

MINISO Group Holding Limited

(A company incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限責任公司)

Stock Code 股份代號 : 9896



2024

ANNUAL REPORT
年度報告

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Company Information 公司資料

DIRECTORS

Executive Director

Mr. YE Guofu (*Chairman and Chief Executive Officer*)

Independent Non-Executive Directors

Ms. XU Lili

Mr. ZHU Yonghua

Mr. WANG Yongping

AUDIT COMMITTEE

Ms. XU Lili (*Chairperson*)

Mr. ZHU Yonghua

Mr. WANG Yongping

COMPENSATION COMMITTEE

Mr. ZHU Yonghua (*Chairperson*)

Ms. XU Lili

Mr. WANG Yongping

Mr. YE Guofu

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

Mr. WANG Yongping (*Chairperson*)

Ms. XU Lili

Mr. ZHU Yonghua

Mr. YE Guofu

JOINT COMPANY SECRETARIES

Mr. ZHANG Jingjing

Ms. WONG Hoi Ting

AUTHORISED REPRESENTATIVES

Mr. YE Guofu

Ms. WONG Hoi Ting

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN CHINA

8F, M Plaza

No. 109, Pazhou Avenue

Haizhu District, Guangzhou 510000

Guangdong Province

China

董事

執行董事

葉國富先生 (主席兼首席執行官)

獨立非執行董事

徐黎黎女士

朱擁華先生

王永平先生

審計委員會

徐黎黎女士 (主席)

朱擁華先生

王永平先生

薪酬委員會

朱擁華先生 (主席)

徐黎黎女士

王永平先生

葉國富先生

提名及企業管治委員會

王永平先生 (主席)

徐黎黎女士

朱擁華先生

葉國富先生

聯席公司秘書

張靖京先生

黃凱婷女士

授權代表

葉國富先生

黃凱婷女士

中國總辦事處及主要營業地點

中國

廣東省

廣州市海珠區

琶洲大道109號

銘豐廣場8樓 (郵編: 510000)

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Flats B-D, 35/F, Plaza 88
88 Yeung Uk Road
Tsuen Wan, the New Territories
Hong Kong

香港主要營業地點

香港
新界荃灣
楊屋道88號
Plaza 88
35樓B-D室

REGISTERED OFFICE

Maples Corporate Services Limited
PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

註冊辦事處

Maples Corporate Services Limited
PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

AUDITOR

KPMG
Certified Public Accountants
Public Interest Entity Auditor registered in accordance with the
Accounting and Financial Reporting Council Ordinance
8th Floor, Prince's Building
10 Chater Road
Central
Hong Kong

核數師

畢馬威會計師事務所
執業會計師
於《會計及財務匯報局條例》下的註冊公眾利益實體
核數師
香港
中環
遮打道10號
太子大廈8樓

HONG KONG SHARE REGISTRAR

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

香港股份登記處

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited
PO Box 1093
Boundary Hall, Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

股份登記總處及過戶處

Maples Fund Services (Cayman) Limited
PO Box 1093
Boundary Hall, Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

PRINCIPAL BANKS

Citibank N.A.
China Citic Bank Corporation Limited
Agricultural Bank of China Limited
China Construction Bank Corporation

主要往來銀行

花旗銀行
中信銀行股份有限公司
中國農業銀行股份有限公司
中國建設銀行股份有限公司

Company Information 公司資料

HONG KONG STOCK CODE

9896

香港股份代號

9896

NYSE SYMBOL

MNSO

紐交所代碼

MNSO

COMPANY WEBSITE

<https://ir.miniso.com>

公司網站

<https://ir.miniso.com>

Change of Financial Year End Date 更改財政年度結算日

On January 17, 2024, the Board announced that it has resolved to change the financial year end date of the Company from June 30 to December 31 with immediate effect. Accordingly, the Company published its audited consolidated financial statements covering a period of six months from July 1, 2023 to December 31, 2023. The annual report for the current annual financial period covers a period of twelve months from January 1, 2024 to December 31, 2024 (the “fiscal year ended December 31, 2024”).

Given the foregoing, certain comparative information are for a period of six months from July 1, 2023 to December 31, 2023, and hence may not be directly comparable. To enhance the comparability of the current year’s financial results, the Company has also included in this annual report the unaudited financial results of the Company for the twelve months ended December 31, 2023, which are derived from the arithmetic combination of the financial results as disclosed in the annual report of the Company for the six months ended December 31, 2023 and the annual report of the Company for the twelve months ended June 30, 2023, after arithmetic adjustments made to exclude the financial results of first six months of the relevant period as disclosed in the interim report published by the Company for the six months ended December 31, 2022.

於2024年1月17日，董事會公佈其已議決將本公司的財政年度結算日由6月30日更改為12月31日，即時生效。因此，本公司刊發涵蓋由2023年7月1日起至2023年12月31日止六個月期間的經審核綜合財務報表。本年度財務報告期的年報涵蓋2024年1月1日起至2024年12月31日止十二個月期間（「截至2024年12月31日止財政年度」）。

鑒於上文所述，部分比較資料乃自2023年7月1日起至2023年12月31日止六個月期間，因此可能不可直接比較。為提高本年度財務業績的可比較性，本公司亦已將截至2023年12月31日止十二個月的未經審計財務業績（披露於本公司截至2023年12月31日止六個月的年度報告及本公司截至2023年6月30日止十二個月的年度報告中財務業績的算數合併，經算數調整以剔除披露於本公司刊發的截至2022年12月31日止六個月的中期報告的有關期間的前六個月的財務業績）載入本年報。

Financial Performance Highlights

財務表現摘要

	For the six months ended December 31, 2023 截至2023年 12月31日止六個月	For the twelve months ended December 31, 2023 截至2023年 12月31日止十二個月	For the fiscal year ended December 31, 2024 截至2024年 12月31日止財政年度
(Renminbi ("RMB") in thousands, except percentages and per share data) (人民幣(「人民幣」)千元，百分比及每股數據除外)			
Revenue 收入	7,632,467	13,838,797	16,994,025
Gross profit 毛利	3,241,039	5,698,431	7,637,060
Operating profit 經營利潤	1,553,707	2,819,648	3,315,789
Profit before taxation 稅前利潤	1,652,742	2,980,947	3,347,532
Profit for the period/year 期／年內利潤	1,256,077	2,273,995	2,635,428
Profit for the period/year attributable to: 以下人士應佔期／年內利潤：			
– Equity shareholders of the Company – 本公司權益股東	1,248,405	2,253,241	2,617,560
– Non-controlling interests – 非控股權益	7,672	20,754	17,868
Earnings per Share 每股盈利			
– Basic (RMB) – 基本(人民幣元)	1.00	1.81	2.11
– Diluted (RMB) – 攤薄(人民幣元)	1.00	1.80	2.10
Adjusted net profit (a non-IFRS measure)			
經調整淨利潤(非《國際財務報告準則》指標)	1,302,509	2,356,729	2,720,612
Adjusted net earnings per Share (a non-IFRS measure)			
經調整每股淨盈利(非《國際財務報告準則》指標)			
– Basic (RMB) – 基本(人民幣元)	1.04	1.88	2.18
– Diluted (RMB) – 攤薄(人民幣元)	1.04	1.87	2.17
Adjusted EBITDA (a non-IFRS measure)			
經調整EBITDA(非《國際財務報告準則》指標)	2,009,617	3,571,405	4,334,325

	For the twelve months ended December 31, ⁽¹⁾ 截至12月31日止十二個月 ⁽¹⁾				
	2020 2020年	2021 2021年	2022 2022年	2023 2023年	2024 2024年
	Unaudited 未經審計	Unaudited 未經審計	Unaudited 未經審計	Unaudited 未經審計	Audited 經審計
(RMB, in thousands) (人民幣千元)					
Revenue 收入	7,556,203	10,128,707	9,925,619	13,838,797	16,994,025
Gross profit 毛利	2,073,046	2,856,884	3,464,079	5,698,431	7,637,060
Operating profit 經營利潤	62,326	817,831	1,370,150	2,819,648	3,315,789
(Loss)/Profit for the year attributable to equity shareholders of the Company 本公司權益股東應佔年度(虧損)/利潤	(1,624,576)	573,626	1,065,481	2,253,241	2,617,560

Financial Performance Highlights

財務表現摘要

Notes:

- (1) Information contained in this table have been provided to enhance the comparability of the current year's financial results in light of the change of financial year end. In addition to the audited financial results of the Company for 2024 and the unaudited financial results for 2023 as further detailed above, this table also contains the unaudited financial results of the Company for the twelve months ended December 31 for 2020, 2021 and 2022, which are derived respectively from the arithmetic combination of the financial results as disclosed in the annual report of the Company for the twelve months ended June 30, 2020, 2021 and 2022, respectively, after arithmetic adjustments made to exclude the financial results of first six months of the relevant period as disclosed in the interim report published by the Company for the six months ended December 31, 2019, 2020 and 2021, respectively, and arithmetic combination with the financial results of the six months as disclosed in the interim report published by the Company for the six months ended December 31, 2020, 2021 and 2022, respectively, to arrive at the twelve-month unaudited financial results for the corresponding year.
- (2) This table contains the unaudited financial information of the Company as at December 31 for 2020, 2021 and 2022, respectively, which are extracted from the interim report published by the Company for the six months ended December 31, 2020, 2021 and 2022, respectively.

附註：

- (1) 提供本表格所載的資料旨在提高在更改財政年度結算日的情況下本年度財務業績的可比較性。除上文所進一步詳述的本公司2024年經審計財務業績及2023年未經審計財務業績之外，本表格還載有截至2020年、2021年及2022年12月31日止十二個月的未經審計財務業績，乃分別源自本公司截至2020年、2021年及2022年6月30日止十二個月的年報所披露的財務業績的算數合併（經算數調整以剔除披露於本公司分別刊發的截至2019年、2020年及2021年12月31日止六個月的中期報告的有關期間的前六個月的財務業績）及與披露於本公司分別刊發的截至2020年、2021年及2022年12月31日止六個月的中期報告的六個月財務業績的算數合併，來計算相應年度的十二個月未經審計財務業績。
- (2) 本表格載有本公司分別於2020年、2021年及2022年12月31日的未經審計財務資料，乃分別摘錄自本公司刊發的截至2020年、2021年及2022年12月31日止六個月的中期報告。

	As of December 31, ⁽²⁾ 截至12月31日 ⁽²⁾				
	2020	2021	2022	2023	2024
	2020 年	2021 年	2022 年	2023 年	2024 年
	Unaudited	Unaudited	Unaudited	Audited	Audited
	未經審計	未經審計	未經審計	經審計	經審計
	(RMB, in thousands) (人民幣千元)				
Non-current assets 非流動資產	1,185,770	3,205,191	3,253,688	4,157,675	6,464,627
Current assets 流動資產	9,121,137	7,841,592	8,743,692	10,327,634	11,655,501
Total assets 總資產	10,306,907	11,046,783	11,997,380	14,485,309	18,120,128
Current liabilities 流動負債	3,512,743	3,827,032	3,711,558	4,406,979	5,727,189
Net current assets 淨流動資產	5,608,394	4,014,560	5,032,134	5,920,655	5,928,312
Total assets less current liabilities 總資產減流動負債	6,794,164	7,219,751	8,285,822	10,078,330	12,392,939
Non-current liabilities 非流動負債	460,276	487,974	476,795	887,113	2,037,417
Total liabilities 總負債	3,973,019	4,315,006	4,188,353	5,294,092	7,764,606
Net assets 淨資產	6,333,888	6,731,777	7,809,027	9,191,217	10,355,522
Non-controlling interests 非控股權益	9,198	(4,562)	1,602	23,022	40,548
Equity attributable to equity shareholders of the Company 本公司權益股東應佔權益	6,324,690	6,736,339	7,807,425	9,168,195	10,314,974

Financial Performance Highlights

財務表現摘要

NON-IFRS FINANCIAL MEASURES

In evaluating the business, MINISO considers and uses adjusted net profit, adjusted EBITDA and adjusted basic and diluted net earnings per share as supplemental measures to review and assess its operating performance. The presentation of these non-IFRS financial measures is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with IFRS. MINISO defines adjusted net profit as profit for the period excluding equity-settled share-based payment expenses. MINISO defines adjusted EBITDA as adjusted net profit plus depreciation and amortization, finance costs and income tax expense. MINISO computes adjusted basic and diluted net earnings per share by dividing adjusted net profit attributable to the equity shareholders of the Company by the number of Shares used in the basic and diluted earnings per share calculation on an IFRS basis.

MINISO presents these non-IFRS financial measures because they are used by the management to evaluate its operating performance and formulate business plans. These non-IFRS financial measures enable the management to assess its operating results without considering the impacts of the aforementioned non-cash and other adjustment items that MINISO does not consider to be indicative of its operating performance in the future. Accordingly, MINISO believes that the use of these non-IFRS financial measures provides useful information to investors and others in understanding and evaluating its operating results in the same manner as the management and the Board.

These non-IFRS financial measures are not defined under IFRS and are not presented in accordance with IFRS. These non-IFRS financial measures have limitations as analytical tools. One of the key limitations of using these non-IFRS financial measures is that they do not reflect all items of income and expense that affect MINISO's operations. Further, these non-IFRS financial measures may differ from the non-IFRS information used by other companies, including peer companies, and therefore their comparability may be limited.

非《國際財務報告準則》財務指標

於評估業務時，名創優品考慮並使用經調整淨利潤、經調整EBITDA和經調整每股基本及攤薄淨盈利作為審查及評估其經營業績的補充指標。呈列此等非《國際財務報告準則》財務指標並非旨在視為獨立於或替代根據《國際財務報告準則》編製及呈列的財務資料。名創優品將經調整淨利潤定義為不包括以權益結算的股份支付開支的期內利潤。名創優品將經調整EBITDA界定為經調整淨利潤加折舊及攤銷、財務成本及所得稅開支。名創優品以本公司權益股東應佔經調整淨利潤除以按《國際財務報告準則》基準計算每股基本及攤薄盈利所用的股份數量計算經調整每股基本及攤薄淨盈利。

名創優品呈報此等非《國際財務報告準則》財務指標，因管理層以此等指標評估其經營業績及制定業務計劃。此等非《國際財務報告準則》財務指標使管理層可在不考慮名創優品認為並非未來營運表現指標的上述非現金及其他調整項目影響的情況下評估其經營業績。因此，名創優品認為使用此等非《國際財務報告準則》財務指標為投資者及其他人士以與管理層及董事會相同的方式理解及評估其經營業績提供了有用的資料。

此等非《國際財務報告準則》財務指標未於《國際財務報告準則》中有所界定，亦未根據《國際財務報告準則》呈列。此等非《國際財務報告準則》財務指標作為分析工具存在局限性。使用此等非《國際財務報告準則》財務指標的主要限制之一為其不能反映影響名創優品營運的所有收入及開支項目。此外，此等非《國際財務報告準則》財務指標可能不同於其他公司（包括同行公司）使用的非《國際財務報告準則》資料，因此其可比性可能有限。

Financial Performance Highlights 財務表現摘要

These non-IFRS financial measures should not be considered in isolation or construed as alternatives to profit, basic and diluted earnings per share, as applicable, or any other measures of performance or as indicators of MINISO's operating performance. Investors are encouraged to review MINISO's historical non-IFRS financial measures in light of the most directly comparable IFRS measures, as shown below. The non-IFRS financial measures presented here may not be comparable to similarly titled measures presented by other companies. Other companies may calculate similarly titled measures differently, limiting the usefulness of such measures when analyzing MINISO's data comparatively. MINISO encourages you to review its financial information in its entirety and not rely on a single financial measure.

The following table reconciles our adjusted net profit and adjusted EBITDA, both non-IFRS measures, for the six months ended December 31, 2023, the twelve months ended December 31, 2023, and the fiscal year ended December 31, 2024 to the most directly comparable financial measure calculated and presented in accordance with IFRS, which is profit for the period/year.

此等非《國際財務報告準則》財務指標不應被獨立考慮，或解釋為利潤、每股基本及攤薄盈利（如適用）或任何其他業績指標的替代指標，或作為衡量名創優品營運表現的指標。名創優品鼓勵投資者按以下最直接可比的《國際財務報告準則》指標審閱其歷史非《國際財務報告準則》財務指標。本文所呈列的非《國際財務報告準則》財務指標未必可與其他公司所呈列的類似名稱指標作比較。其他公司對類似名稱指標的計算方式可能不同，從而限制了有關指標在比較分析名創優品的數據時的有用性。名創優品鼓勵閣下全面審閱其財務資料，而非依賴單一的財務指標。

下表將我們截至2023年12月31日止六個月、截至2023年12月31日止十二個月及截至2024年12月31日止財政年度的經調整淨利潤及經調整EBITDA（均為非《國際財務報告準則》指標）與根據《國際財務報告準則》計算及呈報的最直接可比的財務指標（即期／年內利潤）進行對賬。

	For the six months ended December 31, 截至12月31日 止六個月	For the twelve months ended December 31, 截至12月31日 止十二個月	For the fiscal year ended December 31, 截至12月31日 止財政年度
	2023	2023	2024
	2023年	2023年	2024年
	(RMB in thousands) (人民幣千元)		
Profit for the period/year 期／年內利潤	1,256,077	2,273,995	2,635,428
<i>Add back: 加回：</i>			
Equity-settled share-based payment expenses 以權益結算的股份支付的開支	46,432	82,734	85,184
Adjusted net profit (a non-IFRS measure) 經調整淨利潤（非《國際財務報告準則》指標）	1,302,509	2,356,729	2,720,612
<i>Add back: 加回：</i>			
Depreciation and amortization 折舊及攤銷	285,241	464,245	808,694
Finance costs 財務成本	25,202	43,479	92,915
Income tax expense 所得稅開支	396,665	706,952	712,104
Adjusted EBITDA (a non-IFRS measure) 經調整EBITDA（非《國際財務報告準則》指標）	2,009,617	3,571,405	4,334,325

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BUSINESS REVIEW FOR THE REPORTING PERIOD

We are a global value retailer offering a variety of trendy lifestyle products featuring IP design. Since we opened our first store in mainland China in 2013, we have successfully incubated two brands – “MINISO” and “TOP TOY”. We have built our flagship brand “MINISO” as a globally recognized retail brand and established a store network worldwide. Our flagship brand “MINISO” offers a frequently-refreshed assortment of lifestyle products covering diverse consumer needs, and consumers are attracted to our products’ trendiness, creativeness, high quality and affordability.

For the fiscal year ended December 31, 2024, the total number of MINISO stores in mainland China and overseas markets increased from 6,413 as of December 31, 2023 to 7,504 as of December 31, 2024. The number of TOP TOY stores increased from 148 as of December 31, 2023 to 276 as of December 31, 2024. For the fiscal year ended December 31, 2024, the aggregate GMV of the Group reached approximately RMB30.4 billion.

Brands and Products

For the fiscal year ended December 31, 2024, we launched an average of over 1,180 SKUs in “MINISO” channels per month, and we offered consumers a wide selection of over 12,600 core SKUs, the vast majority of which are under the “MINISO” brand. Our MINISO product offering spans across 11 major categories, including home decor, small electronics, textile, accessories, beauty tools, toys, cosmetics, personal care, snacks, fragrance and perfumes, stationery and gifts.

Under the “TOP TOY” brand, we offered around 11,100 SKUs as of December 31, 2024 across major categories such as blind boxes, toy bricks, model figures, model kits, collectible dolls, Ichiban Kuji and other popular toys.

報告期業務回顧

我們是一家提供以IP設計為特色的豐富多樣的潮流生活家居產品的全球價值零售商。自2013年在中國內地開設第一家門店以來，我們已成功孵化了兩個品牌，分別是「名創優品」和「TOP TOY」。我們已將旗艦品牌「名創優品」打造為全球認可的零售品牌，並在全球範圍內建立了門店網絡。我們的旗艦品牌「名創優品」提供種類繁多及高頻上新的生活家居產品，可滿足消費者多樣化的需求，以時尚、創意、高品質及高性價比的產品吸引消費者。

截至2024年12月31日止財政年度，本集團於中國內地和海外市場的名創優品門店總數由截至2023年12月31日的6,413家增加至截至2024年12月31日的7,504家。TOP TOY門店數量由截至2023年12月31日的148家增加至截至2024年12月31日的276家。截至2024年12月31日止財政年度，本集團產生的GMV總計約人民幣304億元。

品牌及產品

截至2024年12月31日止財政年度，我們在「名創優品」各渠道平均每月推出超1,180個SKU，為消費者提供超12,600個可選的核心SKU的廣泛產品組合，其中絕大部分屬於「名創優品」品牌。我們的名創優品產品涵蓋11個主要品類，包括生活家居、小型電子產品、紡織品、包袋配飾、美妝工具、玩具、彩妝、個人護理、零食、香水、文具和禮品。

截至2024年12月31日，我們在「TOP TOY」品牌下提供了約11,100個SKU，涵蓋盲盒、積木、手辦、拼裝模型、玩偶、一番賞和其他潮流玩具等主要品類。

Store Network

As of December 31, 2024, we served consumers primarily through a network of over 7,500 MINISO stores, including nearly 4,400 MINISO stores in mainland China and over 3,100 MINISO stores in overseas markets. The following table shows the number of MINISO stores in mainland China and overseas as of the dates presented:

	As of December 31, 截至12月31日	
	2023	2024
	2023年	2024年
Number of MINISO stores 名創優品門店數量		
Mainland China 中國內地	3,926	4,386
Directly operated stores 直營店	26	25
Stores operated under MINISO Retail Partner model 名創合夥人門店	3,878	4,335
Stores operated under distributor model 代理門店	22	26
Overseas 海外	2,487	3,118
Directly operated stores 直營店	238	503
Stores operated under MINISO Retail Partner model 名創合夥人門店	283	404
Stores operated under distributor model 代理門店	1,966	2,211
Total 合計	6,413	7,504

We have expanded our TOP TOY store network in mainland China since 2020. TOP TOY has also begun to expand to overseas markets since 2024. This strategic move aligns with the Company's plan to expand globally and strengthen its brand presence. As of December 31, 2024, we had a total of 276 TOP TOY stores, 272 of which located in mainland China. The following table shows the number of TOP TOY stores in mainland China and overseas as of the dates presented:

	As of December 31, 截至12月31日	
	2023	2024
	2023年	2024年
Number of TOP TOY stores TOP TOY門店數量		
Directly operated stores 直營店	14	40
Stores operated under MINISO Retail Partner model 名創合夥人門店	134	236
Total 合計	148	276

門店網絡

截至2024年12月31日，我們主要通過7,500多家名創優品門店網絡為消費者提供服務，其中在中國內地有約4,400家名創優品門店，在海外市場有超過3,100家名創優品門店。下表列示截至呈報日期，中國內地和海外的名創優品門店數量：

自2020年起，我們已擴展在中國內地的TOP TOY門店網絡。同時，TOP TOY亦於2024年開始擴展海外市場。這一戰略性舉措符合本公司全球擴張及鞏固品牌影響力的計劃。截至2024年12月31日，我們共有276家TOP TOY門店，272家位於中國內地。下表列示截至呈報日期，中國內地和海外的TOP TOY門店數量：

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Store operations in mainland China

As of December 31, 2024, apart from 25 directly operated MINISO stores, 26 distributor MINISO stores and 38 directly operated TOP TOY stores, all of our other MINISO and TOP TOY stores in mainland China were operated under the MINISO Retail Partner model.

The following table shows the aggregate numbers of MINISO stores in mainland China for the period/year indicated:

在中國內地的門店運營

截至2024年12月31日，除25家名創優品直營店、26家名創優品代理門店和38家TOP TOY直營店外，我們在中國內地的其他名創優品和TOP TOY門店全部都在名創合夥人模式下運營。

下表列示於所示期間／年度在中國內地的名創優品門店總數：

	For the six months ended December 31, 截至12月31日止六個月	For the twelve months ended December 31, 截至12月31日止十二個月	For the fiscal year ended December 31, 截至12月31日止財政年度
	2023 2023年	2023 2023年	2024 2024年
Directly operated stores 直營店			
Number of stores at the beginning of the period/year 期／年初門店數量	15	16	26
Number of new stores opened during the period/year 期／年內開業的新門店數量	13	15	10
Number of closed stores during the period/year ⁽²⁾ 期／年內關閉的門店數量 ⁽²⁾	2	5	11
Net increase/(decrease) in number of stores during the period/year 期／年內門店數量的淨增加／(減少)	11	10	(1)
Number of stores at the end of the period/year 期／年末門店數量	26	26	25
Stores operated under MINISO Retail Partner model 名創合夥人門店			
Number of stores at the beginning of the period/year 期／年初門店數量	3,569	3,290	3,878
Number of new stores opened during the period/year ⁽¹⁾ 期／年內開業的新門店數量 ⁽¹⁾	412	745	756
Number of closed stores during the period/year ⁽¹⁾⁽²⁾ 期／年內關閉的門店數量 ⁽¹⁾⁽²⁾	103	157	299
Net increase in number of stores during the period/year 期／年內門店數量的淨增加	309	588	457
Number of stores at the end of the period/year 期／年末門店數量	3,878	3,878	4,335
Stores operated under distributor model 代理門店			
Number of stores at the beginning of the period/year 期／年初門店數量	20	19	22
Number of new stores opened during the period/year 期／年內開業的新門店數量	2	3	4
Number of closed stores during the period/year ⁽²⁾ 期／年內關閉的門店數量 ⁽²⁾	—	—	—
Net increase in number of stores during the period/year 期／年內門店數量的淨增加	2	3	4
Number of stores at the end of the period/year 期／年末門店數量	22	22	26

Notes:

- (1) The number of MINISO Retail Partner stores opened or closed during the period/year excluded the movement of stores relocation and upgrade.
- (2) The closure of MINISO stores was due to various reasons, such as expiration of store leases, increases in store rental, changes in the layout of shopping malls where the stores were located, unprofitableness of certain stores, and closure by MINISO Retail Partners for other considerations, as applicable.

附註：

- (1) 於期／年內開業或關閉的名創合夥人門店數量不包括門店搬遷及升級。
- (2) 名創優品門店因各種原因關閉，如門店租約到期、門店租金增加、門店所在商場的佈局發生變化、某些門店無法盈利及名創合夥人出於其他考慮（如適用）關閉門店。

Our ability to penetrate into various tiers of cities is evidenced by our proven track record of successfully penetrating into various lower-tier cities in mainland China despite our previous experience operating in mostly high-tier Chinese cities. For the fiscal year ended December 31, 2024, the number of net new stores in first- and second-tier cities accounted for around 59%.

The following table shows the aggregate number of MINISO stores in mainland China by city-tiers as of the dates indicated:

雖然我們之前的經營經驗大多是在中國一二線城市，但是我們有能力滲透到各線城市，我們成功滲透中國內地多個低線城市的良好往績記錄便是證明。截至2024年12月31日止財政年度，一二線城市門店數量的淨新增佔比約為59%。

下表列示截至所示日期按城市等級劃分的中國內地名創優品門店總數：

	As of December 31, 截至12月31日	
	2023	2024
	2023年	2024年
Number of MINISO stores in mainland China 中國內地的名創優品門店數量		
First-tier cities 一線城市	522	587
Second-tier cities 二線城市	1,617	1,822
Third- or lower-tier cities 三線或低線城市	1,787	1,977
Total 合計	3,926	4,386

The MINISO Retail Partner model represents a mutually beneficial relationship between us and the MINISO Retail Partners, where we achieve rapid store network expansion with consistent brand image and consumer experience in an asset-light manner, and our MINISO Retail Partners attain attractive investment opportunities. Our MINISO Retail Partners are also motivated to maintain a loyal relationship with us.

名創合夥人模式代表了我們與名創合夥人之間的互惠互利關係：我們以輕資產方式實現快速的門店網絡擴張、保持一致的品牌形象和消費者體驗，而名創合夥人則獲得了有吸引力的投資機會。我們的名創合夥人也有動力與我們保持忠誠的合作關係。

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The following table shows the number of our MINISO Retail Partners that invested in MINISO stores in mainland China for the period/year indicated:

下表列示所示期間／年度投資中國內地名創優品門店的名創合夥人數目：

	For the six months ended December 31, 截至12月31日止六個月	For the twelve months ended December 31, 截至12月31日止十二個月	For the fiscal year ended December 31, 截至12月31日止財政年度
	2023 2023年	2023 2023年	2024 2024年
Number of MINISO Retail Partners at the beginning of the period/year 期／年初名創合夥人數目 ⁽¹⁾	1,022	981	1,049
Number of new MINISO Retail Partners during the period/year 期／年內新增名創合夥人數目	79	148	161
Number of terminated MINISO Retail Partners during the period/year 期／年內終止的名創合夥人數目 ⁽²⁾	52	80	139
Net increase in number of MINISO Retail Partners during the period/year 期／年內名創合夥人數目的淨增加	27	68	22
Number of MINISO Retail Partners at the end of the period/year 期／年末名創合夥人數目	1,049	1,049	1,071

Notes:

附註：

- (1) The number of MINISO Retail Partners at a given date is calculated based on the number of individuals and entities with effective contractual relationships with us on that date.
- (2) The number of terminated MINISO Retail Partners for the six months ended December 31, 2023, the twelve months ended December 31, 2023 and the fiscal year ended December 31, 2024 were 52, 80 and 139, respectively. The increase in the number of terminated MINISO Retail Partners for the fiscal year ended December 31, 2024 was mainly due to our optimization of MINISO Retail Partners structure, which reduced several long-tail MINISO Retail Partners. As of December 31, 2024, there were 1,071 MINISO Retail Partners that invested in MINISO stores in mainland China, and 626 of them had invested for over three years. We had one distributor for the MINISO brand in Tibet, China during the fiscal year ended December 31, 2024. As of the date of this annual report, there has been no conversion of our collaboration partners in mainland China from a MINISO Retail Partner to a distributor, or vice versa.

- (1) 在指定日期名創合夥人的數目乃根據在該日期與我們存在有效合同關係的個人及實體的數目計算。
- (2) 截至2023年12月31日止六個月、截至2023年12月31日止十二個月及截至2024年12月31日止財政年度終止的名創合夥人數目分別為52位、80位、139位。截至2024年12月31日止財政年度，終止的名創合夥人數目增加，主要是由於我們對名創合夥人結構進行優化，減少了若干長尾名創合夥人。截至2024年12月31日，有1,071位名創合夥人投資中國內地名創優品門店，其中626位已投資三年以上。截至2024年12月31日止財政年度，我們在中國西藏有1位名創優品品牌的代理商。截至本年報日期，我們在中國內地的合作夥伴並無由名創合夥人轉為代理商，反之亦然。

The majority of our TOP TOY stores in mainland China are operated under the MINISO Retail Partner model as well. As of December 31, 2023 and 2024, we had 42 and 64 MINISO Retail Partners operating TOP TOY stores, respectively. Some MINISO Retail Partners in mainland China may invest in both MINISO and TOP TOY stores.

我們中國內地的大部分TOP TOY門店亦於名創合夥人模式下運營。截至2023年及2024年12月31日，分別有42位及64位名創合夥人經營TOP TOY門店，一些中國內地的名創合夥人可能同時投資名創優品及TOP TOY門店。

Store operations in overseas markets

We have adopted flexible store operation models, including direct operation, MINISO Retail Partner model and distributor model as we expand our global footprints, depending on the growth potential, local regulation and other factors in the markets. In consideration of the evolving local regulatory requirements, market conditions and their operational needs, our overseas franchisees may sometimes convert from a MINISO Retail Partner to a distributor, or vice versa.

As of December 31, 2024, in overseas markets, there were 503 stores directly operated by us and 2,615 stores operated under the MINISO Retail Partner model and distributor model.

The following table shows the aggregate number of MINISO stores in overseas markets for the period/year indicated:

在海外市場的門店運營

我們在拓展全球的門店網絡的同時，根據市場的增長潛力、當地法規和其他因素，採用了一系列靈活的門店運營模式，包括直營、名創合夥人模式和代理模式。考慮到當地不斷變化的監管要求、市場條件及彼等的營運需求，我們的海外加盟商有時會從名創合夥人轉變為代理商，反之亦然。

截至2024年12月31日，在海外市場，我們擁有503家直營店，名創合夥人門店及代理門店2,615家。

下表列示於所示期間／年度海外市場的名創優品門店總數：

	For the six months ended December 31, 截至12月31日止六個月	For the twelve months ended December 31, 截至12月31日止十二個月	For the fiscal year ended December 31, 截至12月31日止財政年度
	2023 2023年	2023 2023年	2024 2024年
Directly operated stores 直營店			
Number of stores at the beginning of the period/year 期／年初門店數量	176	153	238
Number of new stores opened during the period/year 期／年內開業的新門店數量	87	124	279
Number of closed stores during the period/year ⁽¹⁾ 期／年內關閉的門店數量 ⁽¹⁾	25	39	14
Net increase in number of stores during the period/year 期／年內門店數量的淨增加	62	85	265
Number of stores at the end of the period/year 期／年末門店數量	238	238	503
Stores operated under MINISO Retail Partner model 名創合夥人門店			
Number of stores at the beginning of the period/year 期／年初門店數量	252	246	283
Number of new stores opened during the period/year 期／年內開業的新門店數量	55	79	145
Number of closed stores during the period/year ⁽¹⁾ 期／年內關閉的門店數量 ⁽¹⁾	24	42	24
Net increase in number of stores during the period/year 期／年內門店數量的淨增加	31	37	121
Number of stores at the end of the period/year 期／年末門店數量	283	283	404
Stores operated under distributor model 代理門店			
Number of stores at the beginning of the period/year 期／年初門店數量	1,759	1,716	1,966
Number of new stores opened during the period/year 期／年內開業的新門店數量	247	405	402
Number of closed stores during the period/year ⁽¹⁾ 期／年內關閉的門店數量 ⁽¹⁾	40	155	157
Net increase in number of stores during the period/year 期／年內門店數量的淨增加	207	250	245
Number of stores at the end of the period/year 期／年末門店數量	1,966	1,966	2,211

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Note:

(1) The closure of MINISO stores was due to various reasons, such as expiration of store leases, increases in store rental, changes in the layout of shopping malls where the stores were located, unprofitableness of certain stores, and closure by MINISO Retail Partners or distributors for other considerations, as applicable.

The following table shows the aggregate number of MINISO stores in overseas markets by region as of the dates indicated:

附註：

(1) 名創優品門店因各種原因關閉，如門店租約到期、門店租金增加、門店所在商場的佈局發生變化、某些門店無法盈利及名創合夥人或代理商出於其他考慮（如適用）關閉門店。

下表列示截至所示日期按區域劃分的海外市場名創優品門店總數：

	As of December 31, 截至12月31日	
	2023	2024
	2023年	2024年
Number of MINISO stores in overseas markets 海外市場的名創優品門店數量		
Asia excluding China 亞洲（中國除外）	1,333	1,611
North America 北美洲	172	350
Latin America 拉丁美洲	552	637
Europe 歐洲	231	295
Others 其他	199	225
Total 合計	2,487	3,118

In the majority of overseas markets, we expand our store network by collaborating with local distributors with abundant local resources and retail experiences. The following table shows the number of our distributors in overseas markets for the period/year indicated:

在大部分海外市場，我們通過與具有豐富當地資源和零售經驗的當地代理商合作，擴大我們的門店網絡。下表列示於所示期間／年度我們在海外市場的代理商數量：

	For the six months ended December 31, 截至12月31日 止六個月	For the twelve months ended December 31, 截至12月31日 止十二個月	For the fiscal year ended December 31, 截至12月31日 止財政年度
	2023	2023	2024
	2023年	2023年	2024年
Number of distributors at the beginning of the period/year ⁽¹⁾ 期／年初代理商數量 ⁽¹⁾	229	212	230
Number of new distributors during the period/year ⁽²⁾ 期／年內新增的代理商數量 ⁽²⁾	8	25	61
Number of terminated distributors during the period/year ⁽²⁾ 期／年內終止的代理商數量 ⁽²⁾	7	7	39
Net increase in number of distributors during the period/year 期／年內代理商數量的淨增加	1	18	22
Number of distributors at the end of the period/year ⁽¹⁾ 期／年末代理商數量 ⁽¹⁾	230	230	252

Notes:

- (1) Number of distributors at a given date is calculated based on the number of individuals and entities with effective contractual relationships with us on that date.
- (2) Change of contracting entities by the same distributor is not taken into account in the calculation of numbers of new or terminated distributors.

As of December 31, 2023 and 2024, we had 78 and 114 MINISO Retail Partners in the overseas markets, respectively. The increase in the number of MINISO Retail Partners for the fiscal year ended December 31, 2024 was primarily due to the increase in the number of MINISO Retail Partners in Indonesia.

Other Key Operating Data

The following tables set forth certain of our key operating data of MINISO stores in mainland China and overseas markets, respectively:

附註：

- (1) 於指定日期的代理商數量乃根據在該日期與我們存在有效合同關係的個人和實體數量計算。
- (2) 在計算新增或終止的代理商數量時，不考慮由同一代理商變更合同實體的情況。

截至2023年及2024年12月31日，我們在海外市場分別擁有78位及114位名創合夥人。名創合夥人數目於截至2024年12月31日止財政年度有所增加，主要是由於印尼名創合夥人數目增加。

其他關鍵運營數據

下表載列我們分別於中國內地及海外市場的名創優品門店的若干關鍵運營數據：

	For the six months ended December 31, 截至12月31日止六個月	For the twelve months ended December 31, 截至12月31日止十二個月	For the fiscal year ended December 31, 截至12月31日止財政年度
	2023 2023年	2023 2023年	2024 2024年
MINISO stores in mainland China 中國內地的名創優品門店			
Total GMV ⁽¹⁾ (RMB in millions) 總GMV ⁽¹⁾ (人民幣百萬元)	6,895	13,035	14,008
Total number of transactions (in millions) 交易總量(百萬)	183.2	346.7	368.1
Total sales volume of SKUs (in millions) SKU總銷量(百萬)	484.4	946.2	978.8
Average spending per transaction (RMB) 平均客單價(人民幣元)	37.6	37.6	38.1
Average selling price (RMB) 平均售價(人民幣元)	14.2	13.8	14.3
Same-store ⁽²⁾ GMV Growth (%) 同店 ⁽²⁾ GMV增長率(%)	35%~40%	30%~35%	Down high-single digit 下降高個位數

Notes:

- (1) Includes GMV generated through MINISO offline stores and Online to Offline ("O2O") platforms.
- (2) Includes stores that opened prior to the beginning of the comparative periods and remained open as of the end of the comparative periods and closed for less than 30 days during both comparative periods.

附註：

- (1) 包括通過名創優品線下門店及線上到線下(「O2O」)平台產生的GMV。
- (2) 包括在比較期開始前已開業、截至比較期結束仍在營業、且於比較期內閉店均不超過30日的門店。

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	For the six months ended December 31, 截至12月31日 止六個月	For the twelve months ended December 31, 截至12月31日 止十二個月	For the fiscal year ended December 31, 截至12月31日 止財政年度
	2023 2023年	2023 2023年	2024 2024年
MINISO stores in overseas markets			
海外市場的名創優品門店			
Total GMV (RMB in millions)			
總GMV(人民幣百萬元)	6,452	10,989	14,001
Asia excluding China 亞洲(中國除外)	2,323	4,108	5,039
North America 北美洲	824	1,282	2,141
Latin America 拉丁美洲	2,411	4,140	4,897
Europe 歐洲	575	896	1,260
Others 其他	319	563	664
Same-store⁽¹⁾ GMV Growth (%)			
同店 ⁽¹⁾ GMV增長率(%)	20%~25%	25%~30%	up mid-single digit 增加中個位數
Asia excluding China 亞洲(中國除外)	up mid-teens 增加中十位數	up high-teens 增加高十位數	up high-single digit 增加高個位數
North America 北美洲	70%~75%	75%~80%	flat 持平
Latin America 拉丁美洲	30%~35%	35%~40%	up mid-single digit 增加中個位數
Europe 歐洲	up mid-teens 增加中十位數	up mid-teens 增加中十位數	flat 持平
Others 其他	down low-single digit 下降低個位數	up low-single digit 增加低個位數	down mid-single digit 下降中個位數

Note:

附註：

(1) Includes stores that opened prior to the beginning of the comparative periods and remained open as of the end of the comparative periods and closed for less than 30 days during both comparative periods.

(1) 包括在比較期開始前已開業、截至比較期結束仍在營業、且於比較期內閉店均不超過30日的門店。

The following table sets forth the GMV of MINISO brand in mainland China through online channels for the period/year indicated:

下表載列於所示期間／年度名創優品品牌在中國內地通過線上渠道獲得的GMV：

	For the six months ended December 31, 截至12月31日止六個月	For the twelve months ended December 31, 截至12月31日止十二個月	For the fiscal year ended December 31, 截至12月31日止財政年度
	2023 2023年	2023 2023年	2024 2024年
	(RMB in millions) (人民幣百萬元)		

MINISO brand in mainland China 中國內地的名創優品品牌			
Total GMV through online channels ⁽¹⁾ 通過線上渠道獲得的總GMV ⁽¹⁾	321	637	791

Note:

附註：

(1) Excludes GMV through O2O platforms which is accounted for in GMV through offline channels.

(1) 不包括通過O2O平台產生的GMV，其被計入通過線下渠道產生的GMV。

Our TOP TOY brand started operating in December 2020 in mainland China. For the fiscal year ended December 31, 2024, our TOP TOY brand achieved a total GMV of RMB1,410.4 million through multi-channels. The following table sets forth certain of our key operating data of TOP TOY stores in mainland China.

我們的TOP TOY品牌於2020年12月在中國內地開始運營。截至2024年12月31日止財政年度，TOP TOY品牌通過多渠道實現總GMV人民幣1,410.4百萬元。下表載列中國內地TOP TOY門店的若干關鍵運營數據。

	For the six months ended December 31, 截至12月31日止六個月	For the twelve months ended December 31, 截至12月31日止十二個月	For the fiscal year ended December 31, 截至12月31日止財政年度
	2023 2023年	2023 2023年	2024 2024年

TOP TOY stores in mainland China 中國大陸的TOP TOY門店			
Total GMV (RMB in millions) 總GMV(人民幣百萬元)	445	814	1,148
Total number of transactions (in millions) 交易總量(百萬)	3.8	6.7	10.5
Total sales volume of SKUs (in millions) SKU總銷量(百萬)	7.1	12.9	19.9
Average spending per transaction (RMB) 平均客單價(人民幣元)	118.7	121.3	109.5
Average selling price (RMB) 平均售價(人民幣元)	62.5	63.3	57.8
Same-store ⁽¹⁾ GMV Growth (%) 同店 ⁽¹⁾ GMV增長率(%)	80~85%	45%~50%	up mid-single digit 增加中個位數

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Note:

- (1) Includes stores that opened prior to the beginning of the comparative periods and remained open as of the end of the comparative periods and closed for less than 30 days during both comparative periods.

附註：

- (1) 包括在比較期開始前已開業、截至比較期結束仍在營業、且於比較期內閉店均不超過30日的門店。

RECENT DEVELOPMENTS AFTER THE REPORTING PERIOD

Very Substantial Acquisition of Shares in Yonghui Superstores Co., Ltd*

References are made to the announcement of the Company dated September 23, 2024 and the circular of the Company dated November 22, 2024 in relation to a very substantial acquisition.

On September 23, 2024, the Company, through its wholly-owned subsidiary, entered into share purchase agreements with independent third parties, respectively, to acquire an aggregate of 2,668,135,376 shares in Yonghui Superstores Co., Ltd* (永輝超市股份有限公司) (representing approximately 29.4% of its entire issued share capital), at the consideration in the amount of RMB6,270,118,134 (equivalent to approximately HK\$6,916,461,457, converted at the exchange rate of RMB0.90655 to HK\$1.0000 for illustrative purpose) (the “Yonghui Acquisition”). Yonghui Superstores Co., Ltd*, a listed company on the SSE (stock code: 601933), is a retail chain operator featuring fresh produce management, mainly operates hypermarkets, supermarkets and community supermarkets and has approximately 821 outlets spanning across more than 25 provinces and municipalities across the mainland China as of September 30, 2024.

The Yonghui Acquisition was approved by the Shareholders at the extraordinary general meeting of the Company held on January 17, 2025. The Yonghui Acquisition has already been completed in the first quarter of 2025.

報告期後的最新進展

有關收購永輝超市股份有限公司股份的非常重大收購事項

謹此提述本公司日期為2024年9月23日的公告及本公司日期為2024年11月22日的通函，內容有關一項非常重大收購事項。

於2024年9月23日，本公司通過其全資附屬公司分別與獨立第三方訂立購股協議，以收購合共2,668,135,376股永輝超市股份有限公司股份（約佔其全部已發行股本的29.4%），對價為人民幣6,270,118,134元（相當於約6,916,461,457港元，按人民幣0.90655元兌1.0000港元的匯率轉換，僅供說明使用）（「永輝收購事項」）。永輝超市股份有限公司的股份於上交所上市（證券代碼：601933），是一家以生鮮商品經營為特色的連鎖超市運營商，主要經營大型綜合超市、超級市場及社區超市，截至2024年9月30日門店總數約821家，遍佈中國內地逾25個省份及直轄市。

永輝收購事項已獲本公司股東於2025年1月17日召開的股東特別大會上批准。永輝收購事項已於2025年第一季度完成。

* For identification purpose only

Issue of Equity Linked Securities and Entry into Call Spread

References are made to the announcements of the Company dated January 7, 2025 and January 14, 2025 in relation to the issue of equity linked securities and entry into call spread by the Company.

In January 2025, the Company entered into a subscription agreement with UBS AG Hong Kong Branch and The Hongkong and Shanghai Banking Corporation Limited for the issuance of equity linked securities by the Company, which are convertible debt securities that shall be settled wholly in cash, with an aggregate principal amount of US\$550,000,000 and an expected maturity date on January 14, 2032 (the “**Equity Linked Securities**”). The initial exercise price of the Equity Linked Securities is US\$8.2822 per Share, subject to adjustment upon the occurrence of certain customary prescribed corporate actions. The Equity Linked Securities have been approved by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) to be listed and quoted on the Official List of the SGX-ST.

Further, the Company and UBS AG, London Branch and The Hongkong and Shanghai Banking Corporation Limited (the “**Call Spread Counterparties**”) entered into a call spread (the “**Call Spread**”), which is separate from, but is part and parcel of, the Equity Linked Securities, and comprise:

- (a) **Lower Strike Call**: a call option transaction granted by the Call Spread Counterparties to the Company, exercisable at the discretion of the Company, entitling the Company to (a) the difference, settled in cash, between the exercise price of the lower strike call, which is equivalent to the exercise price of the Securities, and the volume weighted average price per Share over a specified period of trading days, converted to U.S. dollars at the prevailing exchange rate, and multiplied by (b) the number of Shares underlying the lower strike call being exercised; and

發行股票掛鈎證券及訂立看漲期權價差

謹此提述本公司日期為2025年1月7日及2025年1月14日的公告，內容有關本公司發行股票掛鈎證券及訂立看漲期權價差。

於2025年1月，本公司與瑞銀集團香港分行及香港上海滙豐銀行有限公司就本公司發行股票掛鈎證券訂立認購協議，該等證券為可換股債務證券，須以現金悉數結算，本金總額為550,000,000美元及預計到期日為2032年1月14日（「**股票掛鈎證券**」）。股票掛鈎證券的初始行使價為每股股份8.2822美元，可於發生若干慣常規定公司行為後予以調整。股票掛鈎證券已獲新加坡證券交易所有限公司（「**新交所**」）批准於新交所正式名單上市及報價。

此外，本公司與瑞銀集團倫敦分行及香港上海滙豐銀行有限公司（「**看漲期權價差對手方**」）訂立看漲期權價差（「**看漲期權價差**」），看漲期權價差獨立於股票掛鈎證券，但構成股票掛鈎證券的一部分，及包括：

- (a) **下限看漲期權**：看漲期權價差對手方授予本公司的看漲期權交易，可由本公司酌情行使，授予本公司權利根據下限看漲期權的條款獲得：
(a)以現金結算的下限行使價與指定交易日期間內每股股份成交量加權平均價之間的差額（按當時的匯率兌換為美元計算），乘以(b)下限看漲期權所涉股份數量；及

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(b) **Upper Strike Warrant:** a call option transaction with an expected exercise price of HK\$102.1 per Share, representing a premium of 110.0% over the Delta Reference Price (for reference and illustration only) and a premium of 99.9% over the Stock Reference Price, granted by the Company to the Call Spread Counterparties, exercisable at the discretion of the Call Spread Counterparties, which would entitle the Call Spread Counterparties to receive newly allotted and issued Shares (the “**Upper Strike Shares**”), the maximum number of which is subject to adjustment upon the occurrence of certain customary prescribed corporate actions. As at January 7, 2025, the maximum number of Upper Strike Shares that may be issued was 66,407,407 Shares (representing approximately 5.31% of the then total issued and outstanding Shares), which does not exceed and will be issued under the general mandate granted by the Shareholders to the Directors on June 20, 2024 to allot and issue new Shares. The Company has received approval from the Listing Committee of the HKEX for the listing of, and permission to deal in, the Upper Strike Shares issuable under the Upper Strike Warrant.

The Call Spread is structured such that the timing, size and economics of the exercises under the Call Spread is able to match the exercises under the Equity Linked Securities. This overall structure will enable the Company to raise funds in a form similar to convertible debt securities, whilst deferring potential dilution to a higher effective exercise price.

The Company raised total net proceeds of US\$457,079,647 (equivalent to HK\$3,553,839,963) from the offering and sale of the Equity Linked Securities and the Call Spread. The Company plans to use the net proceeds for overseas store network expansion, supply chain optimization and development, brand building and promotion, additional overseas working capital and other general corporate purposes, and to purchase its Shares and/or ADSs from time to time pursuant to its share repurchase programs.

(b) **上限認股權證：**由本公司授予看漲期權價差對手方的認購期權交易，預期行使價為每股股份102.1港元，較Delta參考價（僅供參考說明）溢價110.0%及較股份參考價溢價99.9%，可由看漲期權價差對手方酌情行使，看漲期權價差對手方將有權收取新配發及發行的股份（「**上限股份**」），其上限數目可於發生若干慣常規定的公司行動後作出調整。於2025年1月7日，可發行的上限股份的最大數量為66,407,407股股份（約佔當時已發行及發行在外股份總數的5.31%），不超出股東於2024年6月20日授予董事配發及發行新股份的一般授權下規定的數目且將按一般授權發行。本公司已獲聯交所上市委員會批准，允許根據上限認股權證可發行的上限股份上市及買賣。

看漲期權價差的結構使得看漲期權價差項下的行使時機、規模及經濟效益與股票掛鉤證券的行使相匹配。此整體架構將使本公司能夠以與可換股債務證券類似的形式籌集資金，同時將潛在攤薄延遲至較高的實際行使價。

本公司自發售及銷售股票掛鉤證券及看漲期權價差籌集總所得款項淨額為457,079,647美元（相當於3,553,839,963港元）。本公司計劃將該等所得款項用於海外門店網絡擴展、供應鏈優化與發展、品牌建設及推廣、額外海外營運資金及其他一般公司用途；及用於根據股份購回計劃不時購買其股份及／或美國存託股。

Share Repurchase Programs

Reference are made to the announcements of the Company dated August 30, 2024, March 21, 2025 and March 28, 2025 in relation to the share repurchase program adopted by the Company to conduct share repurchase no more than HK\$2 billion in value of its Shares and/or ADSs from the open market over a 12-month period starting from August 30, 2024, and as extended to be valid until June 30, 2026 (the “**Repurchase Authorisation**”).

On March 28, 2025, the Company has entered into share repurchase agreements for an aggregate repurchase amount of up to approximately HK\$1.8 billion, including up to a maximum amount of HK\$900 million for an automatic share repurchase program for the repurchase of Shares (the “**Hong Kong Repurchase Program**”) on the HKEX and the repurchase of ADSs on the NYSE for up to a maximum amount of approximately US\$115 million under the Rule 10b5-1 of the United States Securities Exchange Act of 1934 in the U.S (the “**Rule 10b5-1 Repurchase Program**”, and together with the Hong Kong Repurchase Program, the “**Share Repurchase Programs**”), both of which will be covered by the Repurchase Authorisation. The Company has applied for, and the HKEX has granted, a waiver from strict compliance with the requirements under Rule 10.06(2)(e) of the Listing Rules in respect of the share repurchases to be made pursuant to the Hong Kong Repurchase Program and an approval under Rule 10.06(3) of the Listing Rules in relation to the Share Repurchase Programs.

Save as disclosed in this annual report, there were no other significant events that might affect us since the end of the Reporting Period and up to the date of this annual report.

Business Outlook

Looking ahead to 2025, we will remain focused on our long-term strategic goals: firmly advance further globalization, strengthen our product offerings and optimize our store network. Going forward, we expect to further grow our business by pursuing the following strategies.

We will participate in global competition and differentiate ourselves through two angles: cost advantage and product differentiation. While adhering to our value-for-money proposition, we will continue to produce high quality products featuring IP design to make lifestyle products more fashionable and trendy.

In mainland China, we will continue to expand and upgrade our sales network. We will further penetrate cities that we have already covered through a variety of store formats while also constantly enhancing the MINISO Retail Partners program.

股份回購計劃

參照本公司於2024年8月30日、2025年3月21日及2025年3月28日的公告，該公告涉及本公司採納的股份回購計劃，計劃從2024年8月30日起的12個月內，從公開市場回購價值不超過20億港元的股份和／或美國存託股，並且其有效期延續至2026年6月30日（「回購授權」）。

於2025年3月28日，本公司已簽署股份回購協議，總回購金額不超過約18億港元，包括最高金額不超過9億港元的自動股份回購計劃（「香港回購計劃」），用於在聯交所回購股份，以及根據1934年美國證券交易法第10b5-1條例，在紐交所回購美國存託股，最高金額不超過約1.15億美元（「第10b5-1回購計劃」，與香港回購計劃合稱「股份回購計劃」），兩者均將涵蓋在回購授權之下。本公司已申請並且聯交所已批准，豁免嚴格遵守上市規則第10.06(2)(e)條有關根據香港回購計劃進行的股份回購的要求，以及根據上市規則第10.06(3)條對股份回購計劃的批准。

除本年報所披露者外，自報告期末起直至本年報日期，概無其他可能影響我們的重大事件。

業務展望

展望2025年，我們仍將專注於我們的長期戰略目標，堅定地推進全球化、加強我們的產品實力並優化門店網絡。未來，我們希望通過以下戰略以進一步實現業務增長。

我們將從成本領先和產品差異化兩個維度參與全球競爭，在始終堅持性價比基本盤不動搖的同時，以IP設計為特色，持續產出優質產品，讓生活好物更加時尚潮流。

在中國內地，我們將持續拓展並升級我們的銷售網絡。在持續加強合夥人計劃的同時，採用多元化的門店形式以進一步滲透我們已覆蓋的各個城市。

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For overseas markets, we will further expand our store network by adopting a flexible operating model for each market and will continue to expand our presence in strategic markets such as North America, Asia and Europe.

BUSINESS OUTLOOK, STRATEGIC UPDATE AND FUTURE DEVELOPMENT

In spite of the uncertainties brought by the macro environment, looking forward to fiscal year 2025 we will remain focused on our long-term strategic goals: delivering on our globalization strategy, bolstering the strength of our product offerings and optimizing our store network. Going forward, we expect to further grow our business by pursuing the following strategies.

Engaged in global competition, we will take cost advantages and product differentiation as key points. While sticking to our value for-money proposition, we will continue to produce high-quality IP products featuring IP design to make lifestyle products more fashionable and trendy.

At the same time, we will actively implement the “Super Store” strategy to build a strong brand image in consumers’ minds. We are also targeting “Big Beauty”, “Big Toys” and “Big IPs” as super categories, and further exploring the room for improving average GMV per store.

In China, we will expand and upgrade our store network by capitalizing on the opportunities in both high-tier and lower-tier cities and taking on more new MINISO Retail Partners to further penetrate more cities in China that we have already covered.

For overseas markets, we will further expand our store network by adopting a different operating model for each market, and will continue to expand our presence in strategic markets such as North America, Asia and Europe.

就海外市場而言，我們會因地制宜，於每個市場採取靈活的運營模式，進一步拓展門店網絡，並持續深耕北美、亞洲及歐洲等戰略市場。

業務展望、戰略更新及未來發展

展望2025財政年度，面對宏觀環境帶來的不確定性，我們仍將專注於我們的長期戰略目標，堅定地推進全球化、加強我們的產品實力並進一步優化門店網絡。未來，我們希望通過以下戰略以進一步實現業務增長。

我們將從成本領先和產品差異化兩個維度參與全球競爭，在始終堅持性價比基本盤不動搖的同時，以IP設計為特色，持續產出優質IP作品，讓生活好物更加時尚潮流。

同時，我們亦會積極嘗試「超級門店」戰略，通過「超級門店」在消費者心中建立強大的品牌形象，鎖定「大美妝」、「大玩具」和「大IP」以打造超級品類，進一步探索平均單店銷售提升的空間。

在中國，我們將通過把握高低線城市機遇，吸納更多新名創合夥人，拓展並升級我們的門店網絡，進一步滲透我們已覆蓋的中國各大城市。

就海外市場而言，我們會因地制宜，於每個市場採取不同的運營模式，進一步拓展門店網絡，並持續深耕北美、亞洲及歐洲等戰略市場。

Management Discussion and Analysis 管理層討論與分析

	For the six months ended December 31, 截至12月31日 止六個月	For the twelve months ended December 31, 截至12月31日 止十二個月	For the fiscal year ended December 31, 截至12月31日 止財政年度
	2023 2023年	2023 2023年	2024 2024年
	(RMB in thousands) (人民幣千元)		
Revenue 收入	7,632,467	13,838,797	16,994,025
Cost of sales 銷售成本	(4,391,428)	(8,140,366)	(9,356,965)
Gross profit 毛利	3,241,039	5,698,431	7,637,060
Other income 其他收入	18,993	22,617	21,595
Selling and distribution expenses 銷售及分銷開支	(1,363,114)	(2,281,080)	(3,519,534)
General and administrative expenses 一般及行政開支	(357,689)	(677,394)	(931,651)
Other net income 其他淨收入	21,105	62,361	114,696
(Credit loss)/reversal of credit loss on trade and other receivables 貿易及其他應收款項(信貸虧損)/信貸虧損撥回	(2,080)	2,708	2,469
Impairment loss on non-current assets 非流動資產減值虧損	(4,547)	(7,995)	(8,846)
Operating profit 經營利潤	1,553,707	2,819,648	3,315,789
Finance income 財務收入	123,969	204,510	118,672
Finance costs 財務成本	(25,202)	(43,479)	(92,915)
Net finance income 財務收入淨額	98,767	161,031	25,757
Share of profit of equity-accounted investees, net of tax 分佔以權益法入賬的被投資公司的利潤，稅後淨額	268	268	5,986
Profit before taxation 稅前利潤	1,652,742	2,980,947	3,347,532
Income tax expense 所得稅開支	(396,665)	(706,952)	(712,104)
Profit for the period/year 期／年內利潤	1,256,077	2,273,995	2,635,428
Profit for the period/year attributable to: 以下人士應佔期／年內利潤：			
– Equity shareholders of the Company – 本公司權益股東	1,248,405	2,253,241	2,617,560
– Non-controlling interests – 非控股權益	7,672	20,754	17,868

Management Discussion and Analysis

管理層討論與分析

Revenue

Our total revenue was RMB16,994.0 million for the fiscal year ended December 31, 2024 (for the twelve months ended December 31, 2023: RMB13,838.8 million; for the six months ended December 31, 2023: RMB7,632.5 million), which consisted of 60.7% revenue generated in mainland China and 39.3% revenue generated in overseas markets.

Cost of Sales

Our cost of sales was RMB9,357.0 million for the fiscal year ended December 31, 2024 (for the twelve months ended December 31, 2023: RMB8,140.4 million; for the six months ended December 31, 2023: RMB4,391.4 million).

Gross Profit and Gross Margin

Our gross profit was RMB7,637.1 million for the fiscal year ended December 31, 2024 (for the twelve months ended December 31, 2023: RMB5,698.4 million; for the six months ended December 31, 2023: RMB3,241.0 million), and gross margin was 44.9% for the fiscal year ended December 31, 2024 (for the twelve months ended December 31, 2023: 41.2%; for the six months ended December 31, 2023: 42.5%). The increase in gross margin was mainly attributable to (i) higher gross margin in overseas markets contributed by product optimization and higher revenue contribution from directly operated markets, and (ii) higher gross margin of TOP TOY due to a shift in product mix towards more profitable products.

Other Income

Our other income was RMB21.6 million for the fiscal year ended December 31, 2024 (for the twelve months ended December 31, 2023: RMB22.6 million; for the six months ended December 31, 2023: RMB19.0 million).

收入

截至2024年12月31日止財政年度，我們的總收入為人民幣16,994.0百萬元（截至2023年12月31日止十二個月：人民幣13,838.8百萬元；截至2023年12月31日止六個月：人民幣7,632.5百萬元），其中60.7%的收入來自中國內地，39.3%的收入來自海外市場。

銷售成本

截至2024年12月31日止財政年度，我們的銷售成本為人民幣9,357.0百萬元（截至2023年12月31日止十二個月：人民幣8,140.4百萬元；截至2023年12月31日止六個月：人民幣4,391.4百萬元）。

毛利及毛利率

截至2024年12月31日止財政年度，我們的毛利為人民幣7,637.1百萬元（截至2023年12月31日止十二個月：人民幣5,698.4百萬元；截至2023年12月31日止六個月：人民幣3,241.0百萬元），而截至2024年12月31日止財政年度的毛利率為44.9%（截至2023年12月31日止十二個月：41.2%；截至2023年12月31日止六個月：42.5%）。毛利率提高主要是由於(i)海外市場產品優化及直營市場收入佔比提升，帶動海外市場毛利率提高，及(ii)由於產品組合轉向盈利能力更高的產品，TOP TOY的毛利率有所提升。

其他收入

截至2024年12月31日止財政年度，我們的其他收入為人民幣21.6百萬元（截至2023年12月31日止十二個月：人民幣22.6百萬元；截至2023年12月31日止六個月：人民幣19.0百萬元）。

Selling and Distribution Expenses

Our selling and distribution expenses were RMB3,519.5 million for the fiscal year ended December 31, 2024 (for the twelve months ended December 31, 2023: RMB2,281.1 million; for the six months ended December 31, 2023: RMB1,363.1 million). Excluding equity-based compensation expenses, our selling and distribution expenses were RMB3,506.1 million for the fiscal year ended December 31, 2024 (for the twelve months ended December 31, 2023: RMB2,211.4 million; for the six months ended December 31, 2023: RMB1,321.6 million), which was primarily due to the increase in Company's investment into directly operated markets such as in the U.S. market. As of December 31, 2024, the total number of directly operated stores in overseas markets was 505, which doubled as compared to a year ago. For the fiscal year ended December 31, 2024, the revenue from directly operated stores has also doubled, while related expenses including rental and related expenses, depreciation and amortization expenses together with payroll excluding share-based compensation expenses increased by 72.2%. Promotion and advertising expenses increased by 37.7% in 2024, as a percentage of revenue stabilizing at around 3% as a percentage of our total revenue in both comparative periods for the full year and six months ended December 31, 2023 respectively. Licensing expenses increased by 29.2%, stabilizing at around 2% as a percentage of our total revenue in both comparative periods. Logistics expenses increased by 51.0%, mainly reflecting the rising freight costs caused by the tension in international shipping.

General and Administrative Expenses

Our general and administrative expenses were RMB931.7 million for the fiscal year ended December 31, 2024 (for the twelve months ended December 31, 2023: RMB677.4 million; for the six months ended December 31, 2023: RMB357.7 million). Excluding equity-settled share-based payment expenses, our general and administrative expenses were RMB859.9 million for the fiscal year ended December 31, 2024 (for the twelve months ended December 31, 2023: RMB664.4 million; for the six months ended December 31, 2023: RMB352.8 million), which were primarily attributable to the personnel-related expenses in relation to the growth of our business.

銷售及分銷開支

截至2024年12月31日止財政年度，我們的銷售及分銷開支為人民幣3,519.5百萬元（截至2023年12月31日止十二個月：人民幣2,281.1百萬元；截至2023年12月31日止六個月：人民幣1,363.1百萬元）。除去以股份支付的薪酬開支，截至2024年12月31日止財政年度我們的銷售及分銷開支為人民幣3,506.1百萬元（截至2023年12月31日止十二個月：人民幣2,211.4百萬元；截至2023年12月31日止六個月：人民幣1,321.6百萬元），主要由於本公司對美國等直營市場的投入。截至2024年12月31日，於海外市場的直營門店總數為505家，較一年前增加一倍。截至2024年12月31日止財政年度，來自直營門店的收入亦翻了一番，而相關開支（包括租金及相關開支、折舊及攤銷開支連同工資（不包括以股份支付的薪酬開支）則增加了72.2%）。推廣及廣告開支於2024年增加37.7%，截至2023年12月31日止全年及六個月兩個比較期間佔總收入的百分比均穩定在3%左右。授權費用增加29.2%，於兩個比較期間佔總收入的百分比均穩定在2%左右。物流開支增加51.0%，主要反映國際航運緊張導致運輸成本上升。

一般及行政開支

截至2024年12月31日止財政年度，我們的一般及行政開支為人民幣931.7百萬元（截至2023年12月31日止十二個月：人民幣677.4百萬元；截至2023年12月31日止六個月：人民幣357.7百萬元）。除去以權益結算的股份支付的開支，截至2024年12月31日止財政年度我們的一般及行政開支為人民幣859.9百萬元（截至2023年12月31日止十二個月：人民幣664.4百萬元；截至2023年12月31日止六個月：人民幣352.8百萬元），主要歸因於與我們業務發展有關的人員相關開支。

Management Discussion and Analysis

管理層討論與分析

Other Net Income

Our other net income was RMB114.7 million for the fiscal year ended December 31, 2024 (for the twelve months ended December 31, 2023: RMB62.4 million; for the six months ended December 31, 2023: RMB21.1 million). The year-over-year increase was mainly due to an increase in investment income in wealth management products and an increase in fair value of an investment, partially offset by a net foreign exchange loss.

Impairment Loss on Non-current Assets

Our impairment loss on non-current assets was RMB4.5 million and RMB8.8 million for the six months ended December 31, 2023 and the fiscal year ended December 31, 2024, respectively (for the twelve months ended December 31, 2023: RMB8.0 million). We recorded impairment loss on non-current assets of directly operated stores.

Operating Profit

As a result of the foregoing, we recorded operating profit of RMB3,315.8 million for the fiscal year ended December 31, 2024 (for the twelve months ended December 31, 2023: RMB2,819.6 million; for the six months ended December 31, 2023: RMB1,553.7 million).

Net Finance Income

Our net finance income was RMB25.8 million for the fiscal year ended December 31, 2024 (for the twelve months ended December 31, 2023: RMB161.0 million; for the six months ended December 31, 2023: RMB98.8 million). The year-over-year decrease was mainly due to a decrease in interest income as a result of decrease in both principal and interest rate in bank deposits, coupled with an increase in finance cost due to increased interest expense on lease liabilities in conjunction with the Company's investment in directly operated stores.

Income Tax Expense

We recorded income tax expense of RMB712.1 million for the fiscal year ended December 31, 2024 (for the twelve months ended December 31, 2023: RMB707.0 million; for the six months ended December 31, 2023: RMB396.7 million).

其他淨收入

截至2024年12月31日止財政年度，我們的其他淨收入為人民幣114.7百萬元（截至2023年12月31日止十二個月：人民幣62.4百萬元；截至2023年12月31日止六個月：人民幣21.1百萬元），同比增長主要是由於理財產品投資收益增加及投資公允價值增加，部分被淨匯兌虧損所抵銷。

非流動資產減值虧損

截至2023年12月31日止六個月及截至2024年12月31日止財政年度，我們的非流動資產減值虧損分別為人民幣4.5百萬元及人民幣8.8百萬元（截至2023年12月31日止十二個月：人民幣8.0百萬元）。我們對直營店的非流動資產計提了減值虧損。

經營利潤

由於上述原因，截至2024年12月31日止財政年度，我們錄得的經營利潤為人民幣3,315.8百萬元（截至2023年12月31日止十二個月：人民幣2,819.6百萬元；截至2023年12月31日止六個月：人民幣1,553.7百萬元）。

財務收入淨額

截至2024年12月31日止財政年度，我們的財務收入淨額為人民幣25.8百萬元（截至2023年12月31日止十二個月：人民幣161.0百萬元；截至2023年12月31日止六個月：人民幣98.8百萬元）。同比減少主要由於銀行存款本金減少及利率下跌導致利息收入減少，以及租賃負債的利息費用增加令財務成本增加，與本公司於直營店的投資相符。

所得稅開支

截至2024年12月31日止財政年度，我們錄得的所得稅開支為人民幣712.1百萬元（截至2023年12月31日止十二個月：人民幣707.0百萬元；截至2023年12月31日止六個月：人民幣396.7百萬元）。

Profit for the Period/Year

As a result of the foregoing, we recorded a profit for the year of RMB2,635.4 million for the fiscal year ended December 31, 2024 (for the twelve months ended December 31, 2023: RMB2,274.0 million; for the six months ended December 31, 2023: RMB1,256.1 million)

Adjusted Net Profit (a non-IFRS measure)

We recorded an adjusted net profit for the year of RMB2,720.6 million for the fiscal year ended December 31, 2024 (for the twelve months ended December 31, 2023: RMB2,356.7 million; for the six months ended December 31, 2023: RMB1,302.5 million) which represents profit for the period/year excluding equity-settled share-based payment expenses.

Adjusted EBITDA (a non-IFRS measure)

We recorded an adjusted EBITDA of RMB4,334.3 million for the fiscal year ended December 31, 2024 (for the twelve months ended December 31, 2023: RMB3,571.4 million; for the six months ended December 31, 2023: RMB2,009.6 million), which represents adjusted net profit plus depreciation and amortization, finance costs and income tax expense.

Net Cash from Operating Activities and Free Cash Flow

Our net cash from operating activities was RMB2,168.3 million for the fiscal year ended December 31, 2024 (for the twelve months ended December 31, 2023: RMB2,330.3 million; for the six months ended December 31, 2023: RMB1,097.5 million). Our capital expenditure was RMB762.5 million for the fiscal year ended December 31, 2024 (for the twelve months ended December 31, 2023: RMB360.9 million; for the six months ended December 31, 2023: RMB264.8 million).

Current Ratio

Our current ratio decreased from 2.3 as of December 31, 2023 to 2.0 as of December 31, 2024, primarily due to the increase in trade payables related to our inventories, and short-term loans and borrowings.

期／年內利潤

由於上述原因，截至2024年12月31日止財政年度，我們錄得的年內利潤為人民幣2,635.4百萬元（截至2023年12月31日止十二個月：人民幣2,274.0百萬元；截至2023年12月31日止六個月：人民幣1,256.1百萬元）。

經調整淨利潤（非《國際財務報告準則》指標）

截至2024年12月31日止財政年度，我們錄得的年內經調整淨利潤（指不包括以權益結算的股份支付開支的期／年內利潤）為人民幣2,720.6百萬元（截至2023年12月31日止十二個月：人民幣2,356.7百萬元；截至2023年12月31日止六個月：人民幣1,302.5百萬元）。

經調整EBITDA（非《國際財務報告準則》指標）

截至2024年12月31日止財政年度，我們錄得的經調整EBITDA（指經調整淨利潤加折舊及攤銷、財務成本及所得稅開支）為人民幣4,334.3百萬元（截至2023年12月31日止十二個月：人民幣3,571.4百萬元；截至2023年12月31日止六個月：人民幣2,009.6百萬元）。

經營活動所得現金淨額及自由現金流

截至2024年12月31日止財政年度，我們的經營活動所得現金淨額為人民幣2,168.3百萬元（截至2023年12月31日止十二個月：人民幣2,330.3百萬元；截至2023年12月31日止六個月：人民幣1,097.5百萬元）。截至2024年12月31日止財政年度，我們的資本開支為人民幣762.5百萬元（截至2023年12月31日止十二個月：人民幣360.9百萬元；截至2023年12月31日止六個月：人民幣264.8百萬元）。

流動比率

截至2024年12月31日，我們的流動比率由2023年12月31日的2.3減少至2.0，主要由於我們的存貨相關的貿易應付款項以及短期貸款及借款的增加。

Management Discussion and Analysis

管理層討論與分析

OTHER INFORMATION ABOUT OUR FINANCIAL PERFORMANCE

Liquidity and Source of Funding

During the fiscal year ended December 31, 2024, we funded our cash requirements principally through cash generated from our operations. As of December 31, 2024, our cash, cash equivalents, restricted cash, term deposits, and other investments recorded in current assets were RMB6,698.1 million (as of December 31, 2023: RMB6,887.0 million).

Significant Investments

Save as disclosed in this annual report, we did not make or hold any significant investments during the fiscal year ended December 31, 2024. Given the completion of the Yonghui Acquisition only took place in the first quarter of 2025, it did not have any impact on the financial results of the Company for the fiscal year ended December 31, 2024.

Material Acquisitions and Disposals

Save as disclosed in this annual report, we did not have any material acquisitions or disposals of subsidiaries, consolidated affiliated entities or associated companies during the fiscal year ended December 31, 2024. Given the completion of the Yonghui Acquisition only took place in the first quarter of 2025, it did not have any impact on the financial results of the Company for the fiscal year ended December 31, 2024.

Pledge of Assets

As of December 31, 2024, none of our Group's assets was pledged.

Cash Management Policy

We believe we can make better use of our cash by making appropriate investments in short-term investment products, which generate income without interfering with our business operation or capital expenditures. Our investment decisions with respect to financial products are made on a case-by-case basis and after due and careful consideration of a number of factors, including, but not limited to, the market conditions, the economic developments, the anticipated investment conditions, the investment cost, the duration of the investment and the expected benefit and potential loss of the investment. We have established a set of internal control measures which allow us to achieve reasonable returns on our investment while mitigating our exposure to high investment risks. These policies and measures were formulated by our senior management.

有關我們財務表現的其他資料

流動性以及資金來源

於截至2024年12月31日止財政年度，我們主要通過運營所得現金來滿足我們的現金需求。截至2024年12月31日，我們計入流動資產的現金、現金等價物、受限制現金、定期存款及其他投資為人民幣6,698.1百萬元（截至2023年12月31日：人民幣6,887.0百萬元）。

重大投資

除本年報所披露者外，於截至2024年12月31日止財政年度，我們並無作出或持有任何重大投資。鑒於永輝收購事項已於2025年第一季度完成，這對本公司於截至2024年12月31日止財政年度的財務業績並無任何影響。

重大收購及出售

除本年報所披露者外，於截至2024年12月31日止財政年度，我們並無任何重大收購或出售附屬公司、合併聯屬實體或聯營公司。鑒於永輝收購事項已於2025年第一季度完成，這對本公司於截至2024年12月31日止財政年度的財務業績並無任何影響。

資產抵押

截至2024年12月31日，本集團並無抵押資產。

現金管理政策

我們相信，通過對短期投資產品進行適當的投資，我們可以更好地利用我們的現金，在不影響我們的業務運作或資本開支的情況下產生收益。我們對金融產品的投資決定是以個案為基礎，並經適當和仔細考慮各種因素後作出，包括但不限於市場條件、經濟發展、預期投資條件、投資成本、投資期限以及投資的預期收益和潛在損失。我們已經建立了一套內部控制措施，使我們能夠獲得合理的投資回報，同時減輕我們面臨的高投資風險。該等政策和措施由我們的高級管理層制定。

In order to make full use of idle funds, improve the utilization rate of surplus funds, and increase our income, under the premise of not affecting our normal business activities, subject to approval from our chief financial officer, we may purchase a certain amount of wealth management products from financial institutions. According to our internal policies, the manager of our treasury department should make proposals to invest in wealth management products to our chief financial officer and such proposals must be reviewed and approved by our chief financial officer. In assessing a proposal to invest in wealth management products, a number of criteria must be met, including but not limited to the following:

- the purchase of wealth management products is limited to low-risk products such as term deposits, principal-guaranteed and interest-paying products, treasury notes issued by banks, and wealth management products with risk level below R2. The purchase of high-risk financial instruments such as securities and futures is strictly prohibited.
- the expected return of the purchased wealth management products should be not lower than bank's deposit interest rate for term deposits of the same period, the product structure should be relatively simple, and the purchases should be made from financial institutions with large operation scale, overall strength and good credit standing.
- the treasury department is responsible for setting up a detailed ledger for wealth management products, the manager of the treasury department manages the financial products, and tracks the progress and safety of wealth management products. In the event of an abnormal situation, the manager of the treasury department should report the situation to the chief financial officer in a timely manner so that we can take effective measures immediately to reduce potential losses.
- 購買的理財產品僅限於低風險產品，如定期存款、保本付息產品、銀行發行的國庫券及風險等級低於R2的理財產品。嚴禁購買證券和期貨等高風險金融工具。
- 所購買的理財產品的預期回報應不低於同期銀行定期存款的存款利率，產品結構應相對簡單，且應選擇經營規模大、綜合實力強及信譽良好的金融機構購買。
- 資金部負責設立理財產品明細分類賬，資金部經理管理金融產品並跟蹤理財產品的進展及安全情況。一旦出現異常情況，資金部經理應及時向首席財務官匯報情況，以便我們能立即採取有效措施，減少潛在損失。

Future Plans for Material Investments or Capital Assets

As of December 31, 2024, we did not have any detailed future plans for material investments or capital assets.

Gearing Ratio

As of December 31, 2024, our gearing ratio was 5.5%, calculated as loans and borrowings divided by total equity as of the end of the year and multiplied by 100%.

重大投資或資本資產的未來計劃

截至2024年12月31日，我們並無任何詳細的關於重大投資或資本資產的未來計劃。

資本負債比率

截至2024年12月31日，我們的資本負債比率為5.5%，該比率按年末貸款及借款除以權益總額再乘以100%計算。

Management Discussion and Analysis

管理層討論與分析

Foreign Exchange Risk

Our financial reporting currency is RMB and changes in foreign exchange rates can significantly affect our reported results and consolidated trends. In addition, our results of operations, including margins, are affected by the fluctuation in foreign exchange rates. Our international operations generate revenues primarily in U.S. dollars. Generally, a weakening of RMB against U.S. dollar has a positive effect on our results of operations, while a strengthening of RMB against U.S. dollar has the opposite effect. We have not used any derivative financial instruments to hedge exposure to such risk. To the extent that we need to convert U.S. dollars into RMB for our operations, appreciation of RMB against U.S. dollar would have an adverse effect on RMB amount we receive from the conversion. Conversely, if we decide to convert RMB into U.S. dollars for the purpose of making payments for dividends on our Shares or ADSs or for other business purposes, appreciation of U.S. dollar against RMB would have a negative effect on U.S. dollar amounts available to us.

Contingent Liabilities

Commitment of Tax Payments

In connection with the acquisition of land use right and the construction of the headquarters building in Guangzhou, Miniso (Guangzhou) Co., Ltd. (“**MINISO Guangzhou**”) entered into a letter of intent on November 26, 2020 with the local government of the district where our new headquarters building is located and committed to pay an aggregate amount of tax levies of no less than RMB965.0 million to the local government in Guangzhou for a five-year period starting from January 1, 2021, with RMB160.0 million in 2021, RMB175.0 million in 2022, RMB190.0 million in 2023, RMB210.0 million in 2024 and RMB230.0 million in 2025. If we fail to meet the committed amount for any of the five calendar years, MINISO Guangzhou will have to compensate for the shortfall.

We had met the commitments for the calendar years of 2021, 2022 and 2023 and therefore MINISO Guangzhou was not required to make any compensation to the local government. In March 2024, MINISO Guangzhou provided a performance guarantee of RMB210.0 million issued by a commercial bank to this local government in respect of the commitment of tax payments for the calendar year of 2024, which is valid from April 1, 2024 to March 31, 2025. The Directors have assessed that, based on the projection of and actual relevant taxes and surcharges paid and payable during the calendar year of 2024, we expect to be able to meet the commitment for the calendar year of 2024 and thus it is not probable that MINISO Guangzhou needs to make any compensation to the local government under the above performance guarantee. As such, no provision has been made in respect of this matter as of December 31, 2024.

匯兌風險

我們的財務報告貨幣為人民幣，匯率變動會顯著影響我們報告的業績及綜合趨勢。此外，我們的經營業績（包括利潤率）受到匯率波動的影響。我們的國際業務主要以美元產生收入。一般而言，人民幣兌美元貶值對我們的經營業績產生積極影響，而人民幣兌美元升值則相反。我們並未使用任何衍生金融工具對沖有關風險。若我們需要將美元兌換成人民幣用於營運，人民幣兌美元升值將對我們從兌換中獲得的人民幣金額產生不利影響。相反，若我們決定將人民幣兌換為美元用於支付本公司股份或美國存託股股息或其他業務目的，則美元兌人民幣升值將對我們獲得的美元金額產生不利影響。

或有負債

納稅承諾

為收購土地使用權及在廣州建設總部大樓，名創優品（廣州）有限責任公司（「**名創廣州**」）於2020年11月26日與我們新總部大樓所在地區的當地政府簽訂了意向書，並承諾自2021年1月1日起計五年內，向廣州當地政府繳納的稅款總額不低於人民幣965.0百萬元，其中包括2021年人民幣160.0百萬元、2022年人民幣175.0百萬元、2023年人民幣190.0百萬元、2024年人民幣210.0百萬元及2025年人民幣230.0百萬元。如我們未能支付任何五個曆年期間所承諾的金額，名創廣州需要補償差額。

我們已滿足2021、2022及2023曆年的承諾，因此名創廣州無須向當地政府作出任何補償。於2024年3月，名創廣州就2024曆年的納稅承諾向當地政府提供商業銀行發出的人民幣210.0百萬元的履約擔保，有效期為2024年4月1日至2025年3月31日。董事根據2024曆年已付及應付的實際相關稅款及附加費預測作出評估，我們預期能夠滿足2024曆年的承諾，故名創廣州在上述履約擔保下不太可能需要向當地政府作出任何補償。因此，截至2024年12月31日，尚未就此事項計提撥備。

Securities class action

In August 2022, a putative federal securities class action was filed against the Company and certain of its officers and Directors (“**Defendants**”), alleging that Defendants made misleading misstatements or omissions regarding the Company’s business operations and financials in violation of the Securities Act of 1933 and the Securities Exchange Act of 1934. The action is captioned *In re MINISO Group Holding Limited Securities Litigation*, 1:22-cv-09864 (S.D.N.Y.). Lead plaintiff was appointed in November 2022 and filed the operative complaint to the court. We and other defendants filed a motion to dismiss the complaint, and the motion was granted by the court in February 2024, with leave to amend. Plaintiffs filed a motion for reconsideration of the court’s decision, which was rejected by the court. Plaintiff has until April 28, 2025 to file a further amended complaint. As of December 31, 2024, our Directors were unable to assess the outcome of the action or reliably estimate the potential losses, if any.

Capital Commitment

As of December 31, 2024, our capital commitment was RMB633.5 million, compared to RMB837.2 million as of December 31, 2023, which was attributable to the construction of the headquarters building.

證券集體訴訟

於2022年8月，本公司及其若干高級職員及董事（「**被告**」）被提起一項推定聯邦證券集體訴訟，指控被告違反《1933年證券法》和《1934年證券交易法》，在本公司業務運營和財務方面存在誤導性錯誤陳述或遺漏。訴訟標題為「關於名創優品集團控股有限公司證券訴訟案」，1:22-cv-09864 (S.D.N.Y.)（紐約州南區法院）。首席原告於2022年11月被任命，並向法院提交了起訴狀。我們和其他被告提交了駁回起訴的動議，該動議於2024年2月獲法院批准，並准予修正。原告提交了重新審議法院決定的動議，但已被法院駁回。原告必須在2025年4月28日之前提交進一步修正的訴狀。截至2024年12月31日，我們的董事無法評估此訴訟的結果或可靠地估計潛在的損失（如果有的話）。

資本承擔

截至2024年12月31日，我們的資本承擔為人民幣633.5百萬元，而截至2023年12月31日則為人民幣837.2百萬元，主要與總部大樓建設有關。

Management Discussion and Analysis

管理層討論與分析

Employees and Remuneration Policy

We had a total of 7,003 full-time employees as of December 31, 2024, including 2,742 in China and 4,261 in certain overseas countries and regions. The following table sets forth the number of our employees categorized by function as of December 31, 2024.

Function 職能	Number of Employees 僱員人數
Product Development and Supply Chain Management 產品開發與供應鏈管理	1,233
General and Administrative 一般及行政	533
Operations 運營	4,580
Sales and Marketing 銷售及營銷	167
Technology 技術	211
Business Development 業務發展	157
Logistics 物流	122
Total 合計	7,003

Our total remuneration cost incurred for the fiscal year ended December 31, 2024 was RMB1,475.9 million, while it was RMB580.8 million for the six months ended December 31, 2023.

The number of employees employed by the Company varies from time to time depending on needs and employees are remunerated based on industry practice. The remuneration policy and package of the Group's employees are periodically reviewed. Apart from pension funds and in-house training programs, discretionary bonuses, share awards and share options from the Company's share incentive plan may be awarded to employees according to the assessment of individual performance.

僱員及薪酬政策

截至2024年12月31日，我們共有7,003名全職僱員，其中2,742名位於中國及4,261名位於某些海外國家及地區。下表載列截至2024年12月31日按職能劃分的僱員人數。

截至2024年12月31日止財政年度，我們產生的總薪酬成本為人民幣1,475.9百萬元，而截至2023年12月31日止六個月為人民幣580.8百萬元。

本公司聘用的僱員人數視乎需要而不時有所變更，而僱員薪酬亦根據行業慣例釐定。本集團定期檢討其僱員的薪酬政策及待遇。除養老金及內部培訓計劃外，亦可能根據對個人表現的評估授予僱員酌情花紅、股份獎勵及本公司股份激勵計劃中的購股權。

On January 17, 2024, the Board announced that the financial year end date of our Company has been changed from June 30 to December 31 with immediate effect. Accordingly, the Board is pleased to present this Directors' report together with the consolidated financial statements of the Group for the fiscal year ended December 31, 2024.

DIRECTORS

The Directors who held office during the Reporting Period and up to the date of this annual report are:

Executive Director

Mr. YE Guofu (葉國富) (*Chairman and Chief Executive Officer*)

Independent Non-Executive Directors

Ms. XU Lili (徐黎黎)

Mr. ZHU Yonghua (朱擁華)

Mr. WANG Yongping (王永平)

Biographical details of the Directors are set out in the section headed "Directors and Senior Management" on pages 50 to 55 of this annual report.

GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on January 7, 2020, as an exempted company with limited liability under the Companies Law of the Cayman Islands. The Company completed its initial public offering on the NYSE on October 15, 2020 and the Company's ADSs have been listed on the NYSE since then. The Company's Shares were subsequently listed on the Main Board of the HKEX on July 13, 2022.

PRINCIPAL ACTIVITY

The principal activity of the Company is investment holding. The principal businesses of the Company's subsidiaries are the retail and wholesale of design-led lifestyle and pop toy products across the PRC, other parts of Asia, America, Europe and certain other countries. Analysis of the principal activities of the Group and segment results based on geographical locations during the Reporting Period are set out in Note 1 and Note 4 to the consolidated financial statements, respectively.

於2024年1月17日，董事會宣佈本公司財政年度結算日由6月30日變更至12月31日，立即生效。據此，董事會欣然呈列本董事會報告連同本集團截至2024年12月31日止財政年度的綜合財務報表。

董事

於本報告期及直至本年報日期止任職的董事為：

執行董事

葉國富先生 (主席兼首席執行官)

獨立非執行董事

徐黎黎女士

朱擁華先生

王永平先生

董事履歷詳情載於本年報第50至55頁的「董事及高級管理層」一節。

一般資料

本公司於2020年1月7日根據開曼群島法例《公司法》於開曼群島註冊成立為獲豁免有限責任公司。本公司於2020年10月15日在紐交所完成首次公開發售，且本公司的美國存託股自此已在紐交所上市。本公司的股份隨後於2022年7月13日在聯交所主板上市。

主營業務

本公司的主營業務為投資控股。本公司附屬公司的主營業務為在中國、亞洲其他國家、美洲、歐洲及若干其他國家從事創意生活家居產品及潮流玩具產品的零售及批發。本集團於報告期內按地理位置劃分的主營業務及分部業績的分析分別載於綜合財務報表附註1及附註4。

Directors' Report

董事會報告

BUSINESS REVIEW

A business review of the Group, as required by Schedule 5 to the Companies Ordinance, including a fair review of the Company's business, a description of the principal risks and uncertainties facing the Company, particulars of important events affecting the Company that have occurred since the end of the Reporting Period, an indication of likely future developments in the Group's business, an analysis of the Group's financial performance and the Group's key relationships with its stakeholders who have a significant impact on the Group and on which the Group's success depends, is set out in the sections headed "Business Review and Outlook" and "Management Discussion and Analysis" on pages 10 to 34 of this annual report. These discussions form part of this Directors' report. Events affecting the Company that have occurred since the end of the Reporting Period is set out in "Recent Developments After the Reporting Period" in the section headed "Business Review and Outlook".

PRINCIPAL RISKS AND UNCERTAINTIES

Our business involves certain risks as set out in the section headed "Risk Factors" in the Prospectus and the Form 20-F for the Reporting Period filed with the SEC. The following list is a summary of certain principal risks and uncertainties facing the Group, some of which are beyond its control.

Risks related to our business and industry

Risks and uncertainties related to our business and industry include, but are not limited to, the following:

- Our success depends upon the continued strength of our brands. If we are unable to maintain and enhance our brands, our business and operating results may be adversely affected;
- The growth and profitability of our business depend on the level of consumer demand and discretionary spending. A severe or prolonged economic downturn in China or around the world could materially and adversely affect consumer discretionary spending and therefore adversely affect our business, financial condition and results of operations;
- Our success is dependent on the continued popularity of our products, our continued innovation and successful launches of new products, and our anticipation of and timely responses to changes in consumer preferences;

業務回顧

《公司條例》附表5所規定的本集團的業務回顧(包括對本公司業務的中肯審視、對本公司面對的主要風險及不確定因素的描述、在報告期結束後發生並對本公司有影響的重大事件的詳情、本集團業務相當可能有的未來發展的揭示、本集團財務表現分析以及本集團與對本集團有重大影響且本集團賴以成功的利益相關者的主要關係)載於本年報第10至34頁的「業務回顧及展望」及「管理層討論與分析」章節。該等討論為本董事會報告的一部分。在報告期結束後發生並對本公司有影響的事件載於「業務回顧及展望」章節的「報告期後的最新進展」。

主要風險及不確定因素

我們的業務涉及招股章程「風險因素」一節及報告期向美國證監會提交的表格20-F所載的若干風險。以下概述本集團面臨的若干主要風險及不確定因素，其中部分風險及不確定因素無法控制。

與我們的業務及行業有關的風險

與我們的業務及行業有關的風險及不確定因素包括但不限於以下：

- 我們的成功依託於我們品牌的持續影響力。倘若我們無法維護及強化我們的品牌，則我們的業務及經營業績可能會受到不利影響；
- 我們的業務增長及盈利能力取決於消費者需求和可自由支配支出的水平。中國或全球的嚴重或持續經濟衰退可能對消費者可自由支配支出產生重大不利影響，進而對我們的業務、財務狀況及經營業績造成不利影響；
- 我們的成功取決於我們產品的持續受歡迎度、我們的持續創新及新產品的成功推出，以及我們對消費者偏好變化的預測與及時響應；

- If we are unable to offer our products at prices that are highly appealing to consumers or maintain competitive prices, our business and results of operations would be materially and adversely affected;
- If we fail to offer high-quality products to consumers, our business, reputation, results of operations and financial condition will be materially and adversely affected;
- Expanding product offerings may expose us to new challenges and more risks;
- If we are unable to attract purchases from new and existing consumers, our business, financial condition and results of operations may be materially and adversely affected;
- We primarily rely on our retail partners and distributors to expand our store network. If we are unable to expand our store network successfully, our business, results of operations would be adversely affected;
- If we, our MINISO Retail Partners or local distributors fail to successfully operate MINISO stores, our business and results of operations would be adversely affected;
- Our international operations are subject to a variety of costs and legal, regulatory, political and economic risks;
- If our MINISO Retail Partners or local distributors do not satisfactorily fulfill their responsibilities and commitments, our brand image, results of operations could be materially harmed;
- If we fail to maintain the relationship with our MINISO Retail Partners or our local distributors or fail to attract new MINISO Retail Partners or local distributors to join our store network, our business, results of operations and financial condition could be materially and adversely affected; and
- Illegal actions or misconduct of our MINISO Retail Partners, local distributors, sub-contractors or sub-distributors, third-party suppliers or other service providers, or any failure by them to provide satisfactory products or services could materially and adversely affect our business, reputation, financial condition and results of operations.
- 倘我們無法為消費者提供具有高度吸引力價格的產品或維持具有競爭力的價格，我們的業務及經營業績將受到重大不利影響；
- 倘我們未能向消費者提供高品質產品，則我們的業務、聲譽、經營業績及財務狀況將受到重大不利影響；
- 擴大產品供應可能會使我們面臨新的挑戰和更多風險；
- 倘我們無法吸引新消費者及現有消費者購買，我們的業務、財務狀況及經營業績或會遭受重大不利影響；
- 我們主要依賴我們的合夥人和代理商來擴展我們的門店網絡。倘我們無法成功擴展我們的門店網絡，我們的業務、經營業績將受到不利影響；
- 如果我們、我們的名創合夥人或當地代理商未能成功經營名創優品門店，我們的業務和經營業績將受到不利影響；
- 我們的國際業務可能受到成本、法律、法規、政治及經濟等多種風險的影響；
- 如果我們的名創合夥人或當地代理商不能充分履行其責任和承諾，我們的品牌形象和經營業績可能會受到重大損害；
- 如果我們未能維持與名創合夥人或當地代理商的關係，或未能吸引新的名創合夥人或當地代理商加入我們的門店網絡，我們的業務、經營業績及財務狀況可能會受到重大不利影響；及
- 我們的名創合夥人、當地代理商、下級代理商、第三方供應商或其他服務提供商的非法行為或不當行為，或其未能提供令人滿意的產品或服務，都可能對我們的業務、聲譽、財務狀況和經營業績產生重大不利影響。

Directors' Report

董事會報告

Risks related to doing business in China

A substantial portion of our business operations are conducted in China and we face various risks and uncertainties related to doing business in China, in particular, risks arising from the legal system in mainland China, including risks and uncertainties regarding the enforcement of laws and that rules and regulations in mainland China can change quickly with little advance notice, and the risk that the Chinese government may intervene or influence your operations at any time, or may exert more control over offerings conducted overseas and/or foreign investment in China-based issuers, which could result in a material change in your operations and/or the value of your securities. Risks and uncertainties related to doing business in China include, but are not limited to, the following:

- The PCAOB had historically been unable to inspect our auditor in relation to their audit work performed for our financial statements and the inability of the PCAOB to conduct inspections of our auditor in the past has deprived our investors of the benefits of such inspections;
- The ADSs may be prohibited from trading in the United States under the HFCAA in the future if the PCAOB is unable to inspect or investigate completely auditors located in China. The delisting of the ADSs, or the threat of their being delisted, may materially and adversely affect the value of your investment;
- The PRC government has significant authority in regulating our operations and may influence our operations. It may exert more oversight and control over offerings conducted overseas by, and/or foreign investment in, China-based issuers, which could significantly limit or completely hinder our ability to offer or continue to offer securities to investors and may cause the value of our Shares or the ADSs to significantly decline or be worthless;
- Changes in China's or global economic, political or social conditions or government policies could have a material and adverse effect on our business and results of operations;
- Uncertainties with respect to the legal system in mainland China could adversely affect us. Certain laws and regulations could limit the legal protections available to you and us;

與在中國經營業務有關的風險

我們絕大部分的業務運營在中國開展，且面臨各種與在中國經營業務有關的風險及不確定性，尤其是來自中國內地法律體系的風險（包括法律實施方面的風險和不確定性與中國內地的規章制度可能會在幾乎沒有提前通知的情況下迅速發生變化）以及中國政府可能隨時干預或影響閣下的經營的風險，或可能對海外產品供應及／或中國發行人的外商投資施加更多控制，這可能導致閣下的業務及／或閣下證券價值發生重大變動。與在中國經營業務有關的風險及不確定因素包括但不限於以下：

- 美國公眾公司會計監督委員會以往無法檢查我們的核數師為我們的財務報表所開展的審計工作，而美國公眾公司會計監督委員會過往無法對我們核數師進行檢查則剝奪了投資者享有該等檢查的利益；
- 根據HFCAA，美國存託股可能在未來（倘美國公眾公司會計監督委員會無法對中國境內的核數師進行全面檢查或調查）被禁止在美國交易。美國存託股被除牌或受到除牌的威脅可能會對閣下投資的價值產生重大不利影響；
- 中國政府於我們的業務上擁有很大的監管權，這可能影響我們的業務。中國政府可能對中國發行人在海外進行的發行及／或中國發行人的外商投資施加更多的監管及控制，這可能在很大程度上限制或完全阻礙我們向投資者發售證券或繼續發售證券的能力，且可能導致我們的股份及美國存託股的價值大幅下降或失去價值；
- 中國或全球的經濟、政治或社會狀況或政府政策的變更可能會對我們的業務及經營業績產生重大不利影響；
- 中國內地的法律體系相關的不確定性可能對我們產生不利影響。若干法律法規可能限制適用於閣下及我們的法律保護範圍；

- Litigation and negative publicity surrounding China-based companies listed in the U.S. may result in increased regulatory scrutiny of us and negatively impact the trading price of the ADSs and could have a material adverse effect upon our business, including our results of operations, financial condition, cash flows and prospects; and
- MINISO Group Holding Limited is a Cayman holding company and we may rely on dividends and other distributions on equity paid by our mainland China subsidiaries to fund any cash and financing requirements we may have, and any limitation on the ability of our mainland China subsidiaries or Hong Kong subsidiaries to make payments to us could have a material and adverse effect on our ability to conduct our business.
- 圍繞在美國上市的中國公司的訴訟及負面報道可能會導致對我們的監管審查增加，且對美國存託股的交易價格產生不利影響，並可能對我們的業務（包括經營業績、財務狀況、現金流及前景）產生重大不利影響；及
- 名創優品集團控股有限公司為於開曼群島控股公司，我們可能依靠中國內地附屬公司支付的股息及其他股權分派來滿足我們可能需要的任何現金需求及融資需求，任何對我們中國內地附屬公司或香港附屬公司的支付能力的限制可能對我們經營業務的能力產生重大不利影響。

Risks related to the ADSs and our Shares

Risks and uncertainties related to our ADSs and our Shares include, but are not limited to, the following:

- The trading price of the ADSs and our Shares has been volatile, which could result in substantial losses to investors;
- The concentration of our share ownership among executive officers, Directors, and principal Shareholders and their affiliated entities will likely limit investors' ability to influence corporate matters and could discourage others from pursuing any change of control transaction that holders of our Shares and the ADSs may view as beneficial; and
- Techniques employed by short sellers may drive down the market price of our Shares or the ADSs.
- 我們的美國存託股和股份的交易價格出現波動，這可能會給投資者帶來重大損失；
- 我們的股權集中於高級管理人員、董事以及主要股東及其聯屬實體將可能限制投資者影響公司事務的能力，並可能阻礙其他人士要求進行我們的股份及美國存託股持有人可能認為有益的控制權變更交易；及
- 賣空者所採用的手段可能導致我們的股份或美國存託股的市場價格下跌。

與美國存託股及股份有關的風險

與美國存託股及股份有關的風險及不確定因素包括但不限於以下：

ENVIRONMENTAL POLICIES AND PERFORMANCE

We are committed to fulfilling social responsibility, promoting employee benefits and development, protecting the environment, giving back to community and achieving sustainable growth. Details of such will be set out in our ESG Report published on the same date as this annual report.

環境政策及表現

我們致力於履行社會責任、提升僱員福利及促進其發展、保護環境以及回饋社會，以實現可持續增長。有關詳情載於與本年報同日刊發的環境、社會及管治報告中。

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

Save as may be disclosed in the ESG Report, we have complied with the relevant laws and regulations that have a significant impact on the operations of the Group during the Reporting Period.

遵守相關法律法規

於報告期，除環境、社會及管治報告可能披露的資料外，我們已遵守對本集團經營有重大影響的相關法律法規。

CONNECTED TRANSACTIONS

During the Reporting Period, save as disclosed in this annual report, no related party transaction disclosed in Note 27 to the consolidated financial statements falls under the definition of “connected transaction” or “continuing connected transaction” in Chapter 14A of the Listing Rules for which disclosure is required.

Logistics and Distribution Centre Lease Agreement

Reference is made to the results announcement of the Company dated August 30, 2024 in relation to, among others, the connected transaction of the Company. On August 30, 2024, the Company, through its wholly-owned subsidiary, MINISO Guangzhou, as the tenant, entered into a lease agreement (the “**Lease Agreement**”) with Miniso (Zhaoqing) Industrial Investment Co., Ltd. (“**MINISO Zhaoqing**”), as the landlord and a connected person of the Company, in relation to the lease of certain warehouses located in Zhaoqing City, Guangdong Province, the PRC. The Lease Agreement has a fixed term commencing from October 16, 2024 to December 31, 2027 (both days inclusive).

Rent and property management fees under the Lease Agreement are subject to progressive increment each year at a fixed rate. The total rent and property management fees payable (inclusive of tax) during the term of the Lease Agreement shall be in the range from RMB20.8 million to RMB25.5 million. A security deposit of RMB5.9 million which is equivalent to three months of rent and property management fees (inclusive of tax) shall be payable by MINISO Guangzhou within 30 days of signing the Lease Agreement. Pursuant to IFRS 16, the value of the right-of-use assets to be recognised as at the lease commencement date by the Group in connection with the Lease Agreement was approximately RMB63.6 million.

As MINISO Zhaoqing is an indirect wholly-owned subsidiary of YGF MC Limited which is wholly-owned by Mr. Ye, MINISO Zhaoqing is an associate of Mr. Ye and therefore also a connected person of the Company under the Listing Rules. Accordingly, the entering into of the Lease Agreement and the transaction contemplated thereunder constitute a connected transaction for the Company under Chapter 14A of the Listing Rules.

Further details of the Lease Agreement are set out in the announcement of the Company dated August 30, 2024.

關連交易

於報告期，除本年報所披露者外，概無綜合財務報表附註27中披露的關聯方交易屬《上市規則》第十四A章所界定須予以披露的「關連交易」或「持續關連交易」。

物流配送中心租賃協議

茲提述本公司日期為2024年8月30日的業績公告，內容有關（其中包括）本公司的關連交易。2024年8月30日，本公司通過其全資附屬公司名創廣州（作為租戶）與名創優品（肇慶）產業投資有限公司（「**名創優品肇慶**」）（作為業主及本公司的關連人士）訂立一項租賃協議（「**租賃協議**」），內容有關租賃位於中國廣東省肇慶市的若干倉庫。租賃協議的固定租期從2024年10月16日至2027年12月31日（包括首尾兩天）。

根據租賃協議，租金及物業管理費逐年以固定比例遞增。租賃協議期限內應付租金及物業管理費總額（含稅）為人民幣20.8百萬元至人民幣25.5百萬元之間。保證金為人民幣5.9百萬元，相當於三個月的租金及物業管理費（含稅），由名創廣州在簽署租賃協議30天內支付。根據《國際財務報告準則》第16號，本集團將於租賃開始日確認的租賃協議相關使用權資產的價值約為人民幣63.6百萬元。

由於名創優品肇慶為YGF MC Limited（由葉先生全資擁有）的間接全資附屬公司，故名創優品肇慶為葉先生的聯繫人，因此根據《上市規則》亦為本公司的關連人士。故此，根據《上市規則》第十四A章，訂立租賃協議及其項下擬進行的交易構成本公司的關連交易。

有關租賃協議的進一步詳情載列於本公司日期為2024年8月30日的公告。

PARTIALLY EXEMPT CONTINUING CONNECTED TRANSACTIONS

Procurement of Cosmetics and Beauty Products Framework Agreement

Reference is made to the announcement of the Company dated November 29, 2024 in relation to the continuing connected transactions of the Company. On June 27, 2022, MINISO Guangzhou (for itself and on behalf of other members of the Group) entered into a framework agreement (the “**Procurement of Cosmetics and Beauty Products Framework Agreement**”) with Wow Colour Beauty (Guangdong) Technology Limited (“**Wow Colour Beauty**”) in relation to the procurement of cosmetics and beauty products by the Group, with effect from the Listing Date. Pursuant to the Procurement of Cosmetics and Beauty Products Framework Agreement, Wow Colour Beauty would supply certain cosmetics and beauty products to the Group in the ordinary and usual course of business. The Procurement of Cosmetics and Beauty Products Framework Agreement has a term of three years commencing on the Listing Date and ending on June 30, 2025 (both days inclusive).

On November 29, 2024, MINISO Guangzhou (for itself and on behalf of other members of the Group) has entered into a renewed Procurement of Cosmetics and Beauty Products Framework Agreement with Wow Colour Beauty for a term ending on December 31, 2026.

As Mr. Ye indirectly holds approximately 78.4% equity interests in Wow Colour Beauty in aggregate, which includes approximately 1.6% equity interests held through his spouse, Wow Colour Beauty is an associate of Mr. Ye and therefore also a connected person of the Company under the Listing Rules. Accordingly, the transactions contemplated under the renewed Procurement of Cosmetics and Beauty Products Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The proposed annual cap for the fiscal year ended December 31, 2024 was RMB20.0 million. The actual transaction amount for the fiscal year ended December 31, 2024 was approximately RMB0.1 million.

部分豁免的持續關連交易

採購彩妝美容產品框架協議

茲提述本公司日期為2024年11月29日的公告，內容有關本公司的持續關連交易。於2022年6月27日，名創廣州（為其本身及代表本集團其他成員公司）與色界美妝（廣東）科技有限公司（「色界美妝」）訂立框架協議（「採購彩妝美容產品框架協議」），內容有關本集團採購彩妝美容產品，該協議自上市日期起生效。根據採購彩妝美容產品框架協議，色界美妝將在一般及日常業務過程中向本集團供應若干彩妝美容產品。採購彩妝美容產品框架協議的期限自上市日期起至2025年6月30日止（包括首尾兩天）為期三年。

於2024年11月29日，名創廣州（為其本身及代表本集團其他成員公司）與色界美妝已訂立經重續的採購彩妝美容產品框架協議，期限至2026年12月31日止。

由於葉先生合計間接持有色界美妝約78.4%的股權（其中包括通過其配偶持有的約1.6%的股權），故色界美妝為葉先生的聯繫人，因此根據《上市規則》亦為本公司的關連人士。因此，根據《上市規則》第十四A章，經重續的採購彩妝美容產品框架協議項下擬進行的交易構成本公司的持續關連交易。

截至2024年12月31日止財政年度的建議年度上限為人民幣20.0百萬元。截至2024年12月31日止財政年度的實際交易金額約為人民幣0.1百萬元。

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IP Licensing, Sales and Distribution Framework Agreement

Reference are made to the announcements of the Company dated September 15, 2023, March 12, 2024 and November 29, 2024 respectively in relation to the relevant continuing connected transactions of the Company and its subsequent termination. On June 27, 2022, Miniso Hong Kong Limited (“**MINISO HK**”), for itself and on behalf of other members of the Group, entered into a framework agreement (the “**IP Licensing, Sales and Distribution Framework Agreement**”) with MINISO Lifestyle Nigeria Limited (“**MINISO Nigeria**”), pursuant to which MINISO HK grants to MINISO Nigeria (i) exclusive licenses for the use of certain intellectual property rights in Nigeria owned by MINISO HK, including but not limited to trademarks, particular package and decoration, patents, technical know-how and operation standard (the “**Licensed IP Rights**”) that are owned by us charged by a one-off license fee based on the term of the licensing arrangement; and (ii) an exclusive right to establish MINISO stores in Nigeria as a distributor of the Group, with effect from July 13, 2022.

MINISO Nigeria will use the Licensed IP Rights within the scope specified in the IP Licensing, Sales and Distribution Framework Agreement. In addition, under the agreement, MINISO HK will sell and distribute to MINISO Nigeria the products under the brand of MINISO, including products which comprise intellectual property licensed by external IP licensors collaborating with the brand of MINISO. On March 12, 2024, in order to align with the new financial year end date of the Company, MINISO Development Hong Kong Limited, for itself and on behalf of other members of the Group, entered into a revised framework agreement (the “**Revised IP Licensing, Sales and Distribution Framework Agreement**”) with MINISO Nigeria, with a term commencing on the date of the agreement and ending on December 31, 2026 (both days inclusive).

As MINISO Nigeria is controlled by YGF MC Limited which is wholly-owned by Mr. Ye, MINISO Nigeria is an associate of Mr. Ye and therefore a connected person of the Company under the Listing Rules. Accordingly, the transactions contemplated under the Revised IP Licensing, Sales and Distribution Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The proposed annual cap for the fiscal year ended December 31, 2024 was RMB46.0 million. The actual transaction amount for the fiscal year ended December 31, 2024 before the termination of the relevant agreement as detailed below was approximately RMB15.7 million.

知識產權許可、銷售及分銷框架協議

茲提述本公司日期分別為2023年9月15日、2024年3月12日及2024年11月29日有關本公司持續關連交易以及後續的終止協議事項的公告。於2022年6月27日，名創優品(香港)有限公司(「**名創優品香港**」)(為其本身及代表本集團其他成員公司)與MINISO Lifestyle Nigeria Limited(「**MINISO Nigeria**」)訂立框架協議(「**知識產權許可、銷售及分銷框架協議**」)，據此，名創優品香港向MINISO Nigeria授予(i)使用由名創優品香港於尼日利亞擁有的若干知識產權的獨家許可，包括但不限於我們擁有的商標、特定包裝及裝飾、專利、技術知識及操作標準(「**獲許可知識產權**」)，並根據許可安排的條款收取一次性授權費；及(ii)作為本集團的代理商在尼日利亞開設名創優品門店的獨家權利，該協議自2022年7月13日起生效。

MINISO Nigeria將在知識產權許可、銷售及分銷框架協議規定範圍內使用獲許可知識產權。此外，根據該協議，名創優品香港將名創優品品牌下的產品銷售及分銷予MINISO Nigeria，包括外部知識產權許可方在與名創優品品牌合作中授予知識產權的產品。於2024年3月12日，為與本公司新的財政年度結算日保持一致，名創優品香港發展有限公司(為其本身及代表本集團其他成員公司)與MINISO Nigeria訂立經修訂框架協議(「**經修訂知識產權許可、銷售及分銷框架協議**」)，協議期限自協議日期起至2026年12月31日(包括首尾兩日)止。

由於MINISO Nigeria由葉先生全資擁有的YGF MC Limited控制，故MINISO Nigeria為葉先生的聯繫人，因此根據《上市規則》為本公司的關連人士。因此，根據《上市規則》第十四A章，經修訂知識產權許可、銷售及分銷框架協議項下擬進行的交易構成本公司的持續關連交易。

截至2024年12月31日止財政年度的建議年度上限為人民幣46.0百萬元。在相關協議終止前(如下文所詳述)，截至2024年12月31日止財政年度的實際交易金額約為人民幣15.7百萬元。

On November 29, 2024, MINISO Development Hong Kong Limited entered into a termination agreement (the “**Termination Agreement**”) with MINISO Nigeria in relation to, among others, the early termination of the Revised IP Licensing, Sales and Distribution Framework Agreement with immediate effect. Upon such termination, all rights and obligations of the parties to the Revised IP Licensing, Sales and Distribution Framework Agreement shall cease and no party shall have any claim against each other in connection with the Revised IP Licensing, Sales and Distribution Framework Agreement. Further details of the early termination of the Revised IP Licensing, Sales and Distribution Framework Agreement are set out in the announcement of the Company dated November 29, 2024.

Confirmation from Independent Non-executive Directors

Our independent non-executive Directors have reviewed the aforementioned continuing connected transactions and confirmed that such continuing connected transactions have been entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better; and
- (c) according to the agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Confirmations from the Auditor

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information and with reference to Practice Note 740 (Revised), Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules issued by the Hong Kong Institute of Certified Public Accountants. The Company's auditor has expressed unqualified conclusions in respect of the continuing connected transactions disclosed above in accordance with Rule 14A.56 of the Listing Rules.

The auditor has confirmed in a letter to the Board that, with respect to the aforesaid continuing connected transactions entered into in the Reporting Period:

- (i) nothing has come to the auditor's attention that causes the auditor to believe that the disclosed continuing connected transactions have not been approved by the Board;

於2024年11月29日，名創優品香港發展有限公司與MINISO Nigeria訂立終止協議（「終止協議」），內容有關（其中包括）提早終止經修訂知識產權許可、銷售及分銷框架協議，即時生效。終止後，經修訂知識產權許可、銷售及分銷框架協議各訂約方的所有權利及義務即告終止，任何一方均不得就經修訂知識產權許可、銷售及分銷框架協議向另一方提出任何索償。有關提前終止經修訂知識產權許可、銷售及分銷框架協議的進一步詳情載列於本公司日期為2024年11月29日的公告。

獨立非執行董事的確認

我們的獨立非執行董事已審閱上述持續關連交易並確認該等持續關連交易：

- (a) 於本集團的一般及日常業務過程中訂立；
- (b) 按一般商業條款或更佳條款訂立；及
- (c) 根據規管該等交易的協議訂立，其條款屬公平合理，並符合股東的整體利益。

核數師的確認

本公司核數師根據香港核證委聘準則第3000號（經修訂）《審計或審閱過往財務資料以外的核證委聘》，並參考香港會計師公會頒佈的實務說明第740號（經修訂）《關於香港上市規則下持續關連交易的核數師函件》執行本集團持續關連交易的報告工作。本公司的核數師已根據《上市規則》第14A.56條就上述所披露的持續關連交易發表無保留結論。

核數師已於致董事會函件中就有關報告期訂立的上列持續關連交易進行確認：

- (i) 核數師並無發現任何事項令其認為所披露的持續關連交易未獲董事會批准；

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- (ii) for transactions involving the provision of goods or services by the Group, nothing has come to the auditor's attention that causes the auditor to believe that the disclosed continuing connected transactions were not, in all material respects, in accordance with the pricing policies of the Group;
- (iii) nothing has come to the auditor's attention that causes the auditor to believe that the disclosed continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (iv) nothing has come to the auditor's attention that causes the auditor to believe that the disclosed continuing connected transactions have exceeded the annual caps as set by the Company.

MAJOR CUSTOMERS AND MAJOR SUPPLIERS

During the Reporting Period, less than 30% of our total revenue was generated from our five largest customers combined and less than 30% of our total purchases was made from the five largest suppliers combined.

None of the Directors, their respective close associates, or any Shareholder (which to the best of the Directors' knowledge owns more than 5% of the number of issued Shares) had any interest in any of our five largest customers or suppliers during the Reporting Period.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the laws of the Cayman Islands which would oblige the Company to offer new Shares on a pro-rata basis to the existing Shareholders.

TAX RELIEF AND EXEMPTION OF HOLDERS OF LISTED SECURITIES

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding of our Company's securities.

SUBSIDIARIES

Particulars of the Company's principal subsidiaries are set out in Note 1 to the consolidated financial statements.

- (ii) 就涉及本集團提供貨品或服務的交易而言，核數師並無發現任何事項令其認為所披露的持續關連交易在所有重大方面不符合本集團的定價政策；
- (iii) 核數師並無發現任何事項令其認為所披露的持續關連交易在所有重大方面均未按照約束此等交易的相關協議進行；及
- (iv) 核數師並無發現任何事項令其認為所披露的持續關連交易超出本公司設定的年度上限。

主要客戶及主要供應商

於報告期內，來自我們五大客戶的收入合計少於總收入的30%，來自五大供應商的採購額合計少於採購總額的30%。

於報告期內，概無董事、其各自緊密聯繫人或任何股東（據董事所深知擁有已發行股份數目的5%以上）在我們的任何五大客戶或供應商中擁有任何權益。

優先購買權

開曼群島法例中並無條文規定本公司須按比例向現有股東提呈發售新股份的優先購買權。

上市證券持有人的稅項寬免及豁免

據董事所知，並不存在股東因持有本公司證券而可享有任何稅項寬免及豁免。

附屬公司

本公司主要附屬公司的詳情載於綜合財務報表附註1。

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Reporting Period are set out in Note 11 to the consolidated financial statements.

During the Reporting Period, none of the Company's properties are held for development and/or sale or for investment purposes.

SHARE CAPITAL AND SHARES ISSUED

Details of movements in the share capital of the Company for the Reporting Period are set out in Notes 22 and 28 to the consolidated financial statements and "Other information – Purchase, sale or redemption of the Company's listed securities" in this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors as of the date of this annual report, the Company has maintained the prescribed percentage of public float under the Listing Rules.

DONATIONS

During the Reporting Period, the Group made charitable donations of RMB6.4 million.

DEBENTURE ISSUED

Our Group did not issue any debentures during the Reporting Period.

EQUITY-LINKED AGREEMENTS

Save as disclosed in the section headed "2020 Share Incentive Plan" in this annual report, no equity-linked agreement was entered into by the Group, or existed during the Reporting Period.

For further information in relation to the issuance of equity linked securities by the Company in January 2025, please refer to the section headed "Recent Developments After The Reporting Period" in this annual report and the announcements of the Company dated January 7, 2025 and January 14, 2025.

DIVIDEND

On March 12, 2024, the Board approved the distribution of a special cash dividend in the amount of US\$0.2900 per ADS or US\$0.0725 per Share, which has been paid on April 9, 2024 for holders of Shares and April 12, 2024 for holders of ADSs. The aggregate amount of cash dividend paid was approximately US\$90.6 million.

物業、廠房及設備

本集團於報告期的物業、廠房及設備變動的詳情載於綜合財務報表附註11。

於報告期，本公司的物業概無持作開發及／或出售或作投資目的。

已發行股本及股份

本公司於報告期的股本變動的詳情載於本年報綜合財務報表附註22和28及「其他資料－購買、出售或贖回本公司的上市證券」一節。

充足公眾持股量

根據本公司可獲得的公開資料及據董事所知，截至本年報日期，本公司維持《上市規則》規定的公眾持股量百分比。

捐贈

於報告期，本集團作出慈善捐贈約人民幣6.4百萬元。

已發行債券

於報告期，本集團並無發行任何債券。

股本掛鈎協議

除本年報「2020年股份激勵計劃」一節所披露者外，於報告期，本集團並無訂立或存在任何股本掛鈎協議。

有關本公司於2025年1月發行的股本掛鈎證券的詳情，請參閱本年報的「報告期後的最新進展」一節及本公司日期為2025年1月7日及2025年1月14日的公告。

股息

於2024年3月12日，董事會批准派發特別現金股息，金額為每股美國存託股0.2900美元或每股股份0.0725美元，已於2024年4月9日向股份持有人派付及於2024年4月12日向美國存託股持有人派付。支付的現金股息總額約為90.6百萬美元。

Directors' Report

董事會報告

On August 30, 2024, the Board approved the distribution of an interim cash dividend in the amount of US\$0.2744 per ADS or US\$0.0686 per Share, which has been paid on September 23, 2024 for holders of Shares in Hong Kong and September 27, 2024 for holders of ADSs and Shares of record as of the close of business on September 13, 2024, New York Time and Beijing/Hong Kong Time, respectively. The aggregate amount of cash dividend paid was approximately US\$85.2 million.

On March 21, 2025, the Board approved the distribution of a final cash dividend in the amount of US\$0.3268 per ADS or US\$0.0817 per Share, to holders of ADSs and Shares of record as of the close of business on April 8, 2025, New York Time and Beijing/Hong Kong Time, respectively. The ex-dividend date for holders of Shares in Hong Kong was April 7, 2025; and the ex-dividend date for holders of ADSs was April 8, 2025. The payment date was April 17, 2025 for holders of Shares and around April 23, 2025 for holders of ADSs. The aggregate amount of cash dividend has been paid was approximately US\$101.4 million (RMB740.4 million at an exchange rate of RMB7.2993 to US\$1.0000), which was approximately 50% of the Company's adjusted net profit for the fiscal year ended December 31, 2024 and was distributed from additional paid-in capital and settled by a cash distribution.

PERMITTED INDEMNITY

Pursuant to Article 163 of the Articles of Association and subject to the applicable laws and regulations, every Director shall be indemnified and secured harmless against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities which they or any of them incurred or sustained, other than by reason of such Director's own dishonesty, wilful default or fraud, in or about the conduct of our Company's business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of his duties, powers, authorities or discretions. A permitted indemnity provision (as defined in section 469 of the Companies Ordinance) for the benefit of the Directors has been in force for the Reporting Period.

RESERVES

Details of movements in the reserves of the Group and the Company during the Reporting Period are set out in the consolidated statement of changes in equity on pages 102 to 103 and in Note 28 to the consolidated financial statements, respectively.

As of December 31, 2024, the Company had distributable reserve of RMB10,106.7 million.

於2024年8月30日，董事會批准向紐約時間及北京／香港時間2024年9月13日營業結束時登記在冊的美國存託股及股份持有人派發中期現金股息，金額為每股美國存託股0.2744美元或每股股份0.0686美元，已於2024年9月23日向香港股份持有人及於2024年9月27日向美國存託股持有人支付。支付的現金股息總額約為85.2百萬美元。

於2025年3月21日，董事會批准向紐約時間及北京／香港時間2025年4月8日營業結束時登記在冊的美國存託股及股份持有人派發末期現金股息，金額為每股美國存託股0.3268美元或每股股份0.0817美元。香港股份持有人除息日為2025年4月7日；美國存託股持有人的除息日為2025年4月8日。股份持有人的派付日期為2025年4月17日，而美國存託股持有人的派付日期為2025年4月23日前後。已支付的現金股息總額約為101.4百萬美元（按人民幣7.2993元兌1.0000美元的匯率計算，為人民幣740.4百萬元），約佔本公司截至2024年12月31日止財政年度經調整淨利潤的50%，從資本公積中分派，並以現金的方式支付。

獲准許的彌償保證

根據組織章程細則第163條及在適用法律法規的規限下，所有董事因執行本公司業務或事務（包括因任何判斷錯誤所致）或因行使或履行其職責、權力、授權或酌情權而發生或遭受的所有訴訟、法律程序、成本、費用、開銷、損失、損害或責任（因該董事本身的不誠實、故意失職或欺詐行為所導致者除外），均應由本公司給予補償並確保其免受損失。當前有關董事利益的獲准許的彌償保證條文（定義見《公司條例》第469條）於報告期一直生效。

儲備

本集團及本公司於報告期的儲備變動詳情分別載於第102至103頁的綜合權益變動表及綜合財務報表附註28。

截至2024年12月31日，本公司的可分派儲備為人民幣10,106.7百萬元。

LOANS AND BORROWINGS

As of December 31, 2024, the loans and borrowings of the Group was RMB571.3 million.

DIRECTORS' SERVICE CONTRACTS

Our executive Director entered into a service agreement with our Company on June 26, 2022. The term of appointment shall be for an initial term of three years from the Listing Date or until the third annual general meeting of our Company after the Listing Date, whichever is sooner (subject to retirement as and when required under the Articles of Association). The term of appointment shall also be automatically renewed for successive periods of three years. Either party may terminate the agreement by giving not less than 30 days' written notice.

Each of our independent non-executive Directors entered into an amended and restated director agreement with our Company on June 26, 2022. The term of appointment shall be for an initial term of three years from the Listing Date or until the third annual general meeting of our Company after the Listing Date, whichever is sooner (subject to retirement as and when required under the Articles of Association). The term of appointment shall also be automatically renewed for successive periods of three years. Either party may terminate the agreement by giving not less than 30 days' written notice, or such shorter period as the parties may agree upon.

None of the Directors proposed for re-election at the forthcoming annual general meeting of the Company has or is proposed to have a service agreement with any member of our Group other than agreements expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

None of the Directors or any entity connected with the Directors had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party subsisting during the Reporting Period.

貸款及借款

截至2024年12月31日，本集團的貸款及借款為人民幣571.3百萬元。

董事的服務合約

我們的執行董事已於2022年6月26日與本公司簽訂了一份服務協議。委任期限自上市日期起初步為期三年，或直至上市日期後本公司的第三屆股東週年大會（以較早者為準）（惟須按組織章程細則規定退任）。任期亦應於屆滿後自動續期三年。任何一方均可發出不少於30日的書面通知終止協議。

本公司已與每位獨立非執行董事於2022年6月26日簽訂了經修訂及重列的董事協議。委任期限自上市日期起初步為期三年，或直至上市日期後本公司的第三屆股東週年大會（以較早者為準）（惟須按組織章程細則規定退任）。任期亦應於屆滿後自動續期三年。任何一方均可發出不少於30日或雙方商定的更短期限的書面通知終止協議。

擬於本公司應屆股東週年大會上重選的董事概無與本集團任何成員公司訂立或擬訂立服務合約，惟將於一年內到期或可由僱主於一年內終止而毋須支付補償（法定補償除外）的協議除外。

董事於重大交易、安排或合約的權益

於報告期，概無董事或任何與董事有關連的實體於本公司、其控股公司或其任何附屬公司或同系附屬公司所訂立的任何重大交易、安排或合約中直接或間接擁有重大權益。

Directors' Report 董事會報告

EMOLUMENTS OF DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

In compliance with the Corporate Governance Code, the Company has established the Compensation Committee to formulate remuneration policies.

The remuneration is determined and recommended based on each Director's and senior management personnel's qualification, position and seniority. As for the independent non-executive Directors, their remuneration is determined by the Board upon recommendation from the Compensation Committee.

The Directors and the senior management personnel are eligible participants of 2020 Share Incentive Plan, details of which are set out in this annual report and Note 23 to the consolidated financial statements.

Details of the remuneration of the Directors, senior management and the five highest paid individuals are set out in Notes 27, 31 and 32 to the consolidated financial statements.

None of the Directors waived or agreed to waive any remuneration and there were no emoluments paid by the Group to any of the Directors as an inducement to join, or upon joining the Group, or as compensation for loss of office.

CONTRACTS WITH CONTROLLING SHAREHOLDERS

Save as disclosed in this annual report, no contract of significance or contract of significance for the provision of services has been entered into among the Company or any of its subsidiaries and the Controlling Shareholders or any of their subsidiaries during the Reporting Period.

MANAGEMENT CONTRACTS

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

董事薪酬及五名最高薪酬人士

本公司已根據《企業管治守則》成立薪酬委員會，以制定薪酬政策。

薪酬乃基於各董事及高級管理層人員的資格、職位及年資釐定及建議。獨立非執行董事的薪酬乃由董事會根據薪酬委員會的建議釐定。

董事及高級管理人員均為2020年股份激勵計劃的合資格參與者，其詳情載於本年報及綜合財務報表附註23。

董事、高級管理層及五名最高薪酬人士的薪酬詳情載於綜合財務報表附註27、31和32。

概無董事豁免或同意豁免任何薪酬，且本集團並無向任何董事支付酬金以作為其加入本集團時或加入後的入職獎勵或作為離職補償。

與控股股東訂立的合約

除本年報所披露者外，於報告期內，本公司或其任何附屬公司概無與控股股東或其任何附屬公司訂立任何重大合約或重大服務合約。

管理合約

於報告期內，並無訂立或存續任何有關本公司全部或主要部分業務的管理及行政的合約。

AUDITOR

The consolidated financial statements of the Group have been audited by KPMG. There was no change in our Company's independent external auditors during the Reporting Period.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this annual report, at no time during the Reporting Period was the Company or any of its subsidiaries, fellow subsidiaries or its holdings companies a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate; and none of the Directors, or any of their spouse or children under the age of 18, had any right to subscribe for equity or debt securities of the Company or any other body corporate, or had exercised any such right.

CONTROLLING SHAREHOLDERS' AND DIRECTORS' INTERESTS IN COMPETING BUSINESS

Each of our Controlling Shareholders and Directors confirms that during the Reporting period, he or she did not have any interest in a business which materially competes or is likely to compete, directly or indirectly, with our business, and requires disclosure under Rule 8.10 of the Listing Rules.

By order of the Board
Mr. YE Guofu
Executive Director and Chairman

Hong Kong
April 24, 2025

核數師

本集團的綜合財務報表已經畢馬威會計師事務所審計。報告期內本公司的獨立外部核數師並無變動。

董事收購股份或債權證的權利

除本年報所披露者外，於報告期內的任何時間，本公司或其任何附屬公司、同系附屬公司或其控股公司並無作為任何安排的一方，以使董事可通過購買本公司或任何其他法人團體的股份或債權證獲得利益，而董事或其各自的配偶或十八歲以下的子女概無擁有任何認購本公司或任何其他法人團體的股本或債務證券的權利，亦未曾行使任何此等權利。

控股股東及董事於競爭業務的權益

各控股股東及董事確認，於報告期內，其並無於直接或間接與我們的業務構成重大競爭或可能構成競爭且根據《上市規則》第8.10條須予披露的業務中擁有任何權益。

承董事會命
執行董事兼主席
葉國富先生

香港
2025年4月24日

Directors and Senior Management 董事及高級管理層

DIRECTORS

Executive Director

Mr. YE Guofu (葉國富), aged 47, has served as a director since January 2020 and was re-designated as an executive Director with effect from the Listing Date. Mr. Ye is our founder and has served as the chairman of the Board and the chief executive officer of our Company since February 2020. Mr. Ye is responsible for the overall strategy, business development and management of our Group.

Mr. Ye founded MINISO Corporation, the predecessor of our Group, in August 2009 and has since then served as the chief executive officer of MINISO Corporation until August 2018. After MINISO Guangzhou, our PRC holding entity before we established our offshore holding structure, was established in October 2017, Mr. Ye has since then been serving as a director and the general manager of MINISO Guangzhou. Mr. Ye accumulated immense mastery in trendy fashion during the period of Chinese economic transformation and seized the opportunity to improve the social quality consumption patterns, bringing a new business model in China.

Mr. Ye has also served as a director of Yonghui Superstores Co., Ltd* (SSE: 601933) since March 2025.

Mr. Ye received his junior college diploma in economic management from Zhongnan University of Economics and Law in China in July 2001.

董事

執行董事

葉國富先生，47歲，自2020年1月起擔任董事，並自上市日期起獲調任為執行董事。葉先生為我們的創始人，並自2020年2月起擔任董事會主席兼本公司首席執行官。葉先生負責本集團的整體戰略、業務發展及管理。

於2009年8月，葉先生創立名創優品股份有限公司（本集團的前身），其後直至2018年8月一直擔任名創優品股份有限公司的首席執行官。在我們建立離岸控股結構之前的中國控股實體名創廣州於2017年10月成立後，葉先生一直擔任名創廣州的董事兼總經理。葉先生在中國經濟轉型期積累了深厚的潮流的時尚品味，並通過捕捉社會優質消費升級的契機，將新的商業模式引進中國市場。

葉先生自2025年3月起擔任永輝超市股份有限公司（上交所：601933）的董事。

葉先生於2001年7月在中國取得中南財經政法大學經濟管理大專文憑。

* For identification purpose only

Independent Non-Executive Directors

Ms. XU Lili (徐黎黎), aged 43, has served as our independent director since October 2020 and was re-designated as an independent non-executive Director with effect from the Listing Date.

Ms. Xu has served as an independent director of Yalla Group Limited (NYSE: YALA), a social networking and entertainment platform company listed on the NYSE, since February 2021. In addition, Ms. Xu has served as the chief financial officer of ClouDr Group Limited (HKEX: 9955), a chronic condition management solution provider in China, since October 2020. Prior to that, Ms. Xu served as the chief financial officer of Tongdao Liepin Group (HKEX: 6100), a company engaging in the provision of a variety of talent acquisition services to individual, businesses and head hunters listed on the Main Board of the HKEX, from March 2014 to September 2020 and an executive director from March 2018 to September 2020. Prior to that, Ms. Xu held various positions at General Electric Company (NYSE: GE), a high-tech industrial company listed on the NYSE, including as the chief financial officer of GE Power Generation Services China, from January 2005 to March 2014.

Ms. Xu received a bachelor's degree in international business from Nanjing University in China in June 2003 and a master of science degree in local economic development from the London School of Economics and Political Science in the United Kingdom in November 2004. Ms. Xu is a public accountant certified by the Board of Accountancy of Washington State of the United States since June 2012.

獨立非執行董事

徐黎黎女士，43歲，自2020年10月起擔任獨立董事，並自上市日期起獲調任為獨立非執行董事。

徐女士自2021年2月起擔任Yalla Group Limited（一家在紐交所上市的社交網絡及娛樂平台公司，紐交所：YALA）的獨立董事。此外，徐女士自2020年10月起擔任智雲健康科技集團（一家位於中國的慢性病管理解決方案供應商，聯交所：9955）的首席財務官。此前，徐女士於2014年3月至2020年9月擔任同道獵聘集團（一家於聯交所主板上市的公司，從事向個人、企業及獵頭公司提供多種人才招募服務，聯交所：6100）的首席財務官，並於2018年3月至2020年9月擔任執行董事。此前，徐女士曾於2005年1月至2014年3月在通用電氣公司（一家在紐交所上市的高科技工業公司，紐交所：GE）擔任多個職位，包括擔任GE Power Generation Services China的首席財務官。

徐女士於2003年6月獲得中國南京大學國際商務學士學位，並於2004年11月獲得英國倫敦政治經濟學院地方經濟發展理學碩士學位。徐女士自2012年6月起成為美國華盛頓州會計委員會的註冊會計師。

Directors and Senior Management 董事及高級管理層

Mr. ZHU Yonghua (朱擁華), aged 44, has served as our independent director since October 2020 and was re-designated as an independent non-executive Director with effect from the Listing Date.

Mr. Zhu has been the founding partner of Long-Z (formerly Meituan DragonBall Capital), a venture capital fund, since January 2017 in charge of the overall investment of Long-Z and a vice president of Meituan (HKEX: 3690) (formerly Meituan Dianping). Mr. Zhu served as an executive director of the department of investment in modern agriculture and food at Legend Holdings Corporation (HKEX: 3396), a leading industrial investment and operations company in China listed on the Main Board of the HKEX, from November 2014 to December 2016. Mr. Zhu worked at Tiantu Capital, an investment management company, from July 2007 to October 2014 including as a partner from December 2013 to October 2014.

Mr. Zhu received a master's degree in finance from Newcastle University in the United Kingdom in December 2005.

Mr. WANG Yongping (王永平), aged 56, has served as our independent director since November 2021 and was re-designated as an independent non-executive Director with effect from the Listing Date. Mr. Wang has served as the president of China Commercial Real Estate Association since August 2016 and as a vice chairman of the Commerce Economy Association of China since April 2018. Mr. Wang has also served as an independent director of Easyhome New Retail Group Co., Ltd. (SZSE: 0785), a China-based company engaging in investment, development, merchandize distributorship, marketing and service of the home building material industry and listed on the SZSE, since December 2019, and an independent non-executive director of SCE Intelligent Commercial Management Holdings Limited (HKEX: 0606), a China-based investment holding company that mainly provides integrated property management services listed on the Main Board of the HKEX, since June 2021, and an independent director of Winner Technology Co., Ltd. (SZSE: 300609) ("**Winner Technology**"), a China-based company principally engaged in offline consumer behavior data analysis, and listed on the SZSE, since May 2023, and a director of Yonghui Superstores Co., Ltd* (SSE: 601933) since March 2025. From April 2017 to May 2020, he served as an independent director of Winner Technology.

朱擁華先生，44歲，自2020年10月起擔任獨立董事，並自上市日期起獲調任為獨立非執行董事。

朱先生自2017年1月起成為風險投資基金Long-Z (前稱美團龍珠資本)的創始合夥人，負責Long-Z的整體投資，並擔任美團(聯交所：3690)(前稱美團點評)的副總裁。朱先生於2014年11月至2016年12月擔任聯想控股股份有限公司(一家於聯交所主板上市的中國領先產業投資及運營公司，聯交所：3396)現代農業及食品投資部執行董事。朱先生於2007年7月至2014年10月任職於投資管理公司天圖投資，其中於2013年12月至2014年10月擔任合夥人。

朱先生於2005年12月獲得英國紐卡斯爾大學金融碩士學位。

王永平先生，56歲，自2021年11月起擔任我們的獨立董事，並自上市日期起獲調任為獨立非執行董事。王先生自2016年8月起擔任全聯房地產商會商業地產工作委員會會長，且自2018年4月起擔任中國商業經濟學會副會長。自2019年12月起，王先生亦擔任居然之家新零售集團股份有限公司(一家在深交所上市、從事家居建材行業的投資、開發、商品代理、市場銷售及服務的中國公司，深交所：0785)的獨立董事，並自2021年6月起擔任中駿商管智慧服務控股有限公司(一家於聯交所主板上市的中國投資控股公司，主要提供綜合物業管理服務，聯交所：0606)的獨立非執行董事。自2023年5月起，王先生擔任匯納科技股份有限公司(「匯納科技」)(一家在深交所上市、主要從事線下用戶行為數據分析的中國公司，深交所：300609)的獨立董事，並自2025年3月起擔任永輝超市股份有限公司(上交所：601933)的董事。自2017年4月至2020年5月，他曾擔任匯納科技的獨立董事。

* For identification purpose only

Mr. Wang was an independent director of Shanghai Youyouto Investment Development Co., Ltd. (“**Shanghai Youyouto**”), a limited liability company established in the PRC principally engaged in the operation of children’s indoor amusement park, from March 2016 to March 2019, where he was primarily responsible for providing independent advice on its operations and management. Shanghai Youyouto was declared bankrupt on December 22, 2020 and is currently in the process of liquidation. Mr. Wang confirmed that he was not involved in the management and operation of the business of Shanghai Youyouto. During his directorship with Shanghai Youyouto, Mr. Wang attended the meetings of Shanghai Youyouto as its independent director whenever notified and had reviewed meeting proposals and resolutions provided to him in relation to the composition of the board of directors, appointment of new directors and amendment of Shanghai Youyouto’s articles of association. Mr. Wang confirmed that he had not breached his fiduciary duties and duties of due diligence during his directorship with Shanghai Youyouto. Mr. Wang further confirmed that to the best of his knowledge and belief, as of the Latest Practicable Date, no claims had been made against him and he was not aware of any threatened or potential claims made against him and there are no outstanding claims and/or liabilities as a result of the liquidation of Shanghai Youyouto.

Before joining our Group, Mr. Wang held various senior management positions in several national commercial real estate institutions. Mr. Wang served as a director at Beijing Sperry Real Estate Brokerage Co., Ltd. from March 2014 to February 2020. He also served as an executive general manager mainly responsible for its daily management at Zhongshang Lianmeng (Beijing) Real Estate Consulting Co., Ltd. from April 2011 to December 2020. Mr. Wang served as an executive vice secretary-general, vice chairman and secretary-general at China Federation of Urban Commercial Outlets Construction Administration from November 2003 to July 2010. He served as a director at Zhongshang Lianmeng (Beijing) Commercial Investment Co., Ltd. from September 2011 to July 2017. Mr. Wang also served as an executive editor-in-chief and editor-in-chief at Journal of Commercial Economics from May 2002 to September 2018 and as a reporter and a chief reporter, mainly responsible for business news gathering and editing at China Business Herald from September 1990 to April 2002.

Mr. Wang received his bachelor’s degree in economics from Hangzhou College of Commerce (now known as Zhejiang Gongshang University) in China in July 1990.

自2016年3月至2019年3月，王先生擔任上海悠游堂投資發展股份有限公司（「**上海悠游堂**」）（一家在中國成立的有限公司，主要從事兒童室內遊樂園的運營）的獨立董事，主要負責為該公司的運營和管理提供獨立意見。上海悠游堂於2020年12月22日宣告破產，目前正在清盤過程中。王先生確認其並未涉及上海悠游堂的業務管理及運營。在擔任上海悠游堂董事期間，王先生作為獨立董事按通知出席上海悠游堂的會議，並已審閱所收到的有關董事會組成、委任新董事及修訂上海悠游堂組織章程細則的會議議案及決議。王先生確認在其擔任上海悠游堂董事期間，並未違反其受信責任及盡職調查職責。王先生進一步確認，據其所深知及確信，截至最後實際可行日期，概無對其提出的申索，亦未知悉任何對其提出的威脅或潛在申索，且無因上海悠游堂清盤而引致的待決申索及／或法律責任。

在加入本集團之前，王先生曾在多個全國性商業地產機構擔任高級管理職位。自2014年3月至2020年2月，王先生擔任北京斯佩里房地產經紀有限公司董事。自2011年4月至2020年12月，其亦擔任中商聯盟（北京）房地產諮詢有限公司的執行總經理，主要負責該公司日常管理。自2003年11月至2010年7月，王先生於中國城市商業網點建設管理聯合會先後擔任執行副秘書長、副會長兼秘書長。自2011年9月至2017年7月，其擔任中商聯盟（北京）商業投資有限公司的董事。自2002年5月至2018年9月，王先生還擔任《商業經濟研究》雜誌社的執行總編輯兼總編輯；自1990年9月至2002年4月，王先生先後擔任《中國商報》的記者和主任記者，主要負責商業新聞採編工作。

王先生於1990年7月在中國獲得杭州商學院（現為浙江工商大學）的經濟學學士學位。

Directors and Senior Management 董事及高級管理層

SENIOR MANAGEMENT

Our senior management team comprises Mr. YE Guofu, an executive Director, Ms. YANG Yunyun and Mr. ZHANG Jingjing.

Mr. YE Guofu (葉國富) See “– Executive Director” for the biography of Mr. YE Guofu.

Ms. YANG Yunyun (楊雲雲), aged 48, has served as a vice president of our Company since February 2020. Ms. Yang is responsible for the risk management and internal controls of our operations.

Ms. Yang has been serving as a director of MINISO Corporation since August 2009 and served as an executive vice president of the risk management center of MINISO Corporation from September 2009 to August 2018. After MINISO Guangzhou was established, Ms. Yang has served as an executive vice president of MINISO Guangzhou in charge of risk management since August 2018 and served as a director of MINISO Guangzhou from December 2018 to March 2020.

Ms. Yang completed a specialist online course on mental health education at Beijing Normal University in July 2020.

Mr. ZHANG Jingjing (張靖京), aged 38, has served as the chief financial officer and vice president of our Company since January 2023. Prior to his promotion as the chief financial officer, Mr. Zhang served as the vice president of capital markets of our Company from September 2022, in charge of our Company’s capital markets matters, including investor relations, strategic investment and acquisitions, as well as corporate strategy and treasury. Mr. Zhang joined us in January 2021 as the director of capital markets. Mr. Zhang has 13 years of experience in capital markets. He started his career in auditing at PricewaterhouseCoopers, after which he served in various roles mainly in capital markets in the U.S., Hong Kong and China A share markets, including Qutoutiao Inc. (NASDAQ: QTT) and Weibo Corp. (NASDAQ: WB). Mr. Zhang has served as a director of Yonghui Superstores Co., Ltd* (SSE: 601933) since March 2025. Mr. Zhang received his dual bachelor degrees in World History and Business Administration from Nankai University in June 2011 and is currently an FMBA candidate of the executive program at China Europe International Business School. Mr. Zhang is a Chartered Financial Analyst and a non-practicing member of the Chinese Institute of Certified Public Accountants.

高級管理層

我們的高級管理團隊包括執行董事葉國富先生、楊雲雲女士及張靖京先生。

有關葉國富先生的履歷，請參閱「–執行董事」。

楊雲雲女士，48歲，自2020年2月擔任本公司副總裁。楊女士負責本集團營運的風險管理及內控工作。

楊女士自2009年8月起一直擔任名創優品股份有限公司的董事，並於2009年9月至2018年8月擔任名創優品股份有限公司風險管理中心的執行副總裁。名創廣州成立後，楊女士自2018年8月擔任名創廣州的執行副總裁，負責風險管理，並於2018年12月至2020年3月擔任名創廣州的董事。

楊女士於2020年7月完成北京師範大學心理健康教育專業在線課程。

張靖京先生，38歲，自2023年1月起擔任本公司的首席財務官兼副總裁。在晉升為首席財務官之前，張先生自2022年9月起擔任本公司資本市場副總裁，負責本公司的資本市場事務，包括投資者關係、戰略投資和收購、企業戰略和資金管理。張先生於2021年1月加入我們，擔任資本市場總監。張先生在資本市場擁有13年的經驗。他的職業生涯始於普華永道會計事務所從事審計工作。之後主要於美國、香港及中國A股市場的資本市場擔任過各種職務，其中包括趣頭條公司(NASDAQ: QTT)和微博股份有限公司(NASDAQ: WB)。張先生自2025年3月起擔任永輝超市股份有限公司(上交所: 601933)的董事。張先生於2011年6月畢業於南開大學，獲世界史和工商管理雙學位，目前就讀於中歐國際工商學院金融MBA課程。張先生是一名特許金融分析師和中國註冊會計師協會的非執業會員。

* For identification purpose only

JOINT COMPANY SECRETARIES

Our joint company secretaries are Mr. ZHANG Jingjing and Ms. WONG Hoi Ting.

Mr. ZHANG Jingjing (張靖京) See “Senior Management” for the biography of Mr. ZHANG Jingjing.

Ms. WONG Hoi Ting (黃凱婷) has been appointed as a joint company secretary with effect from the Listing Date. Ms. Wong is a manager of the listing services department of TMF Hong Kong Limited, responsible for providing corporate secretarial and compliance services to listed companies. She has over ten years of experience in the corporate secretarial field. Ms. Wong is an associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. Ms. Wong holds a bachelor of social sciences from Lingnan University in Hong Kong in October 2009 and a master of science in professional accounting and corporate governance from City University of Hong Kong in Hong Kong in July 2014.

CHANGES TO DIRECTORS' INFORMATION

Save as disclosed in this annual report, there were no changes in information of Directors of the Company that are required to be disclosed pursuant to Rule 13.51(B)(1) of the Listing Rules.

CONFIRMATION OF INDEPENDENCE

We have received from each independent non-executive Director an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules, and our Board considers each of them independent.

聯席公司秘書

張靖京先生及黃凱婷女士為我們的聯席公司秘書。

有關張靖京先生的履歷，請參閱「高級管理層」。

黃凱婷女士自上市日期起獲委任為聯席公司秘書。黃女士是達盟香港有限公司上市服務部的經理，負責為上市公司提供公司秘書及合規服務。其於公司秘書領域擁有逾十年經驗。黃女士是香港公司治理公會和英國特許公司治理公會的會員。黃女士於2009年10月獲得香港嶺南大學社會科學學士學位，並於2014年7月獲得香港城市大學專業會計與企業治理理學碩士學位。

董事資料變動

除本年報披露者外，概無須根據《上市規則》第13.51(B)(1)條披露的本公司董事的資料變動。

獨立性確認

我們已接獲各獨立非執行董事根據《上市規則》第3.13條提交的關於其獨立性的年度確認書，且董事會認為彼等各自獨立。

Corporate Governance Report

企業管治報告

The Board is pleased to present the corporate governance report of the Company for the Reporting Period.

CORPORATE GOVERNANCE

The Group is committed to upholding and implementing the highest standards of corporate governance to safeguard the interests of the Shareholders and enhance its value and accountability.

Save as disclosed in this annual report, the Company has complied with all the applicable code provisions as set out under Part 2 of the Corporate Governance Code during the Reporting Period. The Group will continue to review and monitor its corporate governance practices to ensure compliance with the Corporate Governance Code.

BOARD OF DIRECTORS

Responsibilities

The Board is responsible for the overall leadership of the Group, oversees the Group's strategic decisions and monitors business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company's affairs, the Board has established three Board committees, including the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee (together, the **"Board Committees"**). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

All Directors shall ensure that they carry out their duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and Shareholders at all times.

The Company has arranged appropriate liability insurance for the Directors during the Reporting Period and will review the coverage of the insurance annually.

董事會欣然呈列本公司於報告期的企業管治報告。

企業管治

本集團致力於維持及實施最高標準的企業管治，以保障股東權益及提升其價值及責任。

除本年報所披露者外，於報告期，本公司已遵守《企業管治守則》第二部分所載的所有適用守則條文。本集團將繼續檢討及監察其企業管治常規，以確保符合《企業管治守則》。

董事會

責任

董事會負責本集團的整體領導、監督本集團的戰略決策以及監察業務及表現。董事會已授權本集團高級管理層負責本集團的日常管理及營運。為監督本公司特定方面的事務，董事會已成立三個董事委員會，包括審計委員會、薪酬委員會以及提名及企業管治委員會（統稱「**董事委員會**」）。董事會已向董事委員會轉授其各自職權範圍所載的責任。

全體董事須確保彼等本著真誠、遵守適用法律及法規以及於任何時候符合本公司及股東利益的方式履行職責。

本公司於報告期已為董事安排了適當的責任保險，並將每年檢討保險的覆蓋範圍。

BOARD COMPOSITION

As at the date of this annual report, the Board comprised one executive Director and three independent non-executive Directors.

During the Reporting Period and up to the Latest Practicable Date, the Board comprised the following Directors:

Executive Director

Mr. YE Guofu (*Chairman and Chief Executive Officer*)

Independent Non-executive Directors

Ms. XU Lili

Mr. ZHU Yonghua

Mr. WANG Yongping

The biographies of the Directors are set out under the section headed “Directors and Senior Management” on pages 50 to 55 in this annual report.

The Board has met the requirements of Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has also complied with Rule 3.10A of the Listing Rules, which relates to the appointment of independent non-executive directors representing at least one-third of the Board.

Each of the independent non-executive Directors has confirmed his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent.

None of the Directors has any personal relationship (including financial, business, family or other material/relevant relationship) with any other Directors or any chief executive.

All Directors, including the independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and expertise to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee.

董事會組成

於本年報日期，董事會由一名執行董事及三名獨立非執行董事組成。

於報告期內及截至最後實際可行日期，董事會由以下董事組成：

執行董事

葉國富先生（主席兼首席執行官）

獨立非執行董事

徐黎黎女士

朱擁華先生

王永平先生

董事履歷載於本年報第50至55頁「董事及高級管理層」一節。

董事會已遵守《上市規則》第3.10(1)及3.10(2)條有關委任至少三名獨立非執行董事的規定，其中至少有一名獨立非執行董事須擁有適當的專業資格或會計或相關財務管理專業知識。

本公司亦已遵守《上市規則》第3.10A條有關委任佔董事會成員人數至少三分之一的獨立非執行董事的規定。

各獨立非執行董事均已根據《上市規則》第3.13條確認其獨立性，本公司認為彼等均為獨立人士。

概無董事與任何其他董事或任何主要行政人員有任何個人關係（包括財務、業務、家族或其他重大／相關關係）。

包括獨立非執行董事在內的全體董事都為董事會帶來了廣泛而寶貴的業務經驗、知識及專長，使董事會能夠高效及有效地運作。獨立非執行董事已獲邀加入審計委員會、薪酬委員會以及提名及企業管治委員會。

Corporate Governance Report

企業管治報告

As regards the code provision under the Corporate Governance Code requiring directors to disclose the number and nature of offices held in public companies or organizations and other significant commitments as well as their identity and the time involved to the issuer, the Directors have agreed to disclose their commitments to the Company in a timely manner.

INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

All newly appointed Directors will be provided with necessary induction training and information to ensure that they have a proper understanding of the Company's operations and businesses as well as their responsibilities under relevant statutes, laws, rules and regulations. The Company also arranges regular seminars to provide all Directors with updates on the latest development and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

The Company encourages all Directors to participate in professional development to develop and refresh their knowledge and skills. The joint company secretaries of the Company update and provide the Directors with written training materials in relation to their roles, functions and duties from time to time.

Based on the information provided by the Directors, a summary of training received by the Directors during the Reporting Period is set out below:

鑒於《企業管治守則》的守則條文要求董事向發行人披露彼等於公眾公司或組織擔任職位的數目及性質以及其他重大承擔，以及彼等的身份及任職的時間，董事已同意及時向本公司披露彼等的承擔。

入職培訓及持續專業發展

所有新委任的董事將獲提供必要的入職培訓及資料，以確保彼等對本公司的營運及業務以及彼等於相關法規、法例、規則及規例下的責任有適當程度的了解。本公司亦定期安排研討會，不時向全體董事提供《上市規則》及其他相關法律及監管規定最新發展及變動的更新資料。董事亦定期獲提供有關本公司表現、狀況及前景的最新資料，以便董事會整體及各董事履行其職責。

本公司鼓勵所有董事參與專業發展，以發展及更新其知識及技能。本公司聯席公司秘書不時更新及向董事提供有關其角色、職能及職責的書面培訓材料。

根據董事提供的資料，董事於報告期接受的培訓概要載列如下：

Name of Director 董事姓名	Nature of trainings attended 所參加培訓的性質
Mr. YE Guofu 葉國富先生	A, B, C and D A、B、C及D
Ms. XU Lili 徐黎黎女士	A, B, C and D A、B、C及D
Mr. ZHU Yonghua 朱擁華先生	A, B, C and D A、B、C及D
Mr. WANG Yongping 王永平先生	A, B, C and D A、B、C及D

Notes:

- A: attending seminars and/or conferences and/or forums and/or briefings
- B: making speeches at seminars and/or conferences and/or forums
- C: participating in training provided by law firms and that relating to the business of the Company
- D: reading materials on various topics, including corporate governance matters, directors' duties and responsibilities, Listing Rules and other relevant laws

附註：

- A: 出席研討會及／或會議及／或論壇及／或簡報
- B: 於研討會及／或會議及／或論壇致辭
- C: 參加律師事務所提供有關本公司業務的培訓
- D: 閱讀各種主題的材料，包括企業管治事宜、董事職責及責任、《上市規則》及其他相關法律

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision C.2.1 of the Corporate Governance Code recommends, but does not require, that the roles of chairman of the Board and chief executive officer should be separate and should not be performed by the same individual.

The Company deviates from this code provision as we do not have a separate chairman and chief executive officer and Mr. Ye currently performs these two roles of the Company. Mr. Ye is our founder and has extensive experience in our business operations and management. The Board believes that vesting the roles of both chairperson and chief executive officer in the same person has the benefit of ensuring consistent leadership within our Group and enables more effective and efficient overall strategic planning for our Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable our Company to make and implement decisions promptly and effectively. The Board will continue to review and consider splitting the roles of chairman of the Board and the chief executive officer of our Company if and when it is appropriate taking into account the circumstances of the Group as a whole.

主席兼首席執行官

《企業管治守則》的守則條文第C.2.1條建議（但並無規定）董事會主席與行政總裁的角色應有區分且不應由同一人兼任。

本公司偏離該守則條文，因為我們並無單獨的主席與首席執行官，葉先生現兼任本公司這兩個職務。葉先生為我們的創始人，深諳我們的業務營運及管理。董事會認為，主席與首席執行官由同一人士兼任可確保本集團內部的一致領導，並使本集團的整體戰略規劃更為有效及高效。董事會認為現時的安排並不會損害權力及權責的平衡，而此結構將確保本公司迅速及有效地作出及執行決定。董事會將在考慮本集團的整體情況後，適時繼續審議及考慮區分董事會主席與本公司首席執行官的職責。

APPOINTMENT AND RE-ELECTION OF DIRECTORS

The executive Director entered into a service agreement with our Company on June 26, 2022. The term of appointment is for an initial term of three years from the Listing Date or until the third annual general meeting of our Company after the Listing Date, whichever is sooner (subject to retirement as and when required under the Articles of Association). The term of appointment shall also be automatically renewed for successive periods of three years. Either party may terminate the agreement by giving not less than 30 days' written notice.

Each of the independent non-executive Directors entered into an amended and restated director agreement with our Company on June 26, 2022. The term of appointment is for an initial term of three years from the Listing Date or until the third annual general meeting of our Company after the Listing Date, whichever is sooner (subject to retirement as and when required under the Articles of Association). The term of appointment shall also be automatically renewed for successive periods of three years. Either party may terminate the agreement by giving not less than 30 days' written notice, or such shorter period as the parties may agree upon.

None of the Directors proposed for re-election at the forthcoming annual general meeting of the Company has or is proposed to have a service agreement with the Company or any of its subsidiaries which is not determinable by the employer within one year without the payment of compensation (other than statutory compensation).

The Articles of Association provide that the Company may by ordinary resolution appoint any person to be a Director or remove any Director (including a managing Director or other executive Director) before the expiration of his or her term of office. In addition, the Board may, by the affirmative vote of a simple majority of the remaining Directors present and voting at a Board meeting, appoint any person as a Director 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 or her appointment and shall then be eligible for re-election at that meeting. An appointment of a Director may be on terms that the Director shall automatically retire from office (unless he or she has sooner vacated office) at the next or a subsequent annual general meeting or upon any specified event or after any specified period in a written agreement between the Company and the Director, if any; but no such term shall be implied in the absence of express provision. Each Director whose term of office expired shall be eligible for re-election at a meeting of the Shareholders or re-appointment by the Board.

委任及重選董事

執行董事已於2022年6月26日與本公司訂立服務協議。委任期限自上市日期起初步為期三年，或直至上市日期後本公司第三屆股東週年大會（以較早者為準）（惟須按組織章程細則規定退任）。任期屆滿亦將自動續期三年。任何一方均可透過發出不少於30日的書面通知終止協議。

各獨立非執行董事於2022年6月26日與本公司訂立經修訂及重列的董事協議。委任期限自上市日期起初步為期三年，或直至上市日期後本公司第三屆股東週年大會（以較早者為準）（惟須按組織章程細則規定退任）。任期屆滿亦將自動續期三年。任何一方均可透過發出不少於30日（或訂約方可能協定的較短期間）的書面通知終止協議。

擬於本公司應屆股東週年大會上膺選連任的董事概無與本公司或其任何附屬公司訂立或擬訂立不可由僱主於一年內終止而無須支付補償（法定補償除外）的服務協議。

組織章程細則規定，本公司可通過普通決議案委任任何人士出任董事或在任何董事（包括董事總經理或其他執行董事）任期屆滿前將其罷免。此外，董事會可透過出席董事會會議並於會上投票的其餘董事的簡單大多數贊成票委任任何人士為董事，以填補董事會臨時空缺或作為現有董事會新增成員。按上述方式委任的任何董事任期僅至其獲委任後本公司首屆股東週年大會為止，屆時將符合資格於該大會上膺選連任。董事的委任可按本公司與董事訂立的書面協議（如有）中規定的條款進行，即董事須於下屆或其後舉行的股東週年大會或在任何特定事件或任何特定期間後自動退任（除非其已提早離任）；但如無明文規定，則不得暗示該條款。任期屆滿的各董事均合資格於股東大會上膺選連任或由董事會重新委任。

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association. The Nominating and Corporate Governance Committee is responsible for reviewing the Board composition, and for making recommendations to the Board on the appointment, re-appointment of Directors and succession plans for the Directors.

BOARD MEETINGS

The Company adopts the practice of holding Board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notices of not less than 14 days are given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

For other Board meetings and Board Committee meetings, reasonable notice is generally given by the Company. The agenda and accompanying meeting papers are provided to the Directors or Board Committee members at least three days before the Board meetings or Board Committee meetings to ensure that the Directors have sufficient time to review the papers and be adequately prepared for the Board meetings or Board Committee meetings. When Directors or Board Committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the chairman prior to the meeting. Minutes of meetings are kept by the joint company secretaries with copies circulated to all Directors for information and records.

Minutes of the Board meetings and Board Committee meetings are recorded in sufficient detail on the matters considered by the Board and the Board Committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each Board meeting and Board Committee meeting are sent to the Directors for comments within a reasonable time after the date on which the meeting is held. The minutes of the Board meetings are open for inspection by all Directors.

委任、重選及罷免董事的程序及過程載於組織章程細則。提名及企業管治委員會負責檢討董事會組成，並就董事的委任、重新委任及董事繼任計劃向董事會提出建議。

董事會會議

本公司採納定期舉行董事會會議的慣例，每年至少舉行四次會議，大約每季舉行一次。本公司就所有定期董事會會議發出不少於14日的通知，以向全體董事提供機會出席定期會議並將有關事項納入議程。

就其他董事會會議及董事委員會會議而言，本公司一般會發出合理通知。議程及隨附會議文件於董事會會議或董事委員會會議舉行前至少三天提供予董事或董事委員會成員，以確保董事有充足時間審閱有關文件及充分準備出席董事會會議或董事委員會會議。倘董事或董事委員會成員未能出席會議，則彼等會獲悉將予討論的事宜，並有機會於會議召開前知會主席有關彼等的意見。會議紀錄由聯席公司秘書保存，副本將於全體董事間傳閱，以供參考及紀錄。

董事會會議及董事委員會會議的會議記錄會充足詳盡記錄董事會及董事委員會所考慮的事項及所達致的決定，包括董事提出的任何關注。各董事會會議及董事委員會會議的會議記錄草擬本將於會議舉行當日後的合理時間內寄送至各董事，以供彼等提出意見。董事會會議記錄可供全體董事查閱。

Corporate Governance Report

企業管治報告

During the Reporting Period, four Board meetings and an annual general meeting were held. Details of the Directors' attendance in Board meetings, Board Committee meetings and general meeting are set out below:

於報告期，舉行了四次董事會會議及一次股東週年大會。董事出席董事會會議、董事委員會會議及股東大會的詳情載列如下：

Name of Director 董事姓名	Number of meeting(s) attended/Number of meeting(s) held 出席會議次數／舉行會議次數				
	Board meetings 董事會會議	Audit Committee meetings 審計委員會會議	Compensation Committee meeting 薪酬委員會會議	Nominating and Corporate Governance Committee meeting 提名及企業管治委員會會議	Annual general meeting 股東週年大會
Mr. YE Guofu 葉國富先生	4/4	N/A 不適用	1/1	1/1	1/1
Ms. XU Lili 徐黎黎女士	4/4	4/4	1/1	1/1	1/1
Mr. ZHU Yonghua 朱擁華先生	4/4	4/4	1/1	1/1	1/1
Mr. WANG Yongping 王永平先生	4/4	4/4	1/1	1/1	1/1

Apart from regular Board meetings, the Chairman of the Board also holds meetings with the independent non-executive Directors without the presence of other Directors each year.

除定期董事會會議外，董事會主席亦每年在並無其他董事出席的情況下與獨立非執行董事舉行會議。

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Management Trading of Securities Policy (the “Code”), with terms no less exacting than the Model Code, as its own securities dealing code to regulate all dealings by Directors and relevant employees of securities in the Company and other matters covered by the Code.

證券交易的標準守則

本公司已採納管理層證券交易政策（「守則」）（其條款不遜於標準守則）作為其自身證券交易的守則，以規管董事及相關僱員進行的所有本公司證券交易及守則載列的其他事宜。

Specific enquiry has been made to all the Directors and each of the Directors has confirmed that he/she has complied with the Code during the Reporting Period.

經向全體董事作出具體查詢後，各董事確認彼於報告期一直遵守守則。

RESPONSIBILITIES AND DELEGATION BY THE BOARD

The Board is the primary decision-making body of the Company and is responsible for overseeing the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Board makes decisions objectively in the interests of the Company. All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The day-to-day management, administration and operation of the Group are delegated to the senior management. The Board regularly reviews the functions and responsibilities delegated. The senior management needs to obtain approval from the Board prior to entering into of any significant transactions.

The Board reserves the right to make decisions on all substantial affairs of the Company, including: to approve and oversee all policy and matters, overall strategy and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other major financial and operational issues.

The Company has adopted a policy to ensure independent views and inputs are available to the Board. The Directors may, at the Company's expense, seek independent professional advice, views and input as considered necessary to fulfill their responsibilities and in exercising independent judgement when making decisions in performing their duties according to such policy. The Board will review the implementation and effectiveness of such mechanism on an annual basis. The Board has reviewed the implementation and effectiveness of the Board independence mechanism for the Reporting Period and considered it to be effective.

The Directors are also encouraged to independently consult with the senior management of the Company.

董事會職責及授權

董事會為本公司的主要決策機構，負責監督本集團的業務、戰略決策及表現，並透過指導及監督本公司事務，共同負責促進本公司的成功。董事會客觀作出符合本公司利益的決策。全體董事（包括獨立非執行董事）為董事會帶來廣泛而寶貴的業務經驗、知識及專業精神，使其高效及有效地運作。

本集團的日常管理、行政及營運乃授權予高級管理層負責。董事會定期檢討所委派的職能及職責。高級管理層於訂立任何重大交易前須取得董事會批准。

董事會保留就本公司所有重大事宜作出決策的權利，包括：批准及監督所有政策及事宜、整體戰略及預算、內部監控及風險管理系統、重大交易（尤其是可能涉及利益衝突的交易）、財務資料、董事的委任及其他主要財務及營運事宜。

本公司已採納一項政策，以確保董事會能獲得獨立觀點及意見。董事可尋求其認為必要的獨立專業建議、觀點及意見以履行其職責，及於根據有關政策作出履行職責的決定時行使獨立判斷，費用由本公司承擔。董事會將每年檢討有關機制的實施及成效。董事會已檢討報告期董事會獨立機制的實施及成效，並認為其行之有效。

本公司亦鼓勵董事獨立諮詢本公司高級管理層。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE FUNCTION

The Board confirmed that corporate governance is a collective responsibility of the Directors and their corporate governance functions include:

- (a) to review and monitor the Company's policies and practices in complying with legal and regulatory requirements;
- (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Company;
- (c) to develop, review and monitor the code of conduct and compliance manual applicable to employees and the Directors;
- (d) to develop and review the Company's policies and practices on corporate governance, and to make recommendations and report related issues to the Board;
- (e) to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report; and
- (f) to review and monitor the Company's compliance with the Company's reporting policies.

BOARD COMMITTEES

Audit Committee

The Company has established the Audit Committee in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code.

The Audit Committee comprises three independent non-executive Directors, namely Ms. XU Lili, Mr. ZHU Yonghua and Mr. WANG Yongping. Ms. XU Lili, being the chairwoman of the Audit Committee, is appropriately qualified as required under Rule 3.10(2) of the Listing Rules.

企業管治職能

董事會確認，企業管治為董事的共同責任，彼等的企業管治職能包括：

- (a) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (b) 檢討及監察董事及本公司高級管理層的培訓及持續專業發展；
- (c) 制定、檢討及監察僱員及董事適用的操守準則及合規手冊；
- (d) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議及匯報相關事宜；
- (e) 檢討本公司遵守《企業管治守則》的情況及在企業管治報告內的披露；及
- (f) 檢討及監察本公司遵守公司報告政策的情況。

董事委員會

審計委員會

本公司已遵照《上市規則》第3.21條及《企業管治守則》成立審計委員會。

審計委員會由三位獨立非執行董事組成，即徐黎黎女士、朱擁華先生及王永平先生。徐黎黎女士擔任審計委員會主席，其具備《上市規則》第3.10(2)條所規定的適當資格。

The primary duties of the Audit Committee are:

- (a) to monitor the integrity of our financial statements and our compliance with legal and regulatory requirements as they relate to our financial statements and accounting matters;
- (b) to review the adequacy and effectiveness of our internal control over financial reporting; and
- (c) to review all related party transactions for potential conflict of interest situations and approve all such transactions.

The written terms of reference of the Audit Committee are available on the websites of the HKEX and the Company.

The Audit Committee convened four meetings during the Reporting Period to:

- review the financial results of the Company and its subsidiaries for the six months ended December 31, 2023, and the audit report prepared by the external auditor;
- review the interim results of the Company and its subsidiaries for the six months ended June 30, 2024;
- review the quarterly results of the Company and its subsidiaries for the three months ended March 31, 2024 and September 30, 2024, respectively;
- review the financial reporting systems, internal control, and risk management systems and procedures; and
- discuss matters with respect to the accounting policies and practices adopted by the Company with senior management of the Company.

審計委員會的主要職責為：

- (a) 監督我們財務報表的完整性以及我們是否遵守與我們的財務報表和會計事項有關的法律和監管要求；
- (b) 檢討我們內部控制對財務報告的適當性及有效性；及
- (c) 檢討所有關聯方交易是否存在潛在利益衝突情況和批准所有此類交易。

審計委員會的書面職權範圍可於聯交所及本公司網站查閱。

審計委員會於報告期召開四次會議，以此：

- 審閱本公司及附屬公司截至2023年12月31日止六個月的財務業績，以及由外聘核數師編製的審計報告；
- 審閱本公司及附屬公司截至2024年6月30日止六個月的中期業績；
- 分別審閱本公司及附屬公司截至2024年3月31日及2024年9月30日止三個月的季度業績；
- 審閱財務申報系統、內部控制及風險管理系統及程序；及
- 與本公司高級管理層討論有關本公司採用的會計政策及常規事宜。

Corporate Governance Report

企業管治報告

Compensation Committee

The Company has established the Compensation Committee in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code.

The Compensation Committee comprises three independent non-executive Directors, namely Ms. XU Lili, Mr. ZHU Yonghua and Mr. WANG Yongping and an executive Director, namely Mr. Ye. Mr. ZHU Yonghua is the chairman of the Compensation Committee.

The primary duties of the Compensation Committee are:

- (a) to review and make recommendations to the Board with respect to Directors' compensation;
- (b) to evaluate the performance of our chief executive officer and chief financial officer and review and make recommendations to the Board regarding the terms of their compensation; and
- (c) to review and approve the compensation of our other executive officers and senior management.

The written terms of reference of the Compensation Committee are available on the websites of HKEX and the Company.

The Compensation Committee convened one meeting during the Reporting Period to:

- review the remuneration policy and package for the Directors and senior management of the Company and make recommendation to the Board;
- assess the performance of executive Directors and senior management of the Company; and
- review and approve matters relating to the share incentive plan adopted by the Company, including the grant of RSUs.

薪酬委員會

本公司已遵照《上市規則》第3.25條及《企業管治守則》成立薪酬委員會。

薪酬委員會由三位獨立非執行董事(即徐黎黎女士、朱擁華先生及王永平先生)以及一位執行董事(即葉先生)組成。朱擁華先生擔任薪酬委員會主席。

薪酬委員會的主要職責為：

- (a) 檢討董事薪酬並就董事薪酬向董事會作出建議；
- (b) 評估首席執行官及首席財務官的表現並檢討彼等的薪酬條款及向董事會作出建議；及
- (c) 檢討和批准其他行政人員和高級管理層的薪酬。

薪酬委員會的書面職權範圍可於聯交所及本公司網站查閱。

薪酬委員會於報告期召開了一次會議，以此：

- 審閱本公司薪酬政策及董事及高級管理層的待遇並向董事會提供意見；
- 評估執行董事及本公司高級管理層的表現；及
- 審閱及批准本公司已採納有關股份激勵計劃的事宜，包括授出受限制股份單位。

Remuneration of Senior Management

For the Reporting Period, the remuneration by band of members of the senior management of the Company (whose biographies are set out on page 54 of this annual report) is set out below:

Remuneration band 薪酬範圍	Number of senior management 高級管理層人數
Nil to HK\$4,000,000 零至4,000,000港元	2
HK\$4,000,000 to HK\$7,000,000 4,000,000港元至7,000,000港元	1

高級管理層薪酬

於報告期，本公司高級管理層成員（其履歷載於本年報第54頁）的薪酬範圍載列如下：

Nominating and Corporate Governance Committee

The Company has established the Nominating and Corporate Governance Committee in compliance with Rule 3.27A of the Listing Rules and the Corporate Governance Code.

The Nominating and Corporate Governance Committee comprises three independent non-executive Directors, namely Ms. XU Lili, Mr. ZHU Yonghua and Mr. WANG Yongping and an executive Director, namely Mr. Ye. Mr. WANG Yongping is the chairman of the Nominating and Corporate Governance Committee.

The primary duties of the Nominating and Corporate Governance Committee are:

- (a) in respect of its nomination functions, to develop and recommend to the Board criteria for Board and committee membership, recommend to the Board the persons to be nominated for election as Directors and to each of the Board Committees, and develop and recommend to the Board a set of corporate governance guidelines; and
- (b) in respect of its corporate governance functions, to ensure that our Company develops, reviews and assesses periodically, and at least annually, the adequacy of the Company's policies and practices on corporate governance and to ensure our Company's compliance with the requirements of the NYSE and the HKEX and make recommendation to the Board.

The written terms of reference of the Nominating and Corporate Governance Committee are available on the websites of HKEX and the Company.

提名及企業管治委員會

本公司已遵照《上市規則》第3.27A條及《企業管治守則》成立提名及企業管治委員會。

提名及企業管治委員會由三位獨立非執行董事（即徐黎黎女士、朱擁華先生及王永平先生）以及一位執行董事（即葉先生）組成。王永平先生擔任提名及企業管治委員會主席。

提名及企業管治委員會的主要職責為：

- (a) 就其提名職能而言，制定和向董事會建議董事會和董事委員會成員資格的標準，向董事會建議提名為董事和各董事委員會成員的人選，及制定並向董事會推薦一套企業管治指引；及
- (b) 就其企業管治職能而言，確保本公司定期及至少每年制定、檢討及評估本公司的企業管治政策及常規是否足夠，並確保本公司遵守紐交所及聯交所的規定，並向董事會提出建議。

提名及企業管治委員會的書面職權範圍可於聯交所及本公司網站查閱。

Corporate Governance Report

企業管治報告

The Nominating and Corporate Governance Committee convened one meeting during the Reporting Period to:

- review the structure, size and composition of the Board;
- assess the independence of independent non-executive Directors;
- review the board diversity policy of the Company;
- consider the re-appointment of the retired Directors and discuss matters relating to procedure of nomination of Director candidate by Directors' evaluation and succession plan;
- review and implement the Company's policy and practices on corporate governance; and
- review and monitor the Company's compliance with the Corporate Governance Code and the relevant disclosure in the Corporate Governance Report.

Nomination Policy

In identifying and selecting suitable candidates for directorships, the Nominating and Corporate Governance Committee would consider the candidate's relevant criteria that are necessary to complement the corporate strategy and achieve diversity of the Board, where appropriate, before making recommendation to the Board.

Board Diversity Policy

The Board has adopted a board diversity policy (the “**Board Diversity Policy**”) which sets out the approach to achieve diversity of the Board. The Board reviews the implementation and effectiveness of the Board Diversity Policy on an annual basis. The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level, including gender diversity, as an essential element in maintaining the Company's competitive advantage and enhancing its ability to attract, retain and motivate employees from the widest possible pool of available talent. In particular, the Company currently has one female Director, alongside three male Directors and will continue to work towards enhancing the gender diversity of the Board. Pursuant to the Board Diversity Policy, in reviewing and assessing suitable candidates to serve as a Director, the Nominating and Corporate Governance Committee will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, and industry and regional experience.

提名及企業管治委員會於報告期召開了一次會議，以此：

- 審閱董事會之架構、規模及組成；
- 評估獨立非執行董事獨立性；
- 審閱本公司董事會多元化政策；
- 審議退任董事的續聘事宜以及根據董事評估及繼任計劃討論與董事候選人提名程序相關的事宜；
- 檢討及推行本公司的企業管治政策及常規；及
- 審閱及監察本公司遵守《企業管治守則》的情況及企業管治報告中的相關披露。

提名政策

於物色及甄選合適的董事候選人時，提名及企業管治委員會在向董事會作出推薦建議前，會考慮候選人的相關必備標準，以配合企業策略及達致董事會多元化（如適用）。

董事會多元化政策

董事會已採納董事會多元化政策（「**董事會多元化政策**」），當中載列達致董事會多元化的方法。董事會每年檢討董事會多元化政策的執行及成效。本公司認可並相信董事會多元化裨益良多，且認為董事會層面不斷增強的多元化（包括性別多元化）是維持本公司競爭優勢並增強其從最廣泛可用人才庫吸引、挽留及激勵僱員的能力的基本要素。尤其是，目前本公司有一位女性董事以及三位男性董事並將繼續提高董事會性別多元化。根據董事會多元化政策，提名及企業管治委員會在審查和評估合適的候選人以擔任董事時，將考慮多個方面，包括但不限於性別、年齡、文化和教育背景、專業資格、技能、知識、行業及區域經驗。

Pursuant to the Board Diversity Policy, the Nominating and Corporate Governance Committee will discuss periodically and when necessary, agree on the measurable objectives for achieving diversity, including gender diversity, on the Board and recommend them to the Board for adoption.

As of the date of this annual report, the Company had a total of four Directors, including one female Director. In terms of gender diversity of the Board, the Company targets to maintain at least the current level of female representation in its Board and will continue to seek opportunities to increase the proportion of female members of the Board over time as and when suitable candidates are identified. There is a diverse mix of educational background and professional experience among the Board members. The Nominating and Corporate Governance Committee has reviewed the Board Diversity Policy and considers that appropriate balance has been stricken among the Board members in terms of skills, experience and perspectives.

The Company values gender diversity and will continue to take steps to promote gender diversity at all levels, in particular the Board and senior management levels. In addition, the Company is committed to providing career development for its staff with an aim to promote them to senior management. The Company will also take into account gender diversity in staff recruitment at mid to senior levels so as to develop a pipeline of potential successors to the Board.

The gender ratios in the Company's workforce as at December 31, 2024 are as follows:

根據董事會多元化政策，提名及企業管治委員會將定期討論並在必要時就達致董事會多元化(包括性別多元化)的可衡量目標達成共識，並推薦給董事會採納。

於本年報日期，本公司共有四名董事，其中包括一名女性董事。在董事會性別多元化方面，本公司的目標是至少保持目前董事會中的女性比例，並將繼續伺機在找到合適人選後逐步提高董事會中女性成員的比例。董事會成員擁有多元化的教育背景及專業經驗。提名及企業管治委員會已審閱董事會多元化政策，並認為董事會成員在技能、經驗及觀點方面已達到適當平衡。

本公司重視性別多元化，並將繼續採取措施促進各層面(尤其是董事會及高級管理層)的性別多元化。此外，本公司致力為員工提供職業發展，旨在晉升彼等為高級管理層。本公司亦將在招聘中高層員工時考慮性別多元化，以發展董事會的潛在繼任者。

於2024年12月31日，本公司員工性別比例如下：

	Female 女性		Male 男性	
	Number 人數	As % of total 佔總數的百分比	Number 人數	As % of total 佔總數的百分比
Director 董事	1	25.0%	3	75.0%
Overall employees ⁽¹⁾ 全體員工 ⁽¹⁾	1,782	65.0%	960	35.0%
– Senior management ⁽²⁾ – 高級管理層 ⁽²⁾	1	33.3%	2	66.7%

The Company considers the current gender ratio in the workforce to be appropriate and will continue to ensure that recruitment and selection practices at all levels are appropriately structured so that a diverse range of candidates are considered and gender diversity across the workforce is maintained.

本公司認為目前員工中的性別比例是適當的，並將繼續確保各級招聘和遴選工作的結構合理性，以便考慮不同的候選人以保持員工隊伍的性別多元化。

Notes:

- (1) Due to the protection of employee privacy (including gender) in some overseas countries and regions, the number disclosed here only includes the employees and senior management in mainland China.
- (2) Details of the senior management are set out in the section headed “SENIOR MANAGEMENT” on page 54 of this annual report.

附註：

- (1) 由於部分海外國家和地區對僱員隱私（包括性別）的保護，此處披露的數字僅包括中國內地的僱員及高級管理層。
- (2) 有關高級管理層的詳情載於本年報第54頁「高級管理層」一節。

DIRECTORS' RESPONSIBILITIES IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the Reporting Period to truly and fairly reflect the situation of the Group and the results and cash flows of the Group.

The senior management of the Company provides such explanation and information to the Board so as to enable the Board to make an informed assessment of the financial statements of the Company, which are put to the Board for approval.

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.

AUDITOR'S SCOPE OF WORK

The statement by the auditor regarding its reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on pages 92 to 97 of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it is responsible for the risk management and internal control systems and reviewing their effectiveness. Such 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.

The Board is responsible for evaluating and determining the nature and extent of the risks (including the environmental, social and governance risks) it is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems. The Board oversees risk management functions directly and also through the Audit Committee and the senior management.

董事就財務報表須承擔的責任

董事確認彼等有責任編製本公司報告期的財務報表，以真實及公平地反映本集團的狀況以及本集團的業績及現金流量。

本公司高級管理層向董事會提供有關解釋及資料，以便董事會對提呈董事會批准的本公司財務報表作出知情評估。

董事並不知悉有任何重大不明朗事件或情況可能會對本集團持續經營的能力產生重大疑問。

核數師的工作範圍

核數師就其對本公司綜合財務報表的申報責任作出的聲明載於本年報第92至97頁的獨立核數師報告。

風險管理及內部控制

董事會知悉其負責風險管理及內部控制系統，並檢討有關系統的效能。有關系統旨在管理而非消除無法達成業務目標的風險，並僅可就重大錯誤陳述或虧損提供合理而非絕對的保證。

董事會負責評估及釐定為達成本公司策略目標而願意承擔的風險的性質及程度（包括環境、社會和管治風險），並確保本公司制定及維持合適及有效的風險管理及內部控制系統。董事會直接亦透過審計委員會及高級管理層監督風險管理職能。

The senior management is responsible for the overall implementation of risk management and internal control plans and policies determined by the Board and managing the risks in connection with all of the Company's business operations. The senior management identifies, assesses and takes measures against any significant risks that the Company is facing, and reviews the risk assessment report on a regular basis and reports to the Board on a regular basis.

The Board did not identify any significant unresolved areas of concern during the Reporting Period.

The Audit Committee assists the Board in leading the management and monitoring and overseeing the risk management and internal control systems through the internal audit department, and reporting and making recommendations to the Board where appropriate.

With effect from the Listing, the senior management has confirmed and will confirm to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems for each financial year.

The Board, as supported by the Audit Committee as well as the management report and the internal audit findings by the internal audit department, will review the effectiveness of the Company's and its subsidiaries' risk management and internal control systems, including the financial, operational and compliance controls, for each financial year, and will consider whether such systems are effective and adequate.

The annual review will also cover the financial reporting and internal audit function and staff qualifications, experiences and relevant resources. The Board, supported by the Audit Committee and senior management, reviewed the management reports and the internal audit reports. For the Reporting Period, the Board considered the risk management and internal control systems of the Company effective and adequate (including the processes for financial reporting and compliance with the relevant Listing Rules).

The Board is responsible for the handling and dissemination of inside information. In order to ensure the market and stakeholders are timely and fully informed about the material developments in the Company's business, the Board has adopted the inside information disclosure policy regarding the procedures of proper information disclosure. As such, the inside information will not be passed on to any external party.

高級管理層負責董事會釐定的風險管理及內部控制計劃及政策的整體實施，並管理全部本公司業務營運相關的風險。高級管理層識別、評估本公司正面的任何重大風險，並就此採取措施，以及定期審閱風險評估報告，並定期向董事會報告。

董事會並無識別到任何於報告期值得關注的重大未解決領域。

審計委員會透過內部審計部門協助董事會領導管理、監督及監察風險管理和內部控制系統，並於適當時候向董事會報告及提供建議。

自上市起，高級管理層已經確認並將於各財政年度向董事會及審計委員會確認風險管理及內部控制系統的有效性。

董事會將於各財政年度在審計委員會及內部審計部門的管理報告及內部審計結果的支持下，檢討本公司及其附屬公司的風險管理及內部控制系統的效能，包括財務、營運及合規監控，並將考慮有關系統是否有效及足夠。

年度審核亦將涵蓋財務報告及內部審計職能及員工資歷、經驗及相關資源。董事會在審計委員會以及高級管理層的支持下審閱管理層報告及內部審計報告。董事會認為本公司於報告期的風險管理及內部控制系統有效且充足（包括財務申報流程及遵守相關《上市規則》）。

董事會負責處理及發佈內幕消息。為確保市場及持份者及時及全面知悉本公司業務的重大發展，董事會已就妥善披露消息的程序採納內幕消息披露政策。因此，內幕消息將不會轉交任何外部各方。

ANTI-CORRUPTION AND WHISTLEBLOWING POLICIES

The Company has adopted the Policy of Compliant and Whistleblowing and the Policy of Compliance Accountability in accordance with code provision D2.6 of the Corporate Governance Code, as well as the Code of Business Conduct and Ethics, the Code of Anti-Corruption, the Rule of Integrity Self-Discipline in accordance with code provision D2.7 of the Corporate Governance Code. These policies outline the principles and guidelines that the Company intends to apply to promote and support anti-corruption laws and regulations and establish a whistleblowing policy and system for employees and those who deal with the Company to raise concerns, in confidence and anonymity with the related department of the Company, which will then report to the Audit Committee about any material improprieties related to the Company. These policies are reviewed from time to time to ensure their relevance and appropriateness to the Group's business, corporate strategy and stakeholder expectations.

AUDITOR'S REMUNERATION

The approximate remuneration of the auditor for their audit and non-audit services provided to the Company for the Reporting Period is as follows:

反腐敗及舉報政策

本公司已採取符合《企業管治守則》守則條文第D2.6條的《投訴舉報制度》及《合規問責制度》以及符合《企業管治守則》守則條文第D2.7條的《商業行為及道德守則》、《反商業賄賂條例》及《廉潔自律從業制度》。該等政策概述了本公司擬採用的原則和指導方針，以促進和支持反腐敗法律法規、建立舉報政策及系統，讓僱員及與本公司有來往者可暗中匿名向本公司相關部門提出關注，而該部門隨後會向審計委員會報告有關本公司的任何重大不當行為。該等政策不時會被審閱，確保其與本集團的業務、企業戰略及利益相關者預期的關聯性及適當性。

核數師酬金

核數師於報告期向本公司提供的審計及非審計服務之概約酬金載列如下：

	Amount 金額
Services rendered 提供服務	(RMB'000) (人民幣千元)
Audit fees ⁽¹⁾ 審計費用 ⁽¹⁾	15,000
Audit-related fees ⁽²⁾ 與審計相關費用 ⁽²⁾	2,000
Tax fees ⁽³⁾ 稅項費用 ⁽³⁾	609
All other fees ⁽⁴⁾ 所有其他費用 ⁽⁴⁾	317
Total 總計	17,926

Notes:

- (1) “Audit fees” represent the aggregate fees billed for the Reporting Period for professional services rendered by our principal accounting firm for the audit of our annual financial statements or services that are normally provided by the auditor in connection with statutory and regulatory filings or engagements.
- (2) “Audit-related fees” represents the aggregate fees billed for each of the fiscal years listed above for assurance and related services by our principal accounting firm that are reasonably related to the performance of the audit or review of our financial statements and are not reported under audit fees in footnote (1) above.
- (3) “Tax fees” represent the aggregate fees billed for the Reporting Period for professional services rendered by our principal accounting firm for tax compliance and tax advice.
- (4) “All other fees” represent the aggregate fees for services rendered by our principal accounting firm other than services reported under “Audit fees” and “Tax fees”.

JOINT COMPANY SECRETARIES

Mr. ZHANG Jingjing (“**Mr. Zhang**”), our chief financial officer and vice president, was appointed as our joint company secretary with effect on the Listing Date. In order to uphold good corporate governance and ensure compliance with the Listing Rules and applicable Hong Kong laws, the Company has also appointed Ms. WONG Hoi Ting (“**Ms. Wong**”) of TMF Hong Kong Limited (a company secretarial services provider), to act as another joint company secretary and to provide assistance to Mr. Zhang for performing his duties as a company secretary of the Company. Ms. Wong’s primary contact person at the Company is Mr. Zhang.

During the Reporting Period, each of Mr. Zhang and Ms. Wong has undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

附註：

- (1) 「審計費用」指主要會計師事務所就報告期為審計我們的年度財務報表提供的專業服務或一般由核數師就法定及監管存檔或委聘提供的服務而收取的費用總額。
- (2) 「與審計相關費用」代表的是為上述各財政年度所列，由我們主要會計師事務所出具的保證及相關服務的總費用，這些費用與執行審計或審查我們的財務報表合理相關，並未在上文註腳(1)中的審計費用下報告。
- (3) 「稅項費用」指主要會計師事務所就報告期在稅務合規及稅務意見方面提供的專業服務而收取的費用總額。
- (4) 「所有其他費用」指主要會計師事務所提供服務而收取的費用總額，但不包括「審計費用」及「稅項費用」下列報的服務。

聯席公司秘書

我們的首席財務官兼副總裁張靖京先生（「**張先生**」）自上市日期起獲委任為我們的聯席公司秘書。為維持良好的企業管治並確保符合《上市規則》及適用香港法例，本公司亦已委任達盟香港有限公司（公司秘書服務提供商）的黃凱婷女士（「**黃女士**」）擔任另一名聯席公司秘書，並協助張先生履行其作為本公司公司秘書的職責。黃女士於本公司的主要聯絡人為張先生。

於報告期，張先生及黃女士各自根據《上市規則》第3.29條參與不少於15小時的相關專業培訓。

DIVIDEND POLICY

The Board has discretion on whether to distribute dividends, subject to certain requirements of Cayman Islands law. In addition, our Shareholders may by ordinary resolution declare a dividend, but no dividend may exceed the amount recommended by the Board. In either case, all dividends are subject to certain restrictions under Cayman Islands law, namely that our Company may only pay dividends out of profits or share premium account, and provided always that in no circumstances may a dividend be paid if this would result in our Company being unable to pay its debts as they fall due in the ordinary course of business. Even if we decide to pay dividends, the form, frequency and amount will depend upon our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors that the Board may deem relevant.

We are a holding company incorporated in the Cayman Islands. We may rely on dividends from our subsidiaries in China and overseas for our cash requirements, including any payment of dividends to our Shareholders. PRC and other regulations may restrict the ability of our subsidiaries to pay dividends to us. In particular, PRC laws require that dividends be paid by PRC companies only out of the profit for the year calculated according to PRC accounting principles. PRC laws also require a PRC company to set aside at least 10% of its after-tax profits, if any, to fund its statutory reserves, which are not available for distribution as cash dividends. Pursuant to the PRC Company Law, each of our PRC subsidiaries may pay dividend from the after-tax profit after (i) it sets aside as general reserves at least 10% of its after-tax profit until the cumulative amount of its reserves reaches 50% of its registered capital, and (ii) any losses of such PRC subsidiary from prior years have been offset. Dividend distribution to our Shareholders is recognized as a liability in the period in which the dividends are approved by our Shareholders or the Board, where appropriate.

If we pay any dividends on our Shares, with respect to holders of the ADSs, our depositary, as the registered holder of Shares, will pay such amounts to the ADS holders to the same extent as holders of our Shares, in proportion to the Shares underlying the ADSs held by such ADS holders, subject to the terms of the deposit agreement, including the fees and expenses payable thereunder.

As the Company attaches great importance to provide reasonable return to investors, the Board has approved and adopted the Dividend Policy on July 27, 2023, which aims to provide foreseeable returns to the Shareholders. The Dividend Policy is effective from July 27, 2023.

股息政策

根據開曼群島法律若干規定，董事會酌情決定是否派發股息。此外，我們的股東可通過普通決議案宣派股息，但股息不得超過董事會建議的數額。無論哪種情況，根據開曼群島法律，所有股息均受若干限制，即本公司僅可自盈利或股份溢價賬中派付股息，惟倘派付股息將導致本公司無法在日常業務過程中償還其到期債務，則在任何情況下都不得派付股息。即使我們決定派付股息，形式、頻率及數額將取決於我們的未來經營及盈利情況、資本需求及盈餘、整體財務狀況、合約限制及董事會可能認為相關的其他因素。

我們是一家於開曼群島註冊成立的控股公司。我們可能依賴中國及海外附屬公司的股息來滿足現金需求，包括向我們的股東作出任何股息派付。中國及其他法規可能限制我們的附屬公司向我們派付股息的能力。特別是，中國法律規定，股息僅可由中國公司自根據中國會計準則計算的當年利潤中派付。中國法律還要求中國企業留出至少10%的稅後利潤(如有)注入其法定公積金，法定公積金不可作為現金股息予以分派。根據中國《公司法》，只有(i)中國附屬公司至少計提稅後利潤的10%作為公司法定公積金，直至其累計法定公積金達到註冊資本的50%；及(ii)有關中國附屬公司先前年度的任何虧損均已被彌補，各中國附屬公司方可自稅後利潤支付股息。向股東作出的股息分派於股息獲股東或董事會(如適用)批准的期間內確認為負債。

倘我們就股份派付任何股息，就美國存託股持有人而言，我們的受託人(作為股份登記持有人)將在存託協議條款(包括其應付費用及開支)的限制下，按美國存託股持有人持有的美國存託股相關的股份的比例，向該美國存託股持有人支付如為股份持有人理應獲得的有關款項。

由於本公司注重為投資者提供合理回報，董事會已於2023年7月27日批准並採納股息政策，該政策旨在為股東提供可預見回報。股息政策於2023年7月27日起生效。

Pursuant to the Dividend Policy of the Company, subject to compliance with applicable laws and regulations and the Articles of Association, in principle, the Company is targeting an annual dividend no less than 50% of its annual adjusted net profit, a non-IFRS financial measure, which is defined as profit for the period excluding equity settled share-based payment expenses.

The Dividend Policy shall in no way constitute a legally binding commitment by the Company in respect of its future dividends and/or in no way obligate the Company to declare a dividend at any time or from time to time. There can be no assurance that dividends will be paid in any particular amount for any given year.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company believes that effective communication with Shareholders is essential for enhancing investor relations and investors' understanding of the Group's business, performance and strategies. The Company also recognizes the importance of timely and non-selective disclosure of corporate information which enables Shareholders and investors to make properly informed investment decisions.

The annual general meeting of the Company provides an opportunity for Shareholders to communicate directly with the Directors. The chairman of the Board and the chairmen of the Board Committees will attend the annual general meetings to answer the Shareholders' questions. The auditor of the Company will also attend the annual general meetings to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

To promote effective communication, the Company adopts a Shareholders' communication policy which aims at establishing a two-way relationship and communication between the Company and Shareholders and maintains a website at <https://ir.miniso.com>, where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

During the Reporting Period, the Company has reviewed and considered the implementation of the Shareholders' communication policy to be effective as the information of the Company has been disseminated in a timely and effective manner.

根據本公司的股息政策，在遵守適用法律法規及組織章程細則的前提下，本公司年度股息目標原則上不低於其年度經調整淨利潤（為一項非《國際財務報告準則》財務指標，並定義為不包括以權益結算的股份支付開支的期內利潤）的50%。

股息政策絕不構成本公司就其未來股息作出的具有法律約束力的承諾，及／或並無規定本公司須於任何時間或不時宣派股息。本公司概不保證會在任何指定年度派付任何特定金額的股息。

與股東溝通及投資者關係

本公司相信，與股東有效的溝通對加強投資者關係及投資者對本集團業務、表現及策略的了解至為重要。本公司亦認同及時與非選擇性地披露公司資料以供股東及投資者作出知情投資決策的重要性。

本公司股東週年大會為股東提供與董事直接溝通的機會。董事會主席及董事委員會主席將出席股東週年大會解答股東提問。本公司核數師亦將出席股東週年大會，以解答有關審計操守、核數師報告的編製及內容、會計政策及核數師獨立性的提問。

為促進有效的溝通，本公司採納股東通訊政策，旨在建立本公司與股東之間的雙向關係及溝通，並設有網站<https://ir.miniso.com>，本公司會於網站刊登有關其業務營運及發展的最新資料、財務資料、企業管治常規及其他資料，以供公眾人士查閱。

於報告期，本公司已檢討並確認股東通訊政策的有效實施，因為本公司的信息已得到及時、有效的傳播。

SHAREHOLDERS' RIGHTS

Separate resolutions are proposed at general meetings for substantially separate issues, including the election of Directors. Poll voting has been adopted for decision-making at Shareholders' meetings. Details of poll voting procedures are included in the circular dispatched to Shareholders. The circular also includes relevant details of proposed resolutions and/or biographies of the Directors standing for election. The results of the voting are posted on the websites of the Company and HKEX in a timely manner after each general meeting of the Shareholders.

CONVENING AN EXTRAORDINARY GENERAL MEETING AND PUTTING FORWARD PROPOSALS

Shareholders may put forward proposals for consideration at the Company's general meetings according to Articles of Association. Extraordinary general meetings of the Company may be convened on the written requisition of any one or more members holding, as at the date of deposit of the requisition, in aggregate Shares representing not less than one-tenth of the paid up capital of the Company which carry the right to vote at general meetings of the Company. The requisition must state the objects of the meeting and the resolutions to be added to the meeting agenda, and must be signed by the requisitionists and deposited at the registered office of the Company, and may consist of several documents in like form each signed by one or more requisitionists. If the Directors do not within twenty-one (21) calendar days from the date of the deposit of the requisition duly proceed to convene a general meeting to be held within a further twenty-one (21) calendar days, the requisitionists, or any of them representing not less than one-tenth of the paid up capital of the Company which carry the right to vote at general meetings, may themselves convene a general meeting, but any meeting so convened shall not be held after the expiration of three calendar months after the expiration of the said twenty-one (21) calendar days.

As regards proposing a person to stand for election as a Director, relevant procedures are available on the Company's website.

股東權利

重大獨立事項(包括選舉董事)均於股東大會上提呈獨立決議案。股東大會上的決策均採用投票方式進行。投票表決程序之詳情載於寄發予股東之通函內。通函亦載有建議決議案的相關詳情及／或候選董事的履歷。投票結果將於各股東大會後及時於本公司及聯交所網站刊登。

召開股東特別大會及提呈決議案

股東可根據組織章程細則於本公司股東大會上提呈建議以供考慮。本公司可應任何一名或多名股東的書面請求而召開股東特別大會，該等股東於提出請求當日持有的股份合共不少於本公司繳足股本(附有權利在本公司股東大會上投票)的十分之一。請求必須列明會議的目的及將加入會議議程的決議案，並由請求人簽署及遞交至本公司的註冊辦事處，且可由多份相同格式的文件組成，而每份文件均由一名或多名請求人簽署。倘董事並未於遞交請求日期起計二十一(21)個曆日內正式召開將於額外二十一(21)個曆日內舉行的股東大會，則請求人或代表不少於本公司繳足股本(附有權利於股東大會上投票)十分之一的任何請求人可自行召開股東大會，惟按此方式召開的任何大會不得於上述二十一(21)個曆日屆滿後三個曆月屆滿後舉行。

就建議任何人士參選董事而言，相關程序可於本公司網站查閱。

ENQUIRIES TO THE BOARD

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following for the attention of the joint company secretaries:

Address: 8/F, M Plaza, No. 109, Pazhou Avenue, Haizhu District, Guangzhou 510000, Guangdong Province, China
Email: ir@miniso.com

For the avoidance of doubt, Shareholders must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. The information of the Shareholders may be disclosed as required by law.

CHANGE IN CONSTITUTIONAL DOCUMENTS

The Company adopted the Amended and Restated Memorandum and Articles of Association of the Company on July 11, 2022, which took effect from the Listing Date. During the Reporting Period, there was no change in the Amended and Restated Memorandum and Articles of Association of the Company.

向董事會提出查詢

股東可寄發有關向董事會提出任何查詢的書面查詢至本公司。一般而言，本公司不會處理口頭或匿名查詢。

聯絡詳情

股東可在註明收件人為聯席公司秘書的同時將上述查詢或要求發送至：

地址：中國廣東省廣州市海珠區琶洲大道109號銘豐廣場8樓（郵編：510000）
電郵：ir@miniso.com

為免生疑，股東須將正式簽署之書面請求、通知或陳述，或詢問（視情況而定）之正本存放於及發送至上方地址，並提供其全名、聯絡詳情及身份資料，以使上述文件生效。股東資料可按法律規定予以披露。

憲章文件變動

本公司於2022年7月11日採納本公司經修訂及重列組織章程大綱及細則，自上市日期起生效。於報告期，本公司經修訂及重列組織章程大綱及細則並無變動。

Other Information 其他資料

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OF ITS ASSOCIATED CORPORATIONS

As at December 31, 2024, the interests and short positions of the Directors and chief executive 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 required (a) to be notified to the Company and the HKEX pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) to be recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO; or (c) as otherwise notified to the Company and the HKEX pursuant to the Model Code were as follows:

董事及最高行政人員於本公司或其任何相聯法團的股份、相關股份及債權證中的權益及淡倉

於2024年12月31日，董事及本公司最高行政人員於本公司或其相聯法團（定義見《證券及期貨條例》第XV部）的股份、相關股份及債權證中擁有須(a)根據《證券及期貨條例》第XV部第7及第8分部通知本公司及聯交所的權益及淡倉（包括根據《證券及期貨條例》有關條文其被當作或被視為擁有的權益及淡倉）；或(b)記錄於本公司根據《證券及期貨條例》第352條存置的登記冊的權益及淡倉；或(c)根據標準守則通知本公司及聯交所的權益及淡倉載列如下：

Interest in the Shares

於股份的權益

Name 姓名	Capacity/Nature of interest 身份／權益性質	Number of Shares underlying outstanding options/ restricted shares/ restricted share units granted 未行使購股權／ 已授出受限制股份／ 受限制股份單位的 相關股份數目			Approximate % of shareholding in our Company ⁽¹⁾ 於本公司股權 概約百分比 ⁽¹⁾
		Number of Shares 股份數目			
Mr. Ye 葉先生	Interest in controlled corporations/founder of a discretionary trust/beneficiary of a trust/ interest of spouse 受控法團權益／酌情信託成立人／信託受益人／ 配偶權益	789,541,061 ⁽²⁾ (L)		–	63.2%
		14,000,000 ⁽²⁾ (S)			1.1%
Ms. XU Lili 徐黎黎女士	Beneficial interest 實益權益	–		20,000 ⁽³⁾ (L)	0.002%
Mr. ZHU Yonghua 朱擁華先生	Beneficial interest 實益權益	–		42,528 ⁽⁴⁾ (L)	0.003%

Notes:

- (1) The calculation is based on the total number of 1,249,871,833 Shares in issue as at December 31, 2024. The letter “L” stands for long position and the letter “S” stands for short position.
- (2) Represents (i) 328,290,482 Shares held by Mini Investment Limited; (ii) 203,401,382 Shares held by YGF MC Limited; and (iii) 257,849,197 Shares held by YYY MC Limited. The short position represents Mr. Ye, through an entity controlled under YGF Trust, has delivered a total of 14,000,000 shares under credit support arrangement with a return obligation. For further details of Mr. Ye’s interest in our Company, please see the section headed “Substantial Shareholders’ Interests and Short Positions in Shares and Underlying Shares” on the next page.
- (3) Represents Ms. Xu’s entitlement to receive up to 20,000 Shares pursuant to the exercise of options granted to her under the 2020 Share Incentive Plan.
- (4) Represents Mr. Zhu’s entitlement to receive up to 29,476 Shares pursuant to the vesting of RSUs granted to him under the 2020 Share Incentive Plan and his beneficial interest in 13,052 Shares.

Save as disclosed above, as at December 31, 2024, so far as is known to any Director or the chief executive of the Company, none of the Directors nor the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the HKEX pursuant to Divisions 7 and 8 of Part XV of the SFO; (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code, to be notified to the Company and the HKEX.

附註：

- (1) 該計算乃基於2024年12月31日已發行的1,249,871,833股股份的總數。字母「L」代表好倉，字母「S」代表淡倉。
- (2) 指(i)由Mini Investment Limited持有的328,290,482股股份；(ii)由YGF MC Limited持有的203,401,382股股份；及(iii)由YYY MC Limited持有的257,849,197股股份。該淡倉代表葉先生通過YGF Trust控制的實體根據信用支持安排交付合共14,000,000股股份，並承擔退還義務。有關葉先生在本公司權益的進一步詳情，請參閱下頁「主要股東於股份及相關股份中的權益及淡倉」一節。
- (3) 指徐女士根據2020年股份激勵計劃獲授的購股權於行使後獲得最多20,000股股份的權利。
- (4) 指朱先生根據2020年股份激勵計劃獲授的受限制股份單位歸屬後獲得最多29,476股股份的權利及13,052股股份的實益權益。

除上文所披露者外，於2024年12月31日，據任何董事或本公司最高行政人員所知，並無任何董事或本公司最高行政人員於本公司或其相聯法團（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(a)根據《證券及期貨條例》第XV部第7及第8分部須通知本公司及聯交所的權益或淡倉；(b)根據《證券及期貨條例》第352條規定須登記於該條例所指登記冊的權益或淡倉；或(c)根據《標準守則》須知會本公司及聯交所的權益或淡倉。

Other Information 其他資料

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at December 31, 2024, the following persons (other than the Directors and chief executive of the Company whose interests have been disclosed in this annual report), had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company and the HKEX pursuant to Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

主要股東於股份及相關股份中的權益及 淡倉

於2024年12月31日，下列人士（權益已於本年報披露的董事及本公司最高行政人員除外）於股份及相關股份中擁有根據《證券及期貨條例》第XV部第2及第3分部須向本公司及聯交所披露或記錄於本公司根據《證券及期貨條例》第336條須存置的登記冊的權益或淡倉：

Name 姓名／名稱	Capacity/Nature of interest 身份／權益性質	Number of Shares 股份數目	Approximate % of shareholding in our Company ⁽¹⁾ 於本公司股權的 概約百分比 ⁽¹⁾
YYY MC Limited ⁽²⁾	Beneficial interest 實益權益	257,849,197(L)	20.6%
YYY Development Limited ⁽²⁾	Interest in controlled corporation 受控法團權益	257,849,197(L)	20.6%
YGF MC Limited ⁽³⁾	Beneficial interest 實益權益	203,401,382(L)	16.3%
Mini Investment Limited ⁽⁴⁾	Beneficial interest 實益權益	328,290,482(L) 14,000,000(S)	26.3% 1.1%
YGF Development Limited ⁽⁴⁾	Interest in controlled corporation 受控法團權益	328,290,482(L) 14,000,000(S)	26.3% 1.1%
Mr. Ye ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	Interest in controlled corporations/founder of a discretionary trust/beneficiary of a trust/interest of spouse 受控法團權益／酌情信託成立人／信託受益人／ 配偶權益	789,541,061(L) 14,000,000(S)	63.2% 1.1%
葉先生 ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	受控法團權益／酌情信託成立人／信託受益人／ 配偶權益		
Ms. Yang ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	Interest in controlled corporations/founder of a discretionary trust/beneficiary of a trust/interest of spouse 受控法團權益／酌情信託成立人／信託受益人／ 配偶權益	789,541,061(L) 14,000,000(S)	63.2% 1.1%
楊女士 ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	受控法團權益／酌情信託成立人／信託受益人／ 配偶權益		

Notes:

- (1) The calculation is based on the total number of 1,249,871,833 Shares in issue as at December 31, 2024. The letter “L” stands for long position and the letter “S” stands for short position.
- (2) YYY MC Limited is wholly-owned by YYY Development Limited, a limited liability company incorporated under the laws of BVI. All shares of YYY Development Limited are held by TMF (Cayman) Ltd. on behalf of YYY Trust, with TMF (Cayman) Ltd. as the trustee, and Ms. Yang and her family members as beneficiaries. Ms. Yang is both the settlor and protector of YYY Trust and is deemed to be the controlling person of the YYY Trust. Under the SFO, Ms. Yang is deemed to be interested in all the interests in our Company held by YYY MC Limited.
- (3) YGF MC Limited is wholly-owned by Mr. Ye.
- (4) Mini Investment Limited is wholly-owned by YGF Development Limited, a limited liability company incorporated under the laws of BVI. All shares of YGF Development Limited are held by TMF (Cayman) Ltd. on behalf of YGF Trust, with TMF (Cayman) Ltd. as the trustee, and Mr. Ye and his family members as beneficiaries. Mr. Ye is both the settlor and the protector of YGF Trust and is deemed to be the controlling person of the YGF Trust. Under the SFO, Mr. Ye is deemed to be interested in all the interests in our Company held by Mini Investment Limited.
- (5) Mr. Ye and Ms. Yang are spouses, and are therefore deemed to be interested in the equity interests held by each other.

Save as disclosed above, as at December 31, 2024, no person, other than the Directors whose interests are set out in the section headed “Directors’ and Chief Executive’s Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or any of its Associated Corporations” had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company and the HKEX pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

附註：

- (1) 該計算乃基於2024年12月31日已發行的1,249,871,833股股份的總數。字母「L」代表好倉，字母「S」代表淡倉。
- (2) YYY MC Limited由YYY Development Limited(一家依據英屬維爾京群島法律註冊成立的有限責任公司)全資擁有。YYY Development Limited的全部股份由TMF (Cayman) Ltd.代表YYY Trust持有。在該信託中，TMF (Cayman) Ltd.為受託人，楊女士及其家庭成員為受益人。楊女士身兼YYY Trust的委託人及保護人，並被視為YYY Trust的控制人。根據《證券及期貨條例》，楊女士被視為在YYY MC Limited持有本公司的所有權益中擁有權益。
- (3) YGF MC Limited由葉先生全資擁有。
- (4) Mini Investment Limited由YGF Development Limited(一家依據英屬維爾京群島法律註冊成立的有限責任公司)全資擁有。YGF Development Limited的全部股份由TMF (Cayman) Ltd.代表YGF Trust持有。在該信託中，TMF (Cayman) Ltd.為受託人，葉先生及其家庭成員為受益人。葉先生身兼YGF Trust的委託人及保護人，並被視為YGF Trust的控制人。根據《證券及期貨條例》，葉先生被視為在Mini Investment Limited持有本公司的所有權益中擁有權益。
- (5) 葉先生及楊女士為配偶關係，因此被視為在對方持有的股權中擁有權益。

除上文所披露者外，於2024年12月31日，除董事（其權益載於「董事及最高行政人員於本公司或其任何相聯法團的股份、相關股份及債權證中的權益及淡倉」一節）外，概無其他人士於股份及相關股份中擁有根據《證券及期貨條例》第XV部第2及第3分部須向本公司及聯交所披露或記錄於本公司根據《證券及期貨條例》第336條須存置的登記冊的權益或淡倉。

Other Information 其他資料

2020 SHARE INCENTIVE PLAN

The 2020 Share Incentive Plan was first adopted by the Board in September 2020 and was further amended in June 2022, the amendments of which took effect upon the Listing. Since the Listing, the 2020 Share Incentive Plan was subject to Chapter 17 of the Listing Rules. The Company relies on the transitional arrangements provided for under the new Chapter 17 of the Listing Rules which became effective on January 1, 2023.

The principal terms of the 2020 Share Incentive Plan, as amended, are as described below.

Purpose

The purposes of the 2020 Share Incentive Plan are to attract and retain qualified personnel, provide incentives to employees, consultants and directors of our Group, and promote the success of our business.

Eligible Participants

Eligible participants include employees, consultants, and directors of our Group (the “**Participants**”). The plan administrator may, from time to time, select from among all Participants to whom awards in the form of share options (the “**Options**”), a right to purchase restricted Shares (the “**Restricted Shares**”) or a right to purchase RSUs (collectively, the “**Awards**”), will be granted and will determine the nature and amount of each option.

Maximum number of Shares

The maximum aggregate number of Shares that may be issued is 147,301,128 Shares (the “**Scheme Mandate**”) of which only up to 71,485,122 Shares may be issued pursuant to Awards granted in the form of Options.

As of January 1, 2024, Awards representing 7,071,028 Shares were available for grant under the 2020 Share Incentive Plan. During the Reporting Period, RSUs representing a total of 21,597,470 underlying Shares were granted to eligible Participants pursuant to the 2020 Share Incentive Plan. As of December 31, 2024, Awards representing 4,812,885 Shares were available for grant under the 2020 Share Incentive Plan.

2020年股份激勵計劃

2020年股份激勵計劃於2020年9月首次獲董事會採納，並於2022年6月進一步修訂，修訂於上市後生效。自上市起，2020年股份激勵計劃受《上市規則》第17章規限。本公司倚賴《上市規則》新第17章（自2023年1月1日起生效）所規定的過渡安排。

經修訂的2020年股份激勵計劃的主要條款描述如下。

目的

2020年股份激勵計劃旨在吸引及挽留合資格人員，激勵本集團僱員、顧問及董事，促進我們的業務取得成功。

合資格參與者

合資格參與者包括本集團僱員、顧問及董事（「**參與者**」）。計劃管理人可不時從將獲授以購股權（「**購股權**」）、購買受限制股份（「**受限制股份**」）的權利或購買受限制股份單位的權利（統稱「**獎勵**」）的所有參與者中進行選擇，並將釐定各購股權的性質及金額。

最大股份數目

可發行的股份最高總數為147,301,128股股份（「**計劃授權**」），僅有最多71,485,122股股份可根據以購股權形式授出的獎勵予以發行。

截至2024年1月1日，根據2020年股份激勵計劃可供授出7,071,028股股份的獎勵。於報告期，根據2020年股份激勵計劃已向合資格參與者授出21,597,470股相關股份的受限制股份單位。截至2024年12月31日，根據2020年股份激勵計劃可供授出4,812,885股股份的獎勵。

As of January 1, 2024, 48,527,444 new Shares were available for issue under the Scheme Mandate. During the Reporting Period, no new Shares were issued pursuant to the 2020 Share Incentive Plan. As of December 31, 2024 and the Latest Practicable Date, 29,013,916 new Shares (representing approximately 2.3% of the weighted average number of Shares of the Company as of the Latest Practicable Date) were available for issue under the Scheme Mandate.

The total number of Shares which may be issued upon exercise of all Options that may be granted in aggregate does not exceed 10% of the total number of Shares in issue and is subject to an annual limit of 3% of the total number of Shares in issue in any financial year.

Remaining life and option period

The 2020 Share Incentive Plan commenced in September 2020 and shall continue in effect for a term of ten years with a remaining life of approximately five years, unless sooner terminated under the terms of the 2020 Share Incentive Plan.

The plan administrator shall determine the time or times at which an option may be exercised in whole or in part, including exercise prior to vesting; provided that the term of any option granted under the 2020 Share Incentive Plan shall not exceed ten years. The plan administrator shall also determine any conditions, if any, that must be satisfied before all or part of an option may be exercised. There is no minimum period for which an option must be held before it can be exercised.

Vesting period

In general, the plan administrator determines the vesting schedule, which is specified in the relevant award agreement.

Limit for each Participant

Unless approved by the Shareholders in general meeting, the total number of Shares issued and to be issued upon the exercise of Options granted and to be granted under the 2020 Share Incentive Plan and any other plan of our Company to an eligible Participant within any 12-month period shall not exceed 1% of the Shares issued and outstanding at the date of any grant.

截至2024年1月1日，根據計劃授權可供發行48,527,444股新股份。於報告期，概無根據2020年股份激勵計劃發行新股份。截至2024年12月31日及最後實際可行日期，根據計劃授權可供發行29,013,916股新股份（佔本公司截至最後實際可行日期加權平均股份數約2.3%）。

可能授出的所有購股權獲行使後可能發行的股份總數不超過已發行股份總數的10%並受限於任何財政年度已發行股份總數的3%的年度限額。

剩餘年期及購股權期限

2020年股份激勵計劃於2020年9月開始實施，有效期為十年，剩餘年期約為五年，除非根據2020年股份激勵計劃的條款提前終止。

計劃管理人須釐定可全部或部分行使購股權的時間（包括行使歸屬前的時間）；但根據2020年股份激勵計劃授出的任何購股權的期限不得超過十年。計劃管理人亦須釐定所有或部分購股權獲行使前必須滿足的任何條件（如有）。並無行使購股權前必須持有的最短期限。

歸屬期

一般而言，計劃管理人確定歸屬時間表，其於相關獎勵協議中列明。

每名參與者的限額

除非經股東於股東大會批准，否則根據2020年股份激勵計劃及本公司任何其他計劃向合資格參與者授予或將授予的購股權獲行使後已發行或將予發行的股份總數在任何12個月期間內，不得超過於任何授予日期已發行且流通在外的股份的1%。

Other Information 其他資料

Consideration and exercise price

The principal terms of the 2020 Share Incentive Plan does not specify the amount payable on application or acceptance of the Awards and the period within which payments or calls must or may be made. The plan administrator determines the terms and conditions of any award granted pursuant to the 2020 Share Incentive Plan, including, but not limited to, the exercise price, grant price, or purchase price. The plan administrator determines the exercise price for each award, which is stated in the relevant award agreement shall not be lower than the fair market value of the Shares on the date of grant, which shall be the higher of: (i) the closing sales price for such Shares or securities as quoted on the principal exchange or system on which the Shares or securities of our Company are listed (as determined by the Board or the committee delegated with the authority to administer the plan) on the date of grant, and (ii) average closing sales price as quoted on the principal exchange or system on which the Shares or securities of our Company are listed for the five business days immediately preceding the date of grant.

Outstanding Options, Restricted Shares and RSUs granted

As of December 31, 2024, the number of underlying Shares pursuant to the outstanding Options granted amounted to 3,907,464 Shares, representing approximately 0.3% of the issued Shares. The outstanding Options are held by 136 grantees. Up to a maximum of 71,485,122 Shares may be further issued upon the exercise of the Options to be granted under the 2020 Share Incentive Plan. Of the 3,907,464 Options, 2,585,464 have vested and 1,322,000 remained unvested as of December 31, 2024. All the Options under the 2020 Share Incentive Plan were granted between January 16, 2020 and October 15, 2021 (both days inclusive), before the Listing Date. The exercise price of the Options granted under the 2020 Share Incentive Plan is US\$0.00 per Share or US\$0.036 per Share.

Save for the Awards which were lapsed during the Reporting Period as disclosed below, there was no Award which was cancelled during the Reporting Period.

對價及行使價

2020年股份激勵計劃的主要條款並未規定申請或接受獎勵時應支付的金額以及須支付或催繳的期限。計劃管理人確定根據2020年股份激勵計劃授出的任何獎勵的條款及條件，包括但不限於行使價、授出價或購買價。計劃管理人確定每項獎勵的行使價，該等價格在相關獎勵協議中規定，不得低於授予日的股份公平市場價值，應以較高者為準：(i)該等股份或證券於授予日在本公司股份或證券上市的主要交易所或系統所報價格的收盤價（由董事會或獲授權管理計劃的委員會釐定）；及(ii)該等股份或證券緊接授予日的五個營業日在本公司股份或證券上市的主要交易所或系統所報價格的平均收盤價。

已授出發行在外購股權、受限制股份及受限制股份單位

截至2024年12月31日，已授出的發行在外購股權的相關股份數目達3,907,464股股份，佔已發行股份約0.3%。發行在外購股權由136名承授人持有。根據2020年股份激勵計劃將予授出的購股權獲行使後，可額外發行最多71,485,122股股份。截至2024年12月31日，在3,907,464份購股權中，2,585,464份已歸屬，1,322,000份仍未歸屬。2020年股份激勵計劃項下所有購股權均於2020年1月16日至2021年10月15日間（包括首尾兩日）獲授出，均在上市日期前。2020年股份激勵計劃項下授出購股權的行使價為每股0.00美元或每股0.036美元。

除下文所披露於報告期已失效的獎勵外，於報告期概無已註銷的獎勵。

The Company has not granted further Options under the 2020 Share Incentive Plan after the Listing Date. Details of the movements of the Options granted under the 2020 Share Incentive Plan during the Reporting Period are as follows:

本公司於上市日期後再無根據2020年股份激勵計劃授予任何購股權。於報告期，根據2020年股份激勵計劃授予的購股權變動詳情如下：

										Weighted average closing price of Shares immediately before the date of exercise during the Reporting Period
					Number of Options outstanding as of January 1, 2024	Number of Options granted during the Reporting Period	Number of Options lapsed during the Reporting Period	Number of Options exercised during the Reporting Period	Number of Options outstanding as of December 31, 2024	股份於報告期日期前的加權平均收市價
Name or category of grantee	Date of grant	Vesting period	Exercise period	Exercise price	1月1日發行在外的購股權數目	於報告期授出的購股權數目	於報告期已失效的購股權數目	於報告期已行使的購股權數目	12月31日發行在外的購股權數目	緊接行使日期前的加權平均收市價
承授人姓名或類別	授予日期	歸屬期	行使期間	行使價	購股權數目	購股權數目	購股權數目	購股權數目	購股權數目	平均收市價
Director										
董事										
Xu Lili	October 15, 2020	50% of the number of Shares shall become fully vested upon grant and 50% of the number of Shares shall become fully vested after 1 year of the date of grant	Maximum exercisable term is ten years from the date of grant	US\$0.00 per Share	20,000	-	-	-	20,000	N/A
徐黎黎	2020年10月15日	股份數目的50%須於授予後完全歸屬及股份數目的50%須於授予日期一年後完全歸屬	自授予日期起計的最長可行使期限為十年	每股0.00美元						不適用
Other grantees (in aggregate)	January 16, 2020 and September 27, 2020	5 years	Maximum exercisable term is ten years from the date of grant	US\$0.036 per Share	5,149,104	-	221,200	1,040,440	3,887,464	US\$5.30
其他承授人 (合計)	2020年1月16日及2020年9月27日	5年	自授予日期起計的最長可行使期限為十年	每股0.036美元						5.30美元
Total					5,169,104	-	221,200	1,040,440	3,907,464	
合計										

The Company has not granted further Restricted Shares under the 2020 Share Incentive Plan after the Listing Date. As of December 31, 2024, there were no Restricted Shares outstanding under the 2020 Share Incentive Plan.

本公司於上市日期後再無根據2020年股份激勵計劃授予任何受限制股份。截至2024年12月31日，在2020年股權激勵計劃下，並無發行在外的受限制股份。

Other Information
其他資料

Details of the movements of the RSUs granted under the 2020 Share Incentive Plan which will be satisfied by new Shares during the Reporting Period are as follows:

於報告期，根據2020年股份激勵計劃授予的受限制股份單位（將以新股份方式結算）變動詳情如下：

Name or category of grantee	Date of grant	Vesting period	Purchase price	Performance target	Closing price of Shares immediately before the date of grant	Fair value of RSUs at the date of grant	Number of RSUs outstanding as of January 1, 2024		Number of RSUs granted during the Reporting Period	Number of RSUs lapsed during the Reporting Period	Number of RSUs vested during the Reporting Period	Number of RSUs outstanding as of December 31, 2024		Weighted average closing price of the Share immediately before the date of vesting
							截至2024年1月1日	於報告期				截至2024年12月31日	股份於緊接歸屬日期前	
承授人姓名或類別	授予日期	歸屬期	購買價	業績目標	授予日期前的收市價	公允價值	單位數目	單位數	單位數目	單位數目	單位數目	單位數目	平均收市價	
Five highest paid individuals during the Reporting Period in aggregate	March 20, 2024	5 years with 10%, 10%, 15%, 20% and 45% of Shares vested on the the first to fifth anniversary of the date of grant, respectively	US\$0.00001 per Share	Conditional upon the fulfillment of appraisal targets during the vesting period	US\$5.17	US\$5.48	-	1,143,540	-	-	-	1,143,540	-	
於報告期五名最高薪人士(合計)	2024年3月20日	5年期，10%、10%、15%、20%及45%股份自授出日期第一至第五週年分別歸屬	每股0.00001美元	待歸屬期內考核目標達成後	5.17美元	5.48美元								
Other grantees (in aggregate)	March 20, 2024	5 years with 10%, 10%, 15%, 20% and 45% of Shares vested on the first to fifth anniversary of the date of grant, respectively	US\$0.00001 per Share	Conditional upon the fulfillment of appraisal targets during the vesting period	US\$5.17	US\$5.48	-	19,727,950	1,357,962	-	-	18,369,988	-	
其他承授人(合計)	2024年3月20日	5年期，10%、10%、15%、20%及45%股份自授出日期第一至第五週年分別歸屬	每股0.00001美元	待歸屬期內考核目標達成後	5.17美元	5.48美元								
Total							-	20,871,490	1,357,962	-	-	19,513,528		
合計														

Details of the movements of the RSUs granted under the 2020 Share Incentive Plan which will be satisfied by existing Shares during the Reporting Period are as follows:

於報告期，根據2020年股份激勵計劃授予的受限制股份單位（將以現行股份方式結算）變動詳情如下：

Name or category of grantee 承授人姓名或類別	Date of grant 授予日期	Vesting period 歸屬期	Purchase price 購買價	Performance target 業績目標	Closing price of Shares immediately before the date of grant 收市價	Fair value of RSUs at the date of grant 公允價值	Number	Number	Number	Number	Number	Weighted
							of RSUs	Number	Number	Number	of RSUs	average
							outstanding	of RSUs	of RSU	of RSUs	outstanding	closing price
							as of	granted	lapsed	vested	as of	of the Share
							January 1,	during the	during the	during the	December	immediately
							2024	Reporting	Reporting	Reporting	31, 2024	before the
							截至2024年	Period	Period	Period	截至2024年	vesting
							1月1日	於報告期	於報告期	於報告期	12月31日	股份於緊接
發行的	授出的	已失效的	已歸屬的	發行的	歸屬日期前							
受限制股份	受限制股份	受限制股份	受限制股份	受限制股份	的加權							
單位數目	單位數	單位數目	單位數目	單位數目	平均收市價							
Director												
董事												
Zhu Yonghua	October 20, 2023	22,472 Shares shall vest in equal portions on October 20, 2023, January 15, 2024, April 15, 2024 and July 15, 2024, respectively	US\$0.00 per Share	N/A	US\$6.24	US\$6.27	16,856	0	0	16,856	0	US\$5.27
朱擁華	2023年10月20日	22,472股股份應分別於2023年10月20日、2024年1月15日、2024年4月15日及2024年7月15日歸屬	每股0.00美元	不適用	6.24美元	6.27美元						5.27美元
	October 15, 2024	39,300 Shares shall vest in equal portions on October 15, 2024, January 15, 2025, April 15, 2025 and July 15, 2025, respectively	US\$0.00 per Share	N/A	US\$4.58	US\$4.17	–	39,300	–	9,824	29,476	US\$4.58
	2024年10月15日	39,300股股份應分別於2024年10月15日、2025年1月15日、2025年4月15日及2025年7月15日歸屬	每股0.00美元	不適用	4.58美元	4.17美元						4.58美元
Five highest paid individuals during the Reporting Period in aggregate	December 6, 2022	3-4 years	US\$0.036 per Share	N/A	US\$2.79	US\$2.89	100,200	–	–	33,400	66,800	US\$5.17
於報告期五名最高薪人士（合計）	2022年12月6日	3-4年	每股0.036美元	不適用	2.79美元	2.89美元						5.17美元

Other Information 其他資料

Name or category of grantee 承授人姓名或類別	Date of grant 授予日期	Vesting period 歸屬期	Purchase price 購買價	Performance target 業績目標			Number of RSUs outstanding as of January 1, 2024 截至2024年 1月1日	Number of RSUs granted during the Reporting Period 於報告期 授出的	Number of RSUs lapsed during the Reporting Period 已失效的	Number of RSUs vested during the Reporting Period 已歸屬的	Number of RSUs outstanding as of December 31, 2024 發行在外的 截至2024年 12月31日	Weighted average closing price of the Share immediately before the date of vesting 股份於緊接 歸屬日期前 的加權 平均收市價
					Closing price of Shares immediately before the date of grant 股份於緊接 授予日期前 的收市價	Fair value of RSUs at the date of grant 單位於授予 日期的公允價值						
Other grantees (in aggregate) 其他承授人(合計)	December 6, 2022 2022年12月6日	3-4 years 3-4年	US\$0.036 per Share 每股0.036美元	N/A 不適用	US\$2.79 2.79美元	US\$2.89 2.89美元	285,400	-	73,600	86,000	125,800	US\$5.16 5.16美元
	December 6, 2022 2022年12月6日	3 years 3年	US\$0.036 per Share 每股0.036美元	N/A 不適用	US\$2.79 2.79美元	US\$2.89 2.89美元	113,600	-	28,000	20,000	65,600	US\$5.01 5.01美元
	December 20, 2022 2022年12月20日	3 years 3年	US\$0.036 per Share 每股0.036美元	N/A 不適用	US\$2.65 2.65美元	US\$2.78 2.78美元	7,600	-	-	3,800	3,800	US\$5.84 5.84美元
	March 20, 2023 2023年3月20日	3 years 3年	US\$0.036 per Share 每股0.036美元	N/A 不適用	US\$4.38 4.38美元	US\$4.45 4.45美元	76,680	-	-	25,560	51,120	US\$5.17 5.17美元
	March 20, 2023 2023年3月20日	5 years 5年	US\$0.036 per Share 每股0.036美元	Please refer to the announcement published by the Company on March 21, 2023 for details 詳情參閱本公司 於2023年3月21日 刊發的公告	US\$4.38 4.38美元	US\$4.45 4.45美元	5,084,800	-	-	1,016,960	4,067,840	US\$5.17 5.17美元
	June 21, 2023 2023年6月21日	3 years 3年	US\$0.036 per Share 每股0.036美元	N/A 不適用	US\$4.02 4.02美元	US\$3.99 3.99美元	169,920	-	-	56,640	113,280	US\$5.18 5.18美元
	October 10, 2023 2023年10月10日	3 years 3年	US\$0.036 per Share 每股0.036美元	N/A 不適用	US\$6.50 6.50美元	US\$6.50 6.50美元	26,040	-	-	8,680	17,360	US\$4.53 4.53美元
	December 20, 2023 2023年12月20日	3 years 3年	US\$0.036 per Share 每股0.036美元	N/A 不適用	US\$4.96 4.96美元	US\$4.72 4.72美元	77,160	-	66,160	2,200	8,800	US\$5.84 5.84美元
	March 20, 2024 2024年3月20日	3 years 3年	US\$0.036 per Share 每股0.036美元	N/A 不適用	US\$5.17 5.17美元	US\$5.07 5.07美元	-	169,920	-	-	169,920	N/A 不適用
	June 20, 2024 2024年6月20日	5 years 5年	US\$0.036 per Share 每股0.036美元	N/A 不適用	US\$5.11 5.11美元	US\$5.23 5.23美元	-	50,800	-	-	50,800	N/A 不適用
	September 20, 2024 2024年9月20日	3 years 3年	US\$0.036 per Share 每股0.036美元	N/A 不適用	US\$4.17 4.17美元	US\$4.12 4.12美元	-	84,840	31,800	-	53,040	N/A 不適用
	December 20, 2024 2024年12月20日	3 years 3年	US\$0.036 per Share 每股0.036美元	N/A 不適用	US\$5.83 5.83美元	US\$5.84 5.84美元	-	381,120	-	-	381,120	N/A 不適用
Total 合計							5,958,256	725,980	199,560	1,279,920	5,204,756	

Further details of the 2020 Share Incentive Plan (including the accounting standard and policy adopted for assessing the fair value of the share awards) are set out in Note 23 to the consolidated financial statements.

2020年股份激勵計劃的進一步詳情(包括為評估股份獎勵的公允價值而採納的會計準則及政策)載於綜合財務報告附註23。

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

During the Reporting Period, the Company repurchased a total of 5,997,000 Shares at an aggregate consideration (including all the relevant expenses) of HK\$186.5 million on the HKEX and a total of 1,415,586 ADSs (5,662,344 Shares) at an aggregate consideration (including all the relevant expenses) of US\$22.7 million on the NYSE. As of March 21, 2025, all such Shares and ADSs repurchased during the Reporting Period have been cancelled. The total number of Shares and ADSs cancelled for the repurchases made during the fiscal year ended December 31, 2024 represents approximately 1% of the Company's total share capital as of December 31, 2024.

Particulars of the repurchases made by the Company during the fiscal year ended December 31, 2024 are as follows:

購買、出售或贖回本公司的上市證券

於報告期，本公司於聯交所以總對價（包含所有相關開支）186.5百萬港元回購了共計5,997,000股股份及於紐交所以總對價（包含所有相關開支）22.7百萬美元回購了共計1,415,586股美國存託股（5,662,344股股份）。截至2025年3月21日，所有在報告期內已回購股份和美國存託股均已註銷。截至2024年12月31日止財政年度因回購註銷的股份及美國存託股總數佔本公司截至2024年12月31日總股本約1%。

本公司於截至2024年12月31日止財政年度作出的回購詳情如下：

HKEX 聯交所

Trading Month 交易月份	No. of Shares repurchased 回購股份數目	Price paid per Share 就每股股份支付的價格		Aggregate consideration paid (including all the relevant expenses) (HK\$'000) 已付總對價 (包含所有相關開支) (千港元)
		Highest price (HK\$) 最高價 (港元)	Lowest price (HK\$) 最低價 (港元)	
January 2024 2024年1月	1,055,200	33.45	31.00	34,357
February 2024 2024年2月	175,000	34.00	33.70	5,939
July 2024 2024年7月	2,300,800	35.10	32.05	78,625
September 2024 2024年9月	2,466,000	31.75	22.90	67,558

Other Information
其他資料

NYSE 紐交所

Trading Month 交易月份	No. of Shares as represented by the ADSs repurchased 回購美國 存託股所代表 的股份數目	Price paid per Share 就每股份支付的價格		Aggregate consideration paid (including all the relevant expenses) (US\$'000) 已付總對價 (包含所有相關開支) (千美元)
		Highest price (US\$) 最高價 (美元)	Lowest price (US\$) 最低價 (美元)	
January 2024 2024年1月	1,018,400	5.00	4.28	4,845
July 2024 2024年7月	701,740	4.50	4.14	3,118
September 2024 2024年9月	3,741,404	4.07	3.21	13,945
October 2024 2024年10月	200,800	4.07	3.75	771

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's securities listed on the HKEX or on the NYSE (including sale of treasury shares as defined under the Listing Rules) during the fiscal year ended December 31, 2024. The Company did not hold any treasury shares (as defined under the Listing Rules) as of December 31, 2024.

除上文所披露者外，於截至2024年12月31日止財政年度，本公司或其任何附屬公司概無購買、出售或贖回本公司於聯交所或紐交所上市的任何證券（包括出售《上市規則》所定義的庫存股）。截至2024年12月31日，本公司並無持有任何《上市規則》所定義的庫存股。

USE OF PROCEEDS FROM THE GLOBAL OFFERING

On July 13, 2022, the Shares were listed on the Main Board of the HKEX. The net proceeds from the Global Offering were HK\$482.1 million. As of December 31, 2024, there has been no change in the intended use of net proceeds as previously disclosed in the section headed "Future Plans and Use of Proceeds" in the Prospectus. The Company has fully utilized the residual amount of the net proceeds in accordance with such intended purposes within 48 months from the listing of its Shares on the HKEX as expected.

全球發售所得款項用途

於2022年7月13日，股份於聯交所主板上市。全球發售所得款項淨額為482.1百萬港元。截至2024年12月31日，先前於招股章程「未來計劃及所得款項用途」一節所披露的所得款項淨額擬定用途概無變動。本公司已如預期於其股份在聯交所上市後48個月內根據該等擬定用途悉數動用所得款項淨額的餘額。

Purpose 用途	% of total net proceeds 所得款項 淨總額佔比	Amount of net proceeds 所得款項 淨額金額 (HK\$ million) (百萬元)	Unutilized amount as of December 31, 2023 截至2023年 12月31日 未動用金額	Amount of net proceeds utilized during the fiscal year ended December 31, 2024 截至2024年 12月31日止 財政年度 已動用的 所得款項 淨額金額 (HK\$ million) (百萬元)	Amount of net proceeds unutilized as of December 31, 2024 截至2024年 12月31日 未動用的 所得款項 淨額金額 (HK\$ million) (百萬元)
Store network expansion and upgrade 門店網絡擴張和升級	25%	120.5	—	—	—
Supply chain improvement and product development 供應鏈優化和產品開發	20%	96.4	—	—	—
Strengthen our technology capabilities 增強我們的技術能力	20%	96.4	20.6	20.6	—
Invest in brand promotion and incubation 投資於品牌推廣及培育	20%	96.4	—	—	—
Capital expenditures, which may include, among others, acquisitions of, or investments in, businesses or assets that complement our business 資本開支，其中可能包括收購或投資與我們業務互補的業務 或資產	5%	24.2	—	—	—
Working capital and general corporate purposes 營運資金和一般公司用途	10%	48.2	—	—	—
Total 合計	100%	482.1	20.6	20.6	—

MATERIAL LITIGATION

Save as disclosed in this annual report, the Company was not involved in any material litigation or arbitration during the Reporting Period. The Directors are also not aware of any material litigation or claims that are pending or threatened against the Company during the Reporting Period.

APPROVAL OF ANNUAL REPORT

The annual report and the consolidated financial statements of the Group for the Reporting Period were approved and authorised for issue by the Board on April 24, 2025.

重大訴訟

除本年報披露內容外，本公司於報告期並無涉及任何重大訴訟或仲裁。於報告期，董事並不知悉任何待決或對本集團構成威脅的任何重大訴訟或索賠。

批核年度報告

於2025年4月24日，經董事會批核及授權發佈本集團截至報告期之年度報告及綜合財務報表。

Independent Auditor's Report

獨立核數師報告



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

OPINION

We have audited the consolidated financial statements of MINISO Group Holding Limited ("the Company") and its subsidiaries ("the Group") set out on pages 98 to 237, which comprise the consolidated statement of financial position as at December 31, 2024, the consolidated statement of profit or loss, 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 a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2024 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards ("IFRSs") as issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

致名創優品集團控股有限公司股東之
獨立核數師報告
(於開曼群島註冊成立的有限責任公司)

意見

我們已審計列載於第98至237頁的名創優品集團控股有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，此財務報表包括於2024年12月31日的綜合財務狀況表、截至該日止年度的綜合損益表、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，包括重大會計政策概要。

我們認為，該等綜合財務報表已根據國際會計準則理事會頒佈的《國際財務報告準則會計準則》真實而中肯地反映了貴集團於2024年12月31日的綜合財務狀況及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》的披露要求妥為擬備。

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》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》(「守則」)以及與我們對開曼群島綜合財務報表的審計相關的道德要求，我們獨立於貴集團，並已履行這些道德要求以及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審計意見提供基礎。

KEY AUDIT MATTER

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the consolidated financial statements of the current period. The matter was 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 this matter.

Assessment of impairment of long-term assets of self-operated stores

評估直營店的長期資產減值

Refer to Notes 11 and 12 to the consolidated financial statements and the accounting policies on pages 127 and 128.
請參閱綜合財務報表附註11及12及第127及128頁的會計政策。

The Key Audit Matter

關鍵審計事項

The Group had property, plant and equipment and right-of-use assets related to self-operated stores of RMB475,771 thousand and RMB2,264,064 thousand respectively, as of December 31, 2024.

截至2024年12月31日，貴集團的直營店相關的物業、廠房及設備以及使用權資產分別為人民幣475,771,000元及人民幣2,264,064,000元。

As discussed in Note 2(h)(ii), each individual self-operated store is a separate cash-generating unit ("CGU"). For self-operated stores where an indication of impairment is identified, an impairment assessment will be performed by comparing the carrying value of the self-operated stores with their recoverable amounts being the higher of fair value less costs of disposal and value in use. If the carrying value of the self-operated stores exceeds their recoverable amounts, the Group writes down the property, plant and equipment and right-of-use assets which belong to the self-operated stores to the estimated recoverable amounts. 誠如附註2(h)(ii)所討論，單個直營店為單獨的現金產生單位（「現金產生單位」）。就出現減值跡象的直營店而言，貴集團通過比較直營店的賬面值及其可收回金額，即公允價值減出售成本及使用價值（以較高者為準）進行減值評估。倘直營店的賬面值超過其可收回金額，貴集團會將直營店所屬的物業、廠房及設備及使用權資產撇減至預估可收回金額。

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。我們不會對該事項提供單獨的意見。

How the matter was addressed in our audit

我們的審計如何處理該事項

Our audit procedures to address this key audit matter included the following:

我們就該關鍵審計事項的審計程序包括：

- We evaluated the design and tested the operating effectiveness of certain internal controls related to the Group's impairment assessment process for property, plant and equipment and right-of-use assets related to the self-operated stores. This included controls related to the determination of the market rentals.
- 我們評估與貴集團對自營門店相關物業、廠房及設備以及使用權資產的減值評估程序相關的若干內部控制的設計並測試其運行的有效性。這包括與釐定市場租金相關的控制。
- For those self-operated stores with an impairment indication, we involved valuation professionals with specialized skills and knowledge, who assisted in evaluating the reasonableness of the comparable transactions used by the Group to estimate market rentals for a selection of those self-operated stores, by comparing the respective market rental with the passing rent, location, floor level and property size.
- 對於那些具有減損跡象的自營店舖，我們引入了具有專業技能和知識的估值專業人士，他們通過歷史租金、位置、樓層及物業面積，與市場租金比較，協助評價貴集團用於估計部分自營店舖市場租金的可比交易的合理性。

Independent Auditor's Report

獨立核數師報告

Assessment of impairment of long-term assets of self-operated stores

評估直營店的長期資產減值

Refer to Notes 11 and 12 to the consolidated financial statements and the accounting policies on pages 127 and 128.

請參閱綜合財務報表附註11及12及第127及128頁的會計政策。

The Key Audit Matter

關鍵審計事項

How the matter was addressed in our audit

我們的審計如何處理該事項

We identified the assessment of impairment of property, plant and equipment and right-of-use assets related to certain self-operated stores as a key audit matter. Complex auditor judgement was required in evaluating the market rentals used by the Group in estimating the self-operated stores' fair value less costs of disposal. Specifically, specialized skills and knowledge were needed to evaluate the reasonableness of comparable transactions used by the Group to estimate the market rentals.

我們將與若干直營店相關的物業、廠房及設備及使用權資產的減值評估列為一項關鍵審計事項。在評估貴集團用於估算自營店公平價值減去處置成本時所使用的市場租金時，需要複雜的審計判斷。具體來說，需要專門的技能和知識來評估貴集團用於估算市場租金的可比交易的合理性。

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

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

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

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

綜合財務報表及核數師報告以外的資料

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但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。

就我們對綜合財務報表的審計，我們的責任是閱讀其他信息，並在此過程中，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。

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

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

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with 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.

基於我們已執行的工作，如果我們認為其他信息有重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據國際會計準則理事會頒佈的《國際財務報告準則》及香港《公司條例》的披露要求編製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編製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。

在編製綜合財務報表時，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，以及使用持續經營的會計基礎，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。

審計委員會協助董事履行監督貴集團財務報告過程的職責。

核數師就審計綜合財務報表須承擔的責任

我們的目標，是就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獲取合理保證，並出具包括我們意見的核數師報告。本報告僅向閣下整體報告，不作其他用途。我們概不就本報告內容對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按《香港審計準則》進行的審計總能發現存在的重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期該等錯誤陳述單獨或匯總起來可能影響該等綜合財務報表使用者依賴該等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。

Independent Auditor's Report 獨立核數師報告

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

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

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 to express as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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：

識別及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這些風險，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，以制訂於各類情況下的適當審計程序，但並非對貴集團內部控制的成效發表意見。

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，及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，從而可能對貴集團持續經營能力產生重大疑慮。如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，或假若有關的披露資料不足，則修訂我們的意見。我們的結論是基於截至核數師報告日止所取得的審計憑證。然而，未來事項或產生的情況可能導致貴集團不能持續經營。

評估綜合財務報表的整體列報方式、結構和內容，包括披露資料，以及綜合財務報表是否公允反映有關交易和事項。

計劃和執行集團審計，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，作為對集團財務報表形成意見的基礎。我們負責指導、監督和覆核就集團審計目的而執行的審計工作。我們為審計意見承擔全部責任。

Independent Auditor's Report 獨立核數師報告

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Chung Kai Ming.

我們會與審計委員會就計劃的審計範圍、審計時間及重大審計發現等事項(包括我們在審計中發現的內部控制的重大缺陷)進行溝通。

我們還向審計委員會提交聲明，說明我們已符合有關獨立性的相關道德要求，並與其溝通有可能合理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，所採取消除威脅的行動及採用的防範措施。

從與審計委員會溝通的事項中，我們決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這些事項，除非法律法規不允許公開披露該等事項，或在極少的情況下，因在我們報告中說明某項事宜的負面後果合理預期將超過進行相關說明的公眾利益，我們認為不應在我們報告說明該事宜的情況下則除外。

出具本獨立核數師報告的審計項目合夥人是鍾啟明。

KPMG

Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong
April 24, 2025

畢馬威會計師事務所

執業會計師
香港中環
遮打道10號
太子大廈8樓
2025年4月24日

Consolidated Statements of Profit or Loss

綜合損益表

(Expressed in thousands of Renminbi, except for per share data)
(以人民幣千元呈列，除每股數據外)

		For the six months ended December 31, 2023 截至2023年 12月31日止六個月	For the year ended December 31, 2024 截至2024年 12月31日止年度
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Revenue 收入	5	7,632,467	16,994,025
Cost of sales 銷售成本	6	(4,391,428)	(9,356,965)
Gross profit 毛利		3,241,039	7,637,060
Other income 其他收入		18,993	21,595
Selling and distribution expenses 銷售及分銷開支	6	(1,363,114)	(3,519,534)
General and administrative expenses 一般及行政開支	6	(357,689)	(931,651)
Other net income 其他淨收入	7	21,105	114,696
(Credit loss)/reversal of credit loss on trade and other receivables 貿易及其他應收款項(信貸虧損)/信貸虧損撥回		(2,080)	2,469
Impairment loss on non-current assets 非流動資產減值虧損		(4,547)	(8,846)
Operating profit 經營利潤		1,553,707	3,315,789
Finance income 財務收入		123,969	118,672
Finance costs 財務成本		(25,202)	(92,915)
Net finance income 財務收入淨額	8	98,767	25,757
Share of profit of equity-accounted investees, net of tax 分佔以權益法入賬的被投資公司的收益，稅後淨額		268	5,986
Profit before taxation 稅前利潤		1,652,742	3,347,532
Income tax expense 所得稅開支	9	(396,665)	(712,104)
Profit for the period/year 期/年內利潤		1,256,077	2,635,428
Attributable to: 以下人士應佔：			
Equity shareholders of the Company 本公司權益股東		1,248,405	2,617,560
Non-controlling interests 非控股權益		7,672	17,868
Profit for the period/year 期/年內利潤		1,256,077	2,635,428
Earnings per share 每股盈利			
Basic earnings per share (RMB) 每股基本盈利(人民幣元)	10	1.00	2.11
Diluted earnings per share (RMB) 每股攤薄盈利(人民幣元)	10	1.00	2.10

The accompanying notes are an integral part of these consolidated financial statements.

隨附附註為綜合財務報表的一部分。

Consolidated Statements of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

(Expressed in thousands of Renminbi, except for per share data)
(以人民幣千元呈列，除每股數據外)

	For the six months ended December 31, 2023 截至2023年 12月31日止六個月	For the year ended December 31, 2024 截至2024年 12月31日止年度
	RMB'000 人民幣千元	RMB'000 人民幣千元
Profit for the period/year 期／年內利潤	1,256,077	2,635,428
<i>Items that may be reclassified subsequently to profit or loss:</i> 隨後可能重新分類至損益的項目：		
Exchange differences on translation of financial statements of foreign operations 換算海外業務財務報表的匯兌差額	(32,504)	19,128
Other comprehensive (loss)/income for the period/year 期／年內其他全面(虧損)／收益	(32,504)	19,128
Total comprehensive income for the period/year 期／年內全面收益總額	1,223,573	2,654,556
Attributable to: 以下人士應佔：		
Equity shareholders of the Company 本公司權益股東	1,217,804	2,635,833
Non-controlling interests 非控股權益	5,769	18,723
Total comprehensive income for the period/year 期／年內全面收益總額	1,223,573	2,654,556

The accompanying notes are an integral part of these consolidated financial statements.

隨附附註為綜合財務報表的一部分。

Consolidated Statements of Financial Position

綜合財務狀況表

(Expressed in thousands of Renminbi)
(以人民幣千元呈列)

		As at December 31, 於12月31日	
		2023 2023年	2024 2024年
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
ASSETS 資產			
Non-current assets 非流動資產			
Property, plant and equipment 物業、廠房及設備	11	769,306	1,436,939
Right-of-use assets 使用權資產	12	2,900,860	4,172,083
Intangible assets 無形資產		19,554	8,802
Goodwill 商譽		21,643	21,418
Deferred tax assets 遞延稅項資產	9(c)	104,130	181,948
Other investments 其他投資	13	90,603	123,399
Trade and other receivables 貿易及其他應收款項	15	135,796	341,288
Term deposits 定期存款		100,000	140,183
Interests in equity-accounted investees 以權益法入賬的被投資公司的權益		15,783	38,567
		4,157,675	6,464,627
Current assets 流動資產			
Other investments 其他投資	13	252,866	100,000
Inventories 存貨	14	1,922,241	2,750,389
Trade and other receivables 貿易及其他應收款項	15	1,518,357	2,207,013
Cash and cash equivalents 現金及現金等價物	16	6,415,441	6,328,121
Restricted cash 受限制現金	17	7,970	1,026
Term deposits 定期存款		210,759	268,952
		10,327,634	11,655,501
Total assets 資產總額		14,485,309	18,120,128
EQUITY 權益			
Share capital 股本	22(a)	95	94
Additional paid-in capital 資本公積	22(a)	6,331,375	4,683,577
Other reserves 其他儲備	22(b)	1,114,568	1,329,126
Retained earnings 留存收益		1,722,157	4,302,177
Equity attributable to equity shareholders of the Company			
本公司權益股東應佔權益		9,168,195	10,314,974
Non-controlling interests 非控股權益		23,022	40,548
Total equity 權益總額		9,191,217	10,355,522

Consolidated Statements of Financial Position
綜合財務狀況表

(Expressed in thousands of Renminbi)
(以人民幣千元呈列)

		As at December 31, 於12月31日	
		2023	2024
		2023年	2024年
	Note	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
LIABILITIES 負債			
Non-current liabilities 非流動負債			
Contract liabilities 合同負債	5	40,954	35,145
Loans and borrowings 貸款及借款	19	6,533	4,310
Other payables 其他應付款項	20	12,411	59,842
Lease liabilities 租賃負債	21	797,986	1,903,137
Deferred income 遞延收益		29,229	34,983
		887,113	2,037,417
Current liabilities 流動負債			
Loans and borrowings 貸款及借款	19	726	566,955
Trade and other payables 貿易及其他應付款項	20	3,389,826	3,943,988
Contract liabilities 合同負債	5	324,028	323,292
Lease liabilities 租賃負債	21	447,319	635,357
Deferred income 遞延收益		6,644	5,376
Current taxation 即期稅項		238,436	252,221
		4,406,979	5,727,189
Total liabilities 負債總額		5,294,092	7,764,606
Total equity and liabilities 權益及負債總額		14,485,309	18,120,128

Approved and authorized for issue by the board of directors on April 24, 2025. 經由董事會於2025年4月24日批准及授權刊發。

Ye Guofu	Xu Lili	葉國富	徐黎黎
Executive Director and Chairman	Independent director	執行董事兼主席	獨立董事

The accompanying notes are an integral part of these consolidated financial statements. 隨附附註為綜合財務報表的一部分。

Consolidated Statements of Changes in Equity

綜合權益變動表

(Expressed in thousands of Renminbi)
(以人民幣千元呈列)

Attributable to equity shareholders of the Company 歸屬於本公司的權益股東									
	Additional		Share-based		PRC		Total		Non- controlling interests
	Share capital	paid-in capital	Merger reserve	Treasury shares	payment reserve	Translation reserve	statutory reserve	Retained earnings	Total equity
	股本	資本公積	合併儲備	庫存股份	以股份為 基礎的 付款儲備	匯兌儲備	中國法定 公積金	留存收益	合計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
	Note 22(a)	Note 22(a)	Note 22(b)(i)	Note 22(b)(iv)	Note 22(b)(iii)	Note 22(b)(ii)	Note 22(b)(iv)		
	附註22 (a)	附註22 (a)	附註22 (b)(i)	附註22 (b)(iv)	附註22 (b)(iii)	附註22 (b)(ii)	附註22 (b)(iv)		
Balance at July 1, 2023 於2023年7月1日的結餘	95	7,254,871	117,912	(84,050)	913,474	54,362	105,020	539,331	8,901,015
8,918,268									17,253
Changes in equity for the six months ended December 31, 2023 截至2023年12月31日止六個月的權益變動									
Profit for the period 期內利潤	-	-	-	-	-	-	-	1,248,405	1,248,405
1,256,077									7,672
Other comprehensive loss for the period 期內其他全面虧損	-	-	-	-	-	(30,601)	-	-	(30,601)
(32,504)									(1,903)
Total comprehensive income for the period 期內全面收益總額	-	-	-	-	-	(30,601)	-	1,248,405	1,217,804
1,223,573									5,769
Dividend declared 已宣派股息	22(d)	-	(923,664)	-	-	-	-	-	(923,664)
Exercise of options and subscription of restricted share units 行使購股權及認購受限制股份單位		-	-	-	-	-	-	-	-
168									168
Repurchase of shares 回購股份	23(b)(c)	-	168	-	-	-	-	-	-
(73,560)									(73,560)
Equity settled share-based transactions 以權益結算的股份支付交易	22(b)(v)	-	-	(73,560)	-	-	-	-	-
46,432									46,432
Appropriation to statutory reserve 轉撥至法定公積金	23	-	-	-	46,432	-	-	-	-
(65,579)									-
Balance at December 31, 2023 於2023年12月31日的結餘	95	6,331,375	117,912	(157,610)	959,906	23,761	170,599	1,722,157	9,168,195
9,191,217									23,022

* The amount was less than RMB1,000.

* 金額少於人民幣1,000元。

The accompanying notes are an integral part of these consolidated financial statements.

隨附附註為綜合財務報表的一部分。

Consolidated Statements of Changes in Equity
綜合權益變動表

(Expressed in thousands of Renminbi)
(以人民幣千元呈列)

Attributable to equity shareholders of the Company 歸屬於本公司的權益股東									
	Additional			Share-based			PRC		Non-controlling interests
	Share capital	paid-in capital	Merger reserve	Treasury shares	payment reserve	Translation reserve	statutory reserve	Retained earnings	Total equity
	股本	資本公積	合併儲備	庫存股份	以股份為基礎的付款儲備	匯兌儲備	中國法定公積金	留存收益	合計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Note	附註	附註	附註	附註	附註	附註	附註	附註	附註
22(a)	22(a)	22(a)	22(b)(i)	22(b)(v)	22(b)(iii)	22(b)(ii)	22(b)(iv)	22(b)(iv)	22(b)(iv)
附註22(a)	附註22(a)	附註22(a)	附註22(b)(i)	附註22(b)(v)	附註22(b)(iii)	附註22(b)(ii)	附註22(b)(iv)	附註22(b)(iv)	附註22(b)(iv)
95	6,331,375	117,912	(157,610)	959,906	23,761	170,599	1,722,157	9,168,195	23,022
Balance at January 1, 2024 於2024年1月1日的結餘									9,191,217
Changes in equity for the year ended December 31, 2024 截至2024年12月31日止年度的權益變動									
Profit for the year 年內利潤	-	-	-	-	-	-	-	2,617,560	17,868
Other comprehensive income for the year 年內其他全面收益	-	-	-	-	-	18,273	-	-	855
Total comprehensive income for the year 年內全面收益總額	-	-	-	-	-	18,273	-	2,617,560	18,723
Dividend declared and paid to equity shareholders of the Company 已宣派並支付予本公司權益股東的股息	22(d)	(1,244,251)	-	-	-	-	-	-	(1,244,251)
Dividend declared and paid to non-controlling interests 已宣派並支付予非控股權益的股息		-	-	-	-	-	-	-	(1,612)
Exercise of options and subscription of restricted share units 行使購股權及認購受限制股份單位	23(b)(c)	649	-	-	-	-	-	-	649
Repurchase of shares 回購股份	22(b)(v)	-	-	(330,221)	-	-	-	-	(330,221)
Cancellation of shares 註銷股份	22(a)(v)	(1)	(403,781)	403,782	-	-	-	-	-
Equity settled share-based transactions 以權益結算的股份支付交易	23	-	-	-	85,184	-	-	-	85,184
Appropriation to statutory reserve 提取法定公積金	22(b)(iv)	-	-	-	-	-	37,540	(37,540)	-
Acquisition of non-controlling interests 非控股權益收購		-	(415)	-	-	-	-	-	415
Balance at December 31, 2024 於2024年12月31日的結餘	94	4,683,577	117,912	(84,049)	1,045,090	42,034	208,139	4,302,177	10,314,974
									10,355,522

* The amount was less than RMB1,000.

* 金額少於人民幣1,000元。

The accompanying notes are an integral part of these consolidated financial statements.

隨附附註為綜合財務報表的一部分。

Consolidated Statements of Cash Flows

綜合現金流量表

(Expressed in thousands of Renminbi)
(以人民幣千元呈列)

		For the six months ended December 31, 2023 截至2023年 12月31日止六個月	For the year ended December 31, 2024 截至2024年 12月31日止年度
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Cash flows from operating activities 經營活動所得現金流			
Cash generated from operations 經營所得現金	18(a)	1,448,307	2,995,609
Income tax paid 已付所得稅		(350,766)	(827,275)
Net cash from operating activities 經營活動所得現金淨額		1,097,541	2,168,334
Cash flows from investing activities 投資活動所得現金流			
Payment for purchases of property, plant, equipment and intangible assets 購買物業、廠房及設備以及無形資產的付款		(264,766)	(762,538)
Proceeds from disposal of property, plant and equipment 處置物業、廠房及設備的所得款項		427	12,446
Payments for purchases of other investments 購買其他投資的付款		(2,553,982)	(14,117,719)
Proceeds from disposal of other investments 處置其他投資所得款項		2,503,982	14,267,719
Placement of term deposits 存入定期存款		(210,405)	(302,158)
Release of term deposits 提取定期存款		581,371	213,521
Interest income 利息收入		122,231	112,404
Investment income from other investments 其他投資的投資收益		14,281	81,145
Loan to an equity-accounted investee 向以權益法入賬的被投資公司提供的貸款		—	(19,926)
Payments for investments in equity-accounted investees 以權益法入賬的被投資公司的投資付款		(16,066)	(18,148)
Net cash from/(used in) investing activities 投資活動所得／(所用)現金淨額		177,073	(533,254)

Consolidated Statements of Cash Flows

綜合現金流量表

(Expressed in thousands of Renminbi)
(以人民幣千元呈列)

		For the six months ended December 31, 2023 截至2023年 12月31日止六個月	For the year ended December 31, 2024 截至2024年 12月31日止年度
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Cash flows from financing activities 融資活動所得現金流			
Proceeds from capital injection from shareholders, subscription of restricted shares, restricted share units and exercise of options 股東注資、認購受限制股份、受限制股份單位和行使購股權所得款項		168	649
Proceeds from loans and borrowings 貸款及借款所得款項	18(b)	–	563,800
Repayment of loans and borrowings 償還貸款及借款	18(b)	–	(718)
Payment of capital element and interest element of lease liabilities 支付租賃負債的資本部分和利息部分	18(b)	(236,519)	(725,075)
Payments of repurchase of shares 回購股份款項		(73,560)	(313,416)
Prepayments for repurchase of shares 回購股份預付款項		(87,324)	–
Dividends paid to non-controlling interests 支付予非控股權益的股息		–	(1,612)
Dividends paid to equity shareholders of the Company 支付予本公司權益持有人的股息	22(d)	(923,664)	(1,244,251)
Net cash used in financing activities 融資活動所用現金淨額		(1,320,899)	(1,720,623)
Net decrease in cash and cash equivalents			
現金及現金等價物減少淨額		(46,285)	(85,543)
Cash and cash equivalents at the beginning of the period/year			
期／年初現金及現金等價物		6,489,213	6,415,441
Effect of movements in exchange rates on cash held			
匯率變動對所持現金的影響		(27,487)	(1,777)
Cash and cash equivalents at the end of the period/year			
期／年末現金及現金等價物	16	6,415,441	6,328,121

The accompanying notes are an integral part of these consolidated financial statements.

隨附附註為綜合財務報表的一部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

1 GENERAL INFORMATION AND LIST OF PRINCIPAL SUBSIDIARIES

1.1 General information

MINISO Group Holding Limited (the “Company”) was incorporated in the Cayman Islands on January 7, 2020, as an exempted company with limited liability under the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The Company completed its initial public offering (“IPO”) on October 15, 2020 and the Company’s American Depositary Shares (“ADSs”) have been listed on the New York Stock Exchange since then. Each ADS of the Company represents four ordinary shares. The Company’s ordinary shares have also been listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) since July 13, 2022.

The accompanying consolidated financial statements comprise the Company and its subsidiaries (together, the “Group”). The Group is principally engaged in the retail and wholesale of lifestyle and pop toy products across the People’s Republic of China (the “PRC”) and other countries in Asia, America, and Europe, etc. The Company does not conduct any substantive operations of its own but conducts its primary business operations through its subsidiaries.

1 一般資料及主要附屬公司名單

1.1 一般資料

名創優品集團控股有限公司(「本公司」)於2020年1月7日根據開曼群島法例第22章《公司法》(1961年第3號法例，經合併及修訂)於開曼群島註冊成立為獲豁免有限責任公司。本公司於2020年10月15日完成首次公開發售，且本公司的美國存託股自此已在紐約證券交易所上市。本公司的每一份美國存託股代表四股普通股。本公司普通股亦於2022年7月13日在香港聯合交易所有限公司(「香港聯交所」)上市。

隨附綜合財務報表包括本公司及其附屬公司(統稱「本集團」)。本集團主要在中華人民共和國(「中國」)及亞洲、美洲、歐洲等其他國家從事生活家居產品以及潮流玩具產品的零售及批發業務。本公司自身不從事任何實質性經營活動，而是通過其附屬公司進行主要業務運營活動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

1 GENERAL INFORMATION AND LIST OF PRINCIPAL SUBSIDIARIES (continued)

1.2 List of principal subsidiaries

Set out below is a list of the Company's principal subsidiaries as at December 31, 2024:

1 一般資料及主要附屬公司名單 (續)

1.2 主要附屬公司名單

下表載列本公司於2024年12月31日的主要附屬公司名單：

Company name	Place of incorporation/ establishment and business	Issued and paid-up capital	Group's effective interest (direct or indirect)	Principal activities
公司名稱	註冊成立／成立 及業務地點	發行以及繳足股本	本集團的 實際利率 (直接或間接)	主營業務
MINISO Universal Holding Limited	BVI 英屬維爾京群島	USD – 美元 –	100% 100%	Investment holding 投資控股
MINISO Global Holding Limited	BVI 英屬維爾京群島	USD – 美元 –	100% 100%	Investment holding 投資控股
MINISO Development Hong Kong Limited	Hong Kong 香港	HKD – 港元 –	100% 100%	Investment holding and wholesale of lifestyle products 投資控股及生活家居 產品批發
MINISO Investment Hong Kong Limited 名創優品投資香港有限公司	Hong Kong 香港	HKD 80,100,000 80,100,000 港元	100% 100%	Investment holding 投資控股
MINISO Hong Kong Limited 名創優品(香港)有限公司	Hong Kong 香港	HKD 350,000,000 350,000,000 港元	100% 100%	Wholesale of lifestyle products 生活家居產品批發
MINISO (Guangzhou) Co., Ltd. (i)(ii) 名創優品(廣州)有限責任公司(i)(ii)	PRC 中國	RMB 139,693,019 人民幣 139,693,019元	100% 100%	Wholesale and retail of lifestyle products 生活家居產品批發及 零售
MINISO (Hengqin) Enterprise Management Co., Ltd. (ii) 名創優品(橫琴)企業管理有限公司(ii)	PRC 中國	RMB 10,000,000 人民幣 10,000,000元	100% 100%	Brand licensing 品牌特許
MINISO International (Guangzhou) Co., Ltd. (ii) 名創優品國際(廣州)有限公司(ii)	PRC 中國	RMB 65,000,000 人民幣 65,000,000元	100% 100%	Wholesale of lifestyle products 生活家居產品批發

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

1 GENERAL INFORMATION AND LIST OF PRINCIPAL SUBSIDIARIES (continued)

1 一般資料及主要附屬公司名單 (續)

1.2 List of principal subsidiaries (continued)

1.2 主要附屬公司名單 (續)

Company name 公司名稱	Place of incorporation/ establishment and business 註冊成立／成立及業務地點	Issued and paid-up capital 發行以及繳足股本	Group's effective interest (direct or indirect) 本集團的實際利率 (直接或間接)	Principal activities 主營業務
MINISO Youxuan Technology (Guangzhou) Co., Ltd. (ii) 名創優選科技(廣州)有限公司(ii)	PRC 中國	RMB10,000,000 人民幣10,000,000元	100% 100%	Online sales of lifestyle products 生活家居產品線上銷售
Pt. MINISO Lifestyle Trading Indonesia	Indonesia 印度尼西亞	IDR53,289,350,000 53,289,350,000印尼盾	67% 67%	Wholesale and retail of lifestyle products 生活家居產品批發及零售
MINISO Life Style Private Limited	India 印度	INR669,540,570 669,540,570印度盧比	100% 100%	Wholesale and retail of lifestyle products 生活家居產品批發及零售
USA MINISO Depot Inc.	United States 美國	USD67,041,441 67,041,441美元	100% 100%	Wholesale and retail of lifestyle products 生活家居產品批發及零售
MIHK Management Inc.	Canada 加拿大	CAD100 100加元	100% 100%	Wholesale and retail of lifestyle products 生活家居產品批發及零售
MINISO LIFESTYLE SINGAPORE PRIVATE LIMITED	Singapore 新加坡	SGD3,000 3,000新元	100% 100%	Wholesale and retail of lifestyle products 生活家居產品批發及零售

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

1 GENERAL INFORMATION AND LIST OF PRINCIPAL SUBSIDIARIES (continued)

1 一般資料及主要附屬公司名單 (續)

1.2 List of principal subsidiaries (continued)

1.2 主要附屬公司名單 (續)

Company name	Place of incorporation/ establishment and business	Issued and paid-up capital	Group's effective interest (direct or indirect)	Principal activities
公司名稱	註冊成立／成立及業務地點	發行以及繳足股本	本集團的實際利率 (直接或間接)	主營業務
MINISO VIETNAM LIMITED LIABILITY COMPANY	Vietnam	VND20,000,000,000	90%	Wholesale and retail of lifestyle products
	越南	20,000,000,000越南盾	90%	生活家居產品批發及零售
TOP TOY (Guangdong) Cultural Creativity Co., Ltd. (Formerly known as TOP TOY (Guangdong) Technology Co., Ltd.) (i)	PRC	RMB5,000,000	100%	Wholesale and retail of pop toy products
那是家大潮玩(廣東)文化創意有限公司(曾用名：那是家大潮玩(廣東)科技有限公司)(ii)	中國	人民幣5,000,000元	100%	潮流玩具產品批發及零售
Mingyou Industrial Investment (Guangzhou) Co., Ltd. (i)(ii)	PRC	RMB2,126,000,000	100%	Development of headquarters building
名優產業投資(廣州)有限公司(i)(ii)	中國	人民幣2,126,000,000元	100%	總部大廈開發

Notes:

附註：

(i) These entities are wholly-owned foreign companies established in the PRC.

(i) 該等實體均為於中國成立的外商獨資公司。

(ii) These entities are limited liability companies established in the PRC.

(ii) 該等實體均為於中國成立的有限責任公司。

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

2 MATERIAL ACCOUNTING POLICIES

(a) Statement of compliance

The accompanying consolidated financial statements have been prepared in accordance with IFRS Accounting Standards (“IFRSs”) as issued by the International Accounting Standards Board (“IASB”), and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange.

Material accounting policies adopted by the Group are disclosed below. The Group has consistently applied these accounting policies to all periods presented in these consolidated financial statements, unless otherwise stated.

The IASB has issued certain amendments to IFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these financial statements.

(b) Basis of preparation

The Company has changed its financial year end date from June 30 to December 31 on January 17, 2024. The accompanying consolidated financial statements of the Group are for the year ended December 31, 2024. The comparative information presented in these consolidated financial statements for the six months ended December 31, 2023 are therefore not comparable.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that other investments are stated at their fair value as explained in Note 2(m).

2 重大會計政策

(a) 合規聲明

隨附綜合財務報表乃按國際會計準則理事會（「國際會計準則理事會」）頒佈的《國際財務報告準則會計準則》（「國際財務報告準則」）及香港《公司條例》的披露規定所編製。該等財務報表亦遵守《香港聯交所證券上市規則》的適用披露條文。

本集團採用的重大會計政策披露如下。除非另有說明，否則本集團於綜合財務報表呈列的所有期間始終採用該等會計政策。

國際會計準則理事會已頒佈若干經修訂《國際財務報告準則》，並於本集團的當前會計期間首次生效或可供提前採納。在與本集團有關的範圍內首次應用這些經修訂的準則所引致當前會計期間的任何會計政策變動，已於本財務報表內反映，有關資料載列於附註2(c)。

(b) 編製基準

於2024年1月17日，本公司之財政年度結算日期由6月30日變更為12月31日。隨附本集團截至2024年12月31日止年度的綜合財務報表。因此，截至2023年12月31日止六個月，該等綜合財務報表中呈列的可資比較資料不具可比性。

編製財務報表採用的計量基準為歷史成本法，但附註2(m)所述的按公允價值呈列的其他投資除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

2 MATERIAL ACCOUNTING POLICIES (continued)

(c) Changes in accounting policies

The Group has applied the following new and amended IFRSs issued by the IASB to the financial statements for the year ended December 31, 2024:

- Amendments to IAS 1, *Presentation of financial statements – Classification of liabilities as current or non-current* (“2020 amendments”) and amendments to IAS 1, *Presentation of financial statements – Non-current liabilities with covenants* (“2022 amendments”)
- Amendments to IFRS 16, *Leases – Lease liability in a sale and leaseback*
- Amendments to IAS 7, *Statement of cash flows* and IFRS 7, *Financial instruments: Disclosures – Supplier finance arrangements*

The Group has not applied any new standard or interpretation that is not yet effective for the year ended December 31, 2024 as set out in Note 31. The amendments do not have a material effect on how the Group’s results and financial position for the current or prior periods have been prepared or presented.

(d) Basis of consolidation

(i) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

2 重大會計政策(續)

(c) 會計政策變更

本集團已將以下國際會計準則理事會頒佈的新訂及經修訂國際財務報告準則應用於截至2024年12月31日止年度的財務報表：

- 《國際會計準則》第1號(修訂本)，*財務報表之呈列 – 將負債分類為流動或非流動*(「2020年修訂本」)及《國際會計準則》第1號(修訂本)，*財務報表之呈列 – 附帶契諾的非流動負債*(「2022年修訂本」)
- 《國際財務報告準則》第16號(修訂本)，*租賃 – 售後租回交易中的租賃負債*
- 《國際會計準則》第7號(修訂本)，*現金流量表*及《國際財務報告準則》第7號，*金融工具：披露 – 供應商融資安排*

本集團並無應用於截至2024年12月31日止年度尚未生效之任何新準則或詮釋，詳情載列於附註31。該等修訂並未對本集團編製或呈列當期或過往期間的業績及財務狀況的方式並無產生重大影響。

(d) 綜合基準

(i) 附屬公司及非控股權益

附屬公司為受本集團控制的實體。如果本集團因其參與某一實體事務而可獲取或有權收取可變回報並可通過其對該實體擁有的權力影響該等回報，則本集團控制該實體。在評估本集團是否擁有權力時，只考慮實質性權利(由本集團和其他各方持有)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

2 MATERIAL ACCOUNTING POLICIES (continued)

(d) Basis of consolidation (continued)

(i) Subsidiaries and non-controlling interests (continued)

The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases. Intra-group balances, transactions and cash flows and any unrealized profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealized losses resulting from intra-group transactions are eliminated in the same way as unrealized gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. Non-controlling interests are measured initially at their proportionate share of the subsidiary's net identifiable assets at the date of acquisition.

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

2 重大會計政策(續)

(d) 綜合基準(續)

(i) 附屬公司及非控股權益(續)

附屬公司的財務報表自控制權開始之日起至控制權終止之日均包含於綜合財務報表中。集團內部餘額、交易及現金流，以及集團內部交易所產生的任何未變現利潤，在編製綜合財務報表時均全數抵銷。集團內交易產生的未變現虧損僅在並無出現減值跡象的情況下以與未變現收益相同的方法予以抵銷。

非控股權益指非直接或間接歸屬於本公司的附屬公司權益，且本集團就此並無與該等權益持有人協議任何額外條款，致使本集團整體須就該等權益承擔符合金融負債定義的合同責任。非控股權益按其於收購日在附屬公司可辨認淨資產所佔的比例進行初始計量。

非控股權益於綜合財務狀況表的權益內呈列，獨立於本公司權益股東應佔權益。本集團業績的非控股權益乃於綜合損益表及綜合損益及其他全面收益表列作本公司非控股權益及權益股東之間的期內利潤或虧損總額及全面收益總額的分配結果。

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

2 MATERIAL ACCOUNTING POLICIES (continued)

(d) Basis of consolidation (continued)

(i) Subsidiaries and non-controlling interests (continued)

When the Group loses control of a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognized in profit or loss. Any interest retained in that former subsidiary is measured at fair value when control is lost.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 2(h)(ii)).

(ii) Interests in equity-accounted investees

The Group's interests in equity-accounted investees comprises interests in associates.

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

2 重大會計政策(續)

(d) 綜合基準(續)

(i) 附屬公司及非控股權益(續)

當本集團喪失對附屬公司的控制權時，其終止確認該附屬公司的資產及負債，以及任何相關的非控股權益和其他權益組成部分。任何所產生收益或虧損於損益中確認。於前附屬公司保留的任何權益在喪失控制權時按公允價值計量。

於本公司的財務狀況表中，於附屬公司的投資乃按成本扣除減值虧損列賬(請參閱附註2(h)(ii))。

(ii) 以權益法入賬的被投資公司權益

本集團以權益法入賬的被投資公司權益包括於聯營公司的權益。

聯營公司是指本集團或本公司對其管理(包括參與財務和經營政策決策)具有重大影響，但不控制或共同控制其管理層的實體。

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(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

2 MATERIAL ACCOUNTING POLICIES (continued)

(d) Basis of consolidation (continued)

(ii) Interests in equity-accounted investees (continued)

An interest in an associate is accounted for using the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate or joint venture that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see Note 2(h)(ii)). At each reporting date, the Group assesses whether there is any objective evidence that the investment is impaired. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the reporting period are recognized in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognized in the consolidated statement of profit or loss and other comprehensive income.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method, together with any other long-term interests that in substance form part of the Group's net investment in the associate, after applying the ECL model to such other long-term interests where applicable (see Note 2(h)(i)).

2 重大會計政策(續)

(d) 綜合基準(續)

(ii) 以權益法入賬的被投資公司權益 (續)

對聯營公司的權益採用權益法核算。根據權益法，投資最初按成本入賬，並就本集團應得的被投資公司可辨認淨資產收購日的公允價值超出投資成本的部分(如有)進行調整。投資成本包括購買價、直接產生自獲得投資的其他成本及構成本集團權益投資一部分的對聯營公司或合營企業的任何直接投資。此後，該投資會就本集團應佔被投資公司資產淨值於收購後的變動及與投資有關之任何減值虧損作出調整(請參閱附註2(h)(ii))。於每個報告日，本集團評估是否有任何客觀證據表明該投資已經減值。收購當日超出成本的任何部分、本集團報告期間應佔被投資公司收購後的稅後業績以及任何減值虧損於綜合損益表內確認，而本集團應佔被投資公司收購後的稅後其他全面收益項目於綜合損益及其他全面收益表內確認。

當本集團應佔聯營公司的虧損超出應佔權益時，本集團的權益將調減至零，並且不再確認其他虧損，但如本集團已承擔法定或推定責任，或代表被投資公司付款則除外。就此而言，本集團的權益是按權益法計算的投資賬面金額加上實質上屬於本集團對聯營公司投資淨額一部分的任何其他長期權益(如適用，將預期信貸虧損模式應用於該等其他長期權益後)(請參閱附註2(h)(i))。

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(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

2 MATERIAL ACCOUNTING POLICIES (continued)

(d) Basis of consolidation (continued)

(ii) Interests in equity-accounted investees (continued)

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

(iii) Goodwill

Goodwill represents the excess of

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognized immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see Note 2(h)(ii)).

On disposal of a cash generating unit during the reporting period, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

2 重大會計政策 (續)

(d) 綜合基準 (續)

(ii) 以權益法入賬的被投資公司權益 (續)

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

(iii) 商譽

商譽指以下差額

- (i) 轉讓對價的公允價值、被收購方的任何非控股權益的金額及本集團先前持有的被收購方股權的公允價值的總和；超過
- (ii) 被購買方在購買日計量的可辨認資產和負債的公允價值淨額。

當(ii)大於(i)時，該差額立即於損益中確認為低價購買的收益。

商譽按成本減累計減值虧損列報。企業合併產生的商譽分配至各現金產生單位或現金產生單位組別，其預期將由合併之協同效益獲益並每年就減值進行測試(請參閱附註2(h)(ii))。

於報告期間出售現金產生單位時，購買商譽的任何應佔金額計入出售損益。

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(除特別說明外，以人民幣千元呈列)

2 MATERIAL ACCOUNTING POLICIES (continued)

(d) Basis of consolidation (continued)

(iv) Business combinations

Except for business combinations under common control, the Group accounts of business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group (see Note 2(d)(i)). In determining whether a particular set of activities and assets is a business, the Group assess whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

(v) Asset acquisition

Groups of assets acquired and liabilities assumed are assessed to determine if they are business or asset acquisitions. On an acquisition-by-acquisition basis, the Group chooses to apply a simplified assessment of whether an acquired set of activities and assets is an asset rather than business acquisition, when substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

2 重大會計政策 (續)

(d) 綜合基準 (續)

(iv) 企業合併

除同一控制下的企業合併外，當所收購的一組活動和資產符合業務的定義且控制權轉移至本集團時，採用收購法對企業合併進行核算（請參閱附註2(d)(i)）。在確定一組特定的活動和資產是否為一項業務時，本集團評估所收購的一組資產和活動是否至少包括投入和實質性過程，以及所收購的一組資產是否有能力產生產出。

本集團可以選擇應用「集中測試」，以簡化評估所收購的一組活動和資產是否為一項業務。如取得的資產總額的公允價值幾乎全部集中在單一組類似可辨認資產中的一項可辨認資產，則滿足選擇性集中測試。

(v) 資產收購

對收購的資產組別及承擔的負債進行評估，以確定其為業務或資產收購。在逐項收購的基礎上，當所收購的資產總額的大部分公允價值都集中於單一的可辨認資產或類似可辨認資產組別中時，本集團選擇採用簡化的評估方法以確定所收購的一組活動和資產是否為資產而非業務收購。

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(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

2 MATERIAL ACCOUNTING POLICIES (continued)

(d) Basis of consolidation (continued)

(v) Asset acquisition (continued)

When a group of assets acquired and liabilities assumed do not constitute a business, the overall acquisition cost is allocated to the individual identifiable assets and liabilities based on their relative fair values at the date of acquisition. An exception is when the sum of the individual fair values of the identifiable assets and liabilities differs from the overall acquisition cost. In such case, any identifiable assets and liabilities that are initially measured at an amount other than cost in accordance with the Group's policies are measured accordingly, and the residual acquisition cost is allocated to the remaining identifiable assets and liabilities based on their relative fair values at the date of acquisition.

When acquiring assets by obtaining a controlling interest in a legal entity that does not constitute a business as a step acquisition, the previously held equity interest is included as part of the cost of the acquisition and is not remeasured.

(e) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses (see Note 2(h)(ii)).

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

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognized in profit or loss on the date of retirement or disposal.

2 重大會計政策 (續)

(d) 綜合基準 (續)

(v) 資產收購 (續)

當取得的一組資產和承擔的負債不構成業務時，按照收購日的相對公允價值，將整體收購成本分攤至單項可辨認資產和負債。可辨認資產和負債的個別公允價值之和不同於整體收購成本時除外。在該等情況下，任何成本以外的金額根據本集團的政策進行初始計量的可辨認資產和負債均應進行相應計量，剩餘收購成本根據其在收購日的相對公允價值分配給剩餘的可辨認資產和負債。

當通過獲得不構成分步收購業務的法人實體的股權來收購資產時，原先持有的股權被計入收購成本的一部分，且不重新計量。

(e) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及累計減值虧損列賬（請參閱附註2(h)(ii)）。

物業、廠房及設備自建項目成本包括材料成本、直接人工成本、拆卸及搬遷項目以及恢復項目所在地原貌的成本的初步估計（如有關）及適當比例的生產經常性開支。

因報廢或出售物業、廠房及設備項目而產生的收益或虧損按出售所得款項淨額與項目賬面金額之間的差額確定，並於報廢或出售當日於損益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

2 MATERIAL ACCOUNTING POLICIES (continued)

(e) Property, plant and equipment (continued)

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

No depreciation is provided in respect of the construction in progress.

The estimated useful lives of property, plant and equipment are as follows:

Apartments	30 years
Leasehold improvements	Over the shorter of lease term or the estimated useful lives of the assets
Office equipment	2 – 5 years
Store operating equipment	2 – 5 years
Motor vehicles	3 – 5 years
Moulds	1 – 2 years

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

2 重大會計政策(續)

(e) 物業、廠房及設備(續)

折舊的計算方法為採用直線法撇銷物業、廠房及設備項目於其估計可使用年期內的成本減估計剩餘價值(如有)，並一般於損益中確認。

在建工程不計提折舊。

物業、廠房及設備的估計可使用年期如下：

公寓租賃裝修	30年 資產的租賃期或估計可使用年期中的較短者
辦公室設備	2至5年
門店運營設備	2至5年
機動車輛	3至5年
模具	1至2年

於各報告日期對攤銷方式、可使用年期及剩餘價值(如有)進行審查並視需要作出調整。

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(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

2 MATERIAL ACCOUNTING POLICIES (continued)

(f) Intangible assets

Intangible assets that are acquired by the Group are stated at cost less accumulated amortization (where the estimated useful life is finite) and accumulated impairment losses (see Note 2(h)(ii)).

Amortization is calculated write off the cost of intangible assets with finite useful lives using straight-line method over their estimated useful lives and is generally recognized in profit or loss. Their estimated useful lives of intangible assets are as follows:

Software	5 years
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Amortization methods and useful lives are reviewed at each reporting date and adjusted if appropriate.

(g) Leased assets

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

As a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

2 重大會計政策(續)

(f) 無形資產

本集團收購的無形資產按成本減累計攤銷(若估計可使用年期有限)及累計減值虧損(請參閱附註2(h)(ii))列賬。

攤銷的計算方法為採用直線法撇銷可使用年期有限的無形資產於其估計可使用年期內的成本，並且通常於損益中確認。無形資產的估計可使用年期如下：

軟件	5年
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於各報告日期對攤銷方式及可使用年期進行審查並視需要作出調整。

(g) 租賃資產

在合約開始時，本集團會評估該合約是否屬於或包含租賃。倘一份合約轉移於一段時間內使用已確認資產的控制權以換取對價，則該合約屬於或包含租賃。如客戶既有權指示已確定資產的使用，又有權從該使用中獲得絕大部分經濟利益，則控制權被轉移。

作為承租人

當合約包含租賃組成部分和非租賃組成部分時，本集團選擇不將非租賃組成部分分開，並將每個租賃組成部分和任何關聯的非租賃組成部分作為所有租賃的單一租賃組成部分進行列賬。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(g) Leased assets (continued)

As a lessee (continued)

At the lease commencement date, the Group recognizes a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily staff apartments with lease term of less than 12 months. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalize the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalized are recognized as an expense on a systematic basis over the lease term.

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

The right-of-use asset recognized when a lease is capitalized is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Note 2(h)(ii)). Depreciation is calculated to write off the cost of items of right-of-use assets, using the straight-line method over the unexpired lease term.

2 重大會計政策(續)

(g) 租賃資產(續)

作為承租人(續)

在租賃開始日期，本集團確認使用權資產和租賃負債，但不包括租賃期不超過12個月的短期租賃和低價值資產租賃，就本集團而言租賃期不超過12個月的主要為員工公寓。當本集團就一項低價值資產訂立租約時，本集團決定是否以逐項租賃為基準對該租賃進行資本化。與未資本化的租賃相關的租賃付款在租賃期內系統地確認為開支。

當租賃資本化時，租賃負債按租賃期內應付租賃付款的現值進行初始確認，並使用租賃中隱含的利率進行折現，如果無法輕易確定該利率，則採用相關的增量借款利率。初始確認後，租賃負債按攤銷成本計量，利息開支採用實際利率法計算。不依賴指數或利率的可變租賃付款不包括在租賃負債的計量中，因此在其產生的會計期間自損益中扣除。

當租賃資本化時確認的使用權資產初步按成本計量，成本包括租賃負債的初始金額加上於開始日或之前支付的任何租賃付款，以及產生的任何初始直接成本。在適用的情況下，使用權資產的成本還包括拆除和移除相關資產或恢復相關資產或其所在場所的成本估算，折現至其現值，減去獲得的任何租賃激勵。使用權資產隨後按成本減去累計折舊和減值虧損（請參閱附註2(h)(ii)）列賬。折舊的計算方法為採用直線法攤銷使用權資產於未屆滿租賃期內的项目成本。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(g) Leased assets (continued)

As a lessee (continued)

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

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

The Group presents right-of-use assets and presents lease liabilities separately in the consolidated statements of financial position.

2 重大會計政策(續)

(g) 租賃資產(續)

作為承租人(續)

當指數或利率的變動導致未來租賃付款發生變化，或本集團對剩餘價值擔保項下預期應付金額的估計發生變化，或重新評估本集團是否有合理把握行使購買、延期或終止選擇權而發生變化時，租賃負債將被重新計量。租賃負債按此方式重新計量時，會對使用權資產的賬面金額進行相應調整，如果使用權資產賬面金額已減為零，則計入損益。

當租賃範圍或租賃對價發生變動，而該變動未在租賃合約中作出初始規定（「租賃修改」）且未作為單獨租賃列賬時，租賃負債亦將被重新計量。在這種情況下，租賃負債按修改後的租賃付款和租賃期限，使用修改後的折現率在修改生效日重新計量。但因COVID-19疫情而直接產生並符合《國際財務報告準則》第16號租賃第46B段所列條件的任何租金減免為唯一例外。在這種情況下，本集團利用實際權宜法，不評估租賃減免是否屬於租賃修改，並在觸發租金減免的事件或條件發生期間，於損益中將對價變動確認為負可變租賃付款。

本集團在綜合財務狀況表中列報使用權資產，並單獨列示租賃負債。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(h) Credit losses and impairment of assets

(i) Credit losses from financial instruments

The Group recognizes a loss allowance for expected credit losses (ECLs) on financial assets measured at amortized cost (including cash and cash equivalents, restricted cash, term deposits, trade and other receivables).

Other financial assets measured at fair value through profit or loss, including other investments, are not subject to the ECL assessment.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

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

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

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

2 重大會計政策(續)

(h) 信貸虧損和資產減值

(i) 金融工具信貸虧損

本集團就以攤銷成本計量的金融資產(包括現金及現金等價物、受限制現金、定期存款、貿易及其他應收款項)的預期信貸虧損確認虧損撥備。

以公允價值計量且其變動計入當期損益的其他金融資產(包括其他投資)無需進行預期信貸虧損評估。

預期信貸虧損的計量

預期信貸虧損是以概率加權估計的信貸虧損。信貸虧損按所有預期現金差額(即根據合約應付本集團的現金流與本集團預期收取現金流之間的差額)的現值計量。

如折現的影響重大，則預期現金差額將按以下折現率折現：

- 固定利率金融資產和貿易及其他應收款項：初始確認時確定的實際利率或其近似值。

估計預期信貸虧損時所考慮的最長期限為本集團面臨信貸風險的最長合約期。

在計量預期信貸虧損時，本集團考慮合理及有理據而無需付出過多的成本或努力即可獲得的資料，包括過往事件、當前狀況及未來經濟狀況預測等資料。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(h) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments (continued)

Measurement of ECLs (continued)

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognizes a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

2 重大會計政策(續)

(h) 信貸虧損和資產減值(續)

(i) 金融工具信貸虧損(續)

預期信貸虧損的計量(續)

預期信貸虧損基於以下基準計量：

- 12個月的預期信貸虧損：預計在報告日期後12個月內可能發生的違約事件造成的虧損；及
- 整個存續期的預期信貸虧損：預計該等採用預期信貸虧損模式的項目在整個預期存續期內所有可能發生的違約事件造成的虧損。

貿易應收款項的虧損撥備總是按相等於整個存續期的預期信貸虧損金額計量。該等金融資產的預期信貸虧損使用基於本集團歷史信貸虧損經驗的撥備矩陣估計，並按在報告日期債務人的特定因素及對當前和預測整體經濟狀況的評估予以調整。

對於所有其他金融工具，本集團確認相當於12個月預期信貸虧損的虧損撥備，除非自初始確認後金融工具的信貸風險大幅增加，否則在此情況下虧損撥備會以相等於整個存續期的預期信貸虧損金額計量。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(h) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments

(continued)

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realizing security (if any is held); or (ii) the financial asset is 30 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

2 重大會計政策(續)

(h) 信貸虧損和資產減值(續)

(i) 金融工具信貸虧損(續)

信貸風險顯著增加

在評估金融工具的信貸風險自初始確認後是否顯著增加時，本集團將於報告日期評估的金融工具的違約風險與於初始確認日評估的金融工具的違約風險進行比較。在進行此項重新評估時，本集團認為，當(i) 借款人不大的可能在本集團不執行追索權採取變現抵押品(如持有)等行動的情況下向本集團悉數支付其信貸債務；或(ii)金融資產逾期30天時，則構成違約事件。本集團會考慮合理及有理據的定量及定性資料，包括歷史經驗及無需付出過多的成本或努力即可獲得的前瞻性資料。

具體而言，在評估信貸風險自初始確認後是否顯著增加時，會考慮以下信息：

- 未能在合約到期日支付本金或利息；
- 金融工具的外部或內部信貸評級(如有)實際或預期顯著惡化；
- 債務人的經營業績實際或預期顯著惡化；及
- 技術、市場、經濟或法律環境的現有或預期變化對債務人履行對本集團責任的能力產生重大不利影響。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(h) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments (continued)

Significant increases in credit risk (continued)

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognized as an impairment gain or loss in profit or loss. The Group recognizes an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Basis of calculation of interest income

Interest income recognized in accordance with Note 2(t)(iv) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortized cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

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

2 重大會計政策 (續)

(h) 信貸虧損和資產減值 (續)

(i) 金融工具信貸虧損 (續)

信貸風險顯著增加 (續)

根據金融工具的性质，判斷信貸風險是否顯著增加的評估按個別基準或集體基準進行。當評估以集體基準進行時，會按照金融工具的共同信貸風險特徵（例如逾期狀態及信貸風險評級）分類。

預期信貸虧損於各報告日期重新計量，以反映自初始確認後金融工具信貸風險的變化。預期信貸虧損金額的任何變化均在損益中確認為減值收益或虧損。本集團確認所有金融工具的減值收益或虧損，並通過虧損撥備科目相應調整其賬面金額。

利息收入的計算基準

根據附註2(t)(iv)確認的利息收入按金融資產的賬面總值計算，除非金融資產出現信貸減值，否則在此情況下利息收入按金融資產的攤銷成本（即賬面總值減虧損撥備）計算。

於各報告日期，本集團會評估金融資產是否發生信貸減值。當發生一項或多項對金融資產估計未來現金流產生不利影響的事件時，金融資產即出現信貸減值。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(h) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments

(continued)

Basis of calculation of interest income (continued)

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

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it is becoming probable that the borrower will enter into bankruptcy or other financial reorganization;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

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

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

2 重大會計政策 (續)

(h) 信貸虧損和資產減值 (續)

(i) 金融工具信貸虧損 (續)

利息收入的計算基準 (續)

金融資產出現信貸減值的證據包括以下可觀察事件：

- 債務人發生重大財務困難；
- 違反合約，如違約或逾期事件；
- 借款人很可能破產或進行其他財務重組；
- 技術、市場、經濟或法律環境的重大變動對債務人構成不利影響；或
- 發行人陷入財務困難導致證券失去活躍市場。

撇銷政策

若無實際收回可能，則（部分或全部）撇銷該金融資產的賬面總值。這種情況通常發生在本集團確定債務人沒有資產或收入來源可產生足夠的現金流以償還將被撇銷的金額。

過往撇銷資產的後續回收在回收期間於損益確認為減值撥回。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(h) Credit losses and impairment of assets (continued)

(ii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, an impairment loss previously recognized no longer exists or may have decreased:

- property, plant and equipment;
- right-of-use assets;
- intangible assets;
- goodwill;
- interests in equity-accounted investees; and
- investments in subsidiaries in the Company's statement of financial position.

For cash-generating units ("CGU"s) where an indication of impairment is identified, an impairment assessment is performed by comparing the carrying value of the CGUs with their recoverable amounts. If the carrying value of the CGUs exceeds their recoverable amounts, the Group writes down the assets which belong to the CGUs to the estimated recoverable amounts.

An impairment loss is reversed if there has been a favorable change in the estimates used to determine the recoverable amount of an asset or CGU.

2 重大會計政策 (續)

(h) 信貸虧損和資產減值 (續)

(ii) 其他非流動資產減值

本集團於各報告期末均會審閱內部及外部資料來源，以識別下列資產是否出現減值跡象，或先前確認的減值虧損是否不再存在或可能已經減少：

- 物業、廠房及設備；
- 使用權資產；
- 無形資產；
- 商譽；
- 以權益法入賬的被投資公司權益；及
- 本公司財務狀況表中於附屬公司的投資。

對於識別出減損跡象的現金產生單位（「CGU」），將通過比較CGU的賬面價值與其可回收金額來進行減損評估。如果CGU的賬面價值超過其可回收金額，集團將屬於CGU的資產減記至預計的可回收金額。

倘用以釐定一項資產或CGU可回收金額的估計出現有利變動，將撥回減值虧損。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(h) Credit losses and impairment of assets (continued)

(ii) Impairment of other non-current assets

(continued)

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognized in prior periods. Reversals of impairment losses are credited to profit or loss in the periods in which the reversals are recognized.

- **Determination of CGUs**
Assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs (e.g. the Group's individual self-operated stores).
- **Calculation of recoverable amount**
The recoverable amount of an asset or CGU is the higher of its fair value less costs of disposal and value in use.

(i) Inventories

Inventories are finished goods which are held for sale, including the products placed at franchisees' stores, and low value consumables to be consumed in the ordinary course of business.

Inventories are carried at the lower of cost and net realizable value.

Cost of inventories is calculated using the weighted average method.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognized as an expense in the period in which the related revenue is recognized.

2 重大會計政策 (續)

(h) 信貸虧損和資產減值 (續)

(ii) 其他非流動資產減值 (續)

所撥回的減值虧損以假設過往年度並無確認減值虧損而原應釐定的資產賬面價值為限。所撥回減值虧損於確認撥回的年度計入損益。

- **現金產生單位的確定**
資產被分組到能夠產生來自持續使用之現金流入的最小資產群組中，這些現金流入在很大程度上獨立於其他資產或現金產生單位的現金流入（例如，集團的個別自營店）。
- **計算可收回金額**
資產的可收回金額為其公允價值減出售成本與使用價值之間的較高者。

(i) 存貨

存貨是指持有待出售的製成品，包括加盟商門店銷售的產品以及日常業務過程中消耗的低價消耗品。

存貨按成本和可變現淨值二者中的較低者列賬。

存貨成本採用加權平均法計算。

可變現淨值指日常業務過程中的估計售價扣除進行銷售必要的估計成本。

售出存貨時，該等存貨的賬面金額在確認相關收入的期間確認為開支。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(i) Inventories (continued)

The amount of any write-down of inventories to net realizable value is recognized as an expense in the period the write-down occurs. The amount of any reversal of any write-down of inventories is recognized as a reduction in the amount of inventories recognized as an expense in the period in which the reversal occurs.

Loss of inventories is recognized as an expense in the period the loss occurs. For the products placed at franchisees' stores, the Group bears inventory loss up to a pre-determined loss rate as agreed with franchisees. The Group requires compensations from franchisees for the inventory losses in excess of the pre-determined loss rate.

(j) Contract liabilities

A contract liability is recognized when the customer pays non-refundable consideration before the Group recognizes the related revenue (see Note 2(t)). A contract liability would also be recognized if the Group has an unconditional right to receive non-refundable consideration before the Group recognizes the related revenue. In such cases, a corresponding receivable would also be recognized (see Note 2(k)).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see Note 2(t)).

(k) Trade and other receivables

A receivable is recognized when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognized before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

2 重大會計政策 (續)

(i) 存貨 (續)

任何存貨減值至可變現淨值的金額於發生減值期間確認為開支。任何存貨減值撥回金額確認為於發生撥回期間確認為開支的存貨金額減少。

存貨虧損於虧損發生期間確認為開支。就加盟商門店銷售的產品而言，本集團以與加盟商達成的預先確定的虧損率承擔存貨虧損。本集團要求超出預先確定的虧損率部分的存貨虧損由加盟商賠償。

(j) 合約負債

合約負債在客戶於本集團確認相關收入（請參閱附註2(t)）前支付不予退還對價時確認。若本集團在確認相關收入前有無條件收取不予退還對價的權利，則合約負債亦將予以確認。在該情況下，亦須確認相應應收款項（請參閱附註2(k)）。

就與客戶簽訂的單份合同而言，須呈列合約資產淨值或合約負債淨額。就多份合同而言，無關聯關係合同的合約資產和合約負債不按淨值呈列。

倘合約包括重大融資部分，合約餘額包含實際利率法計量的累計利息（請參閱附註2(t)）。

(k) 貿易及其他應收款項

應收款項於本集團擁有無條件權利可收取對價時予以確認。若對價僅隨時間推移即會成為到期應付，則收取對價的權利為無條件。若於本集團擁有無條件收取對價的權利之前已確認收入，該等金額作為合約資產呈列。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(k) Trade and other receivables (continued)

Receivables are stated at amortized cost using the effective interest method less allowance for credit losses (see Note 2(h)(i)).

(l) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECL in accordance with the policy set out in Note 2(h)(i).

(m) Other investments

Other investments are classified as measured at fair value through profit or loss (FVTPL). Changes in the fair value of the investments are recognized in profit or loss.

(n) Trade and other payables

Trade and other payables are initially recognized at fair value and subsequently stated at amortized cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(o) Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issuance of new shares are recognized in equity as a deduction, net of tax, from the proceeds.

(p) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost using the effective interest method. Interest expense is recognized in accordance with the Group's accounting policy for borrowing costs (see Note 2(v)).

2 重大會計政策 (續)

(k) 貿易及其他應收款項 (續)

應收款項採用實際利率法按攤銷成本減信貸虧損撥備列賬 (請參閱附註2(h)(i))。

(l) 現金及現金等價物

現金及現金等價物包括銀行存款及手頭現金、存放於銀行及其他金融機構的活期存款以及可隨時兌換為已知數額現金且所面臨的價值變動風險並不重大的短期高流動性投資 (於購入時期限不超過三個月)。根據附註2(h)(i)所載政策，對現金及現金等價物進行預期信貸虧損評估。

(m) 其他投資

其他投資分類為以公允價值計量且其變動計入當期損益。投資的公允價值變動於損益確認。

(n) 貿易及其他應付款項

貿易及其他應付款項初始以公允價值計量且隨後按攤銷成本列賬，除非貼現影響甚小，否則在此情況下按成本列賬。

(o) 股本

普通股分類為權益。

發行新股直接應佔的遞增成本，於扣除稅項後於權益中列賬為所得款項的減項。

(p) 計息借款

計息借款最初以公允價值減去交易成本計量。於初次確認後，計息借款以實際利率法按攤銷成本列賬。利息開支根據本集團有關借款成本的會計政策確認 (請參閱附註2(v))。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(q) Employee benefits

(i) Short term employee benefits

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

(ii) Contributions to defined contribution plans

Pursuant to the relevant laws and regulations of the PRC, the Group's subsidiaries in mainland China participate in a defined contribution of basic pension insurance in the social insurance system established and managed by government organizations. The Group makes contributions to basic pension insurance plans based on the applicable benchmarks and rates stipulated by the government. Basic pension insurance contributions are recognized as part of the cost of assets or charged to profit or loss as the related services are rendered by the employees.

The Group also participates in a pension scheme under the rules and regulations of the Mandatory Provident Fund Scheme Ordinance (the "MPF Scheme") for all employees in Hong Kong, which is a defined contribution retirement scheme. The contributions to the MPF Scheme are based on minimum statutory contribution requirement of 5% of eligible employees' relevant aggregate income. Contributions to the plan vest immediately. There are no forfeited contributions for the MPF Scheme as the contributions are fully vested to the employees upon payment to the scheme. The assets of this pension scheme are held separately from those of the Group in independently administered funds.

2 重大會計政策(續)

(q) 僱員福利

(i) 短期僱員福利

短期僱員福利在提供相關服務時計入費用。倘本集團現時因僱員過往提供的服務而有支付該等金額的法律或推定義務且該等義務能夠可靠的估計，則預計將支付的金額確認為負債。

(ii) 向定額供款計劃供款

根據中國相關的法律法規，本集團在中國內地的附屬公司均參與由政府機構建立及管理的社會保障系統中的基本養老保險定額供款。本集團根據政府規定的適用標桿以及費率向基本養老保險計劃供款。基本養老保險供款確認為資產成本的部分或於僱員提供相關服務時計入損益。

本集團亦根據《強制性公積金計劃條例》(「強積金計劃」)的規則及規定參與一項為所有香港僱員而設的退休計劃，即一項定額退休供款計劃。按照最低法定供款要求，強積金計劃的供款為合資格僱員相關總收入的5%。該計劃的供款立即歸屬。自僱員支付強積金計劃供款起獲歸屬全額供款且該供款不會被沒收。本退休計劃的資產與本集團於獨立管理的基金內的資產分開持有。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(q) Employee benefits (continued)

(ii) Contributions to defined contribution plans (continued)

The Group participates in various defined contribution retirement benefit plans which are available to all other overseas subsidiaries. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a fund and the Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee services in the current and prior periods. The Group's contributions to the defined contribution plans are expensed as incurred.

(iii) Share-based payments

The Group operates certain equity-settled share-based compensation plans, under which the Group receives services from employees as consideration for equity instruments of the Group.

The fair value of share awards granted to employees is recognized as an employee cost with a corresponding increase in the share-based payment reserve. The fair value is measured at grant date, taking into account the terms and conditions upon which the shares or share options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the shares or share options, the total estimated fair value of the shares or share options is spread over the vesting period, taking into account the probability that the shares or share options will vest.

2 重大會計政策 (續)

(q) 僱員福利 (續)

(ii) 向定額供款計劃供款 (續)

本集團參與所有其他海外附屬公司均可加入的各種定額供款退休福利計劃。定額供款計劃是一項養老計劃，在該計劃下，本集團支付固定供款至基金，以及倘基金持有資產不足以支付所有僱員在現時或先前期間僱員服務相關的福利，則本集團沒有法律或推定義務進一步供款。本集團對定額供款計劃的供款在發生時計入費用。

(iii) 以股份為基礎的付款

本集團實行若干以權益結算的股份支付薪酬計劃，據此，作為本集團權益工具的對價，本集團將獲得員工服務。

授予員工的股份激勵的公允價值，確認為員工成本，並相應提高以股份為基礎的付款儲備。公允價值在計及授出股份或購股權的條款及條件後於授出日計量。倘員工在無條件獲得股份或購股權之前必須滿足歸屬條件，則在計及股份或購股權獲歸屬的可能性後，股份或購股權的估計公允價值總額將在歸屬期間分攤。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(q) Employee benefits (continued)

(iii) Share-based payments (continued)

During the vesting period, the number of shares that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognized in prior years is charged/credited to the profit or loss for the period of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share-based payment reserve. On vesting date, the amount recognized as an expense is adjusted to reflect the actual number of shares that vest (with a corresponding adjustment to equity).

If new equity instruments are granted to the employee and, on the date when those new equity instruments are granted, the entity identifies the new equity instruments granted as replacement equity instruments for the cancelled equity instruments, the entity shall account for the granting of replacement equity instruments in the same way as a modification of the original grant of equity instruments.

At the date the replacement awards are granted, the entity accounts for any incremental fair value in addition to the grant-date fair value of the original award. The incremental fair value is the difference between the fair value of the replacement award and the net fair value of the cancelled award, both measured at the date on which the replacement award is issued. The net fair value is the fair value of the cancelled award measured immediately before the cancellation, less any payment made to the employees on cancellation.

2 重大會計政策 (續)

(q) 僱員福利 (續)

(iii) 以股份為基礎的付款 (續)

於歸屬期內，本集團將審核預期歸屬股份的數目。對往年確認的累積公允價值做出任何相應調整將在審核期間的損益中扣除／計入（除非原員工開支合資格被確認為資產），並對以股份為基礎的付款儲備作出相應調整。在歸屬日，確認為費用的金額被調整以反映歸屬的實際股份數目（對權益進行相應調整）。

倘向僱員授予了新的權益工具，並且在授予這些新的權益工具之日，實體將授予的新權益工具確定為已取消的權益工具的替代權益工具，則實體須對替代權益工具的授予做出與對原權益工具授予的修改一樣的說明。

在授予替代獎勵之日，實體在原始獎勵的授予日公允價值之外計入任何增量公允價值。增量公允價值是替代獎勵的公允價值與被取消獎勵的淨公允價值之間的差額，兩者均在替代獎勵發出之日計量。淨公允價值是在緊接取消之前計量的被取消獎勵的公允價值，減去於取消之時支付給僱員的任何款項。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(q) Employee benefits (continued)

(iii) Share-based payments (continued)

The Group recognizes the effects of modifications that increase the total fair value of the share-based payment arrangement or are otherwise beneficial to the employee. If the Group modifies the terms or conditions of the share awards granted without reducing the number of equity instruments granted in a manner that reduces the total fair value of the share-based payment arrangement, or is not otherwise beneficial to the employee, the Group nevertheless continues to recognize as a minimum the original grant date fair value of the equity instruments granted (unless those equity instruments are forfeited) as if that modification had not occurred.

(iv) Termination benefits

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

2 重大會計政策 (續)

(q) 僱員福利 (續)

(iii) 以股份為基礎的付款 (續)

本集團確認增加以股份為基礎的付款安排的總公允價值或在其他方面對僱員有利的修改所產生的影響。倘本集團以降低以股份為基礎的付款安排的公允價值總額或在其他方面對僱員不利的方式，在不減少所授予權益工具數量的情況下修改授予的股份激勵的條款或條件，本集團仍將原授予日所授予權益工具的公允價值（除非該等權益工具已被沒收）確認為最低金額，就如同該修改並未發生一樣。

(iv) 離職福利

離職福利在本集團不再能撤銷給予的該等福利與本集團確認涉及支付離職福利的重組成本的較早者發生時確認。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(r) Income tax

Income tax for the period comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognized in profit or loss except to the extent that they relate to items recognized in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognized in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the end of each reporting period, and any adjustment to tax payable in respect of previous periods. The amount of current tax payable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits. Deferred tax is not recognized for:

- temporary differences arising from the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting profit nor taxable profit (or deductible loss) and does not give rise to equal taxable and deductible temporary differences;
- temporary differences relating to investments in subsidiaries to the extent that the Group is 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; and
- those related to the income taxes arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organization for Economic Co-operation and Development.

2 重大會計政策(續)

(r) 所得稅

期內所得稅包括即期稅項及遞延稅項資產及負債的變動。即期稅項及遞延稅項資產及負債的變動均於損益內確認，惟於其他全面收益或直接在權益內確認的項目則除外，在此情況下，有關稅額分別於其他全面收益中確認或直接在權益內確認。

即期稅項為按期間應課稅收入，根據於各報告期末已執行或實質上已執行的稅率計算的預期應付稅項，以及對過往期間應付稅項作出的任何調整。即期應付稅項的金額是對預期支付或收到的稅款的最佳估計，反映了與所得稅有關的不確定性(如有)。

遞延稅項資產及負債分別由可抵扣和應課稅暫時性差異產生，即資產及負債就財務報告目的的賬面金額與其稅基之間的差額。遞延稅項資產亦由未使用稅項虧損和未使用稅項抵免所產生。以下情況不確認遞延稅項：

- 暫時性差異產生自交易中對資產或負債的首次確認，且此交易並非企業合併，而交易時對會計溢利或應課稅溢利(或可抵扣虧損)均無影響，並且不會產生相等的應課稅及可抵扣暫時性差異；
- 暫時性差異與附屬公司投資有關，且本集團能夠控制暫時性差異撥回的時間，以及此差異可能在可預見的未來不會撥回；及
- 為實施經濟合作與發展組織頒佈的二支柱模板規則而頒佈或實質頒佈的稅法所產生的所得稅有關的情況。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(r) Income tax (continued)

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

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognize a deferred tax asset in full, the future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilized. Such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date, and reflects uncertainty related to income taxes, if any. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

2 重大會計政策(續)

(r) 所得稅(續)

本集團就租賃負債及使用權資產分別確認遞延稅項資產及遞延稅項負債。

遞延稅項資產僅就可能未來應課稅利潤而就此可使用該資產而確認。未來應課稅利潤根據相關應課稅暫時性差異的撥回確定。倘應課稅暫時性差異的金額不足以完全確認遞延稅項資產，則根據本集團各附屬公司的業務計劃，考慮未來應課稅利潤並對現有的暫時性差異撥回進行調整。本集團會於各報告期末審閱遞延稅項資產，並調低至不再可能獲得足夠應課稅利潤以抵扣相關稅務利益。倘日後有可能獲得足夠的應課稅利潤，則會撥回該等扣減金額。

於各報告日期對未確認的遞延稅項資產進行重新評估，並於未來有可能獲得可用於抵扣該等稅項資產的應課稅利潤時予以確認。

遞延稅項是按預期差異撥回時適用於暫時性差異的稅率(於報告日期頒佈的或實際頒佈的)來計量，並反映了與所得稅相關的不確定性(如有)。遞延稅項的計量反映本集團於報告日期預期收回或結算其資產及負債賬面金額的方式會帶來的稅務影響。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(r) Income tax (continued)

Deferred tax assets and deferred tax liabilities are offset if all of the following conditions are met:

- the taxable entity has a legally enforceable right to set off current tax assets against current tax liabilities;
- they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

(s) Provisions and contingent liabilities

Provisions are recognized when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

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

2 重大會計政策 (續)

(r) 所得稅 (續)

若滿足以下所有條件，則遞延稅項資產及負債將被抵銷：

- 應課稅實體於法律上具有可將即期稅項資產抵銷即期稅項負債的可行使權利；
- 涉及同一稅務機關就下列項目徵收的所得稅：
 - 同一應課稅實體；或
 - 不同的應課稅實體，且預計於未來每個預期有大量遞延稅項負債或資產被結算或收回的期間，以淨額結算即期稅項負債及資產，或同時變現資產及結清負債。

(s) 撥備及或有負債

當本集團有因過往事件而產生的法律或推定義務，很可能需要產生經濟利益流出以清償該等義務，並作出可靠估計時，確認撥備。倘貨幣的時間價值屬重大時，撥備乃按預計用於清償債務支出的現值列示。

倘需要經濟利益流出的可能性不大，或者數額不能可靠估計，該義務應作為或有負債披露，除非經濟利益流出的可能性極小。只有一項或多項未來事件的發生或不發生才能確認其存在的潛在義務，亦作為或有負債披露，除非經濟利益流出的可能性極小。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(t) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of products and the provision of services.

Revenue is recognized when control over the product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled in exchange for the satisfaction of a specific performance obligation, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any sales rebates and sales return.

The Group allocates the transaction price expected to be received from franchisees or distributors to different performance obligations based on their relative standalone selling prices. In particular, the consideration in arrangements with franchisees and distributors includes sales-based amounts. Such sales-based amounts are excluded from the transaction price until the sales by franchisees have occurred and would be allocated entirely to the franchise/distributor license fees as they relate entirely to the Group's promise to provide franchisees/distributors access to the Group's brand name and trademarks.

The Group takes advantage of the practical expedient in paragraph 63 of IFRS 15 and does not adjust the consideration for the effects of any significant financing component if the expected period of financing is 12 months or less.

2 重大會計政策(續)

(t) 收入和其他收益

本集團在銷售產品及提供服務時產生的收入，分類為收益。

收入在產品或服務的控制權轉移給客戶時確認，其金額為本集團預期有權獲得以換取完成具體履約義務的承諾對價金額，不包括代表第三方收取的金額。收入不包括增值稅或其他銷售稅，並已扣除任何銷售回扣及銷售退回。

本集團根據其相對獨立的銷售價格賦予預期從加盟商或代理商獲得的交易價格不同履約義務。尤其是，與加盟商和代理商安排的對價中，包括基於銷售的金額。該等基於銷售的金額在加盟商完成銷售前不計入交易價格，並將全部分配給加盟／分銷授權費，原因是該等金額與本集團向加盟商／代理商提供本集團品牌名稱和商標使用權的承諾完全相關。

本集團利用《國際財務報告準則》第15號63段所載的實務權宜作法，如果預期融資期不超過12個月，則不調整任何重要融資部分影響的對價。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(t) Revenue and other income (continued)

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Sales of products

Retail sales in self-operated stores

Revenue from retail sales to customers in self-operated stores is recognized at the point when the end customer takes possession of and pays for the products.

Product sales to franchisees

The Group has entered into a series of agreements with certain franchisees, primarily in the PRC and Indonesia, which mainly include a license agreement and a sales agreement (collectively "Franchise Agreements"), whereby the franchisees are licensed to operate the franchised stores and are authorized to sell, in their own retail stores, the products that they have purchased from the Group. Revenue from sales to these franchisees is recognized at the point when they obtain the legal title of the product and become obliged to pay for the products, which is when the franchisees sell the product to their customers in the franchisees' stores.

For product sales to franchisees, the Group has determined that the franchisees are the customers of the Group. The franchisees operate retail stores at their own chosen locations under the framework set out under the Franchise Agreements. At inception of the franchise arrangement, franchisees are required to place a deposit with the Group which covers the estimated maximum value of merchandise that their stores may hold throughout the franchise period and this amount is reviewed upon renewal of the franchisee arrangement. The deposit is refundable at the expiry of the Franchise Agreement, provided that the franchisees have no remaining merchandise unsold and have settled other balances with the Group.

2 重大會計政策(續)

(t) 收入和其他收益(續)

本集團收入及其他收益確認政策詳情如下：

(i) 產品銷售

直營店零售銷售

直營店向客戶的零售收入，在終端客戶擁有產品並為其付款時確認。

向加盟商銷售產品

本集團與若干加盟商(主要位於中國和印度尼西亞)簽訂了一系列協議，主要包括授權許可協議和銷售協議(統稱為「特許經營協議」)，據此，加盟商獲授權經營加盟店，並被授權在其自身的零售店中銷售他們從本集團購買的產品。當加盟商獲得產品的合法所有權並有義務為產品付款時，即加盟商在其加盟店向客戶銷售產品時，向該等加盟商的銷售收入即被確認。

就向加盟商銷售產品而言，本集團已確定加盟商為本集團客戶。加盟商根據特許經營協議框架協議，在其選擇的地點經營零售店。在特許經營安排開始之時，加盟商須向本集團繳付保證金，該保證金涵蓋其店舖在整個特許經營期間可能持有的商品的估計最高價值，而該保證金會在加盟商安排續期時進行覆核。在特許經營協議期滿時，若加盟商無剩餘商品未售出，且已與本集團結清其他結餘，則保證金可予退還。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(t) Revenue and other income (continued)

(i) Sales of products (continued)

Product sales to franchisees (continued)

The franchisees employ and manage their own staff to operate the stores and serve their customers (i.e. end consumers who visit the stores), and bear the costs associated with the operation. The franchisees' retail stores generally carry a wide range of merchandise that they exercise discretion to select from the Group's array of product categories.

The franchisees are responsible for the placement, physical custody and condition of the merchandise that they have selected after the deliveries are accepted in stores. They also control the physical access to merchandise in possession through their operation of the retail stores. In general, the Group does not have any obligation or practice to accept any return of unsold products, except for rare cases such as a latent defect subject to a product recall or certain limited seasonal items that have passed their sales season.

The franchisees have the right to price their merchandise within a specified range of the recommended retail price set by the Group. They also have the ability to carry out discretionary promotional campaigns for their stores or decide whether to participate in a promotional campaign launched by the Group. The franchisees can offer more discounts on selected items beyond the range specified in discretionary promotional campaigns, and will have to bear a substantial portion of reduced margin from lowering the sales price for such campaigns.

2 重大會計政策(續)

(t) 收入和其他收益(續)

(i) 產品銷售(續)

向加盟商銷售產品(續)

加盟商僱傭及管理自身員工來經營店鋪和服務顧客(即到訪店鋪的終端消費者)，並承擔與經營相關的成本。加盟商的零售店一般擺放其可酌情從本集團的一系列產品類別中選擇的各類商品。

一旦所選商品交付予門店，加盟商對該等商品的擺放、實物保管和狀況負責。他們還通過零售店的經營控制對所擁有商品的實際使用情況。一般而言，本集團沒有任何義務或慣例接受任何未售出產品的退貨，除非出現罕見情況，例如產品因潛在缺陷而被召回，或部分已過銷售季節的限量季節性產品。

加盟商有權在本集團所設定的建議零售價格的指定範圍內為其商品定價。他們也能夠為其店鋪開展適當促銷活動或決定是否參加本集團發起的促銷活動。加盟商可就選定商品提供更大的折扣，優惠力度超過在開展適當促銷活動中所規定的幅度，並將承擔因此類促銷活動降低銷售價格而減少的大部分利潤。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(t) Revenue and other income (continued)

(i) Sales of products (continued)

Sales to offline distributors

The Group has entered into a series of agreements with certain offline distributors, primarily overseas, which mainly include a master license agreement and a sales agreement, whereby the distributors are authorized to sub-license the operation of franchised stores in its authorized territory and sell the products that they have purchased from the Group to the franchised stores in its authorized territory. Revenue from sales of products to these distributors is recognized at the point when the products have been shipped from or delivered to the specific locations according to the detailed agreement between the Group and distributors. Revenue is recognized based on the contract price, net of sales rebates.

Online sales

Revenue from online sales to customers, which are conducted through the Group's self-operated online stores on third-party e-commerce platforms, is recognized at the point when the products are delivered to customers. The Group has also entered into agreements with certain online distributors, who are authorized to sell products to customers through their online stores on various major e-commerce platforms. Revenue is recognized when control of the goods has transferred according to respective agreed terms of delivery, which is at the point in time when the distributor obtains control of the distinct good.

2 重大會計政策(續)

(t) 收入和其他收益(續)

(i) 產品銷售(續)

向線下代理商銷售

本集團與若干線下代理商(主要是海外代理商)簽訂了一系列協議，主要包括主授權許可協議和銷售協議，據此，授權代理商在其授權區域內再授權經營加盟店，及向其授權區域內的加盟店銷售其從本集團購買的產品。當產品根據本集團與代理商之間的具體協議從特定地點發貨或交付到特定地點時，確認向該等代理商銷售產品所得收入。收入乃根據減去銷售回扣的合同價格確認。

線上銷售

通過本集團在第三方電商平台的自營網店向客戶線上銷售的所得收入，在產品交付客戶時予以確認。本集團亦與若干線上代理商達成協議，獲授權的代理商通過其在各大電商平台的網店向客戶銷售產品。當貨物的控制權根據各自商定的交付條款轉移時，即代理商獲得對該特定商品的控制權時，收入即被確認。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(t) Revenue and other income (continued)

(ii) License fees, sales-based royalties and sales-based management and consultation service fees

Franchisees and distributors are required to provide non-refundable upfront payments in exchange for the franchise right or sub-license right, which represent primarily their right to access the Group's brand name and trademarks. In addition, franchisees are also required to pay sales-based royalties and sales-based management and consultation services fees for such access. The fixed component of such royalties is recognized as revenue over the estimated license period, while the sales-based component is recognized as revenue when the related sales occur.

(iii) Interest income

Interest income is recognized as it accrues using the effective interest method.

(iv) Government grants

Government grants are recognized in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognized as other income in profit or loss based on the timing of when the related costs for which the grants are intended to compensate are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognized in profit or loss over the useful life of the asset by way of reduced depreciation expense.

2 重大會計政策 (續)

(t) 收入和其他收益 (續)

(ii) 授權費、基於銷售的特許權使用費及基於銷售的管理及諮詢服務費

加盟商及代理商須提供不可退還的預付付款，以換取特許經營權或轉授權，該權利主要是指其使用本集團品牌名稱及商標的權利。此外，加盟商還須就相關使用支付基於銷售的特許權使用費及基於銷售的管理及諮詢服務費。特許權使用費的固定部分在預計許可期間確認為收入，而基於銷售的部分在相關銷售發生時確認為收入。

(iii) 利息收入

利息收入採用實際利率法確認。

(iv) 政府補助

當可合理保證本集團將會收到政府補助且本集團將滿足補助所附條件時，便會於財務狀況表中初步確認政府補助。補償本集團所產生開支的補助，會根據擬補償的相關成本發生的時間於損益確認為其他收入。補償本集團某項資產成本的補助會自該資產的賬面金額扣除，從而通過減少折舊開支的方式，於該資產的可使用年期內有效地於損益確認。

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2 MATERIAL ACCOUNTING POLICIES (continued)

(u) Translation of foreign currencies

(i) Functional and presentation currency

Item included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to the entity (the “functional currency”). The functional currency of the Company is United States Dollars (“USD”). As the major operations of the Group are within the PRC, the Group presents its consolidated financial statements in Renminbi (“RMB”), unless otherwise stated. All values are rounded to the nearest thousand except when otherwise indicated.

(ii) Transactions and balances

Foreign currency transactions during the reporting period are translated into the respective functional currencies of Group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the end of each reporting period. Exchange gains and losses are recognized in profit or loss and presented within other net income.

Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated at the exchange rate at the date when the fair value was determined.

2 重大會計政策 (續)

(u) 外幣折算

(i) 功能及呈列貨幣

本集團各實體財務報表中所列項目採用最能反映與該實體相關的基本事件和情況的經濟實質的貨幣(「功能貨幣」)進行計量。本公司的功能貨幣為美元(「美元」)。由於本集團的主要業務在中國境內，除另有說明外，本集團決定以人民幣(「人民幣」)呈列其綜合財務報表。所有數值已約整至最接近的千位數。

(ii) 交易及結餘

報告期間外幣交易按交易日的匯率折算成本集團各公司的功能貨幣。

以外幣計值的貨幣資產及負債按各報告期末的匯率折算為功能貨幣。匯兌損益在損益中確認，並在其他淨收入中呈列。

以外幣為單位按歷史成本計量的非貨幣資產及負債按交易日的匯率換算。以外幣為單位按公允價值計量的非貨幣資產及負債採用公允價值釐定之日的匯率換算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

2 MATERIAL ACCOUNTING POLICIES (continued)

(u) Translation of foreign currencies (continued)

(iii) Foreign operations

The results of foreign operations are translated into RMB at the exchange rates approximating the exchange rates at the dates of the transactions. Statement of financial position items are translated into RMB at the exchange rates at the end of each reporting period. The resulting exchange differences are recognized in other comprehensive income and accumulated separately in equity in the translation reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences in the translation reserve relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognized.

(v) Borrowing costs

Borrowing costs that are directly attributable to the acquisition or construction of an asset which necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

2 重大會計政策 (續)

(u) 外幣折算 (續)

(iii) 海外業務

海外業務的業績按與交易日期外匯匯率相若的匯率折算成人民幣。財務狀況表的項目按各報告期末的匯率折算成人民幣。由此產生的匯兌差額於其他全面收益確認，並於匯兌儲備的權益中分開累計。

於出售海外業務時，與該海外業務有關的匯兌差額的累計數額於確認出售損益時從權益重新分類為損益。

(v) 借款成本

購買或建設一項須大量時間方可作擬定用途的資產所直接產生的借款成本資本化為該資產成本的一部分。其他借款成本於產生期間計入費用。

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

2 MATERIAL ACCOUNTING POLICIES (continued)

(w) Related parties

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

2 重大會計政策(續)

(w) 關聯方

- (a) 下列個人或與其關係密切的家庭成員可視為本集團的關聯方：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團具有重大影響力；或
 - (iii) 身為本集團或本集團母公司的關鍵管理人員。
- (b) 符合下列任何條件的實體可視為本集團的關聯方：
- 與本集團同屬同一集團的實體(即集團內所有母公司、附屬公司及同系附屬公司之間互為關聯方)。
 - 某一實體的聯營公司或合資企業(或另一實體為成員公司的集團旗下成員公司的聯營公司或合資企業)。
 - 同為同一第三方的合營實體。
 - 某一實體為第三方實體的合資企業並且另一實體為該第三方實體的聯營公司。
 - 該實體是為本集團或本集團關聯實體的僱員而設的離職後福利計劃。

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

2 MATERIAL ACCOUNTING POLICIES (continued)

(w) Related parties (continued)

- The entity is controlled or jointly controlled by a person identified in (a).
- A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(x) Segment reporting

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

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

2 重大會計政策 (續)

(w) 關聯方 (續)

- 受(a)中所述的個人控制或共同控制的實體。
- 受(a)(i)中所述個人重大影響的實體，或(a)(i)中所述個人為實體（或實體的母公司）的關鍵管理人員。
- 該實體，或其所屬集團的任何成員，向本集團或本集團的母公司提供關鍵管理人員服務。

一名人士的親密家庭成員指在與該實體從事交易時可能會影響該人或受該人影響的家庭成員。

(x) 分部報告

經營分部，以及在財務報表中報告的各分部項目金額，從定期提供給本集團最高行政管理層以對本集團各業務線和地理位置進行資源分配和績效評估的財務資料中確定。

個別重要的經營分部不會合併以供財務報告之用，但如該等經營分部的產品和服務性質、客戶類別或階層、分銷產品或提供服務的方法以至監管環境的本質等經濟特性均屬類似，則作別論。個別非重要經營分部若滿足上述大部分標準，則可以匯總。

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

3 ACCOUNTING JUDGEMENTS AND ESTIMATES

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements is included in the following notes:

- Note 2(t)(i) – product sales to franchisees: whether revenue from product sales to franchisees is recognized at the point when the franchisees sell the product to their customers in the franchisees' stores
- Note 2(t)(ii) – license fees, sales-based royalties and sales-based management and consultation services fees: whether revenue is recognized over time

3 會計判斷及估計

編製該等財務報表需要管理層作出影響政策應用以及資產、負債、收益及開支等呈報金額的判斷、估計及假設。該等估計及相關假設基於過往經驗及在相關情況下被認為屬合理的多項其他因素作出，其結果構成了對無法從其他途徑實時得知的資產及負債賬面值作出判斷的基礎。實際業績可能有別於該等估計。

該等估計和相關假設按持續基準予以審閱。會計估計的修訂是預先確定的。

以下附註呈列了在採用對財務報表中確認的金額有最大影響的會計政策時作出的判斷的資料：

- 附註2(t)(i)－向加盟商銷售產品：當加盟商在加盟店內銷售產品予其客戶時，是否確認向加盟商銷售產品的收入
- 附註2(t)(ii)－授權費、基於銷售的特許權使用費及基於銷售的管理及諮詢服務費：收入是否隨時間推移而確認

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

4 SEGMENT REPORTING

The Group manages its businesses by divisions, which are organized by a mixture of both brands and geography. In a manner consistent with the way in which information is reported internally to the Group’s most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented two reportable segments of MINISO brand and TOP TOY brand during the six months ended December 31, 2023 and the year ended December 31, 2024.

Other operating segments have been aggregated and presented as “other segment”. Business included as other segment did not meet the quantitative thresholds for reportable segments for the six months ended December 31, 2023 and the year ended December 31, 2024. The segment information is as follows:

Reportable segments	Operations
MINISO brand	Design, buying and sale of lifestyle products
TOP TOY brand	Design, buying and sale of pop toys

4 分部報告

本集團按分部管理業務，分部按品牌以及地理位置混合組織。按照與內部向本集團最高行政管理層匯報信息以進行資源分配及績效評估的方式，截至2023年12月31日止六個月及2024年12月31日止年度，本集團呈列兩個可呈報分部，即名創優品品牌及TOP TOY品牌。

其他經營分部已合併及呈列為「其他分部」。計入其他分部的業務在截至2023年12月31日止六個月及2024年12月31日止年度並未達到可呈報分部的量化門檻。分部資料如下：

可呈報分部	業務
名創優品品牌	生活家居產品的設計、購買及銷售
TOP TOY品牌	品牌潮流玩具的設計、購買及銷售

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

4 SEGMENT REPORTING (continued)

(i) Segment results, assets and liabilities

Information related to each reportable segment is set out below. Segment profit before taxation is used to measure performance because management believes that this information is the most relevant in evaluating the results of the respective segments.

4 分部報告 (續)

(i) 分部業績、資產及負債

各可呈報分部的相關資料載列如下。稅前分部利潤用於計量業績，原因是管理層認為此信息與評估各分部業績最為相關。

	As at and for the six months ended December 31, 2023 於2023年12月31日及截至該日止六個月				
	Reportable segments 可呈報分部			Other segment 其他分部	Total 合計
	MINISO brand 名創優品 品牌	TOP TOY brand TOP TOY 品牌	Total reportable segments 可呈報 分部合計		
	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
External revenues 外部收入	7,251,610	368,842	7,620,452	12,015	7,632,467
Inter-segment revenue 分部間收入	2,198	4,172	6,370	93,921	100,291
Segment revenue 分部收入	7,253,808	373,014	7,626,822	105,936	7,732,758
Segment profit before taxation 稅前分部利潤	1,644,839	6,479	1,651,318	2,924	1,654,242
Finance income 財務收入	120,064	640	120,704	1,911	122,615
Finance costs 財務成本	(23,042)	(2,146)	(25,188)	(14)	(25,202)
Depreciation and amortization 折舊及攤銷	(245,796)	(31,906)	(277,702)	(3,058)	(280,760)
Other material non-cash items: 其他重大非現金項目：					
– (credit loss)/reversal of credit loss on trade and other receivables					
– 貿易及其他應收款項(信貸虧損)/信貸虧損撥回	(2,791)	988	(1,803)	(277)	(2,080)
– impairment loss on non-current assets					
– 非流動資產減值虧損	(3,682)	(865)	(4,547)	–	(4,547)
Segment assets 分部資產	11,547,381	400,602	11,947,983	191,275	12,139,258
Additions to non-current assets during the period* 期內非流動資產增加額*	733,107	75,329	808,436	2,941	811,377
Segment liabilities 分部負債	4,841,577	335,870	5,177,447	41,403	5,218,850

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綜合財務報表附註

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(除特別說明外，以人民幣千元呈列)

4 SEGMENT REPORTING (continued)

(i) Segment results, assets and liabilities (continued)

4 分部報告 (續)

(i) 分部業績、資產及負債 (續)

	As at and for the year ended December 31, 2024 於2024年12月31日及截至該日止年度				
	Reportable segments 可呈報分部			Other segment 其他分部	Total 合計
	Total reportable segments 可呈報 分部合計			RMB'000 人民幣千元	RMB'000 人民幣千元
	MINISO brand 名創優品 品牌	TOP TOY brand TOP TOY 品牌			
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元		
External revenues 外部收入	16,002,565	983,525	16,986,090	7,935	16,994,025
Inter-segment revenue 分部間收入	21,684	13,858	35,542	571,490	607,032
Segment revenue 分部收入	16,024,249	997,383	17,021,632	579,425	17,601,057
Segment profit before taxation 稅前分部利潤	3,255,049	92,428	3,347,477	10,109	3,357,586
Finance income 財務收入	115,431	1,093	116,524	1,651	118,175
Finance costs 財務成本	(87,117)	(5,798)	(92,915)	–	(92,915)
Depreciation and amortization 折舊及攤銷	(713,062)	(81,220)	(794,282)	(5,216)	(799,498)
Other material non-cash items: 其他重大非現金項目：					
– reversal of credit loss on trade and other receivables – 貿易及其他應收款項信貸虧損撥回	1,120	841	1,961	505	2,466
– impairment loss on non-current assets – 非流動資產減值虧損	(7,040)	(1,806)	(8,846)	–	(8,846)
Segment assets 分部資產	12,115,859	939,552	13,055,411	51,843	13,107,254
Additions to non-current assets during the year* 年內非流動資產增加額*	2,433,807	214,698	2,648,505	7,002	2,655,507
Segment liabilities 分部負債	6,925,668	681,475	7,607,143	38,956	7,646,099

Note:

附註：

* The additions to non-current assets include additions to property, plant and equipment, right-of-use assets and intangible assets.

* 非流動資產的增加包括物業、廠房及設備、使用權資產及無形資產。

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綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

4 SEGMENT REPORTING (continued)

- (ii) Reconciliations of information on reportable segments to the amounts reported in the financial statements

4 分部報告 (續)

- (ii) 可呈報分部資料與財務報表中報告的金額的對賬

	For the six months ended December 31, 2023 截至2023年 12月31日止六個月	For the year ended December 31, 2024 截至2024年 12月31日止年度
	RMB'000 人民幣千元	RMB'000 人民幣千元
i. Revenue 收入		
Total revenue for reportable segments 可呈報分部總收入	7,626,822	17,021,632
Revenue for other segment 其他分部收入	105,936	579,425
Elimination of inter-segment revenue 分部間收入抵銷	(100,291)	(607,032)
Consolidated revenue 合併收入	7,632,467	16,994,025
ii. Profit before taxation 稅前利潤		
Total profit before taxation for reportable segments		
可呈報分部稅前利潤總額	1,651,318	3,347,477
Profit before taxation for other segment 其他分部稅前利潤	2,924	10,109
Unallocated amounts: 未分配金額：		
– Expenses relating to construction of headquarters building and depreciation expense of apartments for use as staff quarters 總部大樓建設相關開支及用作員工宿舍的公寓折舊開支	(1,500)	(10,054)
Consolidated profit before taxation 稅前綜合利潤	1,652,742	3,347,532

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綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

4 SEGMENT REPORTING (continued)

- (ii) Reconciliations of information on reportable segments to the amounts reported in the financial statements (continued)

4 分部報告 (續)

- (ii) 可呈報分部資料與財務報表中報告的金額的對賬 (續)

	As at December 31, 於12月31日	
	2023	2024
	2023年	2024年
	RMB'000 人民幣千元	RMB'000 人民幣千元
iii. Assets 資產		
Total assets for reportable segments 可呈報分部資產總額	11,947,983	13,055,411
Assets for other segment 其他分部資產	191,275	51,843
Other unallocated amounts 其他未分配金額		
– Assets relating to construction of headquarters building – 總部大樓建設相關資產	2,107,557	2,275,477
– Assets relating to an investment holding company – 投資控股公司相關資產	–	2,508,145
– Apartments for use as staff quarters – 用作員工宿舍的公寓	238,494	229,252
Consolidated total assets 合併資產總額	14,485,309	18,120,128
iv. Liabilities 負債		
Total liabilities for reportable segments 可呈報分部負債總額	5,177,447	7,607,143
Liabilities for other segment 其他分部負債	41,403	38,956
Other unallocated amounts 其他未分配金額		
– Liabilities relating to construction of headquarters building – 總部大樓建設相關負債	75,242	118,507
Consolidated total liabilities 合併負債總額	5,294,092	7,764,606

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綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

4 SEGMENT REPORTING (continued)

- (ii) Reconciliations of information on reportable segments to the amounts reported in the financial statements (continued)

v. Other material items

4 分部報告 (續)

- (ii) 可呈報分部資料與財務報表中報告的金額的對賬 (續)

v. 其他重大項目

	For the six months ended December 31, 2023 截至2023年12月31日止六個月			
	Reportable segment totals 可呈報分部合計	Other segment 其他分部	Unallocated amount 未分配金額	Consolidated totals 合併合計
	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
Finance income 財務收入	120,704	1,911	1,354	123,969
Finance costs 財務成本	(25,188)	(14)	–	(25,202)
Depreciation and amortization 折舊及攤銷	(277,702)	(3,058)	(4,481)	(285,241)
Credit loss on trade and other receivables 貿易及其他應收款項信貸虧損	(1,803)	(277)	–	(2,080)
Impairment loss on non-current assets 非流動資產減值虧損	(4,547)	–	–	(4,547)

	For the year ended December 31, 2024 截至2024年12月31日止年度			
	Reportable segment totals 可呈報分部合計	Other segment 其他分部	Unallocated amount 未分配金額	Consolidated totals 合併合計
	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
Finance income 財務收入	116,524	1,651	497	118,672
Finance costs 財務成本	(92,915)	–	–	(92,915)
Depreciation and amortization 折舊及攤銷	(794,282)	(5,216)	(9,196)	(808,694)
Reversal of credit loss on trade and other receivables 貿易及其他應收款項信貸虧損撥回	1,961	505	3	2,469
Impairment loss on non-current assets 非流動資產減值虧損	(8,846)	–	–	(8,846)

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

4 SEGMENT REPORTING (continued)

(iii) Geographic information

The geographic information analyses the Group's revenue and non-current assets by the Group's country of domicile and other regions. In presenting the geographic information, segment revenue has been based on the geographic location of customers and segment assets are based on the geographic location of the assets.

	For the six months ended December 31, 2023 截至2023年 12月31日止六個月 RMB'000 人民幣千元	For the year ended December 31, 2024 截至2024年 12月31日止年度 RMB'000 人民幣千元
i. Revenue 收入		
Mainland China 中國內地	4,843,127	10,312,116
Asia excluding China 亞洲(中國除外)	1,157,261	2,541,817
North America 北美洲	743,897	1,985,051
Latin America 拉丁美洲	660,039	1,445,691
Europe 歐洲	154,737	414,493
Other 其他	73,406	294,857
	7,632,467	16,994,025
ii. Non-current assets 非流動資產		
Mainland China 中國內地	2,906,878	3,626,187
Asia excluding China 亞洲(中國除外)	166,623	413,285
North America 北美洲	644,765	1,725,032
Europe 歐洲	83,246	72,168
Other 其他	45,647	143,858
	3,847,159	5,980,530

Non-current assets exclude deferred tax assets, non-current other investments, non-current term deposits and interests in equity-accounted investees.

4 分部報告(續)

(iii) 地域資料

地域資料按本集團所在國家和其他地區分析本集團的收入和非流動資產。在呈列地域資料時，分部收入基於客戶的地理位置，而分部資產則基於資產的地理位置。

非流動資產不包括遞延稅項資產、其他非流動投資、非流動定期存款及以權益法入賬的被投資公司的權益。

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5 REVENUE

The Group's revenue is primarily derived from the sale of lifestyle and pop toy products through self-operated stores, franchised stores, offline distributors in the PRC and overseas and online sales conducted through the Group's self-operated online stores on third-party e-commerce platforms and through online distributors. Other sources of revenue mainly include license fees, sales-based royalties and sales-based management and consultation service fees from franchisees and distributors.

(i) Disaggregation of revenue

In the following table, revenue from contracts with customers is disaggregated by major products and service lines and timing of revenue recognition.

5 收入

本集團的收入主要來自通過中國和海外的直營店、加盟店、線下代理商銷售生活家居產品和潮流玩具產品，以及通過本集團在第三方電商平台上的自營網店以及通過線上代理商進行的線上銷售。其他收入來源主要包括來自加盟商和代理商的授權費、基於銷售的特許權使用費及基於銷售的管理及諮詢服務費。

(i) 收入分類

在下表中，客戶合同收入按主要產品和服務線和收入確認時間分類。

	For the six months ended December 31, 2023 截至2023年 12月31日止六個月	For the year ended December 31, 2024 截至2024年 12月31日止年度
	RMB'000 人民幣千元	RMB'000 人民幣千元
<i>Major products/service lines 主要產品／服務線</i>		
– Sales of lifestyle and pop toy products		
– 生活家居產品及潮流玩具產品銷售		
– Retail sales in self-operated stores		
– 自營店零售銷售	1,004,114	3,158,895
– Product sales to franchisees		
– 向加盟商銷售產品	3,857,191	7,923,836
– Sales to offline distributors		
– 向線下代理商銷售	1,660,860	3,369,238
– Online sales		
– 線上銷售	355,380	941,055
– Other sales channels		
– 其他銷售渠道	44,149	48,190
Sub-total 小計	6,921,694	15,441,214

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(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

5 REVENUE (continued)

(i) Disaggregation of revenue (continued)

	For the six months ended December 31, 2023 截至2023年 12月31日止六個月	For the year ended December 31, 2024 截至2024年 12月31日止年度
	RMB'000 人民幣千元	RMB'000 人民幣千元
– License fees, sales-based royalties, and sales-based management and consultation service fees — 授權費、基於銷售的特許權使用費及基於銷售的管理及諮詢服務費		
– License fees — 授權費	37,074	96,836
– Sales-based royalties — 基於銷售的特許權使用費	66,113	131,402
– Sales-based management and consultation service fees — 基於銷售的管理及諮詢服務費	323,182	640,944
Sub-total 小計	426,369	869,182
– Others* — 其他*	284,404	683,629
	7,632,467	16,994,025
<i>Timing of revenue recognition 收入確認時間</i>		
– Point in time — 在某個時間點	7,195,509	16,101,797
– Over time — 隨時間推移	436,958	892,228
Revenue from contracts with customers 客戶合同收入	7,632,467	16,994,025

Note:

* Others mainly represented sales of fixtures to franchisees and distributors.

For the six months ended December 31, 2023 and the year ended December 31, 2024, the Group did not have any customer with revenue exceeding 10% of the Group's total revenue for the respective reporting periods.

附註：

* 其他主要是指向加盟商和代理商銷售裝修材料。

截至2023年12月31日止六個月及2024年12月31日止年度，概無本集團客戶收入佔相應報告期間本集團總收入10%以上。

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5 REVENUE (continued)

(ii) Contract balances

The following table provides information about receivables, contract liabilities from contracts with customers.

5 收入(續)

(ii) 合約結餘

下表提供了來自客戶合約的應收款項和合約負債相關資料。

	Note 附註	As at December 31, 於12月31日	
		2023 2023年	2024 2024年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Receivables, which are included in 'trade and other receivables' 計入「貿易及其他應收款項」的應收款項			
– Current portion – 流動部分		426,937	674,923
– Non-current portion – 非流動部分		17,612	14,635
Total receivables, which are included in 'trade and other receivables' 計入「貿易及其他應收款項」的應收款項總額	15	444,549	689,558
Contract liabilities 合約負債			
– Current portion – 流動部分		(324,028)	(323,292)
– Non-current portion – 非流動部分		(40,954)	(35,145)
Total contract liabilities 合約負債總額		(364,982)	(358,437)
		As at December 31, 於12月31日	
		2023 2023年	2024 2024年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Contract liabilities are analyzed as follows: 合約負債的分析如下：			
– Advance payments received from customers for purchase of goods – 收到客戶購買商品的預付款項		267,063	262,412
– Deferred revenue related to license fees – 與授權費有關的遞延收益		82,914	66,128
– Deferred revenue related to others – 與其他有關的遞延收益		15,005	29,897
		364,982	358,437

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(除特別說明外，以人民幣千元呈列)

5 REVENUE (continued)

(ii) Contract balances (continued)

The Group requests 20% to 100% advance payment for purchase of goods from certain domestic and overseas distributors prior to delivery of goods. This gives rise to contract liabilities at the start of a sales order, until the revenue of sales of products recognized on the corresponding sale order exceeds the amount of payments received in advance.

Unamortized portion of upfront license fees and others were recognized as contract liabilities.

Movements in contract liabilities are as follows:

5 收入 (續)

(ii) 合約結餘 (續)

本集團要求，在向若干海內外代理商交付商品前，後者須支付20%至100%的採購預付款項。這在銷售訂單開始時產生了合約負債，直至相應銷售訂單上確認的產品銷售收入超過預收的款項為止。

預付授權費的未攤銷部分及其他確認為合約負債。

合約負債的變動情況如下：

	Contract liabilities 合約負債 RMB'000 人民幣千元
Balance at July 1, 2023 於2023年7月1日的結餘	339,641
Decrease in contract liabilities as a result of recognizing revenue during the period that was included in the contract liabilities at the beginning of the period 期內確認期初納入合約負債的收入導致合約負債減少	(292,887)
Increase in contract liabilities as a result of receiving advance payment for purchase of goods 因收到購買貨物的預付款項而產生的合約負債增加	267,063
Increase in contract liabilities as a result of receiving payment of license fees 因收到授權費款項而產生的合約負債增加	36,370
Increase in contract liabilities as a result of others 因其他而產生的合約負債增加	14,795
Balance at December 31, 2023 於2023年12月31日的結餘	364,982
Decrease in contract liabilities as a result of recognizing revenue during the period that was included in the contract liabilities at the beginning of the period 期內確認期初納入合約負債的收入導致合約負債減少	(324,028)
Increase in contract liabilities as a result of receiving advance payment for purchase of goods 因收到購買貨物的預付款項而產生的合約負債增加	262,412
Increase in contract liabilities as a result of receiving payment of license fees 因收到授權費款項而產生的合約負債增加	25,174
Increase in contract liabilities as a result of others 因其他而產生的合約負債增加	29,897
Balance at December 31, 2024 於2024年12月31日的結餘	358,437

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5 REVENUE (continued)

(ii) Contract balances (continued)

As of December 31, 2023 and 2024, contract liabilities expected to be recognized as revenue after one year were RMB40,954,000 and RMB35,145,000, respectively, mainly represented license fees.

(iii) Revenue expected to be recognized in the future arising from contracts with customers in existence at the reporting dates

Contracts within the scope of IFRS 15

As at December 31, 2023 and 2024, the aggregated amounts of the transaction price allocated to the remaining performance obligations under the Group's existing contracts were RMB97,919,000 and RMB96,025,000, respectively. These amounts represented revenue of license fees and others. Revenue of license fees is expected to be recognized in the future from license agreements entered into with the franchisees and distributors. The Group will recognize the expected revenue in future over the remaining licensing period, which is mainly expected to occur over the next 1 to 10 years as at December 31, 2023 and 2024.

5 收入(續)

(ii) 合約結餘(續)

截至2023年及2024年12月31日，預計在一年後確認為收入的合約負債分別為人民幣40,954,000元及人民幣35,145,000元，主要為授權費。

(iii) 根據於報告日期已與客戶訂立的合約，預期將在未來確認的收入

《國際財務報告準則》第15號範圍內的合約

於2023年及2024年12月31日，根據本集團現有合約分配至餘下履約責任之交易價總額分別為人民幣97,919,000元及人民幣96,025,000元。這些金額代表授權費用及其他收入。授權費收入預計將在未來從與加盟商和代理商簽訂的授權許可協議中確認。本集團將在剩餘許可期內確認未來預期收入，預計於2023年及2024年12月31日，主要在未來1至10年發生。

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6 EXPENSES BY NATURE

6 按性質劃分的開支

	For the six months ended December 31, 2023 截至2023年 12月31日止六個月	For the year ended December 31, 2024 截至2024年 12月31日止年度
	RMB'000 人民幣千元	RMB'000 人民幣千元
Cost of inventories (Note 14(a)) 存貨成本(附註14(a))	4,292,806	9,099,543
Payroll and employee benefits (i) 工資及僱員福利(i)	580,801	1,475,943
Rental and related expenses 租金及相關開支	80,847	279,429
Depreciation and amortization (ii) 折舊及攤銷(ii)	285,241	808,694
Licensing expenses 授權費	178,241	420,895
Promotion and advertising expenses 推廣及廣告開支	246,883	572,435
Logistics expenses 物流開支	203,024	535,021
Travelling expenses 差旅開支	45,827	121,506
Other expenses 其他開支	198,561	494,684
Total cost of sales, selling and distribution and general and administrative expenses 銷售總成本、銷售及分銷和一般及行政開支	6,112,231	13,808,150

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6 EXPENSES BY NATURE (continued)

Notes:

(i) Payroll and employee benefits are analyzed as follows:

	For the six months ended December 31, 2023 截至2023年 12月31日止六個月	For the year ended December 31, 2024 截至2024年 12月31日止年度
	RMB'000 人民幣千元	RMB'000 人民幣千元
Salaries, wages and bonus 薪金、工資及花紅	463,208	1,202,421
Contributions to social security contribution plan 對社會保障供款計劃的供款	53,977	140,311
Welfare expenses 福利開支	17,184	48,027
Equity-settled share-based payment expenses (Note 23) 以權益結算的股份支付的開支(附註23)	46,432	85,184
	580,801	1,475,943

The Group's contributions to the defined contribution plans are expensed as incurred and not reduced by contributions forfeited by those employees who leave the plans prior to vesting fully in the contributions.

本集團向定額供款計劃作出的供款於產生時支銷，而僱員因在取得全數供款前退出計劃而被沒收的供款不會用作扣減該等供款。

(ii) Depreciation and amortization are analyzed as follows:

	For the six months ended December 31, 2023 截至2023年 12月31日止六個月	For the year ended December 31, 2024 截至2024年 12月31日止年度
	RMB'000 人民幣千元	RMB'000 人民幣千元
Property, plant and equipment (Note 11) 物業、廠房及設備(附註11)	59,652	157,214
Right-of-use assets (Note 12) 使用權資產(附註12)	239,787	684,462
Less: amount capitalized as construction in progress 減：資本化於在建工程的金額	(22,604)	(45,210)
Intangible assets 無形資產	8,406	12,228
	285,241	808,694

(iii) The auditor's remuneration in relation to audit service provided for the six months ended December 31, 2023 and the year ended December 31, 2024 were RMB9,600,000 and RMB15,000,000, respectively.

6 按性質劃分的開支(續)

附註：

(i) 工資及僱員福利分析如下：

(ii) 折舊及攤銷分析如下：

(iii) 截至2023年12月31日止六個月及2024年12月31日止年度，核數師提供的審計服務酬金分別為人民幣9,600,000元及人民幣15,000,000元。

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7 OTHER NET INCOME

7 其他淨收入

	For the six months ended December 31, 2023 截至2023年 12月31日 止六個月	For the year ended December 31, 2024 截至2024年 12月31日 止年度
	RMB'000 人民幣千元	RMB'000 人民幣千元
Net foreign exchange loss 淨匯兌虧損	(15,025)	(33,730)
Losses on disposal of property, plants and equipment and intangible assets 出售物業、廠房及設備以及無形資產的虧損	(1,632)	(2,534)
Investment income from other investments 其他投資的投資收益	14,281	81,145
Scrap income 廢品收入	5,912	10,742
Net change in fair value of other investments 其他投資公允價值變動淨額	14,270	29,930
Reversal of litigation compensation 訴訟賠償撥回	408	300
Gains relating to cancellation and modification of lease contracts 有關終止及修改租賃合同的收益	4,821	15,201
Gain on disposal of a subsidiary 處置一間附屬公司的收益	–	8,759
Others 其他	(1,930)	4,883
	21,105	114,696

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8 NET FINANCE INCOME

8 財務收入淨額

	For the six months ended December 31, 2023 截至2023年 12月31日 止六個月 RMB'000 人民幣千元	For the year ended December 31, 2024 截至2024年 12月31日 止年度 RMB'000 人民幣千元
Finance income 財務收入		
– Interest income		
– 利息收入	123,969	118,672
Finance costs 財務成本		
– Interest on loans and borrowings		
– 貸款及借款利息	(90)	(1,292)
– Interest on lease liabilities		
– 租賃負債利息	(25,112)	(91,623)
	(25,202)	(92,915)
Net finance income 財務收入淨額	98,767	25,757

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9 INCOME TAXES

(a) Taxation recognized in consolidated profit or loss:

9 所得稅

(a) 在合併損益中確認的稅項：

	For the six months ended December 31, 2023 截至2023年 12月31日 止六個月	For the year ended December 31, 2024 截至2024年 12月31日 止年度
	RMB'000 人民幣千元	RMB'000 人民幣千元
Amounts recognized in consolidated profit or loss		
在合併損益中確認的金額		
<i>Current tax 即期稅項</i>		
Provision for the period/year 期／年內撥備	339,409	789,640
<i>Deferred tax 遞延稅項</i>		
Origination and reversal of temporary differences (Note 9(c)) 暫時性差異的產生和撤銷(附註9(c))	57,256	(77,536)
Tax expense 所得稅開支	396,665	712,104

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9 INCOME TAXES (continued)

(a) Taxation recognized in consolidated profit or loss: (continued)

1) Cayman Islands and the BVI

Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI.

2) Hong Kong

Under the current Hong Kong Inland Revenue Ordinance, the Company's Hong Kong subsidiaries are subject to Hong Kong Profits Tax at the rate of 16.5% on their taxable income generated from the operations in Hong Kong. A two-tiered profits tax rates regime was introduced in 2018 where the first HKD2 million of assessable profits earned by a company will be taxed at half of the current tax rate (8.25%) whilst the remaining profits will continue to be taxed at 16.5%. There is an anti-fragmentation measure where each group will have to nominate only one company in the Group to benefit from the progressive rates.

3) Mainland China

Under the Corporate Income Tax ("CIT") Law, the subsidiaries established in mainland China are subject to a unified statutory CIT rate of 25%.

A subsidiary established in Hengqin New Area of Zhuhai, a pilot free trade zone in the PRC, met the criteria for a preferential income tax rate of 15% prior to December 31, 2022.

A subsidiary established in Guangzhou Nansha, a pilot free trade zone in the PRC, met the criteria for a preferential income tax rate of 15%.

A subsidiary established in Guangzhou, the PRC, is qualified as high and new technology enterprise and is entitled to a preferential income tax rate of 15% for three years ended December 31, 2024.

9 所得稅(續)

(a) 在合併損益中確認的稅項：(續)

1) 開曼群島及英屬維爾京群島

根據開曼群島及英屬維爾京群島規則及條例，本集團於開曼群島及英屬維爾京群島無需繳納任何所得稅。

2) 香港

根據香港現行的《稅務條例》，本公司的香港附屬公司須就其於香港的業務所產生的應課稅收入按16.5%的稅率繳納香港利得稅。2018年引入利得稅兩級制，公司賺取的首2百萬港元應課稅利潤將按現行稅率的一半(8.25%)徵稅，其餘利潤將繼續按16.5%徵稅。香港實施反拆分措施，即各集團只能提名集團內的一家公司享受累進稅率。

3) 中國內地

根據《企業所得稅(「企業所得稅」)法》，在中國內地設立的附屬公司須統一按25%的法定企業所得稅稅率繳納所得稅。

在中國自由貿易試驗區珠海橫琴新區設立的附屬公司，於2022年12月31日前符合享有優惠所得稅稅率15%的條件。

在中國自由貿易試驗區廣州南沙設立的附屬公司符合享有優惠所得稅稅率15%的條件。

在中國廣州設立的附屬公司被評為高新技術企業並截至2024年12月31日止三個年度享有優惠所得稅稅率15%。

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9 INCOME TAXES (continued)

(a) Taxation recognized in consolidated profit or loss: (continued)

4) United States

Under United States Internal Revenue Code, the subsidiaries established in United States are subject to a unified Federal CIT rate of 21% and variable state income and franchise tax ranging from 0.75% to 9.8% depends on which state the subsidiaries has nexus with.

5) Indonesia

The subsidiary incorporated in Indonesia is subject to the prevailing statutory tax rate on taxable income. The statutory tax rate was 25% for fiscal year ended December 31, 2020 and 22% from fiscal year ended December 31, 2021 and onwards.

6) India

Under the Income Tax Act 1961 enacted in India, the subsidiary incorporated in India is subject to a profit tax rate of 26% for fiscal year ended March 31, 2022 and 25.17% from fiscal year ended March 31, 2023 and onwards.

7) Canada

Under the Canadian federal and provincial tax rules, the subsidiaries incorporated in Canada are subject to the combined Canadian federal and provincial statutory income tax rates ranging from 23% to 31% depending on the location of the operation.

8) Singapore

Under the Income Tax Act enacted in Singapore, the subsidiaries incorporated in Singapore are subject to a tax rate of 17% on its chargeable income.

9) Vietnam

Under the Law on Corporate Income Tax enacted in Vietnam, the subsidiary incorporated in Vietnam is subject to a tax rate of 20% on its assessable income.

9 所得稅 (續)

(a) 在合併損益中確認的稅項：(續)

4) 美國

根據《美國國內稅收法》，在美國設立的附屬公司須按21%的稅率繳納統一聯邦企業所得稅，並且須根據附屬公司與哪個州有關而定，按0.75%至9.8%的可變州所得稅和特許權稅稅率繳稅。

5) 印度尼西亞

於印度尼西亞註冊成立的附屬公司的應課稅收入將按現行法定稅率繳稅。截至2020年12月31日止年度，法定稅率為25%，而自截至2021年12月31日止財政年度起，法定稅率為22%。

6) 印度

根據印度頒佈的1961年《所得稅法》，於印度註冊成立的附屬公司截至2022年3月31日止財政年度須按26%的稅率繳納利得稅，而自截至2023年3月31日止財政年度起須按25.17%的稅率繳納利得稅。

7) 加拿大

根據《加拿大聯邦和省稅法》，於加拿大註冊成立的附屬公司須根據運營地的不同，按23%至31%的加拿大聯邦和省綜合法定所得稅稅率繳納所得稅。

8) 新加坡

根據新加坡頒佈的《所得稅法》，於新加坡註冊成立的附屬公司的應課稅所得稅率為17%。

9) 越南

根據越南頒佈的《企業所得稅法》，於越南註冊成立的附屬公司的應課稅所得稅率為20%。

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9 INCOME TAXES (continued)

- (b) Reconciliation between tax expense and accounting profit at applicable tax rates:

9 所得稅 (續)

- (b) 按適用稅率計算的稅項開支與會計利潤之間的對賬：

	For the six months ended December 31, 2023 截至2023年 12月31日 止六個月	For the year ended December 31, 2024 截至2024年 12月31日 止年度
	RMB'000 人民幣千元	RMB'000 人民幣千元
Profit before taxation 稅前利潤	1,652,742	3,347,532
Notional tax on profit before taxation, calculated at the rates applicable to profits in the jurisdictions concerned 稅前利潤的名義稅項(按有關司法管轄區適用於利潤的稅率計算)	394,856	859,697
Tax effect of share-based compensation expenses (Note 6(i)) 股份支付薪酬開支的稅項影響(附註6(i))	11,401	20,127
Tax effect of other non-deductible expenses 其他不可扣減開支的稅項影響	7,310	13,060
Effect of preferential tax treatments on assessable profits of certain subsidiaries (Note 9(a)(3)) 優惠稅項待遇對若干附屬公司應課稅利潤的影響(附註9(a)(3))	(10,756)	(101,522)
Tax effect of additional deduction on research and development costs 額外扣除研發成本的稅項影響	(3,476)	(6,179)
Tax effect of exempted and non-taxable income 免稅及非應課稅利息收入的稅項影響	(12,481)	(11,978)
Effect of unused tax losses being utilized 已動用未使用稅項虧損的影響	(8,002)	(56,271)
Effect of deductible temporary differences not recognized/(being utilized) 未確認/(已使用)可扣除暫時性差異的影響	13,718	1,736
Others 其他	4,095	(6,566)
Actual tax expenses 實際稅項開支	396,665	712,104

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9 INCOME TAXES (continued)

(c) Movement in deferred tax assets

The components of deferred tax assets recognized in the consolidated statement of financial position and the movements during the reporting periods presented are as follows:

	Unused tax losses	Intra-group unrealized profits	Credit loss and impairment	Loss from waiver of intercompany receivables of discontinued operations	Right-of-use assets	Lease liabilities	Others	Total
	未使用稅項虧損	集團內未變現利潤	信貸虧損及減值	豁免已終止經營業務的公司間應收款項虧損	使用權資產	租賃負債	其他	合計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元

Deferred tax assets arising from:

來自下列各項的遞延稅項資產：

At July 1, 2023 於2023年7月1日	23,436	23,152	38,682	60,873	(107,937)	115,620	7,791	161,617
Charged to profit or loss 於損益內扣除	(392)	4,781	(7,574)	(54,048)	8,770	(6,563)	(2,230)	(57,256)
Exchange rate difference 匯率差異	(31)	(113)	73	-	363	(370)	(153)	(231)
At December 31, 2023 於2023年12月31日	23,013	27,820	31,181	6,825	(98,804)	108,687	5,408	104,130
Charged to profit or loss 於損益內扣除	82,060	19,694	7,029	(6,825)	(337,147)	333,059	(20,334)	77,536
Exchange rate difference 匯率差異	437	-	(78)	-	(815)	791	(53)	282
At December 31, 2024 於2024年12月31日	105,510	47,514	38,132	-	(436,766)	442,537	(14,979)	181,948

The Group only recognizes deferred income tax assets for cumulative tax losses if it is probable that future taxable amounts will be available to utilize those tax losses.

9 所得稅 (續)

(c) 遞延稅項資產變動

於綜合財務狀況表中確認的遞延稅項資產組成部分及報告期內變動情況呈列如下：

本集團僅在未來很可能有應課稅金額可動用該等稅項虧損時，才會就累計稅項虧損確認遞延所得稅資產。

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9 INCOME TAXES (continued)

(d) Unrecognized deferred tax assets

Deferred tax assets have not been recognized in respect of the following items, because it is not probable that future taxable profit against which the losses can be utilized will be available in the relevant tax jurisdiction.

	As at December 31, 於12月31日	
	2023	2024
	2023年	2024年
	RMB'000 人民幣千元	RMB'000 人民幣千元
Deductible temporary differences 可扣除暫時性差異	54,416	63,546
Cumulative tax losses 累計稅項虧損	774,584	447,814
Total 合計	829,000	511,360

(e) Tax losses carried forward

Tax losses for which no deferred tax asset was recognized will expire as follows:

	As at		As at	
	December 31,	Expiry date	December 31,	Expiry date
	2023		2024	
	於2023年		於2024年	
	12月31日	到期日	12月31日	到期日
	RMB'000		RMB'000	
	人民幣千元		人民幣千元	
Expire 到期	432,759	2024-2044	368,235	2025-2045
Never expire 無到期日	341,825		79,579	

Tax losses for which no deferred tax asset was recognized are related to subsidiaries that are not expected to derive sufficient taxable profits in the foreseeable future before unused tax losses expired.

9 所得稅 (續)

(d) 未確認的遞延稅項資產

遞延稅項資產尚未就以下項目進行確認，原因是相關稅務管轄區不太可能會有利可動用虧損予以抵銷的未來應課稅利潤。

(e) 結轉稅項虧損

未確認遞延稅項資產的稅項虧損到期情況如下：

未確認遞延稅項資產的稅項虧損與附屬公司有關，該等附屬公司在未動用稅項虧損到期之前的可預見未來預計不會產生足夠的應課稅利潤。

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9 INCOME TAXES (continued)

(f) Uncertain tax position

The Group evaluates whether it is probable that tax authority will accept the tax treatment for each uncertain tax position (including the potential application of interest and penalties) based on the technical merits, and measures the unrecognized benefits associated with the tax positions. As of December 31, 2023 and 2024, the Group did not have any significant unrecognized uncertain tax positions. The Group does not anticipate any significant increase to unrecognized tax benefit within the next 12 months. Interest and penalties related to income tax matters, if any, is included in income tax expense.

(g) Pillar Two income taxes

In 2021, the Organisation for Economic Co-operation and Development published the Global Anti-Base Erosion Model Rules ("Pillar Two model rules") for a new global minimum tax reform applicable to large multinational enterprises. Certain jurisdictions in which the group operates have implemented Pillar Two income tax legislation based on this framework, and those Pillar Two income tax laws became effective on January 1, 2024. As all subsidiaries within the Group in those jurisdictions have jurisdictional effective tax rates in excess of 15%, the Group has not recognized any Pillar Two related income tax expense for the year ended December 31, 2024.

Other jurisdictions in which the Group operates are in the process of implementing their Pillar Two income tax legislation. Therefore, it is possible that the Group may be subject to additional Pillar Two income taxes in those jurisdictions.

9 所得稅 (續)

(f) 不確定的稅務狀況

本集團評估稅務機關是否可能根據技術性理據接受各不確定稅務狀況的稅務處理(包括利息及罰款的潛在應用)，並衡量與稅務狀況相關的未確認利益。截至2023年及2024年12月31日，本集團不存在任何未確認的重大不確定稅務狀況。本集團預計未確認稅務利益於未來12個月內不會顯著增加。與所得稅事宜相關的利息及罰款(如有)計入所得稅開支。

(g) 支柱二所得稅

於2021年，經濟合作與發展組織發佈全球反稅基侵蝕規則範本(「支柱二規則範本」)，以推動適用於大型跨國企業的新全球最低稅制改革。本集團營運所在的某些司法管轄區已根據此框架實施支柱二所得稅法例，而該等支柱二所得稅法於2024年1月1日生效。由於本集團在該等司法管轄區內的所有附屬公司的法定實際稅率均超過15%，因此本集團於截至2024年12月31日止年度並未確認任何與支柱二相關的所得稅開支。

本集團營運所在其他司法管轄區正在實施其支柱二所得稅法例。因此，本集團在該等司法管轄區可能需繳納額外的支柱二所得稅。

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10 EARNINGS PER SHARE

(a) Basic earnings per share

For the six months ended December 31, 2023 and the year ended December 31, 2024, the calculation of basic earnings per share has been based on the profit attributable to ordinary shareholders of the Company of RMB1,248,405,000 and RMB2,617,560,000 and weighted-average number of ordinary shares outstanding calculated as follows:

10 每股盈利

(a) 每股基本盈利

截至2023年12月31日止六個月及截至2024年12月31日止年度，每股基本盈利乃根據本公司普通股股東應佔利潤人民幣1,248,405,000元及人民幣2,617,560,000元以及發行在外普通股加權平均數計算如下：

	For the six months ended December 31, 2023 截至2023年 12月31日 止六個月	For the year ended December 31, 2024 截至2024年 12月31日 止年度
	Number of shares 股份數目	Number of shares 股份數目
Issued ordinary share at the beginning of the period/year 期／年初發行的普通股	1,244,854,689	1,243,332,789
Effect of shares released from share incentive plan (Note 23) 從股份激勵計劃轉出股份的影響(附註23)	281,729	1,311,146
Effect of repurchase of shares (Note 22(b)(v)) 股份回購的影響(附註22(b)(v))	(209,553)	(5,249,672)
Weighted average number of ordinary shares 普通股加權平均數	1,244,926,865	1,239,394,263

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10 EARNINGS PER SHARE (continued)

(b) Diluted earnings per share

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all potential dilutive ordinary shares.

For the six months ended December 31, 2023 and the year ended December 31, 2024, the calculation of diluted earnings per share were based on the profit attributable to ordinary equity shareholders of the Company of RMB1,248,405,000 and RMB2,617,560,000 and the weighted average number of ordinary shares of 1,251,635,862 and 1,246,817,617 shares, respectively, after adjusting by the dilutive effect of share incentive plan, calculated as follows:

10 每股盈利(續)

(b) 每股攤薄盈利

每股攤薄盈利乃假設已轉換所有具攤薄潛力的普通股，調整發行在外普通股的加權平均數計算得出。

截至2023年12月31日止六個月及截至2024年12月31日止年度，每股攤薄盈利乃根據本公司普通股股東應佔利潤人民幣1,248,405,000元及人民幣2,617,560,000元，以及普通股加權平均數1,251,635,862股及1,246,817,617股計算，並經股份激勵計劃的攤薄影響調整如下：

	For the year ended June 30,		For the six months ended	For the year ended
	截至6月30日止年度		December 31, 截至12月31日止六個月	December 31, 截至12月31日止年度
	2022	2023	2023	2024
	2022年	2023年	2023年	2024年
	Number of shares	Number of shares	Number of shares	Number of shares
	股份數目	股份數目	股份數目	股份數目
Weighted average number of ordinary shares, basic 普通股加權平均數(基本)	1,205,527,348	1,243,320,377	1,244,926,865	1,239,394,263
Dilutive effect of share incentive plan (Note 23) 股份激勵計劃的攤薄影響(附註23)	11,110,091	7,224,739	6,708,997	7,423,354
Weighted average number of ordinary shares, diluted 普通股加權平均數(攤薄)	1,216,637,439	1,250,545,116	1,251,635,862	1,246,817,617

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11 PROPERTY, PLANT AND EQUIPMENT

11 物業、廠房及設備

	Apartments 公寓	Leasehold improvements 租賃資產裝修	Office equipment 辦公室設備	Store operating equipment 門店運營設備	Motor vehicles 機動車輛	Moulds 模具	Construction in progress 在建工程	Total 合計
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Cost: 成本:								
At July 1, 2023 於2023年7月1日	242,639	147,271	54,048	46,723	3,089	45,741	176,389	715,900
Additions 添置	-	18,980	9,177	10,479	306	11,607	254,784	305,333
Transfer from construction in progress 自在建工程轉入	-	75,184	-	-	-	-	(75,184)	-
Disposals 出售	-	(12,467)	(791)	(6,830)	-	(6,445)	-	(26,533)
Exchange adjustments 匯率調整	-	(2,685)	(596)	(541)	(26)	-	(504)	(4,352)
At December 31, 2023 於2023年12月31日	242,639	226,283	61,838	49,831	3,369	50,903	355,485	990,348
Additions 添置	-	139,312	32,187	24,352	2,067	21,792	626,541	846,251
Transfer from construction in progress 自在建工程轉入	-	353,298	-	-	-	-	(353,298)	-
Disposals 出售	-	(12,810)	(12,200)	(3,619)	-	(5,909)	-	(34,538)
Exchange adjustments 匯率調整	-	6,405	(1,998)	1,825	(8)	-	1,060	7,284
At December 31, 2024 於2024年12月31日	242,639	712,488	79,827	72,389	5,428	66,786	629,788	1,809,345
Accumulated depreciation: 累計折舊:								
At July 1, 2023 於2023年7月1日	(16,250)	(38,504)	(32,845)	(26,897)	(1,949)	(38,740)	-	(155,185)
Charge for the period 期內支出	(4,357)	(39,815)	(5,530)	(1,206)	(232)	(8,512)	-	(59,652)
Written back on disposals 出售時撥回	-	9,226	322	3,866	-	6,100	-	19,514
Exchange adjustments 匯率調整	-	(270)	510	236	14	-	-	490
At December 31, 2023 於2023年12月31日	(20,607)	(69,363)	(37,543)	(24,001)	(2,167)	(41,152)	-	(194,833)
Charge for the year 年內支出	(8,278)	(109,297)	(12,211)	(8,363)	(457)	(18,608)	-	(157,214)
Written back on disposals 出售時撥回	-	3,703	8,343	85	-	5,765	-	17,896
Exchange adjustments 匯率調整	-	(5,142)	641	(346)	-	-	-	(4,847)
At December 31, 2024 於2024年12月31日	(28,885)	(180,099)	(40,770)	(32,625)	(2,624)	(53,995)	-	(338,998)
Impairment: 減值:								
At July 1, 2023 於2023年7月1日	-	(21,512)	(1,816)	(2,753)	-	-	-	(26,081)
Addition 添置	-	(3,459)	-	(1,088)	-	-	-	(4,547)
Written back on disposals 出售時撥回	-	2,701	-	1,167	-	-	-	3,868
Exchange adjustments 匯率調整	-	351	158	42	-	-	-	551
At December 31, 2023 於2023年12月31日	-	(21,919)	(1,658)	(2,632)	-	-	-	(26,209)
Addition 添置	-	(5,801)	-	(3,045)	-	-	-	(8,846)
Written back on disposals 出售時撥回	-	1,662	-	-	-	-	-	1,662
Exchange adjustments 匯率調整	-	(545)	150	380	-	-	-	(15)
At December 31, 2024 於2024年12月31日	-	(26,603)	(1,508)	(5,297)	-	-	-	(33,408)
Net book value: 賬面淨值:								
At December 31, 2023 於2023年12月31日	222,032	135,001	22,637	23,198	1,202	9,751	355,485	769,306
At December 31, 2024 於2024年12月31日	213,754	505,786	37,549	34,467	2,804	12,791	629,788	1,436,939

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11 PROPERTY, PLANT AND EQUIPMENT (continued)

The Group had leasehold improvements and store operating equipment related to self-operated stores amounting to RMB128,879,000 and RMB475,771,000 as at December 31, 2023 and 2024, respectively.

In addition, certain of the store-level assets are measured at fair value based on unobservable inputs (Level 3) on a non-recurring basis, if determined to be impaired. The fair value of store-level assets, if determined to be impaired, are primarily represented by the price market participant would pay to sub-lease the operating lease right-of-use assets, which reflects the highest and best use of the assets. Significant unobservable inputs used in the fair value measurement include market rental prices. The direct comparison approach is used as the valuation technique by assuming a sub-lease of each of the properties in its existing state with vacant possession. By making reference to lease transactions as available in the relevant market, comparable properties in close proximity have been selected and adjustments have been made to account for any difference in factors such as location and property size.

11 物業、廠房及設備(續)

於2023年及2024年12月31日，本集團擁有與直營店相關的租賃資產裝修及門店運營設備分別為人民幣128,879,000元和人民幣475,771,000元。

此外，若干門店層面資產乃按非經常性基準，基於不可觀察輸入數據(第三層級)按公允價值計量(倘釐定為減值)。倘門店層面資產被釐定為減值，則其公允價值主要指市場參與者為轉租經營租賃使用權資產而支付的價格，這反映了資產的最高及最佳使用。公允價值計量中所使用的重大不可觀察輸入值包括市場租賃價格。透過假設該等物業以現況空置轉租，使用直接比較法作為估值技術。經參考相關市場上可用的租賃交易，已選擇相近的可資比較物業，並就位置及物業面積等因素的任何差異作出調整。

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12 RIGHT-OF-USE ASSETS

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

12 使用權資產

按相關資產的類別劃分的使用權資產賬面淨值分析如下：

	Property 物業	Warehouse equipment 倉庫設備	Land use right 土地使用權	Total 合計
	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
	(i)	(ii)	(iii)	
	(i)	(ii)	(iii)	
Cost: 成本：				
At July 1, 2023 於2023年7月1日	1,157,349	10,791	1,782,410	2,950,550
Additions 添置	622,913	–	–	622,913
Derecognition 終止確認	(113,564)	(143)	–	(113,707)
Exchange adjustments 匯率調整	(14,294)	–	–	(14,294)
At December 31, 2023 於2023年12月31日	1,652,404	10,648	1,782,410	3,445,462
Additions 添置	2,093,794	–	–	2,093,794
Derecognition 終止確認	(367,834)	(10,648)	–	(378,482)
Exchange adjustments 匯率調整	3,820	–	–	3,820
At December 31, 2024 於2024年12月31日	3,382,184	–	1,782,410	5,164,594
Accumulated depreciation: 累計折舊：				
At July 1, 2023 於2023年7月1日	(306,822)	(7,436)	(75,739)	(389,997)
Charge for the period 期內支出	(215,399)	(1,784)	(22,604)	(239,787)
Derecognition 終止確認	79,886	48	–	79,934
Exchange adjustments 匯率調整	5,248	–	–	5,248
At December 31, 2023 於2023年12月31日	(437,087)	(9,172)	(98,343)	(544,602)
Charge for the year 年內支出	(637,772)	(1,478)	(45,212)	(684,462)
Derecognition 終止確認	227,072	10,650	–	237,722
Exchange adjustments 匯率調整	(1,169)	–	–	(1,169)
At December 31, 2024 於2024年12月31日	(848,956)	–	(143,555)	(992,511)
Impairment: 減值：				
At July 1, 2023 於2023年7月1日	(7,953)	–	–	(7,953)
Derecognition 終止確認	7,858	–	–	7,858
Exchange adjustments 匯率調整	95	–	–	95
At December 31, 2023 and December 31, 2024 於2023年12月31日及2024年12月31日	–	–	–	–
Net book value: 賬面淨值：				
At December 31, 2023 於2023年12月31日	1,215,317	1,476	1,684,067	2,900,860
At December 31, 2024 於2024年12月31日	2,533,228	–	1,638,855	4,172,083

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12 RIGHT-OF-USE ASSETS (continued)

The analysis of expense items in relation to leases recognized in profit or loss is as follows:

12 使用權資產 (續)

與於損益內確認的租賃相關的開支項目分析如下：

	For the six months ended December 31, 2023 截至2023年 12月31日 止六個月 RMB'000 人民幣千元	For the year ended December 31, 2024 截至2024年 12月31日 止年度 RMB'000 人民幣千元
Depreciation charge of right-of-use assets by class of underlying asset:		
按相關資產類別劃分的使用權資產折舊費用：		
Property 物業	215,399	637,772
Warehouse equipment 倉庫設備	1,784	1,478
Land use right 土地使用權	22,604	45,212
	239,787	684,462
Interest on lease liabilities (Note 8) 租賃負債的利息 (附註8)		
Expense relating to short-term leases and other leases with remaining lease term ending on or before December 31 與短期租賃及剩餘租期於12月31日或之前結束的其他租賃相關的開支	25,112	91,623
Variable lease payments not included in the measurement of lease liabilities 未計入租賃負債計量的可變租賃付款	13,729	75,755
	24,802	47,314

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in Note 18(c) and Note 21, respectively.

租賃現金流出總額的詳情和租賃負債的期限分析分別載於附註18(c)和附註21。

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12 RIGHT-OF-USE ASSETS (continued)

Notes:

(i) Property – right-of-use assets

The Group leases properties for its self-operated stores, warehouse storage and office space. The leases of self-operated stores and warehouse storage typically run for two to twelve years. Leases of offices space typically run for a period of two to five years.

As at December 31, 2023 and 2024, right-of-use assets related to leased properties for self-operated stores amounted to RMB998,032,000 and RMB2,264,064,000, respectively.

Variable lease payments based on sales

Some leases of self-operated stores contain variable lease payments, which typically range from 1% to 18% of the annual or monthly sales that each store makes in excess of a certain breakpoint predetermined with landlord. These terms are common in retail stores in countries such as United States, Canada and Singapore where the Group operates.

(ii) Warehouse equipment – right-of-use assets

The Group leases warehouse equipment, with lease terms of two to three years.

(iii) Land use right

The Group acquired the land use right of a parcel of land located in the PRC through the acquisition of a subsidiary, with an original lease term of 40 years.

(iv) Rental deposits

The refundable rental deposit itself is not part of the lease payments and is in the scope of IFRS 9. Therefore, the rental deposit should be measured at fair value on initial recognition. The difference between the initial fair value and the nominal value of the deposit is an additional lease payment made by the Group and it is included in the measurement of the right-of-use assets.

12 使用權資產 (續)

附註：

(i) 物業—使用權資產

本集團為其直營店、倉庫及辦公場所租賃物業。直營店及倉庫的租賃期通常為2至12年。辦公場所的租賃期通常為2至5年。

於2023年及2024年12月31日，與直營店租賃物業相關的使用權資產分別為人民幣998,032,000元及人民幣2,264,064,000元。

基於銷售額的可變租賃付款

若干直營店的租約包含可變租賃付款，其金額通常介於各店舖年或月銷售額高出與業主預先確定的某一分界點之金額的1%至18%。這些條款在本集團經營所在的美國、加拿大和新加坡等國家的零售店中很常見。

(ii) 倉庫設備—使用權資產

本集團租賃倉庫設備，租期為2至3年。

(iii) 土地使用權

本集團通過收購一家附屬公司獲得了位於中國的一塊土地的土地使用權，原租期為40年。

(iv) 租賃按金

可退還的租賃按金本身不屬於租賃付款的一部分，而是屬於《國際財務報告準則》第9號的範圍。因此，租賃按金應在初始確認時按公允價值計量。初始公允價值與按金名義價值之間的差額為本集團支付的額外租賃付款，其被列入使用權資產的計量中。

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13 OTHER INVESTMENTS

13 其他投資

	As at December 31, 於12月31日	
	2023	2024
	2023年	2024年
	RMB'000 人民幣千元	RMB'000 人民幣千元
Financial assets measured at FVTPL: 以公允價值計量且其變動計入當期損益的金融資產：		
Non-current 非流動		
– Investment in an unlisted limited partnership enterprise (i) – 非上市有限合夥企業投資(i)	90,603	123,399
Current 流動		
– Investments in trust investment schemes (ii) 信託投資計劃投資(ii)	202,866	–
– Investment in a wealth management product (iii) 理財產品投資(iii)	50,000	–
– Investment in structured deposit (iv) 投資結構性存款(iv)	–	100,000
	252,866	100,000

- (i) In June 2023, the Group invested in an unlisted limited partnership enterprise (the “Partnership Enterprise”) with consideration of USD10,409,000 (equivalent to RMB73,870,000). The Partnership Enterprise is specialized in equity investment. According to the partnership agreement, the Partnership Enterprise is managed by its general partner. The Group participates in the Partnership Enterprise as one of the limited partners who does not have power on selection nor removal of assets manager or general partner of the Partnership Enterprise. In addition, the Group does not have any right on making operating, investing and financing decision of the Partnership Enterprise. The director is of the opinion that the Group does not have any control nor significant influence to affect the variable returns through its investment in the Partnership Enterprise, and the investment’s contractual cash flows are not solely payments of principal and interest on the principal amount outstanding, therefore, this investment is accounted for as a financial asset measured at FVTPL. The Group has an intention of holding such investment as a long-term investment.

- (i) 於2023年6月，本集團投資一家非上市有限合夥企業（「合夥企業」），對價為10,409,000美元（相當於人民幣73,870,000元）。合夥企業專門從事股權投資。根據合夥協議，合夥企業由其普通合夥人管理。本集團作為有限合夥人之一參與合夥企業，而有限合夥人無權選擇或罷免合夥企業的資產管理人或普通合夥人。此外，本集團無權作出合夥企業的經營、投資及融資決策。董事認為，本集團並無任何控制權或重大影響力，以通過其於合夥企業之投資影響可變回報，且投資的合約現金流量並非僅為支付本金及未償還本金的利息，因此該投資被列為以公允價值計量且其變動計入當期損益的金融資產。本集團有意持有該等投資作長期投資。

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13 OTHER INVESTMENTS (continued)

- (ii) In December 2020, the Group invested in a trust investment scheme ("Trust Scheme A") established and managed by a trust company as the trustee with the principal of RMB100,000,000 and an initial investment period of within one year. The Group subsequently extended the investment period to November 2023. Pursuant to the agreement, the Trust Scheme A is designated to make the majority of its investments in debt securities, while the principal and return of the investment are not guaranteed. Fair value of this investment as of June 30, 2023 was estimated to be RMB101,600,000. As of December 31, 2023, the above investment in Trust Scheme A has been redeemed.

In July 2021, the Group invested in another trust investment scheme ("Trust Scheme B") established and managed by a trust company as the trustee with the principal of RMB100,000,000 and an initial investment period of within one year. The Group subsequently extended the investment period to January 2024. Pursuant to the agreement, the Trust Scheme B is designated to make the majority of its investments in debt securities, while the principal and return of the investment are not guaranteed. Fair value of this investment as of June 30, 2023 and December 31, 2023 was estimated to be RMB103,729,000, RMB101,437,000, respectively. As of December 31, 2024, the above investment in Trust Scheme B has been redeemed.

In July 2023, the Group invested in another trust investment scheme ("Trust Scheme C") established and managed by a trust company as the trustee with the principal of RMB100,000,000 and an initial investment period of within six months. Pursuant to the agreement, the Trust Scheme C is designated to make the majority of its investments in debt securities and funds, while the principal and return of the investment are not guaranteed. Fair value of this investment as of December 31, 2023 was estimated to be RMB101,429,000. As of December 31, 2024, the above investment in Trust Scheme C has been redeemed.

13 其他投資(續)

- (ii) 於2020年12月，本集團投資於一家信託公司(作為受託人)設立及管理的信託投資計劃(「信託計劃A」)，其本金為人民幣100,000,000元，初始投資期限為一年以內。隨後本集團將投資期限延長至2023年11月。根據該協議，信託計劃A旨在大部分投資於債務證券，而投資的本金及回報未獲保證。該投資截至2023年6月30日的公允價值估計為人民幣101,600,000元。截至2023年12月31日，上述信託計劃A的投資已被贖回。

於2021年7月，本集團投資於一家信託公司(作為受託人)設立及管理的另一項信託投資計劃(「信託計劃B」)，其本金為人民幣100,000,000元，初始投資期限為一年以內。隨後本集團將投資期限延長至2024年1月。根據該協議，信託計劃B旨在大部分投資於債務證券，而投資的本金及回報未獲保證。該投資截至2023年6月30日及2023年12月31日的公允價值估計分別為人民幣103,729,000元、人民幣101,437,000元。截至2024年12月31日，上述信託計劃B的投資已被贖回。

於2023年7月，本集團投資於一家信託公司(作為受託人)設立及管理的另一項信託投資計劃(「信託計劃C」)，其本金為人民幣100,000,000元，初始投資期限為六個月以內。根據該協議，信託計劃C旨在大部分投資於債務證券及基金，而投資的本金及回報未獲保證。該投資截至2023年12月31日的公允價值估計為人民幣101,429,000元。截至2024年12月31日，上述信託計劃C的投資已被贖回。

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13 OTHER INVESTMENTS (continued)

- (iii) On December 26, 2023, the Group invested in a wealth management product managed by a bank in the PRC, with the principal amount of RMB50,000,000, which is with an original maturity of 35 days. The underlying investment portfolio of the wealth management product mainly includes money market instruments and other financial instruments with fixed return. The principal and return of the investment in the wealth management product are not guaranteed. Fair value of this investment as at December 31, 2023 is estimated to be RMB50,000,000. As of December 31, 2024, all wealth management products have been redeemed.
- (iv) In December 2024, the Group invested in structured deposit managed by a bank in the PRC with the principal guaranteed amounting to RMB100,000,000. This structured deposit is redeemable every seven days and the investment return is settled every seven days. Investment return of the structured deposit is calculated at variable rates determined by reference to intermediate rates of Euro against US dollar.

Information about the Group's fair value measurement is included in Note 24(e).

13 其他投資 (續)

- (iii) 於2023年12月26日，本集團投資於中國一家銀行管理的理財產品，本金為人民幣50,000,000元，初始期限為35天。理財產品的相關投資組合主要包括貨幣市場工具及其他具有固定回報的金融工具。理財產品的投資本金及回報未獲保證。該投資截至2023年12月31日的公允價值估計為人民幣50,000,000元。截至2024年12月31日，所有財富管理產品都已贖回。
- (iv) 於2024年12月，本集團投資於由中國一家銀行管理的結構性存款，其本金人民幣100,000,000元獲保證。該結構性存款可每7日贖回，投資回報每7日結算。結構性存款的投資回報按參考歐元兌美元的中間利率釐定的浮動利率計算。

有關本集團公允價值計量的資料載於附註24(e)。

14 INVENTORIES

	As at December 31, 於12月31日	
	2023	2024
	2023年	2024年
	RMB'000 人民幣千元	RMB'000 人民幣千元
Finished goods 製成品	1,917,133	2,742,092
Low-value consumables 低值易耗品	5,108	8,297
	1,922,241	2,750,389

14 存貨

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14 INVENTORIES (continued)

- (a) The analysis of the amount of inventories recognized as an expense and included in profit or loss is as follows:

14 存貨(續)

- (a) 已確認為開支且計入損益的存貨金額分析如下：

	For the six months ended December 31, 2023 截至2023年 12月31日止六個月	For the year ended December 31, 2024 截至2024年 12月31日止年度
	RMB'000 人民幣千元	RMB'000 人民幣千元
Carrying amount of inventories sold 已售出存貨之賬面金額	4,290,874	9,074,490
Write-down of inventories 存貨減值	1,932	25,053
Cost of inventories recognized in consolidated statements of profit or loss 於綜合損益表中確認的存貨成本	4,292,806	9,099,543

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15 TRADE AND OTHER RECEIVABLES

15 貿易及其他應收款項

		As at December 31, 於12月31日	
		2023 2023年	2024 2024年
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Non-current 非流動			
Trade receivables 貿易應收款項		18,045	14,653
Less: loss allowance 減：虧損撥備		(433)	(18)
Trade receivables, net of loss allowance (iii) 貿易應收款項(扣除虧損撥備)(iii)		17,612	14,635
Amounts due from related parties 應收關聯方款項	27(c)	10,760	16,708
Deposits 按金		81,153	193,810
Prepayments for lease 租賃預付款項		–	72,000
Value-added tax (“VAT”) recoverable 待抵扣增值稅(「增值稅」)		26,271	44,135
		135,796	341,288
Current 流動			
Trade receivables 貿易應收款項		504,938	742,622
Less: loss allowance 減：虧損撥備		(78,001)	(67,699)
Trade receivables, net of loss allowance 貿易應收款項(扣除虧損撥備)		426,937	674,923
Amounts due from related parties 應收關聯方款項	27(c)	27,836	45,424
Miscellaneous expenses paid on behalf of franchisees 代加盟商支付的雜項開支		336,497	642,073
VAT recoverable 待抵扣增值稅		251,162	208,221
Rental deposits 租賃按金		98,141	71,001
Receivables due from online payment platforms and banks (i) 應收在線支付平台及銀行款項(i)		103,406	77,990
Prepayments for inventories 存貨預付款項		51,084	73,538
Prepayments for licensing expenses 授權費預付款項		43,996	65,040
Prepayments for promotion and advertising expenses 促銷及廣告開支預付款項		11,577	30,349
Prepayments for repurchase of shares 回購股份預付款項		87,324	70,518
Others 其他		80,397	247,936
		1,518,357	2,207,013

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(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

15 TRADE AND OTHER RECEIVABLES (continued)

Notes:

- (i) Receivables due from online payment platforms and banks mainly represented the proceeds of online sales through e-commerce platforms collected by and retained in third-party online payment platforms. Withdrawal of the balances retained in online payment platforms could be made anytime upon the Group's instructions. The amounts also included those due from banks for offline sales made through customer credit/debit cards and other online payment platforms that require overnight processing by the collection banks.
- (ii) All of trade and other receivables classified as current portion are expected to be recovered or recognized as expense within one year.
- (iii) Trade receivables relating to certain sales of fixtures to franchisees are collected by installments within the periods ranging from 18 to 38 months and the portion which is expected to be recovered after one year are classified as non-current. All other trade debtors are due within 30 to 180 days from the date of revenue recognition for domestic and overseas customers respectively.

15 貿易及其他應收款項 (續)

附註：

- (i) 應收在線支付平台及銀行款項主要為由第三方在線支付平台收取及保留的經由電商平台線上銷售所得款項。保留於在線支付平台上的餘額可根據本集團指示隨時提取。該等金額亦包括通過客戶信用卡／借記卡及其他在線支付平台進行線下銷售的應收銀行款項，該等款項需由收款銀行隔夜處理。
- (ii) 所有歸入流動部分的貿易及其他應收款項預計將在一年內收回或確認為開支。
- (iii) 與向加盟商銷售若干裝修材料有關的貿易應收款項於18至38個月期間內分期收取，而預期將於一年後收回的部分分類為非流動。國內及國外客戶的所有其他貿易債務分別在確認收益之日起30至180天內到期。

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(除特別說明外，以人民幣千元呈列)

15 TRADE AND OTHER RECEIVABLES
(continued)

Aging analysis

As of the end of each reporting period, the aging analysis of trade receivables, based on the invoice date and net of loss allowance, is as follows:

	As at December 31, 於12月31日	
	2023	2024
	2023年	2024年
	RMB'000 人民幣千元	RMB'000 人民幣千元
Non-current portion 非流動部分		
Within 90 days 90天內	11,187	1,093
91 to 180 days 91至180天	6,425	3,536
181 to 360 days 181至360天	—	4,779
361 to 540 days 361至540天	—	5,076
Over 540 days 超過540天	—	151
	17,612	14,635
Current portion 流動部分		
Within 90 days 90天內	367,560	508,247
91 to 180 days 91至180天	51,516	119,343
181 to 360 days 181至360天	7,327	34,987
361 to 540 days 361至540天	229	10,837
Over 540 days 超過540天	305	1,509
	426,937	674,923

15 貿易及其他應收款項 (續)

賬齡分析

截至各報告期末，基於發票日期及扣除虧損撥備後的貿易應收款項賬齡分析如下：

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16 CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise:

	As at December 31, 於12月31日	
	2023	2024
	2023年	2024年
	RMB'000 人民幣千元	RMB'000 人民幣千元
Cash on hand 手頭現金	783	4,465
Cash at bank 銀行存款	6,414,658	6,323,656
Cash and cash equivalents as presented in the consolidated statements of financial position and in the consolidated statements of cash flows 綜合財務狀況表及綜合現金流量表列示的現金及現金等價物	6,415,441	6,328,121

17 RESTRICTED CASH

17 受限制現金

	As at December 31, 於12月31日	
	2023	2024
	2023年	2024年
	RMB'000 人民幣千元	RMB'000 人民幣千元
Bank deposits held in an escrow bank account (i) 託管銀行賬戶持有的銀行存款(i)	4,462	1,026
Bank deposits frozen for legal proceedings 因法律訴訟而被凍結的銀行存款	3,508	—
	7,970	1,026

Note:

- (i) The balance represented cash held in an escrow bank account in the PRC with designated usage of settlement with franchisees.

附註：

- (i) 該結餘指於中國託管銀行賬戶持有的現金，指定用途為與加盟商進行結算。

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18 CASH FLOW INFORMATION

(a) Reconciliation of profit for the reporting period to cash generated from operations:

18 現金流資料

(a) 報告期內利潤與經營所得現金的對賬：

		For the six months ended December 31, 2023 截至2023年 12月31日 止六個月	For the year ended December 31, 2024 截至2024年 12月31日 止年度
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Profit for the period/year 期／年內利潤		1,256,077	2,635,428
Adjustments for: 經以下事項調整：			
Interest on lease liabilities 租賃負債利息	8	25,112	91,623
Depreciation and amortization 折舊及攤銷	6	285,241	808,694
Interest on loans and borrowings 貸款及借款利息	8	90	1,292
Interest income 利息收入	8	(123,969)	(118,672)
Investment income from other investments 其他投資的投資收益	7	(14,281)	(81,145)
Net change in fair value of other investments 其他投資公允價值變動淨額	7	(14,270)	(29,930)
Losses on disposal of property, plant and equipment and intangible assets 出售物業、廠房及設備以及無形資產的虧損	7	1,632	2,534
Impairment loss on non-current assets 非流動資產減值虧損		4,547	8,846
Unrealized foreign exchange (gain)/loss 未實現外匯(收益)/虧損		(25,410)	8,258
Effect of lease contract cancellation 取消租賃合同的影響		(4,821)	(15,201)
Gains on disposal of subsidiaries 處置附屬公司的收益		—	(8,759)
Share of profit of equity-accounted investees, net of tax 分佔以權益法入賬的被投資公司的利潤，稅後淨額		(268)	(5,986)
Equity-settled share-based payment expenses 以權益結算的股份支付的開支	6	46,432	85,184
Income tax 所得稅	9(a)	396,665	712,104
Changes in working capital: 營運資金變動：			
Inventories 存貨		(471,722)	(828,148)
Trade and other receivables 貿易及其他應收款項		(316,534)	(836,820)
Contract liabilities 合約負債		25,341	(6,545)
Trade and other payables 貿易及其他應付款項		363,327	561,422
Restricted cash 受限制現金		19,103	6,944
Deferred income 遞延收益		(3,985)	4,486
Cash generated from operations 經營所得現金		1,448,307	2,995,609

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18 CASH FLOW INFORMATION (continued)

(b) Reconciliation of liabilities arising from financing activities:

18 現金流資料(續)

(b) 融資活動所產生負債的對賬：

	Loans and borrowings 貸款及借款	Interest payable 應付利息	Lease liabilities 租賃負債	Total 合計
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元 Note 21 附註21	RMB'000 人民幣千元
At July 1, 2023 於2023年7月1日	7,215	269	885,734	893,218
Changes from financing cash flows: 融資現金流變動：				
Payment of capital element and interest element of lease liabilities 支付租賃負債的資本部分和利息部分	—	—	(236,519)	(236,519)
Total changes from financing cash flows 融資現金流變動總額	—	—	(236,519)	(236,519)
Exchange adjustments 匯率調整	44	—	(21,071)	(21,027)
Other changes: 其他變動：				
Increase in lease liabilities from entering into new leases during the period 期內訂立新租約的租賃負債增加	—	—	622,916	622,916
Decrease in lease liabilities from derecognition 終止確認導致的租賃負債減少	—	—	(30,867)	(30,867)
Increase in interest expenses 利息開支增加	—	90	25,112	25,202
Total other changes 其他變動總額	—	90	617,161	617,251
At December 31, 2023 於2023年12月31日	7,259	359	1,245,305	1,252,923

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18 CASH FLOW INFORMATION (continued)

(b) Reconciliation of liabilities arising from financing activities: (continued)

18 現金流資料 (續)

(b) 融資活動所產生負債的對賬：(續)

	Loans and borrowings 貸款及借款	Interest payable 應付利息	Lease liabilities 租賃負債	Total 合計
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元 Note 21 附註21	RMB'000 人民幣千元
At January 1, 2024 於2024年1月1日	7,259	359	1,245,305	1,252,923
Changes from financing cash flows: 融資現金流變動：				
Proceeds from loans and borrowings from third party 來自第三方貸款及借款的所得款項	563,800	—	—	563,800
Repayment of loans and borrowings 償還貸款及借款	(718)	—	—	(718)
Payment of capital element and interest element of lease liabilities 支付租賃負債的資本部分和利息部分	—	—	(725,075)	(725,075)
Total changes from financing cash flows 融資現金流變動總額	563,082	—	(725,075)	(161,993)
Exchange adjustments 匯率調整	(76)	—	(14,885)	(14,961)
Other changes: 其他變動：				
Increase in lease liabilities from entering into new leases during the period 期內訂立新租約的租賃負債增加	—	—	2,093,794	2,093,794
Decrease in lease liabilities from derecognition 終止確認導致的租賃負債減少	—	—	(152,268)	(152,268)
Increase in interest expenses 利息開支增加	1,000	292	91,623	92,915
Total other changes 其他變動總額	1,000	292	2,033,149	2,034,441
At December 31, 2024 於2024年12月31日	571,265	651	2,538,494	3,110,410

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18 CASH FLOW INFORMATION (continued)

(c) Total cash out flow for leases:

	For the six months ended December 31, 2023 截至2023年 12月31日止六個月	For the year ended December 31, 2024 截至2024年 12月31日止年度
	RMB'000 人民幣千元	RMB'000 人民幣千元
Within operating cash flows 歸屬於經營現金流	(38,531)	(123,069)
Within financing cash flows 歸屬於融資現金流	(236,519)	(725,075)
	(275,050)	(848,144)

18 現金流資料(續)

(c) 租賃現金流出總額：

19 LOANS AND BORROWINGS

	As at December 31, 於12月31日	
	2023 2023年	2024 2024年
	RMB'000 人民幣千元	RMB'000 人民幣千元
Non-current liabilities 非流動負債		
Borrowings from a non-controlling interest shareholder 來自非控股權益股東借款	6,533	4,310
Current liabilities 流動負債		
Current portion of borrowings from a non-controlling interest shareholder 來自非控股權益股東借款的流動部分	726	2,155
Other borrowings (i) 其他借款(i)	—	564,800
	726	566,955

(i) During the year ended December 31, 2024, the Group obtained certain bank facilities repayable in form of letters of credit to a bank with aggregate amounts of RMB575,578,000 and interest rate ranging from 2.066% to 2.2%. The letters of credit have a maturity less than 12 months as at December 31, 2024.

(i) 截至2024年12月31日止年度，本集團獲得若干銀行信貸，以信用證形式向一間銀行償還，總金額為人民幣575,578,000元，利率介乎2.066%至2.2%之間。於2024年12月31日，信用證的到期期限不足12個月。

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20 TRADE AND OTHER PAYABLES

20 貿易及其他應付款項

	As at December 31, 於12月31日	
	2023	2024
	2023年	2024年
	RMB'000 人民幣千元	RMB'000 人民幣千元
Non-current 非流動		
Payable relating to construction projects 相關建設項目應付款項	12,411	59,842
Current 流動		
Trade payables 貿易應付款項	855,914	1,278,535
Payroll payable 應付工資	166,079	148,352
Accrued expenses 應計開支	309,951	375,588
Other taxes payable 其他應付稅項	43,850	58,899
Deposits 押金	1,782,181	1,839,844
Payable relating to leasehold improvements 相關租賃裝修應付款項	59,653	93,514
Payable relating to construction projects 相關建設項目應付款項	33,051	25,579
Amounts due to related parties (Note 27(c)) 應付關聯方款項(附註27(c))	7,334	8,123
Others 其他	131,813	115,554
	3,389,826	3,943,988

Information about the Group's exposure to currency and liquidity risks is included in Note 24.

有關本集團面臨的貨幣和流動性風險的信息載於附註24。

The credit period granted by suppliers is 30 to 90 days.

供應商授予的信貸期為30至90天。

Deposits received from suppliers, distributors and franchisees may be repayable to suppliers, distributors and franchisees after more than one year. All of the other trade payables, other payables, accruals and amounts due to related parties or franchisees are expected to be settled within one year or are repayable on demand.

自供應商、代理商和加盟商收到的保證金可以在一年後償還予供應商、代理商和加盟商。所有其他貿易應付款項、其他應付款項、應計項目和應付關聯方或加盟商的款項預計將在一年內結清或應要求償還。

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20 TRADE AND OTHER PAYABLES (continued)

Aging analysis

As of the end of each reporting period, the aging analysis of trade payables, based on the invoice date, is as follows:

20 貿易及其他應付款項 (續)

賬齡分析

截至各報告期末，基於發票日期作出的貿易應付款項之賬齡分析如下：

	As at December 31, 於12月31日	
	2023	2024
	2023年	2024年
	RMB'000 人民幣千元	RMB'000 人民幣千元
Within 1 month 一個月內	795,416	1,203,435
1 to 3 months 一至三個月	42,183	54,490
3 months to 1 year 三個月至一年	8,296	14,210
Over 1 year 一年以上	10,019	6,400
	855,914	1,278,535

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21 LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group’s lease liabilities at the end of the reporting periods:

21 租賃負債

下表載列本集團租賃負債於各報告期末的餘下合約到期情況：

	As at December 31, 2023 於2023年12月31日		As at December 31, 2024 於2024年12月31日	
	Present value		Present value	
	of the	Total	of the	Total
	minimum lease payments 最低租賃付款現值	minimum lease payments 最低租賃付款總額	minimum lease payments 最低租賃付款現值	minimum lease payments 最低租賃付款總額
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Within 1 year 一年以內	447,319	457,747	635,357	652,942
After 1 year but within 2 years 一年後但兩年內	373,712	403,679	623,330	667,829
After 2 years but within 5 years 兩年後但五年內	350,181	399,187	806,325	947,046
After 5 years 五年以上	74,093	102,502	473,482	682,653
	797,986	905,368	1,903,137	2,297,528
	1,245,305	1,363,115	2,538,494	2,950,470
Less: total future interest expenses 減：未來利息開支總額		(117,810)		(411,976)
Present value of lease liabilities 租賃負債現值		1,245,305		2,538,494

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22 CAPITAL AND RESERVES

(a) Share capital and additional paid-in capital

As at December 31, 2023 and 2024, the Company authorized 10,000,000,000 ordinary shares, with a par value of USD0.00001 each.

As of December 31, 2023 and 2024, analysis of the Company's issued shares including treasury shares reserved for the share incentive plan, was as follows:

22 資本及儲備

(a) 股本及資本公積

於2023年及2024年12月31日，本公司已授權10,000,000,000股每股面值0.00001美元的普通股。

截至2023年及2024年12月31日，本公司的已發行股份（包括為股份激勵計劃保留的庫存股）分析如下：

	As at December 31, 2023 於2023年12月31日		As at December 31, 2024 於2024年12月31日	
	Number of shares 股份數目	Share capital 股本	Number of shares 股份數目	Share capital 股本
		RMB'000 人民幣千元		RMB'000 人民幣千元
Ordinary shares 普通股	1,263,689,685	95	1,249,871,833	94

(i) During the six months ended December 31, 2023 and the year ended December 31, 2024, 636,608 and 2,320,360 of restricted shares, restricted shares units and options were vested and exercised, and were released from treasury shares into ordinary shares.

(ii) During the year ended December 31, 2024, 13,817,852 shares were cancelled under 2023 and 2024 share repurchase program (see Note 22(b)(v)).

(iii) As at December 31, 2023 and 2024, among the ordinary shares issued, 20,356,896 and 15,878,028 shares were recognized as treasury shares (see Note 22(b)(v)), respectively.

(i) 截至2023年12月31日止六個月及截至2024年12月31日止年度，636,608股及2,320,360股受限制股份、受限制股份單位及購股權已歸屬及行使，並由庫存股份轉為普通股。

(ii) 截至2024年12月31日止年度，已根據2023年及2024年股份購回計劃註銷13,817,852股股份（見附註22(b)(v)）。

(iii) 於2023年及2024年12月31日，在已發行的普通股中，20,356,896股及15,878,028股股份已分別確認為庫存股份（見附註22(b)(v)）。

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22 CAPITAL AND RESERVES (continued)

(b) Nature and purposes of reserves

(i) Merger reserve

The merger reserve mainly represents the difference between the consideration paid and the paid-in capital acquired arising from business combinations involving entities under common control.

(ii) Translation reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

(iii) Share-based payment reserve

The share-based payment reserve represents the portion of the grant date fair value of restricted shares, share options and restricted share units granted to the key management personnel and employees of the Group that has been recognized in accordance with the accounting policy adopted for share-based payments in Note 2(q)(iii).

(iv) PRC statutory reserve

PRC statutory reserves are established in accordance with the PRC Company Law and the Articles of Association of the subsidiaries which are established in the PRC. The subsidiaries being wholly foreign-owned enterprise or wholly domestic-owned enterprises, are required to allocate at least 10% of its net profits to a statutory surplus reserve. The transfer to this reserve must be made before distribution of dividends to equity shareholders can be made.

PRC statutory reserve can be used to make good previous years' losses, if any, and may be converted into capital in proportion to their existing equity holdings, provided that the balance of the statutory surplus reserve after such transfer is not less than 25% of the registered capital.

22 資本及儲備 (續)

(b) 儲備的性質及目的

(i) 合併儲備

合併儲備主要指同一控制下企業合併所支付的對價與取得的實收資本之間的差額。

(ii) 換算儲備

換算儲備包括換算國外業務財務報表產生的所有外匯差額。

(iii) 以股份為基礎的付款儲備

以股份為基礎的付款儲備是指已根據附註2(q)(iii)中就以股份為基礎的付款所採納的會計政策確認的授予本集團關鍵管理人員及僱員的受限制股份、購股權及受限制股份單位的授予日公允價值部分。

(iv) 中國法定公積金

中國法定公積金乃根據中國《公司法》和在中國成立的附屬公司的組織章程細則而設立。如附屬公司為外商獨資企業或內資獨資企業，則必須將其淨利潤的至少10%分配至法定盈餘公積金。轉撥至法定盈餘公積金必須在向權益股東分派股息之前作出。

中國法定公積金可用於彌補以往年度的虧損(如有)，及可按其現有持股比例轉為資本，但轉為資本後的法定盈餘公積金餘額不得低於註冊資本的25%。

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22 CAPITAL AND RESERVES (continued)

(b) Nature and purposes of reserves (continued)

(v) Treasury shares

The 2020 Share Incentive Plan was administered by twelve special purpose vehicles, and the Group has the power to govern the relevant activities of the twelve special purpose vehicles and can derive benefits from the contributions of the employees who were awarded with the shares under 2020 Share Incentive Plan, therefore, the twelve special purpose vehicles were consolidated.

The balance of treasury shares mainly include the considerations received from special purpose vehicles for unvested and forfeited restricted shares, and the cost of the Company's shares held by the Group.

On September 15, 2023, the board of directors authorized a new share repurchase program under which the Company may repurchase up to USD200 million of its shares within a period of 12 months starting from September 15, 2023 (the "2023 Share Repurchase Program").

During the six months ended December 31, 2023, the Company repurchased 1,450,108 ordinary shares on the New York Stock Exchange and 708,400 ordinary shares on the Hong Kong Stock Exchange under the 2023 Share Repurchase Programs for total considerations of USD6,981,000 (equivalent to RMB49,630,000) and HKD26,290,000 (equivalent to RMB23,930,000), respectively.

On August 30, 2024, the board of directors authorized a new share repurchase program under which the Company may repurchase up to HKD2 billion of its shares within a period of 12 months starting from August 30, 2024 (the "2024 Share Repurchase Program").

22 資本及儲備(續)

(b) 儲備的性質及目的(續)

(v) 庫存股

2020年股份激勵計劃由12家特殊目的公司管理，本集團對該12家特殊目的公司的相關活動具有監管權，且可從根據2020年股份激勵計劃獲授股份的員工出資中獲得利益，因此將該12家特殊目的公司合併。

庫存股的結餘主要包括從特殊目的公司收到的未歸屬及被沒收的受限制股份的對價，以及本集團持有的本公司股份的成本。

於2023年9月15日，董事會授權一項新股份購回計劃，據此，本公司於自2023年9月15日起計的12個月期間可回購最多200百萬美元的股份（「2023年股份購回計劃」）。

截至2023年12月31日止六個月，本公司根據2023年股份購回計劃在紐約證券交易所購回1,450,108股普通股以及在香港聯交所購回708,400股普通股，總對價分別為6,981,000美元（相當於人民幣49,630,000元）及26,290,000港元（相當於人民幣23,930,000元）。

於2024年8月30日，董事會授權一項新股份購回計劃，據此，本公司於自2024年8月30日起計的12個月期間可回購最多20億港元的股份（「2024年股份購回計劃」）。

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22 CAPITAL AND RESERVES (continued)

(b) Nature and purposes of reserves (continued)

(v) Treasury shares (continued)

During the year ended December 31, 2024, the Company repurchased ordinary shares under the 2023 and 2024 Share Repurchase Program as follows, and the cost of these shares held by the Group was recorded in treasury shares:

Month 月份	Shares repurchased on the New York Stock Exchange 於紐約證券交易所回購股份				Shares repurchased on the Hong Kong Stock Exchange 於香港聯交所回購股份			
	Number of shares repurchased	Highest price paid per share 就每股股份 支付的 最高價	Lowest price paid per share 就每股股份 支付的 最低價	Aggregate price paid 已支付的 總價	Number of shares repurchased	Highest price paid per share 就每股股份 支付的 最高價	Lowest price paid per share 就每股股份 支付的 最低價	Aggregate price paid 已支付的 總價
	所回購 股份數目	USD 美元	USD 美元	USD'000 千美元	所回購 股份數目	HKD 港元	HKD 港元	HKD'000 千港元
January 2024 2024年1月	1,018,400	5.00	4.28	4,845	1,055,200	33.45	31.00	34,357
February 2024 2024年2月	-	-	-	-	175,000	34.00	33.70	5,939
July 2024 2024年7月	701,740	4.50	4.14	3,118	2,300,800	35.10	32.05	78,625
September 2024 2024年9月	3,741,404	4.07	3.21	13,945	2,466,000	31.75	22.90	67,558
October 2024 2024年10月	200,800	4.07	3.75	771	-	-	-	-
Total 合計	5,662,344			22,679	5,997,000			186,479
Equivalent to RMB'000 等值人民幣金額千元				160,687				169,534

Under the 2023 and 2024 Share Repurchase Program, 6,705,400 shares repurchased on the Hong Kong Stock Exchange and 7,112,452 shares repurchased on the New York Stock Exchange were cancelled as of December 31, 2024.

22 資本及儲備 (續)

(b) 儲備的性質及目的 (續)

(v) 庫存股 (續)

截至2024年12月31日止年度，本公司已根據2023年及2024年股份購回計劃購回普通股如下，而本集團持有該等股份的成本計入庫存股份：

根據2023年及2024年股份購回計劃，截至2024年12月31日，於香港聯交所回購的6,705,400股股份及在紐約證券交易所回購的7,112,452股股份已註銷。

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22 CAPITAL AND RESERVES (continued)

(c) Capital management

The Group defines “capital” as including all components of equity. The Group’s policy is to maintain a strong capital base to maintain investors, creditors and market confidence and to sustain future development of the business. There were no changes in the Group’s approach to capital management during the reporting periods. The Group is not subject to any externally imposed capital requirements.

(d) Dividends

During the six months ended December 31, 2023, final dividends of USD0.103 per ordinary share, amounting to USD128,758,000 (equivalent to RMB923,664,000), in respect of the year ended June 30, 2023, were declared and paid by the Company. The dividends were distributed from additional paid-in capital.

During the year ended December 31, 2024, special cash dividends of USD0.0725 per ordinary share and interim cash dividends of USD0.0686 per ordinary share, amounting to USD90,635,000 (equivalent to RMB643,176,000) and USD85,221,000 (equivalent to RMB601,075,000), were declared and paid by the Company. The dividends were distributed from additional paid-in capital.

Final dividends of USD0.0817 per ordinary share, amounting to approximately USD101.4 million, were proposed and approved by the board of directors of the Company on March 21st, 2025. The dividends will be distributed from additional paid-in capital. The declaration of the final dividends is a non-adjusting event after the reporting period and have not been recognized as liabilities as of December 31, 2024.

22 資本及儲備(續)

(c) 資本管理

本集團將「資本」定義為包括權益的所有組成部分。本集團的政策是維持強大的資本基礎，以維持投資者、債權人及市場信心，並維持業務的未來發展。於報告期間，本集團的資本管理方法並無變動。本集團無須遵循任何外部施加的資本要求。

(d) 股息

截至2023年12月31日止六個月，本公司宣派及派付截至2023年6月30日止年度的末期股息每股普通股0.103美元，共計128,758,000美元（相當於人民幣923,664,000元）。股息將從資本公積中分派。

截至2024年12月31日止年度，本公司宣派及派付特別現金股息每股普通股0.0725美元及中期現金股息每股普通股0.0686美元，共計90,635,000美元（相當於人民幣643,176,000元）及85,221,000美元（相當於人民幣601,075,000元）。股息將從資本公積中分派。

於2025年3月21日，董事會建議並批准末期股息每股普通股0.0817美元，共計約101.4百萬美元。股息將從資本公積中分派。宣告最終股息是報告期後的非調整事項，且截至2024年12月31日尚未被確認為負債。

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23 EQUITY SETTLED SHARE-BASED PAYMENTS

The Group has adopted share-based compensation arrangements to incentivize outstanding performance. Pursuant to the 2020 Share Incentive Plan, as amended in June 2022, restricted shares, options, restricted share units or other approved awards may be granted to the Group's employees, directors, and consultants.

As at December 31, 2023 and December 31, 2024, the maximum aggregate number of shares that could be issued under the 2020 Share Incentive Plan was 98,773,684.

The 2020 Share Incentive Plan will remain in effect for a period of 103 months, commencing on January 7, 2020, unless terminated earlier by the Company's board of directors.

(a) Share options

In January and September 2020, the board of directors approved the grants of share options to purchase Shares of the Company to certain employees of the Group.

Each of 20% of the options granted will vest on the 1st trading day following each of the 1st, 2nd, 3rd, 4th and 5th anniversary of the grant date, respectively, on the condition that employees remain in service without any performance requirements. The options lapse on the tenth anniversary of the grant date.

23 以權益結算的股份支付

本集團已採納以股份為基礎的薪酬安排，以激勵傑出表現。根據2020年股份激勵計劃（於2022年6月修訂），本集團的僱員、董事及顧問可獲授受限制股份、購股權、受限制股份單位或其他經批准獎勵。

於2023年12月31日及2024年12月31日，根據2020年股份激勵計劃可發行的股份最高總數為98,773,684股。

除非本公司董事會提前終止，否則2020年股份獎勵計劃將自2020年1月7日開始生效，有效期為103個月。

(a) 購股權

於2020年1月和9月，董事會批准授予集團某些員工購買公司股份的購股權。

上述授予的每20%的購股權將分別於授予日期的第一、第二、第三、第四及第五週年後的第一個交易日歸屬，前提是僱員於無任何業績條件的情況下繼續任職。購股權於授予日期十週年時失效。

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23 EQUITY SETTLED SHARE-BASED PAYMENTS (continued)

(a) Share options (continued)

The option activities during the six months ended December 31, 2023 and the year ended December 31, 2024 are summarized as follows:

	Number of options	Weighted-average exercise price USD per share	Weighted-average grant date fair value USD per share
	購股權數量	加權平均行使價美元每股	加權平均公允價值美元每股
Outstanding at July 1, 2023			
於2023年7月1日未行使	5,701,396	0.036	3.72
Exercised 已行使	(427,492)	0.036	4.20
Forfeited 沒收	(104,800)	0.036	4.74
Outstanding at December 31, 2023			
於2023年12月31日未行使	5,169,104	0.036	3.66
Exercisable at December 31, 2023			
於2023年12月31日可行使	2,237,104	0.036	3.57
Non-vested at December 31, 2023			
於2023年12月31日未歸屬	2,932,000	0.036	3.73
Outstanding at January 1, 2024			
於2024年1月1日未行使	5,169,104	0.036	3.66
Exercised 已行使	(1,040,440)	0.036	3.82
Forfeited 沒收	(221,200)	0.036	3.95
Outstanding at December 31, 2024			
於2024年12月31日未行使	3,907,464	0.036	3.61
Exercisable at December 31, 2024			
於2024年12月31日可行使	2,585,464	0.036	3.54
Non-vested at December 31, 2024			
於2024年12月31日未歸屬	1,322,000	0.036	3.73

Total compensation expense calculated based on the grant date fair value and the estimated forfeiture rate recognized in the consolidated statements of profit or loss for the above options granted to the Group's employees were RMB7,593,000 and RMB5,879,000 for the six months ended December 31, 2023 and the year ended December 31, 2024, respectively.

23 以權益結算的股份支付(續)

(a) 購股權(續)

截至2023年12月31日止六個月及截至2024年12月31日止年度的購股權活動概述如下：

截至2023年12月31日止六個月及截至2024年12月31日止年度，就上述授予本集團員工的購股權而言，根據授出日公允價值及於綜合損益表確認的估計沒收率計算的薪酬開支總額分別為人民幣7,593,000元及人民幣5,879,000元。

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23 EQUITY SETTLED SHARE-BASED PAYMENTS (continued)

(b) Restricted share units

(i) Granted during the six months ended December 31, 2023

In October 2023, the board of directors approved the grant of RSUs to purchase 22,472 ordinary shares of the Company to an independent non-executive director of the Group at nil purchase price. The RSUs were divided into four tranches. The first tranche immediately vested on the grant date, and the remaining tranches will vest on January 15, 2024, April 15, 2024 and July 15, 2024, respectively, on the condition that director remains in service without any performance conditions.

The board of directors also approved the grant of RSUs to purchase 103,200 ordinary shares of the Company in aggregate to certain employees of the Group at purchase price of USD0.036 per share during the six months ended December 31, 2023. These RSUs were divided into three to five tranches. Each tranche will vest based on individual vesting schedules ranging from three to five years from the grant dates, on the condition that the employees remain in service without any performance conditions.

23 以權益結算的股份支付(續)

(b) 受限制股份單位

(i) 截至2023年12月31日止六個月授出

於2023年10月，董事會批准以零購買價向本集團一名獨立非執行董事授出受限制股份單位，以購買本公司22,472股普通股。受限制股份單位分為四批。第一批於授予日期即時歸屬，而餘下批次將分別於2024年1月15日、2024年4月15日及2024年7月15日歸屬，歸屬條件是董事仍任職，並無任何業績條件。

董事會亦於截至2023年12月31日止六個月批准按每股0.036美元的購買價向本集團若干僱員授出受限制股份單位以購買合共103,200股本公司普通股。該等受限制股份單位分為三至五批。各批將根據自授予日期起計三至五年的個別歸屬時間表歸屬，歸屬條件是僱員仍任職，並無任何業績條件。

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23 EQUITY SETTLED SHARE-BASED PAYMENTS (continued)

(b) Restricted share units (continued)

(ii) Granted during the year ended December 31, 2024

In March 2024, the board of directors approved the grant of RSUs to purchase 20,871,490 ordinary shares of the Company to certain employees of the Group at purchase price of USD0.00001 per share with the performance targets to be determined and approved. For the service condition, 10%, 10%, 15%, 20% and 45% of these RSUs will vest on the 1st trading day following each of the 1st, 2nd, 3rd, 4th and 5th anniversary of the date of grant, on the condition that the employees remain in service and have fulfilled the respective performance targets in respective calendar years of 2024, 2025, 2026, 2027 and 2028. As the Company has discretion to set the relevant performance targets, the grant dates for financial reporting purposes are not considered established until the performance targets are determined and approved.

As of December 31, 2024, the Group has determined and approved the performance targets for the calendar year of 2024 and the grant date of the first tranche of RSUs to purchase 2,087,149 ordinary shares was considered to have been established, while the grant dates of subsequent tranches of RSUs to purchase 18,784,341 ordinary shares in total were not considered to have been established because the Group has not determined and approved the performance targets. Although the grant dates for the subsequent tranches of the RSUs have not been established, the respective service periods are considered to have commenced as at December 31, 2024. As such, the Group estimated and recognized equity-settled share-based payment expenses in respect of the subsequent tranches of the RSUs based on the fair value of Company's ordinary shares at each balance sheet date and reduced by the present value of the estimated dividends that the related employees will not be entitled to during the vesting periods. The amount of equity-settled share-based payment expenses for the subsequent tranches is being re-estimated at each balance sheet date until the grant dates are established.

23 以權益結算的股份支付(續)

(b) 受限制股份單位(續)

(ii) 截至2024年12月31日止年度授出

於2024年3月，董事會批准按每股0.00001美元的購買價向本集團特定僱員授出受限制股份單位以購買20,871,490股本公司普通股，而績效目標尚待確定及批准。對服務條件而言，該等受限制股份單位的10%、10%、15%、20%及45%將於授予日期的第一、第二、第三、第四及第五週年後的第一個交易日歸屬，前提是該等僱員仍任職並於2024、2025、2026、2027及2028各曆年分別達成各自績效目標。由於公司有權自行設定相關的績效目標，因此就財務報告目的而言，授予日期在績效目標確定並批准之前並不視為已確立。

截至2024年12月31日，本集團已確定及批准2024曆年的績效目標，並視同已確定用以購買2,087,149股普通股的第一批受限制股份單位的授予日期，而用以購買合共18,784,341股普通股的後續批次受限制股份單位的授予日期則視同尚未確定，因為本集團尚未確定及批准績效目標。儘管後續批次的受限制股份單位的授予日期尚未確定，但於2024年12月31日，視同各自的服務期業已開始。因此，本集團根據各資產負債表日本公司普通股的公允價值，估算並確認與後續批次受限制股份單位相關的以權益結算的股份支付開支，並減去相關員工在歸屬期內無權享有的預估股息的現值。以權益結算的股份支付開支的金額將於各資產負債表日重新估算，直至確定授予日期。

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23 EQUITY SETTLED SHARE-BASED PAYMENTS (continued)

(b) Restricted share units (continued)

(ii) Granted during the year ended December 31, 2024 (continued)

In October 2024, the board of directors approved the grant of RSUs to purchase 39,300 ordinary shares of the Company to an independent non-executive director of the Group at nil purchase price. The RSUs were divided into four tranches. The first tranche immediately vested on the grant date, and the remaining tranches will vest on January 15, 2025, April 15, 2025 and July 15, 2025, respectively, on the condition that director remains in service without any performance conditions.

The board of directors also approved the grant of RSUs to purchase 686,680 ordinary shares of the Company in aggregate to certain employees of the Group at purchase price of USD0.036 per share during the year ended December 31, 2024. These RSUs were divided into three to five tranches. Each tranche will vest based on individual vesting schedules ranging from three to five years from the grant dates, on the condition that the employees remain in service without any performance conditions.

23 以權益結算的股份支付 (續)

(b) 受限制股份單位 (續)

(ii) 截至2024年12月31日止年度授出 (續)

於2024年10月，董事會批准以零購買價向本集團一名獨立非執行董事授出受限制股份單位，以購買本公司39,300股普通股。受限制股份單位分為四批。第一批於授予日期即時歸屬，而餘下批次將分別於2025年1月15日、2025年4月15日及2025年7月15日歸屬，前提條件是董事仍任職，並無任何業績條件。

截至2024年12月31日止年度，董事會亦批准按每股0.036美元的購買價向本集團若干僱員授出受限制股份單位以購買合共686,680股本公司普通股。該等受限制股份單位分為三至五批。各批將根據自授予日期起計三至五年的個別歸屬時間表歸屬，前提條件是僱員仍任職，並無任何業績條件。

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23 EQUITY SETTLED SHARE-BASED PAYMENTS (continued)

(b) Restricted share units (continued)

(iii) Movements in the number of RSUs granted and the respective weighted-average grant date fair values are as follows:

	Number of RSUs 受限制股份單位數目	Weighted-average purchase price USD per RSU 加權平均購買價 美元每受限制股份單位	Weighted-average grant date fair value USD per RSU 加權平均授予日公允價值 美元每受限制股份單位
Outstanding as of July 1, 2023 截至2023年7月1日未行使	6,165,460	0.036	4.22
Granted 已授出	125,672	0.030	5.37
Vested 已歸屬	(209,116)	0.024	3.55
Forfeited 沒收	(123,760)	0.036	3.16
Outstanding as of December 31, 2023 截至2023年12月31日未行使	5,958,256	0.036	4.32
Granted 已授出	21,597,470	0.001	5.47
Vested 已歸屬	(1,279,920)	0.035	4.29
Forfeited 沒收	(1,557,522)	0.005	5.25
Outstanding as of December 31, 2024 截至2024年12月31日未行使	24,718,284	0.008	5.27

The fair value of RSUs was determined with reference to the market prices of the Company's ordinary shares at the respective grant dates.

The fair value of RSUs granted during the six months ended December 31, 2023 and the year ended December 31, 2024 was USD674,000 (equivalent to RMB4,812,000) and USD118,087,000 (equivalent to RMB847,747,000) in aggregate. Total compensation expense calculated based on the grant date fair value and the estimated forfeiture rate recognized in the consolidated statements of profit or loss for aforementioned RSUs granted were RMB38,839,000 and RMB79,305,000 for the six months ended December 31, 2023 and the year ended December 31, 2024.

23 以權益結算的股份支付 (續)

(b) 受限制股份單位 (續)

(iii) 授出的受限制股份單位數目及其各自加權平均授予日公允價值變動如下：

受限制股份單位的公允價值乃參考本公司普通股於各授予日的市價釐定。

截至2023年12月31日止六個月及截至2024年12月31日止年度授出的受限制股份單位的公允價值合共為674,000美元（相當於人民幣4,812,000元）及118,087,000美元（相當於人民幣847,747,000元）。截至2023年12月31日止六個月及截至2024年12月31日止年度，根據就上述授予的受限制股份單位授予日公允價值及於綜合損益表確認的估計沒收率計算的薪酬開支總額為人民幣38,839,000元及人民幣79,305,000元。

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24 FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade and other receivables. The Group's exposure to credit risk arising from cash and cash equivalents, restricted cash and term deposits is limited because the counterparties are banks and financial institutions with high-credit-quality, for which the Group considers having low credit risk.

Trade receivables

The Group's trade receivables mainly derive from sales of goods to distributors and franchisees. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At December 31, 2023 and 2024, 40% and 35% of the total trade receivables were due from the Group's five largest debtors, respectively.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's history of making payments when due and current ability to pay and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates.

Trade receivables relating to certain sales of fixtures to franchisees are collected by instalments within the periods ranging from 18 to 38 months. All other trade receivables are due within 30 to 180 days from the date of billing. Debtors with balances that are more than 6 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

24 財務風險管理及公允價值

本集團在日常業務過程中承受信貸、流動性、利率及貨幣風險。下文呈列本集團所承受的上述風險及本集團為管理該等風險所採用的財務風險管理政策及實務。

(a) 信貸風險

信貸風險指交易對手未履行其合約責任而導致本集團產生財務虧損的風險。本集團的信貸風險主要歸因於貿易及其他應收款項。由於交易對手為本集團認為信貸風險低且具有高信貸質量的銀行及金融機構，因此本集團承擔來自現金及現金等價物、受限制現金及定期存款的信貸風險有限。

貿易應收款項

本集團的貿易應收款項主要來自於向代理商及加盟商銷售貨物。本集團面臨的信貸風險主要受每個客戶的個別特徵（而非客戶經營所在的行業或國家）影響，因此，當本集團與個別客戶有大額往來時，即面對信貸風險高度集中的情況。於2023年及2024年12月31日，貿易應收款項總額的40%及35%分別來自本集團的五大債務人。

我們會對所有要求獲得超出若干金額的信貸的客戶進行個別信貸評估。該等評估針對客戶到期還款記錄及現時還款能力，並考慮客戶的具體信息以及與客戶經營所在經濟環境有關的信息。

與向加盟商銷售若干裝修材料有關的貿易應收款項於18至38個月期間內分期收取。所有其他貿易應收款項於自開票日期起30至180天內到期。擁有逾期6個月以上結餘的債務人被要求在獲授予任何進一步信貸之前結清所有的未清餘額。通常情況下，本集團不會從客戶那裏獲得抵押品。

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24 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(a) Credit risk (continued)

Trade receivables (continued)

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix.

The Group does not provide any guarantees which would expose the Group to credit risk.

Other receivables

In determining the ECL for remaining other receivables, the management of the Group has taken into account the historical default experience and forward-looking information, as appropriate. The management of the Group has assessed that other receivables have not had a significant increase in credit risk since initial recognition and risk of default is insignificant, and therefore, no credit loss allowance of other receivables is considered necessary by management for the six months ended December 31, 2023 and the year ended December 31, 2024.

(b) Liquidity risk

As at December 31, 2023 and 2024, the Group's net current assets amounted to RMB5,920,655,000 and RMB5,928,312,000, respectively. Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash, readily realizable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

24 財務風險管理及公允價值(續)

(a) 信貸風險(續)

貿易應收款項(續)

本集團按相等於存續期預期信貸虧損(使用撥備矩陣計算)的金額計量貿易應收款項虧損撥備。

本集團不提供任何可能使本集團面臨信貸風險的擔保。

其他應收款項

釐定剩餘的其他應收款項預期信貸虧損時，本集團管理層已計及過往違約經驗及前瞻性資料(如適用)。本集團管理層已評估，由於自初始確認後，其他應收款項的信貸風險並無顯著增加，且違約風險並不重大，因此截至2023年12月31日止六個月及截至2024年12月31日止年度，管理層認為無需對其他應收款項作出信貸虧損撥備。

(b) 流動性風險

於2023年及2024年12月31日，本集團的流動資產淨值分別為人民幣5,920,655,000元及人民幣5,928,312,000元。本集團內部的個別經營實體負責其自身的現金管理，包括現金盈餘的短期投資及籌集貸款以滿足預期的現金需求，惟借款超過若干預定授權權限水平時須經董事會批准。本集團政策規定須定期監控其流動性需求及其對借款契諾的遵守情況，以確保其維持充足的現金儲備、可隨時變現銷售的證券以及由主要金融機構提供的充足承諾融資，以在短期和長期內滿足其流動性需求。

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24 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(b) Liquidity risk (continued)

The Group relies on the cash generated from operating activities as the main source of liquidity. For the six months ended December 31, 2023 and the year ended December 31, 2024, the Group had net cash generated from operating activities of approximately RMB1,097,541,000 and RMB2,168,334,000 respectively. In addition, the management of the Group monitors the utilization of borrowings and ensures compliance with borrowing covenants, if any. The Directors believe that the Group and the Company will have sufficient funds available from the operating activities to meet their financial obligations in the foreseeable future.

The following tables show the remaining contractual maturities at the end of each reporting period presented of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contracted rates or, if floating, based on rates current at the end of each reporting period presented) and the earliest date the Group can be required to pay.

24 財務風險管理及公允價值 (續)

(b) 流動性風險 (續)

本集團依賴經營活動產生的現金作為主要流動資金來源。截至2023年12月31日止六個月及截至2024年12月31日止年度，本集團經營活動產生的現金淨額分別約為人民幣1,097,541,000元及人民幣2,168,334,000元。此外，本集團管理層監督借款的使用情況，並確保遵守借款契諾(如有)。董事認為，本集團及本公司於可預見未來將有充足的經營活動可用資金來履行其財務義務。

下表列示本集團的金融負債於所示各報告期末基於合約未貼現現金流(包括按合約利率計算的利息付款，或倘為浮動利率，則按於所示各報告期末的現行利率)的剩餘合約期限及本集團須償付的最早日期。

	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 year but less than 5 years	More than 5 years	Total	Carrying amount at December 31, 2023 於2023年 12月31日 賬面金額
	一年內或 按要求	一年以上 兩年以下	兩年以上 五年以下	五年以上	合計	
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Trade and other payables 貿易及其他應付款項	3,389,826	–	12,411	–	3,402,237	3,402,237
Loans and borrowings 貸款及借款	935	2,360	4,497	–	7,792	7,259
Lease liabilities 租賃負債	457,747	403,679	399,187	102,502	1,363,115	1,245,305
	3,848,508	406,039	416,095	102,502	4,773,144	4,654,801

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24 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(b) Liquidity risk (continued)

	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 year but less than 5 years	More than 5 years	Total	Carrying amount at December 31, 2024 於2024年 12月31日 賬面金額
	一年內或 按要求	一年以上 兩年以下	兩年以上 五年以下	五年以上	合計	
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Trade and other payables 貿易及其他應付款項	3,943,988	–	59,842	–	4,003,830	4,003,830
Loans and borrowings 貸款及借款	577,913	2,257	2,193	–	582,363	571,265
Lease liabilities 租賃負債	652,942	667,829	947,046	682,653	2,950,470	2,538,494
	5,174,843	670,086	1,009,081	682,653	7,536,663	7,113,589

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group does not account for any fixed-rate financial instruments at fair value through profit or loss at the end of each reporting periods. Therefore, interest-bearing financial instruments at fixed rates do not expose the Group to fair value interest rate risk. The Group's interest rate risk arises primarily from restricted cash and cash at bank at variable rates, which exposes the Group to cash flow interest rate risk. The Group determines the appropriate weightings of the fixed and floating rate interest-bearing instruments based on the current market conditions and performs regular reviews and monitoring to achieve an appropriate mix of fixed and floating rate exposure. The Group does not enter into financial derivatives to hedge interest rate risk.

24 財務風險管理及公允價值 (續)

(b) 流動性風險 (續)

(c) 利率風險

利率風險是指金融工具的公允價值或未來現金流量因市場利率變動而波動的風險。於各報告期末，本集團並無將任何固定利率金融工具按公允價值計入損益。因此，按固定利率計息的金融工具不會使本集團面臨公允價值利率風險。本集團的利率風險主要來自受限制現金及以浮動利率計息的銀行存款，這使本集團面臨現金流量利率風險。本集團根據目前的市場情況釐定固定利率和浮動利率計息工具的適當權重，並定期進行審查和監測，以實現固定利率和浮動利率風險的適當組合。本集團並無訂立金融衍生工具對沖其利率風險。

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24 FINANCIAL RISK MANAGEMENT AND
FAIR VALUES (continued)

(c) Interest rate risk (continued)

(i) Interest rate profile

The following table details the interest rate profile of the Group's interest-bearing financial instruments at the end of each reporting period presented:

		As at June 30, 2023 於2023年 6月30日		As at December 31, 2023 於2023年 12月31日		As at December 31, 2024 於2024年 12月31日
	Interest rates		Interest rates		Interest rates	
	利率		利率		利率	
	%	RMB'000	%	RMB'000	%	RMB'000
	%	人民幣千元	%	人民幣千元	%	人民幣千元
Fixed rate instrument: 固定利率工具：						
Loans and borrowings 貸款及借款	3.0%	(7,215)	3.0%	(7,259)	2.07%~3.0%	(571,265)
Cash at bank (Note 16) 銀行存款 (附註16)	3.08% ~ 5.25%	1,040,921	3.75%	103,207	2.1%~4.36%	3,517
Term deposits 定期存款	0.9% ~ 5.5%	681,715	0.9% ~ 6.02%	310,759	1.05%~4.8%	409,135
		1,715,421		406,707		(158,613)
Variable rate instrument: 可變利率工具：						
Restricted cash (Note 17) 受限制現金 (附註17)	0.3% ~ 1.8%	27,073	0.2% ~ 1.8%	7,970	0.1%~0.95%	1,026
Cash at bank (Note 16) 銀行存款 (附註16)	0% ~ 3.5%	5,447,716	0% ~ 5.2%	6,311,451	0%~4.31%	6,320,139
		5,474,789		6,319,421		6,321,165

(ii) Sensitivity analysis

At December 31, 2023 and 2024, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variable held constant, would have increased/decreased the Group's profit for the reporting periods and retained earnings by approximately RMB24,363,000 and RMB47,805,000, respectively.

24 財務風險管理及公允價值 (續)

(c) 利率風險 (續)

(i) 利率概況

下表詳述於各呈列報告期末本集團的計息金融工具的利率概況：

(ii) 敏感度分析

於2023年及2024年12月31日，在所有其他變量保持不變的情況下，預計利率總體增加／減少100個基點，將增加／減少本集團的報告期間利潤及留存收益分別約人民幣24,363,000元及人民幣47,805,000元。

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24 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(d) Currency risk

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily United States dollars, Euros and Hong Kong Dollars. The Group manages this risk as follows:

(i) Exposure to currency risk

The following table details the Group's exposure at the end of the reporting periods to currency risk arising from recognized assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in Renminbi, translated using the spot rate at the end of the reporting periods. Differences resulting from the translation of the financial statements of foreign operations into the Group's presentation currency are excluded.

24 財務風險管理及公允價值(續)

(d) 貨幣風險

本集團面臨的貨幣風險主要來自產生以外幣(即交易相關業務的功能貨幣以外的貨幣)計值的應收款項、應付款項及現金結餘的買賣。產生該風險的貨幣主要為美元、歐元及港元。本集團對該風險的管理方式如下：

(i) 貨幣風險敞口

下表詳列本集團於各報告期末所面臨以相關實體功能貨幣以外貨幣計值的已確認資產或負債而產生的貨幣風險。就呈報目的而言，所承受風險的金額已按報告期末的即期匯率換算為人民幣列示。此並不包括將海外業務的財務報表換算為本集團的呈報貨幣所產生的差額。

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24 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(d) Currency risk (continued)

(i) Exposure to currency risk (continued)

	Exposure to foreign currencies 外幣風險敞口				
	As at December 31, 2023 於2023年12月31日				
	United States	Hong Kong			
	Dollars 美元 RMB'000 人民幣千元	Euros 歐元 RMB'000 人民幣千元	Dollars 港元 RMB'000 人民幣千元	Renminbi 人民幣 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元
Trade and other receivables 貿易及其他應收款項	141,973	20	23,814	–	3,889
Cash and cash equivalents 現金及現金等價物	309,966	37,492	7,868	3,068	19
Term deposits 定期存款	35,712	–	–	–	–
Trade and other payables 貿易及其他應付款項	(82,669)	(5,151)	(11,401)	(820)	(930)
Net exposure arising from recognized assets and liabilities 已確認資產及負債產生的淨敞口	404,982	32,361	20,281	2,248	2,978

	Exposure to foreign currencies 外幣風險敞口				
	As at December 31, 2024 於2024年12月31日				
	United States	Hong Kong			
	Dollars 美元 RMB'000 人民幣千元	Euros 歐元 RMB'000 人民幣千元	Dollars 港元 RMB'000 人民幣千元	Renminbi 人民幣 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元
Trade and other receivables 貿易及其他應收款項	189,003	43,965	66,782	–	18
Cash and cash equivalents 現金及現金等價物	173,001	93,281	2,112	8,928	1,687
Term deposits 定期存款	359	–	–	–	–
Trade and other payables 貿易及其他應付款項	(84,422)	(6,797)	(14,616)	(5,616)	(515)
Net exposure arising from recognized assets and liabilities 已確認資產及負債產生的淨敞口	277,941	130,449	54,278	3,312	1,190

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(除特別說明外，以人民幣千元呈列)

24 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(d) Currency risk (continued)

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit after tax and retained earnings that would arise if foreign exchange rates to which the Group has significant exposure at the end of each reporting period had changed at that date, assuming all other risk variables remained constant.

	As at December 31, 2023 於2023年12月31日		As at December 31, 2024 於2024年12月31日	
	Increase/ (decrease) in foreign exchange rates 匯率上升／ (下降)	Effect on profit for the period and retained earnings 對期內 利潤及留存 收益的影響	Increase/ (decrease) in foreign exchange rates 匯率上升／ (下降)	Effect on profit for the year and retained earnings 對本年度 利潤及留存 收益的影響
		RMB'000 人民幣千元		RMB'000 人民幣千元
United States Dollars 美元	1%	3,375	1%	2,311
	(1)%	(3,375)	(1)%	(2,311)
Euros 歐元	1%	270	1%	1,089
	(1)%	(270)	(1)%	(1,089)
Hong Kong Dollars 港元	1%	208	1%	561
	(1)%	(208)	(1)%	(561)
Renminbi 人民幣	1%	19	1%	31
	(1)%	(19)	(1)%	(31)
Others 其他	1%	25	1%	10
	(1)%	(25)	(1)%	(10)

Note:

* The amount was less than RMB1,000.

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit after tax and equity measured in the respective functional currencies, and then translated into Renminbi at the exchange rate ruling at the end of the reporting periods for presentation purposes.

24 財務風險管理及公允價值(續)

(d) 貨幣風險(續)

(ii) 敏感度分析

下表列示假設所有其他風險變量保持不變，倘本集團於各報告期末面對重大風險的匯率於有關日期發生變化，本集團的除稅後利潤及留存收益發生的即時變化。

附註：

* 該金額少於人民幣1,000元。

上表列示的分析結果代表對本集團旗下各實體按各自的功能貨幣計量的除稅後利潤及權益的即時影響總額，並按報告期末的匯率換算為人民幣以供呈列之用。

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(除特別說明外，以人民幣千元呈列)

24 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(d) Currency risk (continued)

(ii) Sensitivity analysis (continued)

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of each reporting period, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency.

(e) Fair value measurement

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of each reporting period presented on a recurring basis, categorized into the three-level fair value hierarchy as defined in IFRS 13, *Fair value measurement*.

The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

24 財務風險管理及公允價值 (續)

(d) 貨幣風險 (續)

(ii) 敏感度分析 (續)

敏感度分析假設已應用匯率變動重新計量本集團持有的令本集團於各報告期末面對外幣風險的該等金融工具，包括以貸方或借方功能貨幣以外的貨幣計值的本集團內公司間應付款項及應收款項。此分析不包括將海外業務的財務報表換算成本集團呈列貨幣所產生的差額。

(e) 公允價值計量

(i) 按公允價值計量的金融資產及負債

公允價值層級

下表呈列於各報告期末本集團按經常性基準計量的金融工具之公允價值，並按照《國際財務報告準則》第13號，公允價值計量中的定義分類為三個公允價值層級。

公允價值計量所歸類的層級乃經參考以下估值技術所用輸入數據的可觀察性及重要性而釐定：

- 第一層級估值：僅使用第一層級輸入數據（即於計量日期的相同資產或負債於活躍市場的未經調整報價）計量的公允價值。
- 第二層級估值：使用第二層級輸入數據（即未能達致第一層級的可觀察輸入數據）且並非使用重大不可觀察輸入數據計量的公允價值。不可觀察輸入數據為無市場數據的輸入數據。
- 第三層級估值：使用重大不可觀察輸入數據計量的公允價值。

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24 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(e) Fair value measurement (continued)

(i) Financial assets and liabilities measured at fair value (continued)

Fair value hierarchy (continued)

The following table presents the Group's financial assets that are measured at fair value at the end of each reporting date:

	Fair value at December 31, 2023 於2023年 12月31日的 公允價值	Fair value measurements as at December 31, 2023 categorized into 於2023年12月31日的公允價值計量分類為		
		Level 1 第一層級	Level 2 第二層級	Level 3 第三層級
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Recurring fair value measurement 經常性公允價值計量				
Assets: 資產:				
Other investments: 其他投資:				
– Investments in trust investment schemes – 信託投資計劃投資	202,866	–	202,866	–
– Investment in a wealth management product – 理財產品投資	50,000	–	50,000	–
– Investment in an unlisted Partnership Enterprise – 非上市合夥企業投資	90,603	–	–	90,603

Recurring fair value measurement

經常性公允價值計量

Assets: 資產:

Other investments: 其他投資:

– Investments in trust investment schemes

– 信託投資計劃投資

202,866

–

202,866

–

– Investment in a wealth management product

– 理財產品投資

50,000

–

50,000

–

– Investment in an unlisted Partnership Enterprise

– 非上市合夥企業投資

90,603

–

–

90,603

	Fair value at December 31, 2024 於2024年 12月31日的 公允價值	Fair value measurements as at December 31, 2024 categorized into 於2024年12月31日的公允價值計量分類為		
		Level 1 第一層級	Level 2 第二層級	Level 3 第三層級
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Recurring fair value measurement 經常性公允價值計量				
Assets: 資產:				
Other investments: 其他投資:				
– Investment in structured deposit – 投資結構性存款	100,000	–	100,000	–
– Investment in an unlisted Partnership Enterprise – 非上市合夥企業投資	123,399	–	–	123,399

Recurring fair value measurement 經常性公允價值計量

Assets: 資產:

Other investments: 其他投資:

– Investment in structured deposit

– 投資結構性存款

100,000

–

100,000

–

– Investment in an unlisted Partnership Enterprise

– 非上市合夥企業投資

123,399

–

–

123,399

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(除特別說明外，以人民幣千元呈列)

24 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(e) Fair value measurement (continued)

(i) Financial assets and liabilities measured at fair value (continued)

Fair value hierarchy (continued)

During the year ended December 31, 2024, there were no transfers between Level 1 and Level 2, or transfer into or out of Level 3. During the six months ended December 31, 2023, the investment in an unlisted Partnership Enterprise was transferred from Level 2 to Level 3. The Group's policy is to recognize transfers between levels of fair value hierarchy as at the end of each reporting period in which they occur.

Other investments in Level 2 as at December 31, 2023 and 2024 mainly represented investments in trust investment schemes, a wealth management product and structured deposit. The fair value of these investments was determined by the Group with reference to the fair value quoted by the trust companies or bank, that established and managed the investments (see Note 13), using expected return rates currently available for instruments with similar terms, credit risk, remaining terms and other market data.

The Group invested in an unlisted Partnership Enterprise in late June 2023 with a consideration of USD10,409,000 (equivalent to RMB73,870,000). As at June 30, 2023, the fair value of this investment was measured at the investment consideration, which represented the recent transaction price, and was classified as Level 2.

At December 31, 2023 and 2024, the fair value of the investment in unlisted Partnership Enterprise was determined using summation method of cost approach with the assistance of an independent valuer, based on recent transaction price of the underlying enterprise invested by this Partnership Enterprise and the predetermined distribution mechanism of returns set out in the agreement of the Partnership Enterprise. This investment was classified as Level 3 as no observable inputs for which market data could be used to measure the fair value. The movement during the year ended December 31, 2024 in the balance of the Level 3 fair value measurement was attributable to the fair value adjustment.

24 財務風險管理及公允價值 (續)

(e) 公允價值計量 (續)

(i) 按公允價值計量的金融資產及負債 (續)

公允價值層級 (續)

截至2024年12月31日止年度，第一層級與第二層級之間並無轉移，亦無第三層級的轉進或轉出。截至2023年12月31日止六個月，非上市合夥企業投資由第二層級轉至第三層級。本集團的政策為於產生公允價值層級轉移的各報告期末確認相關轉移。

於2023年及2024年12月31日，第二層級中的其他投資主要指對信託投資計劃、理財產品及結構性存款的投資。該等投資的公允價值由本集團參考設立及管理該等投資的信託公司或銀行（請參閱附註13）所報的公允價值，使用具有類似條款、信貸風險、剩餘期限及其他市場數據的工具當前可用預期回報率予以釐定。

於2023年6月底，本集團投資一家非上市合夥企業，對價為10,409,000美元（相當於人民幣73,870,000元）。於2023年6月30日，該投資的公允價值以投資對價（指近期的交易價格）計量並分為第二層級。

於2023年及2024年12月31日，非上市合夥企業投資的公允價值乃基於該合夥企業投資的相關企業的近期交易價格及合夥企業協議所載的預先制定的回報分配機制，採用成本法下的求和法，在獨立估值師的協助下釐定。由於並無可供市場數據計量公允價值的可觀察輸入數據，因此該投資分為第三層級。截至2024年12月31日年度結束時，第三層級公允價值衡量餘額的變動歸因於公允價值調整。

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24 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(e) Fair value measurement (continued)

(i) Financial assets and liabilities measured at fair value (continued)

Fair value hierarchy (continued)

The gains arising from the remeasurement of fair value of other investments are included in other net income in the consolidated statements of profit or loss.

(ii) Fair values of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at amortized cost are not materially different from their fair values As at December 31, 2023 and 2024 because of the short-term maturities of these financial instruments.

24 財務風險管理及公允價值 (續)

(e) 公允價值計量 (續)

(i) 按公允價值計量的金融資產及負債 (續)

公允價值層級 (續)

重新計量其他投資的公允價值所產生的收益被計入綜合損益表中的其他收益淨額。

(ii) 並非按公允價值列賬的金融資產及負債的公允價值

由於該等金融工具於短期內到期，因此本集團以攤銷成本計價的金融工具的賬面金額與其於2023年及2024年12月31日的公允價值並無重大差別。

25 COMMITMENTS

- (a) Capital commitments outstanding as at the end of each reporting period presented not provided for in the financial statements were as follows:

	As at December 31, 於12月31日	
	2023 2023年	2024 2024年
	RMB'000 人民幣千元	RMB'000 人民幣千元
Contracted for construction projects 建設項目已訂約	570,840	557,180
Authorized but not contracted for construction projects 已授權但未訂約建設項目	266,333	76,366
Total 合計	837,173	633,546

25 承諾

- (a) 於各報告期末尚未於財務報表中計提的未履行資本承諾如下：

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26 CONTINGENCIES

(a) The commitment of tax payments

On October 13, 2020, Mingyou Industrial Investment (Guangzhou) Co., Ltd. (“Mingyou”), being a subsidiary of the Group’s equity-accounted investee prior to October 27, 2021 and a subsidiary of the Group since October 27, 2021, was set up to acquire the land use right of a parcel of land and to establish a new headquarters building for the Group in a district in Guangzhou, the PRC. In connection with the acquisition of the land use right and the construction of new headquarter building by Mingyou, on November 26, 2020, MINISO Guangzhou entered into a letter of intent (“the Letter”) with the local government of that district, whereby MINISO Guangzhou committed to the local government that the aggregate amount of tax levies paid by the subsidiaries of MINISO Guangzhou in that district and Mingyou would be no less than RMB965,000,000 for a five-year period starting from January 1, 2021, with RMB160,000,000 for 2021, RMB175,000,000 for 2022, RMB190,000,000 for 2023, RMB210,000,000 for 2024 and RMB230,000,000 for 2025. If the above entities fail to meet such commitment, MINISO Guangzhou will be liable to compensate the shortfall.

In January 2021, April 2022 and March 2023, MINISO Guangzhou provided performance guarantees of RMB160,000,000, RMB175,000,000 and RMB190,000,000 respectively issued by a commercial bank to the local government in respect of the commitments of tax payments for the calendar years of 2021, 2022 and 2023. The above entities had met the commitments for the calendar years of 2021, 2022 and 2023 and therefore MINISO Guangzhou was not required to make any compensation to the local government under the above performance guarantees. The above performance guarantees expired on March 31, 2022, 2023 and 2024, respectively.

26 或有負債

(a) 納稅承諾

於2020年10月13日，名優產業投資（廣州）有限公司（「名優」）（一家於2021年10月27日前為本集團以權益法入賬的被投資公司的附屬公司，且於2021年10月27日後成為本集團的附屬公司）成立旨在於中國廣州收購一塊土地的使用權，並於該區建設本集團新的總部大樓。2020年11月26日，名創廣州就名優收購土地使用權及建設新總部大樓與該區當地政府簽訂意向書（「意向書」），名創廣州向當地政府承諾，自2021年1月1日起的五年內，名創廣州於該區的附屬公司及名優繳納的稅款總額不低於人民幣965,000,000元，2021年為人民幣160,000,000元、2022年為人民幣175,000,000元、2023年為人民幣190,000,000元、2024年為人民幣210,000,000元及2025年為人民幣230,000,000元。如上述實體未能履行該承諾，名創廣州將承擔補償差額的責任。

於2021年1月、2022年4月及2023年3月，名創廣州就有關2021、2022及2023曆年納稅承諾向當地政府提供商業銀行發出的人民幣160,000,000元、人民幣175,000,000元及人民幣190,000,000元的履約擔保。上述實體滿足2021、2022及2023曆年的承諾，因此，名創廣州在上述履約擔保下無須向當地政府作出任何賠償。上述履約擔保分別於2022年、2023年及2024年3月31日期滿。

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(除特別說明外，以人民幣千元呈列)

26 CONTINGENCIES (continued)

(a) The commitment of tax payments (continued)

In March 2024, MINISO Guangzhou provided performance guarantees of RMB210,000,000, issued by a commercial bank to the local government in respect of the commitments of tax payments for the calendar year 2024, which was valid from April 1, 2024 to March 31, 2025. The directors have assessed that, based on the relevant taxes paid and payable for the calendar year of 2024, the above entities are expected to meet the commitment for the calendar year of 2024 and it thus is not probable that MINISO Guangzhou needs to make such compensation to the local government under the above performance guarantees. No provision has therefore been made in respect of this matter as at December 31, 2024. Subsequently in April 2025, MINISO Guangzhou provided performance guarantees of RMB 230,000,000 issued by a commercial bank to the local government in respect of the commitments of tax payments for the calendar year of 2025.

(b) Securities class action

A putative securities class action lawsuit relating to the disclosures in the Company's IPO registration and prospectus was filed against the Company and certain of the Company's officers and directors on August 17, 2022 in the United States. Plaintiffs purport to bring this action on behalf of a class of similarly situated investors and seek monetary damages on behalf of the class. The lead plaintiff was appointed in November 2022 and has filed the complaint to the court. The Company and other defendants has filed the motion to dismiss the complaint which has been granted by the court with leave to amend in February 2024. The plaintiffs have filed and completed briefing on a motion for reconsideration of the court's decision in April 2024 and intended to file a further amended complaint. As at December 31, 2024, the court's decision on the motion for reconsideration was pending. The directors and the Group's litigation counsel were still unable to assess the outcome of the action or reliably estimate the potential losses, if any.

Subsequently in March 2025, the motion for reconsideration of the court's decision was rejected by the court. Plaintiff has until April 28, 2025 to file a further amended complaint.

26 或有負債(續)

(a) 納稅承諾(續)

於2024年3月，名創廣州就2024曆年的納稅承諾向當地政府提供商業銀行發出的人民幣210,000,000元的履約擔保，有效期為2024年4月1日至2025年3月31日。董事根據2024曆年已付及應付的相關稅款作出評估，上述實體預計將滿足2024曆年的承諾，因此名創廣州在上述履約擔保下不太可能需要向當地政府作出相關補償。因此，於2024年12月31日，尚未就此事項計提撥備。隨後於2025年4月，名創優品廣州向當地政府提供了由某商業銀行出具的人民幣2億3千萬元的履約保證，以確保2025曆年的稅款承諾得到支付。

(b) 證券集體訴訟

於2022年8月17日，就本公司首次公開發售登記及招股章程中的披露資料，本公司以及本公司若干高級人員及董事在美國被提起了一項推定證券集體訴訟。原告宣稱代表一類處境相似的投資者提起有關訴訟並代表他們尋求金錢補償。首席原告於2022年11月被指定，並已向法院提交訴狀。本公司及其他被告已於2024年2月提出駁回該申訴的動議，並獲得法院批准，准許修正。原告已於2024年4月提交了要求法院重新考慮判決的動議並已完成書面答辯程序，並計劃提交經進一步修改的訴狀。於2024年12月31日，法院尚未就重新審議的動議作出判決。董事及本集團的訴訟律師仍無法評估訴訟結果或可靠估計潛在損失(如有)。

隨後在2025年3月，法院駁回了重新審議該決定的動議。原告必須在2025年4月28日之前提交進一步修正的訴狀。

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(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

27 MATERIAL RELATED PARTY TRANSACTIONS

(a) Name and relationship with related parties

The table below set forth the major related parties and their relationships with the Group:

27 重大關聯方交易

(a) 姓名／名稱以及與關聯方的關係

下表列出了主要關聯方及其與本集團的關係：

Name of related parties 關聯方姓名／名稱	Relationship with the Group 與本集團的關係
Mr. Ye Guofu 葉國富先生	Controlling shareholder 控股股東
Wow Colour Beauty Guangdong Technology Limited 色界美妝(廣東)科技有限公司	Under common control of the controlling shareholder 受控股股東共同控制
Nome Design (Guangzhou) Limited 諾米設計(廣州)有限公司	Under common control of the controlling shareholder 受控股股東共同控制
Haydon (Shanghai) Technology Co., Ltd. 黑洞(上海)科技有限公司	Under common control of the controlling shareholder 受控股股東共同控制
Guangzhou Chyunju Catering Service Co., Ltd. 廣州市楚雲居餐飲服務有限公司	Under common control of the controlling shareholder 受控股股東共同控制
Guangzhou Chyunju Catering Management Co., Ltd. 廣州市楚雲居餐飲管理有限公司	Under common control of the controlling shareholder 受控股股東共同控制
MINISO (Zhaoqing) Industrial Investment Co., Ltd. 名創優品(肇慶)產業投資有限公司	Under common control of the controlling shareholder 受控股股東共同控制
MINISO Lifestyle Nigeria Limited	Under common control of the controlling shareholder 受控股股東共同控制
Add a friend (Guangzhou) Co., Ltd. (formerly known as MINISO Corporation) 加個好友(廣州)股份有限公司(前稱名創優品股份有限公司)	Under common control of the controlling shareholder 受控股股東共同控制
Shanghai Kerong Networks Limited 上海珂榕網絡科技有限公司	Significantly influenced by the controlling shareholder 受控股股東重大影響
ACC Super Accessories Shenzhen Technology Limited 深圳市超極飾科技有限公司	Significantly influenced by the controlling shareholder 受控股股東重大影響
Guangzhou Mingyou Business Development Co., Ltd. (formerly known as Guangzhou Mingchuang Business Development Co., Ltd.) 廣州名優商務發展有限公司(曾用名：廣州名創商務發展有限公司)	Significantly influenced by the controlling shareholder 受控股股東重大影響
Guangzhou Mingyou Business Management Co., Ltd. 廣州名優商業經營管理有限公司	Significantly influenced by the controlling shareholder 受控股股東重大影響
KOURITEN LIMITED (i)	Subsidiary of an equity-accounted investee of the Group 本集團以權益法入賬的被投資公司的附屬公司
Miniso Winky Italy S.r.l. (ii)	An equity-accounted investee of the Group 本集團以權益法入賬的被投資公司

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27 MATERIAL RELATED PARTY TRANSACTIONS (continued)

(a) Name and relationship with related parties (continued)

Notes:

- (i) On October 26, 2023, the Group invested in the parent company of KOURITEN LIMITED and acquired 25% of its interest. KOURITEN LIMITED became a subsidiary of an equity accounted investee of the Group since then. The transactions between the Group and KOURITEN LIMITED since October 26, 2023 and the balances with KOURITEN LIMITED as at December 31, 2023 and 2024 were included in Notes 27(b) and 27(c), respectively.
- (ii) On July 20, 2024, the Group invested in Miniso Winky Italy S.r.l. and acquired 49% of its interest. Miniso Winky Italy S.r.l. became an equity accounted investee of the Group since then. The transactions between the Group and Miniso Winky Italy S.r.l. since July 20, 2024 and the balances with Miniso Winky Italy S.r.l. as at December 31, 2024 were included in Notes 27(b) and 27(c), respectively.

(b) Transactions with related parties

(i) Key management personnel compensation

Key management personnel compensation comprised the following:

	For the six months ended December 31, 2023 截至2023年12月31日止六個月	For the year ended December 31, 2024 截至2024年12月31日止年度
	RMB'000 人民幣千元	RMB'000 人民幣千元
Short-term employee benefits 短期員工福利	8,171	10,510
Equity-settled share-based payment expenses (Note 23) 以權益結算的股份支付的開支(附註23)	508	6,368
	8,679	16,878

27 重大關聯方交易(續)

(a) 姓名／名稱以及與關聯方的關係(續)

附註：

- (i) 於2023年10月26日，本集團投資KOURITEN LIMITED的母公司，收購其25%的權益。自此，KOURITEN LIMITED為本集團以權益法入賬的被投資公司。本集團與KOURITEN LIMITED自2023年10月26日起的交易及於2023年及2024年12月31日與KOURITEN LIMITED的結餘分別載於附註27(b)及27(c)。
- (ii) 於2024年7月20日，本集團投資Miniso Winky Italy S.r.l.，收購其49%的權益。自此，Miniso Winky Italy S.r.l. 為本集團以權益法入賬的被投資公司。本集團與Miniso Winky Italy S.r.l.自2024年07月20日起的交易及於2024年12月31日與Miniso Winky Italy S.r.l.的結餘分別載於附註27(b)及27(c)。

(b) 與關聯方的交易

(i) 關鍵管理人員薪酬

關鍵管理人員薪酬包括以下內容：

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27 MATERIAL RELATED PARTY TRANSACTIONS (continued)

(b) Transactions with related parties (continued)

(ii) Other transactions with related parties

27 重大關聯方交易 (續)

(b) 與關聯方的交易 (續)

(ii) 與關聯方的其他交易

	For the six months ended December 31, 2023 截至2023年 12月31日止六個月	For the year ended December 31, 2024 截至2024年 12月31日止年度
	RMB'000 人民幣千元	RMB'000 人民幣千元
Sales of products 產品銷售		
– MINISO Lifestyle Nigeria Limited	11,577	15,743
– MINISO (Zhaoqing) Industrial Investment Co., Ltd. – 名創優品(肇慶)產業投資有限公司	3,026	5,556
– Wow Colour Beauty Guangdong Technology Limited – 色界美妝(廣東)科技有限公司	–	3
– KOURITEN LIMITED	10,048	78,662
– Miniso Winky Italy S.r.l.	–	5,581
Provision of information technology support and consulting services 提供信息技術支持和諮詢服務		
– Haydon (Shanghai) Technology Co., Ltd. (i) – 黑洞(上海)科技有限公司(i)	26	50
– Wow Colour Beauty Guangdong Technology Limited (i) – 色界美妝(廣東)科技有限公司(i)	1,466	3,002
– ACC Super Accessories Shenzhen Technology Limited (i) – 深圳市超極飾科技有限公司(i)	138	81
License fee income 授權費收入		
– KOURITEN LIMITED	87	4,138
Purchase of products 產品採購		
– Shanghai Kerong Networks Limited – 上海珂榕網絡科技有限公司	2,286	2,416
– Wow Colour Beauty Guangdong Technology Limited – 色界美妝(廣東)科技有限公司	23	102
– Add a friend (Guangzhou) Co., Ltd. – 加個好友(廣州)股份有限公司	–	80

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27 MATERIAL RELATED PARTY TRANSACTIONS (continued)

(b) Transactions with related parties (continued)

(ii) Other transactions with related parties (continued)

27 重大關聯方交易 (續)

(b) 與關聯方的交易 (續)

(ii) 與關聯方的其他交易 (續)

	For the six months ended December 31, 2023 截至2023年 12月31日止六個月	For the year ended December 31, 2024 截至2024年 12月31日止年度
	RMB'000 人民幣千元	RMB'000 人民幣千元
Purchase of catering services 採購餐飲服務		
– Guangzhou Chuyunju Catering Management Co., Ltd. – 廣州市楚雲居餐飲管理有限公司	3,888	7,637
Rental and related expenses 租金及相關開支		
– Guangzhou Mingyou Business Development Co., Ltd. (iii) – 廣州名優商務發展有限公司(iii)	4,016	8,016
– MINISO (Zhaoqing) Industrial Investment Co., Ltd. – 名創優品(肇慶)產業投資有限公司	200	5,785
– Guangzhou Mingyou Business Management Co., Ltd. – 廣州名優商業經營管理有限公司	347	–
Payment of lease liabilities 支付租賃負債		
– MINISO (Zhaoqing) Industrial Investment Co., Ltd. (ii) – 名創優品(肇慶)產業投資有限公司(ii)	19,271	43,417
Payment of rental deposits 支付租金定金		
– MINISO (Zhaoqing) Industrial Investment Co., Ltd. (ii) – 名創優品(肇慶)產業投資有限公司(ii)	113	5,947
Loan provided to 提供貸款予		
– Miniso Winky Italy S.r.l.	–	19,681
Payment of earnest money in connection with lease of a property 支付與物業租賃有關的保證金		
– Guangzhou Mingyou Business Management Co., Ltd. – 廣州名優商業經營管理有限公司	1,000	–

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27 MATERIAL RELATED PARTY TRANSACTIONS (continued)

(b) Transactions with related parties (continued)

(ii) Other transactions with related parties (continued)

Notes:

- (i) Pursuant to the information technology support and consulting services agreements entered into between the Group and Haydon (Shanghai) Technology Co., Ltd., Wow Colour Beauty Guangdong Technology Limited and ACC Super Accessories Shenzhen Technology Limited, the Group provided business management systems deployment and support services to these entities during the six months ended December 31, 2023 and the year ended December 31, 2024.

- (ii) The Group entered into lease agreements with MINISO (Zhaoqing) Industrial Investment Co., Ltd. for lease of properties for storage of inventories and employee dormitories with fixed lease payments for two to five years.

During the six months ended December 31, 2023 and the year ended December 31, 2024, the Group recognized right-of-use assets and lease liabilities of RMB2,065,000 and RMB64,741,000 respectively at the commencement dates of these new leases. The Group also paid rental deposits of RMB113,000 and RMB5,947,000 in connection with these leases during the six months ended December 31, 2023 and the year ended December 31, 2024.

During the six months ended December 31, 2023 and the year ended December 31, 2024, the Group made payments of lease liabilities of RMB19,271,000 and RMB43,417,000 respectively to MINISO (Zhaoqing) Industrial Investment Co., Ltd. in connection with the lease of properties.

27 重大關聯方交易 (續)

(b) 與關聯方的交易 (續)

(ii) 與關聯方的其他交易 (續)

附註：

- (i) 截至2023年12月31日止六個月及截至2024年12月31日止年度，根據本集團與黑洞(上海)科技有限公司、色界美妝(廣東)科技有限公司及深圳市超極飾科技有限公司簽訂的信息技術支持及諮詢服務協議，本集團向該等實體提供業務管理系統部署及支援服務。

- (ii) 本集團與名創優品(肇慶)產業投資有限公司訂立租賃協議，以租賃物業用於存貨的存儲及員工宿舍，固定租賃付款為兩年至五年。

截至2023年12月31日止六個月及截至2024年12月31日止年度，本集團於該等新租賃開始日期確認使用權資產及租賃負債總額分別為人民幣2,065,000及人民幣64,741,000元。截至2023年12月31日止六個月及截至2024年12月31日止年度，本集團亦就該等租賃支付租金按金人民幣113,000元及人民幣5,947,000元。

截至2023年12月31日止六個月及截至2024年12月31日止年度，本集團就有關租賃物業向名創優品(肇慶)產業投資有限公司分別支付租賃負債人民幣19,271,000元及人民幣43,417,000元。

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27 MATERIAL RELATED PARTY TRANSACTIONS (continued)

(b) Transactions with related parties (continued)

(ii) Other transactions with related parties (continued)

Notes: (continued)

- (iii) In March 2023, the Group entered into a five-year lease agreement with fixed lease payments in respect of a property for store operation with Guangzhou Mingyou Business Development Co., Ltd. In April 2023, the five-year lease agreement was cancelled and replaced with a nine-month lease agreement for the same property out of commercial considerations. A right-of-use asset and a lease liability of RMB35,993,000 were initially recognized at the commencement date of the five-year lease agreement and were subsequently derecognized upon the cancellation of the agreement. Total rental and related expenses incurred in connection with the lease of this property during the six months ended December 31, 2023 was RMB4,016,000, respectively.

In January 2024, the Group entered into another twelve-month lease agreement with Guangzhou Mingyou Business Development Co., Ltd. for the same property. Total rental and related expenses incurred in connection with the lease of this property during the year ended December 31, 2024 was RMB8,016,000.

27 重大關聯方交易 (續)

(b) 與關聯方的交易 (續)

(ii) 與關聯方的其他交易 (續)

附註：(續)

- (iii) 於2023年3月，本集團就用作門店運營的一處物業與廣州名優商務發展有限公司訂立固定租賃付款的五年租賃協議。出於商業考慮，已於2023年4月終止五年租賃協議並以相同物業的九個月租賃協議取代。於五年租賃協議的開始日期初始確認使用權資產及租賃負債人民幣35,993,000元，其後於協議取消時終止確認。截至2023年12月31日止六個月，就該物業的租賃產生的租金及相關開支總額分別為人民幣4,016,000元。

於2024年1月，本集團就上述物業與廣州名優商務發展有限公司訂立另一份十二個月租賃協議。截至2024年12月31日止年度，就該物業的租賃產生的租金及相關開支總額為人民幣8,016,000元。

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27 MATERIAL RELATED PARTY TRANSACTIONS (continued)

27 重大關聯方交易 (續)

(c) Balances with related parties

(c) 與關聯方的結餘

	As at December 31, 於12月31日	
	2023	2024
	2023年	2024年
	RMB'000 人民幣千元	RMB'000 人民幣千元
Trade related: 貿易相關：		
Included in non-current trade and other receivables from related parties:		
包括在應收關聯方的非流動貿易和其他應收款項中：		
– MINISO (Zhaoqing) Industrial Investment Co., Ltd.		
– 名創優品(肇慶)產業投資有限公司	10,760	16,708
Included in current trade and other receivables from related parties:		
包括在應收關聯方的流動貿易和其他應收款項中：		
– Haydon (Shanghai) Technology Co., Ltd.		
– 黑洞(上海)科技有限公司	54	53
– Wow Colour Beauty Guangdong Technology Limited		
– 色界美妝(廣東)科技有限公司	1,508	899
– ACC Super Accessories Shenzhen Technology Limited		
– 深圳市超極飾科技有限公司	277	688
– MINISO Lifestyle Nigeria Limited	12,427	786
– MINISO (Zhaoqing) Industrial Investment Co., Ltd.		
– 名創優品(肇慶)產業投資有限公司	3,339	6,271
– Guangzhou Mingyou Business Development Co., Ltd.		
– 廣州名優商務發展有限公司	1,710	3,173
– Guangzhou Mingyou Business Management Co., Ltd.		
– 廣州名優商業經營管理有限公司	1,000	1,000
– KOURITEN LIMITED	7,521	12,629
	27,836	25,499

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27 MATERIAL RELATED PARTY TRANSACTIONS (continued)

(c) Balances with related parties (continued)

27 重大關聯方交易（續）

(c) 與關聯方的結餘（續）

	As at December 31, 於12月31日	
	2023	2024
	2023年	2024年
	RMB'000 人民幣千元	RMB'000 人民幣千元
Included in trade and other payables to related parties:		
包括在應付關聯方的貿易和其他應付款項中：		
– Shanghai Kerong Networks Limited		
– 上海珂榕網絡科技有限公司	319	162
– Wow Colour Beauty Guangdong Technology Limited		
– 色界美妝（廣東）科技有限公司	–	51
– Nome Design (Guangzhou) Limited		
– 諾米設計（廣州）有限公司	126	–
– ACC Super Accessories Shenzhen Technology Limited		
– 深圳市超極飾科技有限公司	9	9
– Guangzhou Chuyunju Catering Service Co., Ltd.		
– 廣州市楚雲居餐飲服務有限公司	4,204	4,204
– Guangzhou Chuyunju Catering Management Co., Ltd.		
– 廣州市楚雲居餐飲管理有限公司	1,676	2,072
– Guangzhou Mingyou Business Development Co., Ltd.		
– 廣州名優商務發展有限公司	–	83
– MINISO (Zhaoqing) Industrial Investment Co., Ltd.		
– 名創優品（肇慶）產業投資有限公司	–	542
– KOURITEN LIMITED	1,000	1,000
	7,334	8,123
Included in lease liabilities due to related parties:		
包括在應付給關聯方的租賃負債中：		
– MINISO (Zhaoqing) Industrial Investment Co., Ltd.		
– 名創優品（肇慶）產業投資有限公司	68,406	104,097

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27 MATERIAL RELATED PARTY
TRANSACTIONS (continued)

(c) Balances with related parties (continued)

27 重大關聯方交易（續）

(c) 與關聯方的結餘（續）

	As at December 31, 於12月31日	
	2023	2024
	2023年	2024年
	RMB'000 人民幣千元	RMB'000 人民幣千元
Included in contract liabilities due to related parties:		
包括在應付給關聯方的合約負債中：		
– MINISO Lifestyle Nigeria Limited	–	4,850
– Miniso Winky Italy S.r.l.	–	1,115
– KOURITEN LIMITED	2,388	–
	2,388	5,965
Non-trade related: 非貿易相關：		
Included in current trade and other receivables from related parties:		
包括在應收關聯方的流動貿易和其他應收款項中：		
– Miniso Winky Italy S.r.l.	–	19,925

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28 COMPANY LEVEL FINANCIAL INFORMATION

The following presents condensed parent company financial information of the Group.

(i) Condensed statement of profit or loss

	For the six months ended December 31, 2023 截至2023年 12月31日止六個月	For the year ended December 31, 2024 截至2024年 12月31日止年度
	RMB'000 人民幣千元	RMB'000 人民幣千元
Other income 其他收入	10,433	12,719
General and administrative expenses 一般及行政開支	(20,345)	(20,138)
Other net income/(loss) 其他淨收入／(虧損)	5,558	(554)
Operating loss 經營虧損	(4,354)	(7,973)
Finance income 財務收入	44,400	8,750
Profit before taxation 稅前利潤	40,046	777
Income tax expense 所得稅開支	(3,137)	—
Profit for the period/year 期／年內利潤	36,909	777

28 公司層面財務資料

以下為本集團母公司的簡明財務資料。

(i) 簡明損益表

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綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

28 COMPANY LEVEL FINANCIAL
INFORMATION (continued)

(ii) Condensed statement of profit or loss and other
comprehensive income

28 公司層面財務資料(續)

(ii) 簡明損益及其他全面收益表

	For the six months ended December 31, 2023 截至 2023 年 12 月 31 日止六個月	For the year ended December 31, 2024 截至 2024 年 12 月 31 日止年度
	RMB'000 人民幣千元	RMB'000 人民幣千元
Profit for the period/year 期／年內利潤	36,909	777
Items that may be reclassified subsequently to profit or loss: 隨後可能重新分類至損益的項目：		
Exchange differences on translation of financial statements of the Company 換算本公司財務報表的匯兌差額	(86,224)	36,184
Other comprehensive (loss)/income for the period/year 期／年內其他全面(虧損)／收益	(86,224)	36,184
Total comprehensive (loss)/income for the period/year 期／年內全面(虧損)／收益總額	(49,315)	36,961

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

28 COMPANY LEVEL FINANCIAL INFORMATION (continued)

(iii) Condensed statement of financial position

28 公司層面財務資料(續)

(iii) 簡明財務狀況表

		As at December 31, 於12月31日	
		2023 2023年	2024 2024年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Note 附註			
ASSETS 資產			
Non-current assets 非流動資產			
Investments in subsidiaries 於附屬公司的投資			
– Cost-accounted investments in subsidiaries – 附屬公司成本核算投資		2,259,187	2,288,729
– Amounts due from subsidiaries – 應收附屬公司款項		1,508,405	723,420
		3,767,592	3,012,149
Current assets 流動資產			
Other receivables 其他應收款項		2,450	4,094
Cash and cash equivalents 現金及現金等價物		372,459	8,706
Term deposits 定期存款		145,587	–
		520,496	12,800
Total assets 資產總額		4,288,088	3,024,949
EQUITY 權益			
Share capital 股本	22(a)	95	94
Additional paid-in capital 資本公積	22(a)	6,333,584	4,686,201
Other reserves 其他儲備		(1,401,580)	(1,290,819)
Accumulated losses 累計虧損		(689,901)	(689,124)
Total equity 權益總額		4,242,198	2,706,352
LIABILITIES 負債			
Non-current liabilities 非流動負債			
Deferred income 遞延收益		5,297	–
		5,297	–
Current liabilities 流動負債			
Other payables 其他應付款項		33,950	313,221
Deferred income 遞延收益		6,643	5,376
		40,593	318,597
Total liabilities 負債總額		45,890	318,597
Total equity and liabilities 權益及負債總額		4,288,088	3,024,949

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綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

28 COMPANY LEVEL FINANCIAL INFORMATION (continued)

28 公司層面財務資料(續)

(iv) Condensed statement of changes in equity

(iv) 簡明權益變動表

	Attributable to equity shareholders of the Company 歸屬於本公司的權益股東							
	Share capital	Additional paid-in capital	Treasury shares	Share-based payment reserve	Translation reserve	Other reserve	Accumulated losses	Total
	股本	資本公積	庫存股	以股份為基礎的付款儲備	換算儲備	其他儲備	累計虧損	合計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Note	Note 22(a)	Note 22(a)	Note 22(b)(v)	Note 22(b)(iii)	Note 22(b)(ii)			
附註	附註 22(a)	附註 22(a)	附註 22(b)(v)	附註 22(b)(iii)	附註 22(b)(ii)			
Balance at July 1, 2023 於2023年7月1日的結餘	95	7,257,080	(84,051)	2,956	380,056	(1,541,546)	(726,810)	5,287,780
Changes in equity for the period ended June 30, 2023								
截至2023年6月30日止期間的權益變動								
Profit for the period 期內利潤	-	-	-	-	-	-	36,909	36,909
Other comprehensive loss for the period 期內其他全面虧損	-	-	-	-	(86,224)	-	-	(86,224)
Total comprehensive (loss)/income for the period 期內全面(虧損)/收益總額	-	-	-	-	(86,224)	-	36,909	(49,315)
Dividend declared 已宣派股息	22(d)	-	(923,664)	-	-	-	-	(923,664)
Exercise of options and subscription of restricted share units 行使購股權及認購受限制股份單位		-*	168	-	-	-	-	168
Repurchase of shares 回購股份	22(b)(v)	-	-	(73,560)	-	-	-	(73,560)
Equity settled share-based transactions 以權益結算的股份支付交易		-	-	-	789	-	-	789
Balance at December 31, 2023 於2023年12月31日的結餘	95	6,333,584	(157,611)	3,745	293,832	(1,541,546)	(689,901)	4,242,198

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

28 COMPANY LEVEL FINANCIAL INFORMATION (continued)

(iv) Condensed statement of changes in equity (continued)

28 公司層面財務資料(續)

(iv) 簡明權益變動表(續)

	Attributable to equity shareholders of the Company 歸屬於本公司的權益股東							
	Share capital	Additional paid-in capital	Treasury shares	Share-based payment reserve	Translation reserve	Other reserve	Accumulated losses	Total
	股本	資本公積	庫存股	以股份為基礎的付款儲備	換算儲備	其他儲備	累計虧損	合計
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
	Note 附註	Note 22(a) 附註 22(a)	Note 22(b)(v) 附註 22(b)(v)	Note 22(b)(iii) 附註 22(b)(iii)	Note 22(b)(ii) 附註 22(b)(ii)			
Balance at January 1, 2024 於2024年1月1日的結餘	95	6,333,584	(157,611)	3,745	293,832	(1,541,546)	(689,901)	4,242,198
Changes in equity for the year ended December 31, 2024 截至2024年12月31日止年度的權益變動								
Profit for the year 年內利潤	-	-	-	-	-	-	777	777
Other comprehensive income for the year 年內其他全面收益	-	-	-	-	36,184	-	-	36,184
Total comprehensive income/(loss) for the year 年內全面收益/(虧損)總額	-	-	-	-	36,184	-	777	36,961
Dividend declared and paid to equity shareholders of the Company 已宣派並支付予本公司權益股東的股息	22(d)	-	(1,244,251)	-	-	-	-	(1,244,251)
Exercise of options and subscription of restricted share units 行使購股權及認購受限制股份單位		-*	649	-	-	-	-	649
Repurchase of shares 回購股份	22(b)(v)	-	-	(330,221)	-	-	-	(330,221)
Cancellation of shares 註銷股份	22(a)(v)	(1)	(403,781)	403,782	-	-	-	-
Equity settled share-based transactions 以權益結算的股份支付交易		-	-	-	1,016	-	-	1,016
Balance at December 31, 2024 於2024年12月31日的結餘	94	4,686,201	(84,050)	4,761	330,016	(1,541,546)	(689,124)	2,706,352

Note:

* The amount was less than RMB1,000.

附註：

* 該金額少於人民幣1,000元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

28 COMPANY LEVEL FINANCIAL INFORMATION (continued)

(v) Condensed statement of cash flow

28 公司層面財務資料(續)

(v) 簡明現金流量表

	For the six months ended December 31, 2023 截至2023年 12月31日止六個月	For the year ended December 31, 2024 截至2024年 12月31日止年度
	RMB'000 人民幣千元	RMB'000 人民幣千元
Net cash used in operating activities 經營活動所用現金淨額	(22,277)	(19,192)
Net cash from investing activities 投資活動所得現金淨額	259,852	932,096
Net cash used in financing activities 融資活動所用現金淨額	(1,083,077)	(1,276,775)
Net decrease in cash and cash equivalents 現金及現金等價物減少淨額	(845,502)	(363,871)
Cash and cash equivalents at beginning of the period/year 期／年初現金及現金等價物	1,225,474	372,459
Effect of movements in exchange rates on cash held 匯率變動對所持現金的影響	(7,513)	118
Cash and cash equivalents at end of the period/year 期／年末現金及現金等價物	372,459	8,706

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
(除特別說明外，以人民幣千元呈列)

29 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

(a) Issuance of USD550,000,000 equity linked securities

On January 6, 2025, the Company has entered into a subscription agreement in connection with the issuance of equity linked securities due January 14, 2032 (the “Equity Linked Securities”) with an aggregate principal amount of USD550,000,000 and an interest rate of 0.5% per annum. The holders of the Equity Linked Securities have the right to require the Company to exchange their securities for cash with the settlement amount calculated based on the applicable price per share of the Company.

On January 7, 2025, the Company has further entered into a call spread comprising a lower strike call and a upper strike warrant (the “Call spread”), which will enable the Company to defer potential dilution of the Equity Linked Securities to a higher effective exercise price. The Call Spread is structured such that the exercises under the Call Spread is able to match the exercises under the Equity Linked Securities, and may be exercised: (a) for the lower strike call, if the Equity Linked Securities are exercised and the lower strike exercise price is met; and (b) for the upper strike warrant, if the lower strike call is exercised and the upper strike exercise price is met. The lower strike call will be settled wholly in cash whereas the Company may only issue shares under the upper strike warrant. The Call Spread is separate from, but is part and parcel of, the Equity Linked Securities. No security holders will have any right under the Call Spread.

As of January 14, 2025, the issuances of the Equity Linked Securities and the Call Spread have been completed.

29 報告期後非調整事項

(a) 發行550,000,000美元股票掛鈎證券

於2025年1月6日，本公司訂立認購協議，內容有關發行於2032年1月14日到期的股票掛鈎證券（「股票掛鈎證券」），其本金總額為550,000,000美元，年利率為0.5%。持有股票掛鈎證券的投資者有權要求本公司以現金交換其證券，結算金額根據本公司的適用每股價格計算。

於2025年1月7日，本公司進一步訂立看漲期權價差（「看漲期權價差」），包括下限看漲期權及上限認股權證，此舉將使本公司能夠將潛在的股票掛鈎證券攤薄延遲至更高的實際行使價。看漲期權價差的架構使得看漲期權價差項下的行使能夠與股票掛鈎證券項下的行使相匹配，並且可以按照下列情況行使：(a) 若股票掛鈎證券獲行使且滿足下限行使價，則獲得下限看漲期權；(b) 若下限看漲期權獲行使且滿足上限行使價，則可獲得上限認股權證。下限看漲期權將全數以現金結算，而本公司僅可在上限認股權證下發行股份。看漲期權價差獨立於股票掛鈎證券進行，但又是股票掛鈎證券的重要組成部分。證券持有人不會享有看漲期權價差項下的任何權利。

截至2025年1月14日，股票掛鈎證券及看漲期權價差的發行已告完成。

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(除特別說明外，以人民幣千元呈列)

29 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD (continued)

(b) The acquisition of the shares in Yonghui Superstores Co., Ltd (the “Target Company”)

On September 23, 2024, a wholly-owned subsidiary of the Group (the “Purchaser”) entered into the share purchase agreements (the “Share Purchase Agreements”) with THE DAIRY FARM COMPANY LIMITED, Beijing Jingdong Century Trade Co., Ltd. and Suqian Hanbang Investment Management Co., Ltd. (together, the “Sellers”), pursuant to which, the Purchaser has conditionally agreed to acquire and the Sellers have conditionally agreed to sell the 2,668,135,376 shares of the Target Company (representing 29.4% of the entire issued share capital of the Target Company), at the consideration in the amount of RMB6,270,118,000. As at December 31, 2024, the Share Purchase Agreements has not taken effect as part of conditions precedent have not been fulfilled.

On January 17, 2025, the Share Purchase Agreements and the transactions contemplated thereunder were approved on the extraordinary general meeting of the Company. In March 2025, with all conditions precedent set out in the Share Purchase Agreements fulfilled and the settlement of the consideration of RMB6,270,118,000, the acquisition of 29.4% equity interest in the Target Company has completed.

(c) Changes in tariff policies

On April 2, 2025, the U.S. Government announced a 34% tariff on Chinese imports, on top of the existing 20% tariff on Chinese imports. On April 10, 2025, the U.S. Government further increased the tariffs to a total of 145% on Chinese imports. The directors are currently assessing the impact such tariffs would have on the Company’s operations for the year ended December 31, 2025.

29 報告期後非調整事項 (續)

(b) 收購永輝超市股份有限公司 (「目標公司」) 股份

於2024年9月23日，本集團的一間全資附屬公司 (「買方」) 與牛奶有限公司、北京京東世紀貿易有限公司及宿遷涵邦投資管理有限公司 (統稱「賣方」) 訂立股份購買協議 (「購股協議」)，據此，買方有條件同意收購，而賣方有條件同意出售目標公司之2,668,135,376股股份 (佔目標公司全部已發行股本的29.4%)，代價為人民幣6,270,118,000元。於2024年12月31日，購股協議尚未生效，因為部分先決條件尚未達成。

於2025年1月17日，本公司股東特別大會批准購股協議及其項下擬進行的交易。於2025年3月，購股協議所載之所有先決條件已獲達成，且代價人民幣6,270,118,000元已支付，對目標公司的29.4%股權收購已完成。

(c) 關稅政策的變化

在2025年4月2日，美國政府宣佈對中國進口商品加徵34%的關稅，此前已對中國進口商品徵收20%的關稅。在2025年4月10日，美國政府進一步將中國進口商品的關稅提高至總計145%。董事們目前正在評估這些關稅對公司截至2025年12月31日止年度運營的影響。

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綜合財務報表附註

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30 AMENDMENTS AND NEW STANDARDS ISSUED BUT NOT YET EFFECTIVE

A number of new standards are effective for the annual periods beginning after January 1, 2025 and early application is permitted; however, the Group has not early adopted the new or amended standards in preparing these consolidated financial statements.

The following amended standards and interpretations are not expected to have a significant impact on the Group's consolidated financial statements.

30 已發佈但尚未生效的修訂及新準則

多項新準則於2025年1月1日後開始的年度期間生效，並允許提前採納。然而，本集團在編製該等綜合財務報表時並未提前採納新訂或經修訂準則。

預期下列經修訂準則及詮釋不會對本集團的綜合財務報表產生重大影響。

	Effective for accounting periods beginning on or after 於以下日期或之後開始的會計期間生效
Amendments to IAS 21, <i>The effects of changes in foreign exchange rates – Lack of exchangeability</i> 國際會計準則第21號(修訂本)外幣匯率變動的影響－缺乏可兌換性	1 January 2025 2025年1月1日
Amendments to IFRS 9, <i>Financial instruments</i> and IFRS 7, <i>Financial instruments: disclosures – Amendments to the classification and measurement of financial instruments</i> 國際財務報告準則第9號(修訂本)金融工具及國際財務報告準則第7號(修訂本)金融工具：披露－對金融工具的分類及計量的修訂	1 January 2026 2026年1月1日
Annual improvements to IFRS Accounting Standards – Volume 11 國際財務報告準則的年度改進－第11卷	1 January 2026 2026年1月1日
IFRS 18, <i>Presentation and disclosure in financial statements</i> 國際財務報告準則第18號，財務報表的呈列及披露	1 January 2027 2027年1月1日
IFRS 19, <i>Subsidiaries without public accountability: disclosures</i> 國際財務報告準則第19號，不負公共受託責任的附屬公司：披露	1 January 2027 2027年1月1日

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31 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, Section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

31 董事酬金

根據《香港聯交所證券上市規則》、香港《公司條例》第383(1)(a)、(b)、(c)及(f)條以及《公司(披露董事利益資料)規例》第2部披露的董事薪酬如下：

For the six months ended December 31, 2023 截至2023年12月31日止六個月						
Directors' fees 董事袍金	Salaries, allowances and other benefits 薪金、津貼和其他福利	Discretionary bonuses 酌情花紅	Retirement scheme contributions 退休金計劃供款	Equity-settled share-based payments 以權益結算的股份支付	Total 合計	
RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	

Executive director 執行董事

Mr. Ye Guofu 葉國富先生	-	1,341	878	17	-	2,236
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Independent directors 獨立董事

Ms. Xu Lili 徐黎黎女士	537	-	-	-	-	537
Mr. Zhu Yonghua 朱擁華先生	-	-	-	-	789	789
Mr. Wang Yongping 王永平先生	537	-	-	-	-	537

1,074	1,341	878	17	789	4,099
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For the year ended December 31, 2024 截至2024年12月31日止年度						
Directors' fees 董事袍金	Salaries, allowances and other benefits 薪金、津貼和其他福利	Discretionary bonuses 酌情花紅	Retirement scheme contributions 退休金計劃供款	Equity-settled share-based payments 以權益結算的股份支付	Total 合計	
RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	

Executive director 執行董事

Mr. Ye Guofu 葉國富先生	-	2,683	764	35	-	3,482
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Independent directors 獨立董事

Ms. Xu Lili 徐黎黎女士	1,067	-	-	-	-	1,067
Mr. Zhu Yonghua 朱擁華先生	-	-	-	-	1,120	1,120
Mr. Wang Yongping 王永平先生	1,067	-	-	-	-	1,067

2,134	2,683	764	35	1,120	6,736
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Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in thousands of Renminbi, unless otherwise indicated)
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32 INDIVIDUALS WITH HIGHEST EMOLUMENTS

During the six months ended December 31, 2023 and the year ended December 31, 2024, of the five individuals with the highest emoluments, 1 is a director whose emolument is disclosed in Note 31.

The aggregate of the emoluments in respect of the other 4 individuals are as follows:

32 最高薪酬人士

截至2023年12月31日止六個月及截至2024年12月31日止年度，在5名最高薪酬人士中，1名是在附註31中披露其薪酬的董事。

有關其他4名人士的薪酬總額呈列如下：

	For the six months ended December 31, 2023 截至2023年 12月31日止六個月	For the year ended December 31, 2024 截至2024年 12月31日止年度
	RMB'000 人民幣千元	RMB'000 人民幣千元
Salaries, allowances and other benefits 薪金、津貼和其他福利	2,689	7,804
Discretionary bonuses 酌情花紅	3,443	2,484
Retirement scheme contributions 退休金計劃供款	68	122
Equity-settled share-based payment 以權益結算的股份支付	34,652	7,007
	40,852	17,417

The emoluments of the above individuals with the highest emoluments are within the following bands:

上述最高薪酬人士的酬金範圍如下：

	For the six months ended December 31, 2023 截至2023年 12月31日止六個月	For the year ended December 31, 2024 截至2024年 12月31日止年度
	Number of individuals 人數	Number of individuals 人數
Nil to HKD5,000,000 零至5,000,000港元	3	2
HKD5,000,001 to HKD10,000,000 5,000,001港元至10,000,000港元	–	2
HKD35,000,001 to HKD40,000,000 35,000,001港元至40,000,000港元	1	–
	4	4

Five Year Financial Summary

五年財務摘要

CONSOLIDATED RESULTS

綜合業績

	For the fiscal year ended June 30,				For the six months ended December 31,	For the twelve months ended December 31,
	截至6月30日止財政年度				截至12月31日止六個月	截至12月31日止十二個月
	2020	2021	2022	2023	2023	2024
	2020年	2021年	2022年	2023年	2023年	2024年
	(RMB, in thousands)					
	(人民幣千元)					
Revenue 收入	8,978,986	9,071,659	10,085,649	11,473,208	7,632,467	16,994,025
Cost of sales 銷售成本	(6,246,488)	(6,640,973)	(7,015,888)	(7,030,156)	(4,391,428)	(9,356,965)
Profit/(loss) before taxation 稅前利潤／(虧損)	80,818	(1,216,192)	906,813	2,333,614	1,652,742	3,347,532
Total comprehensive (loss)/income for the year attributable to equity shareholders of the Company						
本公司權益股東應佔年內全面(虧損)／收益總額	(256,583)	(1,429,621)	677,667	1,803,797	1,217,804	2,635,833

CONSOLIDATED ASSETS AND LIABILITIES

綜合資產及負債

	As of June 30,				As of December 31,	
	截至6月30日				截至12月31日	
	2020	2021	2022	2023	2023	2024
	2020年	2021年	2022年	2023年	2023年	2024年
	(RMB, in thousands)					
	(人民幣千元)					
Current assets 流動資產	4,986,599	9,199,087	8,072,562	9,904,005	10,327,634	11,655,501
Non-current assets 非流動資產	849,652	1,505,943	3,209,226	3,543,708	4,157,675	6,464,627
Total assets 資產總額	5,836,251	10,705,030	11,281,788	13,447,713	14,485,309	18,120,128
Current liabilities 流動負債	3,309,643	3,482,855	3,788,671	3,885,595	4,406,979	5,727,189
Non-current liabilities 非流動負債	2,849,654	570,021	465,717	643,850	887,113	2,037,417
Total liabilities 負債總額	6,159,297	4,052,876	4,254,388	4,529,445	5,294,092	7,764,606
Total (deficit)/equity (虧絀)／權益總額	(323,046)	6,652,154	7,027,400	8,918,268	9,191,217	10,355,522

“2020 Share Incentive Plan”		the share incentive plan our Company adopted in September 2020, as amended from time to time
「2020年股份激勵計劃」	指	本公司於2020年9月採納的股份激勵計劃（經不時修訂）
“ADS(s)”		American Depositary Shares, each of which represents four Shares
「美國存託股」	指	美國存託股，每一股美國存託股代表四股股份
“Articles of Association”		the articles of association of the Company, as amended from time to time
「組織章程細則」	指	本公司組織章程細則（經不時修訂）
“associate(s)”		has the meaning ascribed to it under the Listing Rules
「聯繫人」	指	具有《上市規則》賦予該詞的涵義
“Audit Committee”		the audit committee of the Board
「審計委員會」	指	董事會審計委員會
“Authorised Representative”		the authorised representative under Rule 3.05 of the Listing Rules
「授權代表」	指	《上市規則》第3.05條規定的授權代表
“Board”		the board of Directors
「董事會」	指	董事會
“BVI”		British Virgin Islands
「英屬維爾京群島」	指	英屬維爾京群島
“China” or “the PRC”		the People’s Republic of China, and for the purposes of this annual report only, except where the context requires otherwise, references to China or the PRC exclude Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
「中國」	指	中華人民共和國，僅就本年報而言，對中國的提述不包括香港、中華人民共和國澳門特別行政區及台灣，但文義另有所指者除外
“Companies Ordinance”		Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
「《公司條例》」	指	香港法例第622章《公司條例》（經不時修訂、補充或以其他方式修改）
“Company”, “we”, “us”, “our” or “MINISO”		MINISO Group Holding Limited (名創優品集團控股有限公司), a company with limited liability incorporated in the Cayman Islands on January 7, 2020
「本公司」、「我們」或「名創優品」	指	名創優品集團控股有限公司，一家於2020年1月7日在開曼群島註冊成立的有限責任公司
“Compensation Committee”		the compensation committee of the Board
「薪酬委員會」	指	董事會薪酬委員會

Definitions

釋義

“connected person(s)” 「關連人士」	指	has the meaning ascribed to it under the Listing Rules 具有《上市規則》賦予該詞的涵義
“Controlling Shareholder(s)” 「控股股東」	指	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Ye, Ms. Yang and the intermediary companies through which Mr. Ye and Ms. Yang have an interest in the Company, namely, Mini Investment Limited, YGF MC Limited, YGF Development Limited, YYY MC Limited and YYY Development Limited 具有《上市規則》賦予該詞的涵義，除文義另有所指外，指葉先生、楊女士及中間公司（葉先生及楊女士通過該等公司擁有本公司權益，即Mini Investment Limited、YGF MC Limited、YGF Development Limited、YYY MC Limited及YYY Development Limited）
“core SKU” 「核心SKU」	指	SKU that generates over RMB100,000 in sales for over a consecutive 12-month period 連續12個月銷售額超過人民幣100,000元的SKU
“Corporate Governance Code” 「《企業管治守則》」	指	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, as amended from time to time 《上市規則》附錄C1所載《企業管治守則》（經不時修訂）
“Director(s)” 「董事」	指	the director(s) of our Company 本公司董事
“EBITDA” 「EBITDA」	指	earnings before interest, depreciation and amortization 除息稅、折舊及攤銷前利潤
“ESG Report” 「環境、社會及管治報告」	指	environmental, social and governance report 環境、社會及管治報告
“first-tier cities” 「一線城市」	指	Beijing, Shanghai, Guangzhou and Shenzhen 北京、上海、廣州和深圳
“Global Offering” 「全球發售」	指	the Hong Kong Public Offering and the International Offering 香港公开发售及國際發售
“GMV” 「GMV」	指	the total value of all merchandises sold by us and our MINISO Retail Partners and distributors to end-customers, before deducting sales rebates and including the value-added taxes and sales taxes collected from consumers, as applicable, regardless of whether the merchandises are returned 我們及我們的名創合夥人及代理商向終端客戶銷售（扣除銷售回扣前並包括向消費者收取的增值稅和銷售稅（如適用），無論商品是否退回）的所有商品的總價值

“Group”, “our Group”, “the Group”, “we”, “us”, or “our”		the Company and its subsidiaries from time to time, and where the context requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
「本集團」或「我們」	指	本公司及其不時的附屬公司，及如文義所指，就本公司成為其現有附屬公司的控股公司之前期間而言則指該等附屬公司（猶如該等公司於相關時間已為本公司的附屬公司）
“HFCAA” 「HFCAA」	指	Holding Foreign Companies Accountable Act 《外國公司問責法案》
“HKD” or “HK\$” 「港元」	指	Hong Kong dollars, the lawful currency of Hong Kong 香港法定貨幣港元
“HKEX” 「聯交所」	指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Hong Kong” 「香港」	指	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Hong Kong Public Offering”		the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Public Offer Price (plus brokerage of 1%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and HKEX trading fee of 0.005%) on the terms and subject to the conditions described in the Prospectus, as further described in the section headed “Structure of the Global Offering – The Hong Kong Public Offering” in the Prospectus
「香港公開發售」	指	根據招股章程的條款並在所述條件的規限下，按公開發售價（另加1%經紀佣金、0.0027%證監會交易徵費、0.00015%財匯局交易徵費及0.005%聯交所交易費）提呈發售香港發售股份以供香港公眾認購，詳情載於招股章程「全球發售的架構－香港公開發售」一節
“Ichiban Kuji” 「一番賞」	指	one of the categories of products sold under the TOP TOY brand that mostly feature manga characters and that are typically sold by lottery 「TOP TOY」品牌下銷售的產品品類之一，其主要特色為漫畫人物，一般以抽獎形式發售
“IFRS(s)” 「《國際財務報告準則》」	指	the International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board 國際會計準則理事會不時發佈的《國際財務報告準則》
“International Offering” 「國際發售」	指	the conditional placing of the International Offer Shares at the International Offer Price pursuant to the shelf registration statement on Form F-3ASR that was filed with the SEC and became effective on March 31, 2022, and subject to the terms and conditions of the International Underwriting Agreement 根據於2022年3月31日向美國證監會提交並生效的F-3ASR表格的暫擱登記聲明及在國際承銷協議的條款及條件的規限下，按國際發售價有條件配售的國際發售股份

Definitions

釋義

“IP” 「IP」	指	intellectual property 知識產權
“Latest Practicable Date” 「最後實際可行日期」	指	March 16, 2025 2025年3月16日
“Listing” 「上市」	指	the listing of the Shares on the Main Board of the HKEX 股份於聯交所主板上市
“Listing Date” 「上市日期」	指	July 13, 2022, on which the Shares are to be listed and on which dealings in the Shares are to be first permitted to take place on the HKEX 2022年7月13日，即股份上市及股份首次獲准在聯交所開始交易的日期
“Listing Rules” 「《上市規則》」	指	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time 《香港聯合交易所有限公司證券上市規則》(經不時修訂、補充或以其他方式修改)
“Main Board” 「主板」	指	the stock exchange (excluding the option market) operated by the HKEX which is independent from and operates in parallel with the Growth Enterprise Market of the HKEX 由聯交所營運的證券交易所(不包括期權市場)，其獨立於聯交所Growth Enterprise Market並與聯交所Growth Enterprise Market並行運作
“Mini Investment Limited” 「Mini Investment Limited」	指	Mini Investment Limited, a limited liability company incorporated under the laws of BVI on November 26, 2019 Mini Investment Limited，一家於2019年11月26日根據英屬維爾京群島法律註冊成立的有限責任公司
“MINISO Retail Partner” 「名創合夥人」	指	franchisee under our MINISO Retail Partner model, a franchise-like store model with chain store characteristics, where the franchisee bears the store opening capital expenditure and store operating expenses to join our “MINISO” or “TOP TOY” branded retail store franchise 名創合夥人模式下的加盟商，該模式具有連鎖加盟店特徵。在該模式下，加盟商將為使用我們「名創優品」或「TOP TOY」品牌零售門店特許經營權承擔開店資本開支和門店運營費用
“MINISO store” 「名創優品門店」	指	any of the stores operated under the “MINISO” brand name, including those directly operated by us, those operated under the MINISO Retail Partner model, and those operated under the distributor model 任何以「名創優品」品牌名稱經營的門店，包括我們的直營店、名創合夥人門店及代理門店
“Model Code” 「《標準守則》」	指	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules 《上市規則》附錄C3所載《上市發行人董事進行證券交易的標準守則》

“Mr. Ye”		Mr. Guofu Ye, an executive Director, chairman of our Board, the chief executive officer of our Company, the founder of our Group and a Controlling Shareholder of our Company
「葉先生」	指	葉國富先生，執行董事、董事會主席、本公司首席執行官、本集團創始人及本公司控股股東
“Ms. Yang”		Ms. Yunyun Yang, spouse of Mr. Ye and a Controlling Shareholder of our Company
「楊女士」	指	楊雲雲女士，葉先生的配偶及本公司控股股東
“Nominating and Corporate Governance Committee”		The nominating and corporate governance committee of the Board
「提名及企業管治委員會」	指	董事會提名及企業管治委員會
“NYSE”		the New York Stock Exchange
「紐交所」	指	紐約證券交易所
“O2O”		online to offline, a business strategy that draws potential customers from online channels to make purchases in physical stores
「O2O」	指	線上到線下，一種吸引潛在顧客從線上渠道購買轉為實體店購買的經營策略
“PCAOB”		The Public Company Accounting Oversight Board
「美國公眾公司會計監督委員會」	指	美國公眾公司會計監督委員會
“Prospectus”		the prospectus of the Company dated June 30, 2022
「招股章程」	指	本公司日期為2022年6月30日的招股章程
“Reporting Period”		the fiscal year ended December 31, 2024
「報告期」	指	截至2024年12月31日止財政年度
“RMB” or “Renminbi”		Renminbi, the lawful currency of China
「人民幣」	指	中國法定貨幣人民幣
“RSUs”		restricted Shares units
「受限制股份單位」	指	受限制股份單位
“SEC”		the Securities and Exchange Commission of the United States
「美國證監會」	指	美國證券交易監督委員會
“second-tier cities”		mainly include capital cities of provinces and autonomous regions, centrally-administered municipalities, and other cities of China that the Company considers to have a similar level of development potential
「二線城市」	指	主要包括中國境內各省的省會城市及自治區、中央管轄的直轄市以及本公司認為具有相似水平發展潛力的其他城市

Definitions

釋義

“SFO” 「《證券及期貨條例》」	指	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time 香港法例第571章《證券及期貨條例》(經不時修訂、補充或以其他方式修改)
“Share(s)” 「股份」	指	the ordinary shares of US\$0.00001 each in the share capital of the Company 本公司股本中每股0.00001美元的普通股
“Shareholder(s)” 「股東」	指	holder(s) of our Share(s) 股份持有人
“SKU” 「SKU」	指	stock keeping unit, a unique identifier for each distinct product and service that can be purchased 庫存單位，可供購買的各類產品及服務的唯一標識
“SSE” 「上交所」	指	Shanghai Stock Exchange 上海證券交易所
“subsidiary” or “subsidiaries” 「附屬公司」	指	has the meaning ascribed to it in section 15 of the Companies Ordinance 具有《公司條例》第15條所賦予的涵義
“SZSE” 「深交所」	指	Shenzhen Stock Exchange 深圳證券交易所
“third- or lower-tier cities” 「三線或以下城市」	指	cities other than first- and second-tier cities in China 除中國一、二線城市之外的其他城市
“TOP TOY store” 「TOP TOY門店」	指	any store operated under the “TOP TOY” brand name, including those directly operated by us and those operated under the MINISO Retail Partner model 任何以「TOP TOY」品牌名稱經營的門店，包括我們的直營店及名創合夥人門店
“United States” or “U.S.” 「美國」	指	United States of America, its territories, its possessions and all areas subject to its jurisdiction 美利堅合眾國、其領地、屬地及其所有管轄地域
“US\$” or “U.S. dollars” 「美元」	指	United States dollars, the lawful currency of the United States 美國法定貨幣美元
“%” 「%」	指	per cent 百分比

