ms. Cheung Bo Man and Ms. Yau Yin Hung were appointed as independent non-executive directors of the Company on 14 November 2023.
- (c) Dr. Wang Hui was appointed as an Independent non-executive director of the Company on 26 July 2024.

During the years ended 31 December 2024 and 2023, the remuneration shown above represents remuneration received by Mr. Li and Mr. Chen in their capacity as employee to the subsidiaries of the Group.

During the year ended 31 December 2023, the independent non-executive directors of the Company were appointed on 14 November 2023 but neither of them received any directors' remuneration with the capacity as directors.

8 僱員福利開支(續)

(a) 董事酬金(續)

截至二零二三年十二月三十一日止年度

		Fee	Salary and bonuses	Social insurance and housing provident fund contribution 社會保險及住房公積金供款	Total
		袍金 RMB'000 人民幣千元	薪金及花紅 RMB'000 人民幣千元	社會保險及住房公積金供款 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Executive directors:	執行董事：				
Mr. Li	李先生	–	283	69	352
Mr. Chen	陳先生	–	128	34	162
Independent non-executive directors:	獨立非執行董事：				
Chong Sze Pui Joanne, MH [^] (Note (a))	張詩培，MH [^] (附註(a))	–	–	–	–
Cheung Bo Man [^] (Note (b))	張寶文 [^] (附註(b))	–	–	–	–
Yau Yin Hung [^] (Note (b))	邱燕虹 [^] (附註(b))	–	–	–	–
		–	411	103	514

附註：

- (a) 張詩培女士，MH，於二零二三年十一月十四日獲委任為本公司獨立非執行董事，並於二零二四年六月一日辭任本公司獨立非執行董事。
- (b) 張寶文女士及邱燕虹女士於二零二三年十一月十四日獲委任為本公司獨立非執行董事。
- (c) 王輝博士於二零二四年七月二十六日獲委任為本公司獨立非執行董事。

於截至二零二四年及二零二三年十二月三十一日止年度，上文所示薪酬指李先生及陳先生以本集團附屬公司僱員身份收取的薪酬。

於截至二零二三年十二月三十一日止年度，本公司獨立非執行董事於二零二三年十一月十四日獲委任，惟彼等亦未曾以董事身分收取任何董事薪酬。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

8 EMPLOYEE BENEFIT EXPENSES (continued)

(b) Five highest paid individuals' emoluments

Two of the directors (2023: none) are included in the five individuals whose emoluments were the highest in the Group during the year ended 31 December 2024. The emoluments payables to the three (2023: five) highest paid individuals for the years ended 31 December 2024 and 2023 are as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Employees	僱員		
- Basic salaries and other allowances	- 基本薪金及其他津貼	1,268	1,936
- Discretionary bonuses	- 酌情花紅	48	300
- Contribution to pension scheme	- 退休金計劃供款	159	359
		1,475	2,595

The emoluments fell within the following bands:

酬金屬於以下組別：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Nil-HK\$500,000	零至500,000港元	2	5
HK\$500,001-HK\$1,000,000	500,001港元至1,000,000港元	1	-

8 僱員福利開支(續)

(b) 五名最高薪人士的酬金

於截至二零二四年十二月三十一日止年度，本集團五名最高薪人士中，兩人為董事(二零二三年：無)。於截至二零二四年及二零二三年十二月三十一日止年度應付三名(二零二三年：五名)最高薪人士的酬金列載如下：

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

9 FINANCE INCOME (EXPENSES), NET

9 財務收入(開支)淨額

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Finance income	財務收入		
Interest income	利息收入	2,456	131
Finance expenses	財務開支		
Interest expense on bank borrowings	銀行借款利息開支	(488)	(185)
Interest expense on lease liabilities	租賃負債利息開支	(517)	(412)
Finance income (expenses), net	財務收入(開支)淨額	1,451	(466)

10 INCOME TAX EXPENSES

10 所得稅開支

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Current tax	即期稅項	5,045	4,611
Deferred tax (Note 16)	遞延稅項(附註16)	4,960	(110)
		10,005	4,501

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

10 INCOME TAX EXPENSES (continued)

(a) Corporate income tax

Income tax provision of the Group in respect of operations in the PRC has been calculated at the applicable tax rate 25% on the estimated assessable profits for the respective years, based on the existing legislation, interpretations and practices in respect thereof except for a subsidiary of the Group in the PRC which are granted with tax concession and hence are taxed at preferential tax rates.

Guangzhou Shenghui Cleanness Service Co., Ltd. (“Guangzhou Shenghui”) has been qualified as a High and New Technology Enterprise and enjoyed a preferential income tax rate of 15% since 2020, which is subject to review and renewal once every three years. The High and New Technology Enterprise Certificate was obtained and be remained valid for 3 years from December 2020 to December 2023. Guangzhou Shenghui has obtained the renewal of the High and New Technology Enterprise Certificate on 28 December 2023 which is valid for 3 years to 28 December 2026.

No provision for Hong Kong Profits Tax has been made as the Group had no estimated assessable profit generated in Hong Kong during the years ended 31 December 2024 and 2023.

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of Cayman Islands and accordingly, is exempted from Cayman Islands income tax.

10 所得稅開支(續)

(a) 企業所得稅

本集團就中國業務的所得稅撥備乃根據相關現行法例、詮釋及常規，按有關年度估計應課稅溢利使用適用稅率25%計算，惟於中國獲得稅務優惠並因此按優惠稅率繳稅的本集團一間附屬公司除外。

廣州市升輝清潔服務有限公司(「廣州升輝」)自二零二零年起符合高新技術企業資格及享有優惠所得稅稅率15%，惟資格須每三年審視及重續一次。所獲得高新技術企業證書將維持有效3年，為期二零二零年十二月至二零二三年十二月。廣州升輝已於二零二三年十二月二十八日獲重續高新技術企業證書，有效期為3年，直至二零二六年十二月二十八日止。

概無計提香港利得稅撥備，因為本集團截至二零二四年及二零二三年十二月三十一日止年度並無在香港產生估計應課稅溢利。

本公司根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司，並據此獲豁免繳付開曼群島所得稅。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

10 INCOME TAX EXPENSES (continued)

(a) Corporate income tax (continued)

According to the policy promulgated by the State Bureau of the PRC, enterprises engaged in research and development activities are entitled to claim an additional tax deduction amounting to maximin 100% of the qualified research and development expenses incurred in determining its tax assessable profits for that year (the “**Super Deduction**”). Guangzhou Shenghui is qualified to enjoy the Super Deduction during the years ended 31 December 2024 and 2023.

- (b) The income tax expenses for the years ended 31 December 2024 and 2023 can be reconciled to the profit before income tax as follows:

10 所得稅開支(續)

(a) 企業所得稅(續)

根據中國國務院頒佈的政策，從事研發活動的企業在確定其當年的應課稅溢利時，有權按照所產生的合規研發費用的最高100%申請額外扣稅(「**加計扣除**」)。廣州升輝於截至二零二四年及二零二三年十二月三十一日止年度具備享有加計扣除的資格。

- (b) 於截至二零二四年及二零二三年十二月三十一日止年度的所得稅開支可與除所得稅前溢利對賬如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Profit before income tax	除所得稅前溢利	59,231	32,390
Tax calculated at applicable corporate income tax rate of 25%	按適用企業所得稅稅率25%計算的稅項	14,808	8,098
Additional allowance under the Super Deduction	根據加計扣除的額外津貼	(3,139)	(5,321)
Preferential income tax rate applicable to a subsidiary	適用於一間附屬公司的優惠所得稅稅率	(4,215)	(2,509)
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之稅務影響	2,763	4,061
Tax losses not recognised	未確認稅務虧損	2,564	172
Tax effect of temporary differences not recognised	未確認暫時差額之稅務影響	(2,776)	—
		10,005	4,501

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

10 INCOME TAX EXPENSES (continued)

(b) (continued)

As at 31 December 2024 and 2023, the Group did not recognise deferred tax assets in respect of tax losses of approximately RMB1,520,000 and RMB1,437,000, respectively, that can be carried forward against future taxable income. Tax losses of group companies operated in the PRC could only be carried forward for a maximum for five years from the year of incurrence.

11 DIVIDEND

No dividend has been paid or declared by the Company during the years ended 31 December 2024 and 2023.

12 EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the respective years.

10 所得稅開支(續)

(b) (續)

於二零二四年及二零二三年十二月三十一日，本集團並無就針對未來應課稅收入可結轉的稅項虧損約人民幣1,520,000元及人民幣1,437,000元確認遞延稅項資產。於中國營運的集團公司的稅項虧損僅可自產生年度起結轉最多五年。

11 股息

截至二零二四年及二零二三年十二月三十一日止年度，本公司並無支付或宣派股息。

12 每股盈利

(a) 每股基本盈利

每股基本盈利的計算方法乃將本公司擁有人應佔溢利除以各年內已發行普通股的加權平均數。

		2024 二零二四年	2023 二零二三年
Profit attributable to owners of the Company (RMB'000)	本公司擁有人應佔溢利 (人民幣千元)	49,226	27,889
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數 (千股)	1,631,818	1,278,897
Basic earnings per share (RMB cents)	每股基本盈利(人民幣分)	3.02	2.18

(b) Diluted earnings per share

Diluted earnings per share were the same as the basic earnings per share as there were no potentially dilutive ordinary shares outstanding during the years ended 31 December 2024 and 2023.

(b) 每股攤薄盈利

由於截至二零二四年及二零二三年十二月三十一日止年度並無發行在外的潛在攤薄普通股，故每股攤薄盈利與每股基本盈利相同。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

13 PROPERTY, PLANT AND EQUIPMENT

13 物業、廠房及設備

		Building	Plant and machinery	Motor vehicles	Furniture, fixtures and office equipment 傢具、固定裝置及辦公室設備	Leasehold improvements	Construction in progress	Total
		樓宇 RMB'000 人民幣千元	廠房及機械 RMB'000 人民幣千元	汽車 RMB'000 人民幣千元	辦公室設備 RMB'000 人民幣千元	租賃裝修 RMB'000 人民幣千元	在建工程 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Cost	成本							
At 1 January 2023	於二零二三年一月一日	7,496	18,396	7,336	1,716	—	—	34,944
Additions	添置	—	3,187	1,249	44	—	—	4,480
Disposal	出售	—	—	(111)	—	—	—	(111)
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日	7,496	21,583	8,474	1,760	—	—	39,313
Additions	添置	688	17,374	1,971	2,739	446	2,748	25,966
Disposal	出售	—	—	(1)	—	—	—	(1)
Exchange realignment	匯兌調整	—	—	12	—	10	—	22
At 31 December 2024	於二零二四年十二月三十一日	8,184	38,957	10,456	4,499	456	2,748	65,300
Accumulated depreciation	累計折舊							
At 1 January 2023	於二零二三年一月一日	1,361	11,377	6,149	1,580	—	—	20,467
Charge for the year	年內扣除	356	2,437	457	56	—	—	3,306
Disposal	出售	—	—	(105)	—	—	—	(105)
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日	1,717	13,814	6,501	1,636	—	—	23,668
Charge for the year	年內扣除	364	3,401	856	773	35	—	5,429
Disposal	出售	—	—	(1)	—	—	—	(1)
Exchange realignment	匯兌調整	—	—	2	—	2	—	4
At 31 December 2024	於二零二四年十二月三十一日	2,081	17,215	7,358	2,409	37	—	29,100
Net book amount	賬面淨值							
At 31 December 2023	於二零二三年十二月三十一日	5,779	7,769	1,973	124	—	—	15,645
At 31 December 2024	於二零二四年十二月三十一日	6,103	21,742	3,098	2,090	419	2,748	36,200

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

13 PROPERTY, PLANT AND EQUIPMENT (continued)

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Building	20 years
Plant and machinery	3–10 years
Motor vehicles	4–5 years
Furniture, fixtures and office equipment	3 years
Leasehold improvements	3 years

The deprecation expense for property, plant and equipment is charged to the profit or loss as below:

13 物業、廠房及設備(續)

物業、廠房及設備的折舊以直線法計算，按其如下估計可使用年期將其成本攤銷至其殘餘價值：

樓宇	20年
廠房及機械	3至10年
汽車	4至5年
傢私、固定裝置及辦公室設備	3年
租賃裝修	3年

物業、廠房及設備的折舊開支於損益中扣除：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Cost of services	服務成本	2,800	2,741
Administrative and other expenses	行政及其他開支	2,629	565
		5,429	3,306

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

14 INVESTMENT PROPERTIES

14 投資物業

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Cost:	成本：		
At beginning of the year	於年初及年末	9,587	9,587
Transfer to right-of-use assets	轉撥至使用權資產	(8,106)	—
At end of the year	於年末	1,481	9,587
Accumulated depreciation:	累計折舊：		
At beginning of the year	於年初	3,606	3,089
Charge for the year	年內扣除	212	517
Transfer to right-of-use assets	轉撥至使用權資產	(3,242)	—
At end of the year	於年末	576	3,606
Net book value	賬面淨值		
At end of the year	於年末	905	5,981

Self-owned investment property

The Group's self-owned investment property include land use rights and buildings which are situated in the PRC with carrying amount of RMB905,000 and RMB1,018,000 as at 31 December 2024 and 2023 respectively. The fair value of the self-owned investment property is approximately RMB3,200,000 and RMB3,130,000 as at 31 December 2024 and 2023 respectively.

Subleased property

One of the investment properties was leased from an independent third party for 20 years and was subleased to the then related company of the Group for eight years under operating leases with rentals payable on a monthly basis. As at 31 December 2023, the carrying amount of the subleased property was RMB4,963,000.

自置投資物業

於二零二四年及二零二三年十二月三十一日，本集團的自置投資物業包括位於中國的土地使用權及樓宇，賬面值分別為人民幣905,000元及人民幣1,018,000元。於二零二四年及二零二三年十二月三十一日，自置投資物業的公平值分別約為人民幣3,200,000元及人民幣3,130,000元。

分租物業

其中一項投資物業乃向獨立第三方租用20年，並根據經營租賃分租予本集團當時關聯公司，為期八年，而租金乃每月支付。於二零二三年十二月三十一日，分租物業的賬面值為人民幣4,963,000元。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

14 INVESTMENT PROPERTIES (continued)

During the year ended 31 December 2024, the sublease agreement was matured and the subleased property was subleased to a group entity for a term of eight years, effective from 1 April 2024. Following the change in use of the subleased property, the subleased property was transferred from investment properties to right-of-use assets. The carrying amount of the subleased property as at the date of transfer was RMB4,864,000.

Details of the subleased property and the related lease liabilities are as follows:

14 投資物業(續)

於截至二零二四年十二月三十一日止年度，分租協議已到期，該分租物業已分租予一間集團實體，由二零二四年四月一日起生效，為期八年。分租物業的用途改變後，分租物業由投資物業轉撥至使用權資產。該分租物業於轉撥日期的賬面值為人民幣4,864,000元。

有關分租物業及相關租賃負債的詳情載列如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Carrying value	賬面值	N/A不適用	4,963
Fair value	公平值	N/A不適用	540
Lease liabilities arose from the leasing arrangement	來自租賃安排的租賃負債	N/A不適用	6,935

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

14 INVESTMENT PROPERTIES (continued)

The fair value of the investment properties as at 31 December 2024 and 2023 was determined by reference to a valuation as carried out by Roma Appraisals Limited. Roma Appraisals Limited is an independent firm of professional valuer not connected to the Group, who has appropriate qualifications and experience in the valuation of investment properties in the relevant locations.

The fair value of the investment properties was in Level 3 of the fair value hierarchy as at 31 December 2024 and 2023. There were no changes to the valuation technique during both years.

As at 31 December 2024 and 2023, the fair value of the self-owned investment property of the Group was derived by using direct comparison approach. Direct comparison approach is based on assuming sales of the properties in its existing state by making reference to comparable market transactions as available in the relevant market. Comparable properties with similar sizes, characters and locations are analysed and weighed against all respective advantages and disadvantages of each property in order to arrive at a fair comparison of value.

As at 31 December 2023, the fair value of the subleased investment property of the Group was derived by using income approach. It was referred to the difference between the lease rent determined by the market and the rent agreed upon by the lessor and the lessee in the lease period and arrived at the investment value for reference purpose. It was expected the investment property would generate net rental income or cash inflows and therefore had no impairment indicator.

Depreciation of investment properties is calculated using the straight-line method to allocate their costs over their estimated useful lives of ranging from 13 years to 20 years.

14 投資物業(續)

於二零二四年及二零二三年十二月三十一日，投資物業的公平值乃參照羅馬國際評估有限公司進行的估值釐定。羅馬國際評估有限公司為與本集團並無關連的獨立專業估值師行，對有關地點投資物業的估值具備合適資格及經驗。

於二零二四年及二零二三年十二月三十一日，投資物業的公平值屬於公平值層級第三級。兩個年度內，估值方法並無改變。

於二零二四年及二零二三年十二月三十一日，本集團自置投資物業的公平值採用直接比較法得出。直接比較法乃基於假設物業在其現有狀態下銷售，並參考相關市場上的可比較市場交易。對規模、特徵及位置類似的可比較物業進行分析，並權衡各物業的所有優點及缺點，以得出公平的價值比較。

於二零二三年十二月三十一日，本集團分租投資物業的公平值採用收入法得出。其指由市場決定的租賃租金與出租人及承租人在租期內協定的租金之間的差額，並得出投資價值供參考。預期投資物業將產生租金收入淨額或現金流入，故並無減值指標。

投資物業折舊以直線法計算，將其成本按介乎13年至20年的估計可使用年期分配。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

15 RIGHT-OF-USE ASSETS/LEASES LIABILITIES

The Group as a lessee

The Group has lease contracts for office premise used in its operation.

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

15 使用權資產／租賃負債

本集團作為承租人

本集團就用於其營運的辦公室場所擁有的租賃合約。

本集團使用權資產的賬面值及年內變動如下：

		Office premise 辦公室場所 RMB'000 人民幣千元
As at 1 January 2023, 31 December 2023 and 1 January 2024	於二零二三年一月一日、二零二三年 十二月三十一日及二零二四年一月一日	—
Additions	添置	14,615
Transfer from investment property	自投資物業轉移	4,864
Depreciation charge	折舊開支	(1,569)
Exchange realignment	匯兌調整	(2)
As at 31 December 2024	於二零二四年十二月三十一日	17,908

A maturity analysis of lease liabilities is shown in the table below:

租賃負債的到期日分析如下表所示：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
The present value of the maturity of lease liabilities:	租賃負債到期的現值：		
Within 1 year	一年內	5,755	701
Later than 1 year but not later than 2 years	一年後但兩年內	5,919	667
Later than 2 years but not later than 5 years	兩年後但五年內	5,050	1,876
Over 5 years	超過五年	3,311	3,691
		20,035	6,935
Less: Amount shown under current liabilities	減：流動負債項下所示數額	(5,755)	(701)
Amount shown under non-current liabilities	非流動負債項下所示數額	14,280	6,234

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

15 RIGHT-OF-USE ASSETS/LEASES LIABILITIES (continued)

Amounts recognised in the consolidated statement of profit or loss and other comprehensive income:

15 使用權資產／租賃負債(續)

於綜合損益及其他全面收益表確認的金額：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Interest expenses	利息開支	517	412
Expenses relating to short-term leases	短期租賃相關開支	3,881	3,381

Interest expenses on lease liabilities is determined and recognised on the basis of the Group's incremental borrowing rate ranging from 3.6% to 6.3% (2023: 6.3%) per annum at initial recognition. The Directors considered the Group's incremental borrowing rate to be appropriate in view of the market environment and economic conditions under which each leases operate. The carrying balances of the lease liabilities are amortised to nil on the expiry dates of the leases.

租賃負債的利息開支於初始確認時根據本集團的增量借款利率介乎每年3.6%至6.3%(二零二三年：6.3%)釐定及確認。鑒於各項租賃運作所處的市場環境及經濟狀況，董事認為本集團的增量借款利率屬合適。租賃負債的賬面值結餘於租賃到期日攤銷至零。

16 DEFERRED TAX ASSETS/LIABILITIES

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax relate to the same taxation authority. The net amounts are as follows:

16 遞延稅項資產／負債

當擁有以即期稅項資產抵銷即期稅項負債的法定執行權及該等遞延稅項涉及同一稅務機關，遞延稅項資產及負債均被抵銷。淨額如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	7,339	5,821
Deferred tax liabilities	遞延稅項負債	(7,224)	(746)
		115	5,075

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

16 DEFERRED TAX ASSETS/LIABILITIES (continued)

The movements in deferred tax assets during the years ended 31 December 2024 and 2023 were as follows:

		Allowance for impairment of receivables 應收款項 減值撥備 RMB'000 人民幣千元	Accrued expenses 應計開支 RMB'000 人民幣千元	Leases 租賃 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	2,651	2,314	806	5,771
Credited (charged) to profit or loss	計入損益(於損益扣除)	110	—	(60)	50
At 31 December 2023 and 1 January 2024	於二零二三年 十二月三十一日及 二零二四年一月一日	2,761	2,314	746	5,821
Credited (charged) to profit or loss	計入損益(於損益扣除)	1,578	—	(60)	1,518
At 31 December 2024	於二零二四年 十二月三十一日	4,339	2,314	686	7,339

The movements in deferred tax liabilities during the years ended 31 December 2024 and 2023 were as follows:

截至二零二四年及二零二三年十二月三十一日止年度的遞延稅項負債變動如下：

		Leases 租賃 RMB'000 人民幣千元	Financial assets at FVTPL 按公平值 計入損益的 金融資產 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	806	—	806
Credited to profit or loss	計入損益	(60)	—	(60)
At 31 December 2023 and 1 January 2024	於二零二三年 十二月三十一日及 二零二四年一月一日	746	—	746
(Credited) charged to profit or loss	(計入損益)於損益扣除	(60)	6,538	6,478
At 31 December 2024	於二零二四年 十二月三十一日	686	6,538	7,224

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

16 DEFERRED TAX ASSETS/LIABILITIES (continued)

Under the income tax laws in the PRC, withholding tax is imposed on dividend declared in respect of profit earned by the subsidiaries in the PRC. As at 31 December 2024 and 2023, the retained earnings of the Group's subsidiaries in the PRC not yet remitted to holding companies incorporated outside the PRC, for which no deferred tax liability had been provided, were approximately RMB237,128,000 and RMB187,902,000, respectively. Such earnings are expected to be retained by the subsidiaries in the PRC for reinvestment purposes and would not be remitted to their overseas holding companies in the foreseeable future based on management's estimation of overseas funding requirements.

16 遞延稅項資產／負債(續)

根據中國所得稅法，須就中國附屬公司賺取的溢利宣派之股息徵收預扣稅。於二零二四年及二零二三年十二月三十一日，本集團中國附屬公司尚未匯予中國境外註冊成立的控股公司的保留盈利(並無就此計提遞延稅項負債)分別約為人民幣237,128,000元及人民幣187,902,000元。根據管理層對海外資金需求的估計，預期該盈利將由中國附屬公司保留作再投資之用且於可預見未來不會匯予彼等的境外控股公司。

17 FINANCIAL INSTRUMENTS BY CATEGORY

17 按類別劃分的金融工具

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Financial assets	金融資產		
Financial assets at amortised cost:	按攤銷成本計量的金融資產：		
– Trade and other receivables, excluding prepayments	– 貿易及其他應收款項，不包括預付款項	307,509	252,767
– Restricted bank deposits	– 受限制銀行存款	1,423	1,817
– Cash and cash equivalents	– 現金及現金等價物	91,109	148,573
		400,041	403,157
Financial assets at FVTPL	按公平值計入損益的金融資產	101,160	–
Financial liabilities	金融負債		
Financial liabilities at amortised cost:	按攤銷成本計量的金融負債：		
– Trade and other payables, excluding payroll, bonus and social insurance payable and other tax payable	– 貿易及其他應付款項，不包括應付工資、花紅及社會保險及其他應付稅項	45,658	52,994
– Bank borrowings	– 銀行借款	39,714	–
Lease liabilities	租賃負債	20,035	6,935
		105,407	59,929

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

18 TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

18 貿易及其他應收款項及預付款項

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	292,599	241,856
Less: allowance for impairment	減：減值撥備	(24,525)	(14,004)
		268,074	227,852
Deposits	按金		
Deposit for acquisition of subsidiaries	就收購附屬公司支付的按金	21,696	–
Rental deposits	租金按金	1,608	–
Other deposits	其他按金	11,554	15,013
		34,858	15,013
Less: allowance for impairment	減：減值撥備	(4,214)	(4,214)
		30,644	10,799
Less: deposits – non-current portion	減：按金 – 非流動部分	(26,996)	(6,536)
Deposits – current portion	按金 – 流動部分	3,648	4,263
Notes receivables	應收票據	–	4,447
Other receivables	其他應收款項		
– Tendering deposits	– 投標按金	3,666	4,391
– Other receivables	– 其他應收款項	5,304	5,457
Less: allowance for impairment	減：減值撥備	(179)	(179)
		8,791	9,669
Prepayments on	以下各項的預付款項		
– Utilities expenses	– 公用事業開支	1,421	1,502
– Insurance expenses	– 保險開支	2,077	1,743
– Prepayments to suppliers	– 向供應商預付款項	3,958	–
– Prepayment for acquisition of property, plant and equipment	– 就收購物業、廠房及設備預付款項	–	7,250
		7,456	10,495
Less: Prepayments – non-current portion	減：預付款項 – 非流動部分	–	(7,250)
Prepayments – current portion	預付款項 – 流動部分	7,456	3,245
Trade and other receivables and prepayments, net	貿易及其他應收款項以及預付款項淨額	314,965	263,262

NOTES TO CONSOLIDATED
FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

18 TRADE AND OTHER RECEIVABLES AND
PREPAYMENTS (continued)

The aging analysis of the gross trade receivables based on invoice date was as follows:

18 貿易及其他應收款項以及預付款項
(續)

貿易應收款項總額按發票日期的賬齡分析如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
0-60 days	0至60日	174,987	163,825
61-180 days	61至180日	46,371	40,790
181-365 days	181至365日	32,880	21,779
Over 1 year	超過1年	38,361	15,462
		292,599	241,856

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

19 RESTRICTED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

19 受限制銀行存款以及現金及現金等價物

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Restricted bank deposits	受限制銀行存款	1,423	1,817
Cash and cash equivalents	現金及現金等價物		
– Cash at banks and on hand	– 銀行及手頭現金	91,109	148,573

(a) The restricted bank deposits are mainly denominated in RMB throughout the years ended 31 December 2024 and 2023. As at 31 December 2024, RMB49,404,000 and RMB41,705,000 of cash and cash equivalents are denominated in RMB and HK\$ respectively (2023: RMB71,827,000 and RMB76,746,000 at cash and cash equivalents are denominated in RMB and HK\$ respectively).

(b) Conversion of RMB into foreign currencies is subject to the Foreign Exchange Control in the PRC throughout the years ended 31 December 2024 and 2023.

(c) All bank balances carrying interest at variables rates with interests rates ranging from 0.10% to 0.15% (2023: from 0.2% to 0.35%) per annum throughout the year ended 31 December 2024.

(d) As at 31 December 2024 and 2023, the restricted bank deposits of RMB1,423,000 and RMB1,817,000 respectively are held for the guarantee of the performance of the Group's provision of cleaning and maintenance services to customers.

(a) 於截至二零二四年及二零二三年十二月三十一日止年度，受限制銀行存款主要以人民幣計值。於二零二四年十二月三十一日，現金及現金等價物人民幣49,404,000元及人民幣41,705,000元分別以人民幣及港元計值(二零二三年：現金及現金等價物人民幣71,827,000元及人民幣76,746,000元分別以人民幣及港元計值)。

(b) 於截至二零二四年及二零二三年十二月三十一日止年度，將人民幣兌換為外幣須受中國外匯管制規限。

(c) 於截至二零二四年十二月三十一日止年度，所有銀行結餘均按浮動利率計息，年利率介乎0.10%至0.15%(二零二三年：0.2%至0.35%)。

(d) 於二零二四年及二零二三年十二月三十一日，分別為人民幣1,423,000元及人民幣1,817,000元的受限制銀行存款乃持作本集團履約向客戶提供清潔及維護服務的擔保。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

20 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

20 按公平值計入損益的金融資產

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Listed equity shares on National Equities Exchange and Quotations (Note)	於全國中小企業股份轉讓 系統上市的股份(附註)	101,160	—

Movement of the investment is as below:

投資變動情況如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
At beginning of the year	於年初	—	—
Addition for the year	本年度增加	63,902	—
Changes in fair value for the year	本年度公平值變動	37,258	—
At end of the year	於年末	101,160	—

Note: The investment represents equity interest in an entity whose shares are listed on National Equities Exchange and Quotations (“NEEQ”), which is stated at fair value. The fair value of listed equity security is determined based on quoted market bid price available from NEEQ. During the year ended 31 December 2024, a fair value gain of RMB37,258,000 (2023: nil) has been recognised in profit or loss. The Group held 19.5% of the total issued shares in the entity as at 31 December 2024.

附註： 該項投資指於一間股份在全國中小企業股份轉讓系統(「全國股轉」)上市的實體之股權，並按公平值列賬。上市股本證券之公平值乃根據全國股轉可得之所報市場買入價釐定。截至二零二四年十二月三十一日止年度，公平值收益人民幣37,258,000元(二零二三年：無)已於損益確認。截至二零二四年十二月三十一日，本集團持有該實體已發行股份總數的19.5%。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

21 SHARE CAPITAL

21 股本

		Number of ordinary shares 普通股數目	Nominal value of shares 股份面值 HK\$ 港元	Equivalent nominal value of shares 股份等值面值 RMB 人民幣
Authorised	法定			
At 1 January 2023	於二零二三年一月一日	38,000,000	380,000	317,900
Increase in authorised share capital (Note i)	法定股本增加(附註i)	9,962,000,000	99,620,000	90,275,600
At 31 December 2023, 1 January 2024 and 31 December 2024	於二零二三年 十二月三十一日、 二零二四年一月一日及 二零二四年 十二月三十一日	10,000,000,000	100,000,000	90,593,500
Issued and fully paid	已發行及繳足			
At 1 January 2023	於二零二三年一月一日	1,000	10	8
Issuance of shares (Note ii)	股份發行(附註ii)	1,624,999,000	16,249,990	14,725,733
At 31 December 2023 and 1 January 2024	於二零二三年 十二月三十一日及 二零二四年一月一日	1,625,000,000	16,250,000	14,725,741
Issuance of shares (Note iii)	發行股份(附註iii)	130,980,000	1,309,800	1,226,864
At 31 December 2024	於二零二四年 十二月三十一日	1,755,980,000	17,559,800	15,952,605

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

21 SHARE CAPITAL (continued)

Notes:

- (i) The Company was incorporated in the Cayman Islands on 4 January 2021. At the date of incorporation, the authorised share capital is HK\$380,000 comprising 38,000,000 ordinary shares of HK\$0.01 each. Upon the completion of public offering and the placing on 5 December 2023, the authorised share capital was increased to HK\$100,000,000 comprising 10,000,000,000 ordinary shares.
- (ii) Based upon a shareholders' resolution dated 14 November 2023 and successful offering of the Company's shares, the Company issued additional 1,251,249,000 new shares (including 40,625,000 to be offered by Controlling Shareholders for sale at HK\$0.32 under the placing), credited as fully paid, to the then shareholder of the Company on 14 November 2023 (the "**Capitalisation Issue**"). On 5 December 2023, the Company was listed on the Stock Exchange with a public offering in Hong Kong of 373,750,000 shares at a price of HK\$0.32 per share (the "**Share Offer**"), with a total amount of HK\$119,600,000 (equivalent to approximately RMB108,382,000).
- (iii) On 13 December 2024, an aggregate of 130,980,000 shares have been placed to not less than six places at the placing price of HK\$0.305 per placing shares in accordance with the terms of the placing agreement (the "**Placing**"). The gross and net proceeds (after deducting the placing commission and other related expenses from the Placing) amounted to approximately RMB37,419,000 (equivalent to approximately HK\$39,950,000) and RMB36,858,000 (equivalent to approximately HK\$39,350,000), respectively.

21 股本(續)

附註：

- (i) 本公司於二零二一年一月四日在開曼群島註冊成立。於註冊成立日期，法定股本為380,000港元，包括38,000,000股每股面值0.01港元的普通股。於二零二三年於十二月五日完成公開發售及配售後，法定股本增加至100,000,000港元，包括10,000,000,000股普通股。
- (ii) 根據日期為二零二三年十一月十四日的股東決議案及本公司股份的成功發售，本公司於二零二三年十一月十四日向本公司當時股東額外發行1,251,249,000股入賬列作繳足的新股份(包括控股股東根據配售按0.32港元提呈發售的40,625,000股股份)(「**資本化發行**」)。於二零二三年十二月五日，本公司於聯交所上市，於香港以每股0.32港元的價格公開發售373,750,000股股份(「**股份發售**」)，總金額為119,600,000港元(相當於約人民幣108,382,000元)。
- (iii) 於二零二四年十二月十三日，合共130,980,000股股份已根據配售協議的條款按配售價每股配售股份0.305港元配售予不少於六名承配人(「**配售事項**」)。所得款項總額及淨額(經扣除配售佣金及配售事項產生的其他相關開支後)分別約為人民幣37,419,000元(相當於約39,950,000港元)及人民幣36,858,000元(相當於約39,350,000港元)。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

22 RESERVES

22 儲備

		Share premium	Capital reserves (Note a) 資本儲備 (附註a)	Retained earnings 保留盈利	Statutory reserves (Note b) 法定儲備 (附註b)	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	4,000	(1,213)	160,013	14,232	177,032
Issuance of shares (Note 21)	股份發行(附註21)	93,656	–	–	–	93,656
Share issuance costs	股份發行成本	(14,485)	–	–	–	(14,485)
Profit for the year	年內溢利	–	–	27,889	–	27,889
At 31 December 2023	於二零二三年十二月三十一日	83,171	(1,213)	187,902	14,232	284,092
At 1 January 2024	於二零二四年一月一日	83,171	(1,213)	187,902	14,232	284,092
Issuance of shares (Note 21)	股份發行(附註21)	36,192	–	–	–	36,192
Share issuance costs	股份發行成本	(561)	–	–	–	(561)
Profit for the year	年內溢利	–	–	49,226	–	49,226
At 31 December 2024	於二零二四年十二月三十一日	118,802	(1,213)	237,128	14,232	368,949

Notes:

- (a) The capital reserve represents the deemed contribution/distribution from/to Controlling Shareholders.
- (b) In accordance with the relevant laws and regulations of the PRC and the Articles of Association of the subsidiaries of the Group, when distributing the net profit of each year, the subsidiaries of the Group shall reserve appropriate 10% of its profit after taxation (based on the local statutory financial statements) for the statutory surplus reserve fund (except where the reserve balance has reached 50% of the Company's registered capital). As at 31 December 2024 and 2023, the statutory reserve balances of the PRC subsidiaries have already reached 50% of the registered capital of the respective PRC subsidiaries.

附註：

- (a) 資本儲備指視作控股股東注資／向控股股東分派。
- (b) 根據中國相關法律及法規以及本集團附屬公司的組織章程細則，每年進行純利分派時，本集團附屬公司須將除稅後溢利(根據當地法定財務報表)的10%轉撥至法定盈餘儲備基金(儲備結餘已達致本公司註冊資本50%者除外)。於二零二四年及二零二三年十二月三十一日，中國附屬公司的法定儲備結餘已達到各中國附屬公司註冊資本的50%。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

23 TRADE AND OTHER PAYABLES

23 貿易及其他應付款項

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Trade payables	貿易應付款項	19,991	31,193
Other payables	其他應付款項		
– Utility	– 公共事業	1,005	1,012
– Listing expenses	– 上市開支	–	3,252
– Amount due to Mr. Chen (Note 27(b))	– 應付陳先生款項 (附註27(b))	1,125	1,125
– Amount due to Mr. Li (Note 27(b))	– 應付李先生款項 (附註27(b))	21,025	16,411
– Payroll, bonus and social insurance payables	– 應付工資、花紅及社會 保險	49,181	52,430
– Other tax payable	– 其他應付稅項	8,030	8,276
– Other payables	– 其他應付款項	2,512	–
		82,878	82,506
Trade and other payables	貿易及其他應付款項	102,869	113,699

The ageing analysis of trade payables based on the invoice date was as follows:

根據發票日期的貿易應付款項賬齡分析如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
0–60 days	0至60日	8,096	21,148
61–180 days	61至180日	2,632	3,313
181–365 days	181至365日	1,575	1,867
Over 1 year	超過1年	7,688	4,865
		19,991	31,193

As at 31 December 2024 and 2023, the amounts due to Mr. Li and Mr. Chen are unsecured, interest-free and repayable on demand.

於二零二四年及二零二三年十二月三十一日，應付李先生及陳先生款項為無抵押、免息及須按要求償還。

The carrying amounts of trade and other payables are denominated in RMB and are approximate their fair values.

貿易及其他應付款項的賬面值以人民幣計值，並與其公平值相若。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

24 BANK BORROWINGS

24 銀行借款

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Bank borrowings	銀行借款	39,714	—

Note: As at 31 December 2024, the Group's bank borrowings are unsecured, with interest rate ranging from 3.25% to 3.90% per annum and repayable within one year.

附註：於二零二四年十二月三十一日，本集團的銀行借款為無抵押，年利率介乎3.25%至3.90%，並須於一年內償還。

25 RECONCILIATION OF LIABILITIES FROM FINANCING ACTIVITIES

25 融資活動所產生負債的對賬

		Balances with Controlling Shareholders 與控股股東 的結餘 RMB'000 人民幣千元	Bank borrowings 銀行借款 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2023	於二零二三年一月一日	15,170	—	7,200	22,370
Cash inflows	現金流入	13,881	9,472	—	23,353
Cash outflows	現金流出	(11,515)	(9,472)	(677)	(21,664)
Interest expenses	利息開支	—	—	412	412
As at 31 December 2023 and 1 January 2024	於二零二三年十二月 三十一日及 二零二四年一月一日	17,536	—	6,935	24,471
Cash inflows	現金流入	4,614	97,104	—	101,718
Cash outflows	現金流出	—	(57,390)	(2,032)	(59,422)
Interest expenses	利息開支	—	—	517	517
New leases	新租賃	—	—	14,615	14,615
At 31 December 2024	於二零二四年 十二月三十一日	22,150	39,714	20,035	81,899

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

26 COMMITMENTS

As at 31 December 2023, the Group had capital commitments to be incurred amounted to approximately RMB9.1 million (31 December 2024: nil).

The Group had future aggregate minimum lease receipts under non-cancellable operating leases in respect of investment properties as follows:

26 承擔

於二零二三年十二月三十一日，本集團產生的資本承擔約為人民幣9.1百萬元(二零二四年十二月三十一日：無)。

本集團根據不可撤銷經營租賃就投資物業的未來最低租賃收款總額如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Within one year	一年內	—	538

27 RELATED PARTY TRANSACTIONS

Apart from the related parties transactions disclosed elsewhere in the consolidated financial statements, the following transactions were carried out with related parties/companies:

27 關聯方交易

除綜合財務報表另有披露的關聯方交易外，以下交易乃與關聯方／關聯公司進行：

(a) Transactions with related parties/companies

Related party transactions:

(a) 與關聯方／關聯公司的交易

關聯方交易：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Controlling Shareholders	控股股東		
– Funds repayment to Controlling Shareholders during the year	– 年內償還予控股股東的資金	—	(11,515)
– Funds advance from Controlling Shareholders during the year	– 年內來自控股股東的資金墊款	4,614	13,881

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

27 RELATED PARTY TRANSACTIONS (continued)

(b) Balances due to Controlling Shareholders

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Controlling Shareholders	控股股東		
Non-trade in nature and included in:	非貿易性質及計入：		
– Amount due to Mr. Li	– 應付李先生款項	21,025	16,411
– Amount due to Mr. Chen	– 應付陳先生款項	1,125	1,125

(c) Key management compensation

Key management includes directors and senior managements of the Group. The compensation paid or payable to key management is shown below:

(c) 主要管理層報酬

主要管理層包括本集團董事及高級管理層。已付或應付主要管理層的報酬如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Salaries, wages and bonuses	薪金、工資及花紅	2,402	1,438
Social insurance and housing provident fund contribution	社會保險及住房公積金供款	210	274
		2,612	1,712

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

28 NOTES TO THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

AS AT 31 DECEMBER 2024

28 本公司財務狀況表附註

於二零二四年十二月三十一日

			2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Assets	資產			
Non-current assets	非流動資產			
Interests in subsidiaries	附屬公司權益		149,441	108,881
Prepayment	預付款項		21,696	–
			171,137	108,881
Current assets	流動資產			
Deposits and prepayments	按金及預付款項		1,608	290
Amounts due from subsidiaries	應收附屬公司款項	(a)	9,248	8,156
Cash and cash equivalents	現金及現金等價物		41,732	76,747
Others receivables	其他應收款項		369	–
			52,957	85,193
Total assets	資產總值		224,094	194,074
Equity	權益			
Share capital	股本	21	15,953	14,726
Reserves	儲備	(c)	191,876	161,181
Total equity	總權益		207,829	175,907
Current liabilities	流動負債			
Other payables	其他應付款項	(b)	15,567	18,167
Amounts due to directors	應付董事款項		698	–
Total liabilities	負債總額		16,265	18,167
Total equity and liabilities	總權益及負債		224,094	194,074

These financial statements were approved and authorised for issue by the Board of directors on 28 March 2025 and are signed by:

Mr. Li Chenghua
李承華先生
Director
董事

該等財務報表於二零二五年三月二十八日獲董事會批准及授權刊發，並由以下人士簽署：

Mr. Chen Liming
陳黎明先生
Director
董事

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

28 NOTES TO THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

(a) Amounts due from subsidiaries

The amounts are unsecured, interest-free, repayable on demand.

(b) Other payables

As at 31 December 2024, the amount mainly represented amounts due to the Controlling Shareholders of RMB15,522,000 (2023: RMB14,915,000), which are unsecured, interest-free, repayable on demand.

(c) Movement of reserves of the Company

28 本公司財務狀況表附註(續)

(a) 應收附屬公司款項

有關款項為無抵押、免息及須按要求償還。

(b) 其他應付款項

於二零二四年十二月三十一日，有關款項主要指應付控股股東款項人民幣15,522,000元(二零二三年：人民幣14,915,000元)，有關款項為無抵押、免息、須按要求償還。

(c) 本公司的儲備變動

		Share premium	Other reserves (Note) 其他儲備 (附註)	Accumulated losses 累計虧損	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	4,000	106,421	(15,880)	94,541
Issuance of shares (Note 21)	發行股份 (附註21)	93,656	—	—	93,656
Share issuance costs	股份發行成本	(14,485)	—	—	(14,485)
Loss for the year	年內虧損	—	—	(12,531)	(12,531)
At 31 December 2023	於二零二三年十二月三十一日	83,171	106,421	(28,411)	161,181
Issuance of shares (Note 21)	發行股份 (附註21)	36,192	—	—	36,192
Share issuance costs	股份發行成本	(561)	—	—	(561)
Loss for the year	年內虧損	—	—	(4,936)	(4,936)
At 31 December 2024	於二零二四年十二月三十一日	118,802	106,421	(33,347)	191,876

Note: Other reserves of the Company represent the difference between the net asset value of the acquired subsidiaries acquired by the Company over the nominal value of the share capital of the Company issued in exchange thereof and net off the deemed distribution to the Controlling Shareholders of RMB2,460,000.

附註：本公司的其他儲備指本公司收購的已收購附屬公司的資產淨值與本公司發行以作交換的股本面值的差額，並已扣除向控股股東視作分派人民幣2,460,000元。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

29 PRINCIPAL SUBSIDIARIES

The Company had direct or indirect interests in the following principal subsidiaries as at 31 December 2024 and 2023:

29 主要附屬公司

於二零二四年及二零二三年十二月三十一日，本公司擁有下列主要附屬公司的直接或間接權益：

				Attribution equity interest of the Group 本集團所佔股權		
Company name	Date of incorporation/ establishment	Country/ place of incorporation/ establishment 註冊成立／ 設立國家／地點	Registered/ issued capital 註冊／ 已發行股本	As at 31 December		Principal activities/ Place of operations
公司名稱	註冊成立／設立日期			於十二月三十一日		主要業務／營運地點
				2024 二零二四年	2023 二零二三年	
Directly held by the Company: 本公司直接持有：						
Shenghui Cleanness (BVI) Limited (升輝清潔(英屬維爾京群島) 有限公司)	18 January 2021	BVI	US\$1	100%	100%	Investment holding in BVI
升輝清潔(英屬維爾京群島)有限公司	二零二一年一月十八日	英屬維爾京群島	1美元	100%	100%	於英屬維爾京群島投資 控股
Indirectly held by the Company 本公司間接持有：						
Shenghui Cleanness (HK) Limited (升輝清潔(香港)有限公司)	27 January 2021	Hong Kong	HK\$1	100%	100%	Investment holding in Hong Kong
升輝清潔(香港)有限公司	二零二一年 一月二十七日	香港	1港元	100%	100%	於香港投資控股
Guangzhou Shenghui Cleanness Service Co., Ltd.) (廣州市升輝清潔服務有限公司)	4 August 2000	PRC	RMB25,000,000	100%	100%	Provision of cleaning and maintenance services in the PRC
廣州市升輝清潔服務有限公司	二零零零年八月四日	中國	人民幣 25,000,000元	100%	100%	於中國提供清潔及維護 服務
Guangxi Shenghui Cleanness Service Co., Ltd.) (廣西升輝清潔服務有限公司)	7 June 2016	PRC	RMB2,000,000	100%	100%	Provision of cleaning and maintenance services in the PRC
廣西升輝清潔服務有限公司	二零一六年六月七日	中國	人民幣 2,000,000元	100%	100%	於中國提供清潔及維護 服務
Guangzhou Xinhui Technology & Property Co., Ltd. (廣州市昕輝科技物業有限公司)	14 November 2022	PRC	RMB8,000,000	100%	100%	Provision of cleaning and maintenance services in the PRC
廣州市昕輝科技物業有限公司	二零二二年 十一月十四日	中國	人民幣 8,000,000元	100%	100%	於中國提供清潔及維護 服務

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

29 PRINCIPAL SUBSIDIARIES (continued)

29 主要附屬公司(續)

				Attribution equity interest of the Group 本集團所佔股權		
Company name	Date of incorporation/ establishment	Country/ place of incorporation/ establishment	Registered/ issued capital	As at 31 December		Principal activities/ Place of operations
公司名稱	註冊成立／設立日期	設立國家／地點	已發行股本	於十二月三十一日		主要業務／營運地點
				2024 二零二四年	2023 二零二三年	
Shenghui Cleanness (Beijing) Limited (升輝清潔北京有限公司)	20 July 2023	PRC	RMB5,000,000	100%	100%	Provision of cleaning and maintenance services in the PRC
升輝清潔北京有限公司	二零二三年七月二十日	中國	人民幣 5,000,000元	100%	100%	於中國提供清潔及維護 服務
Guangzhou Tianyou Shenghui Environmental Technology Co., LTD (廣州市天佑升輝保科技有限公司)	29 November 2023	PRC	RMB8,000,000	100%	100%	Provision of Resale of waste recycling in the PRC
廣州市天佑升輝環保科技有限公司	二零二三年 十一月二十九日	中國	人民幣 8,000,000元	100%	100%	於中國提供廢物回收轉 售服務
Top Integrated Industries Limited *	3 June 2024 二零二四年六月三日	BVI 英屬維爾京群島	US\$100 100美元	100%	—	Investment holding in BVI 於英屬維爾京群島投資 控股
Tianyou Shenghui Green Technology (HK) Co., Limited *	5 June 2024	Hong Kong	HK\$100	100%	—	Investment holding in Hong Kong
天佑升輝綠色科技(香港)有限公司	二零二四年六月五日	香港	100港元			於香港投資控股

* Incorporated during the year ended 31 December 2024

於截至二零二四年十二月三十一日止年
度註冊成立

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

30 SHARE OPTION SCHEME

The Company has adopted the share option scheme (the “**Share Option Scheme**”) on 14 November 2023. The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees, directors, advisers, consultants, distributors, contractors, suppliers, agents and service providers of the Group and to promote the success of the business of the Group.

The Board may, at its absolute discretion, invite any person belonging to any of the following classes of participants to take up options to subscribe for Shares:

- (a) any director and employee of the Company or any of its subsidiaries (including persons who are granted options as an inducement to enter into employment contracts with the Company or any of its subsidiaries)(the “**Employee Participants**”);
- (b) any director and employee of the holding companies, fellow subsidiaries or associated companies of the Company;
- (c) any person who provides services to the Group on a continuing and recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group, including but not limited to person(s) who work for the Company as independent contractors (including advisers, consultants, distributors, contractors, suppliers, agents and service providers of any member of the Group) where the continuity and frequency of their services are akin to those of employees, but excluding (i) placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions; and (ii) professional service providers such as auditors or valuers who provide assurance, or are required to perform their services with impartiality and objectivity (the “**Service Providers**”).

The exercise price shall be a price solely determined by the Board and notified to a Participant and shall be at least the higher of: (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the offer date; (ii) the average of the closing prices of the Shares as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the offer date; and (iii) the nominal value of the Shares on the offer date.

30 購股權計劃

本公司於二零二三年十一月十四日採納本公司購股權計劃(「**購股權計劃**」)。購股權計劃旨在吸引及挽留最稱職的人員，並向本集團僱員、董事、顧問、諮詢人士、分銷商、承包商、供應商、代理及服務供應商提供額外獎勵以及推動本集團業務創出佳績。

董事會可能全權酌情邀請屬於以下任何類別參與者的任何人士接納購股權以認購股份：

- (a) 本公司或其任何附屬公司的任何董事及僱員(包括獲授購股權以促成其與本公司或其任何附屬公司訂立僱傭合約的人士)(「**僱員參與者**」)；
- (b) 本公司的控股公司、同系附屬公司或聯營公司的任何董事及僱員；
- (c) 一直並持續向本集團在其日常業務過程中提供對其長遠發展有利之服務的人士，包括但不限於以獨立承包人的身份為本公司工作的人士(包括本集團任何成員公司的顧問、諮詢人員、分銷商、承包商、供應商、代理及服務提供者)，而其服務的持續性及頻密程度與僱員相若，但不包括(i)配售代理或就集資、合併或收購事宜提供顧問服務的財務顧問；及(ii)提供鑒證服務又或須公正客觀地執行服務的專業服務提供者，例如核數師或估值師(「**服務提供者**」)。

行使價由董事會全權釐定並通知參與者，且不得低於下列較高者：(i)股份於要約日期在聯交所每日報價表所報的收市價；(ii)股份於緊接要約日期前五個營業日在聯交所每日報價表所報的平均收市價；及(iii)股份於要約日期的面值。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

30 SHARE OPTION SCHEME (continued)

The total number of Shares which may be issued in respect of all options and awards to be granted under the Share Option Scheme and any other share option scheme(s) and share award scheme(s) of the Company shall not exceed 10% of the total number of Shares in issue as at the Listing Date, being up to 162,500,000 Shares as at 31 December 2024. The total number of Shares which may be issued in respect of all options granted to Service Providers shall not exceed 1% of the total number of Shares in issue. The total number of Shares issued and to be issued in respect of all options and awards granted to each participant (excluding any options or awards lapsed in accordance with the terms of the relevant schemes) under the Share Option Scheme and any other share option scheme(s) and share award scheme(s) of the Company in any 12-month period up to and including the date of grant shall not exceed 1% of the Shares in issue.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof. The amount payable by the grantee of an option to the Company on acceptance of the offer is HK\$1.

The vesting period for the options shall not be less than 12 months from the offer date, provided that where the participant is an Employee Participants, the Board will have the authority to determine a shorter vesting period under some specific circumstances.

The Share Option Scheme will remain in force for a period of 10 years commencing on 14 November 2023 and shall expire at the close of business on the business day immediately preceding the tenth anniversary thereof.

As at 31 December 2024 and 2023, there was no option outstanding, granted, cancelled, exercised or lapsed.

30 購股權計劃(續)

就根據購股權計劃及本公司任何其他購股權計劃及股份獎勵計劃授出的所有購股權及獎勵可予發行的股份總數，不得超過於上市日期已發行股份總數的10%，及最多為於二零二四年十二月三十一日之162,500,000股股份。就向服務供應商授出的所有購股權可予發行的股份總數不應超過於上市日期已發行股份總數的1%。截至授出日期(包括當日)的任何12個月期間，就根據購股權計劃及本公司任何其他購股權計劃及股份獎勵計劃向各參與者授出的所有購股權及獎勵(不包括根據相關計劃條款失效的任何購股權或獎勵)已發行及將發行的股份總數不得超過已發行股份的1%。

購股權可於董事會可能釐定不超過授出日期起計10年時限內，隨時根據購股權計劃的條款行使，惟須受有關提前終止條文所規限。購股權承授人在接納授出要約時應向本公司支付的金額為1港元。

購股權的歸屬期須不少於自要約日期起12個月，惟倘參與者為僱員參與者，董事會於若干特定情況有權釐定較短的歸屬期。

購股權計劃將於二零二三年十一月十四日起計10年內維持有效，並將於緊接該計劃第十週年前的營業日當天營業時間結束時屆滿。

於二零二四年及二零二三年十二月三十一日，概無購股權尚未行使、已授出、註銷、行使或失效。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

31 FINANCIAL RISK MANAGEMENT

31.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: Foreign exchange risk, interest rate risk, credit risk, liquidity risk and other price risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effect on the Group's financial performance.

(i) Foreign exchange risk

The Group is mainly exposed to foreign exchange risk arising from Hong Kong dollar ("HK\$") against RMB. This foreign exchange risk arises from future commercial transactions or recognised assets and liabilities denominated in a currency that is not the functional currencies of the Company and each of the subsidiaries. The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures.

As at 31 December 2024, if HK\$ had strengthened/weakened by 30 basis points (2023: 30 basis points) against the RMB with all other variables held constant, profit before income tax for the year would have been approximately RMB52,000 higher/lower (2023: RMB176,000 higher/lower) mainly as a result of foreign exchange differences on translation of HK\$-denominated balances.

31 財務風險管理

31.1 財務風險因素

本集團的業務面臨多種財務風險：外匯風險、利率風險、信貸風險、流動資金風險及其他價格風險。本集團的整體風險管理計劃重點關注金融市場的不可預見性，並設法降低對本集團財務表現的潛在不利影響。

(i) 外匯風險

本集團主要面臨港元(「港元」)兌人民幣產生之外匯風險。此外匯風險因未來商業交易或已確認資產及負債以並非本公司及各附屬公司的功能貨幣計值而產生。本集團透過定期審閱本集團的外匯風險淨額管理其外匯風險。

於二零二四年十二月三十一日，倘港元對人民幣升值／貶值30個基點(二零二三年：30個基點)，而所有其他變量維持不變，則年內除所得稅前溢利將增加／減少約人民幣52,000元(二零二三年：增加／減少約人民幣176,000元)，主要由於換算以港元計值的結餘之外匯差額。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

31 FINANCIAL RISK MANAGEMENT (continued)

31.1 Financial risk factors (continued)

(ii) Interest rate risk

The Group's interest rate risk arises primarily from fair value interest rate risk in relation to lease liabilities and cash flow interest rate risk in relation to variable-rate restricted bank deposit, bank balances and variable-rate bank borrowings. Management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arises.

If interest rate risk has been 30 basis points increased or decreased in variable-rate restricted bank deposits and bank balances and a 100 basis points (2023: n/a) increase or decrease in variable-rate bank borrowings, with all other variables held constant, profit before tax for the years ended 31 December 2024 and 2023 would have been RMB119,000 lower/higher and RMB451,000 higher/lower, respectively.

(iii) Credit risk

The Group is exposed to credit risk in relation to its trade and other receivables, restricted bank deposits and cash and cash equivalents. The carrying amounts of trade and other receivables, restricted bank deposits and cash and cash equivalents represent the Group's maximum exposure to credit risk in relation to financial assets.

The Group expects that there is no significant credit risk associated with restricted bank deposits and cash and cash equivalents since they are substantially deposited at state-owned banks and other medium or large-sized listed banks, the credit rating of which is high. Management does not expect that there will be any significant losses from non-performance by these counterparties.

31 財務風險管理(續)

31.1 財務風險因素(續)

(ii) 利率風險

本集團的利率風險主要源於有關租賃負債的公平值利率風險及有關浮息受限制銀行存款、銀行結餘及浮息銀行借款的現金流量利率風險。管理層監察利率風險並將於有需要時考慮對沖重大利率風險。

倘有關浮息受限制銀行存款及銀行結餘的利率風險上升或下跌30個基點及有關浮息銀行借款的利率風險上升或下跌100個基點(二零二三年：不適用)，而所有其他變量維持不變，截至二零二四年及二零二三年十二月三十一日止年度之除稅前溢利將分別減少／增加人民幣119,000元及增加／減少人民幣451,000元。

(iii) 信貸風險

本集團面臨有關貿易及其他應收款項、受限制銀行存款以及現金及現金等價物的信貸風險。貿易及其他應收款項、受限制銀行存款以及現金及現金等價物的賬面值指本集團就金融資產所承受的最大信貸風險。

本集團預期受限制銀行存款及現金及現金等價物不涉及重大信貸風險，因為其大部分存入國有銀行及其他中型或大型上市銀行，該等銀行的信貸評級良好。管理層預期不會有任何該等對手方不履約的重大虧損。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

31 FINANCIAL RISK MANAGEMENT (continued)

31.1 Financial risk factors (continued)

(iii) Credit risk (continued)

For trade receivables from customers, the Group has large number of customers and there was no significant concentration of credit risk for the years ended 31 December 2024 and 2023. The Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. The Group applies the simplified approach to provide for ECL prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for trade receivables.

Other receivables mainly included deposits, notes receivables, tendering deposits and deposit for acquisition of subsidiaries. The Group has assessed those receivables using 12m ECL depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, the impairment is measured as lifetime ECL.

31 財務風險管理(續)

31.1 財務風險因素(續)

(iii) 信貸風險(續)

就來自客戶的貿易應收款項，本集團有大量客戶，且於截至二零二四年及二零二三年十二月三十一日止年度並無重大集中信貸風險。本集團設有監控程序，以確保採取跟進措施收回逾期債務。本集團應用香港財務報告準則第9號所訂定的簡化方法就預期信貸虧損作出撥備，其允許對貿易應收款項使用全期預期虧損撥備。

其他應收款項主要包括按金、應收票據、投標按金及收購附屬公司所涉按金。視乎自初始確認以來是否有信貸風險大幅上升，本集團使用12個月預期信貸虧損評估該等應收款項。倘自初始確認以來曾發生應收款項信貸風險大幅上升，則減值按全期預期信貸虧損計量。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

31 FINANCIAL RISK MANAGEMENT (continued)

31.1 Financial risk factors (continued)

(iii) Credit risk (continued)

The Group considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating
- external credit rating
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the individual customers and customers' ability to meet its obligations
- actual or expected significant changes in the operating results of individual customers

31 財務風險管理(續)

31.1 財務風險因素(續)

(iii) 信貸風險(續)

本集團在初步確認資產時考慮違約的可能性，及考慮在各報告期間信貸風險是否會持續顯著增加。為評估信貸風險是否顯著增加，本集團將報告日期資產發生違約的風險與初步確認日期的違約風險進行比較。其考慮可獲得的前瞻性資料。尤其納入以下指標：

- 內部信貸評級
- 外部信貸評級
- 預期導致個別客戶及客戶履行其責任的能力出現重大變動的業務、財務或經濟狀況的實際或預期重大不利變動
- 個別客戶的經營業績實際或預期發生重大變動

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

31 FINANCIAL RISK MANAGEMENT (continued)

31.1 Financial risk factors (continued)

(iii) Credit risk (continued)

A summary of the assumptions underpinning the Group's ECL model on financial assets other than trade receivables is as follows:

31 財務風險管理(續)

31.1 財務風險因素(續)

(iii) 信貸風險(續)

本集團貿易應收款項以外的金融資產的預期信貸虧損模型的假設概述如下：

Category 類別	Group definition of category 類別的分類定義	Basis for recognition of expected credit loss provision 確認預期信貸虧損撥備的基準
Performing	Customers have a low risk of default and a strong capacity to meet contractual cash flows	12m ECL. Where the expected lifetime of an asset is less than 12 months, expected losses are measured at its expected lifetime (stage 1)
履行中	客戶違約風險為低且有高度能力履行合約現金流量需求	12個月的預期信貸虧損。資產的預期存續期少於12個月，預期虧損按預期存續期計量(階段一)
Underperforming	Receivables for which there is a significant increase in credit risk, as significant increase in credit risk is presumed if interest and/or principal repayments are past due over 180 days	Lifetime expected losses (stage 2)
呆賬	信貸風險顯著增加的應收款項；倘利息及／或本金逾期償還超過180日，則推定為信貸風險顯著增加	全期預期虧損(階段二)
Non-performing	Interest and/or principal repayments are over 365 days past due	Lifetime expected losses (stage 3)
違約	利息及／或本金逾期償還超過365日	全期預期虧損(階段三)
Write-off	Interest and/or principal repayments are past due and there is no reasonable expectation of recovery	Asset is written off
撇銷	利息及／或本金逾期償還，且並無合理可收回預期	撇銷資產

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

31 FINANCIAL RISK MANAGEMENT (continued)

31.1 Financial risk factors (continued)

(iii) Credit risk (continued)

The tables below detail the credit risk exposures of the Group's financial assets at amortised cost other than trade receivables, which are subject to ECL assessments.

31 財務風險管理(續)

31.1 財務風險因素(續)

(iii) 信貸風險(續)

下表詳述本集團貿易應收款項以外的按攤銷成本列賬的金融資產(須接受預期信貸虧損評估)的信貸風險承擔。

	Internal credit rating 內部信貸評級	12m ECL or lifetime ECL 12個月或全期 預期信貸虧損	Gross carrying amount 總賬面值	
			As at 31 December	
			於十二月三十一日	
			2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Restricted bank deposits 受限制銀行存款	Performing 履行中	12m ECL 12個月預期信貸 虧損	1,423	1,817
Bank balances 銀行結餘	Performing 履行中	12m ECL 12個月預期信貸 虧損	90,336	147,882
Other receivables 其他應收款項	Performing 履行中	12m ECL 12個月預期信貸 虧損	43,828	29,308

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

31 FINANCIAL RISK MANAGEMENT (continued)

31.1 Financial risk factors (continued)

(iii) Credit risk (continued)

- (i) For restricted bank deposits and cash and cash equivalents, the Group determines the ECL by referring to external credit rating of the related banks.
- (ii) For other receivables, for the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

The Group accounts for its credit risk by appropriately providing for ECL on a timely basis. In calculating the ECL rates, the Group considers historical loss rates for each category of receivables and adjusts for forward looking macroeconomic data.

(a) Trade receivables

The Group has applied the simplified approach in HKFRS 9 to measure the ECL which uses a lifetime expected loss allowance for all trade receivables. In calculating the ECL rates of trade receivables, the Group considers historical loss rates based on customer's historical default rates, past collection information and aging profiles of trade receivables by using a provision matrix and adjusts for forward looking macroeconomic data with the consideration on the current economy and industry outlook, except for those trade receivables identified as significant increase in credit risk that are assessed individually.

31 財務風險管理(續)

31.1 財務風險因素(續)

(iii) 信貸風險(續)

- (i) 就受限制銀行存款以及現金及現金等價物而言，本集團參照相關銀行的外部信貸評級釐定預期信貸虧損。
- (ii) 就其他應收款項而言，為進行內部信貸風險管理，本集團使用逾期資料評估自初始確認以來信貸風險是否大幅增加。

本集團通過及時適當計提預期信貸虧損撥備將其信貸風險入賬。在計算預期信貸虧損率時，本集團考慮各類應收款項的歷史損失率，並根據前瞻性宏觀經濟數據進行調整。

(a) 貿易應收款項

本集團應用香港財務報告準則第9號中的簡化方法計量預期信貸虧損，即就全部貿易應收款項使用全期預期虧損撥備。在計算貿易應收款項的預期信貸虧損率時，本集團基於客戶的過往違約率、過往收款資料及貿易應收款項的賬齡情況，使用撥備矩陣考慮歷史虧損率，並在計及當前經濟及行業前景的情況下，對前瞻性宏觀經濟資料進行調整，惟信貸風險顯著增加的貿易應收款項除外，該等款項須個別評估。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

31 FINANCIAL RISK MANAGEMENT (continued)

31.1 Financial risk factors (continued)

(iii) Credit risk (continued)

(a) Trade receivables (continued)

The loss allowance provision for the trade receivable using provision matrix was determined as follows:

		As at 31 December 2023 於二零二三年十二月三十一日						Total 總計
		Current 即期	Less than 60 days 少於60日	61-180 days 61至180日	181 to 365 days 181至365日	1 to 2 years 1至2年	Over 2 years 超過2年	
Expected loss rate	預期虧損率	1.3%	2.5%	4.5%	14.5%	23.5%	40.4%	
Gross carrying amount (RMB'000)	總賬面值(人民幣千元)	155,673	39,546	26,081	7,124	4,337	2,231	234,992
Loss allowance provision (RMB'000)	計提虧損撥備 (人民幣千元)	2,024	989	1,174	1,033	1,019	901	7,140

		As at 31 December 2024 於二零二四年十二月三十一日						Total 總計
		Current 即期	Less than 60 days 少於60日	61-180 days 61至180日	181 to 365 days 181至365日	1 to 2 years 1至2年	Over 2 years 超過2年	
Expected loss rate	預期虧損率	1.8%	3.5%	4.3%	6.3%	13.0%	33.7%	
Gross carrying amount (RMB'000)	總賬面值(人民幣千元)	177,747	29,128	25,286	23,737	19,009	3,788	278,695
Loss allowance provision (RMB'000)	計提虧損撥備 (人民幣千元)	3,263	1,027	1,089	1,490	2,477	1,275	10,621

31 財務風險管理(續)

31.1 財務風險因素(續)

(iii) 信貸風險(續)

(a) 貿易應收款項(續)

使用撥備矩陣的貿易應收款項的虧損撥備釐定如下：

NOTES TO CONSOLIDATED
FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

31 FINANCIAL RISK MANAGEMENT (continued)

31.1 Financial risk factors (continued)

(iii) Credit risk (continued)

(a) Trade receivables (continued)

The loss allowance of individually assessed trade receivables is determined as follows:

Individual 個別	Trade receivables 貿易應收款項 RMB'000 人民幣千元	ECL rate 預期信貸虧損率	Loss allowance 虧損撥備 RMB'000 人民幣千元	Reason 原因
As at 31 December 2023 於二零二三年十二月三十一日				
Trade receivables 貿易應收款項	6,864	100%	6,864	The likelihood of recovery 收回的可能性
As at 31 December 2024 於二零二四年十二月三十一日				
Trade receivables 貿易應收款項	13,904	100%	13,904	The likelihood of recovery 收回的可能性

31 財務風險管理(續)

31.1 財務風險因素(續)

(iii) 信貸風險(續)

(a) 貿易應收款項(續)

個別減值貿易應收款項的虧損撥備釐定如下：

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

31 FINANCIAL RISK MANAGEMENT (continued)

31.1 Financial risk factors (continued)

(iii) Credit risk (continued)

(a) Trade receivables (continued)

The movements of loss allowances for trade receivables are as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
At beginning of the year	於年初	14,004	13,273
Provision for loss allowance recognised	已確認計提虧損撥備	10,521	731
At end of the year	於年末	24,525	14,004

(b) Other receivables

As at 31 December 2024 and 2023, there were neither significant increase of credit risk nor credit impaired for the balance of other receivables. Management considered these receivables to be low credit risk since the counterparties have strong financial capacity to meet their contractual cash flow obligations in the near term. The ECL on those other receivables are not significant.

No impairment loss was recognised for the years ended 31 December 2024 and 2023.

31 財務風險管理(續)

31.1 財務風險因素(續)

(iii) 信貸風險(續)

(a) 貿易應收款項(續)

貿易應收款項的虧損撥備變動如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
At beginning of the year	於年初	14,004	13,273
Provision for loss allowance recognised	已確認計提虧損撥備	10,521	731
At end of the year	於年末	24,525	14,004

(b) 其他應收款項

於二零二四年及二零二三年十二月三十一日，其他應收款項結餘並無信貸風險大幅上升或信貸減值。管理層認為該等應收款項的信貸風險低，因為對手方擁有強大財務實力以於短期內履行其合約現金流責任。該等其他應收款項的預期信貸虧損並不重大。

截至二零二四年及二零二三年十二月三十一日止年度並無確認減值虧損。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

31 FINANCIAL RISK MANAGEMENT (continued)

31.1 Financial risk factors (continued)

(iii) Credit risk (continued)

(b) Other receivables (continued)

The movements of loss allowances for deposits are as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
At beginning of the year	於年初	4,214	4,214
Provision for loss allowance recognised	已確認計提虧損撥備	-	-
At end of the year	於年末	4,214	4,214

The movements of loss allowances for tendering deposits are as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
At beginning of the year	於年初	179	179
Provision for loss allowance	虧損撥備	-	-
At end of the year	於年末	179	179

For deposits and tendering deposits, no impairment loss was recognised for the years ended 31 December 2024 and 2023.

For notes receivables, no impairment loss was recognised for the year ended 31 December 2023.

31 財務風險管理(續)

31.1 財務風險因素(續)

(iii) 信貸風險(續)

(b) 其他應收款項(續)

存款虧損撥備變動如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
At beginning of the year	於年初	4,214	4,214
Provision for loss allowance recognised	已確認計提虧損撥備	-	-
At end of the year	於年末	4,214	4,214

投標按金的虧損撥備變動如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
At beginning of the year	於年初	179	179
Provision for loss allowance	虧損撥備	-	-
At end of the year	於年末	179	179

就按金及投標按金而言，截至二零二四年及二零二三年十二月三十一日止年度並無確認減值虧損。

就應收票據而言，截至二零二三年十二月三十一日止年度並無確認減值虧損。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

31 FINANCIAL RISK MANAGEMENT (continued)

31.1 Financial risk factors (continued)

(iv) Liquidity risk

To manage the liquidity risk, the Group monitors and maintains an adequate level of cash and cash equivalents determined by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The tables below analyse the Group's financial liabilities into relevant maturity groups based on the remaining period at the end of the reporting periods to the contractual maturity date.

31 財務風險管理(續)

31.1 財務風險因素(續)

(iv) 流動資金風險

為管理流動資金風險，本集團監察現金及現金等價物水平及將其維持於管理層釐定為足夠的水平，藉此為本集團的營運提供資金及減低現金流波動的影響。

下表根據於報告期末至合約到期日的餘下期間將本集團的金融負債分類為有關到期組別以進行分析。

		On demand or less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total undiscounted cashflow 未貼現現金 流量總額	Carrying amount 賬面值
		按要求或1年內 RMB'000 人民幣千元	1至2年 RMB'000 人民幣千元	2至5年 RMB'000 人民幣千元	5年後 RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 31 December 2023	於二零二三年十二月三十一日						
Trade and other payables (excluding payroll, bonus and social insurance payables and other tax payables)	貿易及其他應付款項(不包括應付工資、花紅及社會保險以及其他應付稅項)	52,993	-	-	-	52,993	52,993
Lease liabilities	租賃負債	701	709	2,254	6,036	9,700	6,935
		53,694	709	2,254	6,036	62,693	59,928
At 31 December 2024	於二零二四年十二月三十一日						
Trade and other payables (excluding payroll, bonus and social insurance payables and other tax payables)	貿易及其他應付款項(不包括應付工資、花紅及社會保險以及其他應付稅項)	45,658	-	-	-	45,658	45,658
Bank borrowings	銀行借款	41,104	-	-	-	41,104	39,714
Lease liabilities	租賃負債	6,148	6,174	5,472	5,254	23,048	20,035
		92,910	6,174	5,472	5,254	109,810	105,407

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

31 FINANCIAL RISK MANAGEMENT (continued)

31.1 Financial risk factors (continued)

(v) Other price risk

The Group is exposed to equity price risk through its investments in equity securities measured at FVTPL. If the price of the respective equity instruments had been 5% (2023: n/a) higher/lower, the profit for the year ended 31 December 2024 would increase/decrease by RMB5,058,000 (2023: n/a).

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined:

31 財務風險管理(續)

31.1 財務風險因素(續)

(v) 其他價格風險

本集團因投資按公平值計入損益的股本證券而面臨股份價格風險。若各股本投資的價格上升／下跌5%(二零二三年：不適用)，則截至二零二四年十二月三十一日止年度的溢利將增加／減少人民幣5,058,000元(二零二三年：不適用)。

本集團按經常性基準按公平值計量的金融資產及金融負債之公平值

本集團部分金融資產及金融負債於各報告期末按公平值計量。下表提供此等金融資產及金融負債的公平值釐定方法之資料：

Financial assets	Fair value as at 31 December		Fair value	Basis of fair value	Significant
	於十二月三十一日的公平值		hierarchy	measurement	unobservable
	2024	2023	公平值		inputs
金融資產	二零二四年	二零二三年	層級	公平值計量基準	重大不可觀察
	RMB'000	RMB'000			輸入數據
	人民幣千元	人民幣千元			
Listed equity shares classified as financial assets at FVTPL	101,160	—	Level 1	The fair value of the equity shares is estimated by the price quotation available in active market	N/A
分類為按公平值計入損益的金融資產之上市股份	101,160	—	第一級	股份的公平值乃根據活躍市場可得的報價估計得出	不適用

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

31 FINANCIAL RISK MANAGEMENT (continued)

31.2 Fair value estimation

The carrying amounts of the Group's financial assets and liabilities approximate their fair values due to the short-term maturities of these assets and liabilities.

31.3 Capital risk management

The Group's objectives when managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholder and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and enhance shareholder value in the long term. The capital structure consists of total equity and borrowings, if any, as shown in the consolidated statements of financial position. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholder, return capital to owner, or issue new shares.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings (including bank borrowings and amounts due to Controlling Shareholders under other payables as shown in the consolidated statement of financial position) less cash and cash equivalents. Total equity represents the sum of share capital and reserves, as disclosed in the consolidated statement of financial position.

As at 31 December 2024 and 2023, the Group has a net cash position and hence the gearing ratio has not been presented.

31 財務風險管理(續)

31.2 公平值估計

本集團的金融資產及負債賬面值與其公平值相若，乃由於該等資產及負債於短期內到期。

31.3 資本風險管理

本集團管理資本的目標為保障本集團持續經營的能力，以為股東提供回報及為其他利益相關者提供利益，並維持最佳資本結構以降低資本成本。

本集團積極及定期審視和管理其資本結構以確保資本結構適宜及提升長遠股東價值。資本結構由綜合財務狀況表所示總權益及借款(如有)組成。為維持或調整資本結構，本集團可調整支付予股東的股息金額、退還資本予擁有人或發行新股。

本集團根據資產負債比率監察資本。該比率按淨債務除以總權益計算。淨債務按總借款(包括銀行借款及綜合財務狀況表所示其他應付款項之下的應付控股股東款項)減現金及現金等價物計算。總權益指股本及儲備的總和(見綜合財務狀況表所披露)。

於二零二四年及二零二三年十二月三十一日，本集團錄得淨現金狀況，故並未呈列資產負債比率。

FINANCIAL SUMMARY

財務摘要

A Summary of the results and assets, liabilities and equity of the Group for the last five financial years, as extracted from the Prospectus and the published audited financial statements, is set out below. This summary does not form part of the audited financial statements.

摘錄自招股章程及已刊發經審核財務報表在過往五個財政年度之本集團業績及資產、負債及權益概要截列如下。本概要並不構成經審核財務報表之一部分。

RESULTS

業績

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Revenue	收益	673,558	630,172	594,204	563,541
Gross profit	毛利	100,700	93,445	94,409	89,245
Profit for the year attributable to equity holders of the Company	本公司權益持有人應佔年度溢利	49,226	27,889	34,389	39,921

ASSETS, LIABILITIES AND EQUITY

資產、負債及權益

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Total assets	總資產	570,323	440,353	316,174	278,065
Total liabilities	總負債	185,421	141,535	139,142	135,422
Net assets	資產淨值	384,902	298,818	177,032	142,643



Shenghui Cleanness Group Holdings Limited
升輝清潔集團控股有限公司